

SHE7-06

# A Topaz is Forever

## A Two-Round D&D<sup>®</sup> LIVING GREYHAWK<sup>™</sup>

### Sheldomar Valley Metaregional Adventure

Version 1.2.0

by Dave Kayserman

Special thanks to Ben McFarland

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A powerful force is on the verge of being released into the Sheldomar and you have been called upon to prevent it. The mission seems simple enough: infiltrate an impregnable fortress and rub elbows with some of the most powerful villains in the Sheldomar. Will you have the jewels to handle it? A role-playing intensive, Sheldomar Valley metaregional espionage adventure for APLs 6-12 and part 4 of the "Shadows over the Sheldomar" series.

**Note:** This adventure will be of particular interest to rogues, charismatic PCs, and members of the Dreadwalkers meta-org.

**Player Note:** Players with animal companions or exotic cohorts may not be able to bring them along for the majority of the adventure. Players of Centaur or other non-humanoid PCs may find themselves at a disadvantage in this adventure.

**Resources:** *Lords of Madness* [Richard Baker, James Jacobs, Steve Winter], *Monster Manual III* [Rich Burlew, Eric Cagle, Jesse Decker, Andrew J. Finch, Gwendolyn F.M. Kestrel, Rich Redman, Matthew Sernett, Chris Thomasson, P. Nathan Toomey], *SHE5-05 Eye of the Storm* [Sean Smith], *SHE6-03 Things to do in Bissel When You're Dead* [Sean Smith].

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

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For questions specific to this document and your region please e-mail your triad point of contact (POC) at [scon40@aol.com](mailto:scon40@aol.com).

For LIVING GREYHAWK campaign questions email [rpgahq@wizards.com](mailto:rpgahq@wizards.com).

## RPGA<sup>®</sup> SANCTIONED PLAY

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

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

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

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

To learn more about the LIVING GREYHAWK character creation and development, RPGA event sanctioning, and DUNGEONS & DRAGONS REWARDS, visit the RPGA website at [www.rpga.com](http://www.rpga.com).

## PLAYERS READ NO FARTHER

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

## PREPARING FOR PLAY

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

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

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

## LIVING GREYHAWK LEVELS OF PLAY

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

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

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

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

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

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

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

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

## TIME UNITS AND UPKEEP

This is a standard two-round Metaregional adventure, set in the Sheldomar Valley.

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

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

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

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

## ADVENTURE BACKGROUND

The Holy Order of the Supernal Topaz Defenders (or the Topaz Order, for short) is an organization of righteous knights, clerics, and champions united in the defense of humankind and its allies from the threat of unhuman monstrosities. While it opposes all intelligent races that prey on humanity, the order reserves its special hatred for creatures that use mind-affecting magic to dominate and enslave humans and other good-aligned humanoids. The Topaz Order is so named because its emblem is a brilliant oval yellow topaz on a field of cobalt blue. The topaz symbolizes protection, resolve, and the sun, and is always used in the creation of the topaz diadems for which the order is renowned.

Commander Toras "The Eagle" Cyndane, Sunwarden of the Bissel chapter of the Topaz Order based in Pellak, has received troubling reports from a deep cover agent that a known mercenary lord, Drakhmar Darkfist, has sent out a number of open invitations to his fortress to potential wealthy clients that may be interested in a demonstration of sorts. Allegedly, he has found

a way to somehow augment the mercenaries that he hires out to his clients through arcane experimentation. Furthermore, one of Darkfist's preferred clients happens to be an organization that calls itself The Coven, led by a covey of Mind Flayers of tremendous power. Should they gain the support of these new mercenaries, The Coven may very well become a much more powerful force in the Sheldomar Valley – something that Toras Cyndane cannot allow.

Cyndane does not have the resources necessary to further investigate these rumors and take action should they prove to be true, as nearly all of the Guardians under his command are deeply involved in other, high-profile missions. Furthermore, his agent inside the fortress dropped out of communication some time ago. Nevertheless, Cyndane knows he cannot risk inaction on his part. Thus, through the various resources and connections at his disposal, Cyndane has identified a number of adventurers possessing the skills required for a mission of this gravity and has reached out to them in the hopes that they will do what is necessary to protect the Sheldomar Valley from this threat on the horizon.

What Cyndane does not yet know is that Drakhmar has put himself into great debt to the forces of the Spider Queen in order to fund his expensive research. Storm Eye, the beholder of the legend, has arrived at Drakhmar's lair to make sure that the Spider Queen's investment has produced acceptable results. If the PCs manage to foil Drakhmar's plans, Drakhmar may very well bring the wrath of the Spider Queen down upon him.

## **ADVENTURE SUMMARY**

After receiving a summons from Commander Toras "The Eagle" Cyndane, the PCs travel to the Temple of Heironeous in Pellak to learn more about their mission. Once there, the PCs meet with Cyndane, brief on their mission, and are directed to Dr. Steamopolis III, or "S," as he is called now, where they are given a number of tools that may save their lives throughout the adventure.

The PCs travel to the lair of a Bandit Lord whose operation is funded by Turrosh Mak and has received an invitation from Drakhmar. The PCs must somehow obtain his invitation either by negotiation or by force. Once the PCs have obtained the invitation, they travel to Drakhmar's fortress disguised as wealthy, villannous clients.

The PCs must subtly ascertain the truth to the rumors of magically enhanced mercenaries while at the same time rubbing elbows with some of the most powerful villains in the Sheldomar Valley and getting on Drakhmar's good graces. Once the PCs have gathered enough information regarding Drakhmar's research and where he conducts it, they must prevent Drakhmar from completing his experimentation by sneaking into his laboratory, destroying the apparatus used to enhance his mercenaries, and killing the scientist responsible for the research. Finally, they must escape from his fortress with any information they gathered along the way.

## **INTRODUCTION: OPENING CREDITS**

Estimated Time: 5 minutes

PCs receive mission assignments from Commander Cyndane and travel to the Temple of Heironeous in Pellak to meet with him.

## **ENCOUNTER 1: FOR YOUR EYES ONLY**

Estimated Time: 20 minutes

PCs meet their employer, Toras, and brief their mission with him, asking any questions pertaining to their mission.

## **ENCOUNTER 2: THE WORLD IS NOT ENOUGH**

Estimated Time: 10 minutes

PCs meet Toras' chief engineer, Dr. Steamopolis III, codename "S," who will provide the PCs with a number of tools that may prove useful.

## **ENCOUNTER 3: ON HER MAJESTY'S SECRET SERVICE**

Estimated Time: 10 minutes

PCs travel to Gathrak's lair.

## **ENCOUNTER 4: LICENSE TO KILL**

Estimated Time: 45 minutes

PCs arrive at Gathrak's lair and acquire the invitation from Gathrak.

## **ENCOUNTER 5: FROM BISSEL WITH LOVE**

Estimated Time: 30 minutes

PCs devise a plan for gaining access to Drakhmar's fortress and travel there encountering some giants along the way.

### **ENCOUNTER 6: DR. NO**

Estimated Time: 10 minutes

PCs arrive at Drakhmar's fortress and engage in the first round of small-talk and information gathering.

### **ENCOUNTER 7: THE SPY WHO LOVED ME**

Estimated Time: 30 minutes

PCs are treated to feast where they encounter Kari, the Topaz Guardian spy, and are introduced to a number of infamous villains from across the Sheldomar. They may engage in the second round of small-talk and information gathering.

### **ENCOUNTER 8: OCTOPUSSY**

Estimated Time: 30 minutes

PCs are attacked by a Coven assassin as they settle in for the night. If they saved Kari, they may gain some more information about Drakhmar and his operation.

### **ENCOUNTER 9: A VIEW TO A KILL**

Estimated Time: 20 minutes

PCs observe a demonstration of Drakhmar's new creations. They may engage in the third round of small-talk and information gathering.

### **ENCOUNTER 10: THUNDERBALL**

Estimated Time: 45 minutes

PCs break off to explore the arcane laboratory where Drakhmar's creations are made and observe various experiments that may provide them with insight into the final encounter. They will have to get through Thunderhoof and his guards.

### **ENCOUNTER 11: LIVE AND LET DIE**

Estimated Time: 30 minutes

PCs enter Drakhmar's laboratory and encounter Argus, the scientist and his creations and must destroy both the apparatus used for these mutations and Argus in order to succeed.

### **ENCOUNTER 12A: DIE ANOTHER DAY**

Estimated Time: 10 minutes

If not captured, PCs flee from Drakhmar's fortress with the help of one of S's useful devices.

### **ENCOUNTER 12B: YOU ONLY LIVE TWICE**

Estimated Time: 20 minutes

If captured, PCs are thrown into an "inescapable" trap by Drakhmar who leaves them to their fates. The PCs must fight to stay alive and escape, or perish.

### **CONCLUSION: CLOSING CREDITS**

Estimated Time: 5 minutes

PCs are debriefed, thanked, and congratulated by Commander Toras.

## **PREPARATION FOR PLAY**

This is an adventure of tact, resourcefulness, and espionage. It should be run very much like a classic James Bond film. The PCs are a secret mission that will require cunning and charisma to complete. They encounter a minor villain to use as a pawn to further their objectives. They will be required to rub elbows with a number of major villains that are too powerful for the PCs to confront in a hostile manner. They will encounter foes intent on stopping them and even "the bond girl" along the way.

It is important to note that the PCs are essentially "spies" throughout the adventure, and it may be necessary to remind them of this, albeit not explicitly. They will be required to maintain cover identities as they gather the information required to complete their mission. A party that blunders through encounters and tries to use brute force in every confrontation cannot possibly succeed in this mission and may very well be captured or killed.

The adventure takes place over the course of a week, beginning on 6 Sunsebb, 597 CY and ending on 12 Sunsebb, 597 CY. In preparation for this adventure, it is critical that you become very familiar with the timeline for when events occur. Events unfold regardless of whether or not the PCs are present, and it may be important to ensure that the PCs are aware of this. Once again, the PCs are playing the roles of spies, and they would do well not to miss their windows of opportunity.

The expected running time of this adventure is 6 hours. If this is running during a convention, it must be run over the course of two standard 4-

hour slots. This allows sufficient time for marshalling and paperwork distribution.

## INTRODUCTION: OPENING CREDITS

This adventure begins on the morning of the 6th day of Sunsebb in the city of Pellak in Bissel. Before beginning the adventure, make sure all PCs that prepare spells have done so for the day and confirm their spell lists with them. Unless some of the players specifically state that their PCs would be adventuring together, assume that each PC has received Commander Cyndane's summons individually. Give the players Player Handout 1 and after each player has read the handout, ask the PCs whether or not they accept the mission. Let each player decide how he or she received the summons on his or her own. If they accept the mission, they find themselves standing outside the gates of the Temple of Heironeous in Pellak, waiting to enter the temple.

*The white marble pillars of the Temple of Heironeous in Pellak loom before you, flanking the thick oaken doors standing open that mark the entrance to the Temple. The center of Heironean faith in Bissel bustles with activity – soldiers, acolytes, and other faithful pass through the entrance, some coming, others going. The morning sun provides little reprieve from the cold as a passing flurry kicks up some snow from the temple steps and sets a chill to your skin.*

Ask the PCs if they enter the temple. If any choose not to, the adventure is over for them. When all of the PCs enter the temple, continue with the following:

*Upon entering the temple, you are greeted by an armed guard that asks you to check your weapons at the door.*

Any PC that refuses to check his weapons is not permitted to enter the temple. This is the first point in the adventure where all of the PCs are together. Players may introduce their PCs to one another. Immediately after checking their weapons, the PCs are approached by a young temple clerk that asks them what business they have in the temple. The clerk knows to expect up to six adventurers this morning summoned on important business for Commander Cyndane. If the PCs speak the phrase "A Topaz is Forever," the clerk leads them to Toras' office. Read the following:

*The clerk nods, spins on his heel, and tells you to follow as he begins to briskly walk away. He leads you past the altar and turns down a short hallway. He keeps a fast pace as he exits through a door that leads into a courtyard where a dozen young boys are sparring with one another, making loud clacking sounds as they go through the forms with practice swords. "Please keep up," the clerk tells you as he crosses the courtyard to a door leading into the building on the other end and re-enters. You are led through another series of hallways until the clerk stops before a wooden door at the end of the hall. "Good luck," he tells you before spinning on his heel once more and walking away.*

## ENCOUNTER 1: FOR YOUR EYES ONLY

This encounter occurs in Commander Toras "The Eagle" Cyndane's office. The characters stand in front of the door that leads into the Commander's office. He is expecting the PCs.

If the PCs knock, read the following:

*A stern voice from the other side of the door bids you to enter.*

When the PCs enter the room, read the following:

*The door opens into a rather spacious office, the walls and floor of which are a smooth, white marble. A fine, intricately woven rug stretches across the floor, most likely of exotic origin. Hanging on the left wall is a map of the Sheldomar Valley, peppered with markers of various colors. Painted upon the right wall is a highly detailed image of a truly gruesome creature: a grayish-green round body in the center of which is set a large, piercing eye. Tentacles sprout from all over the body, at the end of each a smaller eye, just as menacing as the larger one. Just below the central eye is a twisted mouth containing rows of razor-sharp teeth. Lines of text are carefully scribed all around the image, connected to nearly every detail by arrows, though the text is too small to read at this distance.*

Any of the PCs that have played SHE6-03 *Things to do in Bissel When You're Dead* recognize Storm Eye, the "Beholder of Legend" as the creature depicted in the image. Toras notices this and says:

***[Commander Toras]: I see you recognize Storm Eye. I find that it is always best to know your enemy.***

If the PCs entered the room without knocking read the following:

***[Commander Toras]: Normally, I would reprimand you for barging in, but I am afraid there just isn't time.***

In either case, continue with the following:

***Standing on the other end of the room behind a wide desk piled with neatly organized stacks of paper is a tall man with strong Suel features. One of the reasons he is called "The Eagle" is now clear: He has a great beak of a nose, curving downward towards his mouth. He wears an elaborately crafted circlet, in the center of which is set a large, yellow, oval topaz resting against his forehead. It doesn't take a gnome to tell that the topaz is of a perfect cut. Six leather upholstered chairs are aligned in front of the desk. Attached to each chair is a small wooden desk upon which lie a quill pen, a bottle of ink, a writing pad, and two pictures. The man motions for you to sit down.***

***[Commander Toras]: Let me begin by thanking each of you for being here. Your presence indicates that you have accepted this mission for the good of the Sheldomar. There is much to do and little time to do it, so I will be brief. As you may have guessed by now, I am Commander Toras Cyndane, Sunwarden of the Topaz Order in Bissel. I have received troubling intelligence that a known mercenary lord, Drakhmar Darkfist, has made a breakthrough after years of arcane experimentation on the mercenaries he hires out to his clients. Your mission is to infiltrate his fortress, find out what he's up to and how he funds it. If you can get access to the source, destroy it before his creations can be released upon the Sheldomar. Recent intelligence from my agent inside suggests that he will be hosting a number of wealthy clients for a demonstration sometime within the next week. We believe that his fortress will be most open to infiltration at this time. Drakhmar is a very powerful individual with great resources at his disposal – under no circumstances are you to engage him or his clients. Should you be captured, my order will disavow any knowledge of your involvement.***

The first picture on each desk is map of the area that indicates the location of Gathrak's lair and Drakhmar's fortress. The other is a portrait of Drakhmar Darkfist. If any PC examines the portrait, read the following:

***The drawing depicts a dark grey-skinned dwarf with sharp, grey eyes and a carefully-groomed white beard, trimmed to perfection. He exudes a dark confidence.***

Cyndane can provide additional information. Likely questions and answers have been provided. Regardless of the questions asked, ensure that Cyndane provides them with the information regarding Gathrak Mournbringer and his invitation:

How can we infiltrate his fortress?

***"Drakhmar's fortress is heavily fortified. Only the most cunning rogues could ever dream of pulling off a break in, let alone getting out alive. My sources tell me that these invitations are not personalized and that one recipient happens to be a small-time bandit lord who is laired nearby. One could feasibly relieve this bandit of his invitation and enter the fortress disguised as a potential buyer."***

Who is this bandit lord?

***"His name is Gathrak Mournbringer, he is a half-orc with a small force of orcs and half-orcs under his command. We have been aware of his activities for a while but he has been of little interest to us until now."***

May we kill Gathrak?

***"You have been given a license to kill – use it at your discretion. Just make sure he does not enter Drakhmar's fortress or your cover may be blown."***

How much time do we have?

***"Seeing as to how we do not know when Drakhmar is expecting his company, time is not on your side. I suggest that you leave immediately."***

Who do you have on the inside?

***"I am afraid I cannot disclose any information regarding deep cover agents. We find that when dealing with aberrations, the less you know, the safer everyone else is."***

What does your order do?

***"We are an order dedicated to the defense of humankind and its allies from the threat of***

**unhuman monstrosities, also called aberrations.”**

What does this mission have to do with aberrations?

**“Some of Drakhmar’s known clients are aberrations of great power. You would do well to stay out of their way lest they blow your cover – aberrations have ways of penetrating the mind.”**

Can you provide us with any help or resources for this mission?

**“After your briefing, you will speak with ‘S’ who will provide you with a number of... tools, so to speak, that may aid you on your mission.”**

Once the PCs have all of the information they have asked for, continue with the following:

**[Commander Toras]: Now there is little time to waste. You will need to see S before you leave so that he can equip you with some tools of the trade. His workshop can be found at the bottom of the stairs on the other end of this hallway. Heed his words, for his inventions just may save your lives.**

## **ENCOUNTER 2: THE WORLD IS NOT ENOUGH**

This encounter occurs in S’s workshop in the basement of the western wing in the Temple of Heironeous in Pellak.

**Reaching the last of the stone stairs, you find yourselves standing on the concrete floor of a rather spacious basement that has been converted into a laboratory. The strong smell of sawdust and a number of other scents that you can’t put a name to assail your nostrils. Tables and lab benches line the walls of the laboratory, and another row separates the room into two distinct halves. One half is a large alchemist’s lab, perhaps one of the largest you have ever seen. Glass beakers, tubes, and conduits of all shapes and sizes hold liquids of every color, some bubbling and others fizzing. The other half can only be described as a whirring, buzzing, vibrating mechanical disaster. Wooden and metal machines and devices both large and small litter the tables, all running in unison, making it impossible to tell one from another. Sitting on a stool, leaned over one such device is a bald**

**gnome in a white lab coat, wearing strange lenses that magnify his eyes to grotesque proportions.**

**[S]: “Ah, hidey-ho! You’re right on schedule! My name is S, and I have some gifts for you. Come, come, I’m told that you’re in a hurry!”**

PCs that have played *SHE5-05 Eye of the Storm* or *SHE6-03 Things to do in Bissel When You’re Dead* recognize “S” as the one and only Dr. Steamopolis III. Dr. Steamopolis III has gotten into some trouble after working with the Von Reiklande family and is trying to keep a low profile. If any PCs claim to know him, he kindly insists that they must be mistaken. He also does not tolerate anyone touching his inventions. The only time he loses his friendly demeanor is if a PC attempts to touch any of his precious creations, at which point he scolds the PC, sets it out of reach, and then resumes his tour. Should any PC question his capability, he insists that he hasn’t had any invention go wrong yet.

**The eccentric gnome leads you to a rack of potions, each light blue in color and seemingly highly effervescent.**

**[S]: This clever little drink will make you appear as any humanoid you imagine. Just think about what you want to look like and down the hatch! It should last anywhere from four to six days, depending on your chemical composition. It’s the perfect disguise for any occasion! It’s made with highly combustible mind receptors though, so don’t keep it near any open flames... Please take one and follow me!**

The potions work just as described. Feel free to be as inventive as you’d like should any PC choose to test the Doctor’s warning. Clever PCs should figure out that this will help them assume their chosen disguises for infiltrating the fortress. The potions do have the unpleasant side effect of leaving the imbiber with some sort of a physical deformity. Feel free to use this as a role-playing tool.

**The gnome waddles further down the row of gurgling beakers until he stops at a small, clear glass case in which can be seen six orange spheres, each no larger than a grape. He drops below the table and resurfaces with a thick, lead helmet, which he carefully places on his head. He then opens the case and**



***hands each of you one of the spheres. His voice is muffled as he addresses you.***

***[S]: They're perfectly safe, I assure you. If you just pop one of these into your mouth and bite down hard, nothing will be able to penetrate your mind, not even the powers of a "you-know-what!"***

***The gnome sticks his hand in front of his mouth, palm facing downwards and wiggles his fingers, making a slurping sound.***

***[S]: They should last about two hours.***

These interesting candies may prove to be useful in preventing the detect thoughts abilities of any creatures inside of the fortress. However, they do have some odd side effects: they cause the imbiber tremendous intestinal discomfort and cause the imbiber to sweat profusely. This translates into a -2 circumstance penalty to charisma-based skill checks and Concentration checks. Their effects last for two hours.

***The gnome continues onward, walking through the central row of tables to the gizmo side of the workshop and stops at a table on which rests a small mechanical disk.***

***[S]: And this I'm particularly proud of. It's quite ingenious, actually. I have figured out a way to bend space using science rather than magic! This lets the user get around some of the pesky annoyances one typically encounters when relying too heavily on magic. Simply enter the exact coordinates right here and flip the activation trigger on the back. Be careful with this! Once used, the device requires a full day to cool down before it can be used again, so make sure you know exactly where you're going before you use it. When it starts to blink, you'll know it's about to activate and you'll have a mere six seconds to react. Make certain that you are all close together when the device activates or some of you will be left behind! However, the technology is very new, so I wouldn't recommend using it unless you absolutely must!***

The device works exactly as the doctor has described – it is a teleportation device that allows the user to teleport into and out of an area that does not normally allow teleportation, such as an area protected by a *dimensional lock*, warded by an *antimagic field* or similar effect that prevents extra-dimensional travel. The device is not entirely user-friendly and thus, entering coordinates and

triggering the device takes one full round to complete. If the user is disarmed or attacked while triggering the device, the process is interrupted and the user must attempt to trigger the device again. Once triggered, it does not activate for 3d4 rounds. This should come as a frightening surprise to the PCs when the time comes to escape from Drakhmar's fortress. The device teleports any willing living target adjacent to the bearer of the device when it actually activates, not when it is triggered. The device begins to blink a round before it is about to activate, cluing the PCs in to the fact that they should cluster together when they see the device begin to blink. Each time the device is used, there is a 20% chance that the device overheats and breaks after activation. S will insist that PCs avoid using the device to travel to either of their destinations.

***The gnome leads you now to a back door, opens it, and walks through into the stables where all breeds of horses are secured, including both heavy and light war horses. He leads you to the front of the stables where six ordinary-looking horses are stabled.***

***[S]: Ah, here we are. These are the last things I will give you. Magnificent creatures they are, really.***

The gnome pauses and waits for questions like “do they fly/teleport/breathe fire?” to which he eagerly responds in an exasperated tone, “Really! What do you take me for? They're horses! You're supposed to ride them to your destination!” Make the PCs regret asking the question before sending them off on their way. Medium PCs are given light horses and small PCs are given war ponies. In either case, the animals are capable of traveling 32 miles per day bearing one rider over regular terrain and 24 miles per day over mountainous terrain without being forced to hustle or take a forced march.

## **ENCOUNTER 3: ON HER MAJESTY'S SECRET SERVICE**

This encounter occurs in the Barrier Peaks on the way from Pellak to Gathrak's lair. Gathrak's lair is approximately 90 miles away from Pellak. The first 30 miles is over regular terrain while the last 60 miles consists of mountainous terrain that is more difficult to travel through. Assume that the PCs leave on the afternoon of 6 Sunsebb unless they

spend time doing anything else before departure. Additional details for travel options are provided.

Use the rules for overland movement in the DMG to determine how long it takes the PCs to reach Gathrak's lair based on the options that they have selected for overland movement. Some parties may be capable of providing their own means of transportation, and you should adjudicate this as normal based on the distance to the lair. Note the timeline described on DM Reference 1. Gathrak and his entourage depart from his lair on the morning of 9 Sunsebb.

As a simple reference, if the PCs travel the standard 8 hours per day and leave immediately, they arrive at Gathrak's lair on the morning of 9 Sunsebb, just as he and his entourage are preparing to depart for the fortress. If the PCs take longer, they are forced to catch up to Gathrak and his entourage in order to intercept them. If they are unable to do so, they will be unable to gain access to the fortress.

Parties that hustle or take a forced march may arrive during or before nightfall before Gathrak and his entourage depart, giving them more options for obtaining the invitation from him. More details are provided in Encounter 4.

## ENCOUNTER 4: LICENSE TO KILL

This encounter occurs in Gathrak's lair in the Barrier Peaks.

### TRAVEL BY LAND

***Even along the foothills of the Barrier Peaks, the terrain is hazardous in the winter as your mounts struggle to carry on at times. After days of travel without incident, you arrive at the coordinates given to you by Commander Cyndane.***

### TRAVEL BY AIR

***Traveling swiftly through the cool winter air, you make excellent time as you reach the foothills of the Barrier Peaks. You arrive at the coordinates given to you by Commander Cyndane. However you can't seem to spot the entrance to Gathrak's lair from this altitude.***

Inform them they can't seem to find anything at this altitude. Suggest that they may want to land for further investigation.

## TELEPORTATION

They arrive within 1d4 miles of Gathrak's lair. Read the following:

***After spending a short while regaining your bearings, you are able to find your coordinates on the map and make your way to the coordinates given to you by Commander Cyndane.***

## GATHRAK'S LAIR

***With the help of the map given to you by Commander Cyndane, finding the poorly concealed path off the main mountain trail leading down towards the base of one of the mountains in the Barrier Peaks is not difficult.***

Gathrak's lair is a fortified series of caves, occupied by his gang of bandits, his advisor, and a cleric of Gruumsh that acts as his second-in-command. The level of security changes between the daytime and nighttime. This encounter is divided by areas in case the PCs decide to attempt to stealthily infiltrate the lair. For a layout of Gathrak's lair, refer to DM Aid: Map #1 – Gathrak's Lair.

For all role-playing interactions in this section, the following modifiers may be applied to any Bluff, Diplomacy, or Intimidate attempt:

1. You may issue up to a +5 modifier or a -5 penalty depending on what the PCs say, at your discretion
2. Apply a -5 penalty if the primary speaker is an elf or half-elf
3. Apply a +5 bonus if the primary speaker is a half-orc
4. Add 1 to the DC for every elf or half-elf in the party
5. Subtract 1 from the DC for every half-orc in the party

### **Area 1**

***Ahead, a cave opening at the base of the mountain appears to be guarded by two orcs. Each has a falchion strapped to his back and carries a horn on his chest held by a rope around his neck.***

The entrance to Gathrak's lair is guarded by two orc warriors at all times (day or night).

## All APLs (EL 1)

□ **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

The orcs here have been instructed to alert the rest of the gang by blowing their horns at the first sign of trouble. If the orcs spot the PCs attempting to sneak in, ask for initiative. The orcs will both blow their horns as their first actions. A standard action is required to blow a horn. However, the orc guards are accustomed to infrequent visitors for their leader, and the PCs may be able to convince the guards to lead them inside as guests with a DC 15 + APL Bluff, Diplomacy, or Intimidate check.

If the PCs approach by night, the orcs blow their horns at the first sight of the PCs regardless of how they approach as they have been trained to be overly cautious at night.

### **"SEEING AN OLD FRIEND"**

This option is only available if the PCs are escorted inside by the guards from Area 1. If the PCs are spotted inside of the lair without escorts, consider them "spotted."

If the PCs take this option and none of them speak orc, read the following as they approach Area 1:

***One of the guards looks you over and declares something in a harsh tongue you do not understand. Realizing that you cannot understand him, he grunts and points to your weapons, holding out his hand.***

If any of the PCs speak orc, read the following:

***One of the guards looks you over and instructs you to hand over your weapons.***

If the PCs refuse, the orcs do not permit them to enter. Nothing can convince the guards to allow the PCs to enter with any weapons in their possession that have not been well concealed. Should the PCs persist, the guards blow their horns. If the PCs have more weapons than the two guards can carry, one of the orcs runs inside to find more guards to carry the PCs' weapons.

***You are escorted through a short passage into a forty by fifty foot cavern illuminated by numerous lit torches fastened to the walls. Passageways extend outwards on the left and right walls of the cavern and the entrance to another passage lies on the opposite end, beside which a large metal chest lies open. An***

***ogre flanked by two orc guards stands in front of the passage and barks a command at your escorts. They lead you to the ogre and step back. "Why you here?" The ogre belches out in broken Common.***

The PCs are now in Area 2. The PCs must make another DC 15 + APL Bluff or Diplomacy check or a DC 20 + APL Intimidate check to continue their cover story. If the PCs fail their check, they may attempt another at the DM's discretion with a +10 modifier on the DC. If the PCs fail, read the following:

***[Ogre Guard]: Gathrak busy. Leave now.***

If the PCs refuse to leave, the Ogre will call for backup. At this point, consider them "spotted."

If the PCs succeed, read the following:

***The orcs carrying your weapons deposit them in the chest and close the lid. As you enter the passage, the sounds of combat can be heard from up ahead. The ogre leads you through the short passage to a chamber similar in proportion to the previous. A half-orc of tremendous size that can only be Gathrak Mournbringer sits on a throne carved from dark stone on the far end of the room. He wears a black patch over his right eye and rests his hand on a wicked looking orc double-axe. Standing to his left is a half-orc clad in full-plate, wearing priestly garments, and standing to his right is an attractive Oeridian man also clad in full-plate with his arms crossed at his chest and a greatsword strapped to his back. Two humans dressed in rags fight with rusted short swords in the center of the room. As you enter the room, one of the men disarms the other and looks up towards Gathrak. "Kill" rumbles out of the half-orc's sneering mouth, and the man drives his sword through the other man where his neck meets his chest. Gathrak waves his hand, and two orc guards lead the man out of the chamber. The body of the other man remains on the floor. Gathrak's eye gazes up towards your group.***

***[Gathrak Mournbringer]: To what do I owe the pleasure, adventurers?***

At this point, the PCs must convince Gathrak to give them his invitation. Seeing an opportunity to capitalize, Gathrak is more than willing to negotiate. This encounter should be role-played between the DM and the players, but ultimately, Gathrak is willing to agree to one of the following:

1. The PCs may purchase the invitation from Gathrak at the cost of 1,000 x APL gold. This may be negotiated down by 50% with a successful Diplomacy check made against a DC of 25 + APL. After purchasing the invitation, the PCs' belongings are returned to them.
2. The PCs may accept Gathrak's challenge to a fight, in which case, the party faces off against Gathrak, his priest, and his advisor, Jannon. Before combat, Gathrak orders his guards to retrieve the PCs' weapons. If the PCs win, Gathrak gives them the invitation. If the PCs lose, Gathrak claims their possessions as his own and sends them on their way, allowing them to take the bodies of fallen allies with them. Note that it is entirely possible that Gathrak and his cronies may be killed in this combat. Should this occur, the remaining members of his gang allow the PCs to claim their rewards and leave without incident.
3. The PCs must permit Gathrak to call upon them for a favor at a future time. If the PCs agree to this, the players receive the "A Debt to Pay" item on their adventure records, and Gathrak gives the PCs the invitation and allows them to leave with all of their possessions.

Proceed to Area 5 for details on the creatures in this area.

#### **SNEAKING IN**

Have the PCs make Hide and Move Silently checks opposed by the Spot and Listen checks in each area. Note that DC 21 is the highest result that any of the orcs can hope to achieve. If any orc or the ogre succeeds on his Spot check, he shouts, "Intruders!" and blows his horn (if he has one). Unless the PCs can somehow silence all orcs in the area and prevent them from alerting others in response, consider the PCs "spotted" (below). If a guard horn is blown, consider the PCs "spotted!" If an orc succeeds on a Listen check only, grant him an immediate Spot check. If any orc succeeds on two Listen checks, consider the PCs "spotted!" If the PCs take this option, they may continue to freely investigate the lair until they are spotted.

#### **SPOTTED!**

If the PCs are spotted, all orcs in the lair are alerted and rush to the location of the PCs. Read the following:

***Shouts echo throughout the chamber as the entire lair stirs. Orcs pour out of every passageway wielding falchions, intent on killing.***

This is an untiered encounter with 22 orc warriors and 2 ogres present in total. If the PCs surrender or are defeated by the orcs, consider the PCs "captured!" below. It is strongly recommended that you not run this as a combat. At lower APLs, try to convince the PCs to surrender and be taken as captives (below) rather than run this combat. At higher APLs, the PCs should have no difficulty with this encounter and you may feel free to summarize and assume that the PCs defeated the gang, especially if this takes place during a timed convention slot. However, consider all opponents in Area 5 to have fully prepared all of their spells, should the situation arise.

#### **CAPTURED!**

If the PCs surrender or are captured, inform them that they are stripped of all of their weapons, cloaks, belts, gloves, and boots. The PCs are immediately escorted to Area 5 where Gathrak awaits them. Read the following:

***Stripped of your weapons and numerous accessories, you are escorted directly to Gathrak's audience chamber. A half-orc of tremendous size that can only be Gathrak Mournbringer sits on a throne carved from dark stone on the far end of the room. He wears a black patch over his right eye and rests his hand on a wicked looking orc double-axe. Standing to his left is a half-orc clad in full-plate, wearing priestly garments and standing to his right is an attractive Oeridian man also clad in full-plate with his arms crossed at his chest and a greatsword strapped to his back. A large puddle of fresh blood and a long red drag mark stains the floor in the center of the chamber. Gathrak's eye gazes up towards your group.***

***[Gathrak Mournbringer]: To what do I owe the pleasure, adventurers?***

At this point, the PCs must first convince Gathrak to let them go with the invitation. The same options as listed previously apply with two adjustments: First, the DC to convince Gathrak to halve the cost of the invitation is increased by 5. Second, should the PCs choose to accept Gathrak's challenge, they are not given their cloaks, belts, gloves, or boots back for the combat.

If they ask for them or try to convince Gathrak to return them, he simply laughs and tells them they must be truly weak indeed to need to rely on simple accessories in combat.

## Area 2

***The passage opens into a forty by fifty foot cavern illuminated by numerous lit torches fastened to the walls. Passageways extend outwards on the left and right walls of the cavern and the entrance to another passage lies on the opposite end, beside which a large metal chest lies open.***

The chest is empty. This room is guarded by two orcs and an ogre at all times.

### All APLs (EL 4)

- ☐ **Ogre:** hp 32; see Monster Manual, page 199.
- ☐ **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

## Area 3

By day, all orcs are awake, playing dice. Apply a -5 penalty on all Spot and Listen checks as they are distracted by the dice game. If the PCs enter this room by day, read the following:

***This room reeks of sweat, raw meat, and other odors that you can't quite identify. The sounds of guttural shouts and rough laughter echo throughout the chamber. Rows of bunks line the walls and tables and chairs crowd the center of the chamber. A handful of orcs sits around the tables, apparently playing at dice. Mugs filled with varying levels of some vile liquid are scattered across the tables.***

By night, all orcs are asleep. Assign a -10 penalty on all Listen checks as they are asleep. They cannot make Spot checks unless they are awakened. If the PCs enter this room by night, read the following:

***This room reeks of sweat, raw meat, and other odors that you can't quite identify. Snoring echoes throughout the chamber; it is amazing anyone is asleep. Orcs lie sprawled in the bunks that line the walls of this chamber. Tables and chairs crowd the center. Mugs filled with varying levels of some vile liquid are scattered across the tables. A few nearly empty ones are tipped over, dripping their dregs on tabletop and floor.***

### All APLs (EL 5)

- ☐ **Orcs (8):** hp 9; see Monster Manual, page 203.

## Area 4

***Three benches standing before a shrine depicting a large empty eye-socket fill this small chamber.***

A DC 10 Knowledge (religion) check identifies this as a shrine to Gruumsh.

## Area 5

By day, Gathrak, his priest, and his advisor are entertaining themselves by forcing two captured Bissel soldiers to fight to the death. If the PCs enter this room by day, read the following:

***As you enter the passage, the sounds of combat can be heard from up ahead. The short passage leads to a chamber similar in proportion to the previous. A half-orc of tremendous size that can only be Gathrak Mournbringer sits on a throne carved from dark stone on the far end of the room. He wears a black patch over his right eye and rests his hand on a wicked looking orc double-axe. Standing to his left is a half-orc clad in full-plate, wearing priestly garments, and standing to his right is an attractive Oeridian man also clad in full-plate with his arms crossed at his chest and a greatsword strapped to his back. Two humans dressed in rags fight with rusted short swords in the center of the room.***

**Creatures:** Gathrak has devoted himself entirely to the following of Gruumsh and thus disregards all concern for his own safety when entering combat. The priest of Gruumsh considers Gathrak to be an instrument of Gruumsh's wrath sent to Oerth to administer Gruumsh's will to those undeserving to live. He focuses all of his efforts on enabling Gathrak to kill for as long as possible, even if it means using spells like *revenance* at higher APLs to bring him back for long enough to kill some more. Jannon is a hateful but charming man, well aware of Gathrak's prowess as a leader and a warrior. He feels that with his guidance, Gathrak can rise swiftly in power among the ranks of Turrosh Mak's forces, bringing himself along for the ride. In combat, he helps to channel Gathrak's rage against his opponents, using his abilities to improve his combat prowess. He is no slouch with a weapon and enters combat against any poorly defended threats when the opportunity arises.

#### APL 6 (EL 9)

- **Gathrak Mournbringer, Male Half-Orc Barbarian 2/Fighter 4/Eye of Gruumsh 1:** hp 78; see Appendix 1.
- **Priest of Gruumsh, Male Half-Orc Cleric 5:** hp 41; see Appendix 1.
- **Jannon Mournbringer, Male Human Bard 2/Marshal 3:** hp 40; see Appendix 1.
- **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

#### APL 8 (EL 11)

- **Gathrak Mournbringer, Male Half-Orc Barbarian 2/Fighter 4/Eye of Gruumsh 2/Exotic Weapon Master 1:** hp 101; see Appendix 2.
- **Priest of Gruumsh, Male Half-Orc Cleric 7:** hp 65; see Appendix 2.
- **Jannon Mournbringer, Male Human Bard 2/Marshal 5:** hp 57; see Appendix 2.
- **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

#### APL 10 (EL 13)

- **Gathrak Mournbringer, Male Half-Orc Barbarian 2/Fighter 4/Eye of Gruumsh 4/Exotic Weapon Master 1:** hp 125; see Appendix 3.
- **Priest of Gruumsh, Male Half-Orc Cleric 9:** hp 83; see Appendix 3.
- **Jannon Mournbringer, Male Human Bard 2/Marshal 7:** hp 74; see Appendix 3.
- **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

#### APL 12 (EL 15)

- **Gathrak Mournbringer, Male Half-Orc Barbarian 2/Fighter 4/Eye of Gruumsh 6/Exotic Weapon Master 1:** hp 162; see Appendix 4.
- **Priest of Gruumsh, Male Half-Orc Cleric 11:** hp 110; see Appendix 4.
- **Jannon Mournbringer, Male Human Bard 2/Marshal 7/Fighter 2:** hp 94; see Appendix 4.
- **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

**Preparation:** Gathrak begins combat with *shield other* and *magic vestment* spells cast upon him by the half-orc priest. Jannon begins combat with the Motivate Attack Major Aura and Motivate Dexterity Minor Auras active. These effects as well as the effects of Gathrak's Rage (and the Swing Blindly ability at APL 8 and higher) are already reflected in their stat blocks. If the PCs had been captured, consider the half-orc priest to have pre-cast any other spells with duration greater than one minute.

**Tactics:** Gathrak is the primary offense in this combat, choosing always to take a full-attack action when available. He enters a rage immediately and focuses on the most threatening PC in preference to others. Gathrak does not strike to subdue, but he also does not strike downed opponents unless they are healed during combat. The half-orc priest focuses on buffing Gathrak and keeping him alive. At APL 8 and higher, he opens combat with a *recitation* spell. He may be forced to heal himself on occasion due to the effects of the *shield other* spell he has cast on Gathrak. Jannon uses *inspirational boost* and Inspire Courage in the first round of combat and enters melee with the nearest unarmored or lightly-armored opponent in the following round, switching his minor aura to Force of Will.

APL 6: Same as above except as follows: the priest begins combat with a *prayer* spell. The priest of Gruumsh will use his *ring of silent spells* beside any pesky PC spellcasters while he casts his next three spells unfettered.

APL 8: Same as previous APLs except Jannon utilizes his Grant Move Action ability in an attempt to provide Gathrak with a full-attack opportunity if he does not have one already. He also activates his *rearguard's cape* in order to increase the effects of his Major and Minor Auras by 2. Note that stat blocks do not reflect adjustments made by activating this item.

APL 10: Same as previous APLs except Jannon activates his *badge of valor* immediately after his round in order to boost his Inspire Courage to +3. If Gathrak dies, the priest of Gruumsh casts *revenge* on him so that he may continue fighting.

APL 12: Same as previous APLs except Gathrak activates his *boots of speed* in the first round of combat as a free action. The priest of Gruumsh uses the *displacement* ability on his armor to reduce the chances of being hit with

attacks or spells, and uses wall of stone and blade barrier to split the party.

**Treasure:** The below treasure is only recovered if the PCs defeat Gathrak and his cronies in combat. It is possible that the PCs might steal Gathrak's plunder while he sleeps, in which case they receive only the coin total:

APL 6: 233 gp, C: 3,000 gp, M: 1,220 gp, +1/+1 orc double-axe (389 gp), +1 breastplate (113 gp), *potion of fly* (67 gp), *crystal of glancing blows (least)* (42 gp), *ring of silent spells* (167 gp), +1 greatsword (196 gp), +1 fullplate (221 gp), *potion of cure moderate wounds* (25 gp).

APL 8: L: 238 gp, C: 4,000 gp, M: 2,937 gp, +1/+1 orc double-axe (389 gp), +1 breastplate (113 gp), *gauntlets of ogre power* (333 gp), *potion of fly* (67 gp), *crystal of glancing blows (least)* (42 gp), +1 spear (192 gp), *potion of invisibility* (25 gp), *periapt of wisdom +2* (667 gp), *ring of silent spells* (167 gp), +1 greatsword (196 gp), +1 fullplate (221 gp), *potion of cure moderate wounds* (25 gp), *cloak of charisma +2* (333 gp), *rearguard's cape* (167 gp).

APL 10: L: 238 gp, C: 5,000 gp, M: 4,678 gp, +1 berserker/+1 orc double-axe (889 gp), +2 breastplate (363 gp), *gauntlets of ogre power* (333 gp), *potion of fly* (67 gp), *cloak of resistance +2* (333 gp), *crystal of glancing blows (least)* (42 gp), +1 spear (192 gp), *potion of invisibility* (25 gp), *periapt of wisdom +2* (333 gp), *cloak of resistance +2* (333 gp), *ring of silent spells* (167 gp), +1 corrosive greatsword (696 gp), *badge of valor* (117 gp), +1 fullplate (221 gp), *potion of cure serious wounds* (67 gp), *cloak of charisma +2* (333 gp), *rearguard's cape* (167 gp).

APL 12: L: 109 gp, C: 6,000 gp, M: 9,149 gp, +1 berserker/+1 orc double-axe (889 gp), +2 breastplate (363 gp), *boots of speed* (1,000), *deep red sphere ioun stone* (667 gp), *amulet of health +2* (333 gp), *gauntlets of ogre power* (333 gp), *potion of fly* (67 gp), *cloak of resistance +2* (333 gp), *crystal of glancing blows (least)* (42 gp), +1 spear (192 gp), +1 displacement fullplate (471 gp), *pink rhomboid ioun stone* (667 gp), *potion of invisibility* (25 gp), *periapt of wisdom +2* (333 gp), *cloak of resistance +2* (333 gp), *ring of silent spells* (167 gp), +1 corrosive greatsword (696 gp), *badge of valor* (117 gp), +2 fullplate (471 gp), *potion of cure serious wounds* (67 gp), *cloak*

*of charisma +4* (1,333 gp), *rearguard's cape* (167 gp), *vest of resistance +1* (83 gp).

**Developments:** If the PCs defeat Gathrak and his cronies, the rest of his gang allows the PCs to claim their prizes (all of the loot and the invitation) and leave without incident, as they are afraid of any mighty enough to defeat their powerful leader.

By night, this room is empty save for two guards. If the PCs enter this room by night, read the following:

***The short passage leads to a chamber similar in proportion to the previous. A throne carved from dark stone sits on the far end of the room. A large brown stain mars the floor in the center of this chamber. Three passages lead out of this room.***

#### All APLs (EL 1)

❑ **Orcs (2):** hp 9; guard horns; see Monster Manual, page 203.

#### Area 6

This is Gathrak's quarters. By day, he can be found in Area 5.

***A circular rug stretches across most of the floor of this chamber. A large bed covered in thick furs rests on the left side of the chamber. A round wooden table covered in maps dominates the center of the room, and a thick chest rests against the right wall.***

The chest holds the invitation as well as the loot Gathrak has accumulated. The chest is locked, and Gathrak wears the key around his neck. Any attempt to smash the lock is overheard by Gathrak in Area 5.

❑ **Locked Iron Chest:** 4 in. thick; hardness 8; AC 5; hp 60; Open Lock DC 30, Break DC 30.

By night, Gathrak is sleeping in his chamber. The chest is rusty, and if any PC attempts to open the chest while Gathrak is sleeping, he must make a Move Silently check opposed by Gathrak's Listen check to not only open the lock, but also to open the chest. Assign a -5 penalty to the PC's Move Silently check for opening the chest. The chest contains APL x 500 platinum pieces.

#### Area 7

This is the Priest of Gruumsh's quarters. By day, he can be found in Area 5.

***This sparsely decorated chamber is of little interest apart from a small cot in the corner of***

***the room and a large golden idol depicting an empty eye-socket flanked by spears fastened to the right wall.***

By night, the priest is sleeping in this chamber.

### **Area 8**

This is Gathrak's half-brother's quarters. By day, he can be found in Area 5.

***This comfortably furnished chamber is dominated by bookshelves covering nearly every wall. A bed rests against the back wall of the chamber and a small ornate table rests in the back right corner on which lay a number of open books.***

By night, Jannon is sleeping in his chamber.

## **ENCOUNTER 5: FROM BISSEL, WITH LOVE**

This encounter occurs in the Barrier Peaks on the way from Gathrak's lair to Drakhmar's fortress. Using the same travel rules from encounter 3, let the PCs figure out how they plan to get to Drakhmar's fortress. The fortress is 40 miles away from Gathrak's lair, thus at the standard rate of travel through mountainous terrain, it takes 16 hours to reach the fortress from Gathrak's lair.

As a simple reference, if the PCs travel the standard 8 hours per day and leave immediately, they arrive at Drakhmar's fortress on the afternoon of 10 Sunsebb, just as some of his other guests are arriving. If the PCs take longer, they arrive late.

### **TRAVEL BY LAND**

***Your travel takes you deeper into the Barrier Peaks and even at this altitude, the view is breathtaking as you are able to survey the foothills and even the adjacent woodlands.***

### **TRAVEL BY AIR**

If the PCs travel by air, they find that Drakhmar's fortress must be concealed well from the sky and find that they must land somewhere in the vicinity of the fortress and continue the rest of the way on land.

***Although you are certain you are at the correct coordinates, you are unable to spot Drakhmar's fortress from this vantage point. Perhaps it will be easier to find from the ground.***

## **TELEPORTATION**

If the PCs attempt to teleport to Drakhmar's fortress by using the coordinates on their map, roll d% to determine whether or not they teleport into the area of the dimensional lock (see encounter 6 for more details). A result of 81% or higher indicates that the PCs' teleportation attempt has failed:

***Although you are certain your spell was successful, some force prevents you from arriving at your destination.***

A result of 80% or lower indicates that the PCs have arrived within 1d4 miles of Drakhmar's fortress.

***With an audible pop, you arrive deeper within the Barrier Peaks. After finding your coordinates on your map, you are able to determine that Drakhmar's fortress is only a couple of miles away.***

## **GIANT ATTACK!**

The PCs have a random encounter that takes place in the Barrier Peaks along the way. If the PCs travel by land, roll randomly to determine whether this encounter occurs during the day the PCs left Gathrak's lair, or on the following day. If the PCs travel by air or by teleportation, the encounter occurs immediately when they land near the fortress.

The PCs route converges with that of a giant hunting party. Have them make DC 15 + APL Spot checks to determine whether or not they see the giants in time. Failure by all PCs results in a surprise round for the giants. If any PC's result exceeds the DC by 5 or more, he may warn the party in time to give them all a surprise round before the giants notice the PCs.

***The terrain becomes more hazardous as you follow the narrow winding path into the mountains.***

If the PCs get a surprise round on the giants, read the following:

***Rounding a bend, the path widens and you spot a number of giants ahead, apparently out hunting. They don't seem to have noticed your party, but they're heading in your direction.***

If neither the PCs nor the giants get a surprise round, read the following:

***Rounding a bend, the path widens, and you spot a number of giants ahead, apparently out***



**hunting. One points at your group and shouts something in another tongue as they prepare for combat.**

If the giants get a surprise round on the PCs, read the following:

***Rounding a bend, the path widens and you spot a number of giants ahead, closing on your party, ready for combat.***

#### **APL 6 (EL 8)**

□ **Hill Giant:** hp 108; see Monster Manual, page 123.

□ **Ogre (2):** hp 32; see Monster Manual, page 199.

#### **APL 8 (EL 10)**

□ **Frost Giant:** hp 137; see Monster Manual, page 122.

□ **Hill Giant:** hp 108; see Monster Manual, page 123.

#### **APL 10 (EL 12)**

□ **Cloud Giant:** hp 179; see Monster Manual, page 120.

□ **Frost Giant:** hp 137; see Monster Manual, page 122.

#### **APL 12 (EL 14)**

□ **Cloud Giant (3):** hp 179; see Monster Manual, page 120.

**Preparation:** The giants have nothing out of the ordinary prepared for this encounter.

**Tactics:** The giants follow no special tactics in this encounter.

**Treasure:** The giants have no treasure in their possession.

**Developments:** This encounter results in no special developments. Once the PCs have defeated the giants, they may proceed to Drakhmar's lair.

If they do not arrive by nightfall on 10 Sunsebb, they miss their window of opportunity and are not be granted access to the fortress. At this point, the adventure is over.

The PCs must assume disguises to gain access to Drakhmar's fortress. Allow the PCs some time to create cover identities and note the means by which they are creating their cover. Most PCs use the potions given to them by "S" to disguise themselves, but others might come up

with other inventive disguises. Encourage creativity but at the same time, if you feel that the party's cover is particularly weak, remind them that they may find themselves in an inescapable situation should their cover be blown.

The PCs may wish to scout out the road to the fortress to see who else might be arriving or to make sure they arrive at the same time as the other guests, assuming they did not dally in leaving Gathrak's lair.

If they wait a couple of hours before entering Drakhmar's Fortress, they spot Lothar von Reiklande's convoy:

***A convoy of armed men rides up the winding road. Behind them ride three men in black and red wizardly robes bearing the symbol of an open spellbook on the back. The man at the center wears a scowl upon his pallid face as he urges the guards ahead of him to pick up the pace.***

Any PC that has been to Keoland recognizes the robes as National Academy of Wizardry (NAW) robes of Keoland. A Knowledge (nobility) check of 20 or higher identifies the man in the center as Lothar von Reiklande. PCs that have played *SHE6-03 Things to do in Bissel When You're Dead* automatically recognize him.

Lothar's convoy is followed shortly by the procession of Lady Anthia Fertuine, sister to the Baron of Cassiter in Bissel:

***Not much later, a procession of knights advances towards the fortress, among which rides a tall pale-skinned woman with sharp Suel features and ginger hair. She wears a lavish green riding dress embroidered with gold filigree beneath her opulent traveling cloak. The knights appear to bear no crest or symbols of any sort.***

A Knowledge (nobility) check of 20 or higher recognizes Lady Anthia Fertuine as the Suel woman. PCs that have played *BIS7-06 The Golden Masque* know that the Baron of Cassiter has given sanctuary to known followers of the fallen Necromancer Evard, in open defiance to the throne of Bissel, and that this is his sister.

## **ENCOUNTER 6: DR. NO**

This encounter occurs within Drakhmar's fortress located somewhere in the Barrier Peaks. Some important information about Drakhmar's Fortress is as follows:

The fortress and area within a 100 foot radius are under the effects of a *dimensional lock* spell. Once the PCs enter the fortress, be mindful of which items they attempt to place into or retrieve from any extra-dimensional spaces, as they are no longer able to do so. This also prevents the use of spells such as *dimension door*, *teleport*, *blink*, *planeshift* and many others.

Powerful divinations such as *arcane eye*, *prying eyes*, *commune*, *augury*, *scrying* and *divination* will not work within the fortress.

Many of the encounters that take place within the fortress are role-playing intensive. Thus, remember to issue up to a +5 modifier or a -5 penalty on all Bluff, Diplomacy, and Intimidate checks, depending on what the PCs say, at your discretion.

Read the following as the PCs approach the fortress:

***The road that winds higher into the Barrier Peaks begins to widen as you approach your destination. The daunting black fortress of the mercenary lord, Drakhmar Darkfist, looms ahead. The imposing structure stands tall, enclosed by three broad towers, haughtily reaching up towards the highest peaks that surround them. Dark gray-skinned dwarves perched atop manticores circle above the fortress, while a multitude of the same duergar foot soldiers stand guard at the ramparts and by the huge metal gates.***

When the PCs approach the gates, read the following:

***As you approach the gates, a minotaur clad in full plate accompanied by four duergar emerges from within the fortress. He holds up a huge, furred palm, motioning for your party to stop. In his other hand is a spear large enough to skewer a dire boar.***

***[Thunderhoof]: Invitation?***

Give the PCs a chance to hand over the invitation.

***The minotaur folds up the invitation and puts it into a pouch at his side.***

***[Thunderhoof]: Who is the leader of this group and who do you represent?***

Give the PCs a chance to make their declaration. Thunderhoof does not allow any large-size animals to enter the fortress; he insists

that they may be taken to the stables and held there during the PCs' stay.

***[Thunderhoof]: Follow.***

Ask the PCs if they follow the minotaur. If they don't, this is a very short adventure. If they do, continue with the following:

***The minotaur leads you through the gates to an oversized vestibule. A tall statue fills an alcove on each wall; to the left, an armored dwarf with a bald head and a neatly trimmed beard is holding a warhammer above his head as though issuing a command; to the right, the same dwarf striding forth and hefting the same warhammer, poised to attack. The minotaur continues through a set of ornate double-doors standing open on the other end of the vestibule, the clapping of his hooves on the stone tiles echoing throughout the halls. You arrive in a large chamber, furnished with plush couches and a thick, exotic rug. In the center of the room stands a table bearing a crystal decanter containing some dark liquid. Standing beside the table, sipping the same liquid from a crystal glass is the dwarf depicted by the statues in the foyer, wearing silk robes. Light from the chandelier hanging above the room reflects off of the dark grey skin of his bald scalp.***

This is Drakhmar Darkfist. Have the minotaur announce the PCs to Drakhmar, using the information the player's gave you when the minotaur asked for it. He refers to Drakhmar as "Your excellency."

**All APLs (EL 17)**

☐ Drakhmar Darkfist, Duergar Wizard 6/Fighter 1/Spellsword 10: hp 172; no stats available.

***[Drakhmar]: Thank you, Thunderhoof.***

***The Duergar directs his gaze towards your group.***

***[Drakhmar]: I make it my duty to greet all of my guests personally. I am curious, what type of operation is it that you run and how did you come by my invitation?***

Allow the PCs some time to respond.

***[Drakhmar]: Excellent. I am pleased you were able to come. Is there anything I can do to make your stay more comfortable?***

The PCs may make any reasonable requests. Use your discretion to determine which ones he grants. Regardless of whether or not the PCs make any requests, Drakhmar calls in a servant to bring drinks for the PCs.

***Drakhmar claps his hands twice and almost immediately, a Bakluni servant appears in the archway set in the left wall of the chamber.***

***[Drakhmar]: Bring some refreshments for my guests – whatever they desire.***

Pause and allow the PCs to order drinks. The servant returns quickly with the PCs drinks and the PCs may ask some questions of Drakhmar at this time. While he may answer some questions, he refrains from answering others, hoping not to spoil the surprise. Drakhmar is polite and even-tempered, especially for a Duergar, but a shrewd business man. Take this into consideration when role-playing him as an NPC. Likely questions and answers have been provided:

What do you have planned?

***“We’ll get to know each other a little better this evening. Tomorrow morning, we will have a demonstration; a spectacle you will not want to miss. The silent auction will begin tomorrow evening and continue through the day after.”***

You have human servants?

***“I purchase whichever slaves strike my fancy. It is a shame that the slavers are in the area so infrequently. If you see one you like, by all means, I will gift it to you.”***

Who are the other guests?

***“Esteemed business partners, all. You will soon have the opportunity to make their acquaintance.”***

Where are all of your mercenaries?

***“They are housed in a series of barracks in the southeast tower. You will not be bothered by them during your stay, though I do employ a moderate number as guards in my estate.”***

Where do you perform your research <or> what are we here to see?

***“Now let’s not be hasty. All will be revealed in time.”***

Either when the PCs are finished asking questions or when you feel they have asked too many questions, read the following:

***[Drakhmar]: Where are my manners? You must be exhausted from your journey. Thunderhoof will escort you and your companions to your chambers. A servant will fetch you in a couple of hours for dinner. Rest, rejuvenate, and prepare for an evening of entertainment. I am holding a feast in honor of you, my guests.***

Have the main speaker make a Diplomacy or Bluff check, but do not explain what it is for. Throughout the encounters in Drakhmar’s fortress, the PCs will be required to make checks that reflect how well they maintain their cover. A failed check indicates that they have aroused some suspicion in their host. The difficulty of these checks will increase for each previously failed check. Each failed check will increase Drakhmar’s Suspicion score by 1, which begins at 0. If his Suspicion score ever reaches 3, consider the PCs’ cover blown. If the PCs’ cover is ever blown, proceed immediately to encounter 12B. The DC of the first check is 8 + (2 \* APL). Add 2 to the DC if the PCs asked prodding questions regarding his research or experiments and subtract 2 from the DC if the PCs provided compliments of any sort. Remember that you may add up to a +5 bonus or a -5 penalty depending on how well the PCs role-play their cover.

The PCs are then escorted to their chambers, where they may prepare for dinner.

***Thunderhoof guides you through a series of corridors, each ornamented with more sculptures of Drakhmar in various noble poses. The Minotaur stops at a thick wooden door and opens it. Your room is both spacious and luxurious; lavish couches have been placed strategically on the smooth stone floor and a small tray holding a carafe full of plum wine surrounded by six glasses rests in the center. A separate room for bathing is just visible to the right and a bedchamber to the left. Thunderhoof faces your group.***

***[Thunderhoof]: Do not leave your chambers. You will be summoned for dinner shortly.***

The PCs are currently in the north wing of the fortress. If any take the time to look around or note the security level, inform them that duergar guards are posted everywhere. Particularly keen-eyed PCs might notice spell turrets located in numerous locations. Be creative in dissuading the PCs from attempting to explore the fortress.

## ENCOUNTER 7: THE SPY WHO LOVED ME

This encounter occurs during the evening of 10 Sunsebb within Drakhmar's fortress. The PCs are escorted to the dining hall by a Topaz Guardian cover agent, disguised as one of Drakhmar's slaves.

***A soft knock can be heard on the door to your chambers.***

Allow the PCs some time to react. This is Kari, a deep cover agent who has been spying on Drakhmar for some time now. Kari is aware that Commander Cyndane has sent in specialists to handle the situation and by process of elimination, correctly believes the PCs to be those specialists. She does not give away her identity to the PCs, but she does leave subtle hints, hoping that they will pick up. She puts an air of deference and refers to herself as "this one" at all times. If they open the door or tell her to come in, read the following.

***The door opens and a strikingly beautiful, young Oeridian woman stands in the doorway. Her light, red hair falls loosely upon her shoulders. She is garbed in a white servant's dress embroidered with yellow lace. Around her neck hangs a brilliant, oval-shaped yellow topaz on a silver chain, resting against the tops of her bosom.***

***[Kari]: This one will escort you to dinner now, if it pleases you.***

Kari says little more than that, but she does respond to questions that the PCs may ask. Make it clear to the PCs that Kari is answering their questions as she leads them to the dining hall. Likely questions and answers have been provided:

Where are we going?

***"This one has been instructed to bring you to the dining hall."*** (TRUE – sort of)

How long have you been here?

***"This one was sold to His Excellency three months ago."*** (TRUE – sort of)

Who did you belong to before Drakhmar?

***"This one has been a slave for the Mak since this one was a child."*** (FALSE)

What is your name?

***"This one was never given a name."*** (FALSE)

Where did you get that necklace?

***"His Excellency allowed this one to keep it as a gift. It is this one's birthstone. This one has heard that diamonds are forever, but this one disagrees."*** (FALSE)

The majority of Kari's answers are in fact lies. A DC 20 + APL Sense Motive check reveals that Kari is not being entirely truthful. She will not break her cover under any circumstances.

### THE FEAST

When the PCs arrive at the dining hall, read the following:

***Two large wooden doors at the end of the corridor open into a room of immense proportions. Easily over one hundred feet long, this great dining hall boasts a domed ceiling fifty feet high. A long wooden table stretches across the center of the hall, covered with platters of exotic food and drink, some more exotic than others. Servants hurry into and out of the hall, carrying more trays of food, and standing at attention through the room are a number of Duergar guards. A tall chair crafted in the fashion of a throne rests at the heads of the table, currently empty.***

***Beside the front left end of the table, flanked by a pair of armed guards, stands a pallid Suel man with a prominent nose. He scowls and taps his foot on the stone floor impatiently. Across the table from him floats a true monstrosity: a huge dark gray bulbous creature with eye stalks that wave and snake about, looking all ways at once. The great eye at the center of its body is closed.***

A Knowledge (nobility) check of 20 or higher identifies the man in the center as Lothar von Reiklande, a member of a powerful noble family in Keoland rumored to have experimented with vampirism and other dark things. PCs that have played *SHE6-03 Things to do in Bissel When You're Dead* automatically recognize him as well as the other creature: Storm Eye, the beholder of legend.

***Your servant guide points to the six seats beside the scowling man.***

***[Kari]: This one suggests you wait until His Excellency arrives before you take your seats.***

Allow the PCs to move into their places before continuing.

***As you take your places at the table, a tall pale-skinned woman with sharp Suel features and ginger hair enters the hall. She is accompanied by four young men that, while built like soldiers, carry themselves as though accustomed to formal events such as this. They wear stolid expressions on their faces. She glides to the end of the table opposite the head, nodding slightly to the Suel man as she takes her place beside her chair.***

A Knowledge (nobility) check of 20 or higher recognizes Lady Anthia Fertuine as the Suel woman. PCs that have played *BIS7-06 The Golden Masque* know that the Baron of Cassiter has given sanctuary to known followers of the fallen Necromancer Evard, in open defiance to the throne of Bissel, and that this is his sister.

***As you begin to wonder who might be taking the three open seats directly across the table from you, your breath catches momentarily as three illithids enter the hall and confidently take their places across from you. The illithid on the left is dressed formally but appears otherwise unremarkable. The illithid on the right, wears a simple yet elegant monastic robe, tattoos plainly visible upon any exposed flesh. It is clearly the strongest of the three. The illithid in the middle wears a rich, purple robe. Its grey flesh is stretched thin over its skull, identifying it as the eldest of the three. A black raven is perched upon its shoulder, silently peering at you.***

PCs that have played *SHE4-03 Check the Fine Print* recognize the illithid on the right as the illithid monk encountered at the end of that module. PCs that have played *SHE7-03 Night of Madness* recognize the illithid in the middle as Horthar, the mind-flayer vision that tried to steal their memories. Any PC with the Nemesis AR item from that adventure suffers its effects throughout this encounter, as being in the presence of these powerful members of the Coven is indeed a terrifying experience.

***Before you have time to take it all in, Drakhmar Darkfist strides into the hall, followed closely by Thunderhoof and takes his seat at the head of the table. The other guests save for the beholder follow suit. Thunderhoof stands at attention beside Drakhmar's chair, eyeing the guests.***

Give the PCs a chance to also sit. At this point, the PCs may choose to furtively swallow the candies that S gave them at the beginning of the

adventure. The PCs should have no trouble with this, but allow them to explain how they sneak the candies into their mouths nonetheless. Any PC that does so begins to suffer the side effects of the candy within one round.

As the guests begin eating, the sound of metal tapping on glass echoes throughout the hall as Drakhmar gently strikes his fork against his wine glass. A hush falls over the table.

***[Drakhmar]: I believe introductions are in order! Esteemed guests, to my right is Lothar von Reiklande, a powerful man in Keoland. Lothar, I look forward to doing business with your family. To my left is Storm Eye. Your reputation precedes you, Storm Eye. Across from me is Lady Anthia Fertuine, of the Barony of Cassiter in Bissel. Her brother the Baron has been a thorn in the side of the Knights of the Watch for sometime, and has recently began to openly oppose the fools who rule over Bissel. To my lady's right are old clients of mine. I am pleased that the Coven has once again taken an interest in my operations. Last, but certainly not least is...***

Drakhmar introduces the PCs and says something flattering, based on previous conversations.

***[Lothar]: I do not have much patience for these frivolities, Darkfist. I am here strictly for business.***

***[Storm Eye]: Silence, human. Show respect for our host. Or perhaps I should just open my eye and watch you squirm?***

***The beholder's words ooze and bubble from its cruel mouth. The smile of the beholder is horrid, exposing rows of large, shark-like, jagged fangs.***

***[Drakhmar]: Remember our agreement, Storm Eye. Our guests are entitled to their abilities, as well as their privacy.***

***Shaking her head at the bickering on the other end of the table, Lady Anthia Fertuine looks over at your group and pauses, swallowing the food in her mouth before speaking.***

***[Lady Fertuine]: I am afraid I have never heard of you or your organization. Where did you say you operated out of?***

Role-play a conversation between Lady Fertuine and the PCs. She is actually quite

uninterested in the PCs but wishes not to get involved in the bickering on the other end of the table, and the illithids make her uncomfortable, though she never shows it. “Intriguing” is her favorite response.

Sometime at this point, Sarkt will try to use his detect thoughts ability on the PCs, curious of their motives. Any PC that has swallowed one of S’s candies is immune. Any PC that has not done so and is not otherwise immune to the effects of the ability must make Will save. The DC varies by APL but is determined by Sarkt’s stat block in the appropriate appendix. If Sarkt succeeds at reading any one of the PCs’ thoughts, he sees to it that Drakhmar is informed that the PCs’ are not all that they seem after the meal. This effectively increases Drakhmar’s Suspicion score by 1 beginning on the following day.

Throughout the course of this encounter, the PCs may feel so bold as to ask some questions of Drakhmar or his guests. The following information on each villain is available below from which to draw content for responses to the PCs’ questions:

### **Drakhmar**

Drakhmar responds politely to any questions, hoping to make big-time clients out of the PCs. He asks probing questions to get a feel for the type of finances the PCs have. He is currently desparate due to being very deep in debt to the Spider Queen for funding his research, though he tries to hide this information from the other guests.

### **Lothar**

Lothar loathes being here, but his interest in Drakhmar’s research has enabled him to overcome his aversion to events such as this. He has no interest in spending a single gold piece on Drakhmar’s mercenaries but hopes to glean some information on the process used to create them so that he may continue the research in Keoland using his family’s finances.

### **Lady Anthia Fertuine**

Lady Anthia Fertuine is the sister to Baron Camryn Fertuine, ruler of the Barony of Cassiter in Bissel. Baron Fertuine has sat idly by while his subjects die of a mysterious illness spreading across his lands. He has made a pact with followers of the deceased necromancer Evard and has sent his sister to negotiate a deal with Drakhmar. With the augmented mercenaries under his command, Baron Fertuine should have no problem crushing any army the throne of Bissel decides to send

against him (note that this adventure takes place before BIS7-08 *Under the Platinum Sky*).

### **Storm Eye**

Since his alliance with the Spider Queen, Storm Eye has taken on a number of important tasks regarding the Spider Queen’s interests. The Spider Queen has a vested interest in the success of Drakhmar’s research and thus, Storm Eye is here to ensure that Drakhmar has delivered on his promises.

### **The Coven**

The illithids have no interest in speaking with the PCs. They are long-time clients of Drakhmar’s, and this is merely another business meeting for them. If the PCs make any attempt at speaking with the members of the coven, the response is as follows: ***“I am not interested in your small-talk, manling.”***

### **The Girl**

At some point during the encounter, Horthar, the highest ranking Coven representative takes a fancy to Kari as she performs her servant duties and asks Drakhmar if he may claim her as his own:

***The servant that escorted you to the dining hall smiles at you discretely while assisting in clearing away some of the used plates from the table. Walking past the illithids, she gasps as the illithid in the middle grabs her by the arm. Its tentacles writhe in excitement as it looks her up and down.***

***[Horthar]: This servant would please me, Darkfist. I would like to have her as my pet.***

***Wild-eyed, the servant looks at Drakhmar, then at the illithid, then expectantly at you.***

The PCs most likely want to save Kari from the illithid, especially if they spoke to her earlier in the encounter and thus likely believe that there is more to her than meets the eye. Allow the PCs to try to interpose with a creative request of Drakhmar, such as claiming that they too wish to have this servant as their own. If the PCs step in, ask the primary speaker to make a DC 15 Bluff or Diplomacy check.

If the result is successful, read the following and proceed to the Iron Ball Challenge section of the encounter.

***The illithid’s tentacles thrash in outrage as it stares at you with malevolence.***

***[Horthar]: Who do you think you are, manling? You dare try to take that which is rightfully mine?***

If the result is unsuccessful, read the following and skip the Iron Ball challenge:

***Drakhmar appears to consider your request for a moment, but then shakes his head.***

***[Drakhmar]: The Coven has been a long-standing client of mine and as such, their requests take precedence over your own. Come, surely I possess another slave that you might find appealing?***

Nothing changes Drakhmar's mind at this point.

After Drakhmar declines the PCs' request or if the PCs chose not to intervene, the illithids leave the table with Kari:

***The illithid's tentacles tremble with satisfaction as it rises from its seat, its eyes never leaving your face.***

***[Horthar]: This evening has pleased us, Darkfist. We will retire now.***

***The illithids glide out of the dining hall with the servant in tow. The look of panic on her face is unmistakable.***

If this occurs, during the night, the illithids are able to identify the fact that Kari believes the PCs to be working for the Topaz Guardians and inform Drakhmar of this. This effectively increases his Suspicion score by 2 beginning on the following day.

## **IRON BALL CHALLENGE**

***Drakhmar takes a sip from his wine glass and smiles.***

***[Drakhmar]: I see only one fair way of resolving this dispute. You will entertain us all with a contest of wits and focus. The winner can have the girl. Are we in agreement?***

***The illithid folds its arms across its chest.***

***[Horthar]: I see no point in playing this game, but I will humor you.***

Allow the PCs to respond. After the PCs respond, Drakhmar continues with the rules:

***Drakhmar claps his hands twice and almost immediately, a Bakluni servant enters the chamber carrying a small wooden box in***

***both arms. The servant places the box on the end of the table and opens the lid. Inside are two dark metal spheres no larger than a human fist resting upon a red pillow. The servant bows and steps away from the box.***

***[Drakhmar]: The contest is simple. You must each throw one of these iron balls in such a way that it returns directly to you without hitting any walls or obstacles. You may use any means necessary to accomplish this, including magic. Whosoever completes the most graceful throw will win the slave.***

***The illithid picks one of the iron balls up and focuses for a moment before throwing the ball forward calmly. As the ball's trajectory begins to break, a faint purple glow surrounds the ball and the ball shimmers momentarily. The ball slowly rises and reverses its direction, traveling directly back to the illithid's outstretched hand. It smiles at you briefly before returning to its seat.***

There are two ways in which the PC can win this contest. The first is to use some sort of a spell or other ability that would enable the PC to mentally control the direction of the ball, such as a *mage hand*, *telekinesis*, or even *gust of wind* spell. Through the use of any such ability, the PC may throw the ball and must make a successful Concentration check DC 10 + (2 \* APL) to do so more gracefully than the illithid. A successful Spellcraft check DC 15 grants a +1 circumstance bonus to this roll, and an additional +1 for every 5 the result exceeds the DC. Thus, a Spellcraft check result of 27 would provide a +3 circumstance bonus to the PC's Concentration check result. If the PC uses a spell to accomplish this, he may add the level of the spell to his result. Remember that the side effects of the candy given to the PCs by S grant a -2 penalty to all Concentration checks.

Alternatively, a clever PC may realize that he could simply toss the ball into the air above his head and catch it. If a PC does this, he automatically wins the challenge.

If PC wins the challenge, read the following:

***The illithid glares at you. Hatred is apparent upon its face. Without another word, it turns and hurries out of the dining hall. The other illithids follow.***

If PC lose the challenge, read the following:

*The illithid's tentacles tremble with satisfaction as it rises from its seat, its eyes never leaving your face.*

*[Horthar]: This evening has pleased us, Darkfist. We will retire now.*

*The illithids glide out of the dining hall with the servant in tow. The look of panic on her face is unmistakable.*

## **EVENING'S END**

*After countless courses and hours of banter, Drakhmar stands and addresses the remaining guests.*

*[Drakhmar]: I hope everyone has enjoyed the night's festivities. I would like you all to get some rest. Tomorrow shall be an exciting day.*

Have the PC that participated most in the evening make another Suspicion score (Diplomacy or Bluff) check, but do not explain what it is for. The DC of this check is 8 + (2 \* APL). Add 2 to the DC if Drakhmar's Suspicion score is already at a 1. Subtract 2 from the DC if the PCs won the Iron ball challenge. The effects of the candies impact this result if the main speaker consumed one in this encounter. Remember that you may add up to a +5 bonus or a -5 penalty depending on how well the PCs role-play their cover. Remember also that if Drakhmar's suspicion score ever reaches 3, the PCs' cover is blown. If the PCs' cover is ever blown, proceed immediately to encounter 12B.

Afterwards, servants escort all of the guests, including the PCs, back to their chambers. If the PCs have won Kari in the Iron Ball Challenge, Kari returns to their quarters with them. If any of the PCs tries to sneak away, point out that the fortress is crawling with guards and that slipping past them unseen and unheard would be nearly impossible in this part of the fortress.

## **ENCOUNTER 8: OCTOPUSSY**

This encounter occurs during the night of 10 Sunsebb within the PCs' chambers in Drakhmar's fortress.

The PCs may wish to take some time to speak with Kari if she is with them. Having been saved by the PCs, Kari is willing to put her cover in jeopardy and speak candidly, provided they take her with them. Likely questions and answers have been provided:

How did you get in?

*"Drakhmar buys slaves from the slavers whenever they're in the area. We simply created a window of opportunity."*

What is he selling?

*"He's turning his mercs into something... else. I haven't been able to get near the lab yet, but the guards talk. Whatever he's doing to them, pretty soon, he'll have it done to every merc that works for him."*

Where does he perform his experiments?

*"He has an arcane laboratory somewhere in the East wing. I've heard the name 'Argus' once or twice – I think he works in the lab."*

How does he fund this operation?

*"He got rich off hiring out mercs, especially to the Coven. Whatever he's doing in that lab, it's expensive. He put it all into his research. I overheard him talking to Storm Eye. Apparently, he's in the hole to the Spider Queen in a major way and the beholder is here to make sure he delivers the goods."*

What is the security like?

*"Drakhmar has more traps and guards here than you can imagine. Thunderhoof is in charge of security and he keeps the place locked down. If you want to get to the lab, you'll have to wait for the right opportunity."*

At some point during the night, the representatives from the Coven send an assassin to dispatch the PCs for one reason or another. If the PCs saved Kari, the Coven members seek revenge for being embarrassed. If the PCs failed to save Kari, the Coven members have read her mind and would like nothing more than to kill a party of adventurers working for the Topaz Guardians.

The illithids have decided to send Sarkt, one of the three that was present at dinner into the PCs' chambers along with his thrall to kill them. They have managed to make their way near the PCs' chambers where Horthar casts a *passwall* spell to grant Sarkt access to the PCs' chambers. The spell creates an opening behind the bathtub in the washroom. Horthar has also used his psionic powers to "suggest" to all nearby guards that they should ignore any sounds they might hear coming from the PCs' guest chamber. See DM Aid: Map #3 – Guest Chambers for a layout of the rooms.



Most likely, the PCs will set up a watch order for the night. Roll randomly to determine when the attack takes place.

**Creatures:** The Coven Thrall was at one time a mercenary of Drakhmar's that has since been turned into an empty shell of what it once was, a tool for killing that the illithids can control. It executes all of its actions with an empty expression on its face, barely aware of its own existence (Cha 2). Sarkt appears completely unremarkable, and he tries to keep it that way. He is a trained killer and executes all of his tasks with professionalism. At APL 6 and 8, Sarkt is overconfident and sends his thrall through the passage with no additional preparation. At APL 10 and 12, Sarkt prepares carefully before initiating the encounter. This is listed in the Preparation section of the encounter and results in an adjustment of the EL of the encounter by +1 for APLs 10 and 12.

#### APL 6 (EL 9)

□ **Sarkt, Male Mindflyer:** hp 54; see Monster Manual, page 187.

□ **Coven Thrall, Male Voidmind Duergar Fighter 4:** hp 45; see Appendix 1.

#### APL 8 (EL 11)

□ **Sarkt, Male Mindflyer Assassin 2:** hp 80; see Appendix 2.

□ **Coven Thrall, Male Voidmind Duergar Fighter 6:** hp 74; see Appendix 2.

#### APL 10 (EL 14)

□ **Sarkt, Male Mindflyer Assassin 4:** hp 94; see Appendix 3.

□ **Coven Thrall, Male Voidmind Duergar Fighter 8:** hp 98; see Appendix 3.

#### APL 12 (EL 16)

□ **Sarkt, Male Mindflyer Assassin 6:** hp 120; see Appendix 4.

□ **Coven Thrall, Male Voidmind Duergar Fighter 10:** hp 123; see Appendix 4.

**Preparation:** Prior to combat, Sarkt utilizes the Mind Flyer Host ability of his thrall to assume control of the thrall. At APL 10 and 12, Sarkt activates the *enlarge person* and *invisibility* spell-like abilities of his thrall before entering the passage created by Horthar. He then consumes a *potion of haste* and a *potion of invisibility*. At APL

12, he also casts *false life* and an *extended find the gap* on himself prior to initiating the encounter.

**Tactics:** Sarkt is a brilliant tactician and a devious opponent. He sends his thrall through the passage first, preferring to hide in the passage and keep himself out of danger while his thrall initiates combat. Sarkt takes advantage of the Mind Flyer Host ability of his thrall, controlling the thrall's actions while he channels his psionic abilities through the thrall. Sarkt focuses the thrall's attacks on any PC that poses a threat and tries to grapple any PC that seems most susceptible to grapples through the use of the thrall's Sentient Tentacle ability, but only if the thrall is enlarged (such as by its *enlarge person* spell-like ability). It is important to note that the thrall may maintain a grapple with its tentacle while focusing attacks on another opponent. If the PCs are grouped together, he activates the thrall's Cone of Slime ability on the thrall's initiative followed by his Mind Blast ability on his own initiative in an attempt to stun numerous PCs while their Will saves are lowered. Sarkt makes every effort to keep the thrall between the PCs and himself. At APL 8 and higher, he begins studying a victim in preparation for his Death Attack through the thrall's eyes as soon as the thrall can see an opponent. He selects an opponent that appears to be most susceptible to the attack. After three rounds, he enters combat to deliver the attack. Note the recent FAQ entry regarding the *protection from evil* spell. If the PCs are having a difficult time with this encounter, it is acceptable to allow *protection from evil* and similar effects to negate and prevent the effects of Sarkt's *mind blast* ability. Use your best discretion in adjudicating this.

**Treasure:** The following treasure is recovered from the bodies of Sarkt and his thrall if the PCs defeat them:

APL 6: L: 43 gp, C: 0 gp, M: 414 gp, +1 *warhammer* (193 gp), +1 *fullplate* (221 gp).

APL 8: L: 62 gp, C: 0 gp, M: 2,334 gp, +1 *warhammer* (193 gp), +1 *fullplate of silent moves* (533 gp), *cloak of resistance* +1 (83 gp), +1 *heavy steel shield* (98 gp), +1 *deadly precision adamantite rapier* (919 gp), +1 *mithral shirt* (175 gp), *gloves of dexterity* +2 (333 gp).

APL 10: L: 62 gp, C: 0 gp, M: 3,750 gp, +1 *warhammer* (193 gp), +1 *fullplate of silent moves* (533 gp), *cloak of resistance* +1 (83 gp), +2 *heavy steel shield* (348 gp), *gauntlets*

*of ogre power (333 gp), ring of protection +1 (167 gp), +1 deadly precision adamantine rapier (919 gp), +1 mithral shirt (175 gp), gloves of dexterity +2 (333 gp), cloak of charisma +2 (333 gp), headband of intellect +2 (333 gp).*

APL 12: L: 62 gp, C: 0 gp, M: 6,834 gp, +1 *bane (humans) warhammer (693 gp), +2 fullplate of silent moves (783 gp), cloak of resistance +1 (83 gp), +2 heavy steel shield (348 gp), gauntlets of ogre power (333 gp), ring of protection +1 (167 gp), amulet of natural armor +1 (167 gp), +1 deadly precision adamantine rapier (919 gp), +2 mithral shirt (425 gp), gloves of dexterity +2 (333 gp), cloak of charisma +2 (333 gp), headband of intellect +2 (333 gp), rogue's vest (1,500 gp), ring of protection +1 (167 gp), metamagic rod of extend (lesser) (250 gp).*

**Developments:** If Sarkt dies or if any of the PCs enter the passage created by the *passwall* spell, Horthar immediately dismisses the spell, forcing the PC(s) back into their washroom (and potentially trapping Sarkt inside). The PCs must at this point decide what to do with the bodies. If Kari is with them, she urges them to hide the bodies and to not say a word to Drakhmar, for he would certainly be displeased with the fact that one of his best clients was killed by another guest, regardless of the fact that the PCs were defending themselves (he is a villain, after all). The remaining Coven representatives do not divulge this information for fear of being embarrassed. If the PCs decide to share this information with Drakhmar, he is most displeased, and his Suspicion score increases by 1 immediately.

## ENCOUNTER 9: A VIEW TO A KILL

This encounter occurs on the morning of 11 Sunsebb within the PCs' guest chambers inside Drakhmar's fortress. It is the next morning, and a servant has been sent to bring the PCs breakfast and then escort them to the demonstration.

***What you can only suspect to be the next morning comes all too quickly. The lack of windows in the fortress makes accounting for the passage of time difficult. You can make out the sound of soft knocking on your door.***

Assuming the PCs permit the servant to enter, read the following:

***A male Flan servant enters, carrying a large tray loaded with fruit, pastries, and a pair of pitchers, one steaming softly.***

***[Flan Servant]: This one has brought breakfast, honored guests. If it pleases you, this one will test the food for you. Once you finish your short meal, this one will lead you to the gathering area for the demonstration. His Excellency has much prepared for you.***

The servant waits until the PCs are ready to leave. He answers any questions they have with deference, but he knows only that he is to bring the PCs to the arena in the East Wing for a demonstration. If the PCs ask for privacy, he waits just outside the door while they eat.

***The servant leads you through a series of corridors. The true size of this fortress becomes evident as you cross over from the North Wing to the East Wing.***

Ask the players to roll Spot checks for their PCs. A result 10 or higher indicates that the PCs notice an absence of guards in the corridors here, probably because they are assisting with the demonstration preparations.

***You arrive at what must be the meeting area as you spot your fellow guests waiting impatiently and conversing little.***

***Storm Eye floats with his great central eyelid closed, accompanied by three servants. Lothar Von Reiklande stands with his hands clasped at the small of his back, examining the scrollwork on the lintel of a closed door. Two of his men-at-arms linger nearby, looking somewhat nervous. Only two of the Coven representatives are in attendance, their faces inscrutable. The Lady Fertuine and four of her entourage are nearest your group. Her men have an air of disinterest, though they move with the practiced grace of baronial knights.***

The PCs may again attempt small talk with the NPCs. Refer to Encounter 7 for details regarding each NPC.

***It isn't long before Drakhmar arrives with an honor guard of duergar and his minotaur henchman. He is dressed in a flowing crimson silk robe, and his dark face is split in a wide grin.***

***[Drakhmar]: Good morning, honored guests! I hope you all slept well. Today we will reveal what you have all traveled far to see. I guarantee you will not be disappointed!***

***[Lothar]: I trust this demonstration will include a tour of your research facilities?***

***[Storm Eye]: This demonstration should be sufficient for me and the parties I represent.***

***The Suel man scowls at the beholder as Drakhmar raises a deferring hand.***

***[Drakhmar]: We will not be touring the laboratory today, your Lordship. And trust that the investment will prove itself momentarily, Storm Eye. I have arranged for a series of combats in our arena that will showcase the impressive skills of my soldiers. I'm sure you will all wish to discuss your observations with some privacy and so I have arranged for a private box for each party. Now please follow me, if you will.***

***The duergar lord leans over and whispers something to Thunderhoof before turning and proceeding onward.***

The PCs may make a DC 10 Listen check to hear the following:

***[Drakhmar]: Go downstairs to the lab and tell Argus that I will need a second wave of soldiers for this evening, then head to the barracks for your other duties.***

***The Minotaur nods with a snort and gestures to the duergar soldiers to follow him. They turn and round the bend to the left.***

The PCs may make a DC 20 Sense Motive check to notice that Thunderhoof does not seem to like the idea.

Drakhmar leads the guests around the side of the arena against which a number of doors are set, thirty feet apart from one another and offers each box to the guests, one by one. The PCs will most likely wish to take the closest box. Once the PCs have entered their box, read the following:

***The door opens into a small balcony. The twenty by twenty foot terrace extends out over an immense arena. Peering out over the railing opposite the door, you can see the stands of the arena filled with spectators. Some are armored duergar, much like many of the guards in this fortress, while others are duergar civilians – men, women, and children, old and young, dressed in drab outfits.***

Allow the players some time to confer with one another and get their bearings. Drakhmar has decided to check in with the PCs and question them on their financial situation. He wants to make

sure that the PCs can afford the services he provides. At some point before the main event begins, Drakhmar enters the PCs' box to ask them a few questions. The questions he asks vary depending on his Suspicion score.

***The shouting from the crowd below begins to grow louder in anticipation of the demonstration when the door to your box opens and Drakhmar enters, followed by two guards.***

***[Drakhmar]: Fine morning for some bloodshed, isn't it?***

***The duergar pauses and takes a deep breath.***

***[Drakhmar]: I thought I would stop by and chat with you a little before the event begins.***

The following is a list of questions that Drakhmar may wish to ask the PCs. Some questions are designated only to be asked if he has a Suspicion score of 1 or 2.

(Suspicion score 0+) ***"So tell me a little bit more about your business? Is there a lot of money to be made in it?"***

(Suspicion score 0+) ***"I know we haven't done business together in the past, but the services of my mercenaries are top-notch. I trust you have the resources to pay the premium?"***

(Suspicion score 0+) ***"How have you been getting along with some of my other guests? None seem to have heard of you before. This makes me curious."***

(Suspicion score 1+) ***"If you don't mind my asking, do you have any references that I could speak to regarding your past endeavors? One can't be too careful when supplying 'perishable goods'"***

(Suspicion score 2) ***"I'm afraid I have little time for games and something doesn't sit right with me about you. After the demonstration, I'd like to take some time to review our business options together so that I can make sure you are truly on the level. Is this agreeable by you?"***

After he is finished with his questions, have the PC make one final Suspicion (Diplomacy or Bluff) check, but do not explain what it is for. The DC of this check is 8 + (2 \* APL). Add 2 to the DC if Drakhmar's Suspicion score is already at a 1 or 4 to the DC if it is already at a 2. Remember that

you may add up to a +5 bonus or a -5 penalty depending on how well the PCs role-player their cover. Remember also that if Drakhmar's Suspicion score ever reaches 3, the PCs' cover is blown. If the PCs' cover is ever blown, proceed immediately to encounter 12B.

***[Drakhmar]: Very good. Enjoy the show. A servant will fetch you when it is over and we will meet in the parlor to discuss business.***

At this point, the characters are left to their own devices for about two hours. If Kari is with the PCs, she urges them that this is the best shot they'll ever have to get to the lab. If they choose to wait for the main event, the following is a description of the first combat.

***A cheer goes up from the crowd as a duergar of immense size walks slowly out of the staging area wielding a warhammer in two hands. He wears no armor and even from here, you can tell that something is abnormal about his musculature. He appears to be freakishly strong, and strange bone structures protrude from his forearms and shoulders. As he gets to the center of the arena, a trap door opens in the floor thirty feet away from him, and a platform holding an elf sitting cross-legged rises to his level.***

***As the platform reaches floor level, the elf jumps up and steps back five feet before uttering a few words in draconic and releasing a small red bead from his outstretched finger, barely visible from your vantage point that flies towards the duergar and explodes into a blast of flames at his feet.***

***The duergar doesn't seem to even try to shield himself from the blast. As the flames subside, it is clear that not only is the duergar unhurt, but he seems to have grown in size. The muscles in his arms bulge as he hefts the warhammer and charges towards the elf.***

***Wild-eyed, the elf jerks his hands up to his face in an attempt to shield himself from the oncoming assault but they do little to prevent his skull from being crushed in one blow. The crowd goes wild.***

Allow the PCs to once more confer. They should at this point realize that this is their chance to break off and find the lab. If the PCs continue watching, describe in abstract as more spellcasters are brought out to face varying numbers of duergar in an assortment of combat situations. If Kari is with the PCs, she again urges

them to head for the lab. If the PCs wait for the entire event to finish before leaving their box, they have missed their opportunity and will not again have the chance to complete their mission.

If and when the PCs decide to leave and explore, proceed to encounter 10 and use DM Aid: Map #4 – Laboratory Level for reference. Indicate to the PCs the corridor down which Thunderhoof went (Area 1 is marked off on the map as the end of the corridor).

## **ENCOUNTER 10: THUNDERBALL**

This encounter occurs on the morning of 11 Sunsebb within Drakhmar's fortress just outside of the stairway down to the arcane laboratory where Argus performs his research and experimentation.

The following section has been broken down into areas, indicated by numbers on DM Aid: Map#4 – Laboratory Level.

### **Area 1**

***The corridor down which Thunderhoof disappeared ends in a circular stairwell that curves down and to the right. Another corridor extends to the left and right of the stairwell.***

The stairwell leads down to the laboratory level where a number of the lab's guards are stationed and Argus' quarters are located. The actual laboratory is one more level down. This is the only opportunity that the PCs have to get down to the laboratory level without having to go through any guards and risk drawing unwanted attention. If the PCs try to go down either of the other corridors, allow them to make Listen checks (DC 10) before pointing out that they hear the sounds of many footsteps approaching them. If they continue regardless, they encounter a group of guards that promptly calls for more guards, resulting in the capture of the PCs. Allow the PCs to talk themselves out of it with a DC 20 + APL Bluff or Diplomacy check, but add 2 to Drakhmar's Suspicion score even if they succeed.

### **Area 2**

***This open chamber is clearly a guard station. Weapon racks half-stocked with warhammers, spears, and heavy steel shields line the walls. Judging by the half-full mugs of ale and scraps of food strewn across the tables in the center of the chamber, it is apparent that this room was recently occupied.***

A group of duergar guards had been in this room before heading upstairs to watch the demonstration. PCs may loot this room if they wish, but the amount of value gained from these weapons has no impact on the amount they will gain from the adventure.

### Area 3

***This bedchamber is furnished with only the bare essentials. A large, four-post bed rests against the back wall across from which stands a heavy oaken credenza. A thin rug covers the stone floor around the foot of the bed, providing minimal comfort to an otherwise austere bedroom.***

This is Argus' bedchamber. Because he spends most of his time within the confines of his laboratory, the room is quite bare. A DC 10 Search check of the bed reveals the fact that it has not been slept in for the past night or two. Any PC that searches the credenza finds a number of bland outfits, a long neglected humidor containing two stale cigars, and Argus' journal. Hand the player's Player Handout #3 – Argus' Journal.

### Area 4

Having noticed his master's deparation, Thunderhoof feels that Drakhmar is compromising the level of security that the minotaur has worked so hard to establish by pulling local guards off their posts to help with this demonstration. Despite Drakhmar's orders, he has decided to personally guard the laboratory during the demonstration and has taken up a defensible position in the area where he can take greatest advantage of his superior reach. When the PCs enter Area 4, Thunderhoof makes a brief speech. He believes that the PCs are either thieves or spies, depending on the cover identities they created and how well they maintained them in previous encounters.

***The door opens into a large foyer, forty feet square and twenty feet high. Two sets of wide steps in each corner of the room lead down to a corridor running behind the room. Standing with confidence before the back wall is Thunderhoof, hefting his spear in his giant hand. Two duergar guards stand to either side of him, ready for orders.***

***[Thunderhoof]: You didn't think it was going to be that easy, did you? My master's judgment may have been impaired by his desperation, but I am no fool. Tell me, what did you intend to do when you got down there? Steal the machine? Sell it? Did you really think***

***you'd escape with your lives, let alone the machine? I would like to know what to tell my master after I kill you.***

The PCs may exchange some dialogue with Thunderhoof before initiating combat, but regardless, combat does ensue at this point. Allow the PCs to respond and when you deem it appropriate, ask them to roll for initiative. If Kari is with the PCs, she does her best to stay out of combat.

**Creatures:** Thunderhoof stands almost 8 feet tall and has a dark, almost black fur covering his entire body. Despite his aggressive attitude towards the PCs, he always fights with honor, observing the Knight's Code at all costs. The guards that fight alongside Thunderhoof are typical duergar guard sergeants that one may find nearly anywhere in Drakhmar's fortress. At APL 10 and 12, they are enlarged when combat begins.

#### APL 6 (EL 8)

□ **Duergar Mercenary, Male Duergar Fighter 4 (2):** hp 39; see Appendix 1.

□ **Thunderhoof, Minotaur Knight 2:** hp 78; see Appendix 1.

#### APL 8 (EL 10)

□ **Duergar Mercenary, Male Duergar Fighter 6 (2):** hp 65; see Appendix 2.

□ **Thunderhoof, Minotaur Knight 4:** hp 102; see Appendix 2.

#### APL 10 (EL 12)

□ **Duergar Mercenary, Male Duergar Fighter 8 (2):** hp 86; see Appendix 3.

□ **Thunderhoof, Minotaur Knight 6:** hp 126; see Appendix 3.

#### APL 12 (EL 14)

□ **Duergar Mercenary, Male Duergar Fighter 10 (2):** hp 108; see Appendix 4.

□ **Thunderhoof, Minotaur Knight 8:** hp 150; see Appendix 4.

**Preparation:** At APL 6 and 8, neither Thunderhoof nor the duergar mercenaries heard the PCs in the corridor and are thus unprepared for combat. At APL 10 and 12, the duergar mercenaries have enlarged themselves as they heard the PCs approaching the door.

**Tactics:** Thunderhoof begins combat by issuing his Knight's Challenge to the PC he feels

is most capable in combat. Thunderhoof makes every effort to keep a distance between himself and the PCs, preferring to force PCs to enter his large threatened area from where he can better control the combat with his superior reach. He avoids putting himself into any situation where he would be unable to 5-foot shift away from an adjacent opponent to deliver an attack with his greatspear. He uses his *bracers of quick strike* anytime he feels another attack would be especially helpful. Note that the benefit granted by these bracers does not stack with the effects of the *haste* effect he may have active at APLs 10 and 12.

**APL 6:** Same as above.

**APL 8:** Same as previous except Thunderhoof also activates his Test of Mettle ability in an attempt to force the PCs to attack him. Note that if Thunderhoof misses his first attack of the round, he may activate his *gloves of fortunate striking* to reroll the attack. Furthermore, any PC that begins his turn in on of Thunderhoof's threatened squares is treated as though being in difficult terrain due to his Bulwark of Defense ability.

**APL 10:** Same as previous except that Thunderhoof drinks a *potion of haste* in the first round of combat and uses his Shield Ally ability on either of the duergar if they happen to be adjacent to him and if they are about to take a potentially fatal blow.

**APL 12:** Same as previous. Note that the bonus of Thunderhoof's Knight's Challenge ability is now +2. If Thunderhoof is having a difficult time hitting an opponent's armor class or if he feels he can drop a PC in just one more blow, he uses the *impaling* property of his weapon.

**Treasure:** If the PCs defeat Thunderhoof and the guards, they may obtain the following treasure from their bodies:

APL 6: L: 86 gp, C: 0 gp, M: 1,513 gp, +1 *warhammer* x2 (385 gp), +1 *fullplate* x2 (442 gp), +1 *large greatspear* (194 gp), +1 *large spiked fullplate* (350 gp), *bracers of quick strike* (117 gp), *potion of cure moderate wounds* (25 gp).

APL 8: L: 57 gp, C: 0 gp, M: 3,043 gp, +1 *warhammer* x2 (385 gp), +1 *fullplate* x2 (442 gp), +1 *heavy steel shield* x2 (195 gp), *cloak of resistance* +1 x2 (167 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), +1 *large greatspear* (194 gp), +1 *large spiked fullplate* (350 gp), *bracers of quick strike* (117

gp), *gloves of fortunate striking* (167 gp), *potion of cure serious wounds* (67 gp), *ring of protection* +1 (167 gp).

APL 10: L: 57 gp, C: 0 gp, M: 5,605 gp, +1 *vicious warhammer* x2 (1,385 gp), +1 *fullplate* x2 (442 gp), +1 *heavy steel shield* x2 (195 gp), *cloak of resistance* +1 x2 (167 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *ring of protection* +1 x2 (333 gp), *amulet of natural armor* +1 x2 (333 gp), +1 *large greatspear* (194 gp), +1 *large spiked fullplate* (350 gp), +1 *large animated heavy mithral shield* (837 gp), *bracers of quick strike* (117 gp), *gloves of fortunate striking* (167 gp), *potion of cure serious wounds* (63 gp), *potion of haste* (63 gp), *ring of protection* +1 (167 gp).

APL 12: L: 57 gp, C: 0 gp, M: 9,522 gp, +2 *vicious warhammer* x2 (3,052 gp), +2 *fullplate* x2 (942 gp), +2 *heavy steel shield* x2 (695 gp), *cloak of resistance* +2 x2 (667 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *ring of protection* +1 x2 (333 gp), *amulet of natural armor* +1 x2 (333 gp), +1 *large impaling greatspear* (694 gp), +1 *large spiked fullplate* (350 gp), +1 *large animated heavy mithral shield* (837 gp), *bracers of quick strike* (117 gp), *gloves of fortunate striking* (167 gp), *potion of cure serious wounds* (63 gp), *potion of haste* (63 gp), *ring of protection* +1 (167 gp), *amulet of natural armor* +1 (167 gp), *cloak of resistance* +1 (83 gp).

**Developments:** Now nothing stands between the PCs and the laboratory. The demonstration is still in progress. If the PCs dawdle for too long, however, the presentation may end, and Drakhmar sends out an alert when he finds that they were not at the demonstration.

If the PCs continue down the short steps in the back of the room, they find themselves in a corridor that ends in another circular stairwell. Two more statues of Drakhmar are set against the right wall.

## ENCOUNTER 11: LIVE AND LET DIE

This encounter occurs on the morning of 11 Sunsebb within Drakhmar's fortress at the lower laboratory level. The PCs have just defeated Thunderhoof and are making their way towards the laboratory.

The following section has been broken down into areas, indicated by numbers on DM Aid: Map#4 – Laboratory Level. The circular stairwell that the PCs took from Encounter 10 leads to a long corridor, 10 feet wide with 10 foot ceilings.

### Area 5

***The corridor ends in a laboratory similar in size and proportion to the guard chamber upstairs. To the immediate right, a solid metal door is set in the wall of a shorter corridor. Lab benches rest against each wall in the laboratory, upon which numerous beakers, containers, burners, and other various alchemical materials are strewn.***

This is Argus' work area. Argus has kept himself busy with two major tasks over the last couple of months. Argus has constructed a machine with which he may alter a medium-sized or smaller subject with the Spellwarped Template. In his research, he has found that the transformation causes the subjects to become more unruly and more resistant to command. Thus, he has determined duergar to be ideal candidates for this research due to their willingness to obey. However, this alone is not enough to guarantee servitude and the duergars' immunity to poison proved to be a major obstacle. In order to ensure that these mercenaries are guaranteed to follow orders, he has created an airborne chemical made from alchemically concentrated doses of Ungol dust into a form potent enough to overcome even the duergars' immunity to poison. He has constructed a device he calls an "indoctrination device" that can release focused bursts of the poison into a very small area.

If the PCs take the time to look through the left side of his work area, they find two items of interest. First, they find a parchment checklist on the wall with the following information scribbled down: might, agility, endurance, life, speed, resistance. There appears to be a checkmark beside each word. Second, they find a blueprint for a machine of some sort consisting of a table flanked by two metal orbs and some sort of strange box on the right. PCs may make Knowledge (architecture & engineering) checks to gain information on how the machine works:

**DC 10** – The blueprints indicate that the machine is used to channel arcane energy from the two orbs into a subject strapped to the table in the middle.

**DC 15** – The strange box on the right is some sort of an arcane power source.

**DC 25** – Damaging the power source while either orb is functional results in the release of unstable arcane energy. An attempt to destroy or shut off the machine after it has been activated but before it has completed its process also produces the same result.

If the PCs take the time to look through the right of his work area, they find two items of interest. First, they find a strange green powder stored in a number of clear glass vials. This power is in fact Ungol dust (Inhalation poison, DC 15 primary effect 1 Cha damage, secondary effect 1d6 Cha damage + 1 permanent Cha damage). A DC 15 Craft (alchemy) check identifies this substance. If the PCs open any of the containers, any PC within 5 feet of the lab bench are subjected to its effects. Second, they find schematics for another strange device (the indoctrination device). PCs may make Knowledge (architecture & engineering) checks to gain information on how the device works:

**DC 15** – The schematic indicates that this device is used to release concentrated bursts of some sort of an airborne agent into a small area.

**DC 20** – The device contains a chamber in which impurities are removed from the airborne agent in order to make it more potent.

**DC 25** – The device actually extracts specific chemical properties from the agent stored within the chamber to deliver an agent that surpasses most resistances and immunities to poison.

### Area 6

Ordinary five by five foot cells line the walls of this short corridor. A faint, foreign odor lingers in the air.

This is Argus' "indoctrination" chamber, constructed by order of Drakhmar himself. Subjects are held in these cells and exposed to concentrated bursts of the altered Ungol dust poison until they have been deemed fit to serve. A thorough search of any particular cell reveals a well-concealed, functioning indoctrination device attached to the ceiling above the cell. The cell on the right at the end of the room holds an unconscious duergar. This duergar was subjected to the indoctrination process for too long and his charisma has been permanently drained to 0. A DC 10 Heal check reveals that this duergar is still alive and in good health. A DC 15 Heal check

reveals that he is currently a vegetable. If the PCs revive the duergar in some way, he is quite disoriented. He demands to know where he is and why and if pressed, reveals the fact that the last thing he remembers was being sent down to the lab in the East Wing for a new required procedure. If the PCs linger in this area for more than one minute, they are subjected to the effects of the chemically enhanced Ungol dust in circulation in the area. They must make a DC 17 Fortitude save or suffer the effects of Ungol dust poison. Note that no resistance or immunity to poison helps against the effects of this substance.

### Area 7

This is Argus' experimentation area. Argus is currently in the chamber, preparing to alter yet another mercenary that is currently strapped to the table. While Argus is perfectly capable of defending himself, Drakhmar has placed two Spellwarped Mercenaries in this chamber full time as guards to further protect his investment. When the PCs enter the room, Argus will sound an alarm activate the machine, hoping that the transformation will complete in time to produce yet another Spellwarped Mercenary to fight by his side. The room has 15-foot high ceilings and is divided into a staging area where the Spellwarped Mercenaries have set up a guard post and a procedural area where Argus performs his experiments. The procedural area is 10 feet lower than the staging area, connected by a set of stairs, giving it in effect a 25 foot high ceiling.

***The door opens into a large bifurcated chamber. Immediately before you, two hulking duergar scrutinize you with weapons drawn. Behind them, wide steps lead down opening up the chamber significantly. On the other end of the room, a wiry Oeridian man with a ring of brown hair around the sides of his head but none on top looks up at you in surprise. He wears a white lab coat and stands behind a large, strange apparatus. Two large pillars topped with metal orbs flank a metal table upon which another duergar is strapped. To the man's right, a large metal box rests against the wall in which is set a thick wooden switch. The look of surprise quickly turns into one of anger as the man pulls the switch and slams his fist down on another button set into the top of the box.***

***[Argus]: Kill them, you fools!***

Argus activates the machine and sounds an alarm before commanding the guards to attack.

The PCs should at this point roll initiative. The alarm is actually the trigger for an *alarm* spell that both Drakhmar and Thunderhoof can hear (via the mental alarm aspect of the spell). Upon hearing the alarm, Drakhmar immediately heads for the lab and dispatches every guard in his vicinity to do the same. They arrive in the room after 15 rounds (1.5 minutes). Thus, the PCs must both defeat Argus and his guards and destroy the machine before Drakhmar and more guards arrive. If they do not, consider them captured and proceed to Encounter 12B. After 10 rounds (1 minute) have passed, read the following:

***The sound of clanking armor and hundreds of rushing footsteps become audible above you. It seems that your presense here is no longer a secret.***

Meanwhile, it takes 10 rounds (1 minute) for the machine to complete its transformation of the duergar strapped to the table. If the machine is allowed to complete the process, the duergar is transformed into another Spellwarped Mercenary and enters combat after spending one full round of disorientation. If Kari is with the PCs, she does her best to stay out of combat.

**Creatures:** Argus is a capable arcanist and does what is necessary to protect himself and his research. He is aware of both the strengths and weaknesses of his guards and tries to steer the combat towards their strengths.

### APL 6 (EL 9)

□ Spellwarped Mercenary, Male  
Spellwarped Duergar Fighter 4 (2): hp 45;  
see Appendix 1.

□ Argus, Male Human Transmuter 7: hp 39;  
see Appendix 1.

### APL 8 (EL 11)

□ Spellwarped Mercenary, Male  
Spellwarped Duergar Fighter 6 (2): hp 74;  
see Appendix 2.

□ Argus, Male Human Transmuter  
7/Loremaster 2: hp 50; see Appendix 2.

### APL 10 (EL 13)

□ Spellwarped Mercenary, Male  
Spellwarped Duergar Fighter 8 (2): hp 98;  
see Appendix 3.

□ Argus, Male Human Transmuter 7/  
Loremaster 4: hp 69; see Appendix 3.



## APL 12 (EL 15)

□ **Spellwarped Mercenary, Male**  
**Spellwarped Duergar Fighter 10 (2):** hp 123; see Appendix 4.

□ **Argus, Male Human Transmuter 7/**  
 **Loremaster 6:** hp 91; see Appendix 4.

**Preparation:** Unless the PCs somehow made their presence known before entering the room, such as by casting spells, Argus is unaware and unprepared apart from some standard buff spells that he casts each day. These include a *mage armor* spell at APL 6, an *overland flight* spell at APL 8 and above, and a *contingency spell* at APLs 10 and above. The effects of these are included in Argus' stat block. If Argus has been notified of the PCs' presence, he readies himself and the guards for combat using the spells he has prepared.

**Tactics:** Argus has prepared all of his spells as Sanctum spells. The area of his sanctum extends throughout the entire lower level. Thus, all of his spells are considered one level higher for all relevant effects including DC and duration. Argus knows that the PCs are unable to use any teleportation magic within the fortress and uses this to his advantage. He begins by catching as many of the PCs as he can inside the area of a *solid fog* or an *Evard's black tentacles* spell (or both) so that he can give himself more time to gain control over the combat. In the second round, he casts *haste* upon himself and his guards, hoping to either trigger their spell absorption quality or simply make them better combatants. As often as possible, he casts *feather fall* upon his guards in an attempt to trigger their Spell Absorption. He casts his spells as intelligently as possible so as to defeat the PCs, using damaging spells against already weakened PCs in an attempt to finish them off or crowd-control spells in an attempt to control the battle. A number of his prepared spells are prepared via the Silent Spell metamagic feat in case the PCs utilize silence against him. The Spellwarped Mercenaries attack PCs based on the threat level they present to Argus or the machine. At APL 8 and higher, they drink a *potion of haste* to get to flying PCs if necessary.

**APL 6:** Same as above except Argus casts *trollshape* on himself if at any time he has no good spellcasting options and is forced into melee combat.

**APL 8:** Same as above except Argus uses the effects of his Minor Shapeshift feat to provide himself with temporary hit points. He does this as

often as he has a swift action available to him and has lost those temporary hit points (as they do not stack). Note that he can only do this for as long as he has *trollshape* available to cast. Argus also utilizes his *vest of the master evoker* to increase the damage of his Evocation spells.

**APL 10:** Same as above except Argus' *contingency* activates, providing him with a *mirror image* spell as soon as the PCs enter the room. Argus also utilized his *belt of battle* to cast a second spell one round and to gain another move action in another (so that he may 5-foot step away from a threatening PC and then fly another 40 feet via the *overland flight* spell he has prepared).

**APL 12:** Same as above except Argus' *contingency* activates, providing him with a *greater invisibility* spell as soon as the PCs enter the room. Argus casts *stone body* on himself whenever he has the chance (such as the round he activates his *belt of battle* for another standard action), bolstering his defenses. Once he has *stone body* up, he may cast *transmute mud to rock* to heal all of his damage.

**Treasure:** If the PCs defeat Argus and his guards, they may obtain the following treasure from their bodies, assuming that they have the time to loot the bodies:

APL 6: L: 176 gp, C: 0 gp, M: 1,435 gp, +1 *warhammer* x2 (385 gp), +1 *fullplate* x2 (442 gp), *cloak of resistance* +1 (83 gp), *headband of intellect* +2 (333 gp), *repelling gauntlets* (192 gp).

APL 8: L: 119 gp, C: 0 gp, M: 3,230 gp, +1 *warhammer* x2 (385 gp), +1 *fullplate* x2 (442 gp), +1 *heavy steel shield* x2 (195 gp), *cloak of resistance* +1 x2 (167 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *cloak of resistance* +1 (83 gp), *headband of intellect* +2 (333 gp), *vest of the master evoker* (833 gp).

APL 10: L: 119 gp, C: 0 gp, M: 6,479 gp, +1 *vicious warhammer* x2 (1,385 gp), +1 *fullplate* x2 (442 gp), +1 *heavy steel shield* x2 (195 gp), *cloak of resistance* +1 x2 (167 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *ring of protection* +1 x2 (333 gp), *amulet of natural armor* +1 x2 (333 gp), *amulet of health* +2 (333 gp), *cloak of resistance* +2 (333 gp), *headband of intellect* +2 (333 gp), *vest of the master evoker* (833 gp), *belt of battle* (1,000 gp).

APL 12: L: 119 gp, C: 0 gp, M: 11,646 gp, +2 *vicious warhammer* x2 (3,052 gp), +2 *fullplate* x2 (942 gp), +2 *heavy steel shield* x2 (695 gp), *cloak of resistance* +2 x2 (667 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *ring of protection* +1 x2 (333 gp), *amulet of natural armor* +1 x2 (333 gp), *amulet of health* +4 (1,333 gp), *cloak of resistance* +2 (333 gp), *headband of intellect* +4 (1,333 gp), *vest of the master evoker* (833 gp), *belt of battle* (1,000 gp).

**Developments:** Once Argus has been defeated, the PCs only have a short while before Drakhmar and his guards arrive and an even shorter while before the machine will create another Spellwarped Mercenary. To complete their mission, the PCs must destroy the machine and take measures to prevent Argus from being able to continue his research, such as by taking his body and/or his schematics. To escape, they should remember the teleportation device that S had given them that would enable them to teleport out of the fortress despite the dimensional lock effect. If they are unable to escape, consider them captured and proceed to encounter 12B.

### The Machine

In order for the machine to be destroyed, both orbs and the power supply must be smashed. The rules for attacking each component of the machine are as follows:

#### Orbs

The orbs, while appearing solid, are actually quite easy to break. They have a hardness of 5 and 20 hit points each. Attacking an orb while the machine is active results in a 30% chance of the release of unstable energy from either orb. Once both orbs have been destroyed, the machine can no longer function or pose a threat to anyone nearby. Once the orbs have been destroyed, the power source may be freely attacked.

#### Power Source

The power source has a hardness of 8 and 10 hit points. Attacking the power source directly results in the automatic release of unstable energy from both orbs. However, once the power source has been destroyed, the machine can no longer function or pose a threat to anyone nearby. Once the power source has been destroyed, the orbs may be freely attacked. Alternatively, the machine may be disabled with a Disable Device check (DC 25 + APL). If the machine is disabled in this fashion, the orbs or power source may be freely

attacked without the chance of releasing unstable energy. Failure on the Disable Device check by 5 or more results in the release of unstable energy from both orbs.

### Unstable Energy

When unstable energy is released, it is released in the form of a ray, originating from one of the orbs. It targets a living creature closest to the table in between both orbs. If multiple such creatures exist, roll randomly to determine which is targeted. The ray must have line of sight to its target. If no targets exist, the energy is discharged harmlessly. The ray strikes as a ranged touch attack with an attack bonus equal to the APL. The player of any PC that is struck by a ray receives the "Common Side Effects Include..." item on his or her adventure record.

Once the PCs have dealt with Argus and the machine and have not been captured, proceed to encounter 12A.

## ENCOUNTER 12A: DIE ANOTHER DAY

This encounter occurs within the experimentation area of Argus' lab. The PCs have just defeated Argus and his machine and must now escape.

Most likely, the PCs immediately activate the teleportation device given to them by S at the beginning of the adventure. They should be unpleasantly surprised when the device does not immediately work upon activation. Note that the PCs may not have time to fully loot the bodies of Argus and his guards before leaving. If the PCs forget about the device or are somehow unable to use it, they are captured. Read Drakhmar's speech below and proceed to encounter 12B.

***Following S's instructions, you enter your coordinates on the back of his teleportation device and press on the activation trigger...***

***...and nothing happens.***

The device actually has worked, but there is a delay of 3d4 rounds in the trigger. Give the PCs a few moments to react to their situation. If the PCs have not been captured, the actual duration of the delay is not important, as the PCs are suddenly teleported out before Drakhmar and his guards can get their hands on them. This mechanic is just meant to add some drama to the PCs' escape in this encounter. When Drakhmar and his guards make their way down to the laboratory and enter the experimentation area, read the following:

***The sounds of rushing footsteps and clanking armor get louder. Lines of duergar guards surge into the experimentation chamber, taking positions all around your party. A gap opens in their lines through which steps Drakhmar Darkfist, his normally dark face even darker with rage. Drakhmar glares at your group.***

***[Drakhmar]: What did you think was going to happen? Did you think you could sneak into my fortress, destroy years of research and get away? Did you think I would just let you walk out the front door? Before I let you die a slow, agonizing death, I'll give you each one chance to tell me who you really are, and who you work for. Perhaps if you are honest with me, I might show some mercy and let you live.***

Give the PCs a chance to respond. Let them believe that S's device has let them down and that they must now try to talk themselves out of the situation. Wait a few seconds before interrupting.

***Suddenly, the teleportation device begins to blink, emitting bright flashes of white light. A look of puzzlement falls over Drakhmar's face. The flashes become increasingly brighter and faster and the last thing you see is the look of puzzlement turn into one of surprised fury as everything goes white.***

The PCs have been teleported to Commander Toras Cyndane's office. If the PCs managed to kill Argus, destroy the machine, and take some measures to ensure that Argus would not be able to resume his research such as stealing the blueprints for the machine or taking Argus' body or both, proceed to Conclusion A. If the PCs only killed Argus and destroyed the machine but took no measures to ensure that Argus would not be able to resume his research, proceed to Conclusion B. If the PCs were unable to destroy the machine before teleporting out, proceed to Conclusion C.

## **ENCOUNTER 12B: YOU ONLY LIVE TWICE**

This encounter occurs if the PCs' cover has been blown or the PCs have been captured for some other reason, and may occur anywhere within Drakhmar's fortress. Most likely, Drakhmar's Suspicion score has reached 3 at some point throughout the encounters taking place within his fortress.

## **THE CAPTURE**

If the PCs are captured because Drakhmar's Suspicion score reached 3 while they are in his presence or have made any attempt to attack Drakhmar or his other guests, read the following:

***[Drakhmar]: Seize them.***

***With but a mere word and gesture from their master, hundreds of duergar guards rush towards you, streaming in through nearby corridors and doorways. Despite your attempts to react, you are overwhelmed and within moments, restrained. Disappointment is apparent on Drakhmar's face as he approaches your group.***

If the PCs are captured because Drakhmar's Suspicion score reached 3 after encounter 7 during the night, read the following:

***Suddenly, the door to your chamber bursts open as hundreds of duergar guards rush towards you, streaming in through the open doorway. Despite your attempts to react, you are overwhelmed and within moments, restrained. Stepping briskly through the open doorway is Drakhmar Darkfist, disappointment apparent on his face.***

In either case, continue with the following:

***[Drakhmar]: How very clever of you, adventurers; clever and stupid. I have to admit I was fooled at first, I'll grant you that. Who sent you here and why?***

Allow the PCs some time to react. If they leak any information regarding the Topaz Guardians, read the following:

***[Drakhmar]: I should have known that those fools would try something like this. It matters not. My success is inevitable, as are your deaths.***

If they refuse to leak any information regarding the Topaz Guardians, read the following:

***[Drakhmar]: It matters not. My success is inevitable, as are your deaths.***

In either case, continue with the following:

***You feel a sharp pain on the back of your skull before everything goes black.***

If any of the players react negatively to this outcome and demand to know how they were captured so easily without a fight, assure them that despite their best efforts, they were captured

fairly easily through the liberal use of *forcecage* spells and *antimagic* effects, and that it is unnecessary to waste time playing out impossible escape.

### **THE “INESCAPABLE” TRAP**

The PCs have been thrown into a pit thirty feet deep with a diameter of sixty feet. Each PC has taken 3d6 points of damage from the fall.

The walls, ceiling, and floor are perfectly smooth and flat and thus, cannot be climbed. Drilled into the stone floor of the pit are hundreds of tiny holes. The chamber that houses the pit is circular, thirty-five feet high with a seventy-foot diameter, possessing enough space for a five-foot wide and high catwalk above the pit. A single metal door leads onto the catwalk, and three seats are built into the wall near the door. The entire area of the pit is under the effects of the *antimagic field* spell, which does not reach the catwalk, as Drakhmar has had the pit constructed especially for holding any non-flying creature prisoner while he watches it endure a slow and painful death at the hands of his creations.

Drakhmar has created a number of Shredstorms that he keeps in a chamber below the pit for the sole purpose of torturing or killing his prisoners slowly. The Shredstorms follow his commands at all times. In this encounter, Drakhmar releases the Shredstorms upon the PCs, delivers a class villain monologue, and leaves the PCs to their fates as he attends to matters with his other guests. Read the following:

***As you regain consciousness, you feel yourself falling through the air briefly before a hard stone surface painfully embraces your fall. After regaining your bearings, it becomes evident that you had been thrown into a large circular, stone pit, approximately thirty feet deep and sixty feet wide. The walls, floor, and ceiling are all smooth, stone and no exits are visible. Above you, standing on a narrow catwalk beside a steel door is Drakhmar, flanked by two robed duergar. Six more duergar guards are also present on the catwalk above, watching you silently.***

The PCs may make a DC 15 Spot check to notice the hundreds of tiny holes in the floor of the pit.

***[Drakhmar]: I had a feeling the fall would awaken you. Welcome to your doom, adventurers. Nothing will stop me from releasing my mercenaries upon the***

***Sheldomar. Soon, I will be wealthier than all of the nations in the Sheldomar combined. I would love to stay and watch you die slow and agonizing deaths, but unfortunately, I have other matters to attend to.***

***Drakhmar leans forward and shouts down into the pit.***

***[Drakhmar]: Kill them! Focus first on any that try to escape.***

***The faint sound of grinding metal quickly grows louder before a swirling dark cloud of metal shrapnel pours out of the tiny holes in the floor at your feet and spins through the air toward you, accompanied by a shrill grinding noise. Arcs of lightning flicker within the metallic swarm.***

***[Drakhmar]: And now adventurers, I expect you to die.***

***Drakhmar bellows loudly with laughter as he exits the chamber, followed by his guards. The steel door closes behind him as you are left to your fates.***

The PCs have one full round before the shredstorms begin to attack. Their only hope of survival at this point is to trigger the teleportation device given to them by S and hope that it activates before they are all dead. Remember that the entire area of the pit is under the effects of an *antimagic field* spell and that the device requires a full round to trigger and then does not activate for 3d4 rounds. Remember also that the PCs must all be adjacent to the bearer of the device on the round in which it activates and that the device will begin blinking one round before it activates, giving them a clue that they must cluster together. When the PCs activate the device, roll the 3d4 secretly and track the number of rounds before it activates. It is particularly important to notify them that the device begins to blink on the round before it activates because the PCs will most likely be spread out, trying to avoid letting the shredstorm damage too many of them at once. Have the PCs roll initiative. During the combat, any PC may provoke the shredstorms into attacking him by making it appear that he is trying to escape. This may be done with a successful Perform check (DC 8 + APL).

**Creatures:** The shredstorms are swarms of thousands of bladed disks crackling with electricity. Each disk is a magically animated adamantine saw blade, roughly the size of a shuriken, spinning at tremendous speed. They

follow the commands of Dakhmar to the best of their ability. Any PC may provoke them into attacking him by making it appear that he is trying to escape. This may be done with a successful Perform check (DC 8 + APL). At APL 6, many of the disks in the shredstorm have been damaged, which hinders the shredstorm greatly. At the beginning of its round, there is a 40% chance that the shredstorm will take no actions. This results in an adjustment of the EL of the encounter by -2 at APL 6. However, the shredstorms have perfect combat circumstances which results in an adjustment of the EL of the encounter by +2 for all APLs.

#### **APL 6 (EL 8)**

□ **Shredstorm, Damaged:** hp 70; see Appendix 1.

#### **APL 8 (EL 10)**

□ **Shredstorm:** hp 105; see Appendix 1.

#### **APL 10 (EL 12)**

□ **Shredstorm (2):** hp 105; see Appendix 1.

#### **APL 12 (EL 13)**

□ **Shredstorm (3):** hp 105; see Appendix 1.

**Preparation:** The shredstorms are not prepared for this encounter in any particular fashion.

**Tactics:** The shredstorms try to end their movement each turn in such a way that they occupy the squares of as many PCs as possible. The shredstorms focus their attacks on any PCs that appear to be trying to escape or otherwise attack randomly unless provoked by any PCs in particular (see Creatures section, above). They are unable to use their *lightning bolt* ability due to the fact that they are within an *antimagic field* spell.

**Treasure:** The shredstorms have no treasure in their possession.

**Developments:** The PCs either survive for long enough to escape Drakhmar's fortress, or they perish in this combat. There are no further developments in this encounter

When the PCs activate the device, read the following:

***Following S's instructions, you enter your coordinates on the back of his teleportation device and press on the activation trigger...***

***...and nothing happens.***

On the round prior to the activation of the device, read the following:

***Suddenly, the teleportation device begins to blink, emitting bright flashes of white light.***

When the teleportation device actually activates, read the following:

***The flashes become increasingly brighter and faster and suddenly, everything goes white.***

If and when the PCs are teleported out of the chamber, proceed to Conclusion C.

## **CONCLUSION A – GREAT SUCCESS**

***You appear back in the office of Commander Toras "The Eagle" Cyndane. Sitting behind his desk is Commander Toras. He motions for you to sit down.***

***[Commander Toras]: "You're back! Tell me everything."***

Allow the PCs to give their report before continuing.

***Commander Toras smiles broadly.***

***[Commander Toras]: "Well done! You have performed a great service for the entire Sheldomar Valley this day, a service that will not soon be forgotten. You have proven yourselves to be true heroes, and I am honored to offer you a place in the Topaz Guardians, defending humankind from the threat of unhuman monstrosities."***

The PCs receive the "Double-0 Status" item on their adventure records. If the PCs saved Kari and brought her back with them, they also receive the "The Spy Who Loved Me" item on their adventure records. Additionally, the PCs are given a reward of enough gold to bring them to the maximum allowed by the adventure, assuming that they are not already at the cap.

## **CONCLUSION B – PARTIAL SUCCESS**

***You appear back in the office of Commander Toras "The Eagle" Cyndane. Sitting behind his desk is Commander Toras. He motions for you to sit down.***

***[Commander Toras]: "You're back! Tell me everything."***

Allow the PCs to give their report before continuing.

**Commander Toras nods solemnly.**

**[Commander Toras]:** *"You have done well, adventurers. Drakhmar's plans have been put off for the time being and the Spider Queen may seek to to punish him for his apparent failure. However, nothing stops him from resuming his research in time. We have much to prepare for. You have proven yourselves to be capable adventurers. As of today, there is a place for each of you in the Topaz Guardians."*

The PCs receive the "Double-0 Status" item on their adventure records. If the PCs saved Kari and brought her back with them, they also receive the "The Spy Who Loved Me" item on their adventure records. Additionally, the PCs are given a reward of enough gold to bring them to the maximum allowed by the adventure, assuming that they are not already at the cap.

## CONCLUSION C – FAILURE

**You appear back in the office of Commander Toras "The Eagle" Cyndane. Sitting behind his desk is Commander Toras. He motions for you to sit down.**

**[Commander Toras]:** *"You're back! Tell me everything."*

Allow the PCs to give their report before continuing.

**Commander Toras shakes his head.**

**[Commander Toras]:** *"I was afraid of as much. If Drakhmar has the support of the Spider Queen and these mercenaries are as you say, then these are dark times indeed. We have much to prepare for. You have my thanks, adventurers. You will be compensated fairly for your services by the clerk in the temple. I'm sure you can see yourselves out?"*

If the PCs saved Kari and brought her back with them, they also receive the "The Spy Who Loved Me" item on their adventure records. Cross off the "Double-0 Status" item from the PCs' adventure records. Additionally, the PCs are given a reward of 100 \* APL gold.

## CAMPAIGN CONSEQUENCES

If you run this event in December of 2007 or January of 2008, e-mail the results from this sheet to Dave Kayserman ([dkay807@yahoo.com](mailto:dkay807@yahoo.com)) by February 1st, 2008, or have the Senior DM of your event do so.

**The End**

## EXPERIENCE POINT SUMMARY

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

### Encounter 4

Obtain the invitation from Gathrak.

APL 6: 270 xp.

APL 8: 340 xp.

APL 10: 410 xp.

APL 12: 480 xp.

### Encounter 5

Kill the giants.

APL 6: 240 xp.

APL 8: 300 xp.

APL 10: 360 xp.

APL 12: 420 xp.

### Encounter 8

Defeat Sarkt, the Coven assassin.

APL 6: 240 xp.

APL 8: 300 xp.

APL 10: 360 xp.

APL 12: 420 xp.

### Encounter 10

Defeat Thunderhoof and his guards.

APL 6: 240 xp.

APL 8: 300 xp.  
APL 10: 360 xp.  
APL 12: 420 xp.

### Encounter 11

Defeat Argus and his guards.

APL 6: 270 xp.  
APL 8: 340 xp.  
APL 10: 410 xp.  
APL 12: 480 xp.

### Story Award

Destroy the machine.

APL 6: 180 xp.  
APL 8: 220 xp.  
APL 10: 260 xp.  
APL 12: 300 xp.

### Discretionary Roleplaying Award

APL 6: 360 xp.  
APL 8: 450 xp.  
APL 10: 540 xp.  
APL 12: 630 xp.

### Total possible experience

APL 6: 1,800 xp.  
APL 8: 2,250 xp.  
APL 10: 2,700 xp.  
APL 12: 3,150 xp.

## TREASURE SUMMARY

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

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not

carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

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

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

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

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

### Encounter 4:

APL 6: 233 gp, C: 3,000 gp, M: 1,220 gp, +1/+1 *orc double-axe* (389 gp), +1 *breastplate* (113 gp), *potion of fly* (67 gp), *crystal of glancing blows (least)* (42 gp), *ring of silent spells* (167 gp), +1 *greatsword* (196 gp), +1 *fullplate* (221 gp), *potion of cure moderate wounds* (25 gp).

APL 8: L: 238 gp, C: 4,000 gp, M: 2,937 gp, +1/+1 *orc double-axe* (389 gp), +1 *breastplate* (113 gp), *gauntlets of ogre power* (333 gp), *potion of fly* (67 gp), *crystal of glancing blows (least)* (42 gp), +1 *spear* (192 gp), *potion of invisibility* (25 gp), *periapt of wisdom* +2 (667 gp), *ring of silent spells* (167 gp), +1 *greatsword* (196 gp), +1 *fullplate* (221 gp), *potion of cure moderate wounds* (25 gp), *cloak*

of charisma +2 (333 gp), rearguard's cape (167 gp).

APL 10: L: 238 gp, C: 5,000 gp, M: 4,678 gp, +1 berserker/+1 orc double-axe (889 gp), +2 breastplate (363 gp), gauntlets of ogre power (333 gp), potion of fly (67 gp), cloak of resistance +2 (333 gp), crystal of glancing blows (least) (42 gp), +1 spear (192 gp), potion of invisibility (25 gp), periapt of wisdom +2 (333 gp), cloak of resistance +2 (333 gp), ring of silent spells (167 gp), +1 corrosive greatsword (696 gp), badge of valor (117 gp), +1 fullplate (221 gp), potion of cure serious wounds (67 gp), cloak of charisma +2 (333 gp), rearguard's cape (167 gp).

APL 12: L: 109 gp, C: 6,000 gp, M: 9,149 gp, +1 berserker/+1 orc double-axe (889 gp), +2 breastplate (363 gp), boots of speed (1,000), deep red sphere ioun stone (667 gp), amulet of health +2 (333 gp), gauntlets of ogre power (333 gp), potion of fly (67 gp), cloak of resistance +2 (333 gp), crystal of glancing blows (least) (42 gp), +1 spear (192 gp), +1 displacement fullplate (471 gp), pink rhomboid ioun stone (667 gp), potion of invisibility (25 gp), periapt of wisdom +2 (333 gp), cloak of resistance +2 (333 gp), ring of silent spells (167 gp), +1 corrosive greatsword (696 gp), badge of valor (117 gp), +2 fullplate (471 gp), potion of cure serious wounds (67 gp), cloak of charisma +4 (1,333 gp), rearguard's cape (167 gp), vest of resistance +1 (83 gp).

### Encounter 8:

APL 6: L: 43 gp, C: 0 gp, M: 414 gp, +1 warhammer (193 gp), +1 fullplate (221 gp).

APL 8: L: 62 gp, C: 0 gp, M: 2,334 gp, +1 warhammer (193 gp), +1 fullplate of silent moves (533 gp), cloak of resistance +1 (83 gp), +1 heavy steel shield (98 gp), +1 deadly precision adamantine rapier (919 gp), +1 mithral shirt (175 gp), gloves of dexterity +2 (333 gp).

APL 10: L: 62 gp, C: 0 gp, M: 3,750 gp, +1 warhammer (193 gp), +1 fullplate of silent moves (533 gp), cloak of resistance +1 (83 gp), +2 heavy steel shield (348 gp), gauntlets of ogre power (333 gp), ring of protection +1 (167 gp), +1 deadly precision adamantine rapier (919 gp), +1 mithral shirt (175 gp), gloves of dexterity +2 (333 gp), cloak of charisma +2 (333 gp), headband of intellect +2 (333 gp).

APL 12: L: 62 gp, C: 0 gp, M: 6,834 gp, +1 bane (humans) warhammer (693 gp), +2 fullplate of silent moves (783 gp), cloak of resistance +1 (83 gp), +2 heavy steel shield (348 gp), gauntlets of ogre power (333 gp), ring of protection +1 (167 gp), amulet of natural armor +1 (167 gp), +1 deadly precision adamantine rapier (919 gp), +2 mithral shirt (425 gp), gloves of dexterity +2 (333 gp), cloak of charisma +2 (333 gp), headband of intellect +2 (333 gp), rogue's vest (1,500 gp), ring of protection +1 (167 gp), metamagic rod of extend (lesser) (250 gp).

### Encounter 10:

APL 6: L: 86 gp, C: 0 gp, M: 1,513 gp, +1 warhammer x2 (385 gp), +1 fullplate x2 (442 gp), +1 large greatspear (194 gp), +1 large spiked fullplate (350 gp), bracers of quick strike (117 gp), potion of cure moderate wounds (25 gp).

APL 8: L: 57 gp, C: 0 gp, M: 3,043 gp, +1 warhammer x2 (385 gp), +1 fullplate x2 (442 gp), +1 heavy steel shield x2 (195 gp), cloak of resistance +1 x2 (167 gp), gauntlets of ogre power x2 (667 gp), potion of fly x2 (125 gp), +1 large greatspear (194 gp), +1 large spiked fullplate (350 gp), bracers of quick strike (117 gp), gloves of fortunate striking (167 gp), potion of cure serious wounds (67 gp), ring of protection +1 (167 gp).

APL 10: L: 57 gp, C: 0 gp, M: 5,605 gp, +1 vicious warhammer x2 (1,385 gp), +1 fullplate x2 (442 gp), +1 heavy steel shield x2 (195 gp), cloak of resistance +1 x2 (167 gp), gauntlets of ogre power x2 (667 gp), potion of fly x2 (125 gp), ring of protection +1 x2 (333 gp), amulet of natural armor +1 x2 (333 gp), +1 large greatspear (194 gp), +1 large spiked fullplate (350 gp), +1 large animated heavy mithral shield (837 gp), bracers of quick strike (117 gp), gloves of fortunate striking (167 gp), potion of cure serious wounds (63 gp), potion of haste (63 gp), ring of protection +1 (167 gp).

APL 12: L: 57 gp, C: 0 gp, M: 9,522 gp, +2 vicious warhammer x2 (3,052 gp), +2 fullplate x2 (942 gp), +2 heavy steel shield x2 (695 gp), cloak of resistance +2 x2 (667 gp), gauntlets of ogre power x2 (667 gp), potion of fly x2 (125 gp), ring of protection +1 x2 (333 gp), amulet of natural armor +1 x2 (333 gp), +1 large impaling greatspear (694 gp), +1 large animated spiked fullplate (350 gp), +1 large animated



*heavy mithral shield* (837 gp), *bracers of quick strike* (117 gp), *gloves of fortunate striking* (167 gp), *potion of cure serious wounds* (63 gp), *potion of haste* (63 gp), *ring of protection +1* (167 gp), *amulet of natural armor +1* (167 gp), *cloak of resistance +1* (83 gp).

#### Encounter 11:

APL 6: L: 176 gp, C: 0 gp, M: 1,435 gp, +1 *warhammer* x2 (385 gp), +1 *fullplate* x2 (442 gp), *cloak of resistance +1* (83 gp), *headband of intellect +2* (333 gp), *repelling gauntlets* (192 gp).

APL 8: L: 119 gp, C: 0 gp, M: 3,230 gp, +1 *warhammer* x2 (385 gp), +1 *fullplate* x2 (442 gp), +1 *heavy steel shield* x2 (195 gp), *cloak of resistance +1* x2 (167 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *cloak of resistance +1* (83 gp), *headband of intellect +2* (333 gp), *vest of the master evoker* (833 gp).

APL 10: L: 119 gp, C: 0 gp, M: 6,479 gp, +1 *vicious warhammer* x2 (1,385 gp), +1 *fullplate* x2 (442 gp), +1 *heavy steel shield* x2 (195 gp), *cloak of resistance +1* x2 (167 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *ring of protection +1* x2 (333 gp), *amulet of natural armor +1* x2 (333 gp), *amulet of health +2* (333 gp), *cloak of resistance +2* (333 gp), *headband of intellect +2* (333 gp), *vest of the master evoker* (833 gp), *belt of battle* (1,000 gp).

APL 12: L: 119 gp, C: 0 gp, M: 11,646 gp, +2 *vicious warhammer* x2 (3,052 gp), +2 *fullplate* x2 (942 gp), +2 *heavy steel shield* x2 (695 gp), *cloak of resistance +2* x2 (667 gp), *gauntlets of ogre power* x2 (667 gp), *potion of fly* x2 (125 gp), *ring of protection +1* x2 (333 gp), *amulet of natural armor +1* x2 (333 gp), *amulet of health +4* (1,333 gp), *cloak of resistance +2* (333 gp), *headband of intellect +4* (1,333 gp), *vest of the master evoker* (833 gp), *belt of battle* (1,000 gp).

#### Total Possible Treasure (Maximum Reward Allowed)

APL 6: L: 538 gp, C: 3,000 gp, M: 4,582 gp – Total: 8,120 gp (1,800 gp).

APL 8: L: 476 gp, C: 4,000 gp, M: 11,544 gp – Total: 16,020 gp (2,600 gp).

APL 10: L: 476 gp, C: 5,000 gp, M: 20,512 gp – Total: 25,988 gp (4,600 gp).

APL 12: L: 347 gp, C: 6,000 gp, M: 37,151 gp – Total: 43,498 gp (6,600 gp).

## ITEMS FOR THE ADVENTURE RECORD

### Special

☐ **Double-0 Status:** For successfully putting a stop to Drakhmar's research, Commander Toras Cyndane has offered you membership in the Topaz Order. You gain access to the Topaz Guardian prestige class [LoM]. Furthermore, you gain access (Frequency: Meta-Regional) to the following items: Bane (aberration) weapon upgrade [DMG], Crystal of Mind Cloaking (greater) [MIC], Third Eye Clarity [MIC], Ring of Mental Fortitude [DMG2].

☐ **The Spy Who Loved Me:** For saving her life, Kari has arranged for you to be trained to better resist the abilities of many aberrations. You gain access to the following feats: Darkstalker [LoM], Quick Recovery [LoM].

☐ **Shaken, Not Stirred:** You have survived an attack by a Coven assassin. Maybe those Coven members aren't so tough after all? You gain a +2 circumstance bonus on saves made to resist the effects of illithids.

☐ **Professional Courtesy:** For providing your organization with vital information regarding a particular villain, you have earned an influence point with that metaorganization. Enter the name of the meta-org here \_\_\_\_\_.

☐ **Common Side Effects Include...:** You have been exposed to the effects of the apparatus in Drakhmar's lab. While the Topaz Order can reverse these effects, it will take some time. For your next three adventures, you gain the effects of the Spellwarped template [MM3], but must pay an additional TU per adventure traveling back to Pellak for treatments. As a result of these treatments, you gain access to the Quick Recovery feat [LoM].

☐ **A Debt to Pay:** You have promised the bloodthirsty bandit lord Gathrak Mournbringer that you would repay your debt to him... and repay it you will. For the next ten adventures that take place in the Sheldomar Valley, roll 1d10 each time you encounter any local authorities. On a result of a 4 or lower, you are recognized and arrested for banditry. You spend 26 TUs in prison until you are released for good behavior. Cross out this AR item

after this has occurred or six months from the date of this AR, whichever comes first.

### Item Access

APL 6:

- ☐ Crystal of Glancing Blows, Least (Adventure; MIC)
- ☐ Bracers of Quick Strike (Adventure; MIC)
- ☐ Repelling Gauntlets (Adventure; MIC)
- ☐ Ring of Silent Spells (Adventure; MIC)

APL 8 (all APL 6 plus the following):

- ☐ +1 Mithral Shirt (Adventure; DMG)
- ☐ +1 Deadly Precision Adamantine Rapier (Adventure; MIC)
- ☐ Gloves of Fortunate Striking (Adventure; MIC)
- ☐ Rearguard's Cape (Adventure; MIC)
- ☐ Vest of the Master Evoker (Adventure; MIC)

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

- ☐ +1 Berserker/+1 Orc Double-Axe (Adventure; MIC)
- ☐ +1 Corrosive Greatsword (Adventure; MIC)
- ☐ +1 Animated Mithral Heavy Shield (Adventure; DMG)
- ☐ Badge of Valor (Adventure; MIC)
- ☐ Belt of Battle (Adventure; MIC)

APL 12 (all of APLs 6, 8, 10 plus the following):

- ☐ Boots of Speed (Adventure; DMG)
- ☐ Rogue's Vest (Adventure; MIC)
- ☐ Metamagic Rod of Extend, Lesser (Adventure; DMG)
- ☐ Deep Red Sphere Ioun Stone (Adventure; DMG)
- ☐ Pink Rhomboid Ioun Stone (Adventure; DMG)

## APPENDIX 1 – APL 6

### ENCOUNTER 4

#### GATHRAK MOURNBINGER

CR 7

When Raging

Male half-orc barbarian 2/fighter 4/eye of Gruumsh 1

NE medium humanoid (half-orc)

**Init** +5; **Senses** Darkvision 60 ft., Low-Light Vision, Listen +3, Spot -1

**Languages** Common, Orc

**AC** 18, touch 12, flat-footed 14

(+3 Dex, +6 armor, +1 deflection, -2 rage)

**hp** 78 (7 HD);

**Fort** +13, **Ref** +5, **Will** +3

**Speed** 30 ft. in +1 *breastplate* (6 squares), base movement 40 ft.

**Melee** +1 *orc double-axe* +16/+11 (1d8+12/x3) or +1 *orc double-axe* +14/+9 (1d8+9/x3) and +1 *orc double-axe* +14/+9 (1d8+6/x3)

**Ranged** masterwork mighty composite longbow (+6 str) +11/+6 (1d8+6/x3)

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

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

**Atk Options** Blind-Fight, Two-Weapon Fighting, Improved Two-Weapon Fighting

**Special Actions** Rage

**Combat Gear** +1/+1 *orc double-axe*, +1 *breastplate*, *potion of fly*, masterwork mighty composite longbow (+6 str), 20 arrows

**Abilities** Str 22, Dex 17, Con 18, Int 8, Wis 8, Cha 6

**SQ** Command the Horde, Fast Movement +10, Rage (1/day), Uncanny Dodge

**Feats** Blind-Fight, Exotic Weapon Proficiency (orc double-axe), Iron Will, Improved Two-Weapon Fighting, Two-Weapon Fighting, Weapon Focus (orc double-axe), Weapon Specialization (orc double-axe)

**Skills** Intimidate +9, Jump +7, Listen +3

**Possessions** combat gear

**Power-Up Suite:** The effects of Gathrak's Rage as well as the Priest of Gruumsh's *Shield Other* spell, and Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Gathrak's stat block above.

#### PRIEST OF GRUUMSH

CR 5

Male half-orc cleric of Gruumsh 5

CE medium humanoid (half-orc)

**Init** +3; **Senses** Darkvision 60 ft., Low-Light Vision, Listen +3, Spot +3

**Languages** Common, Orc

**AC** 20, touch 11, flat-footed 18

(+1 Dex, +9 armor)

**hp** 41 (5 HD);

**Fort** +7, **Ref** +2, **Will** +9

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

**Melee** masterwork spear +9 (1d8+4 piercing/x3)

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

**Base Atk** +3; **Grp** +6 (+8 to resist)

**Special Actions** Rebuke Undead 1/day

**Combat Gear** *crystal of glancing blows* (least), *ring of silent spells*, masterwork spear, full-plate

**Class Spells Prepared** (CL 5th):

3rd—*cure serious wounds*, *prayer*, ~~*magic vestment*~~ (D)

2nd—*bear's endurance*, ~~*shield other*~~, *sound burst*, *bull's strength* (D)

1st—*cure light wounds*, *protection from good*, *resurgence* (SpC), *sanctuary*, *magic weapon* (D)

0—*cure minor wounds* (3), *detect magic*, *detect poison*

**D:** Domain spell. Deity: Gruumsh. Domains: Strength, War

**SpC:** Spell Compendium

**Abilities** Str 16, Dex 12, Con 16, Int 6, Wis 16, Cha 6

**Feats** Augment Healing, Combat Casting, Weapon Focus (spear)

**Skills** Concentration +7, Heal +7

**Possessions** combat gear

**Power-Up Suite:** The effects of the Priest of Gruumsh's *Magic Vestment* spell, as well as gathrak's *Command the Horde* ability and Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into the priest's stat block above.

#### JANNON MOURNBINGER

CR 5

Male human bard 2/marshal 3

NE medium humanoid (human)

**Init** +7; **Senses** Listen +4, Spot +4

**Languages** Common, Orc

**AC** 20, touch 11, flat-footed 19 (+1 Dex, +9 armor)

**hp** 40 (5 HD)

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

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

**Melee** +1 *greatsword* +9 (2d6+5/19-20)

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

**Base Atk** +3; **Grp** +6

**Special Actions** Countersong, Fascinate, Inspire Courage +1

**Combat Gear** +1 *greatsword*, +1 *full-plate*, *potion of cure moderate wounds*

**Class Spells Known** (CL 2nd):

1st (1/day)—*inspirational boost* (SpC), *joyful noise* (SpC)

0 (3/day)—*detect magic*, *guidance*, *mage hand*, *mending*, *message*

**SpC:** Spell Compendium

**Major Auras Known:**

- *Motivate Attack*: +1 to melee attack rolls

**Minor Auras Known:**

- *Motivate Dexterity*: +2 to Dexterity-based checks, Dexterity-based skill checks, and initiative

- *Force of Will*: +2 to Will saves

**Abilities** Str 16, Dex 12, Con 14, Int 8, Wis 10, Cha 15

**SQ** Bardic Music (2/day), Bardic Knowledge +1, Countersong, Fascinate, Inspire Courage +1, Minor Aura, Major Aura +1

**Feats** Improved Initiative, Improved Toughness, Weapon Focus (greatsword)

**Skills** Balance +3, Diplomacy +6, Listen +8, Perform +10, Spot +8

**Possessions** combat gear

**Power-Up Suite:** The effects of Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Jannon's stat block above.

## ENCOUNTER 8

COVEN THRALL

CR 6

Male voidmind duergar fighter 4

LE medium aberration (augmented)

**Init** +2; **Senses** Darkvision 120 ft., Listen +6, Spot +6

**Languages** Common, Dwarven, Undercommon

**AC** 26, touch 11, flat-footed 25

(+1 Dex, +9 armor, +2 shield, +4 natural)

**hp** 45 (4 HD); **DR** 5/magic

**SR** 14

**Immune** ability damage/drain, acid, paralysis, phantasms, poison, mind-affecting

**Fort** +11 (+2 against spells), **Ref** +3 (+2 against spells),

**Will** +3 (+2 against spells)

**Weakness** light sensitivity

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

**Melee** +1 *warhammer* +11 (1d8+8/x3) and tentacle +9 (1d6+5)

**Ranged** masterwork light crossbow +7 (1d8/19-20)

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

**Base Atk** +4; **Grp** +9

**Atk Options** Blind-Fight, Cone of Slime (4d6; DC 19), Constrict, Improved Grab, Sentient Tentacle, Power Attack

**Combat Gear** +1 *warhammer*, +1 *full-plate*, dagger, masterwork heavy steel shield, masterwork light crossbow, 10 bolts

**Spell-Like Abilities** (CL 8th):

1/day—*enlarge person*, *invisibility*

**Abilities** Str 20, Dex 15, Con 20, Int 14, Wis 10, Cha 2

**SQ** DR 5/magic, Mind Flayer Host, SR 14

**Feats** Alertness, Blind-Fight, Combat Reflexes, Great Fortitude, Iron Will, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

**Skills** Balance +0, Jump -1, Listen +6, Move Silently +4, Spot +6

**Possessions** combat gear

**Cone of Slime (Su):** Once per day as a standard action, a voidmind Duergar can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 4d6 points of acid damage. A successful Reflex save (DC 15) halves the damage. In addition, any creature that takes damage from the spray takes a -2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes

itself automatically in 24 hours. The save DCs are Constitution-based.

**Constrict (Ex):** A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals damage based on the creature's size (see the table below), plus its Strength bonus  $\times 1\frac{1}{2}$ .

**Improved Grab (Ex):** To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

**Sentient Tentacle (Ex):** A voidmind Duergar's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind Duergar that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

**Mind Flayer Host (Su):** Three mind flayers form a bond with any voidmind Duergar they create. A different mind flayer cannot bond itself to a voidmind Duergar after creation. The Duergar's masters are instantly aware if the Duergar takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind Duergar to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind Duergar, at will, as the *dominate monster* spell (no save). While controlling the voidmind Duergar in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind Duergar, as though the Duergar were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect Duergars within range, line of sight, and line of effect of the voidmind Duergar. So, for example, a mind flayer can use *plane shift* to send the voidmind Duergar to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind Duergar's eyes.

**Skills** Voidmind Duergar have a +4 racial bonus on Bluff, Escape Artist, Intimidate, and Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a voidmind Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

## ENCOUNTER 10

THUNDERHOOF

CR 6

Male minotaur knight 2

LE large monstrous humanoid (minotaur)  
**Init** +1; **Senses** Darkvision 60 ft., Listen +7, Spot +8  
**Languages** Common, Giant

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**AC** 24, touch 10, flat-footed 23  
 (-1 size, +1 Dex, +9 armor, +5 natural)  
**hp** 78 (8 HD)  
**Fort** +6, **Ref** +6, **Will** +7

---

**Speed** 20 ft. in full plate (4 squares), base movement 30 ft.  
**Melee** +1 *greatspear* +13/+8 (3d6+11/x3) and gore +7 (1d8+6)  
**Ranged** javelin +7 (1d8+7)  
**Space** 10 ft.; **Reach** 20 ft. (with +1 *greatspear*)  
**Base Atk** +6; **Grp** +17  
**Atk Options** Power Attack, Powerful Charge  
**Combat Gear** +1 *greatspear* (large), +1 *spiked full-plate* (large), *bracers of quick strike*, *potion of cure moderate wounds*, dagger (large), javelins (5) (large)

---

**Abilities** Str 24, Dex 12, Con 18, Int 6, Wis 8, Cha 11  
**SQ** Fighting challenge +1, knight's challenge, knight's code, natural cunning, shield block +1  
**Feats** Combat Reflexes, Exotic Weapon Proficiency (greatspear), Mounted Combat, Power Attack  
**Skills** Knowledge (nobility & royalty) +0, Listen +7, Spot +8  
**Possessions** combat gear

---

**Powerful Charge (Ex):** A minotaur typically begins battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +12 attack bonus that deals 4d6+10 damage.  
**Natural Cunning (Ex):** Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.  
**Skills** Minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

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**Power-Up Suite:** When Thunderhoof activates his Fighting Challenge ability, he gains a +1 morale bonus to attack and damage against one PC with a CR greater than or equal to 0.

#### DUERGAR MERCENARY CR 5

Male duergar fighter 4  
 LE medium humanoid (dwarf)  
**Init** +1; **Senses** Darkvision 120 ft., Listen +5, Spot +5  
**Languages** Common, Dwarven, Undercommon

---

**AC** 22, touch 11, flat-footed 21  
 (+1 Dex, +9 armor, +2 shield)  
**hp** 39 (4 HD)  
**Immune** paralysis, phantasms, poison  
**Fort** +7 (+2 against spells), **Ref** +2 (+2 against spells), **Will** +4 (+2 against spells)  
**Weakness** light sensitivity

---

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

**Melee** +1 *warhammer* +9 (1d8+6/x3)  
**Ranged** masterwork light crossbow +6 (1d8/19-20)  
**Space** 5 ft.; **Reach** 5 ft.  
**Base Atk** +4; **Grp** +7  
**Atk Options** Blind-Fight, Power Attack  
**Combat Gear** +1 *warhammer*, +1 *full-plate*, dagger, masterwork heavy steel shield, masterwork light crossbow, 10 bolts  
**Spell-Like Abilities** (CL 8th):  
 1/day—*enlarge person*, *invisibility*

---

**Abilities** Str 16, Dex 13, Con 16, Int 10, Wis 12, Cha 4  
**Feats** Blind-Fight, Iron Will, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)  
**Skills** Jump -4, Listen +5, Spot +5  
**Possessions** combat gear

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**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

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**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

## ENCOUNTER 11

### SPELLWARPED MERCENARY CR 6

Male spellwarped duergar fighter 4  
 LE medium aberration (augmented)  
**Init** +2; **Senses** Darkvision 120 ft., Listen +5, Spot +5  
**Languages** Common, Dwarven, Undercommon

---

**AC** 24, touch 11, flat-footed 23  
 (+1 Dex, +9 armor, +2 shield, +2 natural)  
**hp** 45 (4 HD)  
**SR** 15  
**Immune** paralysis, phantasms, poison  
**Fort** +9 (+2 against spells), **Ref** +3 (+2 against spells), **Will** +4 (+2 against spells)  
**Weakness** light sensitivity

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**Speed** 20 ft. in full plate (4 squares), base movement 20 ft.  
**Melee** +1 *warhammer* +11 (1d8+8/x3)  
**Ranged** masterwork light crossbow +7 (1d8/19-20)  
**Space** 5 ft.; **Reach** 5 ft.  
**Base Atk** +4; **Grp** +9  
**Atk Options** Blind-Fight, Power Attack  
**Combat Gear** +1 *warhammer*, +1 *full-plate*, dagger, masterwork heavy steel shield, masterwork light crossbow, 10 bolts  
**Spell-Like Abilities** (CL 8th):  
 1/day—*enlarge person*, *invisibility*

---

**Abilities** Str 20, Dex 15, Con 20, Int 14, Wis 12, Cha 2\*  
**SQ** SR 15, Spell Absorption  
**Feats** Blind-Fight, Iron Will, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)  
**Skills** Balance +0, Jump -1, Listen +7, Move Silently +4, Spot +7  
**Possessions** combat gear

---

**Spell Absorption (Su):** Whenever a spell fails to penetrate a spellwarped creature's spell resistance,

the creature gains one of the following benefits, chosen at the time that the spell effect was resolved.

**Might:** Gain a +4 enhancement bonus to Strength for one minute

**Agility:** Gain a +4 enhancement bonus to Dexterity for one minute

**Endurance:** Gain a +4 enhancement bonus to Constitution for one minute

**Life:** Gain temporary hit points equal to 5 x the level of the failed spell

**Speed:** Gain a base speed increase of feet equal to 5 x the level of the failed spell

**Resistance:** Gain resistance 10 to one energy type (acid, cold, electricity, fire, or sonic)

**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

#### ARGUS

CR 7

Male human transmuter 7

NE medium humanoid (human)

**Init** +1; **Senses** Listen +3

**Languages** Common, Draconic, Dwarven, Undercommon

**AC** 15, touch 11, flat-footed 14  
(+1Dex, +4 armor)

**hp** 39 (7 HD)

**Fort** +7, **Ref** +4, **Will** +8

**Speed** 30 ft.

**Melee** staff +2 (1d6-1) or

**Ranged** light crossbow +4 (1d8/19-20)

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

**Base Atk** +3; **Grp** +2

**Atk Options** Sanctum Spell, Silent Spell

**Combat Gear** *cloak of resistance +1, headband of intellect +2, repelling gauntlets, staff, light crossbow, 10 bolts*

**Class Spells Prepared** (CL 7th):

4th—*sanctum evard's black tentacles, sanctum solid fog, sanctum silent trollshape* (PHBII)

3rd—*sanctum fireball, sanctum silent fly, sanctum silent haste, sanctum slow*

2nd—*sanctum bull's strength, sanctum glitterdust, sanctum invisibility, sanctum scorching ray* (2)

1st—*sanctum feather fall* (2), ~~*sanctum mage armor*~~, *sanctum magic missile* (2), *sanctum nerveskitter* (SpC)

0—*sanctum acid splash, sanctum detect magic, sanctum flare, sanctum mage hand, sanctum read magic*

**SpC:** Spell Compendium, **PHBII:** Player's Handbook II

**Abilities** Str 8, Dex 13 Con 14, Int 18, Wis 12, Cha 10

**SQ** Summon familiar (rat)

**Feats** Improved Toughness, Metamagic School Focus (Transmutation), Sanctum Spell, Silent Spell, Skill Focus (knowledge (dungeoneering))

**Skills** Concentration +12, Knowledge (arcana) +13, Knowledge (dungeoneering) +16, Knowledge (architecture & engineering) +6, Craft (alchemy) +11, Spellcraft +15

**Possessions** combat gear plus spellbook, spell component pouch (2), familiar pouch, robes

**Spellbook** spells prepared

**Power-Up Suite:** Argus' AC has been adjusted to reflect the effects of the Mage Armor spell he has cast upon himself

## ENCOUNTER 12B

SHREDSTORM

CR 8

N fine construct (swarm)

**Init** +6; **Senses** Darkvision 60 ft., low-light vision

**Languages** None

**AC** 24, touch 24, flat-footed 18

(+8 Size, +6 Dex)

**hp** 105 (14 HD)

**Immune** electricity

**Fort** +4, **Ref** +10, **Will** +4

**Speed** Fly 90 ft. (perfect) (12 squares)

**Melee** Swarm (3d6 plus 2d6 electricity)

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

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

**Atk Options** Distraction, *lightning bolt*, Penetration

**Abilities** Str 6, Dex 22, Con -, Int -, Wis 11, Cha 10

**SQ** Construct traits, swarm traits

**Distraction (Ex):** Any living creature vulnerable to a shredstorm's damage that begins its turn with a swarm in its square is nauseated for 1 round; a DC 17 Fortitude save negates the effect. Even after a successful save, spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills requiring patience and concentration requires a DC 20 Concentration check. The save DC is Constitution-based.

**Lightning Bolt (Su):** A shredstorm can discharge part of its electrical aura in a blast of electricity that acts as a lightning bolt cast by a 14<sup>th</sup>-level caster (Reflex DC 17 half). A shredstorm requires 2d6 hours after each use of this ability to build its electrical levels back to full strength; during this time, it deals only 1d6 points of electricity damage to those whose space it occupies. The save DC is Charisma-based.

**Penetration (Ex):** The swarm attack of a shredstorm is treated as an adamantine magic weapon for the purpose of overcoming damage reduction, and it strikes incorporeal creatures as a magic weapon does. When striking an object, a shredstorm ignores any hardness less than 20.

## APPENDIX 2 – APL 8

### ENCOUNTER 4

#### GATHRAK MOURNBINGER

CR 9

When Raging

Male half-orc barbarian 2/fighter 4/eye of Gruumsh  
2/exotic weapon master 1

NE medium humanoid (half-orc)

**Init** +6; **Senses** Darkvision 60 ft., Low-Light Vision,  
Listen +3

**Languages** Common, Orc

**AC** 16, touch 10, flat-footed 13

(+3 Dex, +6 armor, +1 deflection, -4 rage)

**hp** 101 (9 HD);

**Fort** +16, **Ref** +5, **Will** +3

**Speed** 30 ft. in +1 *breastplate* (6 squares), base  
movement 40 ft.

**Melee** +1 *orc double-axe* +23/+18 (1d8+18/x3) or +1 *orc  
double-axe* +19/+19/+14 (1d8+14/x3) and +1 *orc  
double-axe* +19/+14 (1d8+9/x3)

**Ranged** masterwork mighty composite longbow (+10  
str) +13/+8 (1d8+10/x3)

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

**Base Atk** +9; **Grp** +18

**Atk Options** Blind-Fight, Flurry of Strikes, Two-Weapon  
Fighting, Improved Two-Weapon Fighting

**Special Actions** Rage, Swing Blindly

**Combat Gear** +1/+1 *orc double-axe*, +1 *breastplate*,  
*gauntlets of ogre power*, *potion of fly*, masterwork  
mighty composite longbow (+9 str), 20 arrows

**Abilities** Str 29, Dex 17, Con 18, Int 8, Wis 8, Cha 6

**SQ** Command the Horde, Fast Movement +10, Flurry of  
Strikes, Rage (1/day), Swing Blindly, Uncanny Dodge

**Feats** Blind-Fight, Exotic Weapon Proficiency (orc  
double-axe), Iron Will, Improved Two-Weapon  
Fighting, Melee Weapon Mastery (slashing), Two-  
Weapon Fighting, Weapon Focus (orc double-axe),  
Weapon Specialization (orc double-axe)

**Skills** Intimidate +11, Jump +11, Listen +3

**Possessions** combat gear

**Power-Up Suite:** The effects of Gathrak's Rage and  
Swing Blindly abilities as well as the Priest of  
Gruumsh's *Shield Other* spell, and Jannon's *Motivate  
Attack* and *Motivate Dexterity* major and minor auras  
are factored into Gathrak's stat block above.

#### PRIEST OF GRUUMSH

CR 7

Male half-orc cleric of Gruumsh 7

CE medium humanoid (half-orc)

**Init** +4; **Senses** Darkvision 60 ft., Low-Light Vision,  
Listen +3

**Languages** Common, Orc

**AC** 20, touch 11, flat-footed 18 (+1 Dex, +9 armor)

**hp** 65 (7 HD);

**Fort** +8, **Ref** +3, **Will** +10

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

**Melee** +1 *spear* +11 (1d8+5/x3)

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

**Base Atk** +5; **Grp** +8 (+2 to resist)**Special Actions**  
Rebuke Undead 1/day

**Combat Gear** +1 *spear*, *crystal of glancing blows*  
(least), *ring of silent spells*, *potion of invisibility*,  
*peripat of wisdom* +2, masterwork full-plate

**Class Spells Prepared** (CL 7th):

4th—*freedom of movement*, *recitation* (SpC), *divine  
power* (D)

3rd—*cure serious wounds* (x2), *prayer*, *magic  
vestment* (D)

2nd—*bear's endurance*, *remove paralysis*, *shield  
other*, *sound burst*, *bull's strength* (D)

1st—*cure light wounds*, *protection from good*,  
*resurgence* (x2) (SpC), *sanctuary*, *magic weapon* (D)

0—*cure minor wounds* (4), *detect magic*, *detect  
poison*

**D:** Domain spell. Deity: Gruumsh. Domains: Strength,  
War

**SpC:** Spell Compendium

**Abilities** Str 16, Dex 12, Con 16, Int 6, Wis 18, Cha 6

**Feats** Augment Healing, Combat Casting, Improved  
Toughness, Weapon Focus (spear)

**Skills** Concentration +9, Heal +8

**Possessions** combat gear

**Power-Up Suite:** The effects of the Priest of Gruumsh's  
*Magic Vestment* spell, as well as gathrak's *Command  
the Horde* ability and Jannon's *Motivate Attack* and  
*Motivate Dexterity* major and minor auras are factored  
into the priest's stat block above.

#### JANNON MOURNBINGER

CR 7

Male human bard 2/marshal 5

NE medium humanoid (human)

**Init** +8; **Senses** Listen +10, Spot +10

**Languages** Common, Orc

**AC** 20, touch 11, flat-footed 19

(+1 Dex, +9 armor)

**hp** 57 (7 HD)

**Fort** +7, **Ref** +6, **Will** +8

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

**Melee** +1 *greatsword* +11 (2d6+5/19-20)

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

**Base Atk** +5; **Grp** +8

**Special Actions** Countersong, Fascinate, Grant Move  
Action, Inspire Courage +1

**Combat Gear** +1 *greatsword*, +1 *full-plate*, *cloak of  
charisma* +2, *rearguard's cape*, *potion of cure  
moderate wounds*

**Class Spells Known** (CL 2nd):

1st (1/day)—*inspirational boost* (SpC), *joyful noise*  
(SpC)

0 (3/day)—*detect magic*, *guidance*, *mage hand*,  
*mending*, *message*

**SpC:** Spell Compendium

**Major Auras Known:**

- *Motivate Attack*: +1 to melee attack rolls

- *Motivate Care*: +1 to armor class
- Minor Auras Known:**
- *Motivate Dexterity*: +3 to Dexterity-based checks, Dexterity-based skill checks, and initiative
  - *Force of Will*: +3 to Will saves
  - *Watchful Eye*: +3 to Reflex Saves
- 
- Abilities** Str 16, Dex 12, Con 14, Int 8, Wis 10, Cha 17  
**SQ** Bardic Music (2/day), Bardic Knowledge +1, Countersong, Grant move Action (1/day), Fascinate, Inspire Courage +1, Minor Aura, Major Aura +1  
**Feats** Improved Initiative, Improved Toughness, Weapon Focus (greatsword)  
**Skills** Balance +3, Diplomacy +9, Listen +10, Perform +13, Spot +10  
**Possessions** combat gear
- 
- Power-Up Suite:** The effects of Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Jannon's stat block above.

## ENCOUNTER 8

### COVEN THRALL

CR 8

Male voidmind duergar fighter 6  
 LE medium aberration (augmented)  
**Init** +2; **Senses** Darkvision 120 ft., Listen +7, Spot +7  
**Languages** Common, Dwarven, Undercommon

---

**AC** 27, touch 11, flat-footed 26  
 (+1 Dex, +9 armor, +3 shield, +4 natural)  
**hp** 74 (6 HD); DR 5/magic  
**SR** 16

**Immune** ability damage/drain, acid, paralysis, phantasms, poison, mind-affecting  
**Fort** +13 (+2 against spells), **Ref** +7 (+2 against spells), **Will** +5 (+2 against spells)  
**Weakness** light sensitivity

---

**Speed** 20 ft. in full plate (4 squares), base movement 20 ft.  
**Melee** +1 *warhammer* +13/+8 (1d8+8/x3) and tentacle +11 (1d6+5)  
**Ranged** masterwork light crossbow +9 (1d8/19-20)  
**Space** 5 ft.; **Reach** 5 ft.  
**Base Atk** +6; **Grp** +11  
**Atk Options** Blind-Fight, Cone of Slime (6d6; DC 21), Constrict, Improved Grab, Sentient Tentacle, Power Attack  
**Combat Gear** +1 *warhammer*, +1 *full-plate of silent moves*, +1 *heavy steel shield*, *cloak of resistance* +1, dagger, masterwork light crossbow, 10 bolts

---

**Abilities** Str 20, Dex 15, Con 20, Int 14, Wis 10, Cha 2  
**SQ** DR 5/magic, Mind Flayer Host, SR 16  
**Feats** Alertness, Blind-Fight, Combat Reflexes, Great Fortitude, Improved Toughness, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)  
**Skills** Balance +1, Jump +0, Listen +7, Move Silently +10, Spot +7  
**Possessions** combat gear

---

**Cone of Slime (Su):** Once per day as a standard action, a voidmind Duergar can expel the psionically charged slime in its head in a 30-foot cone. This

attack deals 6d6 points of acid damage. A successful Reflex save (DC 15) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

**Constrict (Ex):** A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals damage based on the creature's size (see the table below), plus its Strength bonus  $\times 1\frac{1}{2}$ .

**Improved Grab (Ex):** To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

**Sentient Tentacle (Ex):** A voidmind Duergar's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind Duergar that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

**Mind Flayer Host (Su):** Three mind flayers form a bond with any voidmind Duergar they create. A different mind flayer cannot bond itself to a voidmind Duergar after creation. The Duergar's masters are instantly aware if the Duergar takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind Duergar to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind Duergar, at will, as the *dominate monster* spell (no save). While controlling the voidmind Duergar in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind Duergar, as though the Duergar were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect Duergars within range, line of sight, and line of effect of the voidmind Duergar. So, for example, a mind flayer can use *plane shift* to send the voidmind Duergar to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind Duergar's eyes.

**Skills** Voidmind duergar have a +4 racial bonus on Bluff, Escape Artist, Intimidate, and Move Silently checks and a +1 racial bonus on Listen and Spot checks.



**Power-Up Suite:** When enlarged, a voidemind Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

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### SARKT, COVEN ASSASSIN

CR 10

Male illithid assassin 2

LE medium aberration

**Init** +10; **Senses** Darkvision 60 ft., Listen +15, Spot +15

**Languages** Abyssal, Common, Draconic, Dwarven, Elven, Infernal, Undercommon

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**AC** 24, touch 16, flat-footed 18

(+6 Dex, +5 armor, +3 natural)

**hp** 80 (10 HD)

**SR** 27

**Fort** +5 (+1 vs poison), **Ref** +10, **Will** +9

---

**Speed** 30 ft. in +1 *mithral shirt* (6 squares), base movement 30 ft.

**Melee** +1 *deadly precision adamantine rapier* +15/+10 (1d6+2/18-20x3 plus 1d6 additional sneak attack)

**Ranged** masterwork hand crossbow +14 (1d4/19-20)

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

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

**Atk Options** Death Attack (DC 19), Extract, Improved Grab, Mind Blast (DC 19), Poison Use, Psionics, Sneak Attack +1d6

**Combat Gear** +1 *deadly precision adamantine rapier*, +1 *mithral shirt*, *gloves of dexterity* +2, dagger, masterwork hand crossbow, 10 bolts

**Assassin Spells Known** (CL 2nd):

1<sup>st</sup> (3/day)—*critical strike* (SpC), *obscuring mist*, *true strike*

**SpC:** Spell Compendium

---

**Abilities** Str 12, Dex 22, Con 16, Int 20, Wis 14, Cha 20

**SQ** SR 27, Uncanny Dodge

**Feats** Ability Focus (death attack), Improved Initiative, Weapon Focus (rapier), Weapon Finesse

**Skills** Balance +8, Bluff +16, Concentration +7, Disguise +9, Hide +19, Listen +15, Move Silently +19, Spot +15, Tumble +19

**Possessions** combat gear

---

**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 attacks of opportunity. If the creature wins the grapple check, it establishes a hold and can constrict.

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

**Mind Blast (Sp):** This psionic attack is a cone 60 feet long. Anyone caught within the cone must succeed on a DC 19 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4<sup>th</sup> level spell.

**Psionics (Sp):** At will – *charm monster* (DC 19), *Detect thoughts* (DC 17), *levitate*, *plane shift*, *suggestion* (DC 18). The save DCs are Charisma-based.

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**Power-Up Suite:** None.

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### ENCOUNTER 10

#### THUNDERHOOF

CR 8

Male minotaur knight 4

LE large monstrous humanoid (minotaur)

**Init** +1; **Senses** Darkvision 60 ft., Listen +7, Spot +8

**Languages** Common, Giant

---

**AC** 25, touch 11, flat-footed 24

(-1 size, +1 Dex, +9 armor, +1 deflection, +5 natural)

**hp** 102(10 HD)

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

---

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

**Melee** +1 *greatspear* +16/+11 (3d6+11/x3) and gore +9 (1d8+6)

**Ranged** javelin +9 (1d8+7)

**Space** 10 ft.; **Reach** 20 ft. (with +1 *greatspear*)

**Base Atk** +8; **Grp** +19

**Atk Options** Power Attack, Powerful Charge

**Combat Gear** +1 *greatspear* (large), +1 *spiked full-plate* (large), *bracers of quick strike*, *gloves of fortunate striking*, *potion of cure serious wounds*, *ring of protection* +1, dagger (large), javelins (5) (large)

---

**Abilities** Str 24, Dex 12, Con 18, Int 6, Wis 8, Cha 11

**SQ** Armor mastery (medium), bulwark of defense, fighting challenge +1, knight's challenge, knight's code, natural cunning, shield block +1, test of mettle

**Feats** Combat Reflexes, Exotic Weapon Proficiency (greatspear), Mounted Combat, Power Attack, Weapon Focus (greatspear)

**Skills** Knowledge (nobility & royalty) +2, Listen +7, Spot +8

**Possessions** combat gear

---

**Powerful Charge (Ex):** A minotaur typically begins battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +14 attack bonus that deals 4d6+10 damage.

**Natural Cunning (Ex):** Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

**Skills** Minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

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**Power-Up Suite:** When Thunderhoof activates his Fighting Challenge ability, he gains a +1 morale bonus to attack and damage against one PC with a CR greater than or equal to 2.

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### DUERGAR MERCENARY

CR 7

Male duergar fighter 6

LE medium humanoid (dwarf)

**Init** +1; **Senses** Darkvision 120 ft., Listen +6, Spot +6  
**Languages** Common, Dwarven, Undercommon

---

**AC** 23, touch 11, flat-footed 22  
 (+1 Dex, +9 armor, +3 shield)  
**hp** 65 (6 HD)  
**Immune** paralysis, phantasms, poison  
**Fort** +9 (+2 against spells), **Ref** +6 (+2 against spells),  
**Will** +6 (+2 against spells)  
**Weakness** light sensitivity

---

**Speed** 20 ft. in full plate (4 squares), base movement 20 ft.  
**Melee** +1 warhammer +12/+7 (1d8+7/x3)  
**Ranged** masterwork light crossbow +8 (1d8/19-20)  
**Space** 5 ft.; **Reach** 5 ft.  
**Base Atk** +6; **Grp** +10  
**Atk Options** Blind-Fight, Power Attack  
**Combat Gear** +1 warhammer, +1 full-plate, cloak of resistance +1, +1 heavy steel shield, gauntlets of ogre power, potion of fly, dagger, masterwork light crossbow, 10 bolts  
**Spell-Like Abilities** (CL 12th):  
 1/day—*enlarge person*, *invisibility*

---

**Abilities** Str 18, Dex 13, Con 16, Int 10, Wis 12, Cha 4  
**Feats** Blind-Fight, Improved Toughness, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)  
**Skills** Jump -3, Listen +6, Spot +6  
**Possessions** combat gear

---

**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

---

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

## ENCOUNTER 11

### SPELLWARPED MERCENARY

CR 8

Male spellwarped duergar fighter 6  
 LE medium aberration (augmented)  
**Init** +2; **Senses** Darkvision 120 ft., Listen +6, Spot +6  
**Languages** Common, Dwarven, Undercommon

---

**AC** 25, touch 11, flat-footed 24  
 (+1 Dex, +9 armor, +3 shield, +2 natural)  
**hp** 74 (6 HD)  
**SR** 17  
**Immune** paralysis, phantasms, poison  
**Fort** +11 (+2 against spells), **Ref** +7 (+2 against spells),  
**Will** +6 (+2 against spells)  
**Weakness** light sensitivity

---

**Speed** 20 ft. in full plate (4 squares), base movement 20 ft.  
**Melee** +1 warhammer +14/+9 (1d8+9/x3)  
**Ranged** masterwork light crossbow +9 (1d8/19-20)  
**Space** 5 ft.; **Reach** 5 ft.  
**Base Atk** +6; **Grp** +11  
**Atk Options** Blind-Fight, Power Attack  
**Combat Gear** +1 warhammer, +1 full-plate, cloak of resistance +1, +1 heavy steel shield, gauntlets of ogre

*power*, *potion of fly*, dagger, masterwork light crossbow, 10 bolts

**Abilities** Str 22, Dex 15, Con 20, Int 14, Wis 12, Cha 2\*  
**SQ** SR 17, Spell Absorption  
**Feats** Blind-Fight, Improved Toughness, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)  
**Skills** Balance +1, Jump +1, Listen +6, Move Silently +5, Spot +6  
**Possessions** combat gear

**Spell Absorption (Su):** Whenever a spell fails to penetrate a spellwarped creature's spell resistance, the creature gains one of the following benefits, chosen at the time that the spell effect was resolved.

**Might:** Gain a +4 enhancement bonus to Strength for one minute

**Agility:** Gain a +4 enhancement bonus to Dexterity for one minute

**Endurance:** Gain a +4 enhancement bonus to Constitution for one minute

**Life:** Gain temporary hit points equal to 5 x the level of the failed spell

**Speed:** Gain a base speed increase of feet equal to 5 x the level of the failed spell

**Resistance:** Gain resistance 10 to one energy type (acid, cold, electricity, fire, or sonic)

**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

### ARGUS

CR 9

Male human transmuter 7/lorekeeper 2  
 NE medium humanoid (human)  
**Init** +1; **Senses** Listen +3, Spot +3  
**Languages** Abyssal, Common, Draconic, Dwarven, Infernal, Undercommon

**AC** 15, touch 11, flat-footed 14  
 (+1Dex, +4 armor)

**hp** 50 (9 HD)

**Fort** +8, **Ref** +4, **Will** +11

**Speed** 30 ft., Fly 50 ft. (average)

**Melee** staff +3 (1d6-1) or

**Ranged** light crossbow +5 (1d8/19-20)

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

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

**Atk Options** Sanctum Spell, Silent Spell

**Special Actions** Minor Shapeshift

**Combat Gear** *cloak of resistance* +1, *headband of intellect* +2, *vest of the master evoker*, staff, light crossbow, 10 bolts

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

5th—~~sanctum overland flight~~, *sanctum wall of force*

4th—*sanctum evard's black tentacles*, *sanctum phantasmal killer*, *sanctum solid fog*, *sanctum silent trollshape* (PHBII)

3rd—*sanctum dispel magic*, *sanctum fireball*,  
*sanctum silent fly*, *sanctum silent haste*, *sanctum*  
*slow*

2nd—*sanctum bull's strength*, *sanctum glitterdust*,  
*sanctum invisibility*, *sanctum scorching ray* (3)

1st—*sanctum feather fall* (2), ~~*sanctum mage armor*~~,  
*sanctum magic missile* (2), *sanctum nerveskitter*  
(SpC)

0—*sanctum acid splash*, *sanctum detect magic*,  
*sanctum flare*, *sanctum mage hand*, *sanctum read*  
*magic*

**SpC:** Spell Compendium, **PHBII:** Player's Handbook II

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**Abilities** Str 8, Dex 13, Con 14, Int 19, Wis 12, Cha 10

**SQ** Lore +6, summon familiar (rat)

**Feats** Improved Toughness, Metamagic School Focus  
(Transmutation), Minor Shapeshift, Sanctum Spell,  
Silent Spell, Skill Focus (knowledge (dungeoneering))

**Skills** Concentration +14, Knowledge (arcana) +15,  
Knowledge (dungeoneering) +18, Knowledge  
(architecture & engineering) +8, Craft (alchemy) +15,  
Spellcraft +17

**Possessions** combat gear plus spellbook, spell  
component pouch (2), familiar pouch, robes

**Spellbook** spells prepared plus 2nd—*mirror image*

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**Secret:** At 1st level and every two levels higher than 1st  
(3rd, 5th, 7th, and 9th), Argus chooses one secret.  
Argus has chosen the lore of true stamina: +2 bonus  
on Fortitude saves.

**Lore:** At 2nd level, a loremaster gains the ability to know  
legends or information regarding various topics, just  
as a bard can with bardic knowledge. The loremaster  
adds her level and her Intelligence modifier to the lore  
check, which functions otherwise exactly like a bardic  
knowledge check.

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**Power-Up Suite:** Argus' AC has been adjusted to  
reflect the effects of the Mage Armor spell he has  
cast upon himself. Argus gains 9 temporary HP every  
time he activates the Vigor aspect of his *Minor*  
*Shapeshift* feat, which he may do as a swift action at  
will for as long as he has *Sanctum Silent Trollshape*  
prepared.

## APPENDIX 3 – APL 10

### ENCOUNTER 4

#### GATHRAK MOURNBINGER

CR 11

When Raging

Male half-orc barbarian 2/fighter 4/eye of Gruumsh 4/exotic weapon master 1

NE medium humanoid (half-orc)

**Init** +7; **Senses** Darkvision 60 ft., Low-Light Vision, Listen +3, Spot -1

**Languages** Common, Orc

**AC** 18, touch 10, flat-footed 15

(+3 Dex, +7 armor, +1 deflection, +1 natural, -4 rage)

**hp** 125 (11 HD);

**Fort** +17, **Ref** +6, **Will** +4

**Speed** 30 ft. in +1 *breastplate* (6 squares), base movement 40 ft.

**Melee** +1 *berserker orc double-axe* +26/+21/+16 (1d8+18/x3 plus 1d8) or +1 *orc double-axe* +22/+22/+17/+12 (1d8+14/x3 plus 1d8) and +1 *orc double-axe* +22/+17 (1d8+9/x3)

**Ranged** masterwork mighty composite longbow (+10 str) +15/+10/+5 (1d8+9/x3)

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

**Base Atk** +11; **Grp** +21

**Atk Options** Blind-Fight, Flurry of Strikes, Two-Weapon Fighting, Improved Two-Weapon Fighting

**Special Actions** Blinding Spittle (DC 18), Rage, Swing Blindly

**Combat Gear** +1 *berserker*/+1 *orc double-axe*, +2 *breastplate*, *gauntlets of ogre power*, *potion of fly*, masterwork mighty composite longbow (+9 str), 20 arrows

**Abilities** Str 29, Dex 17, Con 18, Int 8, Wis 8, Cha 6

**SQ** Blinding Spittle (2/day), Command the Horde, Fast Movement +10, Flurry of Strikes, Rage (2/day), Ritual Scarring +1, Swing Blindly, Uncanny Dodge

**Feats** Blind-Fight, Exotic Weapon Proficiency (orc double-axe), Iron Will, Improved Two-Weapon Fighting, Melee Weapon Mastery (slashing), Two-Weapon Fighting, Weapon Focus (orc double-axe), Weapon Specialization (orc double-axe)

**Skills** Intimidate +13, Jump +11, Listen +3

**Possessions** combat gear

**Power-Up Suite:** The effects of Gathrak's Rage and Swing Blindly abilities as well as the Priest of Gruumsh's *Shield Other* spell, and Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Gathrak's stat block above. Gathrak also has a *Stalwart Pact* spell active upon him.

#### PRIEST OF GRUUMSH

CR 9

Male half-orc cleric of Gruumsh 9

CE medium humanoid (half-orc)

**Init** +9; **Senses** Darkvision 60 ft., Low-Light Vision, Listen +4, Spot +4

**Languages** Common, Orc

**AC** 21, touch 11, flat-footed 20

(+1 Dex, +9 armor)

**hp** 83 (9 HD);

**Fort** +11, **Ref** +6, **Will** +14

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

**Melee** +1 *spear* +13/+8 (1d8+5/x3)

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

**Base Atk** +6; **Grp** +9 (+2 to resist)

**Special Actions** Rebuke Undead 1/day

**Combat Gear** +1 *spear*, *cloak of resistance* +2, *crystal of glancing blows (least)*, *periapt of wisdom* +2, *potion of invisibility*, *ring of silent spells*, masterwork full-plate

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

5th—~~*stalwart pact* (SpC)~~, *flame strike* (D)

4th—*freedom of movement*, *recitation* (SpC), *revenge* (SpC), *divine power* (D)

3rd—*cure serious wounds* (x2), *prayer*, *mass conviction* (SpC), ~~*magic vestment* (D)~~

2nd—*bear's endurance*, *remove paralysis*, *silence*, ~~*shield other*~~, *sound burst*, *bull's strength* (D)

1st—*cure light wounds*, *protection from good*, *resurgence* (x2) (SpC), *sanctuary*, *magic weapon* (D)

0—*cure minor wounds* (4), *detect magic*, *detect poison*

**D:** Domain spell. Deity: Gruumsh. Domains: Strength, War

**SpC:** Spell Compendium

**Abilities** Str 16, Dex 12, Con 16, Int 6, Wis 19, Cha 6

**Feats** Augment Healing, Combat Casting, Improved Initiative, Improved Toughness, Weapon Focus (spear)

**Skills** Concentration +11, Heal +8

**Possessions** combat gear

**Power-Up Suite:** The effects of the Priest of Gruumsh's *Magic Vestment* spell, as well as Gathrak's *Command the Horde* ability and Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into the priest's stat block above.

#### JANNON MOURNBINGER

CR 9

Male human bard 2/marshal 7

NE medium humanoid (human)

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

**Languages** Common, Orc

**AC** 20, touch 11, flat-footed 19

(+1 Dex, +9 armor)

**hp** 74 (9 HD)

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

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

**Melee** +1 *corrosive greatsword* +13/+8 (2d6+5/19-20 plus 1d6 acid)

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

**Base Atk** +6; **Grp** +9

**Special Actions** Countersong, Fascinate, Grant Move Action, Inspire Courage +1

**Combat Gear** +1 corrosive greatsword, +1 full-plate, badge of valor, cloak of charisma +2, rearguard's cape, potion of cure serious wounds

**Bard Spells Known** (CL 2nd):

1st (1/day)—*inspirational boost* (SpC), *joyful noise* (SpC)

0 (3/day)—*detect magic*, *guidance*, *mage hand*, *mending*, *message*

**SpC:** Spell Compendium

**Major Auras Known:**

- *Motivate Attack*: +2 to melee attack rolls
- *Motivate Care*: +2 to armor class

**Minor Auras Known:**

- *Master of Tactics*: +4 to damage rolls when flanking
- *Motivate Dexterity*: +4 to Dexterity-based checks, Dexterity-based skill checks, and initiative
- *Force of Will*: +4 to Will saves
- *Watchful Eye*: +4 to Reflex Saves

**Abilities** Str 16, Dex 12, Con 14, Int 8, Wis 10, Cha 18

**SQ** Bardic Music (2/day), Bardic Knowledge +1, Countersong, Grant move Action (1/day), Fascinate, Inspire Courage +1, Minor Aura, Major Aura +2

**Feats** Great Fortitude, Improved Initiative, Improved Toughness, Power Attack, Weapon Focus (greatsword)

**Skills** Balance +3, Diplomacy +11, Listen +12, Perform +15, Spot +12

**Possessions** combat gear

**Power-Up Suite:** The effects of Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Jannon's stat block above.

## ENCOUNTER 8

COVEN THRALL

CR 10

Male voidmind Duergar fighter 8

LE medium aberration (augmented)

**Init** +3; **Senses** Darkvision 120 ft., Listen +8, Spot +8

**Languages** Common, Dwarven, Undercommon

**AC** 29, touch 12, flat-footed 28

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

**hp** 98 (8 HD); **DR** 5/magic

**SR** 18

**Immune** ability damage/drain, acid, paralysis, phantasms, poison, mind-affecting

**Fort** +14 (+2 against spells), **Ref** +8 (+2 against spells), **Will** +5 (+2 against spells)

**Weakness** light sensitivity

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

**Melee** +1 adamantite warhammer +18/+13 (1d8+11/x3) and tentacle +16 (1d6+8)

**Ranged** masterwork light crossbow +12 (1d8/19-20)

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

**Base Atk** +8; **Grp** +14

**Atk Options** Blind-Fight, Cone of Slime (8d6; DC 23), Constrict, Improved Grab, Sentient Tentacle, Power Attack

**Combat Gear** +1 warhammer, +1 full-plate of silent moves, +2 heavy steel shield, cloak of resistance +1, gauntlets of ogre power, ring of protection +1, dagger, masterwork light crossbow, 10 bolts

**Spell-Like Abilities** (CL 16th):

1/day—*enlarge person*, *invisibility*

**Abilities** Str 22, Dex 16, Con 20, Int 14, Wis 10, Cha 2\*

**SQ** DR 5/magic, Mind Flayer Host, SR 18,

**Feats** Alertness, Blind-Fight, Combat Reflexes, Great Fortitude, Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

**Skills** Balance +2, Jump +1, Listen +8, Move Silently +12, Spot +8

**Possessions** combat gear

**Cone of Slime (Su):** Once per day as a standard action, a voidmind Duergar can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 8d6 points of acid damage. A successful Reflex save (DC 15) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

**Constrict (Ex):** A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals damage based on the creature's size (see the table below), plus its Strength bonus  $\times 1\frac{1}{2}$ .

**Improved Grab (Ex):** To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

**Sentient Tentacle (Ex):** A voidmind Duergar's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind Duergar that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

**Mind Flayer Host (Su):** Three mind flayers form a bond with any voidmind Duergar they create. A different mind flayer cannot bond itself to a voidmind Duergar after creation. The Duergar's masters are instantly aware if the Duergar takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind Duergar to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any

one of the three masters can take control of the voidmind Duergar, at will, as the *dominate monster* spell (no save). While controlling the voidmind Duergar in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind Duergar, as though the Duergar were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect Duergars within range, line of sight, and line of effect of the voidmind Duergar. So, for example, a mind flayer can use *plane shift* to send the voidmind Duergar to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind Duergar's eyes.

**Skills** Voidmind Duergar have a +4 racial bonus on Bluff, Escape Artist, Intimidate, and Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a voidmind Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

#### SARKT, COVEN ASSASSIN CR 12

Hasted

Male illithid assassin 4

LE medium aberration

**Init** +10; **Senses** Darkvision 60 ft., Listen +17, Spot +17

**Languages** Abyssal, Common, Draconic, Dwarven, Elven, Infernal, Undercommon

**AC** 25, touch 17, flat-footed 18  
(+6 Dex, +5 armor, +3 natural, +1 haste)

**hp** 94 (12 HD)

**SR** 29

**Fort** +6 (+2 vs poison), **Ref** +12, **Will** +10

**Speed** 60 ft. in +1 *mithral shirt* (6 squares) with *haste*, base movement 30 ft.

**Melee** +1 *deadly precision adamantine rapier* +18/+13  
(1d6+2/18-20x3 plus 1d6 sneak attack)

**Ranged** masterwork hand crossbow +17 (1d4/19-20)

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

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

**Atk Options** Death Attack (DC 22), Extract, Improved Grab, Mind Blast (DC 22), Poison Use, Psionics, Sneak Attack +2d6

**Combat Gear** +1 *deadly precision adamantine rapier*, +1 *mithral shirt*, cloak of charisma +2, gloves of dexterity +2, headband of intellect +2, ~~*potion of haste* (CL 10)~~, ~~*potion of invisibility*~~, dagger, masterwork hand crossbow

**Assassin Spells Known** (CL 4th):

2<sup>nd</sup> (3/day)—*invisibility*, *iron silence*, *swift invisibility* (SpC)

1<sup>st</sup> (5/day)—*critical strike* (SpC), *lightfoot* (SpC), *obscuring mist*, *true strike*

**SpC:** Spell Compendium

**Abilities** Str 12, Dex 22, Con 17, Int 22, Wis 14, Cha 22

**SQ** SR 29, Uncanny Dodge

**Feats** Ability Focus (death attack), Ability Focus (mind blast), Improved Initiative, Weapon Focus (rapier), Weapon Finesse

**Skills** Balance +12, Bluff +16, Concentration +11, Disguise +9, Hide +21, Listen +17, Move Silently +21, Spot +17, Tumble +21

**Possessions** combat gear

**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 attacks of opportunity. If the creature wins the grapple check, it establishes a hold and can constrict.

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

**Mind Blast (Sp):** This psionic attack is a cone 60 feet long. Anyone caught within the cone must succeed on a DC 22 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4<sup>th</sup> level spell.

**Psionics (Sp):** At will – *charm monster* (DC 20), *Detect thoughts* (DC 18), *levitate*, *plane shift*, *suggestion* (DC 19). The save DCs are Charisma-based.

**Power-Up Suite:** The effects of the *Potion of Haste* have been factored into Sarkt's stat block.

#### ENCOUNTER 10

THUNDERHOOF

CR 10

Male minotaur knight 6

LE large monstrous humanoid (minotaur)

**Init** +1; **Senses** Darkvision 60 ft., Listen +7, Spot +8

**Languages** Common, Giant

**AC** 28, touch 11, flat-footed 27

(-1 size, +1 Dex, +9 armor, +3 shield, +1 deflection, +5 natural)

**hp** 126 (12 HD)

**Fort** +10, **Ref** +8, **Will** +9

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

**Melee** +1 *greatspear* +18/+13 (3d6+11/x3) and gore +11 (1d8+6)

**Ranged** javelin +11 (1d8+7)

**Space** 10 ft.; **Reach** 20 ft. (with +1 *greatspear*)

**Base Atk** +10; **Grp** +21

**Atk Options** Power Attack, Powerful Charge

**Combat Gear** +1 *greatspear* (large), +1 *spiked full-plate* (large), +1 *animated heavy mithral shield* (large), *bracers of quick strike*, *gloves of fortunate striking*, *potion of cure serious wounds*, *potion of haste*, *ring of protection* +1, dagger (large), javelins (5) (large)

**Abilities** Str 24, Dex 12, Con 18, Int 6, Wis 8, Cha 12

**SQ** Armor mastery (medium), bulwark of defense, fighting challenge +1, knight's challenge, knight's code, natural cunning, shield ally, shield block +1, test of mettle, vigilant defender

**Feats** Cleave, Combat Reflexes, Exotic Weapon Proficiency (greatspear), Great Fortitude, Mounted Combat, Power Attack, Weapon Focus (greatspear)

**Skills** Knowledge (nobility & royalty) +4, Listen +7, Spot +8

**Possessions** combat gear

**Powerful Charge (Ex):** A minotaur typically begins battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +16 attack bonus that deals 4d6+10 damage.

**Natural Cunning (Ex):** Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

**Skills** Minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

**Power-Up Suite:** When Thunderhoof activates his Fighting Challenge ability, he gains a +1 morale bonus to attack and damage against one PC with a CR greater than or equal to 4.

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#### DUERGAR MERCENARY

CR 9

Male duergar fighter 8

LE medium humanoid (dwarf)

**Init** +2; **Senses** Darkvision 120 ft., Listen +7, Spot +7

**Languages** Common, Dwarven, Undercommon

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**AC** 25, touch 12, flat-footed 24

(+1 Dex, +9 armor, +3 shield, +1 deflection, +1 natural)

**hp** 86 (8 HD)

**Immune** paralysis, phantasms, poison

**Fort** +10 (+2 against spells), **Ref** +7 (+2 against spells), **Will** +6 (+2 against spells)

**Weakness** light sensitivity

---

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

**Melee** +1 *vicious warhammer* +16/+11 (1d8+9/x3 plus 2d6 energy)

**Ranged** masterwork light crossbow +11 (1d8/19-20)

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

**Base Atk** +8; **Grp** +12

**Atk Options** Blind-Fight, Power Attack

**Combat Gear** +1 *vicious warhammer*, +1 *full-plate*, *cloak of resistance* +1, +1 *heavy steel shield*, *amulet of natural armor* +1, *gauntlets of ogre power*, *potion of fly*, *ring of protection* +1, dagger, masterwork light crossbow, 10 bolts

**Spell-Like Abilities** (CL 16th):

1/day—*enlarge person*, *invisibility*

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**Abilities** Str 18, Dex 14, Con 16, Int 10, Wis 12, Cha 4

**Feats** Blind-Fight, Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

**Skills** Jump -3, Listen +7, Spot +7

**Possessions** combat gear

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**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

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## ENCOUNTER 11

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### SPELLWARPED MERCENARY

CR 10

Male spellwarped duergar fighter 8

LE medium aberration (augmented)

**Init** +3; **Senses** Darkvision 120 ft., Listen +7, Spot +7

**Languages** Common, Dwarven, Undercommon

---

**AC** 27, touch 12, flat-footed 26

(+1 Dex, +9 armor, +3 shield, +1 deflection, +3 natural)

**hp** 98 (8 HD)

**SR** 19

**Immune** paralysis, phantasms, poison

**Fort** +12 (+2 against spells), **Ref** +8 (+2 against spells), **Will** +6 (+2 against spells)

**Weakness** light sensitivity

---

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

**Melee** +1 *vicious warhammer* +18/+13 (1d8+11/x3 plus 2d6 vicious)

**Ranged** masterwork light crossbow +12 (1d8/19-20)

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

**Base Atk** +8; **Grp** +14

**Atk Options** Blind-Fight, Power Attack

**Combat Gear** +1 *vicious warhammer*, +1 *full-plate*, *cloak of resistance* +1, +1 *heavy steel shield*, *amulet of natural armor* +1, *gauntlets of ogre power*, *potion of fly*, *ring of protection* +1, dagger, masterwork light crossbow, 10 bolts

---

**Abilities** Str 22, Dex 16, Con 20, Int 14, Wis 12, Cha 2\*

**SQ** SR 19, Spell Absorption

**Feats** Blind-Fight, Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)**Skills** Balance +2, Jump +1, Listen +6, Move Silently +6, Spot +6

**Possessions** combat gear

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**Spell Absorption (Su):** Whenever a spell fails to penetrate a spellwarped creature's spell resistance, the creature gains one of the following benefits, chosen at the time that the spell effect was resolved.

**Might:** Gain a +4 enhancement bonus to Strength for one minute

**Agility:** Gain a +4 enhancement bonus to Dexterity for one minute

**Endurance:** Gain a +4 enhancement bonus to Constitution for one minute

**Life:** Gain temporary hit points equal to 5 x the level of the failed spell

**Speed:** Gain a base speed increase of feet equal to 5 x the level of the failed spell

**Resistance:** Gain resistance 10 to one energy type (acid, cold, electricity, fire, or sonic)

**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

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**ARGUS**

**CR 11**

Male human transmuter 7/lorekeeper 4

NE medium humanoid (human)

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

**Languages** Abyssal, Common, Draconic, Dwarven, Infernal, Old Oeridian, Undercommon

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**AC** 15, touch 11, flat-footed 14

(+1Dex, +4 armor)

**hp** 69 (11 HD)

**Fort** +11, **Ref** +9, **Will** +13

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**Speed** 30 ft., Fly 50 ft. (average)

**Melee** staff +4 (1d6-1) or

**Ranged** light crossbow +6 (1d8 /19-20)

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

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

**Atk Options** Sanctum Spell, Silent Spell

**Special Actions** Minor Shapeshift

**Combat Gear** *amulet of health* +2, *belt of battle*, *cloak of resistance* +2, *headband of intellect* +2, *vest of the master evoker*, staff, light crossbow, 10 bolts

**Class Spells Prepared** (CL 11th):

6th—*sanctum silent disintegrate*, *sanctum greater dispel magic*

5th—*sanctum cone of cold*, ~~*sanctum overland flight*~~, *sanctum wall of force*

4th—*sanctum evard's black tentacles*, *sanctum phantasmal killer*, *sanctum solid fog* (x2), *sanctum silent trollshape* (PHBII)

3rd—*sanctum dispel magic*, *sanctum fireball* (x2), *sanctum silent fly*, *sanctum haste*, *sanctum slow*

2nd—*sanctum bull's strength*, *sanctum glitterdust*, *sanctum invisibility*, *sanctum scorching ray* (3)

1st—*sanctum feather fall* (2), ~~*sanctum mage armor*~~, *sanctum magic missile* (2), *sanctum nerveskitter* (SpC)

0—*sanctum acid splash*, *sanctum detect magic*, *sanctum flare*, *sanctum mage hand*, *sanctum read magic*

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**SpC:** Spell Compendium, **PHBII:** Player's Handbook II

**Abilities** Str 8, Dex 13, Con 16, Int 19, Wis 12, Cha 10

**SQ** Lore +8, summon familiar (rat)

**Feats** Improved Toughness, Metamagic School Focus (Transmutation), Minor Shapeshift, Sanctum Spell, Silent Spell, Skill Focus (knowledge (dungeoneering))

**Skills** Concentration +17, Knowledge (arcana) +17, Knowledge (dungeoneering) +20, Knowledge (architecture & engineering) +14, Craft (alchemy) +17, Spellcraft +19

**Possessions** combat gear plus spellbook, spell component pouch (2), familiar pouch, robes, contingency arcane focus

**Spellbook** spells prepared plus 2nd—*mirror image*, 6th—*contingency*

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**Secret:** At 1st level and every two levels higher than 1st (3rd, 5th, 7th, and 9th), Argus chooses one secret. Argus has chosen the lore of true stamina: +2 bonus on Fortitude saves and the secret knowledge of avoidance: +2 bonus on Reflex saves.

**Lore:** At 2nd level, a loremaster gains the ability to know legends or information regarding various topics, just as a bard can with bardic knowledge. The loremaster adds her level and her Intelligence modifier to the lore check, which functions otherwise exactly like a bardic knowledge check.

**Bonus Languages:** A loremaster can choose any new language at 4th and 8th level. Argus has chosen Old Oeridian.

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**Power-Up Suite:** Argus' AC has been adjusted to reflect the effects of the Mage Armor spell he has cast upon himself. Argus gains 13 temporary HP every time he activates the Vigor aspect of his *Minor Shapeshift* feat, which he may do as a swift action at will for as long as he has *Sanctum Silent Trollshape* prepared. Argus has a *Contingency* precast that is triggered by anyone entering his laboratory other than a duergar or Thunderhoof. When the trigger condition is met, a *Mirror Image* effect goes off on Argus.



## APPENDIX 4 – APL 12

### ENCOUNTER 4

#### GATHRAK MOURNBINGER

CR 13

When Raging, Hasted

Male half-orc barbarian 2/fighter 4/eye of Gruumsh 6/exotic weapon master 1

NE medium humanoid (half-orc)

**Init** +9; **Senses** Blindsight 5 ft., Darkvision 60 ft., Low-Light Vision, Listen +3, Spot -1

**Languages** Common, Orc

**AC** 21, touch 11, flat-footed 15

(+4 Dex, +7 armor, +1 deflection, +2 natural, -4 rage, +1 haste)

**hp** 162 (13 HD);

**Fort** +18, **Ref** +10, **Will** +5

**Speed** 60 ft. in +1 *breastplate* (6 squares) hasted, base movement 40 ft.

**Melee** +1 *berserker orc double-axe* +30/+30/+25/+15 (1d8+20/x3 plus 1d8) or +1 *orc double-axe* +26/+26/+26/+21/+16 (1d8+15/x3 plus 1d8) and +1 *orc double-axe* +26/+21/+16 (1d8+10/x3)

**Ranged** masterwork mighty composite longbow (+10 str) +18/+18/+13/+8 (1d8+10/x3)

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

**Base Atk** +13; **Grp** +23

**Atk Options** Blind-Fight, Flurry of Strikes, Two-Weapon Fighting, Improved Two-Weapon Fighting, Greater Two-Weapon Fighting

**Special Actions** Blinding Spittle (DC 21), Rage, Swing Blindly

**Combat Gear** +1 *berserker*/+1 *orc double-axe*, +2 *breastplate*, *amulet of health* +2, *boots of speed*, *deep red sphere ioun stone*, *gauntlets of ogre power*, *potion of fly*, masterwork mighty composite longbow (+10 str), 20 arrows

**Abilities** Str 30, Dex 19, Con 20, Int 8, Wis 8, Cha 6

**SQ** Blinding Spittle (2/day), Blindsight 5 ft., Command the Horde, Fast Movement +10, Flurry of Strikes, Rage (2/day), Ritual Scarring +2, Swing Blindly, Uncanny Dodge

**Feats** Blind-Fight, Exotic Weapon Proficiency (orc double-axe), Greater Two-Weapon Fighting, Iron Will, Improved Two-Weapon Fighting, Melee Weapon Mastery (slashing), Two-Weapon Fighting, Weapon Focus (orc double-axe), Weapon Specialization (orc double-axe)

**Skills** Intimidate +15, Jump +11, Listen +3

**Possessions** combat gear

**Power-Up Suite:** The effects of Gathrak's Rage and Swing Blindly abilities and *Boots of Speed* as well as the Priest of Gruumsh's *Shield Other* spell, and Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Gathrak's stat block above. Gathrak also has a *Stalwart Pact* spell active upon him.

#### PRIEST OF GRUUMSH

CR 11

Male half-orc cleric of Gruumsh 11

CE medium humanoid (half-orc)

**Init** +10; **Senses** Darkvision 60 ft., Low-Light Vision, Listen +4, Spot +4

**Languages** Common, Orc

**AC** 21, touch 11, flat-footed 20

(+1 Dex, +10 armor)

**hp** 110 (11 HD);

**Fort** +12, **Ref** +6, **Will** +14

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

**Melee** +1 *spear* +15/+10 (1d8+5/x3)

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

**Base Atk** +8; **Grp** +11 (+2 to resist)

**Special Actions** Rebuke Undead 1/day

**Combat Gear** +1 *spear*, +1 *displacement full-plate*, *cloak of resistance* +2, *crystal of glancing blows (least)*, *periapt of wisdom* +2, *pink rhomboid ioun stone*, *potion of invisibility*, *ring of silent spells*

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

6th—*heal*, *blade barrier* (D)

5th—~~*stalwart pact* (SpC)~~, *wall of stone*, *flame strike* (D)

4th—*delay death* (SpC), *freedom of movement*, *recitation* (SpC), *revenge* (SpC), *divine power* (D)

3rd—*cure serious wounds* (x3), *prayer*, *mass conviction* (SpC), ~~*magic vestment* (D)~~

2nd—*bear's endurance*, *remove paralysis*, *silence*, ~~*shield other*~~, *sound burst*, *bull's strength* (D)

1st—*cure light wounds*, *protection from good* (x2), *resurgence* (x2) (SpC), *sanctuary*, *magic weapon* (D)

0—*cure minor wounds* (4), *detect magic*, *detect poison*

**D:** Domain spell. Deity: Gruumsh. Domains: Strength, War

**SpC:** Spell Compendium

**Abilities** Str 16, Dex 12, Con 18, Int 6, Wis 19, Cha 6

**Feats** Augment Healing, Combat Casting, Improved Initiative, Improved Toughness, Weapon Focus (spear)

**Skills** Concentration +14, Heal +8

**Possessions** combat gear

**Power-Up Suite:** The effects of the Priest of Gruumsh's *Magic Vestment* spell, as well as gathrak's *Command the Horde* ability and Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into the priest's stat block above.

#### JANNON MOURNBINGER

CR 11

Male human bard 2/marshal 7/fighter 2

NE medium humanoid (human)

**Init** +10; **Senses** Listen +13, Spot +13

**Languages** Common, Orc

**AC** 21, touch 11, flat-footed 20

(+1 Dex, +10 armor)

**hp** 94 (11 HD)

**Fort** +14, **Ref** +10, **Will** +8

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

**Melee** +1 corrosive greatsword +15/+10 (2d6+5/17-20 plus 1d6 acid)

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

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

**Special Actions** Countersong, Fascinate, Grant Move Action, Inspire Courage +1

**Combat Gear** +1 corrosive greatsword, +2 full-plate, badge of valor, cloak of charisma +4, rearguard's cape, potion of cure serious wounds, vest of resistance +1

**Bard Spells Known** (CL 2nd):

1st (1/day)—*inspirational boost* (SpC), *joyful noise* (SpC)

0 (3/day)—*detect magic*, *guidance*, *mage hand*, *mending*, *message*

**SpC:** Spell Compendium

**Major Auras Known:**

- *Motivate Attack*: +2 to melee attack rolls
- *Motivate Care*: +2 to armor class

**Minor Auras Known:**

- *Master of Tactics*: +4 to damage rolls when flanking
- *Motivate Dexterity*: +4 to Dexterity-based checks, Dexterity-based skill checks, and initiative
- *Force of Will*: +4 to Will saves
- *Watchful Eye*: +4 to Reflex Saves

**Abilities** Str 16, Dex 12, Con 14, Int 8, Wis 10, Cha 20

**SQ** Bardic Music (2/day), Bardic Knowledge +1, Countersong, Grant move Action (1/day), Fascinate, Inspire Courage +1, Minor Aura, Major Aura +2

**Feats** Great Fortitude, Improved Critical (greatsword), Improved Initiative, Improved Toughness, Lightning Reflexes, Power Attack, Weapon Focus (greatsword)

**Skills** Balance +3, Diplomacy +12, Listen +13, Perform +15, Spot +13

**Possessions** combat gear

**Power-Up Suite:** The effects of Jannon's *Motivate Attack* and *Motivate Dexterity* major and minor auras are factored into Jannon's stat block above.

## ENCOUNTER 8

COVEN THRALL

CR 12

Male voidmind Duergar fighter 10

LE medium aberration (augmented)

**Init** +3; **Senses** Darkvision 120 ft., Listen +9, Spot +9

**Languages** Common, Dwarven, Undercommon

**AC** 31, touch 12, flat-footed 30

(+1 Dex, +10 armor, +4 shield, +1 deflection, +5 natural)

**hp** 123 (10 HD); **DR** 5/magic

**SR** 20

**Immune** ability damage/drain, acid, paralysis, phantasms, poison, mind-affecting

**Fort** +15 (+2 against spells), **Ref** +9 (+2 against spells), **Will** +6 (+2 against spells)

**Weakness** light sensitivity

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

**Melee** +1 bane (humans) adamantite warhammer +21/+16 (1d8+11/19-20x3) and tentacle +18 (1d6+8)

**Ranged** masterwork light crossbow +14 (1d8/19-20)

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

**Base Atk** +10; **Grp** +16

**Atk Options** Blind-Fight, Cone of Slime (10d6; DC 25), Constrict, Improved Grab, Sentient Tentacle, Power Attack

**Combat Gear** +1 bane (humans) warhammer, +2 full-plate of silent moves, +2 heavy steel shield, amulet of natural armor +1, cloak of resistance +1, gauntlets of ogre power, ring of protection +1, dagger, masterwork light crossbow, 10 bolts

**Spell-Like Abilities** (CL 20th):

1/day—*enlarge person*, *invisibility*

**Abilities** Str 22, Dex 16, Con 20, Int 14, Wis 10, Cha 2  
**SQ** DR 5/magic, Mind Flayer Host, SR 20

**Feats** Alertness, Blind-Fight, Combat Reflexes, Great Fortitude, Greater Weapon Focus (warhammer), Improved Critical (warhammer), Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

**Skills** Balance +3, Jump +1, Listen +9, Move Silently +13, Spot +9

**Possessions** combat gear

**Cone of Slime (Su):** Once per day as a standard action, a voidmind Duergar can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 10d6 points of acid damage. A successful Reflex save (DC 15) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

**Constrict (Ex):** A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals damage based on the creature's size (see the table below), plus its Strength bonus  $\times 1\frac{1}{2}$ .

**Improved Grab (Ex):** To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

**Sentient Tentacle (Ex):** A voidmind Duergar's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind Duergar that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

**Mind Flayer Host (Su):** Three mind flayers form a bond with any voidmind Duergar they create. A different mind flayer cannot bond itself to a voidmind Duergar after creation. The Duergar's masters are instantly

aware if the Duergar takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind Duergar to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind Duergar, at will, as the *dominate monster* spell (no save). While controlling the voidmind Duergar in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind Duergar, as though the Duergar were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect Duergars within range, line of sight, and line of effect of the voidmind Duergar. So, for example, a mind flayer can use *plane shift* to send the voidmind Duergar to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind Duergar's eyes.

**Skills** Voidmind Duergar have a +4 racial bonus on Bluff, Escape Artist, Intimidate, and Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a voidmind Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

#### SARKT, COVEN ASSASSIN

CR 14

Hasted

Male illithid assassin 6

LE medium aberration

**Init** +10; **Senses** Darkvision 60 ft., Listen +19, Spot +19

**Languages** Abyssal, Common, Draconic, Dwarven, Elven, Infernal, Undercommon

**AC** 27, touch 18, flat-footed 20

(+6 Dex, +6 armor, +1 deflection, +3 natural, +1 haste)

**hp** 120 (13 temp) (14 HD)

**SR** 31

**Fort** +7 (+3 vs poison), **Ref** +15, **Will** +11

**Speed** 60 ft. in +2 *mithral shirt* (6 squares) with *haste*, base movement 30 ft.

**Melee** +1 *deadly precision adamantine rapier* +19/+19/+14 (1d6+2/18-20x3 plus 1d6 additional sneak attack)

**Ranged** masterwork hand crossbow +18 (1d4/19-20)

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

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

**Atk Options** Death Attack (DC 24), Extract, Improved Grab, Mind Blast (DC 22), Poison Use, Psionics, Sneak Attack +4d6

**Combat Gear** +1 *deadly precision adamantine rapier*, +2 *mithral shirt*, *cloak of charisma* +2, *gloves of dexterity* +2, *headband of intellect* +2, *metamagic rod of extend (lesser)*, ~~*potion of haste* (CL10)~~, ~~*potion of invisibility*~~, *ring of protection* +1, *rogue's vest*, dagger, masterwork hand crossbow

**Assassin Spells Known** (CL 6th):

~~3<sup>rd</sup> (2/day)—*false life*, *find the gap* (SpC), *magic circle against good*~~

2<sup>nd</sup> (5/day)—*cat's grace*, *invisibility*, *iron silence*, *swift invisibility* (SpC)

1<sup>st</sup> (5/day)—*critical strike* (SpC), *lightfoot* (SpC), *obscuring mist*, *true strike*

#### SpC: Spell Compendium

**Abilities** Str 12, Dex 22, Con 17, Int 22, Wis 14, Cha 22

**SQ** SR 31, Improved Uncanny Dodge

**Feats** Ability Focus (death attack), Ability Focus (mind blast), Improved Initiative, Weapon Focus (rapier), Weapon Finesse

**Skills** Balance +12, Bluff +20, Concentration +15, Disguise +9, Hide +25, Listen +19, Move Silently +25, Spot +19, Tumble +23

#### Possessions combat gear

**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 attacks of opportunity. If the creature wins the grapple check, it establishes a hold and can constrict.

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

**Mind Blast (Sp):** This psionic attack is a cone 60 feet long. Anyone caught within the cone must succeed on a DC 22 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4<sup>th</sup> level spell.

**Psionics (Sp):** At will — *charm monster* (DC 20), *Detect thoughts* (DC 18), *levitate*, *plane shift*, *suggestion* (DC 19). The save DCs are Charisma-based.

**Power-Up Suite:** The effects of the *Potion of Haste* have been factored into Sarkt's stat block. The bonus hit points from his *False Life* have also been factored in. He has cast *Find the Gap* on himself, thus his first attack every round should be resolved as a touch attack.

## ENCOUNTER 10

### THUNDERHOOF

CR 12

Male minotaur knight 8

LE large monstrous humanoid (minotaur)

**Init** +1; **Senses** Darkvision 60 ft., Listen +7, Spot +8

**Languages** Common, Giant

**AC** 29, touch 11, flat-footed 28

(-1 size, +1 Dex, +9 armor, +3 shield, +1 deflection, +6 natural)

**hp** 150(14 HD)

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

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

**Melee** +1 *impaling greatspear* +20/+15/+10 (3d6+11/x3) and gore +13 (1d8+6)

**Ranged** javelin +13 (1d8+7)

**Space** 10 ft.; **Reach** 20 ft. (with +1 *impaling greatspear*)  
**Base Atk** +12; **Grp** +23

**Atk Options** Power Attack, Powerful Charge

**Combat Gear** +1 *impaling greatspear (large)*, +1 *spiked full-plate (large)*, +1 *animated heavy mithral shield (large)*, *amulet of natural armor* +1, *cloak of resistance* +1, *bracers of quick strike*, *gloves of fortunate striking*, *potion of cure critical wounds*, *potion of haste*, *ring of protection* +1, dagger (large), javelins (5) (large)

**Abilities** Str 24, Dex 12, Con 18, Int 6, Wis 8, Cha 12

**SQ** Armor mastery (medium), bulwark of defense, call to battle, fighting challenge +2, knight's challenge, knight's code, natural cunning, shield ally, shield block +1, test of mettle, vigilant defender

**Feats** Cleave, Combat Reflexes, Exotic Weapon Proficiency (greatspear), Great Fortitude, Mounted Combat, Power Attack, Weapon Focus (greatspear)

**Skills** Knowledge (nobility & royalty) +4, Listen +7, Spot +8

**Possessions** combat gear

**Powerful Charge (Ex):** A minotaur typically begins battle by charging at an opponent, lowering its head to bring its mighty horns into play. In addition to the normal benefits and hazards of a charge, this allows the beast to make a single gore attack with a +18 attack bonus that deals 4d6+10 damage.

**Natural Cunning (Ex):** Although minotaurs are not especially intelligent, they possess innate cunning and logical ability. This gives them immunity to *maze* spells, prevents them from ever becoming lost, and enables them to track enemies. Further, they are never caught flat-footed.

**Skills** Minotaurs have a +4 racial bonus on Search, Spot, and Listen checks.

**Power-Up Suite:** When Thunderhoof activates his Fighting Challenge ability, he gains a +2 morale bonus to attack and damage against one PC with a CR greater than or equal to 6.

#### DUERGAR MERCENARY

CR 11

Male duergar fighter 10

LE medium humanoid (dwarf)

**Init** +2; **Senses** Darkvision 120 ft., Listen +8, Spot +8

**Languages** Common, Dwarven, Undercommon

**AC** 27, touch 12, flat-footed 26

(+1 Dex, +10 armor, +4 shield, +1 deflection, +1 natural)

**hp** 108 (10 HD)

**Immune** paralysis, phantasms, poison

**Fort** +11 (+2 against spells), **Ref** +8 (+2 against spells), **Will** +7 (+2 against spells)

**Weakness** light sensitivity

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

**Melee** +2 *vicious warhammer* +20/+15 (1d8+10/19-20x3 plus 2d6 energy)

**Ranged** masterwork light crossbow +13 (1d8/19-20)

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

**Base Atk** +10; **Grp** +14

**Atk Options** Blind-Fight, Power Attack

**Combat Gear** +2 *vicious warhammer*, +2 *full-plate*, *cloak of resistance* +2, +2 *heavy steel shield*, *amulet of natural armor* +1, *gauntlets of ogre power*, *potion of fly*, *ring of protection* +1, dagger, masterwork light crossbow, 10 bolts

**Spell-Like Abilities** (CL 20th):

1/day—*enlarge person*, *invisibility*

**Abilities** Str 18, Dex 14, Con 16, Int 10, Wis 12, Cha 4

**Feats** Blind-Fight, Greater Weapon Focus (warhammer), Improved Critical (warhammer), Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

**Skills** Jump -3, Listen +8, Spot +8

**Possessions** combat gear

**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

## ENCOUNTER 11

### SPELLWARPED MERCENARY

CR 12

Male spellwarped duergar fighter 10

LE medium aberration (augmented)

**Init** +3; **Senses** Darkvision 120 ft., Listen +8, Spot +8

**Languages** Common, Dwarven, Undercommon

**AC** 29, touch 12, flat-footed 28

(+1 Dex, +10 armor, +4 shield, +1 deflection, +3 natural)

**hp** 123 (10 HD)

**SR** 21

**Immune** paralysis, phantasms, poison

**Fort** +15 (+2 against spells), **Ref** +9 (+2 against spells), **Will** +7 (+2 against spells)

**Weakness** light sensitivity

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

**Melee** +2 *vicious warhammer* +22/+17 (1d8+12/19-20x3 plus 2d6 vicious)

**Ranged** masterwork light crossbow +14 (1d8/19-20)

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

**Base Atk** +10; **Grp** +16

**Atk Options** Blind-Fight, Power Attack

**Combat Gear** +2 *vicious warhammer*, +2 *full-plate*, *cloak of resistance* +2, +2 *heavy steel shield*, *amulet of natural armor* +1, *gauntlets of ogre power*, *potion of fly*, *ring of protection* +1, dagger, masterwork light crossbow, 10 bolts

**Abilities** Str 22, Dex 16, Con 20, Int 14, Wis 12, Cha 2

**SQ** SR 21, Spell Absorption

**Feats** Blind-Fight, Greater Weapon Focus (warhammer), Improved Critical (warhammer), Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

**Skills** Balance +3, Jump +1, Listen +7, Move Silently +7, Spot +7

**Possessions** combat gear

**Spell Absorption (Su):** Whenever a spell fails to penetrate a spellwarped creature's spell resistance, the creature gains one of the following benefits, chosen at the time that the spell effect was resolved.

**Might:** Gain a +4 enhancement bonus to Strength for one minute

**Agility:** Gain a +4 enhancement bonus to Dexterity for one minute

**Endurance:** Gain a +4 enhancement bonus to Constitution for one minute

**Life:** Gain temporary hit points equal to 5 x the level of the failed spell

**Speed:** Gain a base speed increase of feet equal to 5 x the level of the failed spell

**Resistance:** Gain resistance 10 to one energy type (acid, cold, electricity, fire, or sonic)

**Skills** Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

**Power-Up Suite:** When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged Duergar has a reach of 10 feet.

#### ARGUS

CR 13

Male human transmuter 7/lore master 6

NE medium humanoid (human)

**Init** +5; **Senses** Listen +3, Spot +3

**Languages** Abyssal, Common, Draconic, Dwarven, Infernal, Old Oeridian, Undercommon

**AC** 15, touch 11, flat-footed 14  
(+1 Dex, +4 armor)

**hp** 91 (13 HD)

**Fort** +12, **Ref** +10, **Will** +14

**Speed** 30 ft., Fly 50 ft. (average)

**Melee** Staff +5/+0 (1d6-1) or

**Ranged** Light crossbow +7 (1d8/19-20)

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

**Base Atk** +6; **Grp** +5

**Atk Options** Quicken Spell, Sanctum Spell, Silent Spell

**Special Actions** Minor Shapeshift

**Combat Gear** *amulet of health +4, belt of battle, cloak of resistance +2, headband of intellect +4, vest of the master evoker, staff, light crossbow, 10 bolts*

**Wizard Spells Prepared** (CL 13th):

7th—*sanctum forcecage, sanctum silent reverse gravity*

6th—*sanctum silent disintegrate, sanctum quickened haste, sanctum stone body (SpC), sanctum greater dispel magic*

5th—*sanctum cone of cold, ~~sanctum overland flight~~, sanctum transmute mud to rock, sanctum cloudkill, sanctum wall of force*

4th—*sanctum evard's black tentacles, sanctum greater invisibility, sanctum phantasmal killer, sanctum solid fog (x2), sanctum trollshape (PHBII)*

3rd—*sanctum dispel magic, sanctum fireball (x3), sanctum fly, sanctum slow*

2nd—*sanctum bull's strength, sanctum glitterdust, sanctum invisibility, sanctum scorching ray (3)*

1st—*sanctum feather fall (2), ~~sanctum mage armor~~, sanctum magic missile (2), sanctum nerveskitter (SpC)*

0—*sanctum acid splash, sanctum detect magic, sanctum flare, sanctum mage hand, sanctum read magic*

**SpC:** Spell Compendium, **PHBII:** Player's Handbook II

**Abilities** Str 8, Dex 13, Con 18, Int 22, Wis 12, Cha 10

**SQ** Lore +12, summon familiar (rat)

**Feats** Improved Initiative, Improved Toughness, Metamagic School Focus (Transmutation), Minor Shapeshift, Quicken Spell, Sanctum Spell, Silent Spell, Skill Focus (knowledge (dungeoneering))

**Skills** Concentration +20, Knowledge (arcana) +21, Knowledge (dungeoneering) +24, Knowledge (architecture & engineering) +22, Craft (alchemy) +21, Spellcraft +23

**Possessions** combat gear plus spellbook, spell component pouch (2), familiar pouch, robes, contingency arcane focus, 1,500 gp worth of diamond dust

**Spellbook** spells prepared plus 2nd—*mirror image*, 6th—*contingency*

**Secret:** At 1st level and every two levels higher than 1st (3rd, 5th, 7th, and 9th), Argus chooses one secret. Argus has chosen the lore of true stamina: +2 bonus on Fortitude saves, the secret knowledge of avoidance: +2 bonus on Reflex saves, applicable knowledge: any one feat.

**Lore:** At 2nd level, a loremaster gains the ability to know legends or information regarding various topics, just as a bard can with bardic knowledge. The loremaster adds her level and her Intelligence modifier to the lore check, which functions otherwise exactly like a bardic knowledge check.

**Bonus Languages:** A loremaster can choose any new language at 4th and 8th level. Argus has chosen Old Oeridian.

**Greater Lore (Ex):** At 6th level, a loremaster gains the ability to understand magic items, as the identify spell.

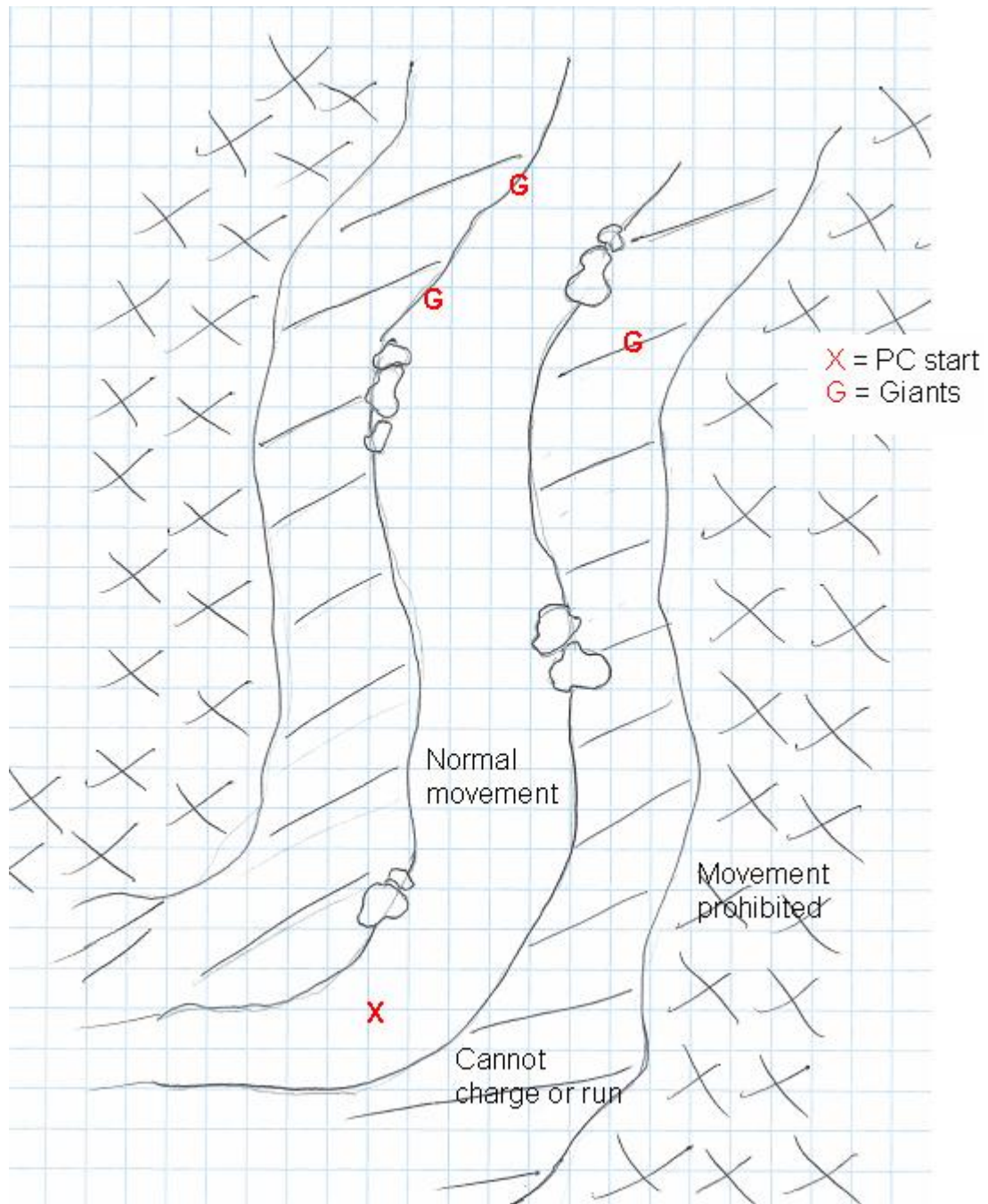
**Power-Up Suite:** Argus' AC has been adjusted to reflect the effects of the Mage Armor spell he has cast upon himself. Argus gains 13 temporary HP every time he activates the Vigor aspect of his *Minor Shapeshift* feat, which he may do as a swift action at will for as long as he has *Sanctum Silent Trollshape* prepared. Argus has a *Contingency* precast that is triggered by anyone entering his laboratory other than a duergar or Thunderhoof. When the trigger condition is met, a *Greater Invisibility* effect goes off on Argus.

## DM AID: MAP #1 – GATHRAK'S LAIR

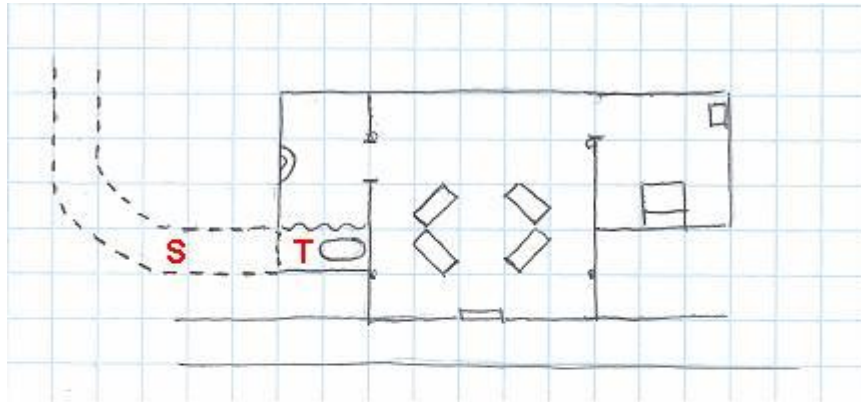








## DM AID: MAP #2 – GIANT AMBUSH



## DM AID: MAP #3 – GUEST CHAMBERS

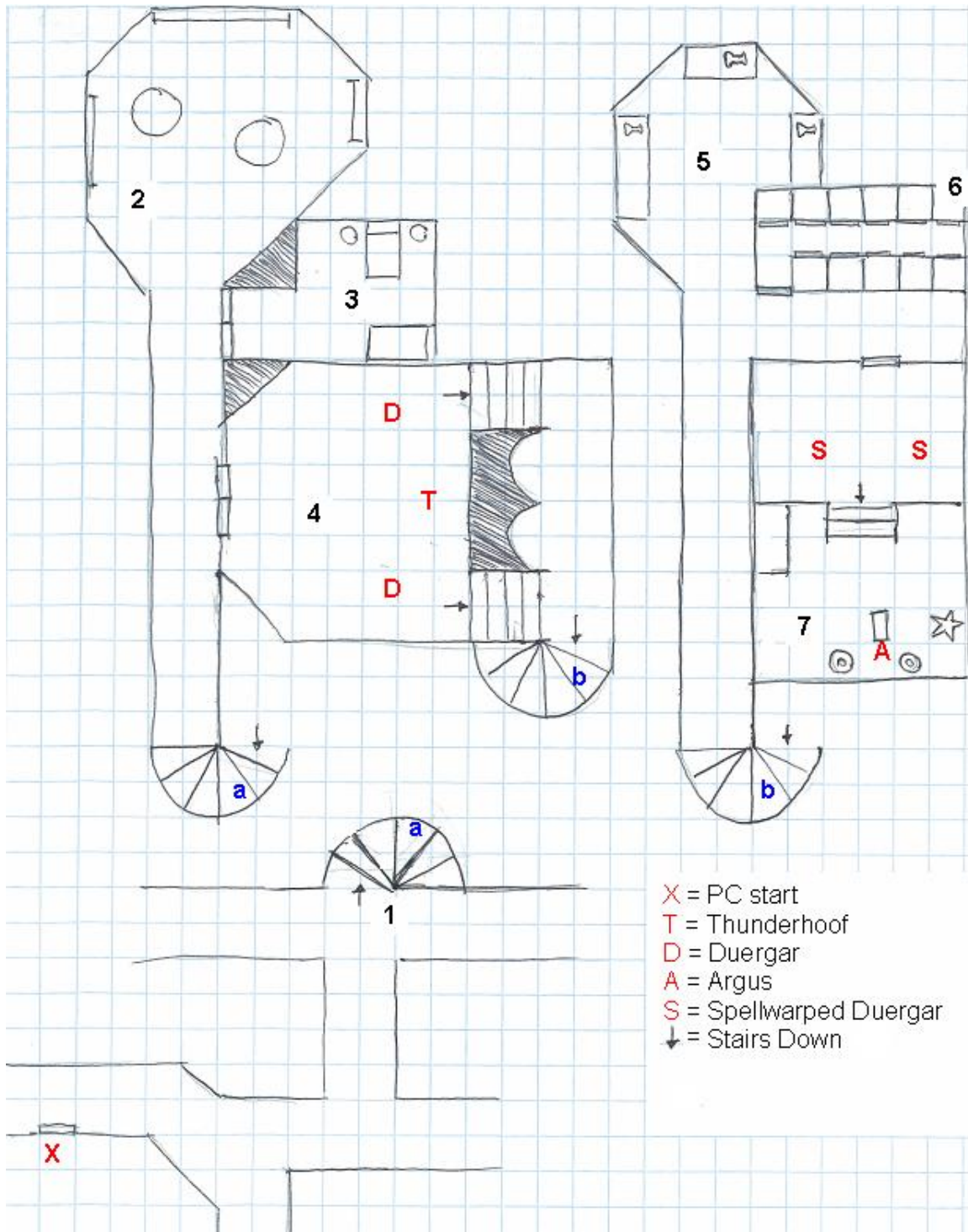


-  Wash Basin
-  Curtain & Tub
-  Couch
-  Bed

S = Sarkt  
T = Thrall



## DM AID: MAP #4 – LABORATORY LEVEL



## DM AID: NEW RULES

### **NEW FEATS**

#### **Improved Toughness (Complete Warrior)**

You are significantly tougher than normal.

**Prerequisite:** Base Fortitude save bonus +2.

**Benefit:** You gain a number of hit points equal to you current Hit Dice. Each time you gain a HD (such as by gaining a level), you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point permanently.

**Special:** A fighter may select Improved Toughness as one of his fighter bonus feats.

#### **Melee Weapon Mastery [General] [Fighter] (Players Handbook 2)**

You choose one type of weapon, such as a longsword, that you already have with the feats Weapon Focus and Weapon Specialization. You have achieved a high degree of competence with this weapon.

**Prerequisites:** Base attack bonus +8, Weapon Focus and Weapon Specialization with weapon.

**Benefit:** Choose a weapon for which you have Weapon Focus and Weapon Specialization. When wielding any weapon that does the same type of damage (slashing, piercing, or bludgeoning), you gain a +2 bonus on attacks and damage.

#### **Metamagic School Focus (Complete Mage)**

You are unusually skilled at modifying the effects of a particular school of magic.

**Prerequisite:** Spell Focus (chosen school) or specialist wizard in chosen school.

**Benefit:** Choose a school of magic for which you have the Spell Focus feat, or the school in which you have specialized. Three times per day, you can reduce by one level the cost of a metamagic feat applied to a spell of the chosen school. If you prepare spells, you can have only up to three such reducedcost spells prepared at any time.

**Special:** A wizard can select this feat as a wizard bonus feat. This feat can be taken more than once. Each time you take it, it applies to a different school of magic.

#### **Minor Shapeshift [Reserve] (Complete Mage)**

Your mastery of shapeshifting magic allows you to reshape your flesh in small but significant ways.

**Prerequisite:** Ability to cast 4th-level spells.

**Benefit:** As long as you have a polymorph spell of 4th level or higher available to cast, you can spend a swift action to grant yourself one of the following benefits:

Might: +2 bonus on melee damage rolls.

Mobility: +2 competence bonus on Balance, Climb, Jump, and Swim checks.

Savagery: Primary claw attack dealing 1d6 points of damage (assuming Medium size).

Speed: +5-foot enhancement bonus to any one movement mode you already possess.

Vigor: Temporary hit points equal to your HD.

The chosen benefit lasts for a number of rounds equal to the level of the highest-level polymorph spell you have available to cast. If you activate this feat a second time while a previous benefit is still in effect, the first benefit ends immediately.

As a secondary benefit, you gain a +1 competence bonus to your caster level when casting polymorph spells. See page 91 (Complete Mage) for details on the new polymorph subschool of spells.

## **Sanctum Spell [Metamagic] (Complete Arcane)**

Your spells are especially potent on home ground.

**Prerequisite:** Any metamagic feat.

**Benefit:** A sanctum spell has an effective level 1 higher than its normal level if cast in your sanctum, but if not cast in the sanctum, the spell has an effective spell level 1 lower than normal. All effects dependent on spell level (including save DCs) are calculated according to the adjusted level.

A sanctum spell uses a spell slot of the spell's normal level.

**Special:** Your sanctum is a particular site, building, or structure previously designated by you and no larger than 20 feet/level in diameter. The designated area must be a site where you have spent a cumulative period of at least three months. Though a sanctum can be designated within a larger structure, its special advantages do not apply beyond the maximum area. Once designated, it takes seven days for a site to become a sanctum, and if you designate a new area to be your sanctum, the benefits of the old one immediately fade.

## **NEW SPELLS**

### **Trollshape (PHBII, Page 127)**

Transmutation (Polymorph)

**Level:** Sorc/wiz 4

**Components:** V, S

**Casting Time:** 1 Swift Action

**Range:** Personal

**Target:** You

**Duration:** 1 Round/lvl (D)

You take on the form and abilities of a troll (MM 247). You gain 30 Temporary Hit Points, which disappear at the end of the spell's duration. See the description of the Polymorph Subschool for more details.

## **NEW ITEMS**

### **Badge of Valor (Magic Item Compendium, page 208)**

When you activate a badge of valor, you and all allies within 60 feet gain a +2 bonus on the next save you or they make against a charm or fear effect before the start of your next turn.

If you have the bardic music ability to inspire courage, you can activate a badge of valor to increase the bonus granted by that ability by 1 for the duration of its effect.

A badge of valor functions three times per day.

Moderate abjuration; CL 5th; Craft Wondrous Item, remove fear, must possess part of the set; Price 1,400; Weight -- lb.

### **Belt of Battle (Magic Item Compendium, page 73)**

A belt of battle helps you avoid being caught off guard in combat and allows occasional burst of extra activity. While worn, it grants you a +2 competence bonus to initiative checks. This is continuous and requires no activation. In addition, the belt has three charges renewed each day at dawn. Each time you activate the belt, one of the three black pearls in the buckle turns white. The pearls return to normal when the charges renew. Spending 1 or more charges grants you an extra action which must be taken immediately, before you take any other action. 1 Charge= 1 move action. 2 Charges= 1 standard action. 3 Charges = 1 full round action. Activation is a swift mental action.

Moderate transmutation; CL 9th; Craft Wondrous Item, haste; Price 12,000 gp; Weight --

### **Berserker Weapon Upgrade (Magic Item Compendium, page 28)**

In your hands, a berserker weapon deals an extra 1d8 points of damage on any successful attack when you are raging.

Moderate enchantment; CL 7th; Craft Arms and Armor, rage; Price +1 upgrade

### **Bracers of Quick Strike (Magic Item Compendium, page 81)**

When you activate bracers of quick strike, you may make one extra attack with any weapon you are holding if you already made a full attack this turn. This attack is made at your full attack bonus plus any modifiers appropriate to the situation. This effect is not cumulative with any other effect that grants you an extra attack when making a full attack such as the Rapid Shot feat, a speed weapon, or the haste spell. Bracers of quick strike function once per day.

You must wear bracers of quick strike for 24 hours before you can activate their abilities. If you take them off, they become inactive until worn for another 24 hours.

Faint transmutation; CL 5th; Craft Wondrous Item, haste; Price 1,400 gp; Weight 1 lb

### **Corrosive Weapon Upgrade (Magic Item Compendium, page 31)**

When activated, a corrosive weapon is sheathed in acid. The acid does not harm you as long as you have the weapon in hand. The effect persists until you speak a second command word. A weapon that has this property deals an extra 1d6 points of damage on a successful hit.

Projectile weapons bestow this property upon their ammunition.

Moderate conjuration; CL 10th; Craft Arms and Armor, acid fog, acid storm, Melf's acid arrow, or storm of vengeance; Price varies; Weight -- lb

### **Crystal of Glancing Blows, Least (Magic Item Compendium, page 25)**

This augment crystal grants you a +2 competence bonus on grapple checks to prevent a grapple from being initiated (but not including any other kind, including those to initiate or escape a grapple.).

Moderate abjuration; CL 7th; Craft Wondrous Item, Freedom of Movement; Price 500; Weight --

### **Deadly Precision Weapon Upgrade (Magic Item Compendium, page 32)**

A deadly precision weapon deals an extra 1d6 points of damage whenever you make a successful sneak attack or sudden strike with it. The property grants no benefit if you don't already have one of these class features, and its bonus doesn't increase if you have both.

Faint transmutation; CL 5th; Craft Arms and Armor, keen edge; Price varies; Weight -- lb.

### **Displacement Armor Upgrade (Magic Item Compendium, page 10)**

When you activate displacement armor, you appear to be standing right next to your actual location, as if affected by a displacement spell.

This displacement property functions once per day, and the effect lasts for 5 rounds.

Faint illusion; CL 5th; Craft Arms and Armor, displacement; Price +1 bonus

### **Impact Weapon Ability (Magic Item Compendium, page 37)**

As per Keen Ability in the DMG, but for bludgeoning weapons.

Moderate evocation; CL 10th; Craft Magic Arms and Armor, weapon of impact (SpC); Price +1 bonus

### **Impaling Weapon Ability (Magic Item Compendium, page 37)**

Three times per day, you can activate this weapon to treat its next attack (if made before the end of your turn) as a touch attack. You must declare that you are using this property before making the attack roll. If the attack misses, the use is wasted.

Moderate transmutation; CL 9th; Craft Magic Arms and Armor, find the gap (SpC); Price +1 bonus

### **Rearguard's Cape (Magic Item Compendium, page 120)**

If you are a marshal, a rearguard's cape provides you with a potent ability whenever you and your allies are outnumbered. If the number of visible, active enemies within 60 feet of you exceeds the number of your visible, active allies within 60 feet, you can activate this cape. While it is active, the bonus granted by your minor and major auras improves by 2.

The benefit lasts for 10 rounds or until you and your allies are no longer outnumbered. This ability functions once per day.

Faint transmutation; CL 5th; Craft Wondrous Item, eagle's splendor; Price 2,000 gp; Weight 3 lb

### **Repelling Gauntlets (Magic Item Compendium, page 121)**

These gloves help keep enemies at a safe distance. You can activate repelling gauntlets only when a visible enemy moves into a square adjacent to you. That enemy must attempt a DC 17 reflex save; if this fails, it is immediately pushed 5 feet away from you and it loses any remaining movement allowed in that action, though it can use additional actions to move farther. This ability functions once per day.

Moderate Conjunction; CL 9th; Craft Wondrous Item, Bigby's Interposing hand; Price 2,300 gp; Weight – lb.

### **Ring of Silent Spells (Magic Item Compendium, Page 127)**

When you activate a ring of silent spells, it creates a silence effect, as the spell, centered on you. While this effect lasts, you can cast up to three spells of 3rd level or lower without verbal components (as though using the silent spell feat, except that the spells do not require a higher level spell slot or increased casting time.)

This ability functions once per day.

Faint illusion; CL 5th; Forge Ring, Silent Spell Feat, silence; Price 2,000 gp; Weight -- lb.

### **Rogue's Vest (Magic Item Compendium, Page 130)**

While wearing this vest, you gain a +2 competence bonus on Hide and Move Silently checks, and a +2 competence bonus on Reflex saves. In addition, if you have the skirmish, sneak attack, or sudden strike ability, you deal an extra 1d6 points of damage when making such an attack.

Strong Divination; CL 13th; Craft Wondrous Item, cat's grace, invisibility, true strike; Price 18,000 gp; Weight 1 lb.

### **Vest of the Master Evoker (Magic Item Compendium, page 146)**

Three times per day, you can activate the vest as a swift action to enhance the next arcane evocation spell you cast before the end of your turn. That spell deals additional damage equal to twice its spell level, and the save DC of the spell increases by 2. This damage is of the same type as normal for the spell. If the spell doesn't normally deal damage, this use of the vest has no effect.

In addition, you can apply the effect of any sudden meta-magic feat you know to any evocation spell you cast from a wand or staff as if you were casting the spell yourself. Doing this requires no activation, but uses up that feat's daily use as normal.

Moderate evocation; CL 9th; Craft Wondrous Item, Spell Focus (Evocation) or Evoker, able to cast 5 evocations — 2 of which level 5 or greater; Price 10,000 gp; Weight 2 lb.

## **NEW TEMPLATES AND CLASSES**

## SPELLWARPED CREATURE

Spellwarped creatures have been tainted by powerful magic. Long ago, powerful spellcasters infused magic into the bodies of many creatures, seeking to make them stronger, tougher, and more tractable. The magic used in this process changed the nature of the affected creatures. These changes were irreversible, and the changes bred true as the creatures matured and produced offspring of their own. The process was a partial success, and the creatures did indeed grow stronger and faster than normal creatures of their kind. The creatures invariably proved unruly, however, and they seemed more clever and quick-thinking than others of their type. In addition, the creatures gained a strange and alien mind-set, reacting to many situations in unusual but cunning ways.

“Spellwarped” is an inherited template that can be added to any corporeal aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, plant, or vermin (referred to hereafter as the base creature). A spellwarped creature uses all the base creature’s statistics and abilities except as noted here.

**Size and Type:** The creature’s type changes to aberration. Do not recalculate the creature’s Hit Dice, base attack bonus, saves, or skill points if its type changes. The creature gains the augmented subtype if necessary. Size is unchanged.

**Armor Class:** Natural armor bonus improves by 2 (this stacks with any natural armor bonus the base creature has).

**Special Qualities:** A spellwarped creature has all the special qualities of the base creature, plus the following special qualities.

*Spell Resistance (Ex):* A spellwarped creature gains spell resistance equal to 11 + its Hit Dice. If the creature already has spell resistance, use the greater of the two values.

*Spell Absorption (Su):* Whenever a spell fails to penetrate a spellwarped creature’s spell resistance, the creature gains one of the following benefits, chosen at the time that the spell resolves.

**Might:** The spellwarped creature gains a +4 enhancement bonus to Strength for 1 minute.

**Agility:** The spellwarped creature gains a +4 enhancement bonus to Dexterity for 1 minute.

**Endurance:** The spellwarped creature gains a +4 enhancement bonus to Constitution for 1 minute.

**Life:** The spellwarped creature gains temporary hit points equal to 5 × the level of the failed spell.

**Speed:** The spellwarped creature’s base speed increases by a number of feet equal to 5 × the level of the failed spell.

**Resistance:** The spellwarped creature gains resistance 10 to one energy type (acid, cold, electricity, fire, or sonic).

**Abilities:** Increase from the base creature as follows: Str +4, Dex +2, Con +4, Int +4.

**Challenge Rating:** HD 3 or less, as base creature; HD 4 to 10, as base creature +1; HD 11 or more, as base creature +2.

**Alignment:** Usually evil (any). Spellwarped creatures are typically selfish and cruel.

**Level Adjustment:** +3.

## VOIDMIND CREATURE

As much as mind flayers enjoy devouring the brains of lesser creatures, they remain interested in finding new ways to create minions. Many creatures are preserved in mind flayer cities and communities for research, or to serve as the basis for a new monstrous creation suitable as a servant for the illithids.

The creation of a voidmind creature requires the joint effort of three illithids, one of which must be the mind flayer that succeeded in attaching all four tentacles to the creature’s skull. They begin by eating portions of the subject’s brain until just the part is left that allows the creature to move. Into the near-empty skull, through the holes created by the tentacles, is poured a quantity of psionically charged,

translucent green goo. When the voidmind creature's cranium is again full, the mind flayers fill the four holes in the skull with dabs of mucus that quickly solidify into loose- fitting plugs. At the end of the process, the creature is ready and willing to do the foul bidding of its masters. A voidmind creature can think for itself. Although its brain is nearly gone, the psionic slime put in to replace the gray matter gives the creature the ability to function even better intellectually than it could before the transformation.

The voidmind process also leaves a creature faster, stronger, tougher, and (most important to the mind flayers) unchanged in physical appearance. A voidmind creature looks in every way like the creature from which it was made, except for the four plugged holes in its head (which are evident upon close inspection, should the opportunity arise) that occasionally leak a small amount of the greenish fluid. A voidmind creature makes a near perfect spy for the illithids, able to return to its home and its former life with little fear of detection while gathering information in preparation for the illithids inevitable onslaught. A voidmind creature is bound to its three mind flayer masters (see the mind flayer host special quality, below).

However, some have won free of their masters. If all three of the illithids bonded to a voidmind creature are slain, the creature regains its free will, though it remains physically altered. In addition, a carefully worded wish or miracle spell can free a voidmind creature of its bond and even reverse the process, although the illithids bonded to the creature become aware of such an attempt and usually seek out their wayward servant for the purpose of recapturing it or killing it outright.

#### CREATING A VOIDMIND CREATURE

"Voidmind" is an acquired template that can be added to any living aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, or outsider (referred to hereafter as the base creature) of Tiny to Huge size.

A voidmind creature uses all the base creature's statistics and special abilities except as noted here.

**Armor Class:** Natural armor bonus improves by 4 (this stacks with any natural armor bonus the base creature has).

**Attacks:** A voidmind creature gains a tentacle attack. At will, the creature can extrude a tentacle (resembling an oversized mind flayer tentacle) from the psionic slime in the creature's skull. This tentacle sprouts from the head of the voidmind creature and can attack with a reach 5 feet longer than the base creature's normal reach. If the base creature can use weapons, the voidmind creature retains this ability. A creature with natural weapons retains those natural weapons. A voidmind creature fighting without weapons uses the primary natural attacks of the base creature, or the tentacle attack if the base creature doesn't have natural weapons. When it has a weapon, it usually uses the weapon instead.

**Full Attack:** A voidmind creature fighting without weapons uses the natural weapons of the base creature, or its tentacle attack if the base creature doesn't have natural weapons. If armed with a weapon, it uses the weapon to make its full attack.

**Damage:** A voidmind creature gains a tentacle attack. Even if the base creature already has a tentacle attack, use the damage value on the table below for its new tentacle. In addition, a voidmind creature gains the improved grab ability with its tentacle (see Special Attacks, below).

Size	Tentacle Damage
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6

**Special Attacks:** A voidmind creature retains all the special attacks of the base creature and also gains the following special abilities.

*Cone of Slime (Su):* Once per day as a standard action, 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 of the voidmind creature (maximum 20d6). A successful Reflex save (DC 10 + 1/2 voidmind creature's racial Hit Dice + voidmind creature's Con modifier) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

*Constrict (Ex):* A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals damage based on the creature's size (see the table below), plus its Strength bonus  $\times 1\frac{1}{2}$ .

Size	Constrict Damage
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6

*Improved Grab (Ex):* To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

*Sentient Tentacle (Ex):* A voidmind creature's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind grimlock that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

**Special Qualities:** A voidmind creature retains all the special attacks of the base creature and also gains the following special abilities.

*Damage Reduction (Ex):* A voidmind creature has damage reduction 5/magic.

*Immunities (Ex):* A voidmind creature has immunity to acid and mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects). It is also immune to ability damage, ability drain, and energy drain.

*Mind Flayer Host (Su):* Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the dominate monster spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use plane shift to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use suggestion on a target it sees through the voidmind creature's eyes.



*Spell Resistance (Ex):* Voidmind creatures gain spell resistance equal to 10 + Hit Dice.

**Abilities:** Change from the base creature as follows: Str +4, Dex +2, Con +4, Int +2, Cha – 2 (minimum 1).

**Skills:** Voidmind creatures have a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks. Otherwise same as the base creature.

**Feats:** A voidmind creature gains Alertness, Combat Reflexes, and Great Fortitude, if the base creature meets the prerequisites and doesn't already have these feats.

**Organization:** Solitary.

**Challenge Rating:** +1.

**Treasure:** Standard.

**Alignment:** Usually lawful evil (an enslaved voidmind creature has the alignment of its illithid masters, while a free willed voidmind creature has the alignment of the base creature).

**Level Adjustment:** +3.

### **KNIGHT (New base class)**

A knight is a proud, skilled melee combatant who fights in the name of honor and chivalry. A knight relies on more than a sharp sword and a stout suit of armor to defeat her foes. Her drive, determination, and fighting spirit allow her to control the battlefield in ways that others cannot match. A knight can challenge an opponent to a duel, calling upon the foe's pride and ego to force his hand. The knight's talent with heavy armor, shields, and defensive tactics grant her the ability to disrupt her foe's plans. Only the most talented rogues and monks can slip past a knight's defenses to strike at her allies. An adventuring group with wizards, sorcerers, and other lightly armored members thrives with the assistance of a knight. While the knight keeps enemies occupied, her allies can use their talents and abilities without fear of attack or harassment.

#### **CLASS FEATURES**

Your class features involve mastering the use of armor and shields and learning how to manipulate your foes so that melee combat takes place on your terms, not theirs.

**Weapon and Armor Proficiency:** Knights are proficient with all simple and martial weapons and with all armor (heavy, medium, and light) and all shields (except tower shields).

**Knight's Challenge:** Your dauntless fighting spirit plays a major role in your fighting style, as important as the strength of your arm or the sharpness of your blade. In battle, you use the force of your personality to challenge your enemies. You can call out a foe, shouting a challenge that boosts his confidence, or issue a general challenge that strikes fear into weak opponents and compels strong opponents to seek you out for personal combat. By playing on your enemies' ego, you can manipulate your foes.

You can use this ability a number of times per day equal to 1/2 your class level + your Charisma bonus (minimum once per day). As you gain levels, you gain a number of options that you can use in conjunction with this ability.

Even if you and your foes lack a shared language, you can still effectively communicate through body language, tone, and certain oaths and challenges you learn from a variety of different tongues.

**Fighting Challenge (Ex):** As a swift action, you can issue a challenge against a single opponent. The target of this ability must have an Intelligence of 5 or higher, have a language of some sort, and have a CR greater than or equal to your character level minus 2. If it does not meet these requirements, a use of this ability is expended without effect.

If the target does meet the conditions given above, you gain a +1 morale bonus on Will saves and a +1 morale bonus on attack rolls and damage rolls against the target of this ability. You fight with renewed vigor and energy by placing your honor and reputation on the line. If your chosen foe reduces you to 0 or

fewer hit points, you lose two uses of your knight's challenge ability for the day because of the blow to your ego and confidence from this defeat.

The effect of a fighting challenge lasts for a number of rounds equal to 5 + your Charisma bonus (if any).

If you are capable of issuing a knight's challenge more than once per day, you can use this ability more than once in a single encounter. If your first chosen foe is defeated or flees the area, you can issue a new challenge to a different foe. You cannot switch foes if your original target is still active.

At 7th level, the bonus you gain from this ability increases to +2. At 13th level, it rises to +3. At 19th level, it increases to +4.

**Test of Mettle (Ex):** Starting at 4th level, you can shout a challenge to all enemies, calling out for the mightiest among them to face you in combat. Any target of this ability must have a language of some sort and an Intelligence score of 5 or higher. Creatures that do not meet these requirements are immune to the test of mettle. You must have line of sight and line of effect to the targets of this ability.

As a swift action, you can expend one use of your knight's challenge ability to cause all your enemies within 100 feet with a CR greater than or equal to your character level minus 2 to make Will saves (DC 10 + 1/2 your class level + your Cha modifier). Creatures that fail this save are forced to attack you with their ranged or melee attacks in preference over other available targets. If a foe attacks by casting a spell or using a supernatural ability, he must target you with the attack or include you in the effect's area.

An opponent compelled to act in this manner is not thrown into a mindless rage and does not have to move to attack you in melee if doing so would provoke attacks of opportunity against him. In such a case, he can use ranged attacks against you or attack any opponents he threatens as normal. If anyone other than you attacks the target, the effect of the test of mettle ends for that specific target.

If you are reduced to 0 or fewer hit points by an opponent forced to attack you due to this ability, you gain one additional use of your knight's challenge ability for that day. This additional use comes from increased confidence and the knowledge that you have proved your mettle as a knight against your enemies by calling out foes even against overwhelming odds. This additional use disappears if you have not used it by the start of the next day. You can only gain one additional use of your knight's challenge ability in this manner per day.

The effect of a test of mettle lasts for a number of rounds equal to 5 + your Charisma bonus (if any). Whether a creature fails or succeeds on its save against your test of mettle, it can only be targeted by this effect once per day.

**Call to Battle (Ex):** Starting at 8th level, you become an inspiring figure on the battlefield. When all seems lost, you are a beacon of hope who continues to fight on despite the odds. No cause is yet lost when a knight still battles on its name.

As a swift action, you can expend one use of your knight's challenge ability to grant an ally another save against a fear effect. The target gains a bonus on this save equal to your Charisma bonus (if any). If the target succeeds on this save, he gains the benefit for a successful save against the attack or spell. This ability reflects your talent to inspire your allies in the face of a daunting foe.

For example, Lidda fails her save against a lich's fear spell. On his next action, Sir Agrivail uses his call to battle ability to grant Lidda another save. If she succeeds, she immediately shrugs off the effect of the fear spell.

**Daunting Challenge (Ex):** Starting at 12th level, you can call out opponents, striking fear into the hearts of your enemies. In this manner you separate the strong-minded from the weak-willed, allowing you to focus on opponents that are worthy foes.

As a swift action, you can expend one use of your knight's challenge ability to issue a daunting challenge. This ability affects all creatures within 100 feet of you that have a CR less than your character level minus 2. Targets must be able to hear you, speak or understand a language of some sort, and have an Intelligence score of 5 or more. All targets who meet these conditions must make Will saves (DC 10 + 1/2 your class level + your Cha modifier) or become shaken.

Whether a creature fails or succeeds on its save against your daunting challenge, it can only be targeted by this effect once per day.

**Bond of Loyalty (Ex):** Starting at 16th level, your loyalty to your comrades endures even in the face of powerful magic. You can expend one use of your knight's challenge ability to make an additional saving throw against a mind affecting spell or ability. You can use this ability once per round as a free action and can continue to use it even if an opponent is controlling your actions with a mind-affecting spell or ability.

**Loyal Beyond Death (Ex):** At 20th level, if you are reduced to 0 or fewer hit points by an effect that otherwise leaves your body intact, you can expend one use of your knight's challenge ability to remain conscious and continue to act for 1 more round before dying. You can use this ability even if your hit point total is -10 or lower. If your body is somehow destroyed before your next action (such as by disintegrate), then you cannot act. You can continue to expend uses of your knight's challenge ability to survive from round to round until you run out of uses. If you receive healing that leaves you with more than -10 hit points, you survive (or fall unconscious, as appropriate to your new hit point total) when you stop using this ability. Otherwise, death overtakes you when you run out of uses of your knight's challenge ability.

**The Knight's Code:** You fight not only to defeat your foes but to prove your honor, demonstrate your fighting ability, and win renown across the land. The stories that arise from your deeds are just as important to you as the deeds themselves. A good knight hopes that her example encourages others to lead righteous lives. A neutral knight wishes to uphold the cause of his liege (if he has one) and win glory. An evil knight seeks to win acclaim across the land and increase her own personal power.

The knight's code focuses on fair play: A victory achieved through pure skill is more difficult, and hence wins more glory, than one achieved through trickery or guile.

- A knight does not gain a bonus on attack rolls when flanking. You still confer the benefit of a flanking position to your ally, but you forgo your own +2 bonus on attack rolls. You can choose to keep the +2 bonus, but doing so violates your code of honor (see below).
- A knight never strikes a flat-footed opponent. Instead, you allow your foe to ready himself before attacking.
- A knight never deals lethal damage against a helpless foe. You can strike such a foe, but only with attacks that deal nonlethal damage.

If you violate any part of this code, you lose one use of your knight's challenge ability for the day. If your knight's challenge ability is not available when you violate the code (for example, if you have exhausted your uses for the day), you take a -2 penalty on attack rolls and saves for the rest of that day. Your betrayal of your code of conduct undermines the foundation of confidence and honor that drives you forward.

While you cleave to your view of honor, chivalry, and pursuit of glory, you do not force your views on others. You might chide a rogue for sneaking around a battlefield, but you recognize (and perhaps even feel a bit smug about) the reality that not everyone is fit to follow the knight's path.

**Mounted Combat:** At 2nd level, you gain Mounted Combat as a bonus feat.

**Shield Block (Ex):** Starting at 2nd level, you excel in using your armor and shield to frustrate your enemy's attacks. During your action, designate a single opponent as the target of this ability. Your shield bonus to AC against that foe increases by 1, as you move your shield to deflect an incoming blow, possibly providing just enough protection to turn a telling swing into a near miss. This shield bonus increases to +2 at 11th level and +3 at 20th level.

**Bulwark of Defense (Ex):** When you reach 3rd level, an opponent that begins its turn in your threatened area treats all the squares that you threaten as difficult terrain. Your strict vigilance and active defensive maneuvers force your opponents to move with care.

**Armor Mastery (Ex):** Starting at 4th level, you are able to wear your armor like a second skin and ignore the standard speed reduction for wearing medium armor. Starting at 9th level, you ignore the speed reduction imposed by heavy armor as well.

**Bonus Feat:** At 5th level, you gain a bonus feat chosen from the following list: Animal Affinity, Diehard, Endurance, Great Fortitude, Iron Will, Quick Draw, Ride-By Attack, Spirited Charge, Trample, or Weapon Focus (lance). You must still meet any prerequisites for the feat. You gain an additional bonus feat from this list at 10th level and again at 15th level.

**Vigilant Defender (Ex):** Starting at 5th level, you stand your ground against all enemies, warding the spot where you make your stand to prevent foes from slipping past and attacking those you protect. If an opponent attempts to use the Tumble skill to move through your threatened area or your space without provoking attacks of opportunity, the Tumble check DC to avoid your attacks of opportunity increases by an amount equal to your class level.

**Shield Ally (Ex):** Starting at 6th level, as an immediate action you can opt to absorb part of the damage dealt to an adjacent ally. Each time this ally takes damage from a physical attack before your next turn, you can take half this damage on yourself. The target takes the other half as normal. You can only absorb damage from physical melee attacks and ranged attacks, such as an incoming arrow or a blow from a sword, not from spells and other effects.

**Improved Shield Ally (Ex):** At 14th level, your ability to absorb damage increases. Once per round you can absorb all the damage from a single attack directed against an adjacent ally. In addition, you continue to absorb half the damage from other physical attacks on an adjacent ally, if you so choose. You must decide whether to use this ability after the attacker determines that an attack has succeeded but before he rolls damage.

**Impetuous Endurance (Ex):** Starting at 17th level, your fighting spirit enables you to push your body beyond the normal limits of endurance. You no longer automatically fail a saving throw on a roll of 1. You might still fail the save if your result fails to equal or beat the DC.

Table 1-4: The Knight Hit Die: d12

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 <sup>st</sup>	+1	+0	+0	+2	Fighting challenge +1, knight's challenge, knight's code
2 <sup>nd</sup>	+2	+0	+0	+3	Mounted Combat, shield block +1
3 <sup>rd</sup>	+3	+1	+1	+3	Bulwark of defense
4 <sup>th</sup>	+4	+1	+1	+4	Armor mastery (medium), test of mettle
5 <sup>th</sup>	+5	+1	+1	+4	Bonus feat, vigilant defender
6 <sup>th</sup>	+6/+1	+2	+2	+5	Shield ally
7 <sup>th</sup>	+7/+2	+2	+2	+5	Fighting challenge +2
8 <sup>th</sup>	+8/+3	+2	+2	+6	Call to battle
9 <sup>th</sup>	+9/+4	+3	+3	+6	Armor mastery (heavy)
10 <sup>th</sup>	+10/+5	+7	+7	+3	Bonus feat
11 <sup>th</sup>	+11/+6/+1	+3	+3	+7	Shield block +2
12 <sup>th</sup>	+12/+7/+2	+4	+4	+8	Daunting challenge
13 <sup>th</sup>	+13/+8/+3	+4	+4	+8	Fighting challenge +3
14 <sup>th</sup>	+14/+9/+4	+4	+4	+9	Improved shield ally
15 <sup>th</sup>	+15/+10/+5	+5	+5	+9	Bonus feat
16 <sup>th</sup>	+16/+11/+6/+1	+5	+5	+10	Bond of loyalty

17 <sup>th</sup>	+17/+12/+7/+2	+5	+5	+10	Impetuous endurance
18 <sup>th</sup>	+18/+13/+8/+3	+6	+6	+11	–
19 <sup>th</sup>	+19/+14/+9/+4	+6	+6	+11	Fighting challenge +4
20 <sup>th</sup>	+20/+15/+10/+5	+6	+6	+12	Loyal beyond death, shield block +3

**Class Skills (2 + Int modifier per level, x4 at 1st level):** Climb, Handle Animal, Intimidate, Jump, Knowledge (nobility and royalty), Ride, Swim.

### Marshal (New base class)

Sometimes it is not enough to be a conquering warrior, a champion of all that's right, an experienced sellsword, or an elite foot soldier. Sometimes the circumstances require a solid commander of soldiers and situations. Sometimes the circumstances demand a marshal.

Marshals inspire trust in those they lead. They earn that trust by slogging through harsh landscapes, dangerous battlefields, and haunted catacombs along with those under their command. With a look, they can see where to best deploy their resources or come up with a sneaky ruse to fool their enemies. A marshal has a tactician's mind, a cartographer's overview of the disputed landscape (or dungeon warren), and a way with words that can inspire battle-hardened fighters to give it their all when melee breaks out.

**Alignment:** Any.

**Hit Die:** d8.

#### Class Skills

The marshal's class skills (and the key ability for each skill) are Bluff (Cha), Diplomacy (Cha), Handle Animal (Cha), Intimidate (Cha), Knowledge (Int), Listen (Wis), Perform (Cha), Ride (Dex), Sense Motive (Wis), Speak Language (n/a), Spot (Wis), Survival (Wis), and Swim (Str).

**Skill Points at 1st Level:** (4 + Int modifier) x4.

**Skill Points at Each Additional Level:** 4 + Int modifier.

#### Class Features

All of the following are class features of the marshal.

**Weapon and Armor Proficiency:** Marshals are proficient with all simple and martial weapons, with all types of armor (heavy, medium, and light), and with shields (except tower shields).

**Auras (Ex):** The marshal exerts an effect on allies in his vicinity. He can learn to produce different effects, or auras, over the course of his career. The marshal may project one minor aura and (starting at 2nd level) one major aura at a time.

Projecting an aura is a swift action (see Chapter 2: Magic). The aura remains in effect until the marshal uses a free action to dismiss it or activates another aura of the same kind (major or minor). A marshal can have an aura active continually; thus, an aura can be in effect at the start of a combat encounter even before the marshal takes his first turn.

Activating an aura involves haranguing, ordering, directing, encouraging, cajoling, or calming allies. A marshal sizes up the enemy, allies, and the terrain, then gives allies the direction that they can use to do their best.

Unless otherwise noted, a marshal's aura affects all allies within 60 feet (including himself) who can hear the marshal. An ally must have an Intelligence score of 3 or higher and be able to understand the marshal's language to gain the bonus. A marshal's aura is dismissed if he is dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by his allies.

A marshal begins play knowing one minor aura of his choice. As his marshal level increases, he gains access to new auras, as indicated on Table 1-5: The Marshal.

All bonuses granted by a marshal's auras are circumstance bonuses that do not stack with each other.

**Minor Aura:** A minor aura lets allies add the marshal's Charisma bonus (if any) to certain rolls.

- Accurate Strike: Bonus on rolls made to confirm critical hits.
- Art of War: Bonus on disarm, trip, bull rush, and sunder attempts.
- Demand Fortitude: Bonus on Fortitude saves.
- Determined Caster: Bonus on rolls to overcome spell resistance.
- Force of Will: Bonus on Will saves.
- Master of Opportunity: Bonus to Armor Class against attacks of opportunity.
- Master of Tactics: Bonus on damage rolls when flanking.
- Motivate Charisma: Bonus on Charisma checks and Charisma-based skill checks.
- Motivate Constitution: Bonus on Constitution checks and Constitution-based skill checks.
- Motivate Dexterity: Bonus on Dexterity checks, Dexterity-based skill checks, and initiative checks.
- Motivate Intelligence: Bonus on Intelligence checks and Intelligence-based skill checks.
- Motivate Strength: Bonus on Strength checks and Strength-based skill checks.
- Motivate Wisdom: Bonus on Wisdom checks and Wisdom-based skill checks.
- Over the Top: Bonus on damage rolls when charging.
- Watchful Eye: Bonus on Reflex saves.

**Major Aura:** Beginning at 2nd level, a marshal can project a major aura in addition to his minor aura. A major aura lets allies add +1 to certain rolls. This bonus improves by +1 at 7th, 14th, and 20th level.

• Hardy Soldiers: The marshal's allies gain damage reduction equal to the amount of bonus the aura provides. For example, if the marshal is 10th level, everyone affected gains DR 2/-.

- Motivate Ardor: Bonus on damage rolls.
- Motivate Attack: Bonus on melee attack rolls.
- Motivate Care: Bonus to Armor Class.

• Motivate Urgency: Allies' base land speed is increased by a number of feet equal to 5 x the amount of bonus the aura provides. For example, the allies of a 10th-level marshal (+2 major aura) add 10 feet to their base land speed.

- Resilient Troops: Bonus on all saves.
- Steady Hand: Bonus on ranged attack rolls.

**Skill Focus (Diplomacy):** Because a marshal has a way with people, he gains this feat as a bonus feat. If the marshal already has the feat, he can choose a different one.

**Grant Move Action (Ex):** Starting at 4th level, a marshal can direct and motivate his allies to act immediately. Once per day, as a standard action, he may grant an extra move action to any or all of his allies within 30 feet (but not to himself). Each of the affected allies takes this extra move action immediately, acting in their current initiative order. This extra action does not affect the allies' initiative count; the round continues normally after the marshal's turn is over. (This may mean, for example, that an ally whose initiative count immediately follows the marshal's may get an extra move action from the marshal, followed directly by a full round worth of actions on the ally's turn.)

At 8th level, a marshal gains the ability to grant an extra move action to his allies twice per day. The frequency increases to three times per day at 12th level, four times per day at 16th level, and five times per day at 20th level.

A character can take only one extra move action per round. (In other words, two marshals can't use this ability on the same ally in the same round.) If an ally chooses not to take the extra move action, it is lost.

Table 1-5: The Marshal

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Minor Auras	Major Auras
1 <sup>st</sup>	+0	+2	+0	+2	Skill Focus (Diplomacy), minor aura	1	0
2 <sup>nd</sup>	+1	+3	+0	+3	Major aura +1	1	1
3 <sup>rd</sup>	+2	+3	+1	+3	—	2	1
4 <sup>th</sup>	+3	+4	+1	+4	Grant move action 1/day	2	1
5 <sup>th</sup>	+3	+4	+1	+4	—	3	2
6 <sup>th</sup>	+4	+5	+2	+5	—	3	2
7 <sup>th</sup>	+5	+5	+2	+5	Major aura +2	4	2
8 <sup>th</sup>	+6/+1	+6	+2	+6	Grant move action 2/day	4	2
9 <sup>th</sup>	+6/+1	+6	+3	+6	—	5	3
10 <sup>th</sup>	+7/+2	+7	+7	+3	—	5	3
11 <sup>th</sup>	+8/+3	+7	+3	+7	—	5	3
12 <sup>th</sup>	+9/+4	+8	+4	+8	Grant move action 3/day	6	3
13 <sup>th</sup>	+9/+4	+8	+4	+8	—	6	3
14 <sup>th</sup>	+10/+5	+9	+4	+9	Major aura +3	6	4
15 <sup>th</sup>	+11/+6/+1	+9	+5	+9	—	7	4
16 <sup>th</sup>	+12/+7/+2	+10	+5	+10	Grant move action 4/day	7	4
17 <sup>th</sup>	+12/+7/+2	+10	+5	+10	—	7	4
18 <sup>th</sup>	+13/+8/+3	+11	+6	+11	—	7	4
19 <sup>th</sup>	+14/+9/+4	+11	+6	+11	—	8	4
20 <sup>th</sup>	+15/+10/+5	+12	+6	+12	Grant move action 5/day, major aura +4	8	5

## EXOTIC WEAPON MASTER

Characters of any race or background can become exotic weapon masters; the only real requirement is commitment and perseverance. Nevertheless, most exotic weapon masters are human, because members of that race have the most exposure to new cultures and thus the most opportunity to take up exotic weapons. NPC exotic weapon masters often open training arenas or schools for those interested in learning to fight with unusual weapons or tactics. They often take levels in other prestige classes and can be found as champions or leaders among bands of warriors.

**Hit Die:** d10.

Table 2–9: The Exotic Weapon Master

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 <sup>st</sup>	+1	+2	+0	+0	Exotic weapon stunt
2 <sup>nd</sup>	+2	+3	+0	+0	Exotic weapon stunt
3 <sup>rd</sup>	+3	+3	+1	+1	Exotic weapon stunt

### Requirements

To become an exotic weapon master, a character must fulfill the following criteria.

**Base Attack Bonus:** +6.

**Skills:** Craft (weaponsmithing) 3 ranks.

**Feats:** Exotic Weapon Proficiency (any exotic weapon), Weapon Focus (any exotic weapon).

**Special:** Races that have familiarity with an exotic weapon (such as the dwarf's familiarity with the dwarven waraxe and the dwarven urgrosh) are considered to have the Exotic

Weapon Proficiency feat for the purpose of meeting the requirements for this class.

### Class Skills

The exotic weapon master's class skills (and the key ability for each skill) are Craft (Int), Intimidate (Cha), and Profession (Int).

**Skill Points at Each Level:** 2 + Int modifier.

### Class Features

All of the following are class features of the exotic weapon master prestige class.

**Weapon and Armor Proficiency:** Exotic weapon masters gain no proficiency with any weapon or armor.

**Exotic Weapon Stunt (Ex):** At each level, an exotic weapon master learns a special trick that he can use with any exotic weapon for which he has the Weapon Focus feat. He must select the trick learned when he gains the level, and once selected, the choice cannot later be changed. He can't select the same stunt more than once.

**Close-Quarters Ranged Combat:** A character who knows this stunt doesn't provoke an attack of opportunity when using an exotic ranged weapon.

**Double Weapon Defense:** When wielding an exotic double weapon with both hands, the character gains a +1 shield bonus to AC.

**Exotic Reach:** When wielding an exotic weapon with reach, the character may make an attack of opportunity against a foe that provokes such an attack even if the foe has cover (but not total cover).



**Exotic Sunder:** When wielding a one-handed or two-handed exotic weapon, the character deals an extra 1d6 points of damage on any successful sunder attempt.

**Flurry of Strikes:** When wielding an exotic double weapon or a spiked chain with both hands, the character can elect to use a full attack action to make a flurry of strikes. When doing so, he may make one extra attack in the round at his full base attack bonus, but this attack takes a –2 penalty, as does each other attack made in that round and until the exotic weapon master's next turn. The extra attack may be with either end of the double weapon.

**Ranged Disarm:** The character can make a disarm attempt even on a ranged attack. Such an attack provokes no attack of opportunity (except as normal for using a ranged weapon). For the purpose of this disarm attempt, treat the character's ranged weapon as a light weapon. If the character fails this disarm attempt, the defender can't attempt to disarm him.

**Show Off:** As a standard action, the character can display his mastery with an exotic weapon and confound his opponent. The character may make an Intimidate check against a single opponent within 30 feet that can see him, adding his base attack bonus to the result. If the result exceeds the opponent's modified level check (see the skill description on page 76 of the Player's Handbook), the opponent becomes shaken (–2 penalty on attack rolls, ability checks, and saving throws) for 1 round per class level of the exotic weapon master.

**Stunning Blow:** If the character has the Stunning Fist feat, he can utilize the feat while wielding an exotic melee weapon.

**Throw Exotic Weapon:** The character can throw an exotic weapon with no penalty on the attack roll, even if it isn't designed to be thrown (such as an orc double axe or a spiked chain). When he throws a double weapon, only one end of the weapon (character's choice) can strike the target. Exotic weapons thrown in this way have a range increment of 10 feet.

**Twin Exotic Weapon Fighting:** When wielding the same light exotic weapon in each hand, the character is treated as having the Two-Weapon Fighting feat. If he already has the feat, the penalties on attack rolls are lessened to –1 for both the primary hand and the off hand when fighting in this manner.

**Trip Attack:** The character can use a one-handed or two-handed exotic weapon to make a trip attack. If he is tripped during his own trip attempt, he can drop the weapon to avoid being tripped. If the exotic weapon already allows its wielder to make trip attacks, the character instead adds a +2 bonus on any trip attempt.

**Uncanny Blow:** When wielding a one-handed exotic melee weapon in two hands, the character can focus the power of his attack so that he deals extra damage equal to his Strength bonus  $\times 2$  instead of his Strength bonus  $\times 1\frac{1}{2}$ . If he has the Power Attack feat, he treats the weapon as two-handed for purposes of determining his bonus on damage rolls.

## EYE OF GRUUMSH

Most people think they have seen the worst that orcs can breed when an orc barbarian comes raging over a hilltop—until they see a one-eyed orc barbarian come raging over a hilltop. This creature may well be an eye of Gruumsh, an orc so devoted to his evil deity that he has disfigured himself in Gruumsh's name.

In an epic battle at the dawn of time, the elven deity Corellon Larethian stabbed out Gruumsh's left eye. Filled with rage and hatred, the orc deity called for followers loyal enough to serve in his image. Those who heed this call are known as the eyes of Gruumsh. They sacrifice their right eyes instead of their left ones so that their impaired vision complements that of their deity. Thus, symbolically at least, eyes of Gruumsh can see what Gruumsh cannot. These living martyrs are some of the toughest orcs and half-orcs in the world.

The eye of Gruumsh is a true prestige class in the sense that all orcs respect those who achieve it. If a candidate proves capable with the orc double axe and has no moral code to stand in the way of his service, only the test remains—to put out his own right eye in a special ceremony. This is a bloody and painful ritual, the details of which are best left undescribed. If the candidate makes a sound during the

process, he fails the test. No consequences for failure exist, except that the candidate can never thereafter become an eye of Gruumsh—and he has lost an eye. Barbarians gain the most value from this prestige class, since it encourages raging as a fighting style. Fighters, clerics, rangers, and even rogues also heed this calling. Some orc tribes whisper of barbarians from other races who have adopted this mantle. Of course, these may just be legends meant to inspire young orcs to jealous rage.

**Hit Die:** d12.

### Requirements

To qualify to become an eye of Gruumsh, a character must fulfill all the following criteria.

**Race:** Orc or half-orc.

**Alignment:** Chaotic evil, chaotic neutral, or neutral evil.

**Base Attack Bonus:** +6.

**Feats:** Exotic Weapon Proficiency (orc double axe), Weapon Focus (orc double axe).

**Special:** The character must be a worshiper of Gruumsh and must put out his own right eye in a special ritual. None of the eye of Gruumsh's special abilities function if the character regains sight in both eyes.

### Class Skills

The eye of Gruumsh's class skills (and the key ability for each skill) are Climb (Str), Intimidate (Cha), Jump (Str), Ride (Dex), Survival (Wis), and Swim (Str).

**Skill Points at Each Level:** 2 + Int modifier.

Table 2–10: The Eye of Gruumsh

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 <sup>st</sup>	+1	+2	+0	+0	Blind-Fight, command the horde, rage
2 <sup>nd</sup>	+2	+3	+0	+0	Swing blindly
3 <sup>rd</sup>	+3	+3	+1	+1	Ritual scarring +1
4 <sup>th</sup>	+4	+4	+1	+1	Blinding spittle 2/day
5 <sup>th</sup>	+5	+4	+1	+1	Blindsight 5 ft.
6 <sup>th</sup>	+6	+5	+2	+2	Ritual scarring +2
7 <sup>th</sup>	+7	+5	+2	+2	Blinding spittle 4/day
8 <sup>th</sup>	+8	+6	+2	+2	Blindsight 10 ft.
9 <sup>th</sup>	+9	+6	+3	+3	Ritual scarring +3
10 <sup>th</sup>	+10	+7	+3	+3	Sight of Gruumsh

### Class Features

All of the following are class features of the eye of Gruumsh prestige class.

**Weapon and Armor Proficiency:** Eyes of Gruumsh gain no proficiency with any weapon or armor.

**Blind-Fight:** An eye of Gruumsh gains Blind-Fight as a bonus feat. In addition, he suffers no adverse effects from the loss of one of his eyes.

**Command the Horde (Ex):** An eye of Gruumsh can direct the actions of any nongood orcs or half-orcs that are within 30 feet of him and whose Hit Dice are lower than his character level. Those who follow the character's orders gain a +2 morale bonus on Will saves. Any eligible orc or half-orc who willingly goes against the eye of Gruumsh's directions loses this bonus immediately.

**Rage (Ex):** An eye of Gruumsh can fly into a rage just as a barbarian can, with all the same benefits and drawbacks (see page 25 of the Player's Handbook). An eye of Gruumsh's class levels stack with his barbarian levels (if any) for determining the number of times per day he can use his rage ability. Add together the character's levels in the eye of Gruumsh and barbarian classes and refer to Table 3–3: The Barbarian on page 25 of the Player's Handbook to determine the number of rages per day. For example, a 6th-level barbarian/2nd-level eye of Gruumsh could rage three times per day (the same as an 8th level barbarian), while a 4th-level eye of Gruumsh with no levels in barbarian could rage twice per day (the same as a 4th-level barbarian).

**Swing Blindly (Ex):** An eye of Gruumsh's rage becomes more powerful when he reaches 2nd level, but at the cost of lowered defenses. The character adds an extra +4 to Strength while in a rage, but his Armor Class penalty goes from –2 to –4.

**Ritual Scarring (Ex):** Through frequent disfiguration of his own skin, an eye of Gruumsh's natural armor bonus improves by +1 at 3rd level (or to +1 if he didn't already have a natural armor bonus). This bonus increases by another +1 for every three eye of Gruumsh levels gained thereafter.

**Blinding Spittle (Ex):** An eye of Gruumsh of 4th level or higher can launch blinding spittle at any opponent within 20 feet. With a successful ranged touch attack (at a –4 penalty), he spits his stomach acid into the target's eyes. An opponent who fails a Reflex save (DC 10 + eye of Gruumsh's class level + eye of Gruumsh's Con modifier) is blinded until he or she can rinse away the spittle. This attack has no effect on creatures that don't have eyes or don't depend on vision. Blinding spittle is usable twice per day at 4th level and four times per day at 7th level.

**Blindsight (Ex):** At 5th level, an eye of Gruumsh gains blindsight (see page 306 of the Monster Manual) out to 5 feet. The range increases to 10 feet at 8th level.

**Sight of Gruumsh (Ex):** At 10th level, an eye of Gruumsh gains the ability to see the moment of his own death through his missing eye. This foreknowledge gives him a +2 morale bonus on all saving throws and Armor Class from then on. He also does not go unconscious when reduced to negative hit points; however, the character still dies at –10 hit points. (Whether or not the vision is accurate is irrelevant—the character believes it to be true.)

## PLAYER HANDOUT #1 – URGENT MISSIVE

*Greetings Adventurer,*

*I send for you with a matter of grave importance. Though you may be unfamiliar with my organization, news of your deeds has reached my ears. You come highly recommended as someone who can get a rather sensitive job done. This mission requires individuals with very specific talents. I only hope you will trust this missive enough to arrive at the temple of Heironeous in Pellak, in Bissel on the morning of the 6th of Sunsebb. Your arrival will indicate acceptance of this mission without further negotiation. You have my word that you will be compensated appropriately for your services.*

*Upon your arrival at the temple, speak the following phrase to the clerk so that he knows to bring you to my office: “A topaz is forever.”*

*I eagerly anticipate your arrival,*

*Toras “The Eagle” Cydane, Bissel Chapter Commander*

*Sunwarden of the Topaz Order*

## PLAYER HANDOUT #2 – DRAKHMAR'S INVITATION

Dearest client or fellow profiteer:

You are hereby invited to the fortress of Lord Drakhmar Darkfist located in the Barrier Peaks on the northern border of Bissel upon the 10th of Sunsebb until the 12th of Sunsebb, 597 CY for a demonstration of epic proportions. I will be unveiling a new line of mercenaries, soon to be ready for distribution and I would like you to be a part of it. All accommodations are included and a feast will be held in your honor on the evening of the 10th. Rest assured that security has been augmented in preparation for your arrival. Entry will be granted to bearers of this invitation only, so be certain to carry it with you upon your arrival. My fortress is located at the coordinates specified below.

Sincerely,

His Excellency, Lord Drakhmar Darkfist

## PLAYER HANDOUT #3 – ARGUS' JOURNAL

This journal is written in a careful hand, but the entries are sparse. Most of the information seems irrelevant but as you page through the journal, a few passages catch your eye:

### *Starday 23 Wheelsun, 597 CY*

*Those drow were in the fortress again today, here to declare more terms for the loan, no doubt. His Excellency must despise sucking up to those insufferable elves. I think he still blames me for taking too long with my research, but I told him it would take more funds than what he had left. It matters not. When my research is complete, His Excellency's wealth will be unsurpassed and perhaps then I will stand by his side instead of that brainless cow of his...*

### *Moonday, 16 Harvester, 597 CY*

*...the machine is finally finished. Tomorrow I will use it on our first duergar test subject. His Excellency will be present to watch and I can only hope he will not be disappointed. Of course he will not be disappointed; my work is genius. All tests have returned positive results and tomorrow, his Excellency will have his first duergar super soldier, all thanks to me.*

### *Godsday, 1 Goodmonth, 597 CY*

*The test specimens are becoming increasingly unruly, defiant even. This must be a side effect of the transformation. Nearly a year of research only to yield unacceptable results simply because his Excellency is concerned that the subjects may not follow orders? This is unacceptable. I will make them obey.*

### *Sunday, 17 Patchwall, 597 CY*

*I have finally puzzled it out. The duergars' natural resilience proved to be a challenging obstacle, but my brilliance is unquestionable. Tomorrow, the first specimen will undergo the indoctrination process. His Excellency will be pleased.*

### *Waterday, 4 Ready'reat, 597 CY*

*Success! Five subjects have successfully undergone their transformation and survived the indoctrination process. They are more powerful than I predicted and yet, our control over them is absolute. I am continuously amazed by the effects magic has upon them. I never calculated the fact that they might be able to choose the way in which it makes them stronger. His Excellency will be holding a demonstration next month and I must perform a few additional tests before then.*

# CRITICAL EVENT SUMMARY: SHE7-06 A TOPAZ IS FOREVER

For use only before March 1, 2008

1.

**Did the PCs kill Gathrak?**

Yes

No

2.

**Did the PCs kill Sarkt, the Coven Assassin?**

Yes

No

3.

**Did the PCs kill Thunderhoof?**

Yes

No

4.

**Did the PCs kill Argus?**

Yes

No

5.

**Did the PCs destroy the machine?**

Yes

No

6.

**Which Conclusion did the PCs receive?**

**Notes:** (Add anything that happened that might be considered out of the ordinary – Strange occurrences, results that may not fit the above, etc):