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The Hidden Citadel, Part 4
— In the Belly of the Beast —

By Greg A. Vaughan



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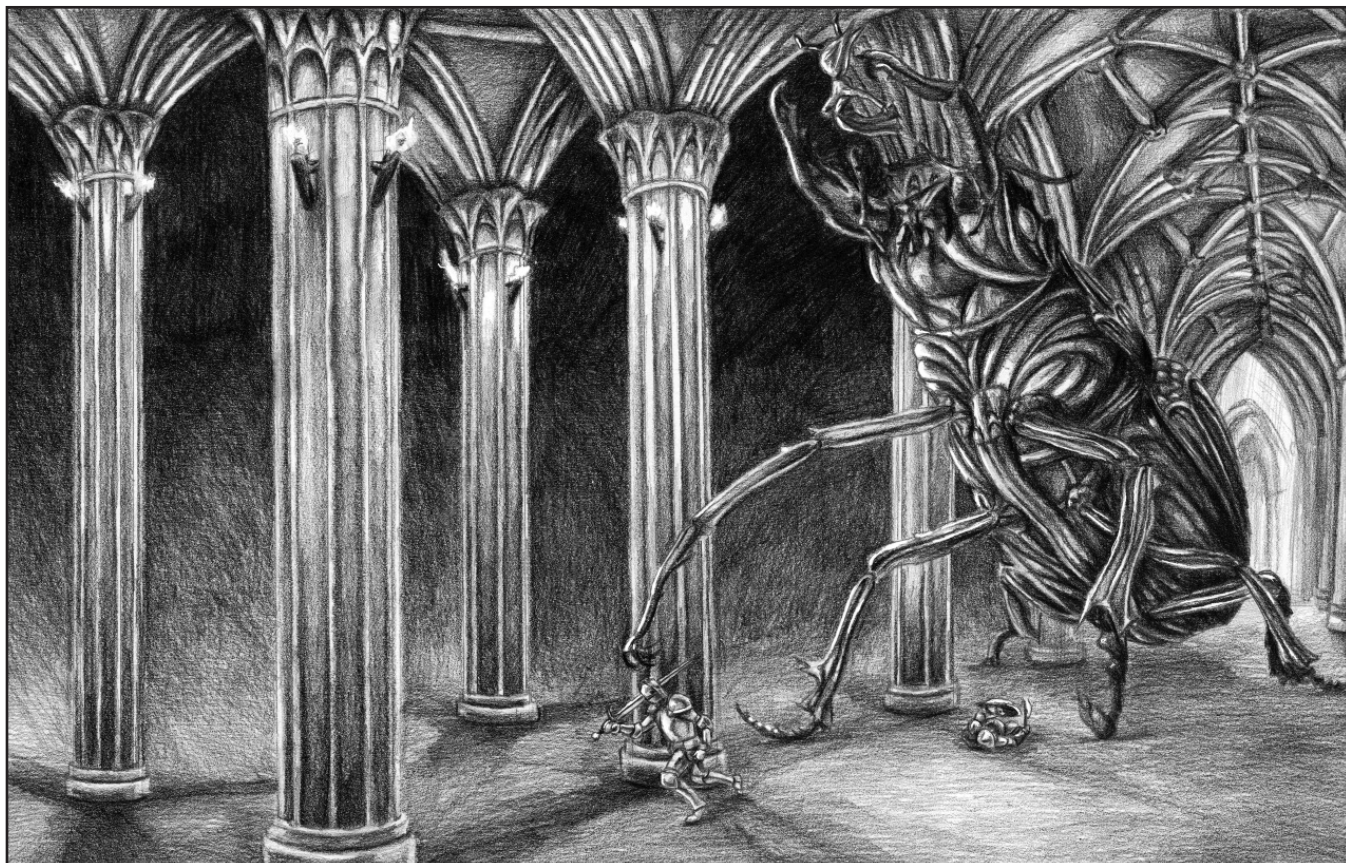
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slumbering TSAR



— The Hidden Citadel, Part 4 — In the Belly of the Beast

By Greg A. Vaughan

The highest ranking of the Disciples and other vile followers of the Demon Prince were allowed into the belly of the great Citadel of Orcus. Only a one-time pilgrimage for those selected to live within the Citadel below permitted the lay followers to reach this level, and then only to swear their lives and souls away before the dreaded Oathstone. The greatest of Orcus's followers who were spared the indignity of animation as zombie or skeleton servitors upon their deaths were interred in a thousand-year-old burial vault in which even the Disciples of Orcus feared to tread. And the powerful and highly secretive wizards and warlocks that served in the laboratories of the Citadel and conducted their experiments in the name of Orcus resided in seclusion on these levels. Great catastrophe was unleashed from these haunted halls, and even greater secrets remain to be discovered within the belly of the Beast.

Chapter 5: The Belly of Orcus

Level 4: The Belly of Orcus (Regions 10, 11, 12 and 13) — Map 5-1

Difficulty Level: 15

Entrances: The Throat of Orcus (Area 281) and stairs down from the Dovecote (Area 322).

Exits: The Throat of Orcus (Area 281).

Wandering Monsters: Check on 1d20 (+5 in Region 13) every 30 minutes or after the party makes any significant noise:

d20	Encounter
1	1d6 Fear Guards and 1d2 Advanced Fear Guards
2	2d4 Advanced Black Skeletons
3	Devourer
4	1d6+3 Voracious Ghosts
5	1d4+4 Dire Bats
6	1d6 Greater Shadows
7	1d4 Dark Custodians
8	1d8 Spectres
9–20	No encounter

Fear Guards and Advanced Fear Guards: This group patrols the corridors attacking all they see that are not wearing or accompanied by someone wearing the garb of a Disciple of Orcus. They get a Sense Motive check opposed to the Bluff check of anyone wearing Disciple of Orcus garb to see through the disguise.

FEAR GUARD CR 5
XP 1,600
hp 51 (See Area 282)

ADVANCED FEAR GUARD CR 6
XP 2,400
hp 63 (See Area 293)

Advanced Black Skeletons: This group patrols the halls and also attacks anyone not wearing garb of the Disciples of Orcus, however, they do not get a Sense Motive check to see through the guise of PCs wearing such garb.

ADVANCED BLACK SKELETON CR 6
XP 2,400
hp 59 (See Area 306)

Devourer: This menace is all that remains of some ancient experiment in contact with horrific entities of the outer planes. It attacks anyone it sees and attempts to devour their souls.

DEVOURER CR 11
XP 12,800
hp 133 (*Pathfinder Roleplaying Game Bestiary* “Devourer”)

Voracious Ghosts: These are the remains of lost thralls or Templars that were left behind in the Great Retreat due to being too wounded to be able to keep or just being locked away when the retreat occurred. They eventually succumbed to their wounds or starvation and now wander the halls in packs seeking something to feed upon. They howl and attack with abandon whenever they spot living prey.

VORACIOUS GHAST CR 4
XP 1,200
hp 34 (See Area 318)

Dire Bats: These creatures wander the halls surviving off of the rats and other foul vermin they find. They avoid undead creatures and are likewise ignored by such but readily attack living PCs.

DIRE BAT CR 2
XP 600
hp 22 (*Pathfinder Roleplaying Game Bestiary* “Bat, Dire”)

Greater Shadows: Seemingly spawned from the very evil that suffuses the whole of the Citadel, these creatures quietly slip from room to room looking for life that they can snuff out.

GREATER SHADOW CR 8
XP 4,800
hp 58 (*Pathfinder Roleplaying Game Bestiary* “Shadow, Greater”)

Dark Custodians: Left behind by the Disciples to guard the Citadel, these creatures are never fooled by PCs disguised in Disciples gear. However, if a PC becomes the Chief Scribe of the Citadel, they will follow that individual's orders within reason (they can't be ordered to destroy themselves).

DARK CUSTODIAN CR 9
XP 6,400
hp 91 (See **Monster Appendix**)

Spectres: The remains of murdered members of the Disciples or other sects within the Citadel, these creatures emerged into unlife after the Great Retreat and have haunted the Citadel ever since, forever hunting those that wronged them in life. They always attack anyone in Disciples of Orcus garb.

SPECTRE CR 7
XP 3,200
hp 52 (*Pathfinder Roleplaying Game Bestiary* “Spectre”)

The Belly of Orcus sits fully 460 feet above the level of the surrounding plaza. It corresponds to the level of the Orcus image's arms on the armrests of the great throne and the great belly and is thus spread out over a large area. It consists of four different regions, one of which actually occupies several different levels of the citadel. The main regions of this level are the Inner Temple, the Upper Cloisters, and the Mausoleum. The fourth region is the Wand of Orcus and actually covers parts of the level below and the next three levels up. It is considered part of the Belly of Orcus because it is here that it actually connects to the rest of the citadel.

Region 10 — The Inner Temple (Map 5-2)

The Inner Temple served as the main worship center for the Disciples of Orcus. While they conducted services in the Great temple below where only the elite of the city were allowed to enter, they themselves enjoyed a more sanctified place of worship. Only the most favored outside of the clergy were ever allowed to participate in ceremonies here. Also it holds the *Oathstone* where all residents were brought to swear fealty before being allowed to reside in the citadel. The Disciples made the most of that single trip—one that most residents made only once in their lifetime—to sufficiently intimidate and overawe them during their visit in order to ensure greater obedience later.

281. Throat of Orcus

The stair continues to rise up the sides of this shaft into seemingly endless darkness. Whether a result of the small airshafts that pierce this massive edifice or perhaps from some more sinister source, a sporadic breeze flows down the shaft, almost like the citadel itself is breathing.

The Throat of Orcus serves as the main connection between the levels of the citadel extending from the Lap of Orcus all the way to Jowls of Orcus. The air current is a natural result of air pressure differentials caused by the many wind tunnels that open onto the shaft

282. Waiting Chamber (CR 10)

An entry room opens off of the stairwell. Pillared alcoves open on either hand, and a wide hall extends to the east. Shadows swirl mysteriously among the pillars.

Here those who were fortunate enough to be allowed entry to the Inner Temple were kept waiting here to build proper suspense and tension. Ancient guardians summoned by the Disciples of Orcus still guard this chamber.

Creatures: There are 6 **fear guards** lurking in the alcoves, translucent figures that appear to wear ghostly robes over armor. Their faces constantly shift maddeningly from serene countenances to demonic visages twisted in rage and fear. These undead attack relentlessly unless rebuked or commanded by a cleric of Orcus. They loyally follow the commands of such an individual. They begin their attack by using their *deeper darkness* and then swarming to attack from all sides.

FEAR GUARDS (6)

CR 5

XP 1,600

The Tome of Horrors Complete 277

CE Medium undead (incorporeal)

Init +6; **Senses** darkvision 60 ft., see in darkness; **Perception** +10**Aura** fear aura (20 ft., DC 17)**AC** 17, touch 17, flat-footed 14 (+4 deflection, +2 Dex, +1 dodge)**hp** 51 (6d8+24)**Fort** +6; **Ref** +4; **Will** +6**Defensive Abilities** channel resistance +2, incorporeal; **Immune** undead traits**Weaknesses** daylight vulnerability**Speed** fly 30 ft. (good)**Melee** incorporeal touch +7 (1d3 Wis damage)**Special Attacks** create spawn**Spell-like Abilities** (CL 8th):At will—*darkness*, *ray of enfeeblement* (ranged touch +6, DC 15)2/day—*deeper darkness***Str** —, **Dex** 15, **Con** —, **Int** 10, **Wis** 12, **Cha** 18**Base Atk** +4; **CMB** +6; **CMD** 21 (can't be tripped)**Feats** Dodge, Improved Initiative, Weapon Focus (incorporeal touch)**Skills** Fly +15, Perception +10, Sense Motive +10, Stealth +11 (+19 in dim light and darkness)

Create Spawn (Su) Any living creature reduced to Wisdom 0 by a fear guard is slain and becomes a fear guard under the control of its killer in 1d6 rounds.

Daylight Vulnerability (Ex) A fear guard exposed to natural sunlight (not merely bright light) suffers 2d6 points of damage per round of exposure and is *slowed* (as the spell).



283. Trapped Entry (CR 12)

Shallow alcoves open on either side of the hallway. Within each stands an iron statue of a halberd-armed warrior. The statues seem to be actually set into the walls behind them. Each is clad in mail and wears a full helm with faceplate completely covering its countenance. Strangely, these faceplates have no eyeholes. Somehow this makes the statues seem even more sinister.

The statues here are harmless. In fact they are part of an *illusory wall* spell that comprises them and the wall at the rear of the alcoves (DC 19 Will save to disbelieve if interacted with). They serve primarily as a distraction to prevent the unwary from detecting the **trap**, as well as, to mask the entrances to the guard chambers beyond.

Trap: When anyone reaches the point in the hallway marked with a T, a maximized *flame strike* is activated in the center of the hall in the 10 feet immediately west of that point. The trap resets itself after 1 hour.

MAXIMIZED FLAME STRIKE TRAP CR 12
Type magical; Perception DC 30; Disable Device DC 30

Trigger proximity (*alarm*); **Reset** automatic
Effect spell effect (maximized *flame strike*, 15th-level cleric, 90 points of fire damage, DC 20 Reflex save half damage)

284. Guard Room

This chamber is featureless with only a small table and four rickety chairs. The *illusory wall* to the south is obvious for what it is from this side. This guard room once housed Templars assigned to the Inner Temple. It has remained undiscovered since the Great Retreat, and no wandering monsters will be encountered here unless somehow led here by the party.

285. Templar Billets

Rows of wooden bed frames line the walls of this room, the bedding long since removed. Engaged columns support the vaulting ceiling. The Templars guarding this temple were once quartered here. It has been stripped of valuables. Like Area 284, there are no wandering monsters here.

286. Sergeants' Quarters

Three wooden bed frames and a small table are all that remains in this former sergeants' quarters. Like the preceding rooms, no wandering monsters come to this area.

287. Guard Room

This room is identical in all respects to Area 284.

288. Templar Billets

This room is identical to Area 285.

289. Sergeants' Quarters

This room is identical to Area 286.

290. Captain's Office

Most of the floor space in this room is occupied by a large wooden desk sitting beneath a thick layer of dust. The surface of the desk is marked and scored like a butcher's block and bears many suspicious stains.

This served as the office of the captain in charge of the Templar contingent that was stationed here. The office has been stripped of all furnishings save the desk and a simple wooden chair. The surface of the desk is exactly as it appears; the captain had a strange penchant for butchering his own meat and carried out the task on this desk. Like the other rooms in this section, wandering monsters have not yet discovered its location.

291. Meeting Room

This room is completely empty. It once served as the meeting chamber for the captain and his non-commissioned officers, but its furnishings were of a higher quality and he elected to transport them with the Great Retreat. It is now dusty and empty. It, too, is devoid of wandering monsters.

292. Captain's Quarters

This chamber has a low ceiling—only nine feet high or so—its plaster chipped away in so many places as to barely be detectable, though a large portion lies in flakes long ago brushed into the room's corners. Several iron spikes have been hammered into the ceiling from which dangle short chains ending in meat hooks. Dark stains mar the dusty stone of the floor beneath these hooks. A steel bed frame is scooted against one wall.

Despite this room's sinister appearance, the eccentric captain merely used the meat hooks to temporarily hang the cuts of meat that he butchered. He had a reputation of always smelling slightly of rancid meat since he elected to sleep with these shanks of meat in this poorly-ventilated, uncooled chamber. Like the others, this room has yet to be discovered by wandering monsters.

Treasure: The iron rails of the bed frame are hollow, as can be discerned by knocking on them (DC 10 Perception check). A DC 18 Perception check is able to locate a cap that can be removed from the bottom of one of the legs. Hidden within is a pendant of beaten bronze inset with chips of chalcedony. Incised into its surface is a skeletal fist grasping a spiked flail—symbol of the Templar Guard. The pendant is worth 25 gp.

293. Forehall (CR 12)

This chamber widens in stages to the east. At the widest point is a row of marble pillars, skillfully carved to resemble a series of skulls mounted on interlocking spinal columns. Tiny red flames burn in the eye sockets and gaping mouths of the carven skulls. Directly opposite the entrance stands a 15-foot-high double door of shining gold. Inscribed across its surface is a massive ram's skull that seems to stare down upon any who enter. Beside this huge portal is a bronze altar, its top forming a shallow, scorched bowl. Four bronze ram's horns rise from the corners of the altar, surrounding this sacrificial bowl. The wall behind the altar and the ceiling above bear the dark soot stains from many years of burnt offerings. Hanging beside the door on the opposite side from the altar is a large bronze gong, though, strangely it has no striker.

This forehall guards the entrance to the hall of parishioners, the only portion of the Inner Temple that those not initiated into the ranks of the Disciples were ever allowed to see. Therefore, the Disciples used every opportunity to convey the power and mystery of Orcus in order to keep these parishioners properly cowed and compliant to the will of the Disciples. To this end they created a clever and complicated system for opening the main doors (described below).

To inspire the proper amount of awe in parishioners before they were allowed to enter the temple beyond, the Disciples of Orcus created a set of cleverly constructed-but-easily activated automated doors. When parishioners arrived to make their pledge before the *Oathstone*, they were met here by the duty priest. They either brought expensive materials for a burnt offering or bought such materials at an extremely inflated price from the priest. The priest then performed a complicated and properly impressive ritual while making the burnt offering on behalf of the parishioners. At the culmination of the ritual, the gong sounded loudly of its own accord, and the massive portals slowly opened themselves, seemingly by the invisible hand of Orcus himself.

Actually, the entire ritual was a sham and little more than a way to fleece an extra donation from the parishioners and, as mentioned, impress them with the mighty power of Orcus. Rather than expend any magic on performing this operation over and over again every time a new parishioner was brought to the Inner Temple, the Disciples instead constructed these automatic doors that could be simply activated by building a fire on the altar. Within the altar is a reservoir of water. When the fire heated the water to a boil, the steam escaped through small pipes inside the altar that run down through the floor to another reservoir. This reservoir is attached to a weighted balance from which hidden chains reach to the hinges of the doors. As the steam reached the second reservoir and cooled, that reservoir began to fill with water. When enough water had collected, it tipped the scales, and the weights caused the door to swing ponderously open by some unseen hand. A second chain led from the balance up to a striker hidden in the wall behind the gong. When the balance tipped, that chain was pulled causing the gong to sound seemingly of its own accord. When combined with the suitably-impressive ritual performed by the duty priest, the whole combined to leave an impression of awe and fear on the mind of the followers of Orcus. Later when the altar had cooled and the water no longer boiled, the negative pressure in the altar reservoir caused the water in the lower reservoir to be drawn back up through the pipes and the doors to swing silently closed.

The mechanism for this operation is still in place and still functional. In fact, short of lighting a fire on the altar, the only way to open the doors is to break through them or disable the entire mechanism. Even a *knock* is ineffective due to the extensive mechanism connected to the door. If a fire is lit on the altar, the doors open after about 1 minute. Unless the mechanisms are completely dismantled, the only way to really determine what is occurring with the doors requires a DC 40 Knowledge (engineering) check.

Reinforced Wooden Automatic Doors: 4 in. thick; Hardness 6; hp 80; Break DC 27; Disable Device DC 30.

Creatures: Now there are **8 advanced fear guards** that prevent intrusion into the temple beyond.



CHAPTER 5: THE BELLY OF ORCUS

ADVANCED FEAR GUARDS (8)

CR 6

XP 2,400

The Tome of Horrors Complete 277

CE Medium undead (incorporeal)

Init +8; **Senses** darkvision 60 ft., see in darkness; **Perception** +12

Aura fear aura (20 ft., DC 19)

AC 21, touch 121, flat-footed 16 (+6 deflection, +4 Dex, +1 dodge)

hp 63 (6d8+36)

Fort +8; **Ref** +6; **Will** +8

Defensive Abilities channel resistance +2, incorporeal; **Immune** undead traits

Weaknesses daylight vulnerability

Speed fly 30 ft. (good)

Melee incorporeal touch +9 (1d3 Wis damage)

Special Attacks create spawn

Spell-like Abilities (CL 8th):

At will—*darkness*, *ray of enfeeblement* (ranged touch +6, DC 17)

2/day—*deeper darkness*

Str —, **Dex** 19, **Con** —, **Int** 14, **Wis** 16, **Cha** 22

Base Atk +4; **CMB** +8; **CMD** 25 (can't be tripped)

Feats Dodge, Improved Initiative, Weapon Focus (incorporeal touch)

Skills Fly +17, Intimidate +15, Knowledge (religion) +11, Perception +12, Sense Motive +12, Stealth +13 (+21 in dim light and darkness)

Create Spawn (Su) Any living creature reduced to Wisdom 0 by a fear guard is slain and becomes a fear guard under the control of its killer in 1d6 rounds.

Daylight Vulnerability (Ex) A fear guard exposed to natural sunlight (not merely bright light) suffers 2d6 points of damage per round of exposure and is *slowed* (as the spell).

Treasure: The automatic doors are gilded in a thin layer of gold plate. Anyone taking the time to painstakingly remove all of this plating can recover 2,500 gp worth.

293a. Entrance to Mausoleum

This double door does not match the décor of the rest of the room. It is a pair of heavy stone portals. Carved into its face in bas-relief is the image of a subterranean tunnel stretching into the distance. Dimly-seen shapes peer out from behind stalagmites and stalactites. The carving is very cunningly done and seems to draw the viewer's eye down that long passage to the unseen destination at the end. The entire effect is slightly unsettling.

This heavy stone portal seals the entrance to the citadel's crypts. The bas-relief is the artist's rendition of the trip through the Underworld to the realm of Orcus, Demon-Prince of the Undead. Its subject matter has lent a certain demonic influence to the sculpture, that cannot be detected as magic or dispelled, but it can be detected as a slightly greater aura of evil than the surrounding area. Anyone observing the relief must make a DC 25 Will save or become overcome with a sense of overpowering fatalism. Its influence is such that it causes a –1 penalty on all the PC's attack and damage rolls, ability checks and skill checks. This affect can only be removed with a *dispel evil*. Likewise, a *dispel evil* directed at the stone door suppresses the aura for 10 minutes.

Cunningly hidden in the bas-relief is a keyhole (DC 20 Perception check to locate). It is the only way to open this door short of breaking it or using magic. The carnelian key that opens the door can be found in Area 195.

Locked Stone Doors: 8 in. thick; Hardness 8; hp 120; Break DC 32; Disable Device 30.

294. Duty Priest

This chamber holds a simple bed, table with oil lamp and chair, and wooden cupboard. A black robe hangs from a hook on the wall.

This served as the chamber for the duty priest in charge of performing the opening ritual for the temple doors. The robe is the cassock of a Disciple of Orcus. Lying on one of the cupboard's shelves beneath a layer of dust is a brass key (DC 16 Perception check to locate). This is the key to Area 295.

295. Fuel Storage

The door to this room is locked (the key is in Area 294). Anyone making a DC 15 Perception check (or automatically if they have the scent special quality) detects the faint odor of carrion from within.

Stone bins line the walls of this room that appear to be occupied by stacks of firewood and lumps of some less-identifiable substance. The smell of rot in this chamber is almost overpowering.

This room was used to store the fuel and materials for sacrifices in Area 293. It was all left behind with the withdrawal from the citadel. The dryness of the room's atmosphere has preserved the wood like so much tender and greatly slowed down the decay of the sacrificial meat whose remnants still deteriorate in the other bins.

296. Hall of Parishioners

The drama of the gilded doors is continued in this grand hall that extends eastward through a series of trefoil arches that separate the vaulted chamber into three separate sections — two with alcoves extending on either side and the farthest ending in a temple nave. Thick, blocky columns with fluted sides and exaggerated capitals extend in rows down the length of the hall. Iron sconces glowing with red flames hang from the inside surface of each column providing a hellish glow. Iron rods hanging high on the walls hold the barest shreds of fabric as though tapestries once hung from them. At the far end a gilded altar glows weirdly in the flickering red light. Behind it, partially masked in shadows, stands a stone statue of a ram-headed demon. It leans forward menacingly and bears a skull-tipped wand in one hand. Its eyes consist of two huge reddish gems that likewise reflect the light from the sconces. Heavy black tapestries still cover the walls in that portion of the chamber.

This chamber is the heart of the Inner Temple, the most sanctified portion of the citadel that most of the residents ever saw. Its design was made primarily to evoke a sense of awe and fear in the beholder. The iron sconces hold *continual flame* spells (caster level 15). Thick tapestries similar to those at the east end once hung over the entire length of the hall but were devoured by the beetle at Area 297. Only the aura given off by the main altar prevented it from eating those as well. The column in the first alcove to the north has toppled over and shattered, its magical flames still flickering in the rubble. This damage was caused by the cathedral beetle. Proceed with the description to Area 297 if the alcove is approached. Any noises or light sources brought into this room attract the attention of the cathedral beetle in 1d4 rounds.

The altar in the nave gives off a permanent *unholy blight* effect (DC

16, caster level 20th) in a 20 foot radius. It has been modified slightly so that it does not give off the typical greasy miasma of darkness — replaced by the hellish red glow — and increasing the DC to identify it through Spellcraft by 5. Just before entering the area of the spell, each neutral or good creature receives a DC 10 Will save to notice a subtle change in the very air as the aura of evil is almost palpable. If the individual stops immediately and does not proceed forward, he avoids the effects of the spell. Otherwise he is affected as if an *unholy blight* has been cast on him each round that he remains within 20 feet of the altar (requiring a new save each round). This spell has kept the cathedral beetle from consuming the rest of the tapestries. The effect can be dispelled normally but can also be removed if each of the iron sconces (12 in all, including the broken one) is dispelled or at least masked with the equivalent of a *darkness* spell. Once all the flames have been dispelled or otherwise masked, the *unholy blight* effect is broken permanently.

The secret doors to Areas 300 and 301 can be found with DC 25 Perception checks.

Treasure: The gold altar is actually composed of pyrite and is worthless. The jewels in the idol's eyes are real rubies, however, each worth 5,000 gp.

297. Storage (CR 16)

Creature: This alcove once held a secret door that accessed a storage chamber. Held in the chamber at the time of the Great Retreat was a caged immature cathedral beetle. The Disciples were taken with the insect's unique and ornate appearance and intended to use it in some fashion. However, it was left behind in its cage when they departed. Eventually it was able to gnaw its way out of the iron cage and then began to consume the many boxes, bales and crates stored in the chamber. It eventually grew to gargantuan proportions and smashed through the storage room's wall, taking out one of the temple columns in the process. It then consumed everything organic in the temple — though the altar's wards kept it away from that portion of room. Now through long periods of hibernation, this **gigantic cathedral beetle** still dwells in this chamber and is ravenously hungry. This gargantuan beetle has a carapace of glistening bronze with ridged horns and fluted edges that give it the appearance of the moldings of a cathedral.

GIGANTIC CATHEDRAL BEETLE

CR 16

XP 76,800

Advanced-HD giant advanced cathedral beetle (*Creature Collection Revised* 37)

N Gargantuan vermin

Init +1; **Senses** darkvision 60 ft.; **Perception** +2

AC 31, touch 7, flat-footed 30 (+1 Dex, +24 natural, -4 size)

hp 256 (19d8+171)

Fort +20; **Ref** +7; **Will** +8

Immune vermin traits

Speed 40 ft., fly 30 ft. (clumsy)

Melee bite +21 (4d8+16)

Space 20 ft.; **Reach** 15 ft.

Special Attacks acid spray (20-ft. cone, 12d6 acid, once per hour, Ref DC 28 half)

Str 33, **Dex** 12, **Con** 28, **Int** —, **Wis** 14, **Cha** 1

Base Atk +14; **CMB** +28; **CMD** 40 (48 vs. trip)

Skills Fly -13

A secret trapdoor in the floor can be found with a DC 35 Perception check. It leads into a small chamber beneath the floor where the apparatus of the automated doors remains and could be repaired and maintained by the Disciples. Details of this mechanism are found in Area 293.

298. The Oathstone

Brass bars with a locked door in their center composed of the same bars divide this alcove off from the rest of the temple. The stone of the floor is worn smooth from the passage of many feet before the bars and through the door over the years. Beyond the bars, glowing strangely in the lights of the temple sconces, is a great boulder of black stone. Its sides are alternately smooth and rough in different places, and it appears to be wholly unnatural in origin.

The door to this alcove is locked and the key is lost. This is the *Oathstone* (see **Magic Items Appendix**), a piece of Orcus's own palace in the Abyss given to the Grand Cornu. All Disciples and willing residents of the citadel were required to touch the *Oathstone* and take an oath of loyalty to the demon prince before being allowed to dwell in the great citadel's unholy precincts. Anyone refusing to do so quickly found themselves in the Thrall barracks at the unmerciful hands of the Overseers, a slave of the citadel, until hardship of the Overseer's overzealous tortures granted them the release of death.

Brass Cage Bars and Door: 2 in. thick, 4 in. apart; Hardness 9; hp 40; Break DC 24; Disable Device DC 25.

299. Reliquary of St. Barthomey

A wall of brass bars separates this alcove from the rest of the temple. Beyond is a high dais of mottled green and red marble. Steps lead up the front of it to a shining silver chest sitting atop a pedestal of polished porphyry. The seams of the chest appear to be sealed with reddish material.

No door penetrates the bars that section off this alcove. The secret door in the east wall can be found from inside the alcove with a DC 30 Perception check (it is easily found from the opposite side) and is the only ingress into the alcove. This serves as the reliquary of one of the most unholy icons of the Disciples of Orcus, the ashes and bones of St. Barthomey, Patron of the Hopeless. Barthomey was a powerful priest that lived an age ago when Orcus was still a trickster god seducing Man into his worship in order to fully enter the Material world. When Orcus's plot was foiled, Barthomey began to travel using his considerable influence and charisma to ingratiate himself into towns and villages and then subtly guide his protégés towards acts of evil and ultimately self destruction. He was finally tracked down by crusaders of Muir but not before causing two of them to fight to the death over the right to execute him. He was ultimately burned at the stake, but some of his followers managed to steal the ashes and charred bones before they could be consecrated and scattered. Now they rest in this mithral chest sealed with bronze and placed in this position of honor within what was once the greatest temple complex devoted to Orcus in the world.

Barthomey has long since gone on to his eternal reward (or damnation as is more likely the case), but his reliquary remains sanctified with a tiny spark of his powerful spirit. Anyone touching the chest must make a DC 20 Will save. On a successful save, the individual is affected by *crushing despair* for 1 hour. On a failed save the individual is permanently affected by a more powerful form of *crushing despair* with double the normal penalties. Likewise, if the save is failed the individual must make a second DC 20 Will save. On a failure of this second saving throw, the individual becomes suicidal. This does not manifest as a berserk frenzy or anything obvious like that, but the individual seeks to find a way to end his life (a DC 15 Sense Motive check made by a companion is able to detect this tendency). For each day that the victim remains suicidal

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he must make DC 15 Intelligence check. If the check is successful, he is successful in finding a way to end his life. If *resurrected* the compulsion remains unless it too is removed. The *crushing despair* can be removed by a *good hope* spell, though the greater version and the suicidal tendencies cannot. They can be removed with a successful *dispel magic* or *break enchantment* (caster level 22).

The mithral box itself is worth 5,000 gp and is sealed with a melted bronze. If broken open, it is found to contain only a fine black ash — all that remains of Barthomey — after millennia.

Sealed Mithral Chest: 1 in. thick; Hardness 15; hp 30; Break DC 30.

300. Storage

This room holds only stacks of boxes containing candles, tapestries, textiles, ornaments and every sort of accoutrement associated with the outfitting of a temple of Orcus. There is nothing of real value here.

301. Vestry

This room holds rows of racks from which hang black robes and cassocks. In here are dozens of the robes worn by Disciples of Orcus, cleric's vestments, and holy symbols and icons dedicated to the worship of Orcus. The secret door in the west wall requires a DC 30 Perception check to locate it. It is easily noticed from the opposite side.

Treasure: A DC 17 Perception check reveals two silver holy symbols of Orcus worth 25 gp each, a string of ivory prayer beads worth 40 gp, and a gold-embossed shofar (a ram's horn trumpet) worth 100 gp.

302. Sitting Room

This chamber is comfortably furnished with a velvet-covered divan and settee. Between them is a low, polished ebony table upon which sit a silver tray and four silver goblets. Carefully laid across this table is a black cassock skillfully embroidered with thread-of-gold. Atop it rests a bejeweled biretta cap in the same black cloth.

This was the sitting room where Disciples awaited an audience with the Curate of the Inner Temple, a fairly high-ranking priest in the citadel. The clothing on the table is his, and a DC 10 Perception check is sufficient to notice the black kid leather boots resting beneath the table — also his. He disrobed and left his garb here before completing his task in Area 303. The west door is locked.

Treasure: The couch and divan are too moth-eaten to be worth anything. The cassock is likewise destroyed, but the golden thread could be stripped from it and is worth 30 gp. The jeweled hat is still in good shape and is worth 240 gp. The boots have dried out and are now cracked and worthless.

303. Curate's Quarters

This chamber is simply and sparsely furnished. A simple bed rests against the south wall. Next to it sits a prayer bench for kneeling before a small altar with a painted silk reredos behind it depicting a grim city on a desolate black plain. At the north end of the room, a chair rests next to a table that has been tipped over. Above the table dangles the skeletal remains of a humanoid. A knotted rope rises from the skeleton's neck and is looped around an iron lantern hanging from the ceiling. A golden ram's head dangles from a chain around the skeleton's neck.

This was the chamber of the Curate of the Inner Temple. When the Great Retreat was called, he was responsible for recovering the reliquary in Area 299. Since no one had entered the alcove in several generations, he was unaware of the effects of touching the chest. After laying hands on it, he was immediately overcome by Barthomey's curse. He removed his vestments, locked himself in his quarters, and hung himself and was forgotten. Only because the room has remained sealed all this time do his skeletal remains hang undisturbed by its dried tendons. If the skeleton is touched or disturbed in anyway, it immediately collapses into a heap of bones.

A DC 13 Perception check reveals the room's key lying in the dust near the door.

Treasure: The silk altar screen depicts Orcus's dour Abyssal realm, but if an interested buyer is found it can be sold for 400 gp. His gold holy symbol of Orcus is very ornate and is worth 80 gp.

Region II — Upper Cloisters (Map 5-3)

The Upper Cloisters is the original home of the Order of the Brotherhood of the Prince of Undying Hate and Ineffable Extinguisher of the Light — usually referred to simply as the Disciples of Orcus; the Demon Prince's innermost priesthood. Here the rank and file of the Disciples lived their days in dreary, cryptlike accommodations, endless litanies to the Demon Prince of the Undead, and almost slavish labor in the candleworks and scriptorium. Obedient service provided the Disciples with the run of the lower levels of the citadel and depraved entertainments (often at the expense of other residents of the citadel). Rising through the ranks of the Disciples resulted in promotion to other outposts of the faith or elevation to the Upper Disciples in the Shoulders of Orcus.

304. Disciples' Entrance (CR 16)

The hallway ahead widens into two alcoves flanking a bronze double door. The image of a demonic skull is graven into the surface of the doors. Each alcove holds a verdigrised copper statue depicting a tall, muscular man clad only in a loin cloth and a skull mask. Each statue has its arms folded and grips a spiked heavy mace that rests on its left shoulder.

This doorway bars entry into the Upper Cloisters and is guarded by a **trap**. The bronze doors are not locked.

Trap: Anyone passing through the area between the statues without first bowing to each activates the trap. The trap cannot be detected or disabled, but anyone making a DC 30 Knowledge (religion) check recognizes these figures as being prominent in some temples of Orcus and always requiring obeisance from the viewer. If that is realized

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and the player does not make the connection on his own, you can allow a DC 15 Wisdom check to realize that not doing so with these statues could result in dire consequences. If the trap is activated, the highly conductive statues cause a sheet of electricity to spring between them striking anyone in any of those squares reaching from floor to ceiling. The sheet of electricity lasts for 3 rounds. Anyone taking any damage from the trap must make a DC 18 Fortitude save or become paralyzed from muscle rigidity and be unable to move until the electrical discharge ceases. The trap automatically resets each time another individual tries to pass between them without first making the necessary obeisance. The trap can be avoided by destroying one of the statues (Hardness 9, hp 250, Break DC 35) or by squeezing through the alcove behind or above them (impossible for a Large creature, requiring a DC 30 Escape Artist check for a Medium creature, and accomplished without a skill check by a creature size Small or smaller—a failed attempt activates the trap).

ELECTRICAL IDOLS TRAP **CR 16**
Type magical; **Perception** DC na (see above); **Disable Device** DC na (see above)

Trigger location; **Reset** automatic

Effect electrical discharge (15d6 per round, 3 rounds, electricity, DC 25 Reflex save half damage, DC 18 Fortitude save or paralyzed); multiple targets (all targets in a 10-ft.-by-10-ft. area)

305. Assembly Hall of the Brotherhood (CR varies)

A hall widens from the northern bronze doors providing ample room for row upon row of high-backed wooden settles. Lesser doors exit to either side. The vaulted ceiling climbs to a height of 40 feet. Stone stairs climb two flights to a 20-foot-high balcony overlooking the chamber. Centered at the front of this dais is an ornate podium wrought of dark, razor-edged crystals holding aloft a slab of slate. Built into the front of this pedestal curves a giant golden ram's horn extending over the edge of the balcony and facing out over the rows of seating. The concave back wall of the balcony holds a complex carving of reddish stone that appears to be a multitude of demonic creatures writhing in a massive cluster of ecstasy or agony – perhaps both.

This assembly hall is where the Disciples of Orcus gathered for training and instruction in the ways of Orcus from Canon Lorvius or his assistants and sometimes the archbishop or the Seneschal. On very special occasions the Grand Cornu himself might deign to make an appearance before the assembled Disciples. Currently the hall is empty.

The podium is constructed of an unusual Abyssal crystal that when brought within 5 feet of a living or undead creature begins to flicker with tiny red sparks. Anyone within 60 feet viewing this flickering display must make a DC 15 Will save or be fascinated. Any creature subject to an Enchantment spell while so fascinated has a –4 penalty on the saving throw to resist. This effect subsides 1 minute after all living or undead creatures have left the 5-foot radius. This is a natural effect of the crystal, which is not magical, and cannot be dispelled.

Development: The golden shofar attached to the front of the podium was sounded to summon the Disciples to assemblies and can be heard throughout Regions 10 and 11 if blown. It also serves as part of a special ritual of the Disciples. If the blower spends 1 minute concentrating on the wall sculpture immediately after blowing the horn, a demon is summoned to the balcony directly in front of the viewer. The demon summoned is either a **balor**, a **nalfeshnee** or a **marilith** (33% chance of each) or **Orcus** himself (1% chance).

Summoning such a demon was part of the ritual for becoming a Disciple of Orcus. The petitioner would then bind his soul to the demon and the eternal service of Orcus. The demon would then judge the worth of the petitioner and either accepts his pledge or deem him unworthy and devours him messily before the gathered assembly. Anyone found worthy by Orcus himself was considered destined to become the new Grand Cornu within a year (much to the discomfiture of the current Grand Cornu who inevitably died sometime within the next year). Any such demon summoned by anyone other than a petitioner seeking admittance to the Disciples of Orcus immediately attacks.

BALOR DEMON **CR 20**
XP 307,200
hp 370 (*Pathfinder Roleplaying Game Bestiary* “Demon, Balor”)

NALFESHNEE DEMON **CR 14**
XP 38,400
hp 203 (*Pathfinder Roleplaying Game Bestiary* “Demon, Nalfeshnee”)

MARILITH DEMON **CR 17**
XP 102,400
hp 264 (*Pathfinder Roleplaying Game Bestiary* “Demon, Marilith”)

ORCUS, DEMON PRINCE OF THE UNDEAD **CR 35**
XP 52,480,000

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CE Huge outsider (chaotic, demon, evil, extraplanar)

Init +10; **Senses** darkvision 60 ft., life sight 40 ft. (20 rounds), *true seeing*; **Perception** +65

Aura destructive aura (30 ft., +7 damage, 15 rounds); fear (60-ft., Will DC 44, CL 35th), *unholy aura* (DC 30)

AC 55, touch 35, flat-footed 49 (+6 Dex, +20 natural, –2 size, +9 insight, +12 profane)

hp 742 (45d10+495); fast healing 5

Fort +37, **Ref** +21, **Will** +35

Defensive Abilities death's embrace; **DR** 25/cold iron and good;

Immune electricity, poison; **Resist** acid 10, cold 10, fire 10; **SR** 46

Speed 40 ft., fly 60 ft. (average)

Melee +5 *unholy greatclub* +62/+57/+52/+47 (2d8+26 plus death) or 2 slams +57 (2d6+14), sting +52 (2d4+7 plus poison)

Space 15 ft.; **Reach** 15 ft.

Special Attacks channel negative energy 15/day (DC 19, 8d6),

channel negative energy to command undead 12/day, (DC 32)

destructive smite 12/day (+7 damage), scythe of evil 2/day (7 rounds)

Spell-Like Abilities (CL 35th)

Constant—*speak with dead*, *true seeing*, *unholy aura* (DC 30)

At will—*animate dead*, *blasphemy* (DC 29), *charm monster* (DC

26), *deeper darkness*, *desecrate*, *detect good*, *detect magic*, *detect*

thoughts (DC 25), *fear* (DC 26), *greater dispel magic*, *greater*

teleport (self plus 50 pounds of objects only), *lightning bolt* (DC

28), *polymorph*, *read magic*, *suggestion* (DC 28), *symbol of death*

(DC 30), *symbol of pain* (DC 27), *tongues* (self only), *true seeing*,

unhallow, *unholy blight* (DC 26), *wall of fire*

3/day—*summon* (level 9, 1d4 mariliths, 1d3 nalfeshnees, or 1 balor 100%)

1/day—*feeblemind* (DC 29), *summon* (level 9, 90 HD of undead 100%)

Domain Spell-Like Abilities (CL 15th)

12/day—*bleeding touch* (7 rounds), *touch of evil* (7 rounds)

Necromancer Spell-Like Abilities (20th)

12/day—*grave touch* (10 rounds)

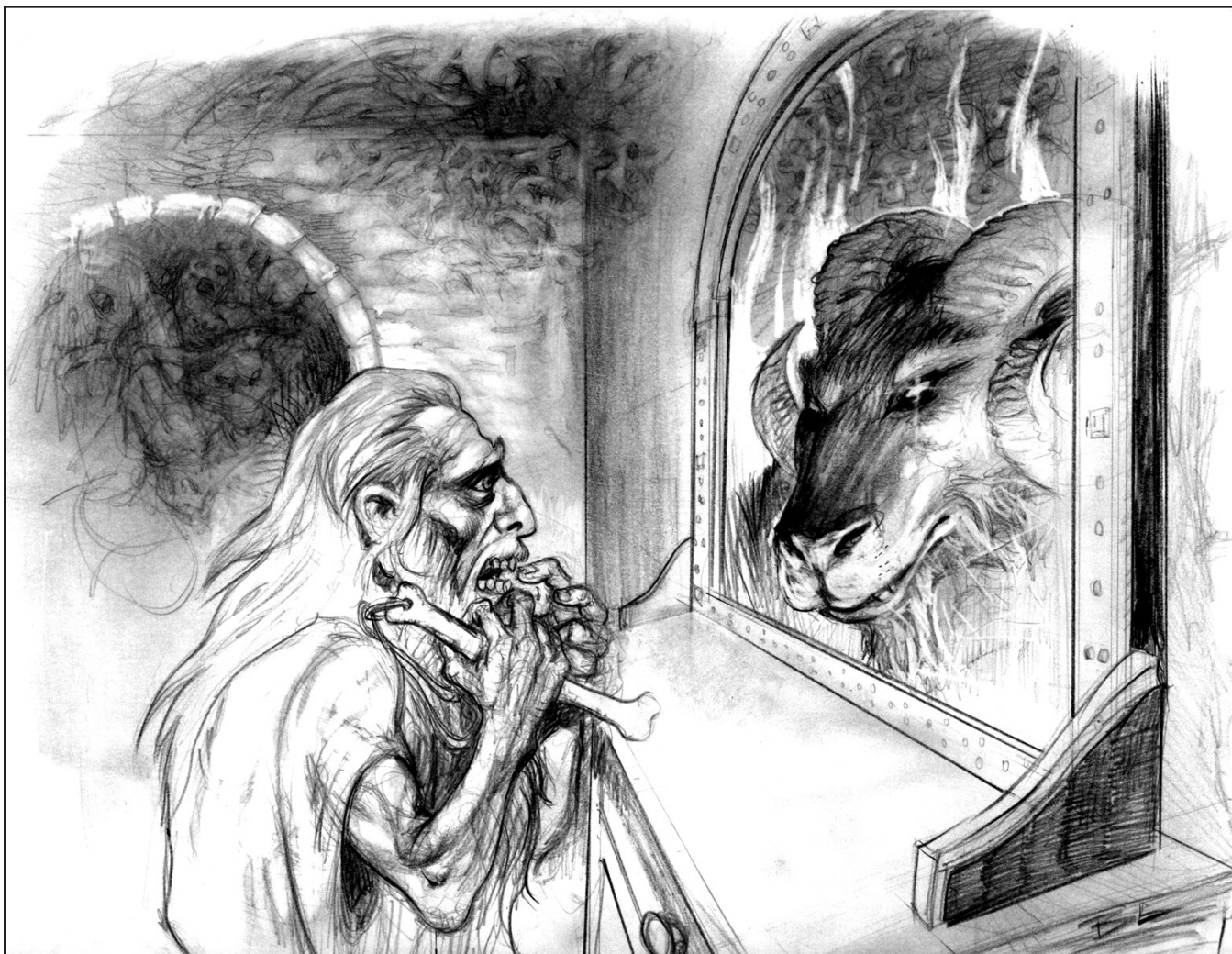
Unholy Spells Prepared (CL 15th)

8th—*cloak of chaos* (DC 27), *create greater undead*^D, *mass inflict*

critical wounds (DC 27)

7th—*destruction*^D (DC 26), *mass inflict serious wounds* (DC 26),

repulsion (DC 26), *word of chaos* (DC 26)



6th—*geas/quest* (DC 25), *harm* (DC 25), *harm^D* (DC 25), *mass inflict moderate wounds* (DC 25, x2)
 5th—*break enchantment*, *dispel good* (DC 24), *dispel good^D* (DC 24), *dispel law* (DC 24), *slay living* (DC 24, x2), *screaming*
 4th—*death ward*, *death ward^D*, *dimensional anchor*, *divine power*, *inflict critical wounds* (DC 23, x2), *spell immunity*
 3rd—*bestow curse* (DC 22, x2), *blindness/deafness* (DC 22), *contagion* (DC 22), *inflict serious wounds* (DC 22, x2), *magic circle against good^D*, *protection from energy*
 2nd—*bull's strength*, *death knell* (DC 21), *inflict moderate wounds* (DC 21, x3), *shatter* (DC 21), *shatter^D* (DC 21), *silence* (DC 21)
 1st—*bane* (DC 20), *cause fear^D* (DC 20), *command* (DC 20), *detect undead*, *doom* (DC 20), *entropic shield*, *inflict light wounds* (DC 20, x3)
 0 (at will)—*bleed* (DC 19), *guidance*, *light*, *resistance*
D domain spell; **Domains** Death, Destruction, Evil
Necromancer Spells Prepared (CL 20th)
 9th—*energy drain* (DC 28, x2), *meteor swarm* (DC 28), *soul bind* (DC 28), *wail of the banshee* (DC 28), *wish*
 8th—*create greater undead*, *horrid wilting* (DC 27, x3), *iron body*, *polar ray*
 7th—*control weather*, *finger of death* (DC 26, x2), *limited wish*, *spell turning*, *waves of exhaustion*
 6th—*acid fog*, *circle of death* (DC 25, x2), *create undead* (x2), *eyebite* (DC 25)
 5th—*blight* (DC 24), *cloudkill* (DC 24, x2), *cone of cold* (DC 24), *magic jar* (DC 24), *symbol of pain* (DC 24), *waves of fatigue*
 4th—*animate dead*, *bestow curse* (DC 23), *enervation* (x2), *ice storm*, *shout* (DC 23), *wall of fire*
 3rd—*gaseous form*, *gentle repose*, *halt undead* (DC 22), *haste*, *ray of exhaustion* (DC 22, x2), *vampiric touch*
 2nd—*false life*, *flaming sphere* (DC 21), *ghoul touch* (DC 21), *gust of wind* (DC 21), *scare* (DC 21), *scorching ray*, *spectral hand*

1st—*cause fear* (DC 20), *chill touch* (DC 20), *grease* (DC 20), *hold portal*, *obscuring mist*, *ray of enfeeblement* (x3)
 0 (at will)—*acid splash*, *arcane mark*, *dancing lights*, *disrupt undead*, *touch of fatigue* (DC 19)

Str 38, **Dex** 22, **Con** 33, **Int** 28, **Wis** 28, **Cha** 34

Base Atk +45; **CMB** +61; **CMD** 98

Feats Alertness, Awesome Blow, Blind-Fight, Cleave, Combat Casting, Combat Expertise, Command Undead^B, Craft Wand, Craft Wondrous Item, Critical Focus, Deceitful, Empower Spell, Extend Spell, Great Cleave, Great Fortitude, Heighten Spell, Improved Initiative, Iron Will, Maximize Spell, Power Attack, Quicken Spell, Sickening Critical, Staggering Critical, Stunning Critical
Skills Bluff +64, Diplomacy +60, Disguise +14, Escape Artist +51, Fly +50, Heal +54, Intimidate +60, Knowledge (arcana) +57, Knowledge (history) +54, Knowledge (nobility) +54, Knowledge (planes) +57, Knowledge (religion) +54, Perception +69, Sense Motive +61, Spellcraft +57, Survival +54
Languages Abyssal, Celestial, Common, Draconic, Giant, Goblin, Ignan, Infernal, Sylvan; telepathy 100 ft.

SQ planar omniscience

Gear *Wand of Orcus*

Poison (Ex) Sting—injury; *save* Fort DC 43; *onset* immediate; *frequency* 1/round for 10 rounds; *effect* 2d6 Constitution; *cure* 3 consecutive saves. The save DC is Constitution-based.

Wand of Orcus: Mighty Orcus wields a huge black skull-tipped rod that functions as a Large +5 *unholy greatclub*. It slays any living creature it touches if the target fails a DC 40 Fortitude save. Orcus, can at will, shut this ability off so as to allow his wand to pass into the Material Plane (and usually into the hands of one of his servants). Further, the *Wand* has the following powers (Caster Level

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20th; save DC 25 + spell level):

— 3/day—*animate dead*, *deeper darkness*, *desecrate*, *fear*, *unhallow*

— 2/day—*blasphemy*, *unholy aura*.

Treasure: The crystal podium is very fragile and weighs 300 lb. but if carefully removed could be sold in a major city for 1,800 gp. The shofar is made of solid gold and weighs 780 lb. It is worth 9,000 gp.

306. Cloister Cells (CR 15)

The ceiling in this area is only 10 feet high. There are no light sources.

A stuffy, cramped hallway twists away into darkness before you. Narrow, coffinlike doors branch off into small cryptlike vaults. An oppressive feeling of death and claustrophobia seems to weigh down on you like a physical thing.

These tiny cells housed the Disciples of Orcus, usually two or three to cell, sleeping in shifts. Each cell still holds a cracked and warped prie-dieu standing before a small wooden altar to Orcus where the faithful could do their daily devotions. A few still hold a worm-eaten, ratty blanket or thin, lice-infested mattress. A secret door connects two of them and can be found with a DC 22 Perception check.

Creatures: When the Disciples departed, they took with them their valuables and left behind **14 advanced black skeletons** and **11 advanced fear guards** to deal with anyone who came after.

ADVANCED BLACK SKELETONS (14)
XP 2,400

CR 6

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CE Medium undead

Init +10; **Senses** darkvision 60 ft.; **Perception** +12

Aura frightful presence (60 ft., DC 17)

AC 24, touch 16, flat-footed 18 (+6 Dex, +8 natural)

hp 59 (7d8+28)

Fort +6; **Ref** +8; **Will** +7

Defensive Abilities channel resistance +4; **DR** 10/bludgeoning and good; **Immune** undead traits

Speed 40 ft.

Melee 2 short swords +12 (1d6+2/19–20 plus 1d3 Strength damage) or 2 claws +11 (1d4+2 plus 1d3 Strength damage)

Special attacks superior two-weapon fighting

Str 15, **Dex** 23, **Con** —, **Int** 17, **Wis** 14, **Cha** 18

Base Atk +5; **CMB** +7; **CMD** 23

Feats Improved Initiative, Two-Weapon Fighting, Weapon Finesse, Weapon Focus (short sword)

Skills Acrobatics +13 (+17 jump), Climb +12, Escape Artist +13, Intimidate +14, Knowledge (religion) +13, Perception +12, Stealth +16

Languages Abyssal, Common

Gear 2 short swords

Strength Damage (Su) A black skeleton's attacks (either by a weapon or natural attack) deal 1d3 points of Strength damage to a living creature. This is a negative energy effect. This is a function of the black skeleton itself, not its weapons.

Superior Two-Weapon Fighting (Ex) A black skeleton usually fights with a short sword in each hand. Because of its magical nature, its Two-Weapon Fighting feat allows it to attack with both weapons at no penalty.

ADVANCED FEAR GUARDS (11)

XP 2,400

hp 63 (See Area 293)

CR 6

Tactics: The black skeletons are clustered in the eastern corner of the maze, while the fear guards lurk among the cells. When intruders enter the cloisters, the fear guards try to surround the party by moving between cells without revealing themselves to the party. When they are in position or when combat begins, they use their *deeper darkness* ability to envelope the entire area in darkness and then swarm in from all sides using their fear aura and see in darkness ability to their advantage. When the sounds of combat begin the black skeletons divide into two groups to attack in a pincer movement as a second wave when the PCs defeat the fear guards, break free, or try to flee. They begin their attacks with their frightful presence. The skeletons are aware of the secret door and will use it as a shortcut to outflank the party.

307. Privies

Wooden partitions create stalls, each holding a simple stone bench with a hole cut in it leading to a small chute exiting through a 3-inch hole in the side of the citadel. There is nothing of interest here, though occasional updrafts cause a strange moaning sound and can make torches flicker.

308. Thrall Pit

The door of this room opens onto a short lip that looks out over a 15-foot-deep pit. The floor and lower walls of the pit hold many stains and scars, and a few pieces of rotten debris are scattered among the dust below.

The Thralls that were assigned to the Upper Cloisters were locked in this room at the bottom of the pit when not working in the kitchens or elsewhere. When needed, a rope was lowered to haul them up for their work assignments. Nothing remains in here.

309. Dining Hall (CR 15)

This long room has been cleared of furnishings. Two archways exit to the west. The flagstones of the floor are scarred by countless strikes from iron-shod hooves.

Once the dining hall for the Disciples of Orcus, all of the furnishings were scavenged long ago.

Creature: Now this chamber serves as the demesne of one of the fallen knights of the Fifty and One, Sir Thormadine a **marrow knight**. Sir Thormadine fell victim to the *proto-matter* and the curses of the citadel and was transformed into this hideous centaurlike, undead creature. He still wears his full plate on his upper torso, and the remainder of the suit has been suspended along his bony flanks, intermixed with other scavenged pieces of plate armor. Once he sights PCs, he immediately charges to attack and pursues relentlessly. He fights to the death.

SIR THORMADINE

CR 15

XP 51,200

Male marrow knight fighter 10 (*Creature Collection Revised* 120)

NE Large undead

Init +7; **Senses** darkvision 60 ft.; **Perception** +26

AC 21, touch 10, flat-footed 20 (+9 armor, +1 Dex, +2 natural, –1 size)

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hp 233 (12d8+48 plus 10d10+40 plus 32)
Fort +15; **Ref** +10; **Will** +12 (+15 vs. fear)
Defensive Abilities bravery +3, channel resistance +4; **DR** 10/bludgeoning; **Immune** undead traits

Speed 60 ft.

Melee +2 lance +31/+26/+21/+16 (2d6+16/x3), 2 hooves +21 (1d6+4) or mwk greatsword +26/+21/+16/+11 (3d6+10/19–20), 2 hooves +21 (1d6+4) or 2 claws +26 (1d6+8), 2 hooves +21 (1d6+4)
Space 10 ft.; **Reach** 5 ft. (10 ft. with lance)
Special Attacks spurs, trample (2d6+6, DC 28), weapon training (spears +2, natural +1)

Str 24, **Dex** 16, **Con** —, **Int** 10, **Wis** 12, **Cha** 18

Base Atk +19; **CMB** +27; **CMD** 40 (44 vs. trip)

Feats Cleave^B, Dazzling Display, Deadly Stroke^B, Greater Weapon Focus (lance)^B, Improved Initiative, Improved Vital Strike, Mounted Combat, Power Attack^B, Quick Draw^B, Ride-By Attack, Run, Shatter Defenses, Spirited Charge, Toughness, Vital Strike, Weapon Focus (lance), Weapon Specialization (lance)^B

Skills Acrobatics +11 (+23 jump), Intimidate +17, Perception +26, Stealth +10, Survival +16

Languages Common

SQ armor training 2

Gear improvised full plate armor, +2 lance, masterwork greatsword

Spurs (Ex) Bone spurs protruding from the flanks and limbs of a marrow knight serve as a measure of defense against those attempting to grapple it in combat (including attempts to leap on its back, bite attacks, or combat maneuvers that involve bodily contact). Those attempting to do so must make a DC 28 Reflex save each round of potential contact or take 1d10 points of damage. The save DC is Strength-based.

310. Kitchen

Like the dining hall, this plain kitchen has been stripped of anything of interest or value.

311. Candleworks (CR 16)

This tall room is cold and empty, a build-up of dust and wax on almost every surface. Thin walls divide the area into several interconnected chambers holding various sorts of work areas, tables, and equipment stores. Large partial blocks of wax, molds, and spools of thread seem to indicate this was once a chandler's workshop, though its sheer size is surprising. In the center of the room stands a lifelike wax sculpture of an armored knight. His armor bears the upturned sword image of Muir, and his beardless face bears an expression of sorrow.

This workshop was used by the Disciples to fabricate the sheer volume of candles necessary to keep the personal quarters of the citadel illuminated as well as provide for all of the votive ceremonies conducted by the clerics. The side store rooms still hold large blocks of wax as well as dyes, molds, and tools for shaping and cutting wax. The many dividing walls and 50-foot ceiling served to alleviate the heat of the two furnaces and prevent the wax products from melting.

Creatures: Standing at the room's center is a **tallow golem**. It moves to attack any living creature that enters the waxworks but does not pursue beyond the room's bounds. If the golem is damaged, a human skeleton is discovered inside it. This corpse is all that remains of Dreln, one of Bishu's knights. Who or what slew him and placed him in this current state is unknown, but here have his mortal remains been interred for centuries. Also within this room are **10 dark custodians**. They usually remain hidden



behind the room's many partitions, avoiding discovery, until battle is joined with the golem. At that time they begin attempting to grapple victims and pull them through the walls so they can be devoured at their leisure.

TALLOW GOLEM

CR 7

XP 3,200

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N Medium construct

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

AC 17, touch 9, flat-footed 17 (–1 Dex, +8 natural)

hp 75 (10d10+20)

Fort +3; **Ref** +2; **Will** +3

DR 10/adamantine and bludgeoning; **Immune** cold, construct traits

Weaknesses vulnerability to fire

Speed 20 ft.

Melee 2 slams +13 (2d8+3 plus grab)

Special Attacks chemisorb

Str 16, **Dex** 9, **Con** —, **Int** —, **Wis** 11, **Cha** 1

Base Atk +10; **CMB** +13 (+17 grapple); **CMD** 22

Chemisorb (Ex) A tallow golem can break down and absorb chemicals from a living victim by making a successful grapple check. If it pins the foe, it deals 1d4 points of Constitution damage each round the pin is maintained. Additionally, this causes skin discoloration. The victim must make a successful DC 17 Fortitude save or take 1 point of Charisma drain. Whether the save succeeds or fails, that victim cannot be affected again by the skin discoloration of that tallow golem's chemisorb attack for 24 hours. The save DC is Constitution-based and includes a +2 racial bonus.

DARK CUSTODIANS (10)

CR 9

XP 6,400

hp 91 (See **Monster Appendix**)

Treasure: Searching this chamber and the storerooms turns up three complete sets of masterwork chandler's tools. In addition, one storeroom holds a small wooden box containing 5 black *candles of invocation (Chaotic Evil)*. A DC 15 Perception check or *detect magic* is necessary to find this box. The skeleton of the nameless knight has a set of gold false teeth worth (350 gp).

312. Scriptorium (CR 16)

This room rises like a shaft to a ceiling 100 feet above. The ceiling is beveled, sloping sharply from the west to the east so that at the eastern wall the ceiling is only 60 feet high. Cut into the rock of the ceiling are three large shafts that slope upward to the east and look out onto open sky allowing what light is available to illuminate dust motes dancing lazily above the chamber floor. The floor itself is a crowd of bookshelves, tables, map racks, and tall stools standing before wooden secretaries covered in sheaves of papers and scrolls.

This chamber served as a repository for the vast numbers of scrolls, treatises, and religious texts covering the worship of Orcus since recorded history began. Most of these were removed in the Great Retreat leaving behind only a fraction of the writings. Disciples tasked as scribes spent their days seated at the escritiores copying works to preserve or disseminate them. The shafts cut into the ceiling lead to huge windows dozens of feet above composed of vast crystal sheets that open onto the citadel's eastern face to allow in light but not the elements. You will need to determine the time of day in order to know what amount of illumination is being let into the room. The crystal sheets are enchanted to darken to complete opacity upon the mental command of the Chief Scribe and are thus able to plunge the room into complete darkness. This process can be reversed by another command. Issuing the command is a free action, but the windows require a full round to make the transition.

Crystal Windows: 4 in. thick; Hardness 8; hp 60; Break DC 28.

Creatures: If the room is full of daylight, it appears to empty of occupants. However, if it is night outside, the room's **12 dark custodians** can be seen moving from writing desk to writing desk in imitation of their tasks while alive. They are led by an **advanced-HD dark custodian** that has been designated as the Chief Scribe. These immediately turn to attack intruders from all directions in the moonlit room. During daylight hours, the dark custodians huddle in the room's shadowy corners, partially concealed within the walls, and can only be spotted with an opposed roll to their Stealth check. In this case, they allow the PCs to fully enter the chamber before the Chief Scribe darkens the windows signaling the attack. Whoever lands the killing blow on the advanced dark custodian inherits the title of Chief Scribe and gains the ability to command the windows.

DARK CUSTODIANS (12)

CR 9

XP 6,400

hp 91 (See **Monster Appendix**)

CHIEF SCRIBE

CR 12

XP 19,200

Advanced-HD advanced dark custodian

NE Medium undead (incorporeal)

Init +9; **Senses** darkvision 60 ft., lifesense 60 ft.; **Perception** +29**Aura** unnatural aura (30 ft.)**AC** 23, touch 23, flat-footed 17 (+7 deflection, +5 Dex, +1 dodge)**hp** 152 (16d8+80)**Fort** +10; **Ref** +10; **Will** +14**Defensive Abilities** channel resistance +4, incorporeal; **Immune** undead traits

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Weaknesses sunlight powerlessness

Spd fly 80 ft. (perfect)

Melee incorporeal touch +18 (1d8 plus energy drain and incorporeal grab)

Special Attacks devour, energy drain (1 level, DC 23), silence of the grave (DC 23)

Str 24, **Dex** 20, **Con** —, **Int** 18, **Wis** 18, **Cha** 20

Base Atk +12; **CMB** +19 (+23 grapple); **CMD** 42

Feats Blind-Fight, Dodge, Improved Initiative, Mobility, Skill Focus (Perception), Spring Attack, Weapon Finesse, Weapon Focus (incorporeal touch)

Skills Fly +32, Intimidate +24, Knowledge (arcana) +20, Knowledge (religion) +23, Perception +29, Sense Motive +23, Spellcraft +23, Stealth +23

Languages Abyssal, Common, Infernal

Treasure: If the party spends an hour searching the contents of the room or uses *detect magic*, they are able to discover a *vacuous grimoire* and 13 scrolls. Determine the contents and levels of the scrolls randomly or choose those that best suit your campaign from the *Pathfinder Roleplaying Game Core Rulebook* or either of the *Relics and Rituals* volumes by **Sword & Sorcery Studios** (if available).

Region 12 — Mausoleum (Map 5-4)

Here the honored dead of the Disciples of Orcus were laid to rest, safe from the typical animation practiced by the clergy of Orcus. Despite this prohibition, the taint of undeath has come to this unhallowed cemetery nonetheless. These chambers served as the burial preparation and final resting place of hundreds of Disciples so honored to have earned the right, and in some cases just because they were too dangerous to be allowed burial anywhere else.

313. Death Ward (CR 21)

At the point marked on the map is a **trap**.

Trap: Anyone crossing the space designated on the map activates the *death ward* trap. Unlike the spell of the same name, this *death ward* is actually a magical trap comprised of sequential spells that all activate in a single round. When the *death ward* is activated, it immediately causes an *invisibility purge* (caster level 20) centered on the marked square. Along with any other *invisible* objects or creatures, this spell reveals a *symbol of death* inscribed on the wall of the marked square that had been concealed by a permanent *invisibility* spell. This *symbol of death* activates once it becomes visible and affects creatures within 60 feet normally. Any creature slain by the *symbol of death* is affected by an instantaneous *create greater undead* spell which immediately turns anyone slain into a random undead creature (consult the table below) that then attacks any living creatures in the area. The trap resets itself completely after 24 hours have elapsed since it was last discharged, disabled, or dispelled. Only if successfully dispelled and then a *remove curse* is cast on it will the trap be permanently disabled. The ancient priests of Orcus knew a command word to temporarily disable the trap, but it has been lost to time; though an appropriate *divination* spell could recover this information and allow safe passage once again.

DEATH WARD TRAP

CR 21

Type magical; **Perception** DC 33; **Disable Device** DC 33

Trigger proximity (*alarm*); **Reset** automatic

Effect sequential spell effects (*invisibility purge*, 20th-level cleric, no save), and (*symbol of death*, 20th-level cleric, DC 23 Fortitude save negates), and (*create greater undead*, 20th-level cleric, no save — see table below); multiple targets (up to 60 ft.)

Create Greater Undead Generation Table:

Roll 2d6 or choose one of the creatures listed below.

Roll (2d6)	Undead Created	Source
2	Bleeding horror	<i>The Tome of Horrors Complete</i> 703
3	Blood wight	<i>The Tome of Horrors Complete</i> 641
4	Devourer	<i>Pathfinder Roleplaying Game Bestiary</i> “Devourer”
5	Dread wraith	<i>Pathfinder Roleplaying Game Bestiary</i> “Wraith”
6	Fear guard	<i>The Tome of Horrors Complete</i> 277
7	Greater shadow	<i>Pathfinder Roleplaying Game Bestiary</i> “Shadow, Greater”
8	Rawbones	<i>The Tome of Horrors Complete</i> 506
9	Spectre	<i>Pathfinder Roleplaying Game Bestiary</i> “Spectre”
10	Skeleton warrior	<i>The Tome of Horrors Complete</i> 734
11	Undead lord	<i>The Tome of Horrors Complete</i> 748
12	Vampire	<i>Pathfinder Roleplaying Game Bestiary</i> “Vampire”

314. Ceremonial Bier (CR 15)

Stone double doors open smoothly into this round chamber. Slender columns carved like the trunks of living trees support the domed ceiling 40 feet above. At the columns' midway point, a branch reaches inward from each and supports a stone sconce in which glows a dim amber flame. In the center of the chamber stands a smooth stone bier, its edges engraved with dogtooth tracery.

This chamber is where the dead that were to be interred in the Mausoleum were laid in state for the necessary funeral rituals observed by the Disciples of Orcus. Two secret doors exit this chamber, one to the mortuary and one to the burial vaults. They each can be found with DC 20 Perception checks.

Creatures: Currently occupying this room is one of Lord Bishu's knights, Lord Shume, cursed for cowardice in abandoning his comrades. He was slain by a trap that disintegrated his flesh, but Muir refused to accept his cowardly spirit forcing it to take up permanent residence in his abandoned suit of armor. Shume now exists as a **hollow knight** filled with loathing and hatred for his former deity and her followers. He literally consists of a suit of golden full plate, but the open visor of his great helm reveals only hollow darkness within. During his own explorations of the temple he encountered a **Nessian hell hound** that he beat into submission and now serves him as his special mount. Called Pike, this hell hound has a CR 1 higher than normal because it is a massive brute with maximum hit points.

LORD SHUME
XP 51,200

CR 15

Male hollow knight cavalier (Order of the Cockatrice) 10 (*Creature Collection Revised* 101, *Pathfinder Roleplaying Game Advanced Player's Guide* 32)

LE Medium construct

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Init +3; **Senses** darkvision 60 ft., low-light vision; **Perception** +7

AC 24, touch 11, flat-footed 23 (+1 Dex, +11 natural, +2 shield)
hp 118 (6d10+20 plus 10d10 plus 10)

Fort +9; **Ref** +8; **Will** +6

Defensive Abilities banner (+3 vs. fear, +2 charge); **DR** 5/adamantine; **Immune** construct traits, magic

Speed 20 ft.

Melee +1 lance +22/+17/+12/+7 (1d8+7/x3), shield bash +20 (1d3+6) or +1 *elf-bane flail* +21/+16/+11/+6 (1d8+7), shield bash +20 (1d3+6)

Special Attacks braggart, cavalier's charge, challenge 4/day (+3 damage), steal glory

Str 22, **Dex** 16, **Con** —, **Int** 10, **Wis** 12, **Cha** 12

Base Atk +16; **CMB** +22; **CMD** 34

Feats Coordinated Maneuvers^{B*}, Dazzling Display^B, Double Slice, Improved Shield Bash, Mounted Combat, Mounted Skirmisher*, Paired Opportunists^{B*}, Ride-By Attack, Shatter Defenses, Trick Riding*, Two-Weapon Fighting^B, Weapon Focus (lance)

Skills Diplomacy +11, Handle Animal +11 (+16 mount), Intimidate +20, Perception +7, Ride +22

Languages Common

SQ armored, expert trainer, greater tactician, mount (Nessian hell hound-Pike), tactician

Gear golden +2 full plate armor, +1 light steel shield, +1 lance, +1 *elf-bane flail*, belt of incredible dexterity +2, defaced banner of Muir

*See *Pathfinder Roleplaying Game Advanced Player's Guide*

Armored (Ex) Essentially an animated suit of full plate armor, a hollow knight cannot effectively wear additional armor over its animated body. Destroying the hollow knight does not destroy this armor unless its destruction is total (such as from *disintegration*).

Immunity to Magic (Ex) A hollow knight is immune to any spell or spell-like ability that allows spell resistance. Certain spells and effects function differently against the creature, as noted below.

- Any magical attack that deals electricity damage paralyzes the hollow knight for 4 rounds or merely slows it (as the *slow* spell) for 4 rounds if it makes a saving throw.

PIKE, NESSIAN HELL HOUND

CR 10

XP 9,600

hp 180 (*Pathfinder Roleplaying Game Bestiary* "Hell Hound, Nessian")

Tactics: Lord Shume and Pike have been through many battles over the years and fight well together. Shume rides Pike like a warhorse using his lance for Ride-By attacks for as long as possible. Pike uses his breath weapon as he closes for the Ride-By attack to get as many opponents in its area as possible. If forced into close quarter combat Shume dismounts, and he and Pike try to flank their most dangerous adversary to whittle the party down one by one before moving on to the next target.

315. Mortuary (CR 13)

This room is supported at each corner by a heavy pilaster. Several stone tables stand in the room, and cabinets and racks around the edges of the chamber hold the tools, knives, saws, and jars commonly associated with the mortician's trade. Within an open wardrobe hang several sets of clothing — burial garments apparently. At the east end of the room, a huge stone tank hangs from the 30-foot ceiling. Corroded valve wheels protrude from the bottom next to spigots and tubing that can be maneuvered over the stone tables. The entire room reeks of musty chemicals.

Here the dead were prepared for interment with ritual baths, embalming and, if necessary, reattachment of limbs, heads, etc. In addition, crude autopsies could be performed if called for.

Creature: When the Disciples left, they replaced the embalming fluid in the stone tank with an acidic chemical solution. They then summoned the spirit of an elder elemental to occupy the fluid. The tank now holds an **acidic elder water elemental**. It has been trapped in the tank and exists in a near stupor, but when intruders enter it immediately awakens back to alertness. It begins once again the process it started long ago of escaping its confines by applying pressurized acid against the valves sealing the tank shut. Three rounds after the party enters, the spigots and valve wheels suddenly burst off from the tank (everyone in the room is subjected to a +9 ranged attack dealing 2d6 points of bludgeoning damage from the flying debris), and the acidic solution immediately begins pouring out. Anyone in the eastern half of the room beneath the cubic 10-foot-by-10-foot tank is doused by the acid for 5d6 points of damage (DC 18 Reflex save for half). The puddling liquid reconstitutes into water elemental form 2 rounds after it first breaks free. It then begins attacking indiscriminately, reveling in its newfound freedom.

ACIDIC ELDER WATER ELEMENTAL

CR 13

XP 25,600

hp 152 (*Pathfinder Roleplaying Game Bestiary* "Elemental, Water")

Melee 2 slams +24 (2d10+10 plus 3d6 acid)

Acid (Ex) The acidic water elemental dissolves organic material and most metals quickly, but does not affect stone. Each time a creature suffers damage from the water elemental's acid, its clothing and armor take the same amount of damage from the acid. A DC 22 Reflex save prevents this damage to clothing and armor. A metal or wooden weapon that strikes the water elemental takes 3d6 acid damage unless the weapon's wielder succeeds on a DC 22 Reflex save. If the water elemental remains in contact with a wooden or metal object for 1 full round, it inflicts 22 points of acid damage (no save) to the object. The save DCs are Constitution-based.

Treasure: Enough of the mortuary equipment in the room survives the tank explosion to be worth 300 gp if sold to a mortician. In addition the wardrobe holds burial garments consisting of 5 sets of cleric's vestments, 4 courtier's outfits, 2 noble's outfits, and a royal outfit. All have the accompanying value in jewelry as recommended in Chapter 6 of the *Pathfinder Roleplaying Game* (minus signet rings, crowns, scepters, etc.).

316. Arches of Decision (CR 21)

Three identical lancet arches exit to the west leading to long, dark hallways beyond.

Each of these hallways leads to the same location, but each has been **trapped** to prevent intrusion by creatures of a certain alignment. The Disciples set these traps to ensure that only those of the appropriate evil alignment could accompany the bodies of the venerated dead to the burial vaults, thus spies and those insufficiently evil were weeded out of the processions. Each of these tunnels has been keyed to an alignment: Evil, Good, or Neutral. The north passage is Good, the central passage is Evil, and the south passage is Neutral. This alignment key can only be detected by a *detect evil* spell which, unlike everywhere else in the citadel, does not detect any evil in the north or south passages. Likewise, a *detect good* does detect that alignment in the north passage. A DC 25 Perception check shows wear on the stone floor from much usage leading into the central passage, though the significance of such a finding may be misleading to the party.

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Trap: Each corridor is trapped with a *death ward* trap identical in function to the one in Area 313 that activates when someone reaches the section of passage marked on the map. The only difference is that these traps only activate if crossed by a creature of an alignment other than that to which they have been attuned. In other words, a Good PC can travel safely along the north passage without activating the trap. Likewise a Neutral PC could thus traverse the south passage. However, a party of mixed alignments traveling together down either one will activate the trap. And though a Good character cannot activate the trap in the north hall, if a Neutral PC does activate that trap and a Good PC is within range of its effect, that Good PC could still be slain and reanimated just as if he had the incorrect alignment. This is true of all the passages; a correctly aligned creature cannot activate the trap but can be affected by it normally if it is activated by another.

DEATH WARD TRAP

CR 21

Type magical; Perception DC 33; Disable Device DC 33

Trigger proximity (*alarm*); **Reset** automatic

Effect sequential spell effects (*invisibility purge*, 20th-level cleric, no save), and (*symbol of death*, 20th-level cleric, DC 23 Fortitude save negates), and (*create greater undead*, 20th-level cleric, no save — see table below); multiple targets (up to 60 ft.). See Area 313 for the results of the *create greater undead* spell.

317. Burial Vault Doors (CR 21)

Three identical passages enter this room on its east wall. Adamantine double doors stand to the north, an inscription in some foul language on their surface.

These doors guard the entrance to the crypts. They were designed not only to keep grave robbers out but also to keep certain occupants interred in the crypts beyond inside. The writing is in Abyssal and states, “Be at peace ye who enter unbidden, for here ye shall find rest.” This sarcastic jab is aimed at grave robbers who try to break in and are slain by the **trap** on the doors. The doors themselves are locked and can only be opened through magical means, picking the lock, or the application of brute force.

Locked Adamantine Doors: 2 in. thick; Hardness 20; hp 80; Break DC 38; Disable Device 35.

Trap: The doors have a *death ward* trap identical to that in Area 313. The trap is activated if the doors are opened by any means except for the correct key. Since the key was melted down when the Great Retreat occurred, the trap can only be circumvented if disabled or removed by the usual means.

DEATH WARD TRAP

CR 21

Type magical; Perception DC 33; Disable Device DC 33

Trigger proximity (*alarm*); **Reset** automatic

Effect sequential spell effects (*invisibility purge*, 20th-level cleric, no save), and (*symbol of death*, 20th-level cleric, DC 23 Fortitude save negates), and (*create greater undead*, 20th-level cleric, no save — see table below); multiple targets (up to 60 ft.). See Area 313 for the results of the *create greater undead* spell.

318. Crypt of the Disciples (CR varies)

Read the following when the crypt is first entered for an overall description. It assumes that the party has darkvision or a light

source to illuminate what is described. If not, modify the description accordingly. Refer to individual letter keys for descriptions of those areas.

Very few wind tunnels lead to this area, so increase the Survival or Knowledge (dungeoneering) check to DC 30 for attempts to gain entry into this area from outside.

A vast, irregularly-shaped chamber stretches before you into darkness beneath a cavernous, vaulted ceiling 80 feet above. The floor is a jumbled maze of headstones, burial vaults, crypts, and stone slabs covering sepulchers sunk into the floor of uneven flagstones. The chamber has a musty, stale odor with a subtle undercurrent of charnel reek. In several places, large patches of soot cover the floor where something was burned. The walls of the chamber are stacked high with irregularly built tombs. The hush of the grave fills the huge chamber and seems to muffle any sounds you make.

This huge vault served to inter the mortal remains of the most honored and sanctified followers of Orcus who were deemed worthy, avoiding casual animation as skeletons or zombies to serve the priesthood as slave labor. However, it was poorly tended and haphazardly constructed over many generations by the inherently chaotic clerics of Orcus, creating the muddle of burials that exist today. Nearly every surface within reach has been used in some form or fashion for a burial. Attempts to climb the haphazard tombs can be made with a DC 10 Climb check, though none rises higher than 30 feet. The floor is broken and uneven requiring a DC 10 Acrobatics check to run or charge across it (if a suitable straight line can even be found). All of the various vaults and crypts are considered to be made of masonry, usually 1 foot thick. Most remain sealed and still have inscriptions on them covered by a rime of dust, though some have been broken open and ransacked by the occupants of the vaults. The inscriptions that are still legible have the names of followers of Orcus, mostly Disciples, and dates that reach back as far as almost a thousand years for the earliest — though these are usually buried under layers of later crypts.

Masonry Crypt: 1 ft. thick; Hardness 8; hp 90; Break DC 35.

The room is occupied by several forms of undead that have spontaneously generated over the years. Some of these were later captured and destroyed by the Disciples (hence the burn marks on the floor), but many still remain. While in this area, roll for wandering monsters normally but roll d12 and use the following table rather than the one presented at the beginning of the chapter. The mortuary cyclone resembles a spinning cyclone of dirt bone fragments, and headstones with armlike appendages extending from it. Note that if destroyed, the mortuary cyclone cannot be encountered again. Subtract any nightcrawlers slain from those at Area 318c.

d12	Encounter
1	1d4 Mohrgs
2	2d4 Ghasts and 1d6+12 Ghouls
3	1d3 Voracious Ghasts
4	1d6 Ghosts
5	1d10+5 Dire Bats
6	Nightcrawler
7	Mortuary Cyclone
8–12	No encounter

MOHRG

XP 4,800

hp 91 (*Pathfinder Roleplaying Game Bestiary* “Mohrg”)

CR 8

GHAST

XP 600

Advanced ghoul (*Pathfinder Roleplaying Game Bestiary* “Ghoul”)

CR 2

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CE Medium undead

Init +4; **Senses** darkvision 60 ft.; **Perception** +9

Aura stench (10-ft. radius, DC 15)

AC 18, touch 14, flat-footed 14 (+4 Dex, +4 natural)

hp 17 (2d8+8)

Fort +4; **Ref** +4; **Will** +7

Defensive Abilities channel resistance +2; **Immune** undead traits

Speed 30 ft.

Melee bite +5 (1d6+3 plus disease and paralysis) and 2 claws +5 (1d6+3 plus paralysis)

Special Attacks disease (DC 15), paralysis (1d4+1 rounds, DC 15)

Str 17, **Dex** 19, **Con** —, **Int** 17, **Wis** 18, **Cha** 18

Base Atk +1; **CMB** +4; **CMD** 18

Feats Weapon Finesse

Skills Acrobatics +6, Climb +8, Disguise +6, Perception +9, Sense Motive +5, Stealth +9, Swim +5

Languages Common

GHOUL

XP 400

hp 13 (*Pathfinder Roleplaying Game Bestiary* “Ghoul”)

CR 1

VORACIOUS GHAST

XP 1,200

Advanced-HD ghastr (*Pathfinder Roleplaying Game Bestiary* “Ghoul”)

CE Medium undead

Init +4; **Senses** darkvision 60 ft.; **Perception** +11

Aura stench (10-ft. radius, DC 16)

CR 4

AC 18, touch 14, flat-footed 14 (+4 Dex, +4 natural)

hp 34 (4d8+16)

Fort +5; **Ref** +5; **Will** +8

Defensive Abilities channel resistance +2; **Immune** undead traits

Speed 30 ft.

Melee bite +7 (1d6+4 plus disease and paralysis) and 2 claws +8 (1d6+4 plus paralysis)

Special Attacks disease (DC 16), paralysis (1d4+1 rounds, DC 16)

Str 18, **Dex** 19, **Con** —, **Int** 17, **Wis** 18, **Cha** 18

Base Atk +3; **CMB** +7; **CMD** 21



Feats Weapon Finesse, Weapon Focus (claw)

Skills Acrobatics +8, Climb +11, Disguise +11, Perception +11, Sense Motive +11, Stealth +11, Swim +8

Languages Common

GHOST

XP 3,200

hp 73 (*Pathfinder Roleplaying Game Bestiary* “Ghost”)

CR 7

DIRE BAT

XP 600

hp 22 (*Pathfinder Roleplaying Game Bestiary* “Bat, Dire”)

CR 2

NIGHTCRAWLER

XP 153,600

hp 312 (*Pathfinder Roleplaying Game Bestiary* 2 “Nightshade, Nightcrawler”)

CR 18

MORTUARY CYCLONE

XP 307,200

The Tome of Horrors Complete 434

N Huge Undead

Init +5; **Senses** darkvision 60 ft.; **Perception** +39

Aura desecrating aura (50 ft.)

CR 20

AC 28, touch 13, flat-footed 27 (+1 Dex, +15 natural, +4 profane, –2 size)

hp 263 (31d8+124)

Fort +20; **Ref** +17; **Will** +24

DR 15/bludgeoning and magic; **Immune** undead traits; **SR** 31

Speed 40 ft.

Melee slam +33 (2d8+16/19–20 plus energy drain)

Space 15 ft.; **Reach** 15 ft.

Special Attacks create spawn, energy drain (2 levels, DC 29), necrocone, whirlwind (10–40 ft. high, 3d6 damage, DC 36),

Str 33, **Dex** 12, **Con** —, **Int** 11, **Wis** 12, **Cha** 19

Base Atk +23; **CMB** +36; **CMD** +49

Feats Ability Focus (energy drain), Alertness, Blind-Fight, Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Critical (slam), Improved Initiative, Improved Iron Will, Intimidating Prowess, Iron Will, Lightning Reflexes, Power Attack, Skill Focus (Intimidate), Weapon Focus (slam)

Skills Acrobatics +32, Intimidate +46, Perception +39, Sense Motive +13, Stealth +27

Languages Common (cannot speak)

SQ unholy grace

Create Spawn (Su) Any living creature slain by a mortuary cyclone’s necrocone attack or energy drain attack becomes an undead creature in 1d4 rounds. Spawn are under the command of the mortuary cyclone that created them and remain enslaved until its destruction. See the sidebar for the type of undead creatures a mortuary cyclone can spawn.

Desecrating Aura (Su) A mortuary cyclone emanates an aura of desecration within a 50-foot radius centered on its body. This functions as a *desecrate* spell (caster level 18th) as if the mortuary cyclone were a permanent fixture dedicated to its own deity. Clerics in the area take a –6 profane penalty on turning checks, undead within the area gain a +2 profane bonus on attack rolls, damage rolls, and saves, and undead created within the area have +2 hit points per HD. Further, anyone casting *animate dead* within 50 feet of a mortuary cyclone creates as many as double the normal amount of undead (4 HD per caster level instead of 2 HD per caster level).

A *consecrate* spell cast on a mortuary cyclone by a caster of 18th level or higher nullifies its desecrating aura for 1 minute per caster level.

Necrocone (Su) Once every 1d4 rounds, a mortuary cyclone can

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blast forth a mass of bone fragments, debris and negative energy in a 30-foot cone. Creatures caught in the cone take 6d6 points of damage. Half this damage is piercing damage, but the other half is from negative energy and is not subject to resistance or immunity (unless the opponent is resistant or immune to negative energy effects). An affected creature that succeeds on a DC 27 Reflex save reduces the piercing damage by half. Undead within the area of a necrocone heal a number of hit points equal to the amount of negative energy damage (3d6) the attack would otherwise deal. An undead creature cannot gain temporary or bonus hit points from a mortuary cyclone's necrocone. The save DC is Charisma-based.

Unholy Grace (Su) A mortuary cyclone adds its Charisma modifier as a bonus on its saving throws and as a profane bonus to its Armor Class. (The statistics block already reflects these bonuses.)

Mortuary Cyclone Spawn

A creature killed by a mortuary cyclone's necrocone rises as an undead creature in 1d4 rounds. The type is based on the creature's total HD.

Total HD	Opponent Rises as
Less than 10	Zombie or skeleton
11–15 HD	Wraith
16–20 HD	Spectre
21+ HD	Dread wraith

In addition to the dangers posed by the wandering monsters within this vault, the many crypts that have been broken open by the various scavengers have released many harmful microorganisms into the

air and cause the underlying stench that permeates the room and everything in it. Every 10 minutes spent in the chamber by a living creature (other than the dire bats) requires a DC 16 Fortitude save to avoid contracting cackle fever (see the "Diseases" section in the Appendix of the Pathfinder Roleplaying Game). Actually opening a crypt requires an immediate saving throw at DC 20 to avoid the same.

Treasure: Many of the crypts have remained inviolate after all this time. Breaking one open reveals the remnants of a wooden coffin holding the remains a single corpse in various stages of decomposition, ranging from a desiccated but largely-intact mummy to little more than dust and a few brittle pieces of bone or hair. Each one has a 35% chance to still contain something of value totaling 100–400 gp worth of textiles, jewelry, or other ornamentation. None of them hold any magic items unless you wish to place some there yourself.

318a. The Forgotten Vault (CR 16)

At this point in wall is a smooth section of stone. It is actually a sealed crypt, but the inscription has worn completely away hiding this fact from the casual observer. A DC 20 Perception check is necessary to notice the seams of the crypt's stone seal. If the seal is broken open, it reveals a sizeable burial vault 15 feet long but only 4 feet high. It is considered a cramped space for Medium creatures due to the low ceiling, causing them to lose their Dexterity bonus to AC and a –2 attack penalty to non-piercing weapons. Within are four burial niches holding only dust now and, in the center of the vault, a lead coffin embossed with designs of demons and undead creatures. The seams of the coffin have been sealed with melted gold.

Who or what this coffin once held has been long forgotten, but if it is broken open (Hardness 9, hp 15, Break DC 20) an indescribable stench is released requiring a DC 17 Fortitude save for anyone within 10 feet to avoid becoming nauseated for 1d4 rounds. Even if the save is made, anyone in the area is still sickened for 1 round. The coffin has been sealed airtight so that its occupant could be called forth



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from the grave at some pre-ordained time (which never came to pass) without having suffered the ravages of decay. Unfortunately, those that sealed the corpse within the coffin were ignorant of the existence of anaerobic bacteria that could exist within its airless confines and that began an extremely slow process of decay and breakdown of the corpse. Now the coffin is about 4 inches deep in a horrific-smelling black liquid (known as “coffin liquor”) in which lies the skeletal remains of the occupant, including some of the still extant decomposing soft tissues.

Creature: The coffin has also become the abode of creature having evolved from this putrid cesspool called a **living disease**. It attacks immediately upon being released from its confinement.

BLACK ROT, LIVING DISEASE
XP 76,800

hp 108 (See **Monster Appendix**)

Treasure: A secret door at the back of the vault (DC 22 Perception check) contains the treasures that the coffins occupant hoped to use when revived from the dead. These consist of 13 small clay bricks. Baked into the center of each of these bricks is a gem. These can only be discovered by magic or if the bricks are shattered (Hardness 2, hp 15, Break DC 12). The gems are as follows: a star sapphire (6,000 gp), a ruby (5,000 gp), a black sapphire (5,000 gp), 3 opals (1,000 gp each), 4 spinels (500 gp each), and 3 tourmalines (250 gp each).

318b. Tegwar's Crypt (CR 21)

An oversized stone sarcophagus rests in the center of the aisle here, slightly canted on the uneven floor. Its stone sides are sculpted with reliefs of skulls, giant snakes, and craggy mountain peaks. A wooden cross stands upright from the center of its stone lid. Several jewels have been set in its crossbeam.

This stone coffin serves as the resting place of Tegwar the Great, a legendary behemoth gorilla from the outer planes that served in the armies of Orcus long ago. Tegwar was destroyed by his own handlers



centuries before the Battle of Tsar when he inadvertently became afflicted with the curse of vampirism by a renegade outer planar nosferatu loosely associated with the Disciples. Rather than risk losing control of a raging behemoth gorilla vampire, the Disciples incapacitated their pet and entombed him here.

A DC 10 Knowledge (religion) check is sufficient to recognize the cross as the symbol of Thyr, God of Justice. An examination of it, however (DC 15 Perception check), reveals that it is not actually attached to the stone lid but penetrates through a small hole in the center of the lid. In fact it is not a cross at all but rather the base of a Large wooden spear with the crosspiece merely serving as decoration. The spear transfixes the decayed remains of Tegwar through the heart. If pulled from the hole (requiring a DC 12 Strength check), it comes free revealing its sharpened, fire-hardened tip. If the spear is removed, the lid can be moved aside with a DC 20 Strength check.

Creature: Unfortunately, removing the spear also causes Tegwar to arise in the next round as **behemoth gorilla vampire** that instantly bursts out of the sarcophagus and goes on a killing rampage to slake his thirst for blood.

TEGWAR

XP 409,600

Male behemoth gorilla vampire (*Pathfinder Roleplaying Game Bestiary* “Vampire”)

NE Huge undead (augmented outsider)

Init +14; **Senses** darkvision 60 ft., scent; **Perception** +46

AC 46, touch 12, flat-footed 42 (+6 armor, +1 dodge, +3 Dex, +28 natural, -2 size)

hp 294 (28d8+140 plus 28); fast healing 5

Fort +14; **Ref** +28; **Will** +21

Defensive Abilities channel resistance +4; **DR** 20/magic and silver; **Immune** undead traits; **Resist** acid 20, cold 10, electricity 10; **SR** 32

Weaknesses vampire weaknesses

Speed 60 ft., climb 10 ft.

Melee bite +40 (4d6+13/19–20 plus energy drain), 2 claws +39 (2d8+13 plus energy drain)

Space 15 ft.; **Reach** 15 ft.

Special Attacks blood drain, children of the night, create spawn, dominate (DC 29), energy drain 1/round (2 levels, DC 29), rend (2 claws 2d8+19)

Str 37, **Dex** 30, **Con** —, **Int** 8, **Wis** 17, **Cha** 20

Base Atk +28; **CMB** +43 (+45 bull rush); **CMD** 64 (66 vs. bull rush)

Feats Alertness^B, Awesome Blow, Cleave, Combat Reflexes^B, Dodge, Great Cleave, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Improved Natural Attack (claw), Iron Will, Lightning Reflexes^B, Mobility, Power Attack, Spring Attack, Toughness^B, Weapon Focus (bite)

Skills Acrobatics +38 (+50 jump), Bluff +13, Climb +49, Intimidate +36, Perception +46, Sense Motive +13, Stealth +38

Languages speak with animals, truespeech

SQ change shape (dire bat or dire wolf, *beast shape II*), gaseous form, shadowless, spider climb

Gear +2 breastplate, major ring of acid resistance, headband of alluring charisma +4

Speak with Animals (Su) This ability works like *speak with animals* (caster level 28th) but is a free action and does not require sound.

Truespeech (Su) Tegwar can speak with any creature that has a language, as though using a *tongues* spell (caster level 28th). This ability is always active.

Treasure: The 12 gems embedded in the crossbeam of the spear are citrines worth 50 gp each.

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318c. Jumble Yard (CR 20)

The many tightly-packed headstones, crypts, and sepulchers in this side chamber have been disturbed and tumbled together as if stirred by a giant hand.

Creatures: One of the oldest portions of the cemetery, it is also one of the most crowded. Most of its burial vaults have been opened and the contents consumed by the **2 nightcrawlers** that lair here. If not already encountered as wandering monsters, these vast beasts are coiled in and among each other in a jumble of broken stone and massive segmented bodies. If attacked, one remains in this area to fight while the other climbs along the walls to the area just outside this wing of the cemetery in order to surround their prey and attack without crowding each other.

NIGHTCRAWLERS (2)

XP 153,600

hp 312 (*Pathfinder Roleplaying Game Bestiary 2* “Nightshade, Nightcrawler”)

CR 18

318d. Grand Cornu’s Respite (CR 15)

At the back of the Jumble Yard and hidden by a collapsed decorative frieze is a simple iron door (DC 23 Perception check to locate). The door has a rime of frost and deals 1d6 points of cold damage to any bare flesh that touches it. This is a supernatural effect from the entity entombed beyond and cannot be detected or dispelled. The door has

been welded shut in its iron frame.

Sealed iron Door: 1ft. thick; Hardness 10; hp 360; Break DC 50.

If the seal is opened read the following.

This tiny room is startling cold. Your breath crystallizes into fog clouds before your eyes. The air is stale and old. On the opposite side of the room is a stone shelf standing waist high. Gleaming dully silver, a great curving ram’s horn rests upright upon it.

This simple chamber is under the same supernatural effect that affects the door. Each round spent in this room by a living creature deals 1d6 points of cold damage.

Creature: The first Grand Cornu of the Citadel of Orcus rests in this chamber. Caverssus by name, this wicked cleric of Orcus did much to further the cause of evil and spread the influence of Tsar and was actually the eleventh Disciple of Orcus to compete for his attentions centuries ago (see the *Nine Disciples* in *Slumbering Tsar: Temple-City of Orcus*). Unlike most Grand Cornus who met unfortunate ends at the whim of the Demon Prince, Caverssus willingly stepped down from his position after 100 years of unnaturally long life and retreated to this secret, sealed tomb he had prepared. His body has since deteriorated to dust, all save his skull inset with eight gems in its eye sockets and mouth, which lives on in undeath as a **demi-lich**. The ram’s horn or cornu is actually a headpiece composed of platinum and is the symbol of office of the Grand Cornu. This one is a minor artifact called the *Cornu Crown* (see **Magic Items Appendix**) that was gifted on the first Grand Cornu by Orcus himself and



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disappeared when Caverssus abdicated his position. With the loss of flesh and tissue, the cornu now rests completely over the demilich's skull hiding it from view. Caverssus becomes aware the moment his tomb is breached but waits until someone investigates the crown to use his trap the soul ability with surprise. He does not leave the tomb except to regain the crown if it is stolen.

CAVERSSUS

CR 15

XP 51,200

Male demi-lich (*The Tome of Horrors Complete* 148)

CE Tiny undead

Init +4; **Senses** darkvision 60 ft.; **Perception** +28

AC 31, touch 25, flat-footed 30 (+5 deflection, +1 dodge, +6 natural, +7 profane, +2 size)

hp 161 (14d8+98)

Fort +18; **Ref** +13; **Will** +23

Defensive Abilities channel resistance +4, unholy grace; **DR** 20/—;

Immune acid, cold, electricity, magic, polymorph, turning, undead traits

Weaknesses vorpal susceptibility

Speed fly 30 ft. (perfect)

Space 2-1/2 ft.; **Reach** 0 ft.

Special Attacks trap the soul

Spell-like Abilities (CL 14th):

At will—*greater bestow curse* (as *bestow curse*, but –12 to one ability score, –6 to two ability scores, –8 penalty on attack rolls, saves, and checks, or 25% to act normally, DC 21), *wail of the banshee* (20-ft.-radius spread centered on demi-lich, DC 24).

Str 10, **Dex** 10, **Con** —, **Int** 20, **Wis** 24, **Cha** 24

Base Atk +10; **CMB** +8; **CMD** 35 (can't be tripped)

Feats Alertness, Dodge, Defensive Combat Training, Great Fortitude, Improved Initiative, Lightning Reflexes, Skill Focus (Knowledge [arcana])

Skills Diplomacy +21, Fly +12, Intimidate +24, Knowledge

(arcana) +34, Knowledge (religion) +22, Linguistics +19,

Perception +28, Sense Motive +28, Spellcraft +28, Stealth +25

Languages Abyssal, Aklo, Celestial, Common, Daemonic, Draconic, Dwarven, Elven, Giant, Gnome, Goblin, Ignan, Infernal, Orc, Undercommon, plus any 5 additional languages

SQ rejuvenation

Gear *Cornu Crown* (see **Magic Items Appendix**), 8 gems (1,000 gp each)

Immunity to Magic (Ex) A demi-lich is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A *shatter* spell deals 1d6 points of damage per two caster levels (maximum 10d6), with no saving throw.

A *power word kill* spell cast by an ethereal caster deals 50 points of damage to the demi-lich if it fails a Fortitude save (DC 19 + caster's relevant ability score modifier). Note: *power word kill* does not normally allow a save.)

A *holy smite* spell affects the demi-lich normally.

A *dispel evil* spell deals 2d6 points of damage, with no saving throw.

Rejuvenation (Su) Unless holy water is poured over the destroyed remains of a demi-lich, the creature reforms in 1d10 days with a successful level check (1d20 + demi-lich's HD) against DC 16.

Trap the Soul (Su) A demi-lich can trap the souls of up to eight living creatures per day. To use this power, it selects any target it can see within 300 feet. The target is allowed a DC 24 Fortitude saving throw. If the target makes its saving throw, it gains three negative levels (this does not count as a use of trap the soul). If the target fails its save, the soul of the target is instantly drawn from its body and trapped within one of the gems incorporated into

the demi-lich's mouth. The gem gleams for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molders in a single round, reduced to dust. If left to its own devices, the demi-lich slowly devours the soul over 24 hours—at the end of that time the soul is completely absorbed, and the victim is forever gone. If the demi-lich is overcome before the soul is eaten, crushing the gem releases the soul, after which time it is free to seek the afterlife or be returned to its body by the use of *resurrection*, *true resurrection*, *clone*, or *miracle*. A potential victim protected by a *death ward* spell is not immune to trap the soul, but receives a +5 bonus on its Fortitude save and is effective against the level loss on a successful save. The save DC is Charisma-based.

Unholy Grace (Su) A demi-lich adds its Charisma modifier as a bonus on its saving throws and as a profane bonus to its Armor Class.

Vorpal Susceptibility (Su) Vorpal weapons, no matter their enhancement bonus, ignore a demi-lich's DR but do only half damage to a demi-lich (demi-liches cannot be beheaded).

Region 13 — The Wand of Orcus (Map 5-5)

The great Citadel of Orcus was constructed to resemble the demon prince himself seated upon a throne surveying his domain. However, no depiction of the demon lord would be complete without his fabled wand, and the citadel is no exception. This region of the citadel is unique in that it crosses over several levels as it stretches from the base to the tip — from the Lap of Orcus at the bottom to the Jowls of Orcus at the top. Because of this unusual layout, the corresponding maps for the levels of the Wand are depicted on the same map as the closest adjoining region on the various levels of the citadel. The level and region where the room's map can be found are included in the area description.



319. Dreadful Passage (CR 13) — Level Four, The Lap of Orcus, Region 13

The hall jogs slightly and appears to turn again just ahead. However, before that corner is a large black smear on the floor, and seared into each of the side walls is a humanoid-shaped scorch mark.

Creatures: At this point in the hall there was once a trap very similar to the *death ward* traps in Region 12 but that involved a fiery disintegration. Two of Bishu's knights (Sir Ilyan and Sir Tomar), pursuing their captain who had fallen to Lord Bishu's corruption triggered the trap and were utterly destroyed only to return later as **2 Medium dread wraiths**. This trap did not have a reset and is now harmless, but the wraiths still lurk here seeking victims to change into spawn.

MEDIUM DREAD WRAITHS (2) XP 12,800

CR 11

Advanced-HD wraith (*Pathfinder Roleplaying Game Bestiary* "Wraith")

LE Medium undead (incorporeal)

Init +14; **Senses** darkvision 60 ft., lifesense 60 ft.; **Perception** +23
Aura unnatural aura (30 ft.)

AC 28, touch 28, flat-footed 16 (+7 deflection, +10 Dex, +1 dodge)
hp 184 (16d8+112)

Fort +12; **Ref** +15; **Will** +14

Defensive Abilities channel resistance +2, incorporeal; **Immune** undead traits

Weakness sunlight powerlessness

Speed fly 60 ft. (good)

Melee incorporeal touch +22 (2d6 negative energy plus 1d6 Con drain)

Special Attacks Constitution drain (DC 25), create spawn

Str —, **Dex** 30, **Con** —, **Int** 17, **Wis** 18, **Cha** 24

Base Atk +12; **CMB** +12; **CMD** 40

Feats Improved Natural Attack (incorporeal touch), Blind-Fight, Combat Reflexes, Improved Initiative, Dodge, Mobility, Spring Attack, Step Up

Skills Diplomacy +23, Fly +29, Intimidate +26, Knowledge (planes) +19, Knowledge (religion) +22, Perception +23, Sense Motive +23, Stealth +21

Languages Common, Elven, Infernal

320. Lower Hall (CR 18) — Level Four, The Belly of Orcus, Region 13 (Map 5-5)

This chamber is unnaturally quiet. A curving stair rises up one wall. Small storage rooms line the opposite. A trapdoor lies in the center of the floor next to which stands a dumbwaiter on vertical iron rails descending through a hole in the floor. A hand crank is affixed to one of the rails.

Standing in the center of the room in an almost peaceful pose is a human skeleton clad in shining armor. Eyeless sockets stare out from beneath the brim of its horned helm. A greatsword rests point down between its skeletal hands.

This room was once an armory and storeroom for the guards stationed in the Wand. Its contents were removed long ago. The hand crank on the dumbwaiter is rusty but still functional with a DC 14 Strength check and can be used to lower it to Area 321 below.

Creature: Now this room serves as the eternal abode of one of the citadel's most troubled souls, the second-in-command of Lord Bishu's company and one of its greatest warriors, Captain Barchus. Captain Barchus was one of the last of the company to succumb to the curse of the citadel. He followed Lord Bishu when the paladin-lord became corrupted and attempted to destroy the monstrosity that he had become. Unfortunately he could not best his old commander, and at a key moment in the battle Orcus intervened and transformed him into a **skeleton warrior**. Lord Bishu now holds Barchus's circlet and commanded him to an eternal watch post here in the Wand of Orcus. Barchus despises what he has become and seeks the release of death but must keep to his orders given by the holder of the circlet.

CAPTAIN BARCHUS XP 153,600

CR 18

Male human skeleton warrior fighter (Two-Handed Fighter) 17
(*The Tome of Horrors Complete* 734, *Pathfinder Roleplaying Game Advanced Player's Guide* "Two-Handed Fighter")

LE Medium undead (augmented humanoid)

Init +6; **Senses** darkvision 60 ft.; **Perception** +25

Aura fear (30-ft., DC 23)

AC 33, touch 15, flat-footed 31 (+9 armor, +3 deflection, +2 Dex, +9 natural)

hp 195 (17d10+85 plus 17)

Fort +17; **Ref** +7; **Will** +9

DR 10/bludgeoning and magic; **Immune** channel energy, undead traits; **Resist** fire 10; **SR** 32

Speed 30 ft.

Melee +3 *frost greatsword** +28/+23/+18/+13 (2d6+35/17–20 plus 1d6 cold)

Special Attacks backswing, greater power attack, overhand chop, piledriver, shattering strike +4, weapon training—two-handed only (heavy blades +4, spears +3, pole arms +2, axes +1)

Spell-like Abilities (CL 17th):

At will—*find target*

* Includes 6-point Power Attack

Str 26, **Dex** 14, **Con** —, **Int** 15, **Wis** 14, **Cha** 20

Base Atk +17; **CMB** +25 (+27 overrun, +29 sunder); **CMD** 40 (42 vs. overrun, 44 vs. sunder)

Feats Blind-Fight^B, Cleave^B, Great Cleave^B, Great Fortitude, Greater Weapon Focus (greatsword), Greater Weapon Specialization (greatsword), Improved Critical (greatsword)^B, Improved Initiative^B, Improved Overrun^B, Intimidating Prowess, Iron Will, Leadership, Lunge, Mounted Combat^B, Power Attack^B, Ride-By Attack^B, Spirited Charge^B, Weapon Focus (greatsword), Weapon Specialization (greatsword)



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Skills Climb +26, Handle Animal +25, Intimidate +41, Perception +25, Ride +20, Sense Motive +8

Languages Celestial, Common, Dwarven

Combat Gear *helm of teleportation*; **Other Gear** *celestial armor, amulet of natural armor +5, ring of protection +3, frost brand*

Fear Aura (Su) A skeleton warrior is shrouded in an aura of fear. Creatures with less than 5 HD and in a 30-foot radius must succeed on a DC 23 Will save or be affected as though by *fear* cast by a caster of the skeleton warrior's levels.

Find Target (Sp) A skeleton warrior can track and find the possessor of its circlet unerringly, as though guided by *discern location*. Using this ability, it can also find the last person to possess its circlet. Its caster level is equal to its total Hit Dice.

Development: Barchus was always an honorable man and sought to defeat his fallen commander in honorable combat. Even in his current undead state he knows no other way. When the room is entered he speaks in a sepulchral tone and asks if the party will yield. If they agree to do so, he allows them to depart the room peacefully if they promise to leave the citadel. If they refuse or renege on their agreement, he offers to fight them honorably one at a time. Even if this is refused, he still spends his first action in combat saluting his foe with his sword. If a PC cries for mercy and agrees to yield, Barchus stays his attacks on that individual and allows him to depart as described above. If one of the PCs has defeated Bishu and recovered the circlet, Barchus still follows his last orders and remains here. Upon sighting the new possessor he challenges the possessor to duel over the rights to the circlet. He will not accept the circlet as a gift and explains it must be won in fair combat before he will take it, but if his opponent yields in combat and hands it over, he accepts it without further battle. Once he has it, he places it on his head and crumbles to dust with a sigh of relief.

If Barchus is somehow defeated but not destroyed, he is willing to talk to the PCs. He can recount most of the information in Martimus' journal (see **Handout E** in **Part 1—At the Feet of Orcus**). He can add details of his own chase of Lord Bishu after the paladin-lord had been corrupted. He describes climbing the Throat of Orcus to the very top and then going even higher to confront his old commander where he says the Demon Prince himself gave aid to Bishu and placed Barchus in the sorry state he is in today. He cannot give any more details as his memory has dulled somewhat with the years.

321. Overlook — Level Three, The Lap of Orcus, Region 9 (Map 4-4)

Unless entered through an arrow slit or murder hole, this room can only be accessed through the trapdoor in the ceiling. The floor of the room lies 40 feet below that of the rest of the Lap of Orcus. The iron ladder runs from the trapdoor down 120 feet to the floor of this room.

A rusty iron ladder leads down to the very end of this cylindrical shaft. The rails for a dumbwaiter climb alongside this ladder to the ceiling high above. A cold wind blows through this room and creates a sensation of movement, as if the whole room were vibrating. Arrow slits open all around the circumference of the room providing a dazzling view of the city below and the outside of the citadel itself. Murder holes in the floor show the dizzying height that this small chamber hangs above the plaza below. The entire room is like a cage suspended in space. Beside the base of the dumbwaiter rails, where a crank handle operates the apparatus, is a wooden floor locker standing open. Within it are hundreds of arrows and half-a-dozen longbows, all now warped and ruined from exposure to the elements.

This chamber lies at the lower tip of the Wand of Orcus in the giant citadel effigy. Though perilous-appearing, the ladder itself is safe and sturdy. Turning the rusty crank requires a DC 14 Strength check but if successful still operates the dumbwaiter and brings it down from Area 320 above. Anyone managing to squeeze through the murder holes or arrow slits finds that it is a 340-foot drop to the plaza below.

322. Dovecote (CR 14) — Level Five, The Bosom of Orcus, Region 15 (Map 6-3)

Rows of wire cages are stacked throughout this many-windowed chamber. Stairs rise through the floor, and a spiral stair rises through the ceiling 60 feet above. Webbing is draped profusely throughout this room and in many places is tattered as it flutters in the wind sweeping in through the arrow slits. Affixed to one row of the cages by a cocoon of webbing is a desiccated human corpse still wearing shreds of armor.

Creatures: Hundreds of cages in here once held messenger birds used by the Disciples to communicate with outposts and agents hundreds, even thousands of miles away. The remains of all of these have been consumed by the **2 Abyssal hunter ettercaps** that found their way in here after the citadel was torn from the Material Plane. In addition, the web-shrouded corpse is all that remains of Sir Quinn, one of the Fifty and One. He pursued Captain Barchus and cornered him in Area 320 below but was bested and forced to retreat up here to escape his former captain. It was while weakened and wounded that the ettercaps found him, and through their foul poisons and the evil Pall of the citadel he was transformed into a **spiderweb mummy**.

ABYSSAL HUNTER ETTERCAPS (2) XP 1,200

CR 4

Advanced fiendish ettercap (*Pathfinder Roleplaying Game Bestiary* "Ettercap," "Fiendish")

NE Medium aberration (extraplanar)

Init +9; **Senses** darkvision 60 ft., low-light vision; **Perception** +11

AC 19, touch 15, flat-footed 15 (+5 Dex, +4 natural)

hp 38 (4d8+20)

Fort +8; **Ref** +6; **Will** +8

Resist cold 5, fire 5; **SR** 9

Speed 30 ft., climb 30 ft.

Melee bite +7 (1d6+4 plus poison), 2 claws +7 (1d4+4)

Special Attacks poison (DC 17), smite good 1/day (+5 attack, +4 damage), traps, web (+8 ranged, DC 17, hp 4)

Str 18, **Dex** 21, **Con** 21, **Int** 10, **Wis** 19, **Cha** 12

Base Atk +3; **CMB** +7; **CMD** 22

Feats Great Fortitude, Improved Initiative

Skills Climb +19, Craft (traps) +12, Perception +11, Stealth +12

Languages Abyssal

SQ spider empathy +9.

SIR QUINN

CR 14

XP 38,400

Male human spiderweb mummy fighter 8 (*Creature Collection III: Savage Bestiary* 147)

NE Medium undead

Init +7; **Senses** darkvision 60 ft.; **Perception** +24

AC 31, touch 12, flat-footed 28 (+7 armor, +2 Dex, +7 natural, +4 shield)

hp 155 (9d8+18 plus 8d10+24 plus 25); fast healing 2

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Fort +15; **Ref** +10; **Will** +11 (+13 vs. fear)
Defensive Abilities bravery +2; **DR** 5/—; **Immune** undead traits;
Resist electricity 10
Weaknesses vulnerability to fire

Speed 30 ft.

Melee slam +24 (1d6+15 plus lassitude and poison)

Special Attacks weapon training (natural +1)

Spell-like Abilities (CL 9th):

3/day—summon (level 2, spider swarm 100%)

Str 27, **Dex** 16, **Con** —, **Int** 8, **Wis** 16, **Cha** 19

Base Atk +14; **CMB** +22; **CMD** 35

Feats Combat Reflexes^B, Deflect Arrows^B, Gorgon's Fist, Great Fortitude, Improved Initiative, Improved Unarmed Strike^B, Lightning Reflexes, Medusa's Wrath, Scorpion Style, Skill Focus (Perception), Stunning Fist^B, Toughness, Weapon Focus (slam)^B, Weapon Specialization (slam)

Skills Climb +20, Perception +24, Stealth +16

Languages Common (cannot speak); spider affinity

SQ armor training 2, spider affinity, spider climb

Combat Gear *potion of cure moderate wounds* (now spoiled and equal to arsenic); **Other Gear** +1 *chainmail*, +2 *electricity resistance darkwood shield*

Lassitude (Su) Any living creature hit by a spiderweb mummy's slam attack must make a DC 22 Will save or be slowed (as the *slow* spell) for 2d6 rounds. The save DC is Charisma-based.

Poison (Ex) Slam—injury; *save* DC 22; *frequency* 1/round for 3 rounds; *effect* 1d6 Constitution damage and paralysis for 1d6 minutes; *cure* 2 consecutive saves. The save DC is Charisma-based.

Spider Affinity (Su) As a standard action, a spiderweb mummy can try to control any single spider swarm or giant spider with 60 feet. The target spider or swarm must make a DC 22 Will save or be controlled by the mummy as if by means of the *dominate monster* spell, even though they are normally immune to mind-affecting effects. The save DC is Charisma-based.

Spider Climb (Ex) A spiderweb mummy can climb sheer surfaces as though under the effects of a *spider climb* spell.

Tactics: One of the ettercaps lurks in the upper reaches of the chamber among the many struts and supports that reinforce the floor above. The multiple layers of webbing that shroud the room provide it with total concealment. The other ettercap rests on the floor between two rows of cages and has cover and concealment. They prefer to wait until someone has approached Sir Quinn at which point the mummy lurches to life and attacks. They then try to attack with surprise, entangling their foes with webs and poisoning them. Anyone slain by these ettercaps becomes a spiderweb mummy in 3 days unless *resurrected* or their remains are destroyed or removed from the Pall over the citadel. Sir Quinn ignores the ettercaps, but they use him to the best effect possible for creating flank attacks and cover.

Treasure: The ettercaps have gathered 17 gems worth a total of 6,500 gp, and a pouch with 25 gp and an *eversmoking bottle*. These treasures are kept in one of the web-shrouded cages (DC 17 Perception check).

323. The Neck (CR 8 or higher) — Level Six, The Shoulders of Orcus, Region 17 (Map 7-3)

A portion of the wall has crumbled from the spiral stair running up through the neck of the Wand exposing it to the elements.

Creatures: The spire wyverns that inhabit the upper reaches of the citadel's exterior have created a nest here. There are always 3 **maximum-**

hp spire wyverns with maximum hit points here because the ettercaps in Area 322 are fond of stealing spire wyvern hatchlings to eat. There are also 2 spire wyvern hatchlings in the nest that are noncombatant. These pterodactyl-like creatures have a stinger-tipped tails. They fiercely attack anyone who tries to pass by on the stairs and fight to the death. They immediately use their screech of the spires ability, which alerts all of the other spire wyverns near the citadel that this nest is endangered. As a result every other round **1d3+1 spire wyverns** (44 hp) arrive to fight. If 25 spire wyverns are slain, the rest give the nest up for lost and retreat. If the PCs retreat up or down the stairs, the wyverns do not pursue within the citadel. Anyone falling from this opening or dragged out by the wyverns finds that it is a 700-foot drop to the plaza below.

MAXIMUM-HP SPIRE WYVERNS (3)

CR 5

XP 1,600

hp 65 (*Creature Collection Revised* 184)

SPIRE WYVERNS

CR 4

XP 1,200

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N Medium dragon

Init +3; **Senses** darkvision 60 ft., keen senses, low-light vision;

Perception +6 (+16 visual Perception checks)

AC 18, touch 13, flat-footed 15 (+3 Dex, +5 natural)

hp 37 (5d12+5)

Fort +5; **Ref** +7; **Will** +2

Immune paralysis, sleep, sonic effects

Speed 20 ft., fly 120 ft. (poor)

Melee bite +8 (1d8+2), 2 talons +8 (2d6+2), sting +8 (1d8+2 plus poison)

Special Attacks screech of the spires

Str 14, **Dex** 17, **Con** 13, **Int** 5, **Wis** 6, **Cha** 16

Base Atk +5; **CMB** +7; **CMD** 20

Feats Weapon Focus (bite), Weapon Focus (sting), Weapon Focus (talon)

Skills Fly +7, Perception +6 (+16 visual Perception checks), Stealth +11

Languages Auran (cannot speak)

Keen Senses (Ex) Spire wyverns can see at a distance of up to 1 mile with a great degree of accuracy. They do not take penalties for visual Perception checks within this distance. Their keen senses grant them a +10 racial bonus to visual Perception checks.

Poison (Ex) Sting—injury; *save* DC 15; *frequency* 1/round for 6 rounds; *effect* paralysis 1d6 hours; *cure* 2 save. The save DC is Constitution-based and includes a +2 racial bonus.

Screech of the spires (Ex) Spire wyverns can issue a great piercing shriek as a standard action. The sound may be heard up to a mile away and is distinctive enough that those familiar with the spire wyvern can recognize its call. The screech causes deafness to any creatures within 60 feet unless a DC 15 Fortitude save is made. This is a sonic effect. The save DC is Charisma-based.

Treasure: The spire wyverns have collected in their nest a coral statuette of a clam (500 gp), an ornate silver goblet incised with images of knights on dragonback (200 gp), and three sparkling pearls (100 gp each). The 2 hatchlings are fragile (2 hp each) but can be sold in a large city for 500 gp each. Or if raised for a year, they reach full growth and can be used as pets or animal companions.

324. The Belfry (CR 20) — Level Seven, The Jowls of Orcus, Region 18 (Map 8-2)

The stairs in the Wand end at an iron trapdoor that has been bolted shut from below and must be broken to be opened. The only other entrance to the room above is through the arrow slits. The walls,

CHAPTER 5: THE BELLY OF ORCUS

floor (including the trapdoor), and ceiling of the chamber have been magically treated to resist *disintegrate*. The entire chamber lies within the portion of the Wand shaped like a skull, though this may not be obvious from within.

Bolted Iron Trapdoor: 3 in. thick; Hardness 10; hp 90; Break DC 30.

A pair of narrow arrow slits look out over a vast vista to the east. The domed ceiling of the room rises 50 feet above. Hanging from this dome is a network of braces and reinforcements made to support great iron bells. Some of these still hang there. But many are missing large sections as if some beast bit a chunk out of them, and others are little more than portions of a clapper and some iron nubs dangling from above. Strangely none of the bells have pull ropes.

Creature: This is perhaps the most secretive chamber in the entire citadel, up to and including the personal apartments of the Grand Cornu. For this chamber was constructed at the direction of Orcus himself and served to hide the secret of his meta-plot ongoing in the caverns beneath the citadel. This is the citadel's belfry, which once held an assortment of great iron bells. These were controlled by the room's sole occupant for the past thousand years, The Bell, an **Abyssal gibbering orb lich**. At the behest of Orcus the first Grand Cornu, Caverssus, created The Bell from a powerful Abyssal gibbering orb, a bloated floating mass of eyes, mouths, and gray flesh, who had been allied with the followers of Orcus for some time. The lich was then sealed in this chamber for all time. Thereafter all Grand Cornus shared a telepathic connection with The Bell wherein they could order the lich to use its *telekinesis* ray to ring the bells at the various times of the day for calls to worship and vespers. The great bells could be heard all over the city.

With the Great Retreat, The Bell has remained trapped here for centuries unable to do more than bulls eye the occasional spire wyvern that came too close to the arrow slits with its various eye rays. Over time it has slowly gone insane, and the prohibitions built into have broken down allowing it to take out some of its destructive rage against the very bells it once tended with its *disintegrate* ray. However, the walls of its prison have proven impervious to any harm it could inflict. It is more than happy to turn its vengeance upon the arriving PCs.

THE BELL XP 307,200

CR 20

Abyssal gibbering orb lich (*Pathfinder Roleplaying Game Bestiary* "Fiendish; Lich")

CE Huge undead (extraplanar)

Init +13; **Senses** darkvision 60 ft.; **Perception** +59

Aura fear (60 ft., DC 29), gibbering (60 ft., DC 29)

AC 34, touch 18, flat-footed 24 (+9 Dex, +1 dodge, +16 natural, -2 size)
hp 310 (27d8+162 plus 27)

Fort +17; **Ref** +20; **Will** +24

Defensive Abilities all-around vision, amorphous, channel resistance +4, rejuvenation; **DR** 15/bludgeoning, good, and magic; **Immune** cold, electricity, flanking, undead traits; **Resist** fire 15; **SR** 29

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

Melee 11 bites +26 (2d8+7/19-20 plus grab), touch +25 (1d8+13 plus paralyzing touch)

Ranged 12 eye rays +27 touch (eye rays)

Space 15 ft.; **Reach** 10 ft.

Special Attacks paralyzing touch (DC 29), smite good 1/day (+6 attack/+27 damage), swallow whole (5d6 acid damage, AC 18, 31 hp)

Str 25, **Dex** 29, **Con** —, **Int** 30, **Wis** 24, **Cha** 22

Base Atk +20; **CMB** +29 (+33 grapple); **CMD** 49 (can't be tripped)

Feats Alertness, Combat Casting, Combat Reflexes, Dodge, Flyby Attack, Great Fortitude, Hover, Improved Initiative,

Improved Critical (bite), Iron Will, Lightning Reflexes, Skill Focus (Perception), Toughness, Weapon Focus (bite)

Skills Acrobatics +39, Climb +37, Escape Artist +39, Fly +39, Intimidate +36, Knowledge (arcana) +40, Knowledge (dungeoneering) +40, Knowledge (planes) +37, Knowledge (religion) +40, Perception +59, Sense Motive +49, Spellcraft +40, Stealth +39, Survival +37

Languages Abyssal, Aklo, Auran, Celestial, Common, Daemonic, Draconic, Ignan, Infernal, Terran, Undercommon

SQ flight

Eye Rays (Su) Each eye ray resembles a spell cast by a 27th-level caster. Each has a range of 150 ft. and a save DC of 29. It can fire all of its rays in any direction but cannot aim more than 5 rays at a single target due to its aiming limitations. The save DCs are Charisma-based. The 16 eye rays are as follows:

Cone of cold: Target affected as spell taking 15d6 cold damage (Reflex half).

Disintegrate: Target must succeed on Fortitude save or affected as spell.

Dominate monster: Target must succeed on Will save or affected as spell.

Energy drain: Target affected as spell gaining 2d4 temporary negative levels (Fortitude partial).

Feeblemind: Target must succeed on Will save or affected as spell.

Finger of death: Target must succeed on Fortitude save or affected as spell. Take 3d6+13 on a successful save.

Flesh to Stone: Target must succeed on Fortitude save or affected as spell.

Greater dispel magic: Works as targeted dispel.

Harm: Target affected as spell taking 150 points of damage (Will half).

Hold monster: Target must succeed on Will save or affected as spell.

Horrid wilting: Works as spell but targets one creature. Target must succeed on Fortitude save or affected as spell.

Inflict critical wounds: Target affected as spell taking 4d8+20 points of damage (Will half).

Lightning bolt: Target affected as spell taking 10d6 electricity damage (Reflex half).

Irresistible dance: Target affected as spell (Will partial).

Power word blind: Target blinded as spell.

Telekinesis: Can move objects up to 375 lb. as spell (Will negates).

Gibbering (Su) The cacophony of speech emanating from the scores of mouths that make up the orb forces all within 60 feet to make a DC 29 Will save or suffer the effects of an *insanity* spell (CL 27th). This is a sonic mind-affecting effect. The save DC is Charisma-based.

Development: The Grand Cornus always assumed that The Bell was created as a last ditch defense to be unleashed on their enemies should the citadel ever be in danger of being overrun. Unbeknownst to them, though, the Bell's purpose was much more far-reaching, connected to St. Harul's Well (Area 4a) and the Caverns of the Barrier hidden beneath. If The Bell is destroyed, refer to Events 6 and 7 in Chapter 1 in *Part 1—At the Feet of Orcus*. The Bell's phylactery can be found in the stairs sealed below Area 4a.

Chapter 6:

The Bosom of Orcus

Level 5: The Bosom of Orcus (Regions 14 and 15) — Map 6-1

Difficulty Level: 14

Entrances: The Throat of Orcus (Area 325). Stairs up from the Lower Hall (Area 320), and stairs down from the Neck (Area 323). Secret passage from the Trapped Exit (Area 342). The broken wall in the Destroyed Lab (Area 344).

Exits: The Throat of Orcus (Area 325).

Wandering Monsters: Check on 1d10 every 30 minutes or after the party makes any significant noise:

d10 Encounter

- 1 1d6 Advanced Fear Guards
- 2 1d3 Spellgorged Zombies
- 3 Bickerstaff
- 4 Bickerstaff and 1d6 Spellgorged Zombies
- 5–10 No encounter

Advanced Fear Guards: This group patrols the corridors attacking all they see that are not wearing or accompanied by someone not presenting themselves as a member of the College of Glazerel. They get a Sense Motive check opposed to the Bluff check of anyone wearing a Glazerite disguise.

ADVANCED FEAR GUARD **CR 6**
XP 2,400
hp 63 (See Area 293)

Spellgorged Zombies: These mindless guardians were

left behind by the college and attack any living creature not accompanied by Bickerstaff. They leave patrolling undead creatures alone.

SPELLGORGED ZOMBIE **CR 4**
XP 1,200
hp 38 (See Area 333)

Bickerstaff: When encountered alone, the archmage lich attempts to remain unnoticed and observe the PCs for as long as possible to gain information about them and their capabilities. If he is noticed, he immediately withdraws.

BICKERSTAFF **CR 20**
XP 307,200
hp 202 (See Area 336)

Bickerstaff and Spellgorged Zombies: If encountered while accompanied by zombie servitors, Bickerstaff orders the zombies to engage in melee while he probes the PCs abilities with his spells. He retreats if pressed.

BICKERSTAFF **CR 20**
XP 307,200
hp 202 (See Area 336)

SPELLGORGED ZOMBIE **CR 4**
XP 1,200
hp 38 (See Area 333)

The Bosom of Orcus sits at a height of 640 feet above the plaza and corresponds to the citadel's chest and upper arms. There are two regions on this level, but their infamy was so great that few dared enter this level, and many who did never returned. For in the Bosom of Orcus lay the dreaded College of Glazerel and the Laboratories used jointly by the most powerful Disciples and the Glazerites.

Region 14 — College of Glazerel (Map 6-2)

Early in the history of Tsar, the followers of Orcus began to ally with dark-minded sorcerers and wizards in order to tap their arcane powers for the use of the Master. When the citadel was built, a college of magic was created as a formal faction within the citadel's

power structure. To establish this malevolent and august body, Orcus personally sent one of his chief lieutenants. This being was a sorcerer of immense power that had also trained in the wizardly disciplines; an infernal half-fiend and bastard of Geryon, Duke of the Fifth layer of Hell, this extraordinary archmage, Glazerel, had forsaken his devilish heritage and joined the cause of Orcus, carving for himself a niche among the powerful of the Abyss. Glazerel was a master of the arcane arts and spent many generations as the chief instructor of this wizard academy. Then one day he departed the Material Plane without warning. Whether he returned to Orcus's realm or was destroyed by servants of his vengeful father none ever knew. The academy was formally named in his honor by the remaining instructors, and the members of the arcane faction began referring to themselves as Glazerites. To this day his image still graces many objects and walls within the academy.

None of the wind tunnels of this level extend north of Area 329. Those rooms have their own self-contained wind tunnels that circulate air brought in through the door to Area 329 when it is opened.

325. Throat of Orcus (CR 14)

The spiraling stair continues to rise but pauses here at a small landing. It is difficult to make out details of the landing or the central shaft because of the high humidity of this area that causes a thick vapor to fill the stairwell. At close range, the door appears to be made of gold and bears some sort of demonic image on its surface.

The cloud of fog extends 10 feet above and below this level. Anything farther away than 5 feet is considered to have concealment. The door here is actually brass but is not locked or secured in any way. Its surface bears the image of the head and upper shoulders of wicked-looking man with curving horns extending up from his forehead, tiny sharp teeth, slightly pointed ears, and an evil glint in his eye. This is actually a rendering of the half-fiend archmage Glazerel and signifies that beyond the door lies his realm of influence within the citadel.

Creature: There was once a horrible trap on this door that was triggered by one of Lord Bishu's knights, one Sir Elden by name. The trap exploded with such force that it reduced the knight's corpse to a bloody mist that then took on a horrid undead form and became a **devouring mist**. The devouring mist floats within the fogbank that is generated by a peculiarity of the wind tunnel system here and takes on its customary reddish hue as it drains the blood victims. Whenever anyone living enters its misty confines, it swoops to grab with surprise.

DEVOURING MIST

CR 14

XP 38,400

Rappan Athuk Reloaded 307

NE Large undead

Init +5; **Senses** darkvision 60 ft.; **Perception** +32

AC 15, touch 15, flat-footed 9 (+1 dodge, +5 Dex, -1 size)

hp 150 (20d8+60)**Fort** +9; **Ref** +11; **Will** +15**Defensive Abilities** blow evasion; **DR** 10/magic; **Immune** undead traits; **SR** 25**Speed** fly 40 ft. (perfect)**Melee** 2 slams +19 (1d6+1/19–20 plus blood drain)**Space** 10 ft.; **Reach** 5 ft.**Special Attacks** create spawn, engulf (DC 21, blood drain)**Str** 12, **Dex** 20, **Con** —, **Int** 8, **Wis** 16, **Cha** 16**Base Atk** +15; **CMB** +17; **CMD** 33 (can't be tripped)**Feats** Bleeding Critical, Combat Reflexes, Critical Focus, Dodge, Improved Critical (slam), Lunge, Mobility, Skill Focus (Perception), Spring Attack, Weapon Finesse**Skills** Fly +34, Perception +32, Stealth +24 (+34 in mist)**Languages** Common (cannot speak)**SQ** gaseous

Blood Drain (Ex) On a successful slam attack, a devouring mist deals 1d4 points of Constitution damage as it pulls the blood out of the victim's body through the skin. For every point so drained, the devouring mist gains 5 temporary hit points. Creatures engulfed by a devouring mist likewise take this damage each round that they remain within its embrace. Creatures without blood or some similar bodily fluid are immune to blood drain.

Blow Evasion (Ex) A devouring mist is able to use its vaporous state to its advantage to minimize damage from weapon attacks, allowing it to subtract the first five points of physical damage from any weapon attack, though it cannot reduce damage from other sources such as magic or energy. This ability does not stack with its damage reduction.

Gaseous (Ex) A devouring mist can pass through small areas, such as cracks under doors, but it cannot pass through solid matter. It cannot enter water or other liquid. Winds or other forms of moving air may push the devouring mist in their direction if they exceed strong speeds (31 mph+), but the wind does no damage to it and cannot disperse it. Devouring mists are utterly silent.

Create Spawn (Su) If a victim is slain by a devouring mist's blood drain ability, the blood from the victim's body forms into a new devouring mist in 1d4 rounds. Further, the victim's corpse arises as a vampire spawn in 1d4 days, unless the remains are blessed or consecrated prior to their rising.

326. Abandoned Guard Room

The floor of this room is covered by shards of what appear to be thick stained glass. In the center of the room is a large brownish stain indelibly soaked into the stone.

This room saw two separate battles involving Bishu's company. The first occurred when the knights Bomont the Mighty and Captain Perival battled powerful golemlike creatures composed of stained glass created by the Glazerites and left as guardians here. Anyone searching through the shards on the floor can make a DC 16 Knowledge (engineering) check to recognize that some of the larger fragments correspond to anatomical pieces from Large humanoid constructs. The second battle occurred days later when the knight Paredes confronted the corrupted Lord Bishu here and was slain in single combat. Paredes' spirit did not rest easy and can be found in Area 26 (*Part 1—At the Feet of Orcus*). Bishu took the knight's remains with him and deposited them in Area 418 (*Part 5—The Mind of Chaos*). All that remains to testify to this second battle is the stain where Paredes' lifeblood pooled on the floor.

327. Guard Room (CR 10)

Creatures: This room is empty of furnishings but holds 4 **advanced fear guards** tasked with preventing any from entering the College of Glazerel beyond. They were beaten back when Bomont and Perival entered this chamber centuries ago but eventually recovered and returned to their posts.

ADVANCED FEAR GUARDS (4)

CR 6

XP 2,400

hp 63 (See Area 293)

328. Bunk Room (CR 18)

This nondescript room holds only a set of rotting bunk beds and a simple table once used by Templars that guarded the entrance to the arcane college. When the citadel was abandoned, a deadly **trap** was left behind.

Trap: The 10-foot section of ceiling above the doorway has been rigged as a falling block trap. Anyone crossing the middle of that square activates it. However, an insidious modification has been made to make the trap more deadly. Before leaving, the Glazerites used *sovereign glue* to attach three *beads of force* to the underside of the block. The *bead's* natural lusterless, black coloration blended in perfectly with the room's black-painted plaster, making the trap only slightly easier to detect. If the trap is activated, the impact of the stone with the floor causes the *beads* to explode and affect anyone standing within 10 feet of the center of the trapped square. These individuals must all make three Reflex saves (DC 16) to avoid being trapped in the three spheres of force. These spheres appear nested within one another forming what is essentially a single, triple-strength sphere.

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Furthermore, the exploding beads hurl away the stony debris from the collapsing ceiling dealing 3d6 points of bludgeoning damage to anyone within 20 feet (other than those trapped within the spheres of force).

FALLING BLOCK TRAP

CR 18

Type mechanical and magical; **Perception** DC 16; **Disable Device** DC 25

Trigger location; **Reset** repair

Effect Atk +15 melee (6d6); multiple targets (can strike all characters in four adjacent 5-ft. squares); magic device (3 *beads of force*, 15d6 force, 3 DC 16 Reflex saves to avoid entrapment); flying debris (3d6 bludgeoning, DC 15 Reflex save half)

Development: If this trap is activated, roll immediately to see if any wandering monsters are attracted by the noise.

329. Lecture Hall (CR 14)

This wide hall is filled with rows of benches descending in tiers to the north where a stone lectern stands. Behind it is a door. Flights of stairs run down the room's center aisle. A second door exits to the east from the topmost tier.

This chamber served as the primary classroom for the College of Glazerel. The eastern door leads to the dormitories where the wizards- and sorcerers-in-training dwelt. The door at the bottom of the room leads to the faculty's quarters and is *arcane locked* (caster level 15). The stone lectern bears the horned image of Glazerel on the front. The lectern also bears a **trap**.

Trap: Anyone approaching within 5 feet of the lectern activates a special augmented summoning spell prepared by the Glazerites that calls an **augnagar qlippoth** into the room. It immediately attacks intruders and pursues until the spell expires in 15 rounds.

AUGMENTED SUMMONING TRAP

CR 14

Type magical; **Perception** DC 31; **Disable Device** DC 31

Trigger proximity; **Reset** none

Effect spell effect (special augmented summoning, 20th-level wizard)

AUGNAGAR QLIPPOTH

CR 14 (Included in CR of trap)

XP 38,400

hp 203 (*Pathfinder Roleplaying Game Bestiary* 2 "Qlippoth, Augnagar")

330. Dormitory

Opening off of this hallway is a series of rooms where the students of the College of Glazerel lived while undergoing their instruction. Alumni of the college moved out and established residences or built their wizard towers elsewhere, though they always remained beholden to the summons of the Dean of the College. These rooms are sparsely furnished and largely empty, as most items were taken by the students when they departed. Each room held anywhere from 5 to 10 students and still have a scattering of furniture and odds and ends left behind. These rooms also have some of the first true windows encountered in the citadel — 2-foot-wide by 4-foot-high embrasures set with leaded glass panes that can swing inward on hinges and be latched from the inside (Break DC 8, Disable Device DC 12) that were often trapped by the occupants of the room. All of the windows remain intact due to most of their time having been spent away from the destructive elements of the Material plane.

For each room explored, roll on the table in the Dormitory Contents sidebar to determine if anything of interest remains.

Dormitory Contents Sidebar

Roll 1d12 and consult the table below. Items marked with an asterisk can only be found once.

d12	Result
1	Cracked leather boots bearing <i>magic aura</i>
2	Gold ring set with a ruby (150 gp)
3	Vellum scroll bearing the image of Glazerel
4	A small silver case (15 gp) containing a <i>ring of protection +1</i> and a <i>ring of counterspells</i> *
5	A spell scroll that appears to have the incantation for a powerful new spell (DC 15 Linguistics check to reveal it to be gibberish)
6	<i>Sepia snake sigil</i> trap on the window (caster level 5)
7	<i>Headband of intellect</i> +2*
8	<i>Wand of suggestion</i> (heightened, CL 4: 21 charges)*
9	Pair of mithral tweezers (50 gp)*
10	Small bag of foul-smelling herbs
11–12	Nothing of interest

331. Cafeteria (CR 9)

The rotted remains of long wooden tables lie in pieces on the floor mixed in with the similar remains of wooden benches. The broken fragments of a few pieces of earthenware lie among these ruins where the crockery was smashed when the tables collapsed beneath it. The walls of the room are marred with all sorts of marks of vandalism and graffiti. In the southeast corner stands a 12-foot statue of slick black stone. It has been fashioned as a minotaur but it too has been victimized by the hooligans that evidently once used this room. Around its neck hang the frayed ends of a noose festooned with dried flowers. A bright orange harlot's wig has been placed on its head and the flecked remnants of red rouge still smear its lips. Its torso is criss-crossed with lines of white paint where someone has evidently used it for some sort of game involving crosses and circles. A cornucopia pipe has been wedged between its lips, and its feet are wrapped in anklets of dried grasses.

This room served as the cafeteria of the college and as such saw use by many generations of cocky and immature wizards-in-training where they could unwind away from their instructors' watching eyes. As a result it received the brunt of their creative pranks and was rarely ever completely cleaned up.

Creature: The statue is in fact an **obsidian minotaur**. The students quickly figured out that it was a construct and made dares with each other to vandalize it, not realizing that it was programmed only to attack intruders who were not members of the college or anyone as ordered by the dean. It takes 3 rounds after all these years of inactivity to respond to the PCs' presence, but when it does so it lurches to life and attacks relentlessly in all its garish glory.

OBSIDIAN MINOTAUR

CR 9

XP 6,400

The Tome of Horrors Complete 450

N Large construct

Init +0; **Senses** darkvision 60 ft., low-light vision; **Perception** +0

AC 25, touch 9, flat-footed 25 (+16 natural, –1 size)

hp 96 (12d10+30)

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Fort +3; **Ref** +3; **Will** +3

DR 10/adamantine; **Immune** magic, construct traits

Speed 20 ft.

Melee 2 claws +17 (2d8+6 plus 1d6)

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

Special Attacks breath weapon, burn

Str 22, **Dex** 10, **Con** —, **Int** —, **Wis** 11, **Cha** 1

Base Atk +12; **CMB** +19; **CMD** 29

Breath Weapon (Su) As a free action, once every 1d4+1 rounds, an obsidian minotaur can expel a cloud of gas directly in front of it. The cloud fills a 10-foot cube and lasts for 1 round before dispersing. Any creature in the area must succeed on a DC 16 Fortitude save or take 1d4 points of Dexterity damage. The save DC is Constitution-based.

Burn (Ex) The claws of an obsidian minotaur deal 1d6 points of fire damage each time they hit. A creature hit must succeed on a DC 16 Reflex save or take 1d6 points of fire damage for 1d4+1 rounds as clothes ignite and armor becomes searing hot. The save DC is Constitution-based.

Immunity to Magic (Ex) An obsidian minotaur is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature as noted below.

A *transmute rock to mud* spell slows it (as the *slow* spell) for 2d6 rounds, with no saving throw, while *transmute mud to rock* heals all of its hit points.

A *stone to flesh* spell does not actually change the obsidian minotaur's structure but negates its damage reduction and immunity to magic for 1 full round.



332. Dormitory Kitchen

This room functioned as a kitchen to prepare meals for large numbers of people. It appears to have been vandalized before it was abandoned, leaving it in shambles.

333. Faculty Lounge (CR 10)

All of the doors entering or leaving this room have been *arcane locked* at caster level 15.

This room has an air of decadent opulence. Water trickles from an ornate fountain in the east wall into two marble baths. Iron-grilled fireplaces stand next to each to provide a comfortable temperature for bathers. The rest of the room is furnished in plush, leather-upholstered chairs and couches, now dried and cracked with long years. Mahogany end tables still hold silver ewers and goblets. A great rug covering the center of the floor bears the woven image of an infernal-looking man with horns curving up from his forehead.

While the individual instructor's rooms were not particularly opulent — they used them for little more than sleep and study — this chamber provided for their aesthetic needs. The carpet bears the image of Glazerel. The water in the fountain is fresh and drains through small holes in the bottom of the pools. The ewers are empty.

Creatures: Standing in this room are 8 spellgorged zombies that in all ways resemble regular zombies clad in the rotten raiment of a Glazerite student. These were some of the instructors' least favorite pupils who, when the Great Retreat was called, were transformed against their wills into mindless guardian automatons.

SPELLGORGED ZOMBIES (8)

CR 4

XP 1,200

The Tome of Horrors Complete 753

NE Medium undead

Init +1; **Senses** darkvision 60 ft.; **Perception** +0

AC 13, touch 11, flat-footed 12 (+1 Dex, +2 natural)

hp 38 (7d8 plus 7)

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

Immune undead traits

Speed 30 ft.

Melee slam +6 (1d6+1)

Special Attacks spell storing

Spells Stored (CL 20th):

6th—*chain lightning* (DC 23)

1st—*magic missile*

Str 12, **Dex** 12, **Con** —, **Int** —, **Wis** 10, **Cha** 10

Base Atk +5; **CMB** +6; **CMD** 17

Feats Toughness^B

Spell Storing (Su) A spellgorged zombie can store any spells cast into its mouth as if it were a *ring of spell storing*. The spellgorged can store a number of spell levels equal to its Hit Dice. Each spell has a caster level equal to that of the spellcaster that placed the spell in the spellgorged zombie. The save DC for any spell stored in a spellgorged zombie is determined using the ability scores of the spellcaster who placed the spell.

The spellgorged zombie need not provide any material components or focus and there is no arcane spell failure chance for wearing armor (since the spellgorged zombie need not gesture). When the spellcaster stores the spells in the spellgorged zombie, however, he must use all required components for the spell.

Treasure: The silver ewers and goblets are worth a total of 300 gp.

334. Ilhkander's Quarters (CR 14)

This chamber is austere furnished with a simple cot and desk. Empty armor stands and weapons racks stand around the chamber providing a hint at what wondrous weapons of power may have once rested here. High on the walls there is still mounted a ring of more mundane-if-no-less marvelously crafted swords.

This was once the quarters of Ilhkander, one of the chief battle instructors of the college. In addition to be a wizard of great power, Ilhkander enjoyed creating magical versions of all things martial, especially swords and armor. He removed the many powerful magic items he had created when he departed the citadel but a left a **trap** incorporating some of the raw materials he used in his work but did not deem valuable enough to carry with him. There are dozens of masterwork swords of all shapes and sizes hanging from pegs 15 feet up on the wall. Only one of them is magical, a *+1 spell storing falchion*. It is also the fulcrum of Ilhkander's trap.

Trap: The magical sword can easily be detected, however if it is touched Ilhkander's trap is activated. Once this occurs, all of the blades immediately leap from the walls and begin whirling around the room. The effect is identical to a maximized *blade barrier* cast at 15th level, except it entirely fills the room and affects anyone within. The blades continue to whirl for 15 minutes or until successfully *dispelled*. Once they are no longer animate, the swords can be recovered and used normally.

MAXIMIZED BLADE BARRIER TRAP **CR 14**
Type magical; Perception DC 31; Disable Device DC 31

Trigger touch (*alarm*); **Reset** none
Effect spell effect (maximized *blade barrier*, 15th-level cleric, 90 hp slashing per round, DC 21 Reflex save half damage)

Treasure: In addition to the magic blade, there is at least one masterwork version of any type of sword (including falchions, scimitars, and rapiers) of any size from Small to Huge in here.

335. Rez Altera's Quarters (CR 11)

A short anteroom opens into a cluttered bedchamber. A great circular bed, its mattress and fur blankets now rotten and moth eaten, occupies the center of the room. The walls of the room are completely covered to a height of 10 feet with wooden shelves forming small pigeonholes. These in turn are crammed to overflowing with parchments, sheaves of paper, rolls of vellum, papyri, etc., many of which have tumbled to the floor and lie in moldering heaps. The smell of mildew fills the air.

This chamber belonged to Rez Altera, an elven woman corrupted by her worship of Hecate and a consummate experimenter and note taker. The thousands of scrolls filling this room are mostly illegible due to the effects of mildew and deterioration and document the steps of countless experiments and record numberless theories on magic. Anyone rifling

through these exposes himself to the attention of **22 bookworms** that occupy the chamber and are in the process of devouring the multitude of scrolls. The bookworms can only be spotted with a DC 20 Perception check, but a DC 20 Knowledge (arcana) check by anyone observing the damage to the papers is able to discern that much of it is the handiwork of bookworms. Rez also left a **trap** in the chamber.

Trap: This room has been trapped so that 2 rounds after the door is opened burnt outhur fumes begin pouring into the room through hidden vents in the walls. Anyone in the room when the trap is activated risks being affected by the fumes for each round they remain within. The bookworms are unharmed by the fumes. If the door is left open, the fumes dissipate after 1 minute. If the door is closed, the fumes linger for 4 hours before finally becoming inert.

BURNT OTHUR FUMES TRAP **CR 11**
Type mechanical; Perception DC 35; Disable Device DC 25

Trigger location; **Reset** manual
Effect gas; multiple targets (all targets in the room); never miss; onset delay (2 rounds); poison (burnt outhur fumes—inhaled: *save* Fort DC 18; *frequency* 1/round for 6 rounds; 1 Con drain/1d3 Con; *cure* 2 saves)

BOOKWORMS, HAZARD (22) **CR 1/8**
XP 50
The Tome of Horrors Complete 756

A bookworm is a tiny, one-inch long gray, seemingly normal worm. This miniscule creature is the bane of sages, scholars and wizards, for its primary source of food is the leather, paper, and wood that make up books.

Bookworms cannot harm living creatures, but they burrow through plant-based materials and leather very quickly. Ignoring the hardness of these materials, a bookworm swarm deals 3 points of damage per round to dead wood, leather, paper and rope. Quick and agile, bookworms have a speed of 20 feet and avoid being detected by their ability to change their body color (DC 20 Perception check). Not even magical leather armor and wooden weapons are immune to the effects of bookworms, merely taking longer to destroy.

Magical writings, such as scrolls and spellbooks, are a favorite target of bookworms. Scrolls are destroyed in a single round and any spells contained on it are destroyed as well. A spellbook loses one spell level per round that a bookworm swarm spends burrowing into it. For example, a standard spellbook has 100 pages and can hold a maximum of 100 total spell levels (a spell takes up one page per spell level, minimum one page). Thus, it takes the bookworm 100 rounds (10 minutes) to completely destroy a full spellbook. If the same spellbook only had 20 spell levels in it, the bookworm would destroy the spellbook in 20 rounds (2 minutes). Multiple bookworm swarms can destroy a spellbook much faster.

A typical lair (or brood) contains 10 to 40 bookworms. They are easily killed by attacks that deal damage over an area (such as cold or fire). Consider one worm killed for each point of damage dealt.

Treasure: Every 10 minutes spent searching through the mountains of paper in this chamber turns up one of the following *arcane scrolls* (all at caster level 19) on a successful DC 12 Perception check: *greater dispel magic*, *clone*, *mage's disjunction*, and *wish*. Roll randomly to determine which one is found. Each one can only be found once. If not found on the initial visit and the bookworms are not destroyed, there is a 25% for each scroll that it has been destroyed on each subsequent visit.

336. Bickerstaff's Quarters (CR 20)

This chamber is warm and homey. Dark wood paneling covers the walls. A small brazier with a few glowing coals stands next to a stone desk and padded chair and gives off a dim glow. Graying, cobwebbed paintings hang in ornate frames, and a mahogany four-post bed stands by the far wall. It appears to have been used recently. A small bird perch protrudes from one of its posts. Resting in a stone bowl on the desk is a meerschaum pipe; a thin streamer of smoke rises from it.

Creature: This chamber belonged to the archmage Bickerstaff, one of the college's instructors. When the college was to be abandoned, the instructors drew straws to determine who would stay behind to guard their quarters and manage the spellgorged zombies until they could all return and resume their posts. The loser of the drawing (he insisted that Dean Oubre cheated) was Bickerstaff, and he begrudgingly, therefore, underwent the transformation to a **lich** to man his post for the next few centuries. When Bomont the Mighty confronted him after the Battle of Tsar in Area 340, the knight destroyed the lich. However, before he could find the lich's phylactery the knight fell victim to the trap in Area 342. As a result, Bickerstaff reformed a few days later and continues to hold his post, spending most of his time in his quarters in quiet contemplation. Bickerstaff is present when the party enters unless he has been encountered and defeated elsewhere.

BICKERSTAFF

CR 20

XP 307,200

Male human lich wizard 19 (*Pathfinder Roleplaying Game Bestiary* "Lich")

NE Medium undead (augmented humanoid)

Init +7; **Senses** darkvision 60 ft.; **Perception** +33

Aura fear (60-ft. radius, DC 24)

AC 25, touch 14, flat-footed 21 (+6 armor, +3 Dex, +1 dodge, +5 natural)

hp 202 (19d6+95 plus 38)

Fort +17; **Ref** +13; **Will** +18

Defensive Abilities channel resistance +4, rejuvenation; **DR** 15/bludgeoning and magic; **Immune** cold, electricity, undead traits; **Resist** fire 30; **SR** 23

Speed 30 ft.

Melee touch +12 (1d8+9 plus paralyzing touch) or *staff of the magi* +13/+8 (1d6+3)

Special Attacks hand of the apprentice 11/day (ranged +17), metamagic mastery 6/day, paralyzing touch (DC 24)

Spells Prepared (CL 19th, ranged touch +12, melee touch +12): 9th—*meteor swarm** (DC 28), quickened silent *greater invisibility*, quickened *teleport*

8th—*clenched fist** (+37 attack/1d8+11, DC 27), *horrid wilting** (DC 27), *power word stun*, silent *finger of death** (DC 26)

7th—*delayed blast fireball** (DC 26), quickened *lightning bolt** (DC 22, x2), silent *circle of death** (DC 25), stilled *repulsion* (DC 24)

6th—*greater dispel magic*, quickened *scorching ray** (x2), silent *cloudkill* (DC 23), widened *fireball** (DC 22)

5th—*mage's faithful hound*, *mage's private sanctum*, quickened *magic missile** (x2), *teleport*

4th—*enervation**, *fire shield**, *greater invisibility*, silent *haste*, stilled *blink*, widened *burning hands** (DC 21)

3rd—*displacement* (x2), *fly*, silent *bull's strength*, silent *see invisibility*, *stinking cloud* (DC 21)

2nd—*command undead* (DC 21), *hypnotic pattern* (DC 20), *knock*, *resist energy*, stilled *magic missile** (x2)

1st—*alarm*, *expeditious retreat*, *feather fall*, *identify*, *ray of*



*enfeeblement**, *shield*

0 (at will)—*detect magic*, *ghost sound* (DC 18), *mage hand*, *resistance*

*Evocation or necromancy spell

Str 16, **Dex** 16, **Con** —, **Int** 27, **Wis** 17, **Cha** 20

Base Atk +9; **CMB** +12; **CMD** 26

Feats Combat Casting, Dodge, Great Fortitude, Improved Counterspell, Improved Initiative, Magical Aptitude, Quicken Spell^B, Scribe Scroll^B, Silent Spell^B, Skill Focus (Spellcraft), Spell Focus (evocation)^B, Spell Focus (necromancy)^B, Still Spell, Toughness, Widen Spell

Skills Craft (alchemy) +30, Fly +25, Knowledge (arcana) +30, Knowledge (engineering) +30, Knowledge (religion) +30, Knowledge (planes) +30, Perception +33, Profession (professor) +25, Sense Motive +11, Spellcraft +40, Stealth +33, Use Magic Device +31

Languages Abyssal, Auran, Celestial, Common, Draconic, Elven, Infernal, Giant, Orc

SQ arcane bond (familiar—none currently)

Combat Gear *staff of the magi* (37 charges), *ring of spell turning*; **Other Gear** *bracers of armor* +6, *cloak of resistance* +4, *headband of vast intelligence* +4, *greater ring of fire resistance*, *bag of holding* (type IV) holding 4 spellbooks

Spellbook 1 All prepared spells of levels 0–6th plus 0—*acid splash*, *arcane mark*, *daze*, *detect poison*, *light**, *mending*, *message*, *open/close*, *ray of frost**, *read magic*, *touch of fatigue**

Spellbook 2 All prepared spells of levels 7th–8th plus 1st—*comprehend languages*, *enlarge person*, *mage armor*, *magic weapon*, *summon monster I*, *unseen servant*; 2nd—*arcane lock*, *blindness/deafness**, *continual flame*, *detect thoughts*, *glitterdust*, *locate object*, *obscure object*, *whispering wind*; 3rd—*arcane sight*, *deep slumber*, *dispel magic*, *illusory script*, *tongues*

Spellbook 3 4th—*crushing despair*, *dimension door*, *dimensional anchor*, *fire trap*, *ice storm**, *lesser geas*, *summon monster IV*, *wall of fire*;

5th—*baleful polymorph*, *break enchantment*, *feeblemind*, *major creation*, *nightmare*, *sending**, 6th—*forceful hand**, *globe of invulnerability*, *greater heroism*, *legend lore*, *planar binding*, *undeath to death**

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Spellbook 4 7th—*banishment*, *greater scrying*, *project image*, *spell turning*, *teleport object*, *waves of exhaustion**; 8th—*demand*, *mind blank*, *polar ray**, *trap the soul*; 9th—*imprisonment*, *meteor swarm*.

Tactics When he heard the door opening, Bickerstaff cast a quickened silent *greater invisibility* and stands near the bed observing the party, choosing the right moment to attack. He starts with a silent *haste*, *bull's strength*, and *see invisibility* while he observes the intruders. He begins his attack with a silent *circle of death* to see how much that thins out the party followed by a silent *finger of death* on the most powerful-looking spellcaster (he fears the use of *dispel magic*). If he is discovered he casts *fly* to get above the party and uses his other spells such as *mage's faithful hound* and widened *burning hands* to best possible effect or charges from his staff. He intersperses these attacks with quickened spells such as *lightning bolt*, *scorching ray*, and *magic missile*. If his buffs are successfully dispelled or he takes 100 points of damage he *teleports* to safety (probably Area 343) — using the quickened one if necessary — to recuperate and rebuff with *greater invisibility*, *fire shield*, *expeditious retreat*, *shield*, *blink*, and *resist energy*. He then uses *arcane eye* to spy out the party and begin to stalk them, using *fireball* and *horrid wilting* to make hit-and-run attacks. He reserves his *clenched fist*, *repulsion*, and *cloudkill* spells to defend his phylactery.

Treasure: While the room's furnishings are fine, they are very old and dried-out and are no longer worth anything. A drawer in the desk, however, has a *handy haversack* that still holds 25 tindertwigs and 12 fills of extremely high quality pipeweed harvested from exotic lands

The *pipe of visions* first appeared in *Relics & Rituals* by **Sword & Sorcery Studios** and is reproduced here for your convenience.

Pipe of Visions

Aura strong divination; **CL** 13th
Slot none; **Price** 182,000 gp; **Weight** 1 lb.

DESCRIPTION

This pipe is 2 feet long, with a slender curved stem and a gold mouthpiece. Crafted of ivory and etched with intricate designs, the pipe is further decorated with bold, multicolored feathers, tied around the bowl with leather straps. It is commonly used during ceremonies that reflect on the past or inquire into the future.

If the *pipe of visions* is filled with a precise blend of exotic tobaccos and rare herbs (which cost 500 gp per fill) and lit, up to six people seated in an enclosed space no more than 20-ft.-by-20-ft. can take turns smoking and concentrating on an event that transpired or that might occur in the near future. After the pipe has been passed several times, the smoke that has gathered in the enclosed area begins to swirl and take form. All those participating must make a DC 15 Will save. If at least one save succeeds, the group's collective thoughts influence the movement of the smoke. If they have focused on an event from the past, the smoke displays the scene as if witnessed firsthand, albeit through a haze. The smoke does not transmit sound with the vision. If the participants seek to gather information about the future, the pipe's visions are less clear. Vague, indistinct images play about the room, revealing small details about upcoming events, but they do not provide a complete picture of what will transpire. (The GM decides exactly what they will see of the past or the future, but what they infer from it is up to them.)

CONSTRUCTION

Requirements Craft Wondrous Item, *greater scrying*, *commune*; **Cost** 91,000 gp

centuries ago and carefully preserved (500 gp per fill). Bickerstaff enjoys smoking it every once in a while though he no longer inhales it or tastes its bouquet. He has just consumed one use of it. The pipe itself is a *pipe of visions*

337. Jombda's Quarters

This room is bare of any furnishings or adornment. Only the cracked, flaking plaster on the walls remains.

This room was once occupied by Jombda, a woken from a distant tribe of savages who was a natural-born sorcerer and later excelled as a mystic theurge as well before joining the ranks of instructors at the college. It was his people that attacked and overran the holy city of Tircople during the time of the Third High Lord to destroy the High Altar of Thyr and Muir and distract the Justicars of Muir that were battling against the hordes of the Disciples outside the gates of Tsar. It was Jombda who served as liaison between the Disciples and his own peoples in that distant land in preparation for the coming of Seneschal Vrius and the establishment of a new Citadel of Orcus on the ruins of Tircople. When the Great Retreat occurred, Jombda returned to his people instead of joining the rest of the Disciples in their flight to Rappan Athuk. In anticipation of the new citadel, he removed all of his effects. When Vrius failed in his mission and Belishan betrayed the Grand Cornu's plan (see *Slumbering Tsar: Temple-City of Orcus*), Jombda never bothered to return and rejoin the Disciples.

338. Meeting Room (CR 13)

All the doors to this room are *arcane locked* (caster level 20).

This room is dominated by the shattered remains of a vast, round table. It has been broken in several places and has collapsed. It is heavily scarred and burned, and large sections of it are missing — apparently completely destroyed. What is left is sagging and rotten. The rotten, splintered remains of five upholstered chairs lie around its perimeter. The entire ceiling is covered in a mosaic featuring the now-familiar horned visage seen throughout this area. Large black opals have been set into its eyes creating eerie depthless pupils.

This served as the meeting room for the dean and his faculty. A vicious, multi-layered **trap** was left behind and later activated when Sir Bomont battled Bickerstaff in this room. It has since been reset.

Trap: The mosaic of Glazerel is a massive trap. A *detect magic* reveals that the opal eyes bear an aura of strong divination. When anyone enters the chamber that does not have the ability to cast arcane spells, the magical eyes detect the intruders' presence (including invisible creatures). Two rounds later any doors that have been opened to this chamber automatically slam shut and relock, even if their *arcane locks* have been removed. Everyone in the room is then subjected to a *horrid wilting* (caster level 20). In the following round the mouth of the mosaic image seems to open and a *fire storm* fills the room (also caster level 20). The trap automatically resets itself after 20 minutes. In addition to being disabled, the trap can also be avoided if the view of the mosaic's eyes is somehow obstructed. This can be accomplished with a *darkness* spell, *blindness*, or even just covering them with a cloak. A successful *dispel magic* against caster level 20 renders them blind for 1d4 rounds. Removing the eyes does not disable the trap because they are still able to see as long as they are in this room and must still be blinded somehow.

A horrible side effect to this trap is that it consumes a vast amount

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of the available oxygen in Areas 333–343, such that anyone standing in rooms 333–337 and 339–343 detect a noticeable current of air being pulled into the wind tunnels. Once the trap has been set off, until the outer secret door at Area 342 or the door to Area 329 has been opened, the air in these chambers is considered depleted. Any creature that relies on breathing is subject to slow suffocation as described in the “Suffocation” section in Chapter 13 of the Pathfinder Roleplaying Game.

MOSAIC OF GLAZEREL TRAP

CR 13

Type magical; Perception DC 35; Disable Device DC 40

Trigger visual; **Reset** automatic

Effect spell effect (*horrid wilting*, 20th-level wizard, 20d6, DC 24 Fortitude save half damage); onset delay (2 rounds); spell effect (*fire storm*, 20th-level cleric, 20d6 fire, DC 24 Reflex save half damage)

Treasure: The black opals are massive specimens, each worth 2,500 gp. They become nonmagical if removed from this room but might retain some magical affinity making them perfect for use in the construction of magical items or as spell components (reduce necessary skill checks by 1 or increase caster level by 1, whichever is appropriate).

339. Dean's Office

This room is completely bare of furnishings. It was once the office of Oubre, Dean of the College of Glazerel, and contained many valuable items of furniture and artwork. However, he magically transported all of it away prior to the retreat.

340. Dean's Quarters

This irregularly shaped room has flooring of fine, granite tiles, and the walls are paneled in smooth marble. Here and there they bear signs of battle damage, nicks, gouges, scars and scorch marks. At the southern end of the east wall a fiendish golden face with sardonic sneer and horns curving from its forehead seems to protrude through the very marble itself in bas-relief. Lying in the center of the floor are the moldering skeletal remains of a humanoid, still wearing the tattered remnants of a dark robe. A large cleft separates its shoulders from its torso. A pentagram of red stone inlaid into the granite is partially obscured by the corpse.

Dean Oubre once shared this room with whatever fiendish companions he happened to have summoned up from the Lower Planes at any given time. Like his office, all of his valuables and effects have been removed. The pentagram was part of his summonings but retains no special power now. If the corpse is examined, a DC 25 Perception check recognizes its desiccated features as being identical to those of the lich encountered in Area 336 or elsewhere. These are the mortal remains of Bickerstaff, slain in this room by Bomont the Mighty. The knight was trapped by the portal in Area 342 before he could locate the lich's phylactery and finish the job. As a result, Bickerstaff reformed after a few days and removed all the valuables from his former corpse.

The bas-relief of Glazerel appears to emerge seamlessly from the granite, which in fact it does. However, a DC 23 Perception check notes that it covers a secret door that will slide open into the floor if the golden face is depressed back into the wall (DC 15 Strength check to accomplish). The door leads to the trap at Area 342. A DC 30 Perception check in the northern part of the room locates another secret door leading to Area 341.

Treasure: The bas-relief of Glazerel is made of solid gold and is

worth 10,000 gp if somehow removed intact from the wall. However doing so requires the use of magic such as *stone shape* to release it from the walls grip. *Stone to flesh* is another alternative, if extremely messy. The bas-relief can also be removed if the wall around it is chipped away to release it (equivalent to breaking through a 10-foot section of the wall), however, doing so has a flat 30% chance of damaging the sculpture. If the bas-relief is damaged or the party elects to merely carve it up and tear it out from the wall, it is still worth 6,000 gp for the gold content alone.

341. Dean's Exit

This small chamber is completely bare. It gives off a strong aura of conjuration (teleportation). Any creature stepping completely into the room is instantly *teleported* to Area 343 with no save (caster level 20). Only items carried by the creature are teleported with it. Creatures *teleporting* here from Area 343 can step out safely, but if they enter again they are *teleported* again. These *teleport* effects are completely safe, and there is room for up to eight Medium creatures to arrive and depart simultaneously.

342. Trapped Exit

This hallway is bare of furnishings. The secret door at the east end can be found from the outside with a DC 35 Perception check and from within with a DC 25 Perception check. The secret door in the north wall can be found with a DC 25 Perception check. The west secret door that serves as the backside of the bas-relief in Area 340 can easily be located with a DC 15 Perception check from as far away as 20 feet. This was all part of the dean's emergency exit from the citadel if his own teleportation magic ever failed him.

The west secret door serves as a trap of sorts. To depart or return to his quarters, Dean Oubre would use the teleportation portals at Areas 341 and 343. Anyone unfamiliar with these, however, was likely to assume that the secret door behind the bas-relief was the correct entrance/exit — such as Sir Bomont, for example. Any creature fully entering the marked square from either direction is instantly *teleported* to Area 2 (*Part 1—At the Feet of Orcus*) and trapped there. This teleportation works exactly like that in Area 341, except it works only one way.

343. Dean's Entrance

There is no light in this chamber. Modify the description accordingly if the PCs are unable to see, in which case only the bat's glowing eyes are visible.

This small room is featureless except for a small wire cage hanging from a hook on the north wall 10 feet above the floor. A brown bat hangs upside down from a perch within, its eyes glowing evilly as it watches you.

The secret door on the south wall can be found from either side with a DC 25 Perception check. This room *teleports* any creature that enters it completely to Area 341. It functions exactly as described in that area. The bat in the birdcage is actually quite dead and desiccated — almost mummified. It was once Bickerstaff's familiar and used the bird perch in his bedchamber. When Bickerstaff became a lich, his familiar was turned into his phylactery. Despite its fragile appearance, the birdcage is as strong as any phylactery receptacle (Hardness 20, hp 40, Break DC 40) and completely protects the bat within from all harm until the cage itself is breached. Nothing, not even fire or gasses, can penetrate between the cage bars as long as the cage is intact. However, once the cage is breached, the bat can easily be destroyed if it takes even 1 point of damage. The cage bears

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an *alarm* spell that silently notifies Bickerstaff if it is disturbed in any way. If that happens, he immediately *teleports* here to do battle. If the bat is destroyed, Bickerstaff can permanently be laid to rest. If necessary Bickerstaff removes the cage and tries to hide it in one of the wind tunnels until he has dealt with the intruders.

Note: Remember creatures can only physically reach the cage if they have *teleported* here from Area 341. Any creature that enters through the secret door or leaves and then returns to this room is instantly *teleported* back to Area 341. Bickerstaff is well aware of this effect and tries to use it to his advantage with *repulsion* spells and the like to force PCs out of the chamber.

As a final bit of malice, Bickerstaff has left a surprise for anyone that destroys the bat. Within its gullet is a suspended *delayed blast fireball* (caster level 19) that immediately activates if the bat is destroyed. It is this small roiling bead of fire that causes the bat's eyes to glow.

Region 15 — Laboratories (Map 6-3)

Early in the strategy of the Disciples of Orcus was the creation of new and powerful spells and magic items to wreak havoc among their enemies or to insidiously corrupt the health and minds of those who would oppose them. To this end was created a series of laboratories in the citadel. Here the most powerful Disciples could work in conjunction with the most adept of the Glazerites to create these aberrant forms of magic. When the Battle of Tsar came, it saw the introduction of many such innovations including the plagues and spells that destroyed the troops of the Army of Light and ultimately twisted the land itself in the Boiling Fields outside the city's northernmost gates and, in the greatest expenditure of magical might ever witnessed, forged in these labs was the conjunctive spell of destruction that created the Chaos Rift where once had stood the enemy's main camp. In addition to these mighty works of magic, smaller feats of a more mundane but no less effective sort were performed. Several types of vicious battle creatures and mutations were spawned here including the genesis for the highly successful project that resulted in the ashborn arachnae still found inhabiting the Desolation and the portions of the city below, as well as, the schematics for a massive weapon capable of firing flaming projectiles that would leave behind a wide swath of destruction but was never finished. For details of the Boiling Lands or the Chaos Rift, refer to *Slumbering Tsar: The Desolation*. Details of the ashborn arachnae and cannon projects are discussed in *Slumbering Tsar: Temple-City of Tsar*.

344. Demolished Laboratory (CR 17)

The passage ends in a blasted-out, debris-strewn crater in the side of the citadel. The reinforced walls that once partitioned this area have been erased, and the crumbling stone that remains is scorched and melted. Small, shining pools lie on the floor here and there where metal items have melted and cooled into puddle shapes after being exposed to the intense blast that gutted this area.

This was once the main laboratory used by the Disciples and the Glazerites. It has not been used since many of the most powerful of both orders gathered here to work their conjunctive magic and unleash a spell of destruction upon the enemy camp. The result of their spell was the Chaos Rift, but the magic they employed was

too powerful for even their combined skills to contain. A mystical backlash ripped this room apart and completely obliterated the weavers of the spell. Many of the most powerful among the Disciples and most of the Glazerites other than the instructors of the college and the students still in attendance were lost that day. After that much of the further experimentation was moved to sites in the city below.

The broken edge of the room looks out over a drop of 640 feet to the plaza below, though anyone falling would strike the belly of the citadel first a mere 40 feet below. The broken and melted stone at the edge is unstable, and anyone approaching within 5 feet must make a DC 18 Acrobatics check to avoid falling as a piece of masonry gives way beneath them. The secret door to area 345 was largely shielded from the brunt of the blast by a thick wall and still requires a DC 15 Perception check to find its charred edges.

Creature: Some of the captured magic and restless souls live on in this chamber and have formed into **3 elder fire elementals** and an **elder magma elemental**. They exist as small, smoldering coals and a bubbling magma pool respectively, but when anyone enters this chamber there is a cumulative 25% chance per round that they will burst to life and attack. They do not leave this chamber.

ELDER FIRE ELEMENTALS (3) CR 11
XP 12,800
hp 152 (*Pathfinder Roleplaying Game Bestiary* "Elemental, Fire")

ELDER MAGMA ELEMENTAL CR 11
XP 12,800
hp 152 (*Pathfinder Roleplaying Game Bestiary* 2 "Elemental, Magma")

Treasure: Anyone taking a few hours to pry up the little pools of melted metal can recover silver, mithral, gold, and platinum in this form worth a total of 4,500 gp.

345. Malfunctioning Gate

This chamber is unadorned save for a large oval of glassy obsidian standing against the west wall. Runes of power have been inscribed into the wall around this mirrorlike surface.

A DC 10 Knowledge (arcana) or Spellcraft check is sufficient to realize the runes identify this as some sort of planar portal. In the days of the citadel it was a magical *gate* that could be focused on many different planes to allow travel back and forth. Following the explosion in Area 344 it became unstable and worked only sporadically and opened on random locations. Many of the creatures encountered throughout the citadel have come through the *gate* at various times. Currently, however, the *gate* has been inert for the last several decades. It does not detect as magic and will not open at any time during this adventure.

346. Magical Stores

Shelves boxes and bins line the walls of this small chamber. The faint but pungent odor of strange substances and chemicals lingers in the air. Most of the shelves and containers are largely empty, though a few odds and ends remain.

This room was used to store components for spells and rituals. The room was hastily emptied for the retreat, but much was inadvertently left behind, and it is an excellent opportunity to PC spellcasters to replenish their supplies. The PCs can find any mundane spell components here in quantities sufficient for 2d10 castings of the spell. For more exotic or valuable items, there is a 20% chance that 1d3 are present.

347. Library (CR 13)

Dim lights float in the upper reaches of this shadowy, vaulted chamber. The walls are composed of shelving reaching the 40-foot ceiling above, and wheeled ladders mounted on metal rails provide access to even the highest of these. Tables of dark wood occupy the floor of this chamber, and padded chairs are set around these. The many shelves hold hundreds of bound volumes, though there are large and conspicuous gaps in the shelves where obviously large numbers of books have been removed.

Here was the great library of the citadel, keeper of its histories, discoveries, and magic for centuries. When the retreat took place, the most valuable and powerful of the books here were taken as well. Perusing the shelves finds a plethora of titles on such subjects as the schools of magic, anatomy and taxidermy, the outer planes, magic item creation, alchemy, spell theory, and volumes on more mundane subjects such as history, geography, politics, military strategy, and engineering. Most of the works have a decidedly evil bent to their writings. Anyone using the 8,000 thousand volumes in this library as a reference source gains a +10 bonus to any related Knowledge or Craft check provided they spend at least a week in research. However, moving them would prove quite difficult.

The glowing spots at the ceiling are permanent *dancing lights* (caster level 15). If anyone takes a book and sits at one of the tables, one of the *dancing lights* floats down and hovers above him, providing adequate reading light. When the individual rises from the chair, the light returns to its floating near the ceiling. The result of these lights is that the room is cast in shadowy illumination except for the area immediately around one of these beacons.

Creature: Lurking near the ceiling of this room, obscured in the shadows is all that remains of one of Bishu's knights. This is Captain Perival. He and Bomont started to explore this level together seeking Lord Bishu but parted ways in the College of Glazerel when the corruption of the Pall over Tsar caused them to bicker and split up. Perival ran afoul of the then-functioning *gate* at Area 345 and was taken to the Abyss. After a time he was able to escape back to here, but by then he had been transformed into his current state of existence as a **shadow demon**, a shadowy bat-winged demonic shape with all-too-real teeth and claws. He hopes to use his *magic jar* to possess a fighter or rogue while the party pauses to examine the books here. If successful he immediately launches an attack on his host's compatriots and fights until his receptacle is slain. If he is unsuccessful in his *magic jar* attack, he instead tries to attack with surprise to slay those who remind of what he once was.

CAPTAIN PERIVAL**CR 13****XP 25,600**

Male shadow demon fighter 10 (*The Tome of Horrors Complete* 172)
CE Medium outsider (chaotic, demon, evil, extraplanar, incorporeal)

Init +10; **Senses** darkvision 60 ft.; **Perception** +35

AC 23, touch 23, flat-footed 16 (+6 Dex, +6 deflection, +1 dodge)
hp 175 (7d10+28 plus 10d10+40 plus 10)

Fort +13, **Ref** +16, **Will** +11 (+14 vs. fear)

Defensive Abilities bravery +3, incorporeal; **DR** 10/cold iron or good;

Immune cold, electricity, poison; **Resist** acid 10, fire 10; **SR** 24

Weaknesses sunlight powerlessness

Speed fly 40 ft. (perfect)

Melee 2 claws +26 touch (2d6+4 plus 1d6 cold), bite +25 touch (2d8+2 plus 1d6 cold)

Special Attacks pounce, weapon training (natural +2)

Spell-Like Abilities (CL 10th)

At will—*deeper darkness*, *fear* (DC 20), *greater teleport* (self only)



telekinesis (DC 21)

3/day—*shadow conjuration* (DC 20), *shadow evocation* (DC 21)

1/day—*magic jar* (DC 21), *summon* (level 3, 1 shadow demon 50%)

Str —, **Dex** 22, **Con** 19, **Int** 14, **Wis** 16, **Cha** 23

Base Atk +17; **CMB** +17; **CMD** 40

Feats Alertness, Blind-Fight, Combat Reflexes, Dodge^B, Improved Initiative, Improved Natural Attack (bite, x2), Improved Natural Attack (claw, x2), Lightning Reflexes, Mobility^B, Spring Attack^B, Step Up^B, Weapon Focus (claw)^B, Weapon Specialization (claw)^B

Skills Acrobatics +26, Bluff +16, Fly +34, Knowledge (local) +12, Knowledge (planes) +12, Perception +35, Sense Motive +15, Stealth +26

Languages Abyssal, Celestial, Common, Dwarven; telepathy 100 ft.

SQ armor training 2, shadow blend, sprint

Sprint (Ex) Once per minute, a shadow demon increase its fly speed to 240 feet for 1 round.

Shadow Blend (Su) During any conditions other than bright light, a shadow demon can disappear into the shadows as a move-equivalent action, effectively becoming invisible. Artificial illumination or light spells of 2nd level or lower do not negate this ability.

Sunlight Powerlessness (Ex) A shadow demon is utterly powerless in bright light or natural sunlight and flees from it. A shadow demon caught in such light cannot attack and can take only a single move or attack action. A shadow demon that is possessing a creature using *magic jar* is not harmed by sunlight, but if it is struck by a *sunbeam* or *sunray* spell while possessing a creature, the shadow demon is driven out of its host automatically.

Treasure: Two books of value were left behind on accident. Each one can be found with a successful DC 30 Perception check. Both have a permanent *nondetection* spell (caster level 18) cast on them, so they cannot easily be located by magic. These two books are a *tome of clear thought* +4 and an *iron golem manual*.

348. Chamber of the Proto-Creatures (CR 15)

The door to this chamber is locked with a heavy set of multiple locks and bars. They can be opened with seven *knock* spells or one DC 50 Disable Device check.

The long corridor finally opens into a round chamber. Arranged around the curving walls are several glass cylinders capped with plates of steel. The cylinders are full of a murky greenish liquid, and suspended in each is a motionless, hideously-misshapen creature. These range in size from that of a man to that of a hill giant, but all are terrible conglomerations of exposed organs and bone, gnarled limbs, corded muscles with patches of strange, pebbly flesh, and eyes and mouths in unnatural locations. In the center of the chamber stands a small wooden table upon which rests a simple clay flask sealed with a wax stopper.

While the Disciples and Glazerites were perfecting their development of the metastasis cells, they suffered many failures in their experiments with *proto-matter*. The results of these experiments were unstable life forms called proto-creatures. Those that survived the process were stored here in a suspension solution should a use ever be found for them in the future.

Creatures: Still held in stasis in this chamber are **4 proto-creatures** and **2 giant proto-creatures**. They are sealed in the glass cylinders and neither age nor experience any sensory stimuli while suspended in the solution that keeps them in a state of complete metabolic hibernation. The glass cylinders are extremely fragile (Hardness 1, hp 3, Break DC 5) and, if broken, shatter spilling their rancid-smelling contents onto the floor. This solution is harmless, but once freed a proto-creature wakes from its stupor and is extremely hungry.

The Disciples left these creatures here in the Great Retreat having

found no other use for them as they were dangerous and extremely difficult to control. They did leave a little surprise behind for any intruders that might happen to enter here, however. The clay flask is completely mundane except that it has been treated with a permanent coat of *salve of slipperiness*. The salve appears to be nothing more than a glaze coat on the clay flask. Anyone attempting to grasp the flask must make a DC 17 Reflex save each round or it slips out of his grasp. If dropped the flask is likely to shatter (Hardness 0, hp 1), and if successfully grasped, the holder must make a DC 15 Intelligence check to avoid shattering it with the pressure of his hands. If broken or the stopper is removed, the flask immediately releases a 20-foot-radius cloud of gas. This gas is actually a powerful acid that affects only glass. The acid deals 1d6 points of damage to any glass objects or creatures per round. Unless magically dispersed, the gas dissipates after 3 rounds. The Disciples left it here in hopes that intruders would accidentally release the deadly proto-creatures from their cylinders.

PROTO-CREATURES (4)

CR 8

XP 4,800

hp 125 (See *Monster Appendix*)

GIANT PROTO-CREATURES (2)

CR 12

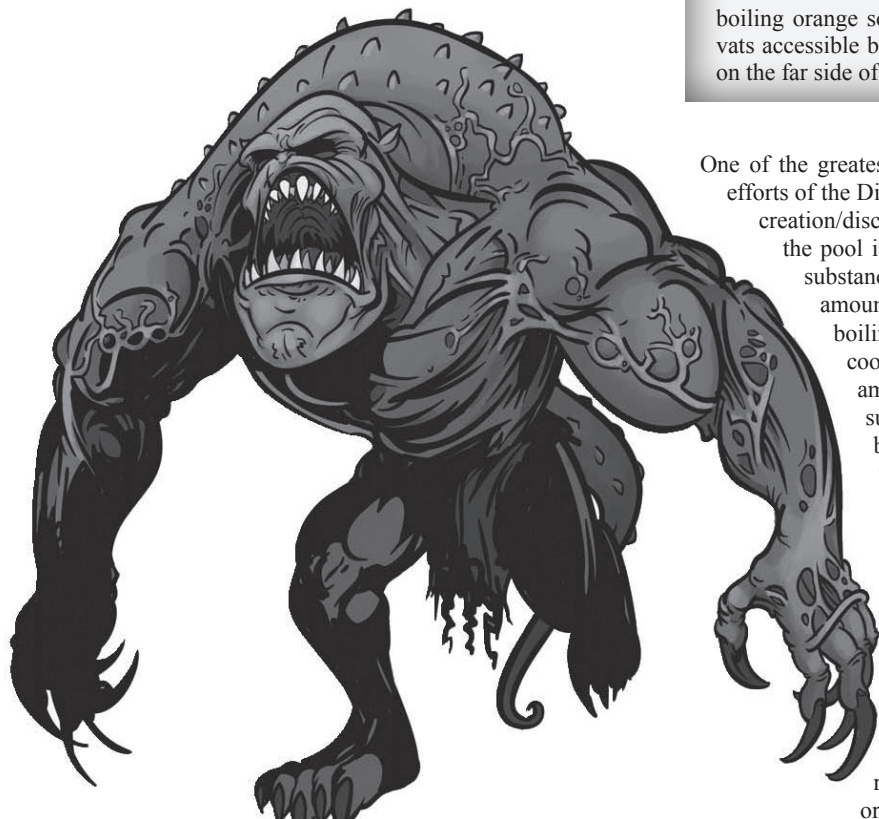
XP 19,200

hp 203 (See *Monster Appendix*)

349. Metastasis Cells (CR 20)

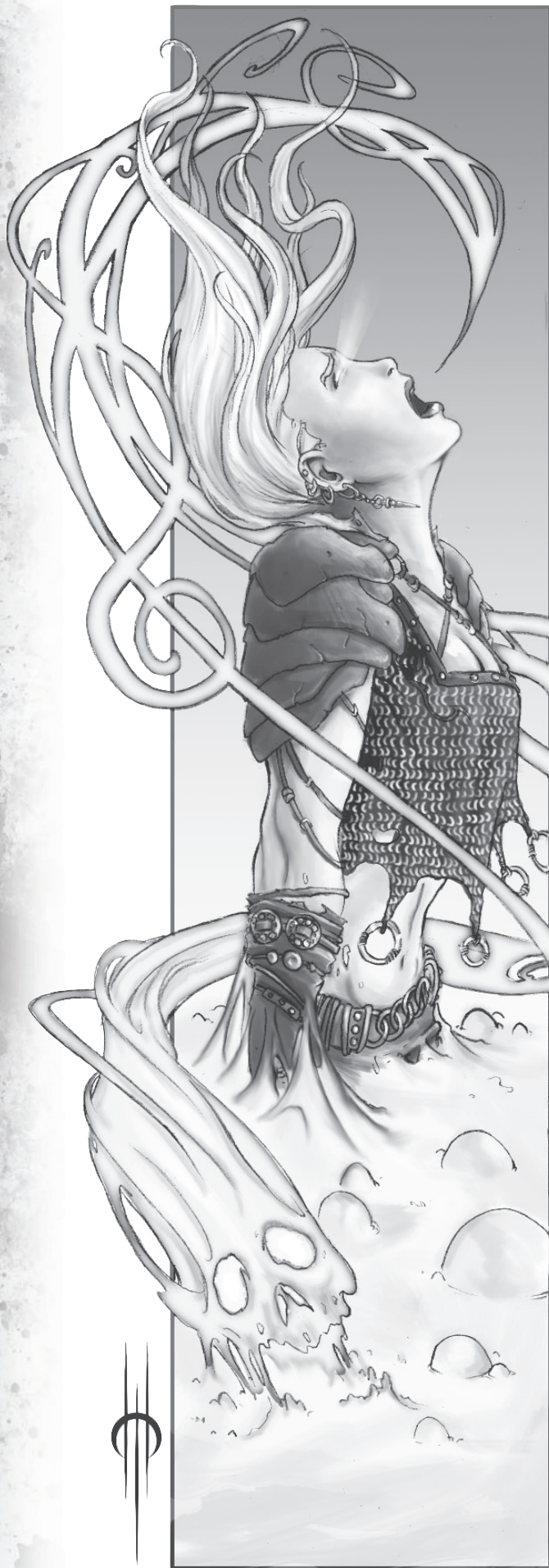
There are no light sources in this room other than the dim illumination provided by the *proto-matter*.

The winding passage opens into a cavernous chamber that appears to have been ripped from Hell itself. The oddly-shaped chamber extends far to the south turns back to the west as it disappears from sight. A hellish, orange glow provides dim illumination that disappears into shadows towards the chamber's 50-foot ceiling. This glow emanates from a pool of some roiling, thick fluid that occupies a vast pit in the room's center. A narrow catwalk passes 10 feet over the top of this boiling orange soup. Near at hand are two 15-foot-tall steel vats accessible by a smaller stair and catwalk. Dimly visible on the far side of the pool are more of these metal cylinders.



One of the greatest achievements conceived from the combined efforts of the Disciples, the Glazerites and the Magitect was the creation/discovery of *proto-matter*. This glowing liquid fills the pool in the room's center to a depth of 10 feet. The substance is viscous and infused with a phenomenal amount of Positive Energy. Though it appears to be boiling, it gives off no heat and is actually slightly cool to the touch. The bubbling is from the sheer amount of raw life force contained within it. The substance is completely harmless if touched by living creatures other than to cause a slight tingling sensation. Undead and creatures connected to the Negative Energy Plane take damage as if exposed to a like amount of holy water and suffer total destruction if immersed (DC 30 Fort save each round to take only 10d6 positive energy damage). However, if a living creature is ever immersed in the substance, its physical body is affected on a fundamental level. The *proto-matter* transforms the creature in a single round into a completely new creature (DC 30 Fortitude save to resist per round of immersion). Roll on the table below or choose a new species that the affected creature

CHAPTER 6: THE BOSOM OF ORCUS



becomes. Only the creature's physical body is affected, his gear remains intact, though a DC 20 Will save is necessary to avoid taking on the new form's intellect as well and losing all previous memories and abilities. Only creatures with the shapechanger subtype or those that have already experienced a *proto-matter* transformation are immune to this effect. A creature cannot drown in *proto-matter* due to the constant influx of life force and, in fact, is healed of all wounds and physical defects (including diseases, amputations, etc.) and the need to eat or drink is sated each time it is immersed. *Proto-matter* removed from the room immediately becomes inert and useless. Only a *miracle* or *wish* can reverse the transformation caused by *proto-matter*.

The steel cylinders are all open-topped and empty but are connected by pipes and valve wheels to the pool so that they can be filled with *proto-matter* to different levels. These special metastasis cells allowed for a slower, more controlled transformation of subject creatures into forms of the Disciples' choosing or even new forms of life altogether. However, the knowledge of how to use them was lost long ago, and all records have been removed from the citadel.

Creature: Despite its abandonment by the Disciples, the chamber's guardian still resides in the pool after all these years, kept ageless by the pool's rejuvenating effects. Known only as the Protean Keeper, it once served the Disciples in their experiments to control subjects and guard their experiment subjects. It is actually a **hagunemnon** — a particularly stunted example of its race, it was cast out as a runt by its own species. The Glazerites managed to make contact with it while the secrets of *proto-matter* were being discovered, and it elected to join the puny humans as a guardian in exchange for shelter from the vengeful attention of its own kind. It has remained here ever since rather than coming out and risking discovery and destruction at the hands of another hagunemnon. Its appearance is an ever-shifting combination of traits and features of myriad types of creatures, as it is unable to ever stabilize into the form of a distinctive being.

THE PROTEAN KEEPER

CR 20

XP 307,200

Stunted hagunemnon

CN Medium aberration (shapechanger)

Init +13; **Senses** darkvision 120 ft.; **Perception** +47

AC 36, touch 19, flat-footed 27 (+9 Dex, +17 natural)
hp 391 (34d8+238); regeneration 15 (acid, cold, or fire)

Fort +20; **Ref** +20; **Will** +27

DR 15/magic and law; **Immune** polymorph; **SR** 31

Speed 50 ft.

Melee* 5 slams +28 (2d8+33/19–20 plus destabilize form)

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

*Includes 10-point Power Attack

Str 35, **Dex** 29, **Con** 25, **Int** 20, **Wis** 23, **Cha** 24

Base Atk +25; **CMB** +37 (+39 bull rush and overrun); **CMD** 56 (58 vs. bull rush and overrun, can't be tripped)

Feats Alertness, Blinding Critical, Cleave, Combat Reflexes, Critical Focus, Endurance, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Critical (slam), Improved Initiative, Improved Overrun, Iron Will, Power Attack, Staggering Critical, Stunning Critical, Weapon Focus (slam)
Skills Acrobatics +46 (+54 jump), Diplomacy +41, Climb +49, Escape Artist +46, Intimidate +44, Perception +47, Sense Motive +44, Stealth +46, Swim +49

Languages Abyssal, Common, Giant, Hagunemnon, Infernal, Protean

SQ alter shape

Combat Gear ring of telekinesis

Alter Shape (Ex) A hagunemnon can assume the shape of any combination of physical non-deific creature at the same time as a free action. In fact, a hagunemnon's form constantly boils, and it requires a move action each round for it to maintain a certain shape (even if that shape is a combination of several different shapes). Whatever its present form, the hagunemnon retains all its own special abilities. Plus it gains the advantage of up to four extraordinary abilities from the forms it mimics (but not spell-like or supernatural powers). The assumed form can be no smaller than Fine and no larger than Colossal). Incorporeal traits can also be assumed, counting as a single extraordinary ability.

If a hagunemnon assumes a partial form that confers an extraordinary ability already possessed by the creature, only the better of the two abilities is retained.

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No matter its form, a haguemnon can never make more than five attacks with a full-round action. However, it may substitute a melee attack form for one of its slam attacks, using its own base attack bonus and Strength modifier but dealing damage appropriate to the attack type. For instance, if the haguemnon gives itself the head of a dragon, it gives up one of its slam attacks for a bite attack, while retaining four other slam attacks or some other combination of melee attacks that do not exceed four.

Destabilize Form (Su) If a haguemnon hits with two or more slam attacks in the same round, it partially destabilizes its foe's physical form. Its foe's body boils and changes in an uncontrollable fashion, dealing an additional 4d6+21 points of damage as well as 1d2 Constitution damage. If the victim reaches 0 Constitution from this attack, its dead body is only so much clear fluid that drains away unless somehow preserved.

Tactics: The Protean Keeper usually lurks just beneath the surface of the opaque *proto-matter*. It never sleeps and continually takes 10 on its Perception check as it day dreams its strange, aberrant visions. When it detects intruders, it hides in the morass with improved cover equal to a deep bog. When anyone begins to cross the bridge, it waits until they are halfway across before it launches a pseudopod up onto the catwalk and pulls itself up as a move action (PCs in threatening squares do gain attacks of opportunity from this move due to its cover coming from beneath the bridge). It attempts to seal the lead PC off from the rest of his party and then bull rush him into the *proto-matter* before turning back to deal with the rest of his companions. It uses its *ring of telekinesis* to toss PCs into the pool when possible. If badly wounded, the Protean Keeper retreats back to the pool to heal its wounds. It attempts to destroy every intruder and loot them and will pursue those that flee, though there is a 10% cumulative chance during each round of pursuit that it panics from the potential discovery by other haguemmons and retreats back to its pool. A party that can somehow convince it that others of its kind are coming can cause it to cower in its pool and fight only in self-defense and even give up its **treasure** in exchange for its life.

Freya, Goddess of Love and Fertility

Freya appeared in *Bard's Gate* and other products by **Necromancer Games**. Details of this deity are updated and included here for your convenience.

Alignment: Neutral Good

Domains: Animal, Good, Healing, War

Symbol: Falcon

Garb: Robes and cloaks of white, trimmed with white fur

Favored Weapon: Longsword, longbow

Form of Worship and Holidays: Harvest moon feast and before large hunts

Typical Worshipers: Human females

Freya is a lesser goddess of love and fertility. She is also the leader of a great band of women warriors known on some planes of existence as Valkyries. Freya represents fertility in all its forms. On this plane, Freya represents the cycle of death and rebirth. She is a goddess of the coming harvest as well as a goddess of sexuality and procreation. Her beast is the falcon, though she is fond of the winter wolf and the stag. She appears most frequently to her worshipers as a beautiful human woman dressed in robes and a cloak of winter wolf fur, though she occasionally appears as a huntress in leather armor with a sword and bow, or as a warrior in shining mail with glowing sword. She can take the form of a falcon—or any other bird—at will, as well as the form of a huge winter wolf.

Treasure: Concealed at the bottom of the *proto-matter* pool are the treasures the Protean Keeper has collected over the years and been paid for its services by the Disciples. Anyone searching the bottom of the pool can find each the following on a separate DC 30 Perception check (DC 20 for the statue): a mithral chest (1,000 gp) holding assorted gems worth 23,000 gp, a *rod of splendor* (10 charges), and a life-size statue of a rearing unicorn composed of solid silver — kept marvelously untarnished by its years of immersion in the *proto-matter* (50,000 gp). This last item is actually a live **unicorn** that was entrapped by a special spell similar to *flesh to stone* but that rendered the victim into solid silver. It can be removed by *break enchantment* (but not *stone to flesh*) against DC 30 (caster level 19). It otherwise functions in all ways as a *flesh to stone* spell. If the unicorn is freed, it can at your discretion become a cohort to one of the PCs.

FILIEDRA

CR 13

XP 25,600

Female unicorn cleric of Freya 10 (*Pathfinder Roleplaying Game Bestiary* “Unicorn”)

NG Large magical beast

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

Perception +29

Aura good, magic circle against evil

AC 16, touch 13, flat-footed 12 (+4 Dex, +3 natural, –1 size); +2 deflection vs. evil

hp 136 (4d10+16 plus 10d8+40 plus 10)

Fort +15; **Ref** +13; **Will** +17; +2 resistance vs. evil

Immune charm, compulsion, poison

Speed 60 ft.

Melee gore +15 (1d8+4), 2 hooves +12 (1d3+2)

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

Special Attacks channel positive energy 14/day (DC 24, 5d6), powerful charge (gore 2d8+8), spontaneous casting (cure spells)

Spell-like Abilities (CL 19th):

At will—*detect evil* (as free action), *light*

3/day—*cure light wounds*

1/day—*cure moderate wounds*, *greater teleport* (within its forest territory), *neutralize poison* (DC 23)

Domain Spell-like Abilities (CL 10th):

At will—*speak with animals* 13 rounds/day

11/day—*rebuke death* (1d4+5)

Spells Prepared (CL 10th):

5th—*break enchantment*, *breath of life*^D, *mass cure light wounds* (DC 23), *righteous might*

4th—*air walk*, *divine power*, *holy smite*, *neutralize poison*, *restoration*, *summon nature's ally* IV^D

3rd—*cure serious wounds*^D (DC 21), *prayer*, *protection from energy*, *remove curse*, *searing light* (ranged touch +14, x2)

2nd—*aid*, *animal messenger*, *cure moderate wounds*^D (DC 20), *lesser restoration*, *remove paralysis*, *shield other*, *spiritual weapon* (+19/+14/+9 attack, 1d8+3 force)

1st—*bless* (x2), *calm animals*^D (DC 19), *obscuring mist*, *remove fear*, *sanctuary*, *shield of faith*

0 (at will)—*detect magic*, *detect poison*, *light*, *virtue*

D domain spell; **Domains** Animal, Healing

Str 18, **Dex** 19, **Con** 18, **Int** 19, **Wis** 27, **Cha** 28

Base Atk +11; **CMB** +16; **CMD** 30 (34 vs. trip)

Feats Alertness, Combat Casting, Extra Channel, Multiattack, Run, Vital Strike, Weapon Focus (gore)

Skills Acrobatics +21 (+33 jump), Knowledge (religion) +18, Perception +29, Sense Motive +25, Stealth +15, Survival +17 (+20 in forests)

Languages Celestial, Common, Elven, Gnome, Sylvan

SQ animal companion (none currently), healer's blessing, magical strike, wild empathy +15

Gear large silver holy symbol of Freya on necklace (50 gp).

Proto-Matter Transformation Results: Roll 3d12

ROLL	CREATURE	SOURCE
3	Mongrelman	<i>The Tome of Horrors Complete</i> 431
4	Gambado	<i>The Tome of Horrors Complete</i> 303
5	Gibbering Mouther	<i>Pathfinder Roleplaying Game Bestiary</i> "Gibbering Mouther"
6	Lamia	<i>Pathfinder Roleplaying Game Bestiary</i> "Lamia"
7	Nuckalavee	<i>The Tome of Horrors Complete</i> 448
8	Girallon	<i>Pathfinder Roleplaying Game Bestiary</i> "Girallon"
9	Belabra	<i>The Tome of Horrors Complete</i> 63
10	Skin Stitcher	<i>The Tome of Horrors Complete</i> 548
11	Chaos Beast	<i>Pathfinder Roleplaying Game Bestiary</i> 2 "Chaos Beast"
12	Tentacled Horror	<i>The Tome of Horrors Complete</i> 596
13	Centaur	<i>Pathfinder Roleplaying Game Bestiary</i> "Centaur"
14	Kraken	<i>Pathfinder Roleplaying Game Bestiary</i> "Kraken"
15	Abyssal Harvester	<i>The Tome of Horrors Complete</i> 14
16	Athach	<i>Pathfinder Roleplaying Game Bestiary</i> 2 "Athach"
17	Drider	<i>Pathfinder Roleplaying Game Bestiary</i> "Drider"
18	Grick	<i>Pathfinder Roleplaying Game Bestiary</i> 2 "Grick"
19	Eye of the Deep	<i>The Tome of Horrors Complete</i> 275
20	Skum	<i>Pathfinder Roleplaying Game Bestiary</i> "Skum"
21	Giant Flea	<i>The Tome of Horrors Complete</i> 286
22	Serpentfolk	<i>Pathfinder Roleplaying Game Bestiary</i> 2 "Serpentfolk"
23	Seugathi	<i>Pathfinder Roleplaying Game Bestiary</i> 2 "Seugathi"
24	Shoggoth	<i>Pathfinder Roleplaying Game Bestiary</i> "Shoggoth"
25	Greater Medusa	<i>The Tome of Horrors Complete</i> 421
26	Chupacabra	<i>The Tome of Horrors Complete</i> 105
27	Aboleth	<i>Pathfinder Roleplaying Game Bestiary</i> "Aboleth"
28	Gohl	<i>The Tome of Horrors Complete</i> 329
29	Roper	<i>Pathfinder Roleplaying Game Bestiary</i> "Roper"
30	Bedlam	<i>The Tome of Horrors Complete</i> 54
31	Half-Fiend	<i>Pathfinder Roleplaying Game Bestiary</i> "Half-Fiend"
32	Abomination	<i>The Tome of Horrors Complete</i> 698
33	Beast of Chaos	<i>The Tome of Horrors Complete</i> 702
34	Amphisbaena	<i>The Tome of Horrors Complete</i> 700
35	Flame-Spawned	<i>The Tome of Horrors Complete</i> 722
36	Plant-Imbued	<i>The Tome of Horrors Complete</i> 730

Monster Appendix

Dark Custodian

A dark robed and hooded figure moves across the floor effortlessly, almost as if floating. Its hands are tucked away in the sleeves of its cassock, and where its face should be is only the blackness of the pit.

DARK CUSTODIAN

CR 9

XP 6,400

NE Medium undead (incorporeal)

Init +7; **Senses** darkvision 60 ft., lifesense 60 ft.; **Perception** +25

Aura unnatural aura (30 ft.)

AC 16, touch 16, flat-footed 12 (+2 deflection, +3 Dex, +1 dodge)
hp 91 (14d8+28)

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

Defensive Abilities channel resistance +4, incorporeal; **Immune** undead traits

Weaknesses sunlight powerlessness

Speed fly 80 ft. (perfect)

Melee incorporeal touch +13 (1d8 plus energy drain and incorporeal grab)

Special Attacks devour, energy drain (1 level, DC 19), silence of the grave

Str 20, **Dex** 16, **Con** —, **Int** 14, **Wis** 14, **Cha** 15

Base Atk +10; **CMB** +15 (+19 grapple); **CMD** 31

Feats Blind-Fight, Dodge, Improved Initiative, Mobility, Skill Focus (Perception), Spring Attack, Weapon Finesse

Skills Fly +28, Intimidate +19, Knowledge (religion) +19, Perception +25, Spellcraft +19, Stealth +20

Languages Abyssal, Common, Infernal

Environment any

Organization solitary, gang (2–4), or swarm (6–11)

Treasure none

Devour (Su): Any living creature that is pinned by a dark custodian's grapple gains two negative levels per round that the hold is maintained rather than the standard one negative level of its energy drain. Any creature slain by the dark custodian's energy drain is left a steaming, bloody skeleton, all of its soft tissues having been consumed by the undead.

Incorporeal Grab (Su): If a dark custodian hits with an incorporeal touch, it can then attempt to start a grapple as a free action without provoking an attack of opportunity. During the course of this grapple, the dark custodian becomes partially corporeal and its opponent becomes partially incorporeal. This has no game effect other than allowing the dark custodian to use its Strength bonus in its CMB. If it wins the grapple, it establishes a hold at which point its opponent becomes completely incorporeal, as well, along with the dark custodian. The dark custodian automatically begins to devour the held opponent each round he is held. The opponent remains incorporeal until he manages to break the grapple at which time he becomes immediately corporeal. If this occurs within a solid object, the opponent is forcefully ejected from the object's nearest surface, and the opponent takes 1d6 points of damage in the process. The dark custodian must then try to hit with its incorporeal touch attack again to try to reestablish the grapple. Once the dark custodian has an opponent pinned, it attempts to drag him away to devour him in peace.

Lifesense (Su): A dark custodian notices and locates living creatures within 60 feet, just as if it possessed the blindsight ability. It also senses the strength of their life force automatically, as if it had cast *deathwatch*. Walls less than 5 feet thick are no impediment to this ability.

Silence of the Grave (Su): As a standard action a dark custodian can use its silence of the grave ability. This creates a *silence* effect as the spell in a 20-foot radius for 7 rounds. This silent zone acts as a *desecrate* spell giving the dark custodian a +1 profane bonus on attack rolls, damage rolls and saving throws, as well as, imposing a –3 profane penalty on turn checks. Any living creature within the area of affect must succeed on a DC 19 Will save or become dazed for 1 round. A new save is allowed each round. This is a sonic mind-affecting compulsion effect. Because it takes place in an area of *silence*, it cannot be counteracted by bardic music. A creature that successfully saves cannot be affected by the *daze* effect of the same dark custodian's silence of the grave for 24 hours. The save DC is Charisma-based.

Sunlight Powerlessness (Ex): Dark custodians are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A dark custodian caught in sunlight cannot attack and can take only a single move action or attack action in a round.

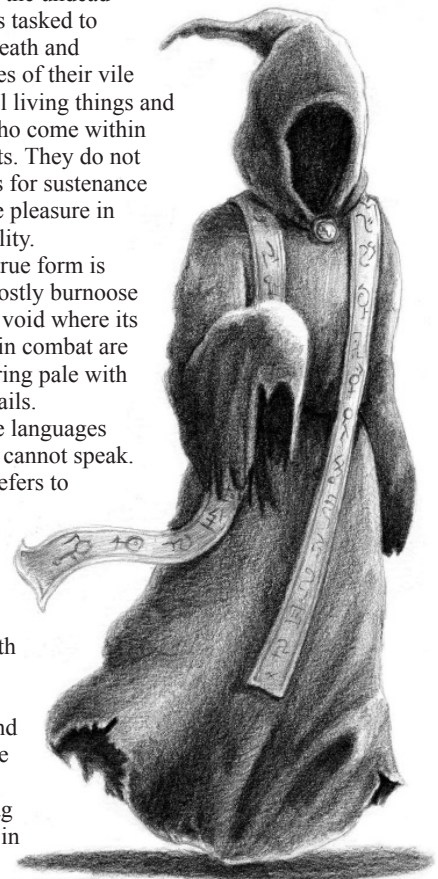
Unnatural Aura (Su): Animals, whether wild or domesticated, can sense the unnatural presence of a dark custodian at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Dark custodians are the undead remains of evil clerics tasked to remain behind after death and guard the sacred places of their vile worship. They hate all living things and seek to devour any who come within their guarded precincts. They do not require these feedings for sustenance but rather merely take pleasure in the carnage and brutality.

A dark custodian's true form is hidden beneath its ghostly burnoose with a lightless black void where its face should be. Only in combat are its hands seen, appearing pale with thickened, clawlike nails.

They understand the languages they knew in life, but cannot speak.

A dark custodian prefers to attack from ambush, leaping through a solid wall to make an incorporeal grab before dragging its prey back through with it. When attacking in groups they usually surround their prey and use their silence of the grave abilities before trying to grab and drag individual opponents in different directions to be consumed.



Living Disease

A cloud rises before you like a dark smear in the air, the smell of death in its wake.

FESTERING LUNG

CR 10

XP 9,600

N Medium vermin (swarm)

Init +5; **Senses** lifesense 60 ft.; **Perception** +0

AC 15, touch 15, flat-footed 10 (+5 Dex)

hp 52 (15d8–15); fast healing 10

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

Defensive Abilities evasion; **Immune** mind-affecting effects, weapon damage, swarm traits, vermin traits

Weaknesses swarm traits, vulnerability to *remove disease*

Speed fly 10 ft. (perfect)

Melee swarm (disease)

Space 5 ft.; **Reach** 0 ft.

Special Attacks disease, distraction (DC 16)

Str —, **Dex** 20, **Con** 8, **Int** —, **Wis** 10, **Cha** 1

Base Atk +11; **CMB** —; **CMD** —

Feats Ability Focus (disease)^B

Skills Fly +13, Stealth +5 (+21 in darkness); **Racial Modifiers** +16 Stealth in darkness

Environment any

Organization solitary

Treasure none

Disease (Ex) Any creature whose space is occupied by the living disease at the end of its move is exposed to the form of disease of which the swarm is composed. Such a creature must succeed at a Fortitude save each round that it is in the swarm or take ability damage for that round as indicated under the disease type. There is no incubation period for this type of exposure and its method of delivery is irrelevant due to the sheer concentration of disease organisms present. Even after a creature leaves the area of a swarm, it must make the appropriate Fortitude save or continue to take ability damage each day as indicated by the disease. At this point two successful saving throws in a row indicate that the creature has fought off the disease and recovers, taking no more damage. However, the disease can be contracted again through regular exposure or another encounter with a living disease. Once a creature has made a successful saving throw against the disease of a living disease, it is immune to future bouts of disease of that particular living disease for 1 year.

Festering Lung: This infection gets into the lungs of the affected creature and begins to break down the respiratory system, producing choking and copious amounts of bloody phlegm. It saps the strength from the victim due to poor oxygenation and renders him unable to speak or make any vocal noises two days after contraction. Creatures that do not breathe are immune to festering lung.

Festering Lung: Swarm—inhaled; *save* Fort DC 24; *onset* immediate; *frequency* 1/day; *effect* 1d4 Str damage and 1d4 Con damage; *cure* 2 consecutive saves. The *save* DC is Dexterity-based.

Evasion (Ex) Due to its composition of billions of highly resilient microscopic organisms, if it makes a Reflex saving throw against an attack that normally deals half damage on a successful save, a living disease instead takes no damage. It is identical to the rogue ability of the same name.

Lifesense (Ex) The overpowering drive to propagate itself gives a living disease the ability to notice and locate living creatures within 60 feet, just as if it possessed the blindsight ability.

Vulnerability to *Remove Disease* (Ex) If a *remove disease* is cast on a living disease or a victim currently in a space occupied by a living disease and the living disease fails a Fortitude save against the spell, it deals 5d10 points of damage to the living disease. A creature that has *remove disease* cast on it is not cured unless outside of the swarm's area when the spell is cast or unless the living disease was destroyed by the casting of the spell. Otherwise, an infected creature will require an additional *remove disease* upon leaving the living disease's space if it contracted the disease while within.

BLACK ROT

CR 16

XP 76,800

N Medium vermin (swarm)

Init +5; **Senses** lifesense 60 ft.; **Perception** +0

AC 15, touch 15, flat-footed 10 (+5 Dex)

hp 108 (24d8); fast healing 10

Fort +14; **Ref** +13; **Will** +8

Defensive Abilities evasion; **Immune** mind-affecting effects, weapon damage, swarm traits, vermin traits

Weaknesses swarm traits, vulnerability to *remove disease*

Speed fly 10 ft. (perfect)

Melee swarm (disease)

Space 5 ft.; **Reach** 0 ft.

Special Attacks disease, distraction (DC 22)

Str —, **Dex** 21, **Con** 10, **Int** —, **Wis** 10, **Cha** 1

Base Atk +18; **CMB** —; **CMD** —

Feats Ability Focus (disease)^B

Skills Fly +13, Stealth +5 (+21 in darkness); **Racial Modifiers** +16 Stealth in darkness

Environment any

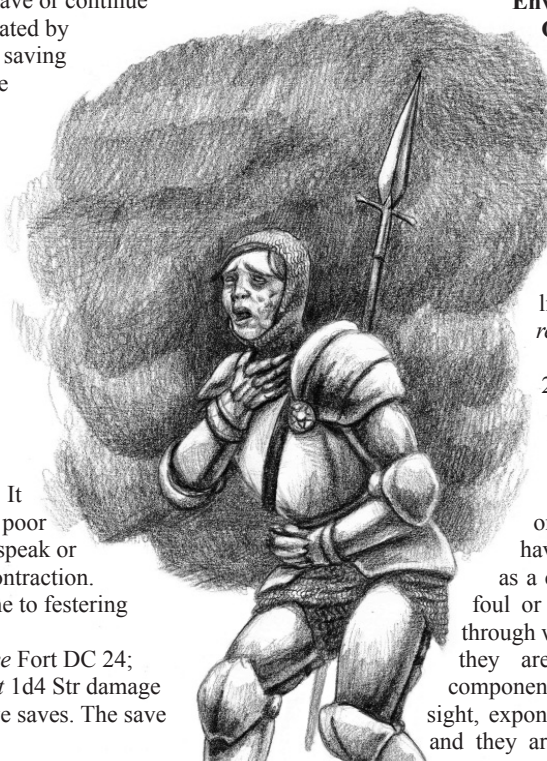
Organization solitary

Treasure none

Disease (Ex) *Black Rot*: This highly infectious disease affects the skin and muscles of the victim, creating an accelerated gangrenous process that turns the affected tissue black and eats it away. For every 4 points of Con damage sustained by the victim, a random limb is lost and can only be recovered by *regeneration* or similar magic.

Black Rot: Swarm—contact; *save* Fort DC 29; *onset* immediate; *frequency* 1/day; *effect* 1d6 Con damage, 1d6 Dex damage, and 1d3 Cha damage; *cure* 2 consecutive saves. The *save* DC is Dexterity-based.

Living diseases are swarms of microscopic organisms, harmful bacteria or viruses that have supernaturally gained limited sentience as a cohesive swarm under certain exceedingly foul or magical conditions. They seek out hosts through which to propagate their contagion. Though they are considered swarms, their individual components are so small as to be invisible to unaided sight, exponentially smaller than even Fine creatures, and they are thus considered one Medium creature.



MONSTER APPENDIX

They are only visible at all due to the sheer number of individual organisms that comprise the swarm; literally billions of them make up a single living disease.

Living diseases offer no resistance to items or creatures entering their midst and cannot be physically felt. They make no sound whatsoever. A living disease in the dark is terrible indeed, as there is no indication it is present until its effects are first felt.

Living diseases neither see nor sleep. Their movements are by pure instinct, and they locate potential hosts with their lifesense. Because of their resilience and extremely high reproductive rate, the microorganisms of a living disease give it fast healing 10.

Though extremely rare, there are many different kinds of living diseases — potentially as many kinds as there are diseases. Two in particular are described here: festering lung and black rot.

A living disease seeks to surround any potential host it senses. It instinctively avoids undead, oozes, plants and constructs, which do not make suitable hosts for the spreading of disease. Unlike normal swarms, a living disease does not deal physical damage. Instead it exposes any creature whose space it occupies at the end of its move to its form of disease.

Proto-Creature

You can tell that this creature was once something else, but it has somehow been horribly misshapen. It still retains a vaguely humanoid form, but it now consists of a terrible conglomeration of exposed organs and bone, gnarled limbs, corded muscles with patches of strange, pebbly flesh and eyes and mouths in unnatural locations.

PROTO-CREATURE

XP 4,800

NE Medium monstrous humanoid

Init -1; **Senses** darkvision 60 ft.; **Perception** +13

AC 21, touch 9, flat-footed 21 (-1 Dex, +12 natural)

hp 125 (10d10+60 plus 10); fast healing 10

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

Defensive Abilities ferocity; **Immune** acid, electricity, critical hits, nonlethal damage, sneak attacks

Speed 30 ft.

Melee 2 slams +16 (1d6+5 plus grab)

Special Attacks acidic sweat (1d6 acid)

Str 20, **Dex** 9, **Con** 22, **Int** 6, **Wis** 10, **Cha** 5

Base Atk +10; **CMB** +15 (+19 grapple);

CMD 24

Feats Cleave, Great Fortitude, Power Attack, Toughness, Weapon Focus (slam)

Skills Perception +13, Survival +13

Languages Common (cannot speak)

Acidic Sweat (Ex) The metabolism and biology of a proto-creature has been so corrupted, that unidentifiable caustic fluids now course through its body instead of the traditional humors. In the third round of combat or heavy exertion, a proto-creature begins to secrete this fluid through the pores of its skin as sweat. Anyone physically touching a proto-creature (not including with a weapon or other object) or who is hit by a slam attack after this sweating begins takes 1d6 acid damage. An opponent that is grappled by a proto-creature takes double this damage each round that

the grapple is maintained. A living proto-creature continues to sweat this substance for 10 minutes following the completion of the battle or other activity that initiated it.

GIANT PROTO-CREATURE

CR 12

XP 19,200

NE Large monstrous humanoid

Init -1; **Senses** darkvision 60 ft.; **Perception** +17

AC 26, touch 8, flat-footed 26 (-1 Dex, +18 natural, -1 size)

hp 203 (14d10+112 plus 14); fast healing 10

Fort +14; **Ref** +8; **Will** +9

Defensive Abilities ferocity; **Immune** acid, electricity, critical hits, nonlethal damage, sneak attacks

Speed 30 ft.

Melee 2 slams +21 (2d6+7 plus grab)

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

Special Attacks acidic sweat (2d6 acid)

Str 24, **Dex** 8, **Con** 26, **Int** 6, **Wis** 10, **Cha** 5

Base Atk +14; **CMB** +22 (+26 grapple); **CMD** 31

Feats Cleave, Great Cleave, Great Fortitude, Improved Natural Attack (slam), Power Attack, Toughness, Weapon Focus (slam)

Skills Perception +17, Survival +17

Languages Common (cannot speak)

Acidic Sweat (Ex) The acid damage from a giant proto-creature is 2d6 points of damage.

Proto-creatures are the results of the failed early experiments with *proto-matter* by the Disciples of Orcus in their attempts to create ever better and more powerful servants and warriors. The proto-creatures proved to be too dumb and too difficult to control. Rather than destroy the beasts, they were instead placed in suspended animation and secreted away at various locations in case a use should ever be found with them.

All proto-creatures encountered to date have come from either humanoid or giant stock. Proto-creatures stand about 7 feet tall and weigh as much as 350 pounds. Giant proto-creatures are up to 12 feet tall and 1,500 pounds.

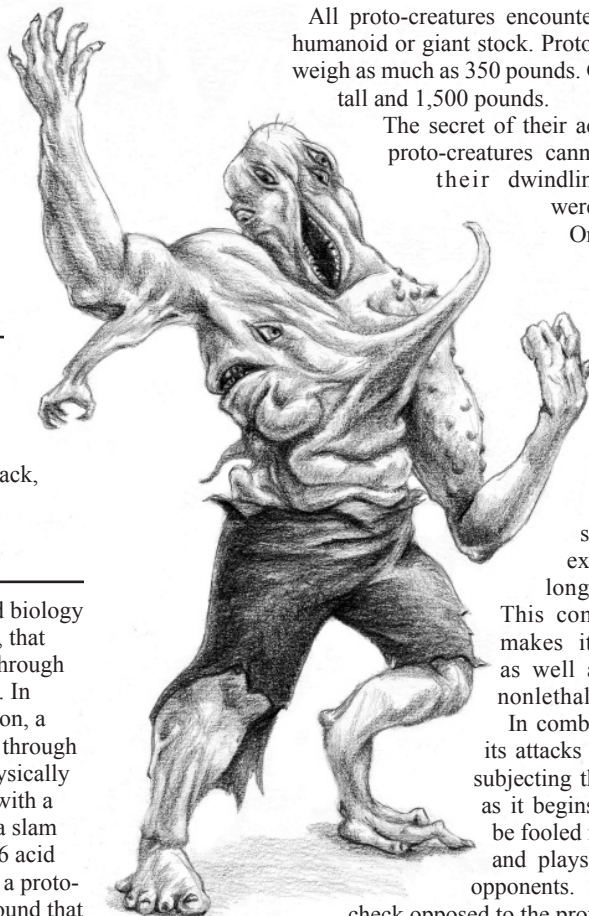
The secret of their accidental creation has been lost, and proto-creatures cannot propagate their own species, so their dwindling numbers are limited to those that were first created by the Disciples of Orcus.

Proto-creatures exist in constant pain. The only thing that distracts them from this pain is the release of combat. Therefore, they always seek to engage other creatures in combat upon first sighting them. The fact that these opponents also serve as their source of food is a merely a convenient byproduct.

A proto-creature's body has been so warped and twisted by the experiments that created it, that it no longer has a recognizable physiology. This combined with its extreme resilience makes it immune to acid and electricity as well as sneak attacks, critical hits, and nonlethal damage.

In combat, a proto-creature prefers to focus its attacks on a single opponent, grappling and subjecting the victim to its acidic sweat as soon as it begins to flow. They have been known to be fooled into dropping a victim who goes limp and plays dead in order to move onto other opponents. Such a subterfuge requires a Bluff

check opposed to the proto-creature's Sense Motive.



Magic Item Appendix

Minor Artifact

CORNU CROWN

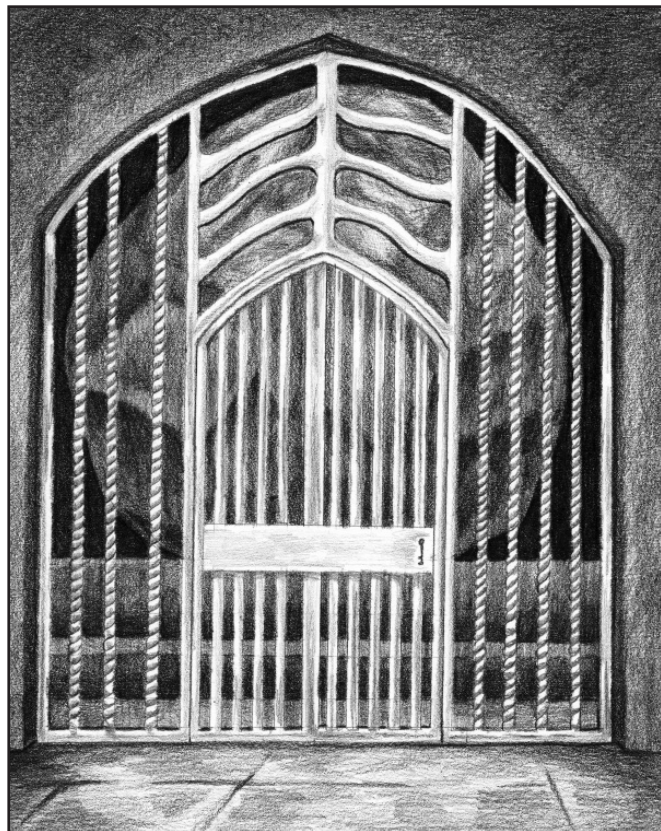
Aura strong abjuration, transmutation, and necromancy [evil]; **CL** 19th
Slot head; **Weight** 3 lb.

DESCRIPTION

This crown is made of platinum but remains dull no matter how much it is polished. It is in the shape of a curving ram's horn or cornucopia. It is a creation of absolute evil bestowed upon his first Grand Cornu by Orcus himself. Anyone of lawful neutral, neutral, or chaotic neutral alignment that touches the crown takes 5d4 points of damage per round. Anyone of lawful good, neutral good, or chaotic good alignment that touches the crown takes 5d6 points of damage per round. Only someone who is lawful evil, neutral evil, or chaotic evil can safely handle the *Cornu Crown*. If worn by someone of evil alignment, it grants a +5 deflection bonus to his Armor Class and a +4 profane bonus to his Wisdom and Charisma. It further allows that individual to rebuke or command undead as a cleric four levels higher than his character level.

DESTRUCTION

When the last High Altar of Orcus in the world is destroyed and consecrated, the *Cornu Crown* loses all magical abilities.



THE OATHSTONE

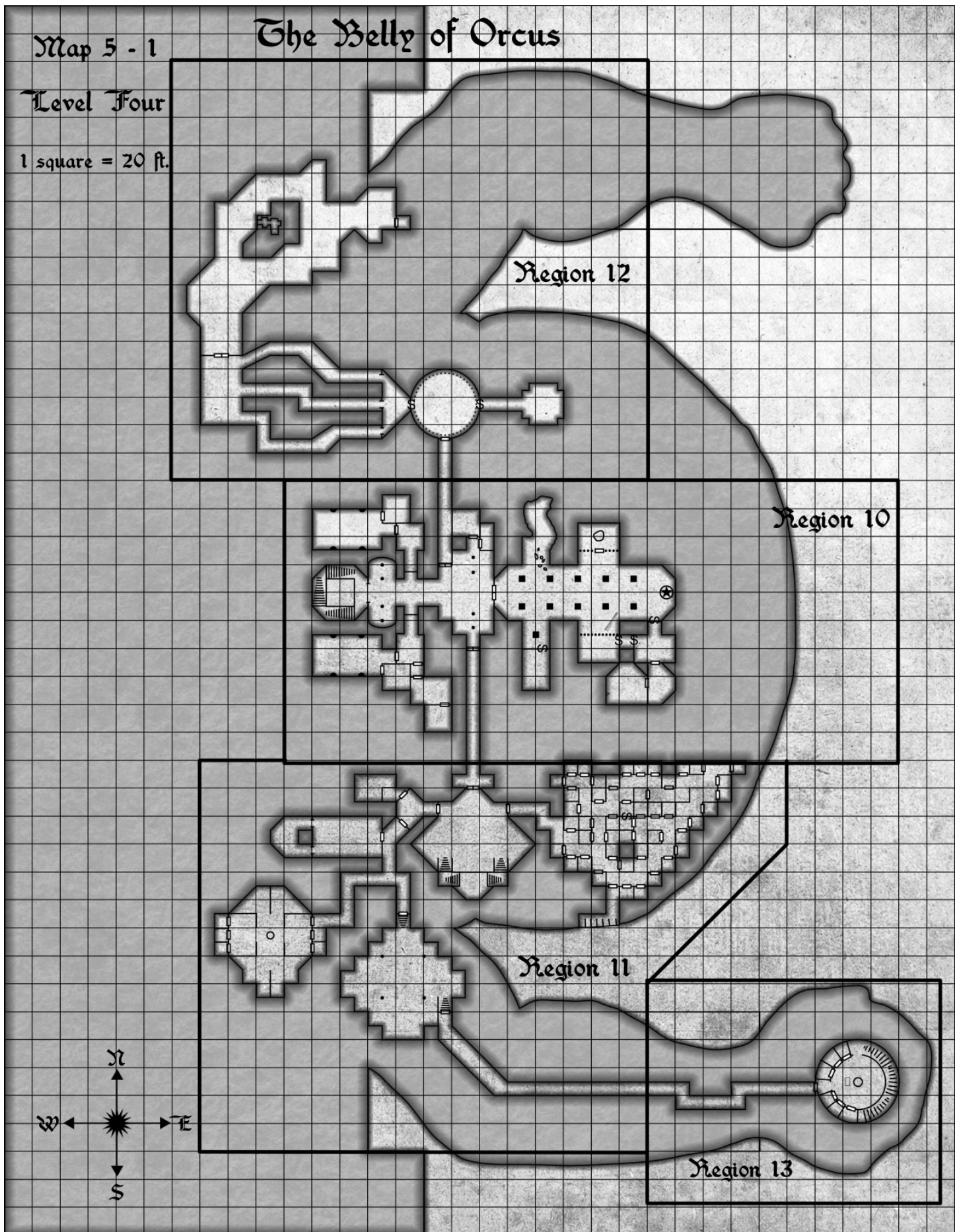
Aura strong enchantment [evil]; **CL** 20th
Slot none; **Weight** 2,400 lb.

DESCRIPTION

This great boulder of black stone appears to be wholly unnatural in origin, with area that are alternately rough and jagged or unnaturally smooth. A DC 35 Knowledge (planes) check is sufficient to identify the stone within as a huge hunk of carrtzer, a type of stone native to the Abyss. This particular boulder is a piece of Orcus's own palace in the Abyss given to the Grand Cornu by the Demon Prince himself. The *Oathstone* bears a powerful, permanent *geas* that affects anyone who willingly touches it. Such an individual is *geased* to never betray the secrets of the citadel or the Disciples of Orcus to outsiders. A side effect of the unholy magic about the stone is that anyone touching it —willing or unwilling— takes 1d6 points of cold damage from its chilling, unearthly presence.

DESTRUCTION

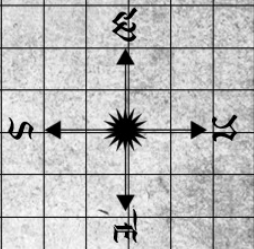
If a good-aligned cleric or paladin of at least 15th level smites the *Oathstone* with the redeemed *Hammer of the Three Gods*, then the *Oathstone* shatters into a million worthless fragments of carrtzer.



Map 5 - 2 The Belly of Orcus

Region 10 - The Inner Temple

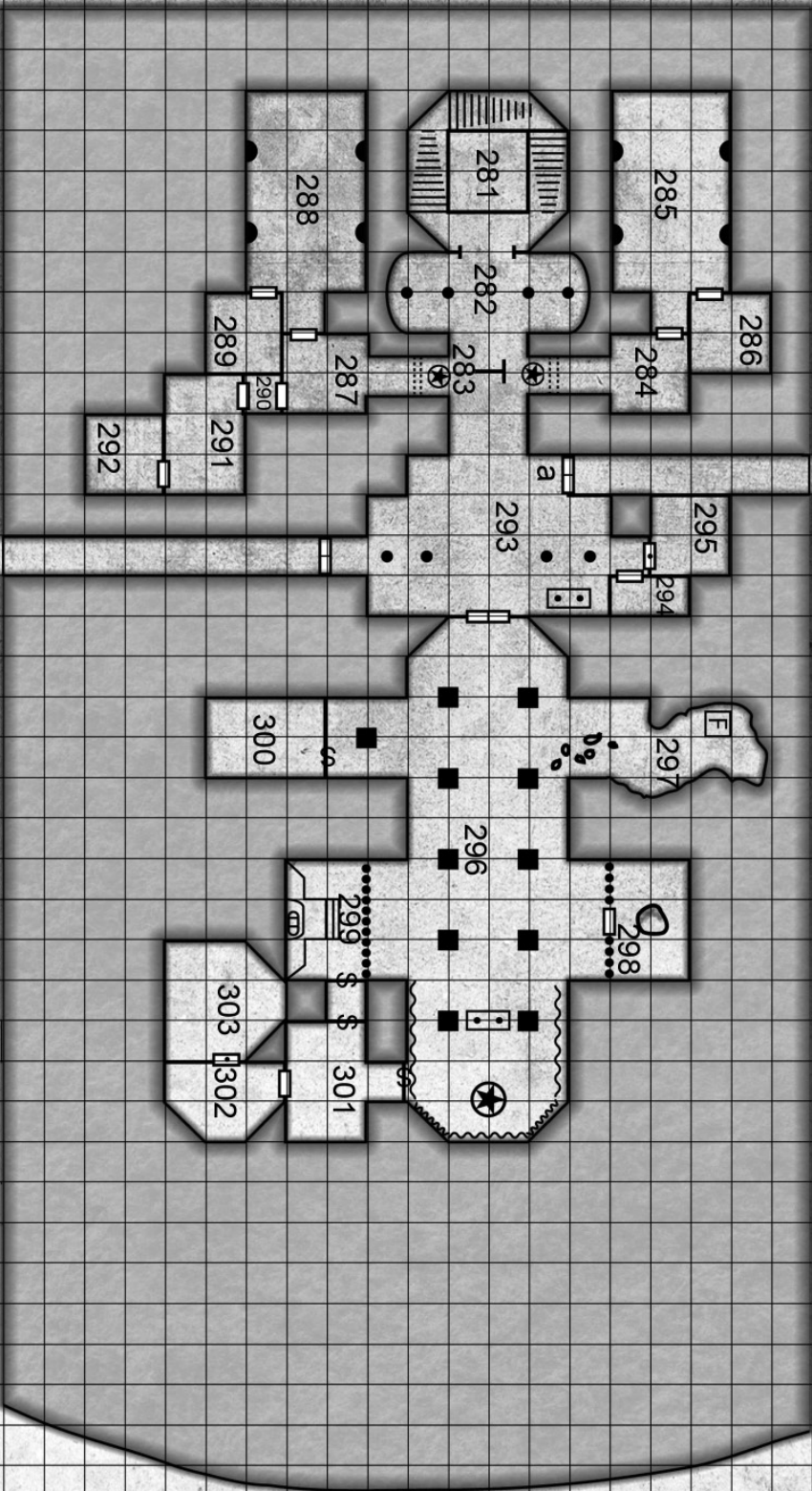
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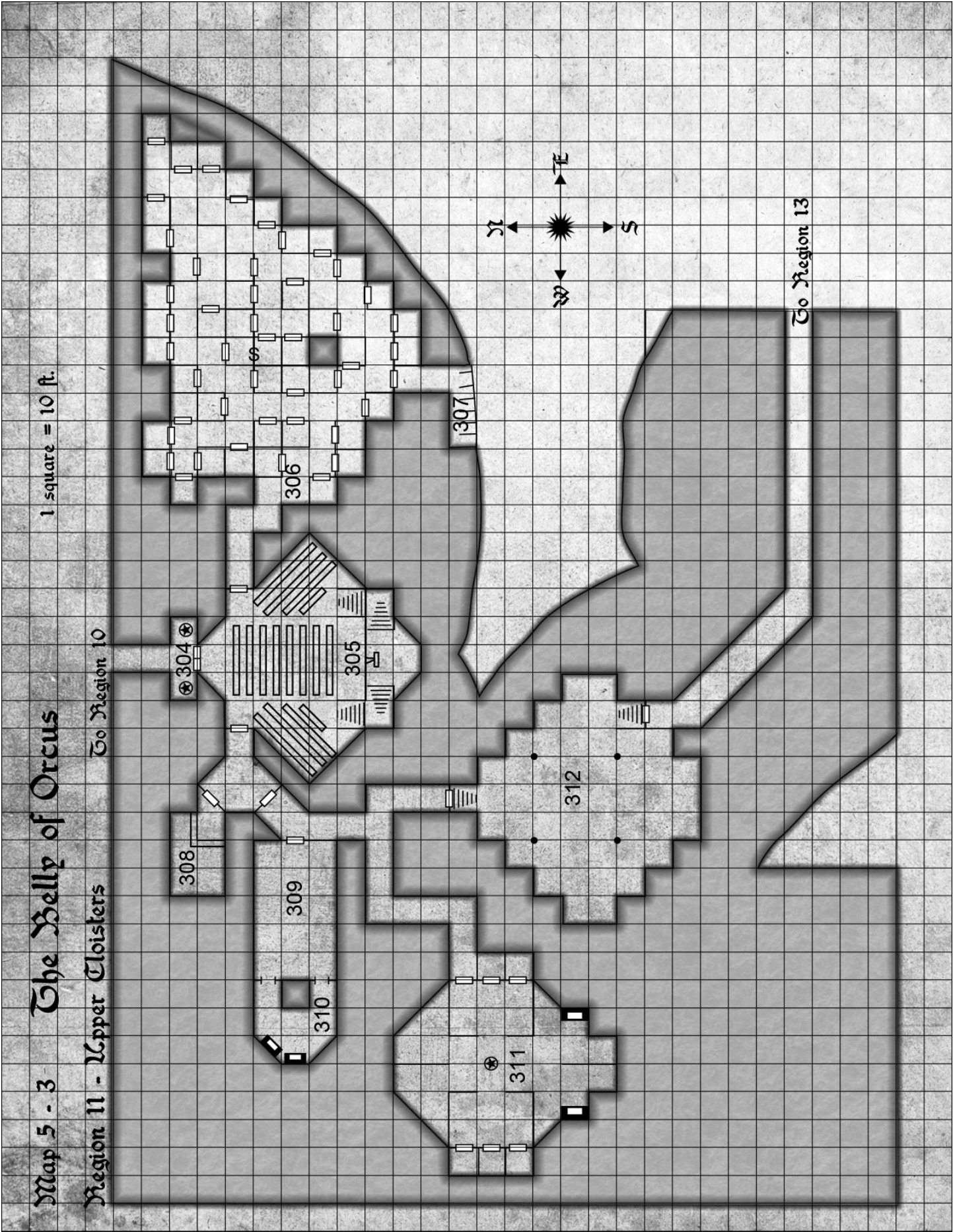


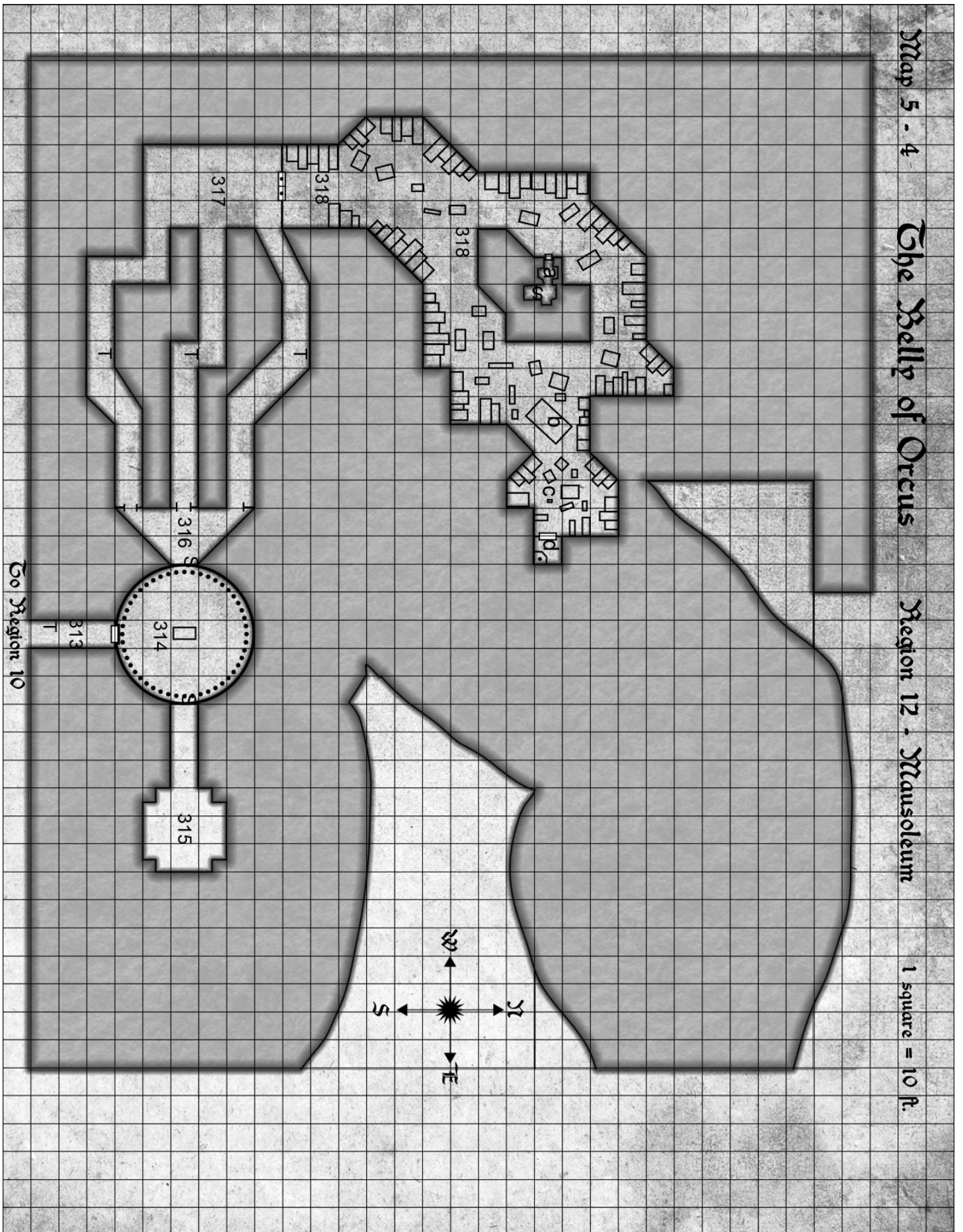
Go Region 12

Illusory Wall

Go Region 11



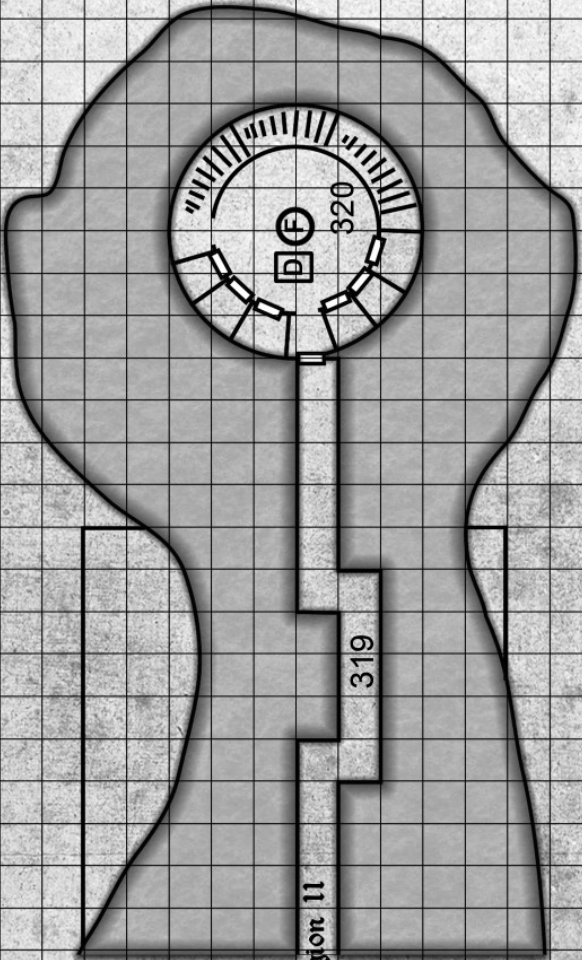




Map 5 - 5 The Belly of Orcus

Region 13 - The Wand of Orcus

1 square = 10 ft.



The Bosom of Orcus

Map 6 - 1

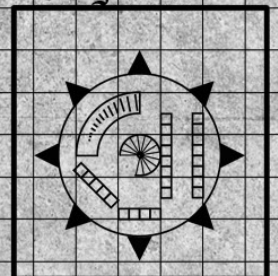
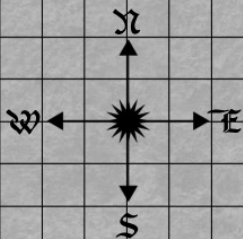
Level Five

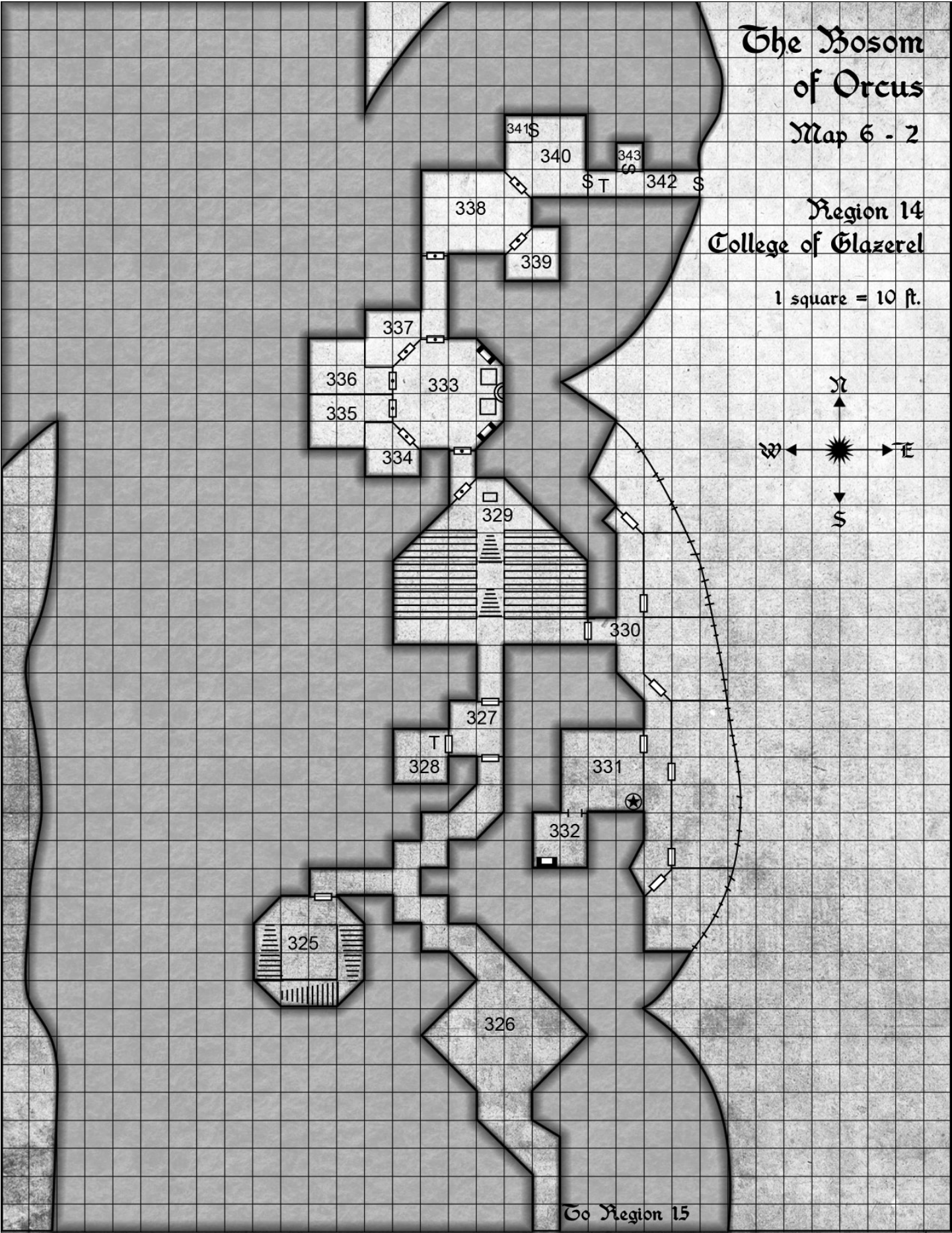
1 square = 20 ft.

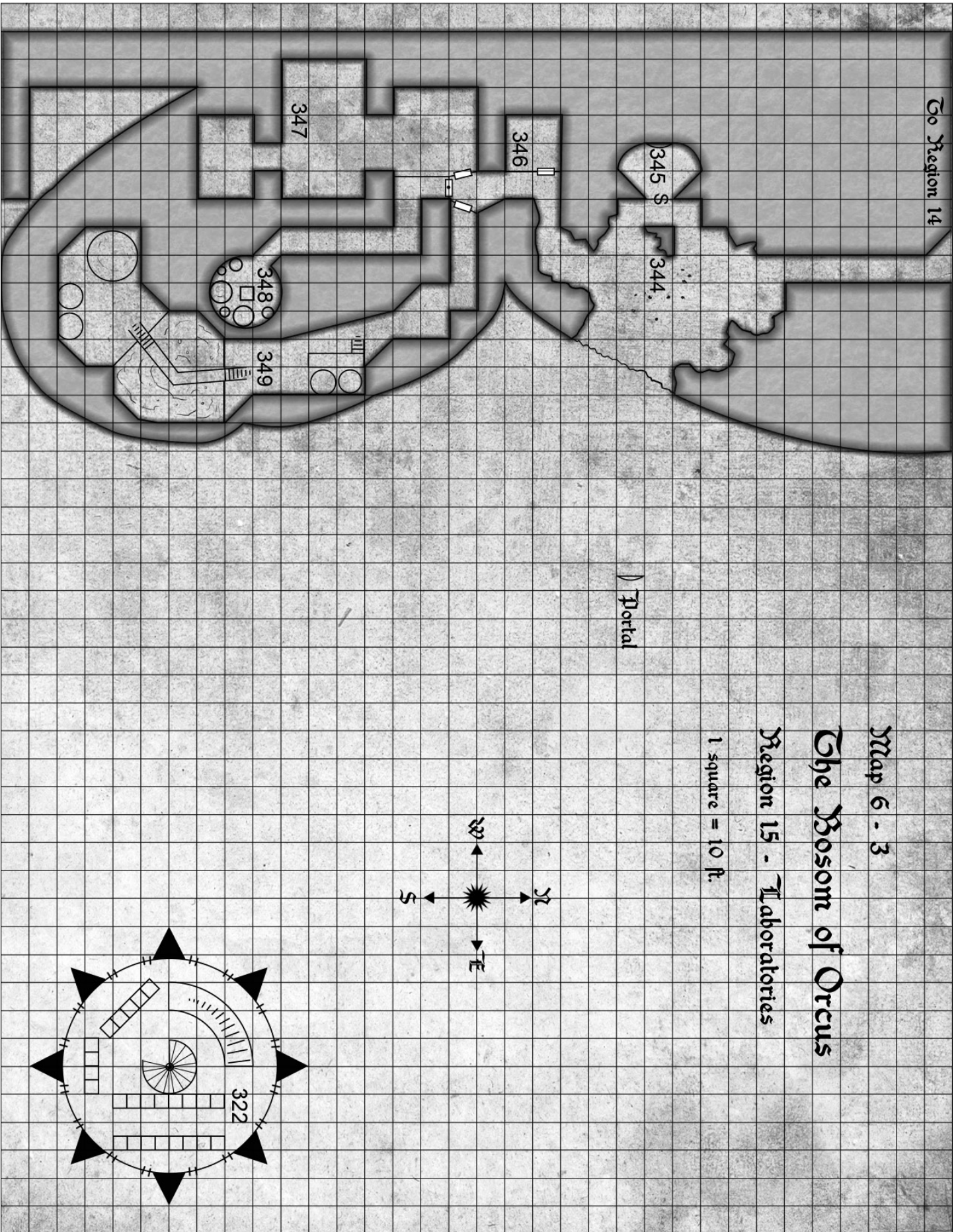
Region 14

Region 15

Region 13







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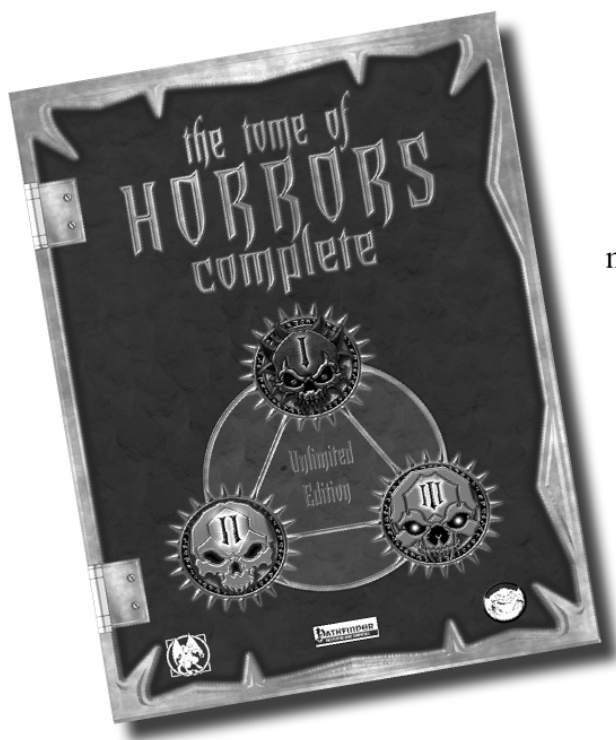
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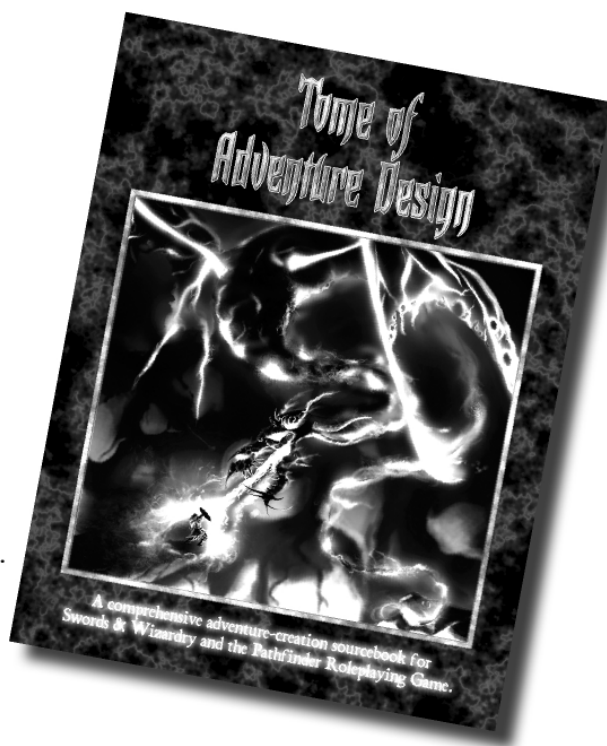
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