

PARAGON

11-20

DEPTHS OF MADNESS

by Robert J. Schwalb

A pall hangs over the frontier town of Wellspring, casting this once-vibrant place into corruption and death. Strange people stalk the streets and unexplained murders occur each night. Nagging fears that more horrors will spill forth from the Kadagast Mountains instill a pervasive paranoia within the townsfolk. Suspicious people watch their neighbors, and temple attendance has never been higher. Folk keep to themselves, hiding in their homes. They avoid darkened streets, lock their doors when night falls, and shutter their windows to close out the screams and shouts echoing in the dark. If the grim threats pressing the town are not stopped, the flame of Wellspring might very well flicker out.

illustrations by Dave Allsop, Drew Baker & Ben Wootten

cartography by Robert Lazzaretti & Mike Schley

TM & © 2009 Wizards of the Coast LLC All rights reserved.



“Depths of Madness” is the second chapter of The Tear of Ioun three-part mini-campaign for the DUNGEONS & DRAGONS® game, designed for a party of five characters of 11th level.

ADVENTURE BACKGROUND

Wellspring has a terrible secret locals have little knowledge of. Few recall who or what their most famous citizen—long-dead Estered—accomplished. Fewer still realize their quaint little town sits on top of the ruins of a much older community. The streets and buildings rest atop Estered’s secret abode.

Beneath Wellspring’s sewers, the ruins of Estered’s place still exist. Now, even so far from where the *Tear of Ioun* once rested, it is a maze of passages, drowned rooms, and gibbering beasts. Runoff from the sewers above makes these deeper tunnels uninhabitable by all but the most wretched creatures—a fitting lair for the world’s most disturbing denizens.

A mind flayer named Shathrax has come to rule in madness what Estered once founded for knowledge. It settled here a year ago, drawn to the contamination it sensed emanating throughout the valley from the *Tear of Ioun*. Shathrax infiltrated Wellspring to feed on the town’s people, using the deep tunnels as a base from which to mount explorations into the surrounding countryside. Although Shathrax didn’t find the source of the burgeoning corruption, the mind flayer did encounter all manner of creatures touched by that taint. He traced the emanations to the Kadagast Mountains, but aberrant creatures thwarted his efforts to find what he sought. Shathrax’s lust for the source of this delicious Far Realm energy knew no

bounds. To find and acquire it, though, the illithid knew it would need minions.

Shathrax turned its attention to Wellspring and “recruited” a few thralls from the locals. In addition, it made a fortuitous discovery when devouring the brain of a traveling wizard. Within the wizard’s memories, Shathrax found a strange device designed to open a portal to the Shadowfell. Forays into this plane put him in contact with dark ones, which the mind flayer enlisted in exchange for giving them slaves to bring back to their own dark masters.

Armed with a growing force of corrupted citizens and dark one mercenaries, Shathrax was ready once more to venture into the mountains to find the relic. As the mind flayer made the final preparations, it learned of an expedition headed for the peaks, funded by a foreigner named Cylus. He had hired the Stormcrows to recover a valuable stone from a fortress cloistered in the mountains nearby. Intrigued, Shathrax followed Cylus to his rooms above the Red Rooster Hostel. There, the illithid stunned the foreigner, teased out his secrets, and devoured his brain. Shathrax learned the *Tear of Ioun*’s location and the identity of Cylus’s master. Fearing the Stormcrows would succeed in recovering the treasure, Shathrax and its servants set out from Wellspring to recover the stone for themselves.

The Stormcrows located the tower, battled the mutants within, and recovered the stone, though they experienced dire changes from its dread corruption. Shathrax and its cronies arrived about a week later, plucked the stone from the Stormcrows’s grasp, and returned to Wellspring to explore the relic’s power.

Thanks to the PCs’ efforts, the threat of reprisals from the robbed Stormcrows was alleviated. Shathrax sets a new plan in motion. It plans to visit a terrible

plague on the populace, transforming ordinary folks into vile aberrant creatures. The dark ones use their unique tools to slip unseen into their victims’ homes, disable them, and return them to the mind flayer. Shathrax then exposes the victims to the *Tear of Ioun*’s full power, watching in delight as flesh rebels and madness takes hold. Some victims become foulspawn, but most are too altered to be of much use. Shathrax discards or slays them outright.

Its new army swelling, Shathrax is well on its way to overwhelming Wellspring. What the illithid might do once he has the settlement under control is too horrible to ponder. The PCs must stop him.

ADVENTURE SYNOPSIS

“Depths of Madness” begins after the PCs return from Forlorn Tower in “Touch of Madness.” After some well-earned downtime, the PCs probably have questions left unanswered. Even if the PCs did not participate in “Touch of Madness” or did not uncover enough information to prompt them to continue their investigation in Wellspring, enough strangeness is still afoot to draw them into the plot.

Before the heroes left Wellspring to attend to the Stormcrows, a few disappearances had occurred in the town. Crime, though uncommon, does occur, and the watch was confident they could handle the mysterious killer or killers. The disappearances intensified after the adventurers left, though, and mutilated corpses, strange cloaked figures, and the appearance of hideous mutants made it clear a new menace is plaguing the town.

Once the characters become involved, they can explore Wellspring and talk with a number of NPCs as they investigate several crime scenes to uncover the

growing threat. From the evidence they gather, the adventurers learn the truth about the town's past and discover the source of the attacks comes coming from beneath their feet.

The PCs then descend under Wellspring and explore the dank passages serving as Shathrax's lair. There, they might gain insight into the larger plot involving the elusive *Tear of Ioun*. The PCs corner the mind flayer in the depths of the dungeon and learn the mind flayer, like the Stormcrows before it, has been robbed and the relic is missing once more. This time, though, the adventurers should have a good idea about who was behind the theft—their one-time ally Deirdre.

Racing back to the town above, the PCs must confront the priestess of Ioun to recover the stone. Malachi's servants have beaten the heroes, however, and escaped to carry the treasure to their distant master. All they left behind is the transformed Deirdre.

Pacing is important to this adventure. Make the players work for information so the unknown maintains dramatic tension. By the end, the players should learn the identity and nature of the primary villain, figure out the principals in the larger plot, and get a sense of what's at stake if they fail in recovering the artifact. None of this information is necessary to defeat the mind flayer in the bowels of Wellspring; instead, it establishes sufficient cause for the PCs to embark on the next adventure.

TREASURE

The treasure in this adventure, overall, isn't defined specifically. It is for you to decide what you PCs find, based on their wish lists. Characters who start this adventure right at level 11 should be about half way to level 13 by the end of the adventure. If they played through "Touch of Madness," they're half way to level 12 level, and they'll be around level 13 by the end of this adventure.

Use parcels based on treasure you've already given out and the levels the PCs advance through. For PCs who start the adventure at level 11, use all level 11 parcels and half of level 12's. For PCs that start half way through level 11, use half of level 11's parcels and all level 12's. The adventure suggests where you might place parcels. Some encounters have specific suggestions, and a few have specific treasures.

What follows is a general list of where parcels appear in the adventure, along with what they're likely to be. Take a few minutes to assign parcels before running the adventure. If you want to divide parcels between encounters to facilitate the consumable magic items that appear here and there, you can do so.

Treasure Locations

Unassigned: One parcel.

Wellspring Reward: One parcel.

Cylus's Room: Two parcels (one magic item; one monetary).

Body Thieves Encounter: Two parcels (the *umbral eye*, a 12th-level magic item; another monetary, including a *blackgate rune* (see page 72) consumable item; page 84).

Shadow Hall Encounter (Shathrax's Lair, page 87): Two parcels (one magic item; one monetary, including *blackgate runes*).

Horrid Grotto Encounter (Shathrax's Lair, page 93): One parcel (monetary, might include potent carrion crawler brain juice poison).

Sealed Room (Shathrax's Lair, Area 9): One parcel.

Operating Theater Encounter (Shathrax's Lair, page 95): One parcel.

Shathrax's Sanctum (Shathrax's Lair, Area 13): Three parcels.

Dark Strangers Encounter: One parcel (including at least one *blackgate rune*).

Deirdre's Demise: One parcel (monetary, *residuum* worth 2,000 gp).

QUESTS

The PCs are tasked with nothing less than saving Wellspring from its spiral into chaos. To stop the disappearances and attacks in town, the characters ultimately have to defeat Shathrax. Fulfilling this 13th-level major quest to calm Wellspring grants the party 4,000 XP. The PCs also need to learn what happened to the *Tear of Ioun*, a 13th-level minor quest worth 800 XP to the party. The PCs can take saving Shathrax's prisoners as another minor quest worth 800 XP.

ADVENTURE HOOKS

“Depths of Madness” assumes the player characters participated in “Touch of Madness,” but this need not be the case. PCs can find themselves involved in the plot even if they didn’t defeat the Stormcrows. If you’re running this adventure by itself, you can use any of the following adventure hooks or use pieces from each to construct a hook of your own.

Stormcrows: One or more of the PCs had a relationship of some sort with the Stormcrows or someone who knows the Stormcrows. Once the Stormcrows go missing, the PCs come to Wellspring to learn what’s going on.

Hunting for the Tear: One of Malachi’s agents hires the adventurers to locate the *Tear of Ioun*. Knowing the artifact is somewhere in the town, the PCs must search the community for signs of the stone’s resting place. They learn in the process what’s at stake if they succeed.

Missing Persons: A person missing from Wellspring is associated with the party in some way. The PCs might have come to Wellspring to catch up or gather information pertaining to another plot. They instead find the person has gone missing.

WELLSPRING

Just over a century ago, Wellspring and the surrounding countryside were part of Nerath. War tore Nerath apart, and as the conflict escalated, the empire proved unable to maintain its control over its remote vassals. Wellspring gained a measure of independence.

Wellspring nestles in a valley, astride a river known as the Chill and between two arms of the Kadagast Mountains. The town’s folk are farmers and fishers. Cultivated farmland surrounds the community. Less than two miles away is Kord’s Tankard, a deep lake fed by runoff from the mountains. A Nerathi road winds down from a northern pass, heading south and splitting into a westward arm. The town sees significant trade.

If not for Estered, a saint to Ioun’s faithful, Wellspring would be an inconsequential settlement. The saint’s supposed tomb makes Wellspring something more, something greater. According to the church of Ioun, Estered was a mystic and prophet—a great hero of the faith. His tomb attracts penitents and seekers who come each summer to pay their respects. With the influx of these divine servants, Wellspring bustles in the summers, when its population swells with merchants, tradesfolk, and more, all catering to the needs of these traveling priests and pilgrims.

Although Wellspringers are suspicious of deities and their servants, they keep their doubts to themselves around religious pilgrims. To such visitors, Wellspringers are polite, but the townsfolk wonder if Estered was as great as all that.

WELLSPRING

A frontier town, Wellspring is surrounded by rugged and dangerous territory. Beyond the riverfront square, narrow streets wind through tightly packed homes, some of which rise two or three stories. The roads are cobbled and clean. Four bridges allow passage over the various waters that run through the town, and a steep wall encircles the entire place.

Population: Approximately 1,000; another 1,000 live in the countryside within a mile of the town. Humans and halflings are common, but all peoples are represented here.

Government: The human Lord Garen Criswell is the hereditary ruler of the town. He is in charge of the town’s justice, defense, and laws. From among the guilders and commoners, the lord appoints a town council to handle running the town’s public business.

Defense: The town guard has forty fulltime warriors. Castle Criswell is their barracks. Lord Criswell can muster 200 militia.

Inns: Inn on the Square, various riverfront hostels.

Taverns: Blue Plate (part of the inn), various riverfront dives.

Supplies: Gunderson’s General Store.

Temple: Mindspire (Temple of Ioun; Priestess Deirdre), various shrines.

PLACES OF INTEREST

Estered’s Square: Paved in cobblestones and dominated by the worn statue of Estered’s robed form, the square is the center of the town’s activity. When not playing host to a festival, it functions as a market. Wellspring’s major businesses ring the square, and traders set up stalls in the area.

In truth, it doesn’t house the tomb of Estered, which is high in the Kadagast Mountains under the foundation of the Forlorn Tower.

Mindspire: Locals claim this ancient temple stood long before the town did. Its old stones, covered in strange sigils just hidden by the ivy, suggest some truth to its legends. Multicolored pieces of glass in a rainbow of colors peek out from the mortar so when the sun hits it, the temple sparkles. Two massive brass doors

serve as its only entrance, and inside is a massive amphitheater around a central pit where a worn altar stands. Priestess Deirdre has recently taken up residence here, seeing to the Mindspire for the time being.

Castle Criswell: Rivaling the old temple of Ioun, Castle Criswell stands on a sharp rise overlooking the southern branch of the Chill. A fifty-foot tower dominates the castle, and the colors of Lord Criswell fly from

its conical roof. His standard depicts a rearing brown bear flanked by two downward-pointing swords. The rest of the castle consists of a two-story house and two smaller outbuildings used as servants' quarters and a garrison, surrounded by a low curtain wall.

Guild District: Three powerful guilds—Bakers, Ironworkers, and Tanners—control the town's industry. Each guild oversees a variety of related

industries, and they set the prices in the town. They place representatives near Lord Criswell to ensure the noble remembers who pads his coffers.

The streets are narrow and choked with people throughout the day but quiet at night. Folks are in a hurry here, rushing to an important meeting or engagement, and they might shove or push their way through crowds. The atmosphere here is one of impatience and unfriendliness.

Town Hall: Facing the square, the town hall is a building of wood and stone roofed in slate shingles. Narrow windows look out over the square. Most of this building consists of the audience hall, where commoners voice grievances to the lord, do business, and hold town meetings. Weddings are common here as well.

Low District: Although definitely home to Wellspring's poorer citizens, this district holds the homes of commoners who work in the market or Guild District. Not destitute by any means, folk here are content with their simple lives.



Riverfront District: Both sides of the western Chill are crowded with warehouses and hostels, all of which cater to the merchant sailors who travel from other settlements to do business. This district is the area of Wellspring most troubled by crime.

By far the most cosmopolitan district in the town, the Riverfront District sees trade from wealthy southern cities and lands farther away.

Common District: Given over to commerce, middle class housing, and a scattering of shrines, this ward is a safe if dull part of town. Here, one finds a few small temples and shrines, a scattering of mages and their residences, and the few retired adventurers that settled in Wellspring. The district is one of the safest in the community and it benefits from regular patrols.

High District: Named for the hills rippling out from the eastern shore of the Chill, this is the wealthy part of Wellspring, made so by merchants and successful guilders. With wide streets, several cultivated parks, and higher-end shops, the High District is a bright spot of prosperity in the darkness of the frontier.

GETTING STARTED

“Depths of Madness” begins after the PCs return to or arrive in Wellspring. How it begins, though, is up to you. This depends on what information the characters learned in their exploration of Forlorn Tower or based on the hook you used to pull the characters into the adventure.

TIMELINE

To help keep the adventure moving forward, you can use the following timeline of events. Treat this not as a strict timetable but instead as a guideline to aid your storytelling.

DAY 1

The PCs have recovered from their expedition to Forlorn Tower or, if they didn’t play through “Touch of Madness,” they arrive in Wellspring. While conducting normal business or relaxing, the PCs hear rumors of Wellspring’s growing troubles. Here are sample quotes from Wellspringers, followed by information that can be gained with skill checks.

◆ *“A couple weeks ago, flying tentacle monsters attacked the town. They just flew over the walls!”*
(This refers to the grell attack in “Touch of Madness.” The speaker can be encouraged to speak of the attack that happened in Estered’s Square. If the PCs didn’t deal with this, then the speaker adds that another group of local heroes did. Then, after talking to “that Ioun priestess” they went to the Forlorn Tower to find out what was going on. If it wasn’t the PCs, that group didn’t return. The speaker identifies Deirdre and her location in the Mindspire.)

◆ *“People have been disappearing for weeks. Now more twenty have disappeared! More folks vanish every day, I hear. At this rate, none of us’ll be left.”*

Another person says,
“Constable Harras’s watch is baffled by what’s going on, or so they say. No sign of what happened in the places where people vanished. Doors locked up tight. Sometimes the kidnappers take some people and leave others asleep in their beds. I don’t think the watch can handle this problem on its own. What are we going to do?”

Another says,
“Now, I hear people are being butchered in the streets . . . by monsters. It’s true! I saw a bloody alleyway down in the Guild District! Almost lost my lunch.”
(These speakers can direct the PCs to the Constable Harras’s offices near Castle Criswell.)



◆ “A while back, a group of mercenaries—Stormcrows they were called—they set out for the mountains. The group had an elf male, an eladrin female, a human male, a human female, and a dwarf male. They asked a lot of questions about the region and its history, especially about the ruins in the mountains. Come to think of it, all this trouble started about the time they blew through.”

STORMCROWS

Characters who participated in “Touch of Madness” are familiar with the Stormcrows, whom the PCs confronted and perhaps rescued from the Forlorn Tower. Through the Stormcrows, the PCs might have learned who hired the mercenaries and what they were after. If one or more of the Stormcrows is still alive, they can tell the PCs what the characters need to know about finding Cylus. They might have other information for the PCs as well, and they can be tools for keeping this adventure on track. How this plays out is up to you. However, if your group did not play through “Touch of Madness,” or didn’t find out the information they needed, you can allow the PCs to make a Streetwise check as described in the Timeline section, Day 1.

◆ “I wonder if that scumbag Gerald Roy knows anything about what’s going on. His lot might even be the cause.”
(The speaker identifies Roy as a notable and slippery criminal that can be found at the Cast Die, a dive in the Riverfront District. “And don’t tell him I called him a scumbag, please.”)

History

DC	Result
10	Founded centuries ago, Wellspring is a bright point of civilization in an otherwise untamed wilderness.
15	Many of the older families can trace their lineage to Nerath, the dead empire once claiming these lands.
20	Estered, a particularly famous mage and theologian, lived and worked in Wellspring long ago. All that remains of his legacy in Wellspring is the statue raised in his honor. It’s said that Estered worked out of a secret laboratory in Wellspring.
22	The lands around Wellspring were once part of the ancient empire of Bael Turath, a powerful and long-dead civilization brought low by its filthy pacts with devils.
25	An old legend relating to this region deals with a cabal of mystics and mages who tore open reality to unlock the secrets of the Far Realm.
30	Those mystics were the Kaorti.

Religion

DC	Result
15	Worship of Ioun has deep roots in these parts, dating to well before the rise and fall of Nerath.
20	The Kaorti were a sect of Ioun worshipers tasked with storing relics and knowledge.
30	The Kaorti fell from grace by toying with twisted knowledge. They destroyed themselves in a misguided experiment.

Streetwise

DC	Result
15	About twenty people are missing, and one or two people vanish each night. Some are apparently killed in monstrous attacks.
20	The Stormcrows are “money for might” sellswords. No job is too low if the price is right. Their members are Elomir, a male elf swordsman Garen, a male dwarf cutthroat, Shantaira, a female eladrin fire mage, Denva, a female human soldier, and Klaus, a wilderness scout.
21	While the Stormcrows were in town, they boarded at the Red Rooster, a tavern and hostel on the south bank of the Chill—Riverfront District. They had dealings with a foreigner named Cylus, who also stayed at the Red Rooster.
22	Cylus had dealings with Gerald Roy, Wellspring’s most prominent criminal. He’s a regular at the Cast Die, a small, dingy gaming hall and tavern in the Riverside District.

AGITATOR

Most people are grumbling at the start of the day, and a few have had enough. Dergan Ironhammer, a smith from the Low District, has lost two apprentices. He takes to Estered’s Square, bellowing to any who listen that the enemy is all around them. Worse, he suspects the watch as accomplices in the villainy. The madness spread by the *Tear of Ioun* amplifies his anger, making him unpredictable. On the first morning, the PCs encounter Dergan. He leads a protest in Estered’s Square and, if not dissuaded, he eventually leads rioters through the streets. PCs exploring the town could find themselves facing riots (use statistics in the Agitator encounter). That night, groups of dark ones snatch a few folk while mutants spread mayhem.

Tactical Encounter: “Agitator,” page 81.

DAY 2

Riots break out all over Wellspring after the latest round of attacks. These are isolated incidents caused by ne'er-do-wells and looters if the PCs calmed Dergan. Otherwise, the riots are widespread and dramatically violent, and they're aimed at authorities as much as tainted citizens. In this latter case, the rioters include normally peaceful citizens. Regardless, the watch is pulled from their own investigation to quash the chaos. If the PCs aren't already working for Lem Harras, he approaches them for help (see Constable Harras). More people go missing. Mutant attacks and riots continue throughout the night. Riots might catch the PCs, and a mutant certainly does.

While Wellspring groans, Deirdre hears the call of the *Tear of Ioun*. She enacts an ancient ritual that can call the artifact to her if it is close by. To her surprise and ultimate downfall, she succeeds.

Shathrax assembles a host of mutated horrors beneath the streets. Many of these victims lose their identities, but a few cling to the memories of their lost lives. An even smaller number escape the chambers of madness beneath the town. Though driven to escape from the mind flayer, most give in to bestial impulses raging inside. They begin murdering and feasting on their former friends, family, and neighbors. Sometime during the day or evening, the PCs stumble into one of these unfortunates.

Tactical Encounter: "Mutant in the Streets," page 83.

DAY 3

By dawn, Lord Criswell's troops regain control over the townsfolk and patrol the streets in force. Shathrax learns the *Tear of Ioun* is missing and, in his rage, sends out his minions to recover it. If the PCs didn't or don't intervene, Dergan is hanged at noon for his part in the uprisings. Deirdre begins her slide into corruption as she examines the stone.

If the PCs don't move to deal with Shathrax by this time, they might run into foulspawn or other horrors on Wellspring's Streets. Construct an encounter using the new monsters in this adventure, such as the Wellspring horror, chuul militant, and foulspawn. You can also use level-appropriate aberrant creatures, along with foulspawn from the *Monster Manual* with one to three levels added to them, keeping the average level around 12. The encounter level should be 12.

DAY 4

Attacks continue throughout the day, but they quiet all the quicker if the PCs have dealt or are dealing with Shathrax in the mind flayer's lair. Malachi's agents descend on Wellspring, using the mayhem spawned by the upheaval to cover their movements. One group enters the town from each direction, four groups in all. Searching for the *Tear of Ioun*, they don't concern themselves with the conflict in the town.

Tactical Encounter: "Dark Strangers," page 101.

THE TEAR'S EFFECT

The *Tear of Ioun* emanates up through the ground and contaminates the wells, animals, and even the air. Among children and the elderly, the effect is more apparent, manifesting as pale blotches on the skin, odd growths, moodiness, and general disquiet. Be sure to mention odd-looking folk. These corruptions are few, but they grow in number each day the *Tear of Ioun* remains in Wellspring.

A DC 30 Arcana check is enough for a PC trained in that skill to sense the unnerving touch of the vile emanations. A PC can attempt this check each day. Focused concentration lowers the DC to 25. The general sense is that something within the town is emanating corruption and possibly causing the problems. However, it's not possible to locate the *Tear of Ioun* in this way.

CONSTABLE HARRAS

The disappearances and mutant attacks have caused Wellspring's authorities to step up their patrols. The supernatural nature of these happenings is making it hard for the constable and his guards to deal with the problems.

Constable Lem Harras is a simple man with simpler interests. He's competent enough in his job, as long as it involves jailing thieves and settling the occasional bar-brawl.

Occupation: Lem Harras has worked his way up through the ranks of Wellspring watch since he enlisted thirteen years ago. He attained the post of constable because he was the only one who wanted the thankless job of enforcing Lord Criswell's laws.

Description: Tall, thickset, and sporting a bristling black mustache, Harras is a plain human male. He wears a chain shirt beneath a heavy blue cloak. His steel brooch—a roaring bear—serves as his badge of office. Armed with a longsword and club, he looks like he can hold his own in a fight.

Values and Motivations: Lem, a good man, protects Wellspring because someone has to ensure the peace. He loves this town, and he would lay down his life to protect it.

DEPUTIZING THE PCs

Harras knows the PCs by reputation and from previous deeds in Wellspring, especially if they dealt peacefully with Dergan Ironhammer. Even if he considers them killers for quelling the riots with violence, he's willing to deputize them, whether they come to him or he seeks them out. The color of the conversation is darker if Harras sees the PCs as butchers of common folk.

Harras has already deputized a number of able folk from the city, but none so competent as the PCs. He's turning to the PCs because even with all the help, it's taking every resource at his disposal to maintain order. Furthermore, neither he nor any of his other allies have the faintest clue about what's going on. He thinks the PCs can do what he can't.

When Lem makes his offer, read:

"Wellspring needs you. The trouble? It's these vanishings, the attacks. Hells, it's everything. We don't have the resources to deal with this, and we need someone of your abilities to find out what's going on. Will you help us, as my deputies?"

Harras is authorized to pay the PCs if he must. If the characters ask for reward, he offers one treasure parcel you assign to this task as a reward. If they succeed in ousting Shathrax, the PCs receive this parcel even if they don't ask for it. Or you can assign this parcel as treasure elsewhere and make the rewards in Wellspring and from Lord Criswell less tangible but significant to further adventures in the town and region.

If the PCs accept Harras's request, read:

"So far, more than a score have vanished. In each case, they disappear with no sign of forced entry, though there have been signs of a struggle a few times. The victims span the breadth of the citizens, from street people in the Riverfront to a priest of Pelor in his shrine on Temple Row in the Low District. Whatever is snatching these people, it isn't choosy about whom it takes.

"To make matters worse, there have been a number of attacks. I've lost about half a dozen of the watch so far, and I can't count the citizens found butchered in the alleys and streets. Eyewitness reports are all different, but each horrible. The attackers are inhuman abominations of glistening flesh, tentacles, and slaving maws. No one has any idea what these creatures are—not even Master Vylen has been able to figure out what they could be. Croetus might know, but he's among the missing.

"I admit, this isn't much help, but if you could just snoop around and follow up any leads you might find, I'd be grateful. I can give you a list of crime scenes to look over."

If the PCs don't know Vylen, Harras says:

"The old man is this town's best scribe and sage. You should talk to him—he might know something you'll find useful."

If the PCs don't know Croetus, Harras says:

"That old lecher was still the best mage in Wellspring. I hope we find him alive."

CRIME SCENES

Wellspring has far more crime scenes than can be covered in this adventure. The investigation unfolds as a skill challenge.

Crime Scenes Investigation Skill Challenge Level 11 XP 1,200

You stalk the streets of Wellspring, looking for clues to the events that plague the town.

The PCs look into the crimes in Wellspring, hoping to find clues. Each round is about an hour of searching the scenes.

Complexity

2 (6 successes before 3 failures)

Primary Skills

Insight, Perception, Streetwise

Other Skills

Arcana, Athletics, Dungeoneering (see Clues)

Victory

Each success earns the PCs one bit of information (see Clues). The Body Thieves tactical encounter is triggered, but the PCs get the drop on the dark ones.

Defeat

Each success still earns the PCs one bit of information. The Body Thieves tactical encounter is triggered, and the dark ones recovered the *umbral eye* first. They then surprise the PCs.

Insight

DC 17 (1 success, 2 maximum)

The signs of struggle at a site might clue you in to what happened.

Perception

DC 17 (1 success, no maximum)

You look closely, hoping to find something odd.

Streetwise

DC 17 (1 success, 1 maximum)

You work the streets for information about prominent scenes where someone saw or heard what happened, or survived an attack.

Clues

Streetwise Success: The constable was correct—no real connection exists among the victims, who come from all occupations and social classes.

First Success: The monster in one attack was clearly once some type of humanoid. Something had changed the poor creature into the mutant that attacked.

Second Success: An abduction scene has a scrap of shimmering black cloth that seems out of place. A follow-up DC 15 Arcana check reveals this material comes from the Shadowfell.

Third Success: The scenes of attack all occur near a sewer grate. The grates are broken from their seats (Athletics DC 22 to accomplish this). Tracking a creature through the sewers might lead the PCs to Shathrax's Lair. However, Perception checks for this tracking are DC 27. It's clear that finding the creature's origin without a skilled tracker could take a lot of wandering in the sewers—and time that Wellspring might not have.

Fourth Success: All the abduction scenes have peculiarities. Signs of struggle indicate victims were attacked from under beds or by attackers that came from interior spaces, such as closets.

Fifth Success: A few bone knives left around one attack scene can be identified as belonging to a foulspawn mangler with a Arcana DC 20 check. In addition to stranger mutants, foulspawn must be part of the attacks.

Sixth Success (Victory): The PCs find the *umbral eye* at the final scene. This is a level 12 magic item parcel.

Even though this is a skill challenge, it is important for you to describe each place and allow the players and PCs to interact with a few sites. Doing so prevents the Body Thieves encounter from seeming too important. Use the tables here to come up with a victim and location on the fly.

LOCATION

Roll	Result	Example
01-60	Residence	House, flat, shack
61-70	Shop	Tailor, butcher, chandler
71-80	Service	Inn, tavern, gambling hall
81-90	Craft	Tanner, dyer, forge
91-95	Shrine	Pelor, loun, Raven Queen
96-00	Other	Adventurer's residence, wizard's laboratory, and so on

VICTIM (50% For EITHER GENDER)

Roll	Result
01-60	Adult
61-80	Adult, elderly
81-90	Adult, young
91-00	Child

Tactical Encounter: The final scene takes place in apartments used to house traveling merchants in the Guild District. Two apprentice guilders disappeared here. Roll as if consulting the tables again, then use the Body Thieves encounter map to help set the scene.

Umbral Eye

Level 12

Coils of darkness writhe across this fist-sized silvery orb's surface. Through it, you can see a shadowy world that mimics your surroundings.

Wondrous Item 13,000 gp

Power (Daily): Standard Action. The orb allows you to see and hear into a place in the world that corresponds to your current position in the Shadowfell, if any. You make an Arcana check at +5 to determine how long you can view the place. A result of 10 or lower allows you to look for 1 round. You can look for an additional round for every 5 points by which your check result exceeds 15.

The sphere creates a scrying sensor in the location you're observing. A creature might notice the sensor with a DC 20 Perception check.

Blackgate Rune

Level 12

This glossy black stone bears a complex sigil etched on its surface.

Other Consumable 520 gp

Power (Consumable ♦ Teleportation): Standard Action.

You open a portal between corresponding places in the Shadowfell and the world. The portal lasts for 3 rounds or until you wish it to close (free action), whichever is less.

DEIRDRE

PCs who played through “Touch of Madness” might wish to report their findings to Deirdre, the priestess of Ioun. Others might learn of her through rumors in town. A devout priestess committed to her faith, she recently accompanied the wave of pilgrims to Well-spring. Deirdre has now taken up residence in the Mindspire.

Occupation: Deirdre has served Ioun nearly all her life. Having come to the faith as a young girl, she rose from initiate to priestess before she turned eighteen. She is charged with overseeing the recovery of lost relics of the faith.

Description: A statuesque woman in her late twenties, she has long brown hair, green eyes, and striking features. She wears the vestments of her faith: blue robes and a symbol of Ioun worked in clear crystal and silver.

Deirdre is businesslike in her dealings and sees little use in wasting time. Nevertheless, she is friendly enough, if a little unsettling in her earnestness.



Values and Motivations: Deirdre came to Well-spring to recover the *Tear of Ioun* for her church. At first, she believed the legends about the stone were inflated, but she has come to realize that it is tainted. This revelation has done nothing to dampen her ambition. Deirdre’s now approaches the task with more zeal. She believes only her church, and perhaps she, can remove the stone’s corruption. She hides her ambition behind concern for Well-spring.

Useful Knowledge: Deirdre knows of the *Tear of Ioun*. It is one of several sacred stones bequeathed to the church of Ioun ages ago by the deity herself. Each stone contains a fragment of her infinite knowledge, and to possess such a relic is to have access to the deepest mysteries of the universe. She knows these items could never cause the mayhem that comes to afflict Well-spring.

Deirdre is careful not to reveal her own interest in the stone, beyond what she has already revealed—that it should be placed back into the care of Ioun’s faithful. She doesn’t disclose that she thinks the stone is corrupt, but a DC 21 Insight check tells the PCs she’s holding something back. If they press, or if the PCs suggest it first, she states that the stone could have been corrupted.

She says:

“The Tear of this area fell into the hands of a corrupt cabal of priests, the Kaorti, centuries ago. They abandoned the teachings of Ioun and used the stone’s power to open a hole to the Far Realm. Their efforts destroyed them, laid their temple to waste, and obliterated the Tear. Or so the story goes. All that remained was the place Wellspringers now call the Forlorn Temple. If the artifact survived, it is possible it was contaminated by the use to which the Kaorti put it. Maybe, somehow, this Tear is within Well-spring as we speak. It could be causing the town’s sorrows. If so, you must find it and bring it to me, so the followers of Ioun can purify it.”

If the PCs suggest destroying the stone, Deirdre warns them—in dire terms—that this course of action might be terribly unhealthy for those who try. Deirdre suggests finding the stone, spurring the minor quest to find what happened to the *Tear of Ioun*.

Useful Abilities: Deirdre can perform Cure Disease, Remove Affliction, and Speak with Dead (Heal +12, Religion +11).

GERALD ROY

Gerald Roy is a foul-mouthed smuggler and criminal who would rather spend his days drinking and wenching at the Cast Die. Roy knows a lot about Wellspring's underworld, and he might share this information if the PCs can persuade him to talk.



Occupation: Roy runs a small smuggling operation created to funnel stolen merchandise to southern communities. He rarely robs locals, preferring to target travelers making their way to or from the town.

Description: An outgoing human male in his thirties, Gerald has shaggy brown hair and a matching beard flecked with red and gray. He is rough, vulgar, and frank. In spite of this and his portliness, Gerald is a charmer. He has a reputation as a rake throughout the Wellspring.

Values and Motivations: Gerald is lazy. He steals to survive and still avoid real work. For all his immorality, he is not malicious. He even has the graces to be guilty about his career when he's drunk.

Gerald is suspicious of anyone he doesn't know. He might be aware of the PCs and their recent adventures, but that doesn't mean he trusts them. Connections mean a lot to Gerald.

Useful Knowledge: Gerald doesn't talk to people he doesn't know, such as the PCs. The characters have to loosen him up.

Getting the Goods from Gerald Roy Level 11 XP 600

"If you're not about to pull a stack o' gold, a stiff drink, or a lady out of your pouch, you'd best be finding someone else to harass."

The PCs must earn Gerald Roy's trust or scare him into giving up any information.

Complexity

1 (4 successes before 3 failures)

Primary Skills

Bluff, Diplomacy, Intimidate

Other Skills

Insight, Streetwise

Victory

Gerald tells the PCs what he knows (see below). PCs who succeed without Intimidate might have impressed Gerald enough to gain an ally of sorts. If the PCs use Intimidate for more than one success, however, Gerald works subtly against them in the town, spreading lies through intermediaries, targeting the PCs for burglary, and using his influence to make life harder for the PCs.

Defeat

Gerald doesn't open up. If the PCs used Intimidate at all, he does as described above and hires thugs to rough up one or more PCs.

Bluff

DC 17 (1 success, no maximum)

You lie or make promises you don't intend to keep to make Gerald Roy talk. Gerald mocks anyone who fails to Bluff, saying something such as, "Don't lie to a liar, friend. What are you really after, and what are you willing to give me for it?"

Diplomacy

DC 15 (1 success, no maximum)

You bargain with Gerald, playing up the town's plight or promising him something for his information. Those who offer something Gerald might want (DM discretion) gain +2 to the check during which the offer is made.

Intimidate

DC 18 (1 success, no maximum)

You threaten Gerald with harm unless he gives up what he knows. Using this tactic causes Gerald's mood to darken, although he continues to feign a jovial mood. (Insight DC 21 indicates that the PCs have made an enemy with their harsh tactics.)

Insight

DC 19 (1 success, 1 maximum)

It's clear Gerald doesn't trust you. You'll need to gain his confidence—or squash it—to get what you want.

Streetwise

DC 21 (0 successes)

You recall a bit of useful information about Gerald's smuggling operation in Wellspring, which you can use to impress or bully the criminal. The character grants +2 to a Diplomacy or Intimidate check.

If the PCs succeed, Gerald Roy can tell them all about the Stormcrows. He also knows that a man named Cylus hired the Stormcrows. Gerald knows this because he is the one who put Cylus in contact with mercenary concerns in the town. Gerald knows that Cylus and the Stormcrows stayed in the Red Rooster, a Riverfront inn.

He says:

"That Cylus spread around some choice coin for a gray-faced mage with no fancy-looking stuff. Weird thing is, nobody saw the bugger leave town. In fact, none of my mates saw him leave the Red Rooster. If you see him again, tell him Gerald is more than happy to do more business."

As to the disappearances and attacks in the city, Gerald has no direct knowledge of what's going on. What he does know is that the twisted monsters come from the sewers beneath Wellspring. He doesn't know what "freelancers" are doing the kidnappings.

However, he says:

“Just a few days ago, this crazy bloke was raving about seeing small, cloaked creatures doing the dirty work. Said they had weird legs, almost like a satyr’s, and they blended into the shadows. The loon said appeared from nowhere to snatch you while you slept. Said he saw them himself. Now he’s missing too, poor sod.”

Arcana DC 17: This crude description fits dark ones—small, sly creatures native to the Shadowfell.

A normal monster knowledge check using Arcana can tell the PCs more about dark ones. Dark ones are considered heroic-tier creatures for such checks.

MASTER VYEN

The characters might learn about the sage from Constable Harras or Gerald Roy. If they ask about town, they can also uncover his name with a DC 11 Streetwise check.

Master Vyen knows a great deal about Wellspring’s history. He lives in a stone house in the High District, where he tutors highborn children, teaching them to read and write.

Occupation and History: Vyen is the fourth son of a minor noble in a city far to the east. Given up to the Church of Ioun to become a priest, Vyen served there for a time. When he turned eighteen, he quit the monastery and headed west, settling in Wellspring. A true scholar, he turned his keen mind to unearthing the secrets of this strange little town and its environs.



Physical Description: Vyen is fast approaching his fiftieth year. His hair has gone to white, and wrinkles cover his face. His watery-green eyes seem tired, but he can affect a smile when need be. He’s most often found wearing comfortable brown robes and surrounded by his books. Master Vyen steeples his fingers when he talks.

Values and Motivations: If Vyen took one thing with him from his time as an acolyte, it was a thirst for knowledge. He cherishes his books and his learning, and he tries to impart the same zeal, with mixed results, to his students. He is friendly and helpful, reserving special kindness for other scholars.

Useful Knowledge: If any person who knows Wellspring’s secrets, it’s Vyen. Any information you wish to impart to the PCs can come from Vyen.

He confides in well-meaning PCs:

“Estered’s Tomb is not under Wellspring’s town square, but the saint’s laboratory is. Other priests of Ioun raised the statue over the way into the laboratory so it might remain undisturbed. They cleverly concealed the door, reportedly by making it appear to be part of the statue. In any event, these chambers are below the square and if one could go unnoticed anywhere in Wellspring where, it is there.”

Vyen has never been into the laboratory, nor does he know for sure that the secret door is in the statue. The old sage admits as much, saying, *“I’m no bold adventurer.”* He is right about the door, however. If the adventurers learn this information, they gain +5 to Perception checks made to locate the secret door in the statue.

Tear of Ioun: If the PCs mention the *Tear of Ioun* and lead Vyen to believe the stone is corrupt, he concludes that the artifact might be behind Wellspring’s trouble. This is another in to the minor quest to find out what happened to the *Tear of Ioun*.

THE RED ROOSTER

The Red Rooster stands at the end of a short street on the western edge of the southern arm of the Riverfront District, situated about a block from the central bridge spanning the river. This three-story inn is in good repair and roofed in slate shingles. A wide porch grants access to the main floor, while two rows of six windows face the street. A stable stands off to one side, and a kitchen stands to the other, across the small yard spanning the front of the building. A wooden sign featuring a red rooster hangs from a post in the center of the yard.

Inside, the main floor consists of a small dining hall, office, cloakroom, and personal chambers for the owner, Magden Tye, as well as her staff of four maids, two cooks, and a dozen other servants and stable boys. The common areas have a noticeably fresh scent despite the nearby stables, sewers, and riverfront, and the inn is kept very clean. Dinner is served at sunset and breakfast an hour after dawn. Meals are simple but nourishing. Accommodations and meals are priced as per the *Player's Handbook*.

Unwilling to let their employer find them chatting idly, the staff defers all questions to Mistress Tye.

MAGDEN TYE

Magden “Mag” Tye owns and operates the Red Rooster. A no-nonsense woman possessed of a fierce temper but a kind heart, she has both the fear and love of her staff.

Occupation: Mag inherited the Red Rooster from her father, Arnus Tye, when he died five years ago. She’s thrown her life into the inn, sacrificing much to make her business thrive.

Description: Tall, blocky, and heavyset, Mag has red hair around a ruddy face. Hard blue eyes and a tight set to her lips give her an unwelcoming appearance. She tries to tidy herself up, such as smoothing her apron, when she talks to attractive or smooth-talking strangers.

Values and Motivations: Mag puts her business first—it’s all she has of her father and it’s all she knows. She hides her regret about the life she has led and her fears that she will never have children of her own. The innkeeper presents a gruff front as a sort of shield to protect her tender heart. Paying customers gain +2 to Diplomacy checks against Mag. She resents liars and cheats, who gain -2 to all Bluff and Diplomacy checks against her after she discovers their dishonesty.

TALKING TO MAG

Mag is willing to talk. She remembers the Stormcrows and that they were good guests who were polite to the staff. She mentions that their employer, a man named Cylus, took care of their bill and paid for himself through the month. She pauses for a beat and then adds, “But you know, I ain’t seen him since just after them Stormcrows left.” She confirms with her staff no one has seen him, and the door to his room is still locked.

Magden describes Cylus thusly:

“He weren’t nothin’ to look at—just a man, not really small or large. He didn’t wash much, so his black mop was always greasy. A gloomy sort of fellah, all in gray.”

Provided the PCs can make a good case for opening up Cylus’s room, with a DC 17 Diplomacy or Bluff check, Magden gives them a key. The PCs can try twice before Mag flatly refuses.

In refusal, she says:

“Just because the fellah keeps to himself don’t mean we should go an bother ‘im.”

CYLUS’S ROOM

Cylus’s chambers are on the third floor, up two flights of steps and at the end of a long hall. His room is locked (Thievery DC 25 to open or Athletics DC 16 to break). Breaking down the door without taking precautions to deaden the sound attracts Mag and a handful of her servants in a minute later. They usher the PCs out of the inn, threatening to call the watch if they resist.

Once the PCs enter, read:

The smell of decay greets you. Seated in a chair in the center of the chamber is a dry corpse in gray robes. Its head is deflated, sagging forward, chin resting on its chest. The top of the skull reveals four jagged holes as if something burrowed into it. An open archway leads to a secondary chamber, probably the bedroom.

Dungeoneering DC 22: A mind flayer caused these head wounds.

Heal DC 17: Cylus has been dead for a few weeks. The cleanliness of the inn prevented more rapid and gruesome decay.

Arcana DC 17: You sense that the common areas of the Red Rooster have a minor magical effect that repels offensive odors, primarily those from mundane sources such as the adjacent stables, the underground sewers, and the nearby riverfront. This must have prevented the staff from noticing the stench from outside Cylus’s room.

The archway indeed leads to a small bedroom containing a bed, dresser, wardrobe, and table holding a ewer filled with tepid water. The wardrobe contains clothes, a backpack with a few days of trail rations in it, a waterskin filled with beer, and one parcel of monetary treasure.

The dresser has three drawers. The two bottom drawers are empty, while the top contains a magic item parcel—probably something Cylus might have used such as an implement. It also contains a lead box inscribed with runes and sigils. A DC 26 Arcana check or a performance of the Comprehend Languages ritual reveals these inscriptions are in fact protection wards, designed to contain the energy of a powerful object.

SPEAK WITH DEAD

The adventurers might use Speak with Dead to communicate with the corpse.

When the PCs cast the ritual, read:

The corpse twitches, and its head lifts. It fixes on you with its milky eyes, as if daring you to question it.

Questioning Cylus's corpse at all requires a successful skill challenge using The Dead Witness, DMG 78. The DCs are all 17, except the Religion DC, which is 11. Success nets the party 1,200 XP. Draw relevant answers from the following information.

In life, Cylus was a wizard in service to Malachi, a mage dwelling in the far north in the Fortress at World's End. Cylus came to serve Malachi because Cylus was interested in the secrets of the Far Realm and hoped his new master would share with him vast knowledge of the Outside. He knows his master is working on a device to rip a hole to the Far Realm, but he's missing a vital component: the *Tear of Ioun*. Thus, Malachi sent forth his servants to find and bring the artifact back to his citadel. The only way to the stronghold is through the Gloaming Gate on the shores of the Umbral Sea. (However, the PCs' goal is to find the *Tear* and save Wellspring, not confront Malachi. Remind them of their quest if they forget this. The information from Cylus is useful later.)

Cylus learned the artifact lay in the Kadagast Mountains, but he lacked the resources and courage needed to retrieve the item. He hired the Stormcrows to claim it for him. Before they returned, though, a mind flayer ambushed Cylus in this room. Stunned by the horrific creature's *mind blast*, he gave up what he knew about the *Tear of Ioun* before the mind flayer ate his brain.

If the Stormcrows failed, Malachi is sure to send more servants after the artifact. Because Malachi operates out of his base in the north, he cannot be behind the miseries Wellspring now faces every day.



SHATHRAX'S LAIR

Shathrax's lair lies about 100 feet below Wellspring, in Estered's old lab. Situated in a nest of flooded tunnels connected to the sewers, it has two possible entrances—the statue in Estered's Square or Well-spring's sewers.

ESTERED'S SQUARE

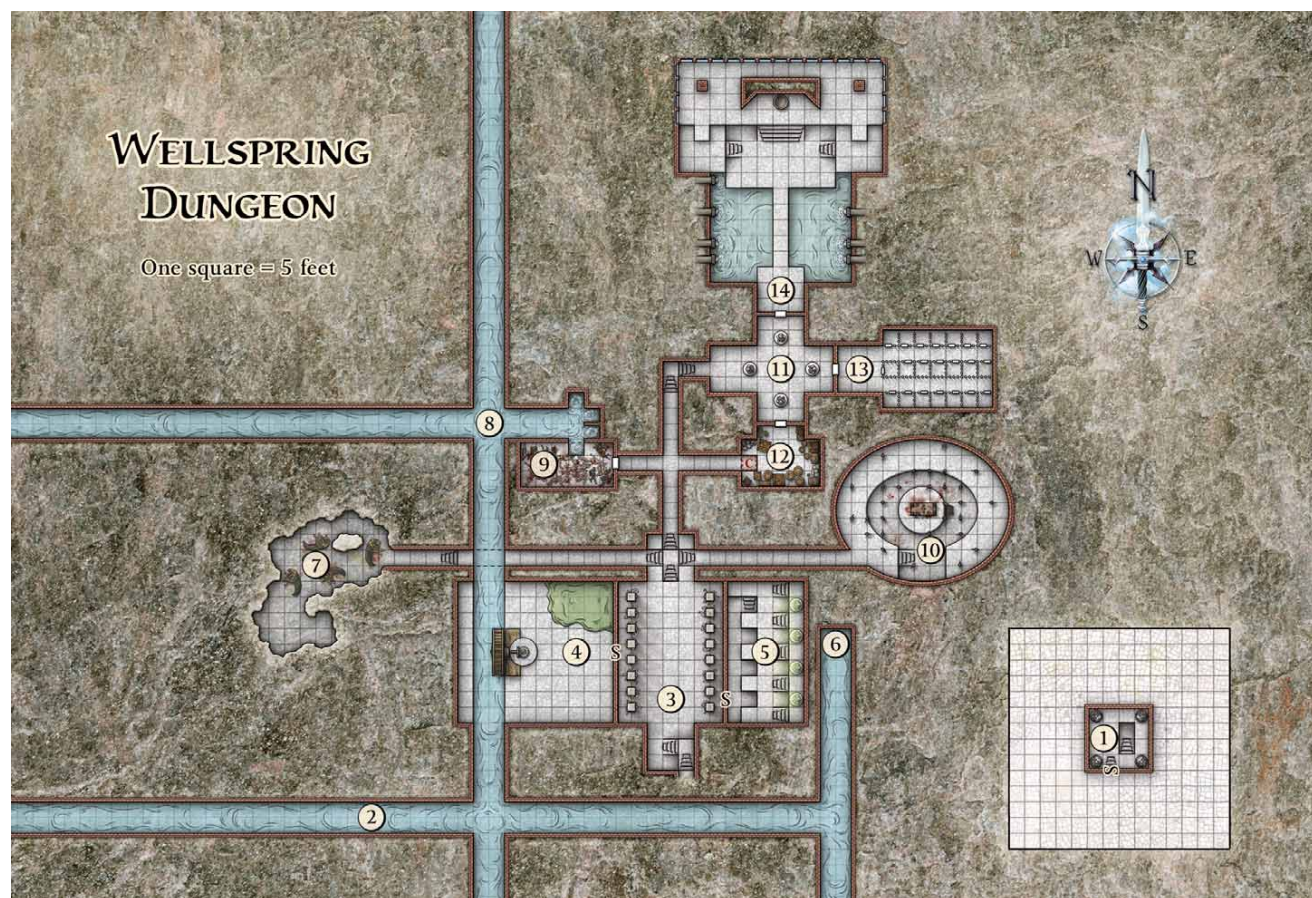
The center of Wellspring is a cleared area of cobblestones ringed with buildings on all sides. The attack not long ago, combined with the widespread violence, has driven away all but the most dedicated pilgrims. Even these zealots are wise enough to seek shelter when darkness falls.

The square's primary draw is the old statue. During the day, a few pilgrims cluster around the statue, but at night, the square empties until it is all but silent. The exception to this is on the fourth night, in which case Malachi's servants haunt the area—see *Dark Strangers*, page 101.

A secret door (Perception DC 31) opens in the statue, leading to area 1 of Shathrax's Lair. Those who know the statue has a secret door gain +5 to checks to find it.

THE SEWERS

Wellspring's sewers are nasty, but not dangerous to veteran adventurers. The monsters Shathrax has created might have changed this fact, so you can place an encounter of your design in the sewers if you wish (see *Defenses*). No map is provided of the sewers, which are left for you to create. The characters merely have to pass through. If the PCs come this way into Shathrax's lair, they arrive at area 2.



COMMON FEATURES

A feeling of dread hangs about the place, as if something horrible is about to happen. The air is damp and still, and a rotting stench fills the area.

Ceilings: Unless otherwise mentioned, ceilings are 15 feet high.

Doors: The doors throughout are iron with nested hinges. Nearly all bear scratches, disturbing inscriptions, or are stained with mysterious fluid. None of these doors is locked.

Floors: Dry areas have flagstone floors that are cracked and pitted with age. Most of the area is damp, and some of it is flooded.

Water: Watery areas are filled with a shallow mixture of river water, rainwater, and waste. Any nonaberrant creature that touches the murky soup with bare flesh is at risk contracting a disease. The first time a living creature enters the water here, it is subject to an attack. The attack bonus is deliberately lower than the normal cackle fever attack, but the disease is otherwise normal.

Aberrant Water

+13 vs Fortitude; the target contracts cackle fever (see DMG 49). *Effect:* The target is immune to this attack for 24 hours.

Illumination: None, unless otherwise indicated.

Sounds: Dripping water, an insane chortle, splashing noises, and the occasional shriek.

Walls: Old masonry covers the walls throughout, but moisture and age have left them in poor repair. The walls are about a foot thick and lay atop earth and hewn stone. They are made from dark, slimy bricks with crumbling mortar between. Scratch marks, old graffiti, and phosphorescent molds can be found throughout. Climbing the walls anywhere here, unless otherwise noted, requires a DC 20 Athletics check.

DEFENSES

If the PCs enter on the third night or later, the passages are empty. If they descend earlier, they are at risk of encountering wandering foulspawn. Any time you feel the action has been slow for a while, or you think the players need an encounter, throw a group of foulspawn at the PCs. Once or twice should be enough. Construct a level 12 encounter using foulspawn (MM 112–113), adding one to three levels to each monster. Keep the average level around 12.

ROOMS

The following encounter areas correspond to the dungeon map.

1. WELLSPRING'S SECRET

Characters that find and open the secret door find a short set of stairs leading down into a chamber beneath the statue.

When PCs reach the bottom, read:

The short staircase ends in a damp square chamber that is about 20 feet on a side. Standing in each corner is a stone column. A set of stone steps and a rusted iron rail descend through the floor and into the darkness.

2. DARK WATERS

Characters entering the dungeon by means other than the secret door eventually find themselves in this foul passage filled with disgusting fluid.

Tactical Encounter: “Dark Waters,” page 101.

3. SHADOW HALL

The staircase from room 1 descends past several landings until it ends at a final landing overlooking this room. At the northern end of the room, another staircase leads down to a small landing before branching into three more staircases.

Off-duty dark ones and their leader—a shadar-kai who negotiated their employment to the mind flayer—lurk here.

Tactical Encounter: “Shadow Hall,” page 87.

4. FOULSPAWN BARRACKS

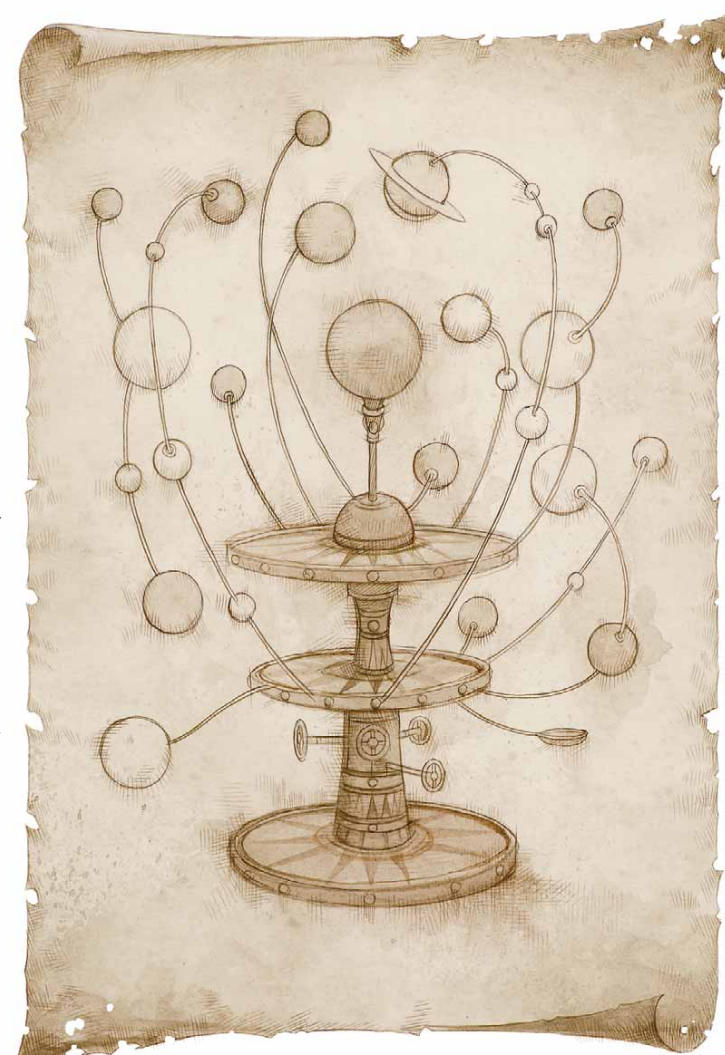
In Estered's days, the current was stronger here, so it turned a waterwheel and the adjoining millstone. The old wheel remains, but now this place houses a number of Shathrax's servants.

Tactical Encounter: “Foulspawn Barracks,” page 89.

5. SAINT'S SHRINE

Estered erected four statues to honor his comrades.

Tactical Encounter: “Saint's Shrine,” page 91.



6. WATERY DEPTHS

The water-filled passage travels north until it comes to a dead end, where the floor gives way to an 80-foot murky, water-filled pit. Characters walking through the water must succeed on a saving throw or slip under the water. Those who succeed on a DC 21 Perception check spot the danger before they fall. Swimming in the water requires a DC 10 Athletics check. Those submerged in this watery pit are subject to an attack: +16 vs Fortitude. On a hit, the target contracts Blinding Sickness (DMG 49), with +2 to the Endurance DCs. This attack occurs even if the PC has avoided the disease that pervades the dungeon within the last 24 hours.

7. HORRID GROTT

Shathrax bred carrion crawlers for extracting the brain juice poison used by his dark one servants.

Tactical Encounter: “Horrid Grotto,” page 93.

8. INTERSECTION

The tunnel ends at an intersection. The branches thread through the rock to Wellspring’s actual sewers, allowing the PCs an avenue of escape.

9. SEALED CHAMBER

Moisture has rusted the door shut (Athletics DC 22 to open). Shathrax hasn’t bothered to open it.

When the PCs open the door, read:

Tepid air heavy with the scent of mildew greets you. Heaps of stone have fallen into this room, and water drips into it from above. Rotted and crushed shards of wood and stone suggest furniture once stood here. The floor is slimy.

Searching the room turns up a parcel of treasure.

10. OPERATING THEATER

This large room served as Estered’s laboratory, and it was here that he conducted his experiments. Now Shathrax uses it for darker purposes.

Tactical Encounter: “Operating Theater,” page 95.

11. FOUL GUARDIAN

Shathrax placed a trusted guardian—a bloated horror grown fat on Wellspring captives—here. Charged with watching over the entrance to the mind flayer’s lair.

Tactical Encounter: “Foul Guardian,” page 97.

12. STORAGE

This room served as Estered’s quarters. Now, it holds foodstuffs, water, and other necessities to keep alive Shathrax’s forces.

When the characters enter this room, read:

This stuffy room is packed with boxes and barrels.

The boxes contain food and mundane goods, and the barrels contain fresh water or ale. Characters inspecting the crates, casks, and other containers find they bear a variety of marks (Streetwise DC 10 to identify them as belonging to the town guilds.)

Trapdoor: A DC 21 Perception check reveals the door in the ceiling, which opens into the corridor above.

13. PRISON CELLS

This room holds Shathrax’s prisoners.

When the characters enter this room, read:

Barred cells fill this large, long room, forming three rows seven cells deep. People lurk in some of the cells, and few of the inhabitants appear healthy.

Each cell is locked (Thievery DC 25 to open). Most of the prisoners suffered the *Tear of Ioun*’s power and now endure the malign effect of their exposure. Those still here haven’t completely transformed, or they are dying.

The PCs can do little for these victims given only a short time. Any ritual caster realizes, however, that Remove Affliction could work on some of these unfortunates. Not realizing this, the prisoners beg for merciful ends before they become monsters. They can also point the characters to the mind flayer’s lair.

One offers a description of the *Tear of Ioun*:

“It’s . . . wrong . . . simply wrong. Black, crawling with green veins, it seemed alive. When we were brought before it, it shone brightly and it was as if something broke within us.”

14. SHATHRAX’S SANCTUM

Shathrax makes its stand here.

Tactical Encounter: “Shathrax’s Sanctum,” page 98.

Tear Transformation

Level 13 Affliction

Attack: +15 vs Will

Endurance improve DC 21, maintain DC 17, worsen DC 12 or lower

Special Each time the target maintains or worsens, its body gains an unusual feature. These features remain until the disease is cured.

Only Remove Affliction can cure this malady—Cure Disease is ineffective.

The target is cured.

❑ **Initial Effect:** The target takes a –2 penalty to saving throws; –4 against charm and psychic effects.

❏ The target loses 10 hit points, which cannot be regained until the disease is cured. Each time the target becomes bloodied, it becomes dazed (save ends).

❑ **Final State:** The target transforms into an aberrant monstrosity, becoming an NPC monster such as the Stormcrows in “Touch of Madness,” a foulspawn, or Wellspring horror.

CONCLUDING THE ADVENTURE

Upon Shathrax's defeat, no more threats appear inside the town. The aberrant creatures below Well-spring head for the greater Underdark. However, there's still the matter of the missing artifact.

DEIRDRE

All evidence points to the priestess of Ioun. When the PCs arrive, they find they are too late. The *Tear of Ioun* is missing, and all that remains is the ruined remains of their former ally.

When the PCs arrive, read:

Gone is the once beautiful woman. What remains is a shattered shell of corrupted flesh, twisted in unnatural angles so she crawls on all fours. She has three eyes, rippling skin, and an oozing mouth. Wounded and choking, she shrinks from you.

Deirdre poses no threat to the PCs, and any attack kills her. She is succumbing to the corruption of the *Tear of Ioun* and to poison Malachi's agents injected into her. The characters have only a few moments to talk to her before she dies.

If the characters show her the slightest compassion (or later use *Speak with Dead*), she confesses everything. She, in fact, came to Wellspring to locate and purify the *Tear of Ioun*. However, she now realizes her arrogance.

She says:

"It was too powerful, too corrupted by the touch of the Far Realm. It must be destroyed!"

If the PCs ask where the stone is now, she says:

"Shadowfell. It's in the Shadowfell. Servants took it there. It must be destroyed. Malachi . . . must stop Malachi . . ."

With those final words, the tremors in her body intensify until she dies seconds later. If the PCs were using *Speak with Dead*, they might continue to question her.

TREASURE

Although much of what Deirdre owned is gone or destroyed, including her ritual book, the dark strangers overlooked a small wooden box holding *residuum* worth 2,000 gp.

SHADOW CROSSING

The weirdness of the *Tear of Ioun* interacting with the use of a *blackgate* rune (see page 72) created a shadow crossing in the Temple of Ioun. The shadow crossing allows the PCs to cross into the Shadowfell without the use of a ritual or magic item. How long this lasts is up to you, but it should exist long enough for the PCs to take care of business and begin to pursue Malachi's servants. It might return intermittently as a permanent feature of the polluted temple.

MALACHI'S SERVANTS

If the PCs manage to take one of Malachi's servants prisoner, use the Interrogation skill challenge (DMG 79; moderate DCs 17, hard DCs 22; 600 XP). They might also use *Speak with Dead*, requiring the use of the *Dead Witness* skill challenge (DMG 79; Easy DCs 12, moderate DCs 17; 1,200 XP). As discussed under *Speak with Dead*, page 76, Cylus knows these facts as well.

SUCCESS

The subject reveals that the dark strangers serve Malachi, a wise mage of unsurpassed power. He sent them to recover the *Tear of Ioun*. The thieves now head for the Fortress at Worlds End, Malachi's bastion. To arrive there, they must proceed across the Shadowfell to the Gloaming Gate on the shores of the Umbral Sea.

Smiling, the prisoner says:

"Lose all hope, for Malachi has the Tear, or soon will. To face him now only hastens your doom."

FAILURE

The subject refuses to speak. The PCs are free to try another subject.

The subject reveals only:

"It makes no difference now. The priestess of Ioun had it, and now we do. It will soon be in Malachi's hand, and then shall the world know fear."

AGITATOR

Encounter Level 11 (3,000 XP)

If you need a map, use the one for the town square for the Dark Strangers encounter (page 101). Dergan sets up his protest in the square near the statue of Estered.

When the PCs see the protest, read:

Beyond a large crowd, standing on an overturned box, is a black-haired dwarf. His animated, craggy features twist with anger as he gestures wildly. The crowd cheers in response to his ravings. He blames the Ioun pilgrims, the watch, and even the lord for the troubles in town. Some people walk away, but more stay to listen.

Talking Dergan Down Skill Challenge

Level 11
XP 3,000

Several of the citizens nearby note your presence with concerned eyes. Maybe you have the authority to nip this problem in the bud.

The PCs influence Dergan to stand down without resorting to threats or violence. Each skill check in the challenge represents a few moments of speaking to Dergan and the crowd.

Complexity

5 (12 successes before 3 failures)

Primary Skills

Bluff, Diplomacy, Insight

Other Skills

Arcana, Streetwise

Victory

Dergan calms, admitting to feeling an unnatural rage that seemed to come from nowhere. He feels it squirming inside him like a beast and asks to be taken into custody until his madness passes. The riots in Wellspring are lessened because of the PCs' actions, and the characters' reputation is increased in Wellspring.

Dergan might become an ally after the PCs defeat Shathrax. The dwarf is a master crafter who knows the Enchant Item ritual. He might even make the PCs an item if you wish to assign an item parcel to this situation.

Defeat

At Dergan's urging, the crowd turns on the PCs. The characters face the dilemma of butchering Wellspringers or fleeing the scene. Unless he's killed or captured in this initial clash, Dergan leads riots through Wellspring. These riots target anyone the crowd deems tainted, including the PCs.

Arcana

DC 23 (requires successful advanced Insight DC 22, 1 success, 1 maximum)

You confirm that some vile supernatural force pervades the atmosphere of the town. It must issue from a powerful source indeed. (If the PC knows of the *Tear of Ioun*, he or she can confirm that the problem could be the artifact.)

Bluff

DC 17 (1 success, no maximum)

With flattery, falsehoods, or distractions, you calm Dergan and the crowd. A failure closes Bluff and adds 2 to Diplomacy DCs, since Dergan and the crowd react negatively.

Diplomacy

DC 15 (1 success, no maximum)

You influence Dergan and the crowd with inspiring or calming truths.

Intimidate

(automatic failure)

Dergan can't be cowed. If intimidated, he begins to blame the PCs for bringing more problems to the town.

Insight

DC 10 (1 success, 1 success leads to advanced Insight DC 17)
This firebrand has no chance of physically opposing you, but the crowd would surely turn against you if he were harmed or intimidated.

Insight (Advanced)

DC 17 (1 success, 1 success leads to advanced Insight DC 22)
The dwarf is clearly unhinged. His eyes are wild as if he's crazed—like he is drugged or under some other negative influence.

Insight (Advanced)

DC 22 (1 success, 1 success leads to Arcana)
Subtle cues tell you that the dwarf isn't insane, but something is polluting his thinking. You can feel a subtle supernatural energy pushing him and the crowd toward unreasonable actions.

Streetwise

DC 20 (1 success, 1 maximum)

You cleverly undermine the dwarf's accusations, revealing them as uninformed at best. He's doing nothing but inciting people against the authorities with no good reason.

VICIOUS CROWD

If the PCs choose to stand against the mad Wellspringers, use the statistics for a Wellspringer riot here. As they explore the city during this adventure, the PCs might run into similar riots at later times. If they've quelled Dergan, most rioters are bad guys using the chaos as an excuse to steal and run amok. No riot encounter should be a real challenge for the PCs—the players should feel like they are fighting much weaker people.

TACTICS

The Wellspring riot just flows around the PCs, stabbing and burning. The crazed citizens fight fiercely, howling insults and insane proclamations.

Wellspringer Riot		Level 10 Brute
Huge natural humanoid		XP 500
Initiative +8	Senses Perception 4	
Mob Attack aura 1; the Wellspringer riot makes a melee basic attack as a free action against each enemy that starts its turn in the aura.		
HP 125; Bloodied 62		
AC 22; Fortitude 23, Reflex 22, Will 21		
Speed 5		
⚔ Torches and Pitchforks (standard; at-will) ♦ Weapon		
+14 vs AC; 1d8 + 4 damage, and ongoing 5 fire damage (save ends).		
Panicked Stampede (free when first bloodied; encounter)		
The Wellspringer riot moves 5 squares away from the creature that bloodied it. It attacks each creature whose space it moves through; + 12 vs Fortitude; 2d6 + 4 damage, and the target is pushed 2 squares and knocked prone.		
Stragglers (when the riot takes forced movement, and when it is reduced to 0 hit points)		
Each square the Wellspringer riot formerly occupied now contains one Wellspringer rioter, who acts just after the riot.		
Alignment Unaligned		Languages Common
Str 18 (+9)	Dex 16 (+8)	Wis 9 (+4)
Con 15 (+7)	Int 9 (+4)	Cha 14 (+7)

Wellspring Rioter		Level 7 Brute Minion
Medium or Small natural humanoid		XP 75
Initiative +4		Senses Perception +4
HP 1; a missed attack never damages a minion		
AC 17; Fortitude 18, Reflex 17, Will 17; see also mob rule		
Speed 6		
⚔ Torch and Pitchfork (standard; at-will) ♦ Weapon		
Melee 1; +10 vs AC; 4 damage, and ongoing 3 fire damage (save ends).		
Mob Rule		
The Wellspring rioter gains a +2 power bonus to all defenses while at least two other Wellspring rioters or one Wellspring riot are within 5 squares of it.		
Alignment Unaligned	Languages Common	
Str 14 (+5)	Dex 12 (+4)	Wis 10 (+3)
Con 10 (+3)	Int 10 (+3)	Cha 12 (+4)
Equipment torch, pitchfork		

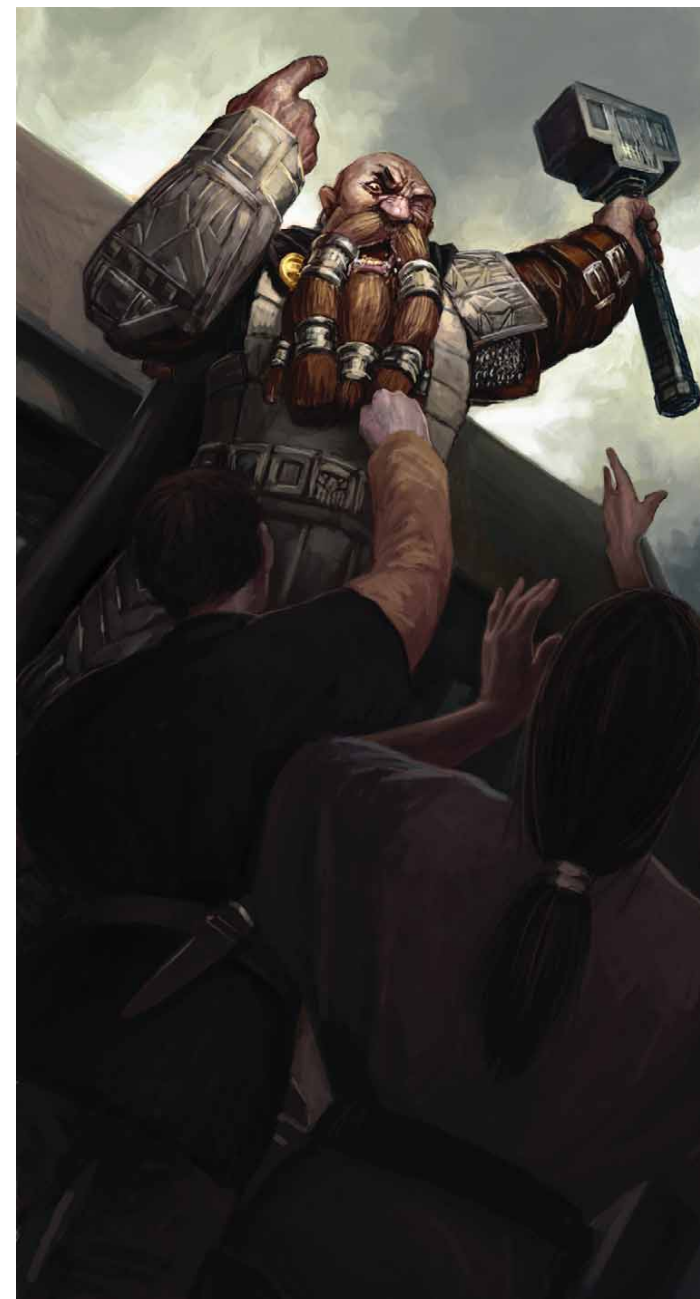
STOPPING DERGAN

When Dergan is a member of a riot, keep the PCs informed of Dergan's location therein. A character can target Dergan specifically. Alone, Dergan isn't a serious threat, but he's tough.

Dergan Ironhammer		Level 5 Brute
Medium natural humanoid, dwarf		XP 200
Initiative +4		Senses Perception +3; low-light vision
HP 72; Bloodied 36		
AC 17; Fortitude 18, Reflex 16, Will 17		
Saving Throws +5 against poison effects		
Speed 5		
⚔ Maul (standard; at-will) ♦ Weapon		
Melee 1; +10 vs AC; 2d6 + 3 damage.		
Stand Your Ground		
Dergan reduces any forced movement he's subjected to by 1 square. If he would be knocked prone, he can roll a saving throw to avoid falling prone.		
Alignment Unaligned	Languages Common, Dwarven	
Str 17 (+5)	Dex 12 (+3)	Wis 12 (+3)
Con 12 (+3)	Int 10 (+2)	Cha 14 (+4)
Equipment leather apron, maul		

CONCLUSION

How the PCs quell the situation determines how the riots go in the town. If the PCs calm Dergan, the riots are lessened in Wellspring. If they fight Dergan, whether they kill or capture him, the riots are significantly worse. Use this information to set the tone of the streets as the PCs later investigate the town. So-called heroes who butcher Wellspringers—other than perhaps Dergan—lose face in the town to say the least. Lem Harras isn't pleased, either—see Constable Harras, page 70.



MUTANT IN THE STREETS

Encounter Level 13 (4,000 XP)

SETUP

1 wellspring horror (W)

After escaping the depths, this mutant took to the streets. It hunts Wellspringers, snatching them and eating where none can see, such is its shame for what it is. The monster makes no attempt at stealth, so initiative is determined normally.

When the encounter begins, read:

Out of the shadows stumbles a vaguely humanoid monstrosity with multiple barbed tentacles twitching where its limbs should be. Its face is a twisted knot of skin and sinew wrapped around a drooling, fang-filled maw. It moans as it pulls itself forward, its intent clear in the numerous insane eyes staring out from its dripping head.

TACTICS

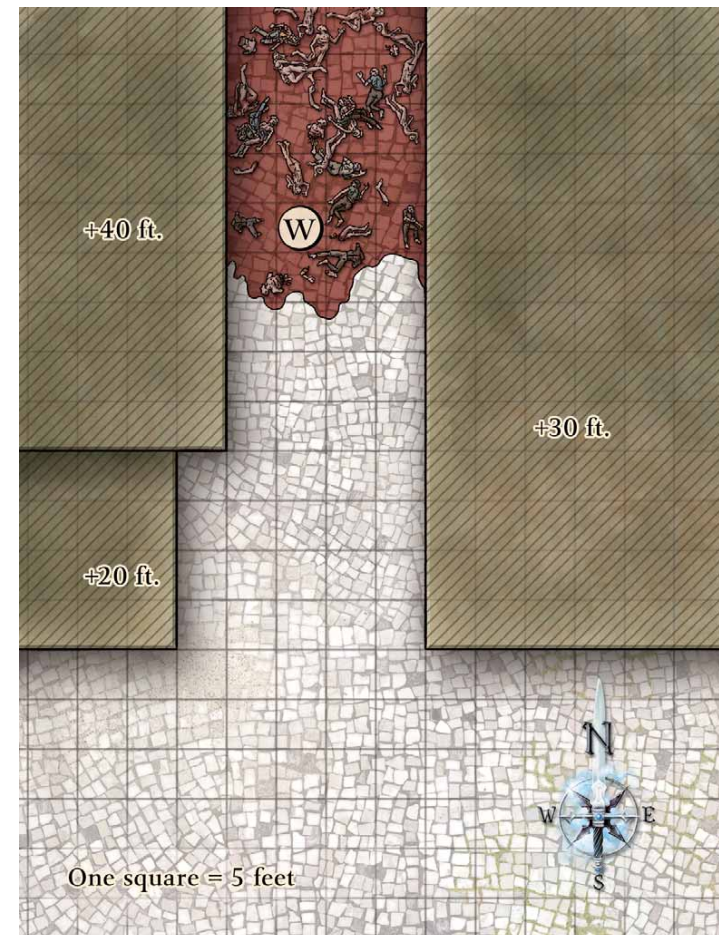
The Wellspring horror rushes up to the PCs, using a tentacle attack to grab one, which it bites. Then it uses an action point to grab another enemy. After it has grabbed at least two creatures, it uses *tentacle flurry* to beat back other melee attackers. It uses *tentacle scuttle* to prevent flanking or to reach a target it wants to grab. Early on, it's not too careful about provoking opportunity attacks, but it becomes more careful once bloodied. All the while, it bites those it has grabbed, using *tentacle block* to deflect attacks. The horror uses *tentacle rip* on grabbed PCs who annoy it, such as by dealing it significant damage. It also uses this attack to discard one grabbed foe in favor of another. The mad creature fights to the death.

Wellspring Horror (W)		Level 13 Solo Controller
Medium aberrant humanoid		XP 4,000
Initiative +10	Senses Perception +9; low-light vision	
HP 635; Bloodied 317		
AC 29; Fortitude 28, Reflex 26, Will 25		
Saving Throws +5		
Speed 6, climb 3		
Action Points 2		
⬇️ Tentacle (standard; at-will)		
Reach 2; +20 vs AC; 2d6 + 6 damage, and the target is grabbed. The Wellspring horror can grab up to three targets.		
⬇️ Bite (minor; at-will) ♦️ Poison		
Targets a creature the Wellspring horror has grabbed; +20 vs AC; 1d6 + 6 damage, and ongoing 5 poison damage (save ends).		
⬇️ Tentacle Rip (standard; recharge ⏏️ ⏏️)		
Targets a creature the Wellspring horror has grabbed; +18 vs Fortitude; 5d6 + 6 damage, and the target is pushed 3 squares, knocked prone, and no longer grabbed.		
⬅️ Tentacle Flurry (standard; at-will)		
Close burst 1; +20 vs AC; 2d6 + 6 damage, and the target slides 1 square and is knocked prone.		
Tentacle Block (immediate reaction; usable when targeted by a melee or ranged attack; requires a target the Wellspring horror has grabbed; at-will)		
The Wellspring horror changes the attack's target from itself to a creature it is grabbing other than the attacker.		
Tentacle Scuttle (move; at-will)		
The Wellspring horror shifts 2 squares.		
Alignment Chaotic evil	Languages Common, Deep Speech	
Skills Athletics +17		
Str 22 (+12)	Dex 19 (+10)	Wis 6 (+4)
Con 15 (+8)	Int 8 (+5)	Cha 17 (+9)

FEATURES OF THE AREA

Buildings: Building walls flank the alley (Athletics DC 25 to climb), and the main street also provides access to each building. Once a character enters the building, he or she can come to a window overlooking the alley at the start of his or her next turn.

Remains: Scattered in the back of the alley are the body parts of the Wellspring horror's victims. Squares containing remains are difficult terrain.



BODY THIEVES

Encounter Level 12 (3,500 XP)

SETUP

1 dark mastermind (M)

3 dark abductors (D)

The encounter begins when one of two ways, depending on whether the PCs scored a victory on the Crime Scenes Investigation skill challenge.

VICTORY

Having just discovered the *umbral eye*, the PCs are examining it when the dark ones arrive on the scene, unaware they have company. The characters are all in or near the room adjacent to the one in which the monsters arrive. Use the Defeat read-aloud text to help describe the dark ones.

After the PCs discover the *umbral eye*, read:

As you examine the silvery sphere, you hear movement and harsh whispers from the nearby chamber.

Perception DC 22: *Two soft whooshing sounds preceded the movement. One whisperer says, "We lost the umbral eye here. Find it quickly, fools."*

Arcana DC 21 (trained only; the PC must know about the whooshing sound): *The sound is familiar. It's a portal opening between spaces or planes.*

As the dark mastermind attacks, read:

A disembodied voice cries, "Take some of them alive! Shathrax needs more fodder for the stone." The creature then disappears.

Point out where the sounds are coming from, according to the monster tags on the encounter map. The PCs have a surprise round to act.

DEFEAT

The dark ones already have the *umbral eye*. After hearing the PCs enter and start moving around the crime scene, they wait a moment for doors to open, and then attack with surprise. To establish a sense of each character's position, allow the players to describe PC actions for a moment before the dark ones attack. PC miniatures should be placed on the bottom half of the map.

As the attack begins, read:

Small, sinister humanoids in dark cloaks rush from a rear chamber, their dark blades glistening.

The dark mastermind still mentions Shathrax.

TACTICS

Since they can rely on *dark step*, the dark ones divide and move to better flank the PCs. They use Athletics and Acrobatics (Dexterity) checks to avoid the hindrances of the furniture—have them jump, flip, and tumble through the area and allow the PCs to do the same. Targeting the toughest-looking PC, the mastermind instead uses *invisibility*, resorting to *dark step* if the PCs thwart the *invisibility*.

Unless they have reason to kill, such as some foreknowledge that the PC might be healed and put back in the fight, the dark ones prefer to knock PCs unconscious when reducing them to 0 or fewer hit points. They try to identify leaders and healers, and take such PCs out first.

If the fight goes badly, the dark mastermind might attempt to use the *blackgate rune* (see page 72) it carries. Before it does so, it warns its comrades, who can ready actions to move through the portal when it opens. The dark master retrieves the rune as a minor action, opens the portal as a standard action, moves through as a move action (provoking opportunity attacks), and then closes the portal as a free action. Any dark ones left behind are on their own.

Dark Mastermind (M)	Level 12 Elite Lurker
Small shadow humanoid, dark one	XP 1,400
Initiative +17	Senses Perception +9; darkvision
HP 192; Bloodied 96; see also <i>killing dark</i>	
AC 26 (see also <i>dark step</i>); Fortitude 25, Reflex 27, Will 26	
Saving Throws +2	
Speed 6	
Action Points 1	
⬇ Scimitar (standard; at-will) ♦ Weapon	
+17 vs AC; 2d8 + 2 damage (crit 2d8 + 18), and the dark mastermind makes a secondary attack against the same target. <i>Secondary Attack:</i> +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). <i>First Failed Saving Throw:</i> The target is immobilized instead of slowed (save at -2 ends). <i>Second Failed Saving Throw:</i> The target is stunned instead of immobilized (save at -2 ends).	
⬇ Double Attack (standard; at-will)	
The dark mastermind makes two scimitar attacks.	
⬅ Killing Dark (when reduced to 0 hit points)	
Close burst 1; targets enemies; target is blinded (save ends).	
Combat Advantage	
The dark mastermind deals an extra 2d6 damage to any target it has combat advantage against.	
Dark Step (move; at-will)	
The dark mastermind moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.	
Invisibility (minor; at-will) ♦ Illusion	
The dark mastermind becomes invisible until the end of its next turn.	
Alignment Evil	Languages Common
Skills Athletics, +12, Stealth +17, Thievery +17	
Str 13 (+7)	Dex 22 (+12) Wis 15 (+8)
Con 18 (+10)	Int 15 (+8) Cha 20 (+11)
Equipment black garments, scimitar, <i>blackgate rune</i> (page 72)	

3 Dark Abductors (D) Level 12 Skirmisher

Small shadow humanoid, dark one XP 700 each

Initiative +13 Senses Perception +9; darkvision

HP 120; Bloodied 60; see also *killing dark*

AC 27 (see also *dark step*); Fortitude 23, Reflex 25, Will 24

Speed 6

⚔ **Short Sword** (standard; at-will) ♦ **Poison, Weapon**

+17 vs AC; 1d6 + 6 damage, and the dark abductor makes a secondary attack against the same target. *Secondary Attack*: +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). *First Failed Saving Throw*: The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw*: The target is stunned instead of immobilized (save at -2 ends).

⚔ **Killing Dark** (when reduced to 0 hit points)

Close burst 1; targets enemies; target is blinded (save ends).

Combat Advantage

The dark abductor deals an extra 2d6 damage to a target it has combat advantage against.

Dark Step (move; at-will)

The dark abductor moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.

Alignment Evil Languages Common

Skills Athletics +12, Stealth +16, Thievery +16

Str 13 (+7) Dex 20 (+11) Wis 18 (+10)

Con 16 (+9) Int 15 (+8) Cha 15 (+8)

Equipment black garments, short sword

CONCLUSION

Dark ones that escape warn Shathrax, who then targets the PCs for capture or death. The mind flayer's servants might be more alert if they know the PCs captured a dark one.

If the PCs do detain a dark one, or use Speak with Dead on a dark one corpse, they can learn valuable information. The dark ones know Shathrax's role in the abductions, where prisoners are kept, how the mind flayer is using the stone, what the stone looks like, and what the stone does to prisoners—see area 13 of Shathrax's lair. The characters can also learn

how to find Shathrax's lair through the sewers. Since the dark ones know about the secret door in Estered's statue, the dark ones might reveal its location, as well. A living dark one identifies itself as mere hired help, and it bargains for its life, promising never to harass the PCs again. It keeps its word, unless you have future plans for its vengeance.

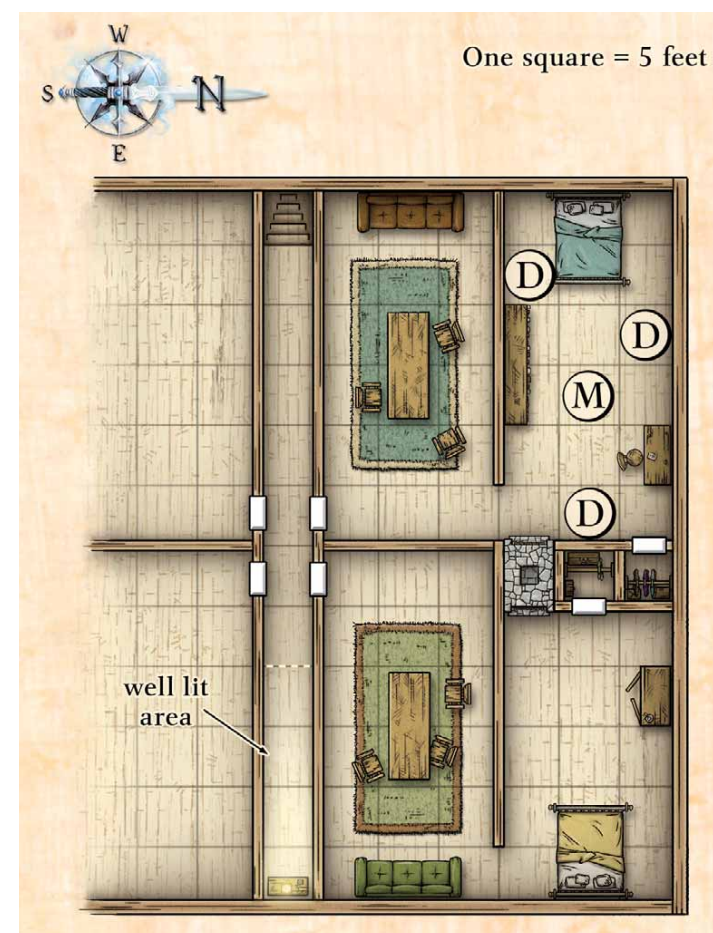
If the PCs are all knocked out, the dark ones take them to area 13 in Shathrax's lair. Characters who escape from there can recover their gear in the same chamber, heaped in a cell. To add a horror twist to the scenario, you can have Shathrax expose one or more PCs to the *Tear of Ioun*—see *Tear Transformation*, page 79.

FEATURES OF THE AREA

Illumination: The area is dimly lit, except for the noted brightly lit area.

Furniture: Squares that contain furniture other than chairs are difficult terrain. The dark ones use skills to avoid the effect of this terrain, and the PCs can follow suit.

Treasure: Two parcels—the *umbral eye*, a level 12 magic item, and possibly a *blackgate rune* (level 12 consumable, 520 gp; see page 72). Don't count the *blackgate rune* if the mastermind uses it.



DARK WATERS

Encounter Level 11 (2,800 XP)

SETUP

2 sinkhole chuuls (S)

Psychic sinkhole trap (T)

Both chuuls lurk just under the water, so don't place them until the PCs spot them or until the chuuls attack. Have the players place miniatures in the area shown on the map.

When PCs enter this area, read:

The stench intensifies in this stretch of tunnel, and dread rises in your mind as if a hidden threat waits just ahead of you.

Insight DC 21: *In this area, the water seems dangerous, like a creature ready to strike.*

Perception DC 22: *Something dark lurks just below the water here—long and shaped like an oversized lobster.*

When a chuul attacks, read:

This wretched creature looks like a gigantic lobster armored with black plates of exoskeleton. A nest of pink tentacles writhes where its face should be, and it has serrated pincers.

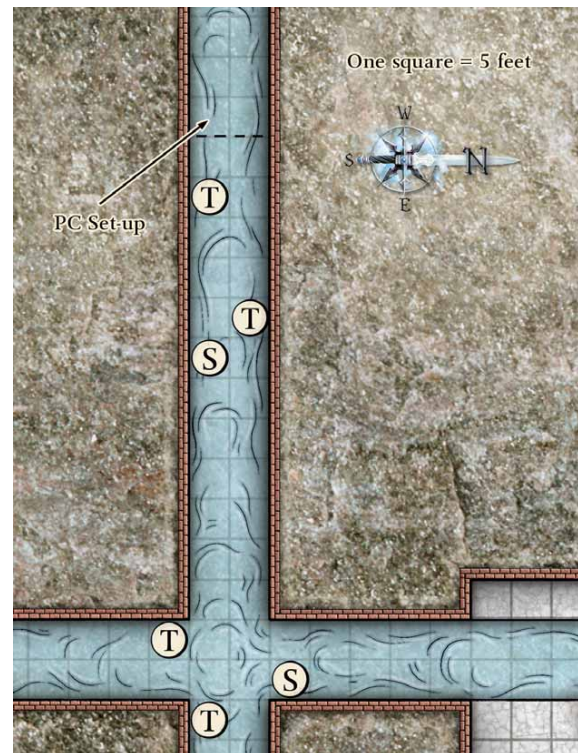
TACTICS

The chuuls delay to see if the psychic sinkholes catch one or more PC. Since the victims of the traps are just under the water's surface, the chuuls prefer such victims as targets. A chuul might even grab a target and drop it into a psychic sinkhole.

FEATURES OF THE AREA

Water: The water is 3 feet deep, and it counts as difficult terrain. See also Floors in the Common Features of Shathrax's Lair (page 77).

2 Sinkhole Chuuls (S)	Level 12 Soldier
Medium aberrant magical beast (aquatic)	XP 700
Initiative +12	Senses Perception +11; darkvision
HP 127; Bloodied 63	
AC 28; Fortitude 25, Reflex 23, Will 24	
Speed 6, swim 6	
⬇ Claw (standard; at-will)	
+19 vs AC; 1d6 + 6 damage, or 3d6 + 6 damage against an immobilized or restrained creature.	
⬇ Double Attack (standard; at-will) ♦ Poison	
The chuul makes two claw attacks. If both claw attacks hit a single target, the chuul makes a secondary attack against the same target with its tentacles. <i>Secondary Attack</i> : +14 vs Fortitude; the target is immobilized (save ends).	
Tentacle Net	
A creature hit by a chuul's opportunity attack is immobilized until the end of the chuul's next turn.	
Trap Immunity	
A sinkhole chuul is immune to the effect of a psychic sinkhole trap.	
Alignment Unaligned	Languages Deep Speech
Str 22 (+12)	Dex 18 (+10)
Con 19 (+10)	Int 4 (+3)
	Wis 20 (+11)
	Cha 14 (+8)



Psychic Sinkhole (T)	Level 12 Elite Lurker
Trap	XP 1,400

Murky water hides psychic snares that can drown prey. The victim is disoriented and thinks it has been sucked deep underwater, even though the sinkhole is largely illusory.

Sinkhole chuuls build these terrifying traps to catch unwary prey even in shallow water.

Trap: Four water-filled squares hide the snares.

Insight

- ♦ **DC 18:** An adjacent character notices a rippling disturbance in the water that indicates danger. The check can be made from farther away at DC 21.

Trigger

Each square of the trap attacks when a Medium or smaller creature enters one of the trap's squares.

Attack

Immediate Reaction **Melee, Illusion**

Target: Any creature in a trapped square.

Attack: +16 vs Will

Hit: 1d10 + 5 psychic damage, and the target is sucked under the water, and dazed and restrained (save ends both). When a restrained target ends its turn in a psychic pit square, that target takes 1d10 + 5 psychic damage and must succeed on a DC 20 Endurance check or lose 1 healing surge. If the target has no healing surges, it takes damage equal to its level. This continues until the target dies or is rescued.

Countermeasures

- ♦ **Athletics (DC 18; standard action):** A character adjacent to a sinkhole victim can pull that creature up and out of the trap. Doing so ends the trap's effect as if the victim had escaped on its own, but allows the trap to attack the rescuer at a -2 penalty to the attack roll.
- ♦ **Athletics (DC 21; move action):** The target ends the trap's effect and can exit the trap into any adjacent square.

SHADOW HALL

Encounter Level 13 (4,100 XP)

SETUP

Saimos (S)

3 dark abductors (D)

If the PCs did battle in area 4, or if they fail to approach stealthily and without light (Stealth DC 21), the creatures here are prepared for a fight. Saimos and his dark ones investigate if the characters take more than 15 or 20 minutes to come through the secret door from area 4 after alerting the creatures here. Alerted creatures are positioned where indicated on the tactical map, or within 1 square of that location to be better hidden from approaching enemies (your discretion). Don't place them until they attack or are spotted. Otherwise, place them near the staircase on the north side of the chamber, where they're playing a dice game. The descriptions here assume they remain hidden.

When the characters enter this room, read:

Running along either side of this large room is a series of arches formed from sculpted stone statues supporting the ceiling. Each statue depicts a male or female of varying race, hands gracefully uplifted. At the foot of several statues burns a black candle. Behind each line of statues stretches a narrow gallery cloaked in shadows.

Perception DC 26: A small figure cloaked in black lurks near one of the statues. It watches you with glittering eyes. (The PC spots the closest dark abductor. Perception DC 27 spots the second closest, and DC 28 spots the third closest.)

Perception DC 32: A willowy figure cloaked in black skulks behind a statue here.

Any creature not spotted by the PCs receives a surprise round.

Saimos (S)	Level 14 Elite Skirmisher
Medium shadow humanoid, shadar-kai	XP 2,000
Initiative +15	Senses Perception +13; low-light vision
HP 270; Bloodied 135	
AC 30 (32 against opportunity attacks);	Fortitude 27, Reflex 29, Will 28
Saving Throws +2	
Speed 6	
Action Points 1	
⚔ Rapier (standard; at-will) ♦ Weapon	+19 vs AC; 1d8 + 8 damage.
⚔ or ⚔ Dagger (standard; at-will) ♦ Weapon	+19 vs AC; 1d4 + 8 damage.
⚔ Flashing Blades (standard; at-will) ♦ Weapon	Saimos makes a rapier attack and a dagger attack, or two dagger attacks.
⚔ Disfiguring Strike (standard; requires combat advantage; encounter) ♦ Fear, Weapon	+17 vs Fortitude; 2d8 + 8 damage, the target takes ongoing 5 damage, is dazed (save ends), and slides 3 squares. Allies of the target within 3 squares take a -2 penalty to attack rolls against Saimos (save ends).
Combat Advantage	If Saimos hits a target he has combat advantage against, that target is weakened (save ends) or takes an extra 2d6 damage (Saimos' choice).
Dark Jaunt (move; recharge ⚡⚡⚡⚡) ♦ Teleportation, Zone	Saimos teleports 4 squares and becomes insubstantial until the start of his next turn. A zone of darkness (burst 1) appears within 1 square of his starting square, blocking line of sight until the end of his next turn. If he ends his teleportation within 2 squares of a creature, he has combat advantage against that creature until the end of his next turn.
Alignment Evil	Languages Common
Skills Acrobatics +20, Athletics +16, Bluff +16, Stealth +20	
Str 18 (+11)	Dex 23 (+13) Wis 12 (+8)
Con 15 (+9)	Int 15 (+9) Cha 19 (+11)
Equipment black cloak, leather armor, rapier, dagger	

3 Dark Abductors (D)	Level 12 Skirmisher
Small shadow humanoid, dark one	XP 700 each
Initiative +13	Senses Perception +9; darkvision
HP 120; Bloodied 60; see also killing dark	
AC 27 (see also dark step);	Fortitude 23, Reflex 25, Will 24
Speed 6	
⚔ Short Sword (standard; at-will) ♦ Poison, Weapon	+17 vs AC; 1d6 + 6 damage, and the dark abductor makes a secondary attack against the same target. <i>Secondary Attack:</i> +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). <i>First Failed Saving Throw:</i> The target is immobilized instead of slowed (save at -2 ends). <i>Second Failed Saving Throw:</i> The target is stunned instead of immobilized (save at -2 ends).
⚔ Killing Dark (when reduced to 0 hit points)	Close burst 1; targets enemies; target is blinded (save ends).
Combat Advantage	The dark abductor deals an extra 2d6 damage to a target it has combat advantage against.
Dark Step (move; at-will)	The dark abductor moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.
Alignment Evil	Languages Common
Skills Stealth +16, Thievery +16	
Str 13 (+7)	Dex 20 (+11) Wis 18 (+10)
Con 16 (+9)	Int 15 (+8) Cha 15 (+8)
Equipment black garments, short sword	

TACTICS

The dark abductors dash into melee with *dark step*, and they try to take the PCs out quickly with combat advantage. They also aid one another with flanks when they don't want to move using *dark step*.

Saimos operates much the same way, using *dark jaunt* and his ability to avoid opportunity attacks. He prefers to make flashing blades attacks, unleashing *disfiguring strike* to escape a defender who is pressing him while *dark jaunt* is unavailable. If he hasn't used *disfiguring strike* by late in the fight, he picks someone who has angered him or a beautiful PC as the target for the attack.

Knocking the PCs unconscious has value to these creatures (see Conclusion), so they do so instead of killing PCs that are reduced to 0 hit points or fewer.

Mercenary in nature, these creatures' loyalty to Shathrax is not so deep that they're willing to fight to the death. When bloodied or otherwise seriously threatened with defeat, Saimos orders the dark ones to converge on the room's center. He then uses a *blackgate rune* (see Treasure in Features of the Area) to escape to the Shadowfell saying, "Good luck with the mind flayer. You'll need it."

If the PCs thwart the escape attempt, Saimos focuses the rest of his energy on slaying those most responsible. In this case, he doesn't bother to knock PCs unconscious, instead attempting to kill them outright (using coup de grace, if necessary).

DEVELOPMENT

If the PCs have the *umbral eye*, and Saimos knows it, he might be willing to negotiate for the item. Perhaps, if you wish, he can sense the item in the PCs' possession after a round or two of combat. He's willing to leave the PCs in peace and tell them where the mind flayer is if they turn over the *umbral eye*. If the characters do so, Saimos keeps his word, and describes area 14 for them. They receive XP for this encounter, despite being a little poorer.

CONCLUSION

If they defeat the PCs, the Shadowfell folk lock them up in area 13. Characters who escape from there can recover their gear in the same chamber, heaped in a cell.

FEATURES OF THE AREA

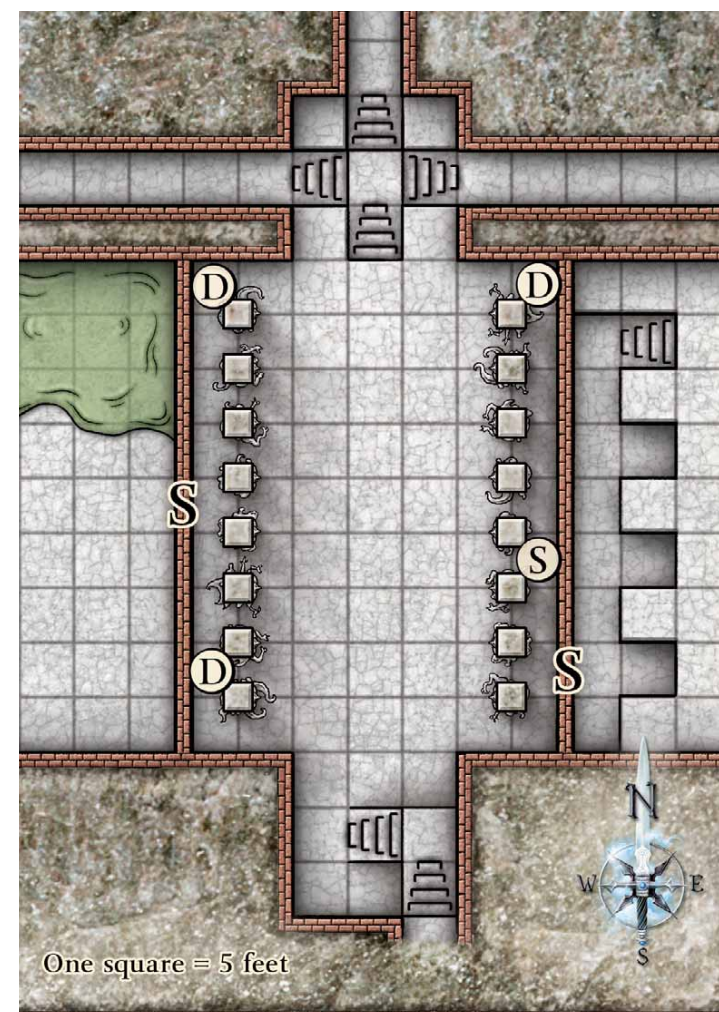
Illumination: The candles provide dim light in the room.

Stairs: The staircase is steep enough to be difficult terrain.

Statues: The statues are aged and worn (Athletics DC 15 to climb). They act as blocking terrain for determining cover.

Secret Doors: Two secret doors lead out of this room. On each door is a tiny face with a yawning mouth (Perception DC 21 to see that this is a switch). Placing a finger inside the mouth triggers the switch and opens the door.

Treasure: Two parcels are here among the gear of the Shadowfell folk. It should include a couple *blackgate runes* (see page 72). The creatures also have mundane gear and food.



FOULSPAWN BARRACKS

Encounter Level 12 (3,500 XP)

SETUP

- 1 chuul militant (C)
- 2 foulspawn skintakers (F)
- 1 foulspawn mangler thrall (M)
- 1 foulspawn hulk thrall (H)

A chuul militant hides under the water where indicated on the tactical map. Place the chuul on the map only when the PCs spot it.

When the PCs enter, read:

Glowing, squirming flora clings to the walls of this area, thickly to the northeast. Collections of loose debris that look like rats' nests litter the floor. A huge, unmoving waterwheel draped in wispy strands of the glowing matter stands near a waterway. Crouching about the floor are four weird humanoids.

Their fibrous, hairless skin spasms as they look at you, eyes ablaze and fangs bared. Two are pale and emaciated with huge milky eyes. Another has arms that split at the elbows into two usable limbs. Looking like an ogre with exposed muscle for skin, a fourth hulking foulspawn lurks in the corner.

Perception DC 22: *Something large lurks in the murky water beyond the ancient water wheel.*

When the PCs see the chuul militant, read:

A creature covered in black and gray chitin plates emerges from the water. It has two massive pincers and a tangle of writhing tentacles hanging beneath its monstrous head.

Chuul Militant (C)	Level 12 Soldier
Large aberrant magical beast (aquatic)	XP 700
Initiative +12	Senses Perception +11; darkvision
HP 124; Bloodied 62	
AC 28; Fortitude 26, Reflex 23, Will 24	
Speed 6, swim 6	
⬇ Claw (standard; at-will)	
Reach 2; +19 vs AC; 1d8 + 7 damage, or 3d8 + 7 damage against immobilized creatures.	
⬇ Double Attack (standard; at-will) ♦ Poison	
The chuul militant makes two claw attacks. If both claw attacks hit a single target, the chuul makes a secondary attack against the same target with its tentacles.	
Secondary Attack: +17 vs Fortitude; the target is immobilized (save ends).	
Tentacle Net	
A creature hit by a chuul militant's opportunity attack is immobilized until the end of the chuul's next turn.	
Alignment Evil	Languages Deep Speech
Str 24 (+13)	Dex 18 (+10) Wis 20 (+11)
Con 20 (+13)	Int 6 (+5) Cha 15 (+8)

TACTICS

The foulspawn manglers and hulk engage the PCs quickly and simply. Manglers work for combat advantage. The hulk prefers to attack from reach.

When they attack, the foulspawn skintakers pick targets from which to *steal skin*. Each skintaker aims to stay close or adjacent to the target of *steal skin* so the creature can use its other powers against that PC. Each focuses *disruptive touch* on its PC double, hoping to kill that character and then steal another skin.

Lurching from the water, the chuul presses its attack until it immobilizes a PC, at which point it drags the character into the water to drown. After doing so, it returns to the battle and continues this tactic until defeated.

Foulspawn Mangler Thrall (M)	Level 12 Skirmisher
Medium aberrant humanoid	XP 700
Initiative +13	Senses Perception +9; low-light vision
HP 119; Bloodied 59; see also <i>dagger dance</i>	
AC 26 (28 while bloodied); Fortitude 23, Reflex 25 (27 while bloodied), Will 24; see also <i>thrall's escape</i>	
Speed 7 (9 while bloodied)	
⬇ Bone Dagger (standard; at-will) ♦ Weapon	
+17 vs AC; 1d4 + 5 damage.	
⬇ Dagger Dance (standard; recharges when first bloodied) ♦ Weapon	
The foulspawn render makes four bone dagger attacks and shifts 1 square after each attack.	
✈ Bone Daggers (standard; at-will) ♦ Weapon	
The foulspawn render makes two bone dagger attacks. Ranged 5/10; +17 vs AC; 1d4 + 5 damage per hit.	
Combat Advantage	
The foulspawn mangler deals an extra 3d6 damage to any target it has combat advantage against.	
Thrall's Escape	
The foulspawn mangler thrall gains a +5 racial bonus to AC against opportunity attacks provoked by movement. If the opportunity attack misses, the mangler can move 1 extra square during the movement that provoked.	
Illithid Thrall	
The foulspawn mangler thrall is considered a mind flayer's thrall.	
Alignment Evil	Languages Deep Speech, telepathy 10
Skills Athletics +14, Stealth +16	
Str 16 (+9)	Dex 21 (+11) Wis 6 (+4)
Con 15 (+8)	Int 11 (+5) Cha 18 (+10)
Equipment 8 daggers	

2 Foulspawn Skintakers (F) Level 12 Lurker

Medium aberrant humanoid (shapechanger) XP 700 each

Initiative +14 Senses Perception +6; darkvision

HP 95; Bloodied 47

AC 26; Fortitude 23 (25 while bloodied), Reflex 24, Will 26
Speed 6

⚡ **Disruptive Touch** (standard; at-will)

+19 vs AC: 1d10 + 6 damage, and the target cannot spend healing surges (save ends).

⚡ **Steal Skin** (standard; recharges when the foulspawn skintaker has no one under the effect of this power)

+17 vs Fortitude; 3d6 + 5 damage. The foulspawn skintaker assumes the appearance of the target until the end of the encounter. Whenever the target uses a healing surge, the foulspawn skintaker regains half the hit points and the target regains the other half.

Identity Crisis (immediate interrupt; usable while bloodied when subject to a melee or ranged attack and adjacent to a target on which the foulspawn skintaker has used *steal skin*; encounter)

The target of *steal skin* becomes the attack's target instead of the foulspawn skintaker.

Twin Sympathy (free; usable when attacked while within 5 squares of the target whose appearance it has assumed using *steal skin*; recharge ⚡⚡⚡⚡⚡)

The target of *steal skin* takes half the attack's damage and the foulspawn skintaker takes the other half.

Alignment Evil **Languages** Deep Speech, telepathy 10
Str 12 (+7) **Dex** 19 (+10) **Wis** 4 (+3)
Con 17 (+9) **Int** 9 (+5) **Cha** 22 (+12)

Foulspawn Hulk Thrall (H) Level 12 Brute

Large aberrant humanoid XP 700

Initiative +8 Senses Perception +9; low-light vision

HP 150; Bloodied 75

AC 24; Fortitude 27 (29 while bloodied), Reflex 22, Will 22
Immune fear

Speed 8

⚡ **Slam** (standard; at-will)

Reach 2; +15 vs AC (+17 while bloodied); 2d8 + 7 damage, or 3d8 + 9 damage while bloodied.

Illithid Thrall

The foulspawn hulk thrall is considered a mind flayer's thrall.

Alignment Evil **Languages** Deep Speech, telepathy 10
Str 24 (+13) **Dex** 14 (+8) **Wis** 7 (+4)
Con 20 (+11) **Int** 7 (+4) **Cha** 14 (+8)

FEATURES OF THE AREA

Illumination: The slime in the room provides dim light. A handful of the stuff provides light like a candle for an hour after being removed from this area.

Squirming Slime: Squares marked as containing thick slime count as difficult terrain. A nonaberrant creature that ends its turn in a slime square must succeed on a DC 16 Athletics check to be able to move on its next attempted move action.

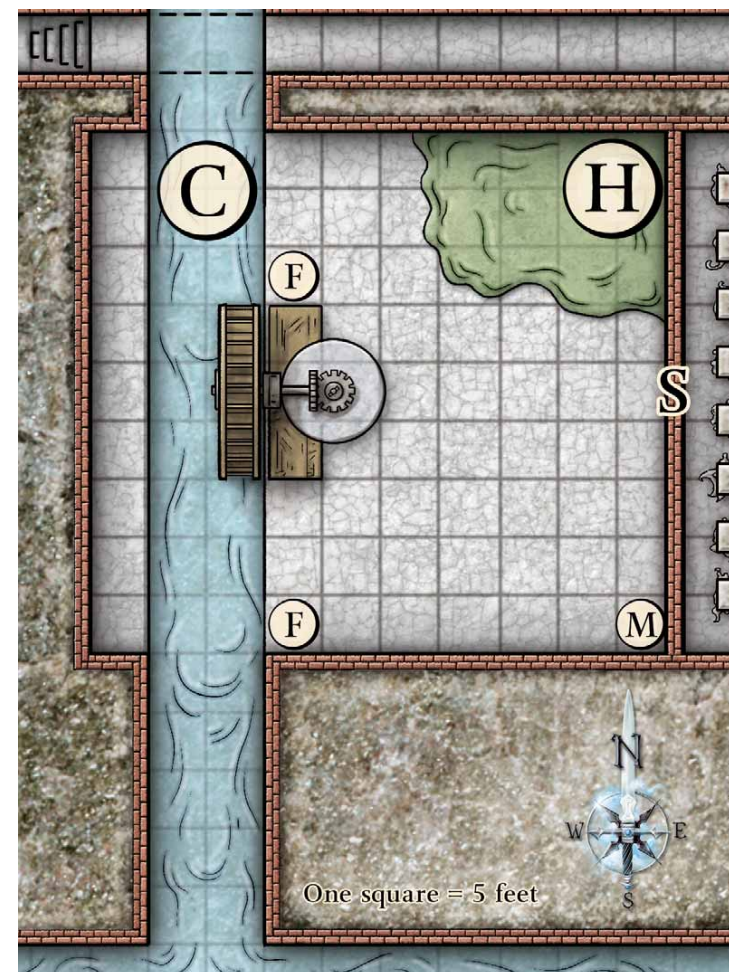
Water: This sluggish flow moves from north to south. It is 5 feet deep, and swimming in it requires a DC 10 Athletics check. See also Floors in the Common Features of Shathrax's Lair (page 77).

Waterwheel: The waterwheel is rusted in place (Athletics DC 15 to climb), and its top is within inches of the ceiling. A DC 16 Athletics check (standard action) can break the rust and set the wheel to moving again, rotating north to south. A creature that starts or ends its turn on the rotating wheel is subject to attack.

Waterwheel

+15 vs Reflex; 1d10 + 5 damage, and the target is grabbed.

Miss: The target is pushed 2 squares.



SAINT'S SHRINE

Encounter Level 13 (4,600 XP)

SETUP

- 1 foulspawn mystic (F)
- 2 foulspawn berserker thralls (B)
- 2 foulspawn mangler thralls (M)

Any combat in room 3 alerts the foulspawn here. They attack any strangers who enter, but they don't leave to investigate.

When the PCs enter, read:

This room has two tiers above the floor, each standing 10 feet above the one below it. Stone steps climb to each level. Arranged across the top tier, on white stone pedestals, are four defaced statues depicting humanoids, their hands cupped in front of them holding balls of green fire. Their hooded heads look down toward the room's entrance.

Lurking in the gloom are five creatures. One is a tall, thin, gray-skinned humanoid dressed in stained black silk clothing and a wide belt with a silver buckle. Where exposed, its drooping flesh seems to ripple. Others are also humanoids, trembling with pent-up energy. Their skin is composed of fibrous tendrils, and their heads are little more than two red eyes and a fanged mouth. The larger two are extremely muscular, and each one bears a fine-looking greatsword. On the smaller two, arms split off into two forearms, allowing it to grip four sharp bones.

The thin one widens its eyes as it sees you, and raises its bone staff, wordlessly urging the others into battle.

Perception DC 16: *The statues look like they have been recently and roughly carved to add monstrous features. The flame in each one's hand surrounds a tiny symbol.*

Religion DC 10: *The symbol is that of Ioun.*

CROETUS!

The players might recognize the dress of the foulspawn mystic. It is, in fact, one of Shathrax's successes, shaped from the mage Croetus. During the battle it pulls at its upper lip, as if twirling an invisible mustache, and it leers at attractive females. These disturbing quirks are all that is left of the mage of Wellspring, who is now beyond salvation.

2 Foulspawn Berserker Thralls (B) Level 11 Soldier

Medium aberrant humanoid XP 600 each

Initiative +10 **Senses** Perception +1; low-light vision
Berserker Aura aura 1; when a creature in the aura makes a

melee attack, it targets a random creature within its reach.

HP 120; **Bloodied** 60

AC 27; **Fortitude** 27 (29 while bloodied), **Reflex** 23, **Will** 23

Immune fear

Speed 7

⚔ **Greatsword** (standard; at-will) ♦ **Weapon**

+17 vs AC (+19 while bloodied); 1d10 + 7 damage, or 1d10

+ 9 damage while bloodied.

Berserker Charge (standard; at-will)

The foulspawn berserker thrall charges and deals an extra

10 damage if its melee basic attack hits.

Mental Feedback ♦ **Psychic**

If the foulspawn berserker thrall is attacked by a charm

effect, the foulspawn berserker and its attacker take 10

psychic damage.

Illithid Thrall

The foulspawn berserker thrall is considered a mind

flayer's thrall.

Alignment Chaotic evil **Languages** Deep Speech,

telepathy 10

Str 20 (+10) **Dex** 16 (+8) **Wis** 2 (+1)

Con 24 (+12) **Int** 6 (+3) **Cha** 16 (+8)

Equipment greatsword

Foulspawn Mystic (F) Level 14 Elite Artillery (Leader)

Medium aberrant humanoid XP 2,000

Initiative +12 **Senses** Perception +12; low-light vision

Foul Insight aura 10; each ally in the aura can reroll one attack

roll, check, or saving throw on its turn.

HP 218; **Bloodied** 109

AC 30; **Fortitude** 26, **Reflex** 30, **Will** 28

Saving Throws +2

Speed 6, teleport 3

Action Points 1

⚔ **Twisted Staff** (standard; at-will) ♦ **Weapon**

+17 vs AC; 1d8 + 4 damage, and the target is dazed until

the end of the foulspawn mystic's next turn, pushed 4

squares, and knocked prone.

✂ **Forking Warp** (standard; at-will)

Ranged 10; Targets two different creatures; +19 vs Reflex;

1d10 + 6 damage, and the target is dazed (save ends).

✂ **Hole in the Sky** (standard; recharges when the foulspawn

mystic uses *bend space*) ♦ **Teleportation**

Area burst 1 within 10; +18 vs Will; targets hit by the

attack vanish into an extradimensional space that

measures 10-squares-by-10-squares (save ends). When a

creature saves, it returns in a safe, unoccupied space of

the foulspawn mystic's choosing. *Aftereffect:* The creature

is dazed (save ends). Aberrant creatures gain +2 to saving

throws against this power.

Bend Space (immediate interrupt, when the foulspawn

mystic would be hit by an attack; recharge ☐☐☐☐) ♦

Teleportation

The foulspawn mystic teleports 4 squares.

Alignment Evil **Languages** Deep Speech, telepathy 10

Skills Arcana +20, Intimidate +18

Str 11 (+7) **Dex** 20 (+12) **Wis** 10 (+7)

Con 19 (+11) **Int** 26 (+15) **Cha** 23 (+13)

Equipment staff

2 Foulspawn Mangler Thralls (M)		Level 12 Skirmisher
Medium aberrant humanoid		XP 700 each
Initiative +13		Senses Perception +9; low-light vision
HP 119; Bloodied 59; see also <i>dagger dance</i>		
AC 26 (28 while bloodied); Fortitude 23, Reflex 25 (27 while bloodied), Will 24; see also <i>thrall's escape</i>		
Speed 7 (9 while bloodied)		
⚔ Bone Dagger (standard; at-will) ♦ Weapon		+17 vs AC; 1d4 + 5 damage.
⚔ Dagger Dance (standard; recharges when first bloodied) ♦ Weapon		The foulspawn render makes four bone dagger attacks and shifts 1 square after each attack.
✂ Bone Daggers (standard; at-will) ♦ Weapon		The foulspawn render makes two bone dagger attacks. Ranged 5/10; +17 vs AC; 1d4 + 5 damage per hit.
Combat Advantage		The foulspawn mangler deals an extra 3d6 damage to any target it has combat advantage against.
Thrall's Escape		The foulspawn mangler thrall gains a +5 racial bonus to AC against opportunity attacks provoked by movement. If the opportunity attack misses, the mangler can move 1 extra square during the movement that provoked.
Illithid Thrall		The foulspawn mangler thrall is considered a mind flayer's thrall.
Alignment Evil	Languages Deep Speech, telepathy 10	
Skills Athletics +14, Stealth +16		
Str 16 (+9)	Dex 21 (+11)	Wis 6 (+4)
Con 15 (+8)	Int 11 (+5)	Cha 18 (+10)
Equipment 8 daggers		

TACTICS

The berserkers charge into melee with *berserker charge*, while the manglers maneuver to flank the PCs. All these creatures jump down from tiers to do so if need be. The manglers open with *dagger dance*, trying to take one or more enemies down quickly.

From the rear, the foulspawn mystic directs the fight, starting with *hole in the sky*. It doesn't concern itself with catching its allies in the effect. After

ridding itself of a few foes, it focuses *forking warp* on those remaining. It resorts to its *twisted staff* only if it must, instead favoring *bend space* to escape melee attackers (and recharge *hole in the sky*).

FEATURES OF THE AREA

Illumination: Each statue holds in its hands a ball of shimmering flame, filling the room with bright light.

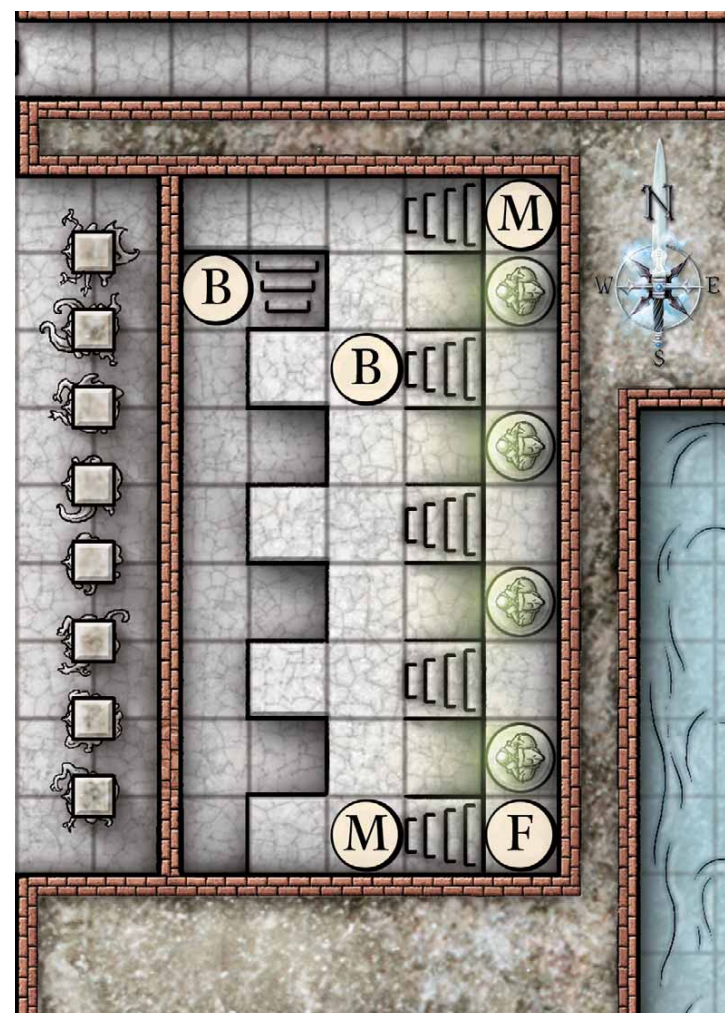
Ceiling: The ceiling rises 30 feet overhead.

Stairs: Each set of stairs climbs 10 feet and counts as difficult terrain.

Statues: Meant to depict Medium humanoids, each of these defaced statues is slightly larger than life, standing on the upper tier and ending about 2 feet short of the ceiling. The statues act as blocking terrain for determining cover. Climbing a statue requires a DC 15 Athletics check.

Northernmost Statue: A compartment (Perception DC 22 to find) contains fragments of the original scrolls of Tیرهون, which Estered hid here. A Make Whole ritual reassembles the fragments into something legible, but enough pieces are missing to give only a vague sense of their contents. Written in Elven, in Rellanic script, the scrolls describe a place known as the Far Realm, a region outside the known planar cosmology. A character spending at least six hours deciphering the scroll learns the Far Realm is the supposed birthplace of most aberrant creatures.

Tiers: Each tier rises 10 feet.



HORRID GROTTO

Encounter Level 11 (3,400 XP)

SETUP

1 dark harvester (D)

2 crazed carrion crawlers (C)

The two carrion crawlers rest on the ceiling, awaiting prey. They work with the dark harvester only because they're conditioned to do so. In the back of the chamber, the dark harvester brews carrion crawler brain juice poison. Don't reveal the monsters until the PCs spot them.

Unless the PCs sneak into the room without light (Stealth DC 21), the harvester knows they're coming. The carrion crawlers are less aware (Stealth DC 14), but they notice oncoming light. If the PCs are unaware of the monsters, the monsters receive a surprise round.

When the PCs enter this room, read:

The stench here is appalling. The carcasses of large carrion crawlers litter the floor, each head opened for access to the brain. Even over the stench of rot, you smell something burning. Deeper in the chamber, something gives off soft light.

Perception DC 20: Long, green, wormlike creatures with tentacles maws wait on the rough ceiling. Each has a dark collar and seeping wounds in its head.

Dark Harvester (D)	Level 11 Lurker
Small shadow humanoid, dark one	XP 600
Initiative +15	Senses Perception +15; darkvision
HP 88; Bloodied 44; see also <i>killing dark</i>	
AC 25 (see also <i>dark step</i>); Fortitude 22, Reflex 25, Will 24	
Speed 6	
⚔ Kukri (standard; at-will) ♦ Weapon	
+16 vs AC; 1d6 + 5 damage (reroll a result of 1 on the damage die), and the dark harvester makes a secondary attack against the same target. Secondary Attack: +13 vs Fortitude; ongoing 5 poison damage and the target is slowed (save at -2 ends both). First Failed Saving Throw: The target is immobilized instead of slowed (save at -2 ends). Second Failed Saving Throw: The target is stunned instead of immobilized (save at -2 ends).	
⚔ Killing Darkness (when reduced to 0 hit points)	
Close burst 1; targets enemies; each target is blinded (save ends).	
Combat Advantage	
The dark harvester deals ongoing 10 damage (save ends) to any target it has combat advantage against.	
Dark Step (minor; at-will)	
The dark harvester moves up to 3 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its movement against to.	
Invisibility (minor; recharge ☞ ☞ ☞) ♦ Illusion	
The dark harvester becomes invisible until the end of its next turn.	
Alignment Unaligned	Languages Common
Skills Dungeoneering +15, Stealth +16	
Str 12 (+6)	Dex 22 (+11) Wis 20 (+10)
Con 16 (+8)	Int 12 (+6) Cha 12 (+6)
Equipment black garments, kukri, whistle	

2 Crazed Carrion Crawlers (C)	Level 12 Elite Controller
Large aberrant beast	XP 1,400 each
Initiative +10	Senses Perception +5; darkvision
HP 238; Bloodied 119	
AC 28; Fortitude 26, Reflex 25, Will 25	
Saving Throws +2	
Speed 6, climb 6 (spider climb)	
Action Points 1	
⚔ Tentacles (standard; at-will) ♦ Poison	
Reach 2; +16 vs Fortitude; 1d4 + 6 damage, and the target takes ongoing 5 poison and is slowed (save at -2 ends both). First Failed Saving Throw: The target is immobilized instead of slowed (save at -2 ends). Second Failed Saving Throw: The target is stunned instead of immobilized (save at -2 ends).	
⚔ Snapping Bite (minor 1/round; at-will)	
Targets a creature that is immobilized, restrained, stunned, or unconscious; +17 vs AC; 1d10 + 6 damage.	
Wounded Fury (immediate reaction; usable when first bloodied; encounter)	
The crazed carrion crawler moves up to 6 squares and makes a <i>tentacles</i> attack and a <i>snapping bite</i> against a creature within reach. It prefers to target the creature that bloodied it.	
Threatening Reach	
The crazed carrion crawler can make opportunity attacks against all enemies within its reach (2 squares).	
Alignment Unaligned	Languages –
Str 22 (+12)	Dex 19 (+10) Wis 8 (+5)
Con 15 (+8)	Int 2 (+2) Cha 18 (+10)

TACTICS

The crazed carrion crawlers make their first attacks from the ceiling, since they can reach the floor from this perch. They come to the floor so they can subsequently bite immobilized foes. Left on their own, these monsters fight erratically and with little concern for personal safety. For instance, one might use *wounded fury* to move to and attack a back-rank PC that bloodied it despite provoking opportunity attacks. They fight until slain.

The dark harvester waits until the crazed carrion crawlers engage, then turns invisible to move where he wants to. In this way, he starts with combat advantage and then keeps it by flanking or using *dark step*. The dark harvester can order the carrion crawlers where he wants them by blowing his whistle as a minor action.

If the fight goes badly, the dark harvester might surrender or flee. In surrender, he can tell the PCs a little about the mercenary deal the dark ones have with Shathrax, as well as the *Tear of Ioun*—which disappeared from under Shathrax's tentacles recently. It prefers not to reveal its own name, which is Dagden. If Dagden flees, he runs for Wellspring's sewers, never to be seen again.

FEATURES OF THE AREA

Illumination: Where the dark harvester is marked on the map is a small flame for the brewing apparatus. The flame gives off 3 squares of dim light. Otherwise the room is dark.

Brewing Apparatus: The square the dark harvester starts in contains a crucible and flame, along with a carrion crawler brain. It is difficult terrain. If a creature violently disturbs the apparatus, that creature is subject to *potent carrion crawler brain juice*.

Carcasses: The carrion crawler carcasses are difficult terrain.

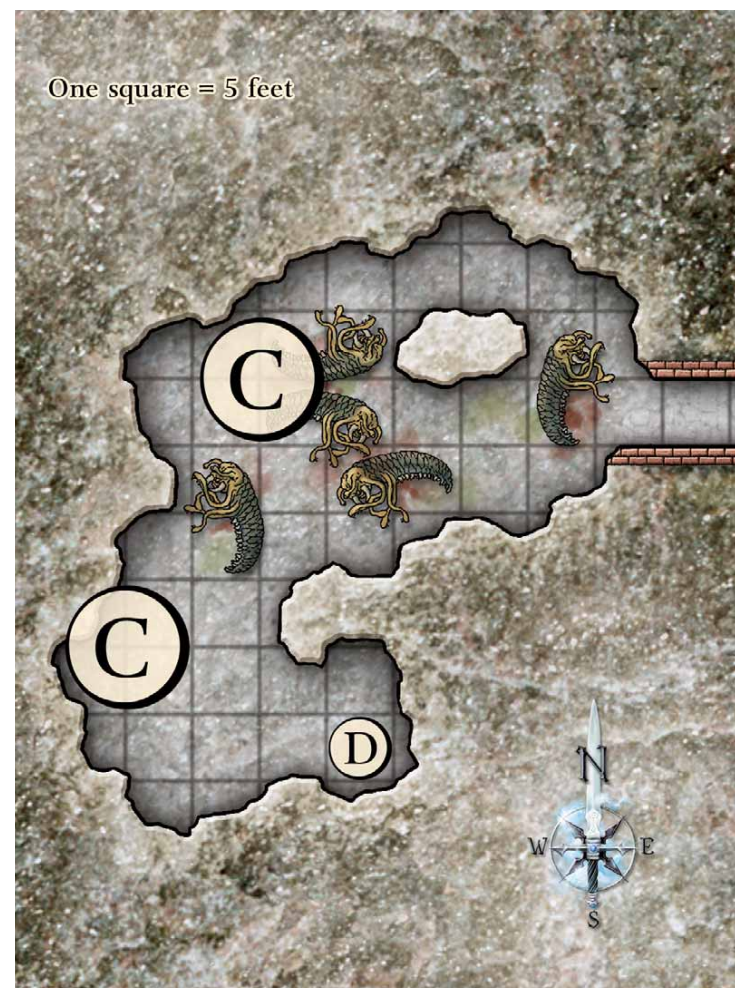
Treasure: This room has one treasure parcel, possibly including one or more doses of *potent carrion crawler brain juice* in the crucible.

Potent Carrion Crawler Brain Juice Level 10 Poison

This venom is a thick green liquid with a vile odor.

Poison 1,250 gp

Attack: +13 vs Fortitude; ongoing 5 poison damage and slowed (save at -2 ends both). *First Failed Saving Throw:* The target is immobilized instead of slowed (save at -2 ends). *Second Failed Saving Throw:* The target is stunned instead of immobilized (save at -2 ends).



OPERATING THEATER

Encounter Level 12 (3,500 XP)

SETUP

1 foulspawn surgeon (C)

2 chain guardians (G)

Unless the PCs approach quietly (Stealth DC 17), the surgeon hears them and hides (Perception DC 27). The chain guardians look like piles of chain before combat begins. Don't reveal any of the monsters until the PCs see them. If the characters enter unaware of the danger, the monsters gain a surprise round.

When the PCs enter, read:

This circular room is an operating theater. An upper walkway surrounds a lower area, which is a filthy floor pierced with drains and littered with bones. Chains with hooks or shackles hang also from the ceiling. You can also see two piles of broken chain. A stone platform rises in the center of the pit, and in its center is a metal table suspended from chains. A cone of white light shines down on the table from a mote in midair. A staircase leads down to the floor.

Perception DC 27: *The piles of coiled chain have subtle points of light in them—like they have eyes.*

When the PCs see the chain guardians, read:

The piles of chains clink a wattle, rising into humanoid forms with dangling chains hanging off here and there.

When the PCs see the surgeon, read:

A hunched creature with hairless gray skin that looks like bundled fibers emerges from the shadows. It has four limbs, and its spindly arms divide at the elbow. A wicked fanged grin spreads from ear to pointed ear as it clutches its dark, curved blades.

2 Chain Guardians (G)	Level 12 Elite Controller
Large natural animate (construct)	XP 1,400 each
Initiative +8	Senses Perception +9; darkvision
HP 248; Bloodied 124	
AC 27; Fortitude 29, Reflex 24, Will 25	
Immune disease, poison	
Saving Throws +2	
Speed 6, climb 3	
Action Points +1	
⚔ Whipping Chain (standard; at-will)	
Melee 3; +17 vs AC; 1d10 + 6 damage, and the target is grabbed. The chain guardian can grab 2 creatures at a time.	
⚔ Crushing Chain (standard; at-will)	
Targets a creature the chain guardian has grabbed; +18 vs Fortitude; 1d10 + 6 damage, and the target is dazed (save ends).	
⚔ Chain Burst (standard; recharge ⏏ ⏏ ⏏)	
Burst 3; +15 vs Reflex; 2d10 + 6 damage, and the target is pulled 2 squares and grabbed. The chain guardian can damage all creatures in the burst, but it can still grab only 2 creatures at a time.	
Threatening Reach	
This creature can make opportunity attacks against all enemies within its reach (3 squares).	
Chain Form	
The chain guardian can appear as normal chain, allowing it to make a Stealth check at +4 to hide in plain sight before an encounter begins.	
Stable	
The chain guardian ignores difficult terrain.	
Alignment Unaligned	Languages —
Skills Stealth +13 (+17 in chain form)	
Str 22 (+12)	Dex 15 (+8)
Con 20 (+11)	Int 6 (+4)
	Wis 17 (+9)
	Cha 6 (+4)

TACTICS

The chain guardians rush to opposite sides of the party. They use *chain burst* to grab as many PCs as possible, then use *crushing chain* to squeeze the life out of those unfortunates. The constructs use *threatening reach* and *whipping chain* to control the area around them. Either guardian can hit PCs on the edge of the upper walkway from the adjacent lower floor. They

Foulspawn Surgeon (C)	Level 12 Skirmisher
Small aberrant humanoid	XP 700
Initiative +14	Senses Perception +9; low-light vision
HP 121; Bloodied 60	
AC 26; Fortitude 23 (25 while bloodied), Reflex 26, Will 24	
Speed 6 (8 while bloodied)	
⚔ Bone Sickle (standard; at-will) ⚔ Weapon	
+17 vs AC; 1d6 + 6 damage.	
⚔ Cutter's Caper (standard; recharges when first bloodied) ⚔ Weapon	
The foulspawn surgeon makes four bone sickle attacks and shifts 1 square after each attack.	
⚔ Surgical Precision (standard; requires combat advantage; recharge ⏏ ⏏) ⚔ Weapon	
The foulspawn surgeon makes a bone sickle attack at +2 to the attack roll. A hit is treated as a critical hit, and the ongoing damage from combat advantage is doubled to 10. The foulspawn surgeon can also shift 3 squares.	
Combat Advantage	
When the foulspawn surgeon has combat advantage against a target, its melee attacks also deal ongoing 5 damage (save ends) to that target.	
Alignment Evil	Languages Deep Speech, telepathy 10
Skills Dungeoneering +14, Stealth +17	
Str 16 (+9)	Dex 23 (+12)
Con 17 (+9)	Int 12 (+7)
	Wis 6 (+4)
	Cha 18 (+10)
Equipment 2 sickles	

use the chains in the room and their climb ability to maneuver above the PCs.

Cackling gleefully during the battle, the foulspawn surgeon moves around the battlefield, flanking those grabbed by the chain guardians. It attacks without combat advantage only if it must, such as if it is marked or if moving might provoke opportunity attacks. In the first such instance, it uses *cutter's caper* to attack and shift. The first time the surgeon has combat advantage, the creature uses *surgical precision*. It repeats this vicious pattern each time *surgical precision* recharges.

FEATURES OF THE AREA

Illumination: The operation platform and adjacent squares are brightly lit. The rest of the room is dimly lit.

Ceiling: The ceiling extends 10 feet above the walkway, 20 feet over the room's floor and 15 feet above the operating platform.

Hanging Chains: Chains (Athletics DC 10 to climb) hang from ceiling to floor where indicated. A creature can swing on a chain as a move action.

Operating Platform: A ladder leads 5 feet up to this platform. The operating table hangs from four chains set in the ceiling. A rack over the table holds an assortment of surgical tools. These tools can be used as improvised weapons. Squares the table occupies are difficult terrain.

Stairs: These steps from the upper walkway to the floor are steep and difficult terrain.

Walkway: This walkway is 10 feet above the floor of the room.

Treasure: This room has one treasure parcel, neatly collected under the operating table.



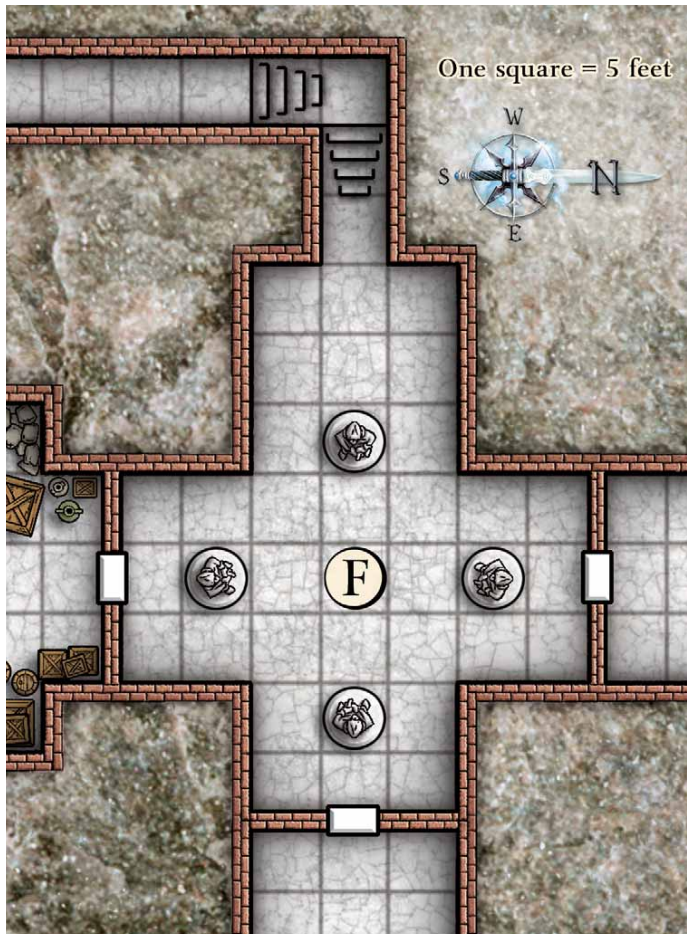
FOUL GUARDIAN

Encounter Level 12 (3,500 XP)

SETUP

Foul gibberer (F)

The PCs can surprise the foul gibberer if they arrive in this area from room 12—the guardian doesn't know about the trapdoor and isn't alert to that area (Stealth DC 12). Otherwise, they must approach more quietly (Stealth DC 18) and without light to surprise the foul gibberer. It attacks as soon as it is aware of the PCs.



When the PCs enter the room, read:

Four black statues of figures in robes loom over a dark, seething pile of skin, eyeballs, and drooling maws.

Foul Gibberer (F)	Level 13 Solo Controller	
Medium aberrant magical beast	XP 3,500	
Initiative +10	Senses Perception +10; all-around vision, darkvision	
Warped Ground aura 3; enemies treat the area within the aura as difficult terrain.		
HP 675; Bloodied 337		
AC 28; Fortitude 28, Reflex 26, Will 27		
Resist 10 acid		
Saving Throws +5		
Speed 5, swim 5		
Action Points 2		
⬇ Bite (standard; at-will) ♦ Acid		
Reach 2; +17 vs AC; 1d8 + 4 damage, and ongoing 10 acid damage (save ends).		
⬇ Braking Bite (immediate reaction; usable when a creature moves or shifts within 2 squares of the foul gibberer; at-will) ♦ Acid		
Targets the triggering creature; reach 2; +17 vs AC; 1d8 + 4 damage, ongoing 10 acid damage (save ends), and the target stops moving.		
↖ Gnashing Teeth (standard; at-will) ♦ Acid		
Close burst 2; targets enemies; +17 vs AC; 1d8 + 4 damage, and ongoing 5 acid damage (save ends).		
↖ Caustic Spew (standard; recharge ⏏ ⏏ ⏏ ⏏) ♦ Acid		
Close burst 2; +15 vs Reflex; 3d6 + 6 acid damage, and the target is blinded until the end of the foul gibberer's next turn.		
↖ Gibbering (free; usable once on the foul gibberer's turn before it takes other actions; at-will) ♦ Psychic		
Close burst 5; deafened creatures are immune; +14 vs Will; the target takes -2 to attack rolls and all defenses (save ends both). First Failed Save: The target takes -2 to attack rolls and is dazed (save ends both).		
Alignment Chaotic evil	Languages –	
Str 18 (+10)	Dex 19 (+10)	Wis 8 (+5)
Con 23 (+12)	Int 4 (+3)	Cha 19 (+10)

TACTICS

The foul gibberer starts every turn by *gibbering*. On its first turn, it then moves among the PCs, without regard for provoking opportunity attacks, to unleash *caustic spew* and have a good position for *braking bite*. It likes to use *braking bite* on those who try to flank it, especially once it learns who benefits most from doing so (look out rogue!). It moves and shifts to place as many enemies in the area of *gnashing teeth* each turn, waiting for *caustic spew* to recharge. It fights until it is slain, and it pursues PCs into areas 13 or 14. It doesn't follow those who flee up the stairs to the west.

FEATURES OF THE AREA

Ceiling: The ceiling is 20 feet high here.

Statues: Tall and cut from black basalt, these figures take up an entire square and act as blocking terrain for determining cover (Athletics DC 15 to climb).

SHATHRAX'S SANCTUM

Encounter Level 14 (5,400 XP)

SETUP

Shathrax (S)

1 chuul thrall (C)

1 advanced foulspawn seer (F)

2 foulspawn berserker thralls (B)

Shathrax and its minions heard the sounds of fighting from area 11. They are alert, and only the foulspawn hulks remain out in the open. Shathrax and the foulspawn seer hide behind the columns, initially out of line of sight. The chuul is submerged. Since these foes are hidden, don't reveal them until the PCs see them.

When the PCs enter, read:

Before you is a square ledge connected to a catwalk spanning a pool of unspeakable liquid. Old pipes jut from the wall above the pool, occasionally adding to the mess below. Across the room, a platform connected by a series of staircases leads up to a wall carved with crawling images and a great lead bowl set before it.

Two fanged, brutish humanoids—each with fibrous and seemingly bruised pale skin—eye you from the far platform. From them, you receive an impression of murderous intent that transcends your own intuition. Both wield gleaming two-handed blades.

Perception DC 18 (with line of sight to the foulspawn seer): A blubbery, hairless creature in blue robes lurks here. It carries a staff of humanoid bones.

Perception DC 22: You detect movement in the horrid pool. Something big lurks below the surface there.

Perception DC 28 (with line of sight to Shathrax): *Hiding here is a slim humanoid with purple-tinted gray skin and a nest of tentacles where its mouth should be. Black clothing covers it, along with a fine black cloak.*

As Shathrax attacks, describe it and read:

It becomes clear the creature's clothing is made of the blackened skin of various humanoid creatures, as the faces in it attest. As it moves toward you, it gazes meaningfully, and you can hear its disembodied voice in your head: "You've stolen the Tear, and now you dare come here to slay me. You shall all perish, toiling for my pleasure."

Chuul Thrall (C)	Level 12 Soldier
Large aberrant magical beast (aquatic)	XP 700
Initiative +12	Senses Perception +11; darkvision
HP 125; Bloodied 62	
AC 28; Fortitude 26, Reflex 23, Will 24	
Speed 6, swim 6	
⊕ Claw (standard; at-will)	
Reach 2; +19 vs AC; 1d8 + 7 damage, or 3d8 + 7 damage against immobilized creatures.	
↓ Double Attack (standard; at-will) ♦ Poison	
The chuul militant makes two claw attacks. If both claw attacks hit a single target, the chuul makes a secondary attack against the same target with its tentacles.	
Secondary Attack: +17 vs Fortitude; the target is immobilized (save ends).	
Tentacle Net	
A creature hit by a chuul militant's opportunity attack is immobilized until the end of the chuul's next turn.	
Illithid Thrall	
The chuul thrall is considered a mind flayer's thrall.	
Alignment Evil	Languages Deep Speech
Str 24 (+13)	Dex 18 (+10) Wis 20 (+11)
Con 21 (+11)	Int 5 (+3) Cha 6 (+4)

Shathrax (S)	Level 16 Elite Lurker
Medium aberrant humanoid, mind flayer	XP 2,800
Initiative +17	Senses Perception +16; darkvision
HP 242; Bloodied 121	
AC 32; Fortitude 30, Reflex 31, Will 33	
Saving Throws +2	
Speed 7	
Action Points 1	
⊕ Tentacles (standard; at-will)	
+21 vs AC; 3d6 + 5 damage, and the target is grabbed.	
↓ Bore into Brain (standard; requires a target that is stunned or unconscious, or that Shathrax is grabbing; at-will)	
+19 vs Fortitude; 4d8 + 5 damage, and the target is dazed (save ends). If this power reduces the target to 0 hit points or fewer, Shathrax devours that target's brain or makes it a thrall (see below).	
Devour Brain (Healing): Shathrax devours the target's brain. The target dies, and Shathrax regains 20 hit points.	
Create Thrall (Charm): The target is dominated (no save) and regains enough hit points to restore it to its bloodied value. The dominated condition ends if Shathrax is reduced to 0 hit points.	
↔ Mind Blast (standard; recharge ☞ ☞) ♦ Psychic	
Close blast 5; mind flayers and their thralls are immune; +18 vs Will; 3d6 + 7 psychic damage, and the target is dazed (save ends). If the target is already dazed, it is stunned until the end of Shathrax's next turn. Miss: Half damage, and the target is not dazed.	
Stalk the Senseless	
Shathrax is invisible to dazed or stunned creatures.	
Alignment Evil	Languages Deep Speech, telepathy 10
Skills Bluff +20, Dungeoneering +16, Stealth +18	
Str 12 (+9)	Dex 21 (+13) Wis 16 (+11)
Con 19 (+12)	Int 18 (+12) Cha 24 (+15)

Advanced Level 12 Artillery (Leader)	
Foulspawn Seer (F)	
Medium aberrant humanoid	XP 700
Initiative +8	Senses Perception +10; low-light vision
Foul Insight aura 10; allies in the aura that can hear the foulspawn seer gain a +2 power bonus to one attack roll, skill check, ability check, or saving throw on their turn.	
AC 24; Fortitude 21, Reflex 26, Will 24	
HP 95; Bloodied 47	
Speed 6, teleport 3	
⚔ Twisted Staff (standard; at-will) ♦ Weapon	
+16 vs AC; 1d8 + 6 damage, and the target is pushed 1 square.	
☞ Warp Orb (standard; at-will)	
Ranged 10; +17 vs Reflex; 1d8 + 6 damage, and the target is dazed (save ends).	
⚡ Distortion Blast (standard; daily)	
Close blast 5; +15 vs Fortitude; 2d8 + 6 damage, and the target is dazed (save ends). Aberrant creatures take half damage.	
Bend Space (immediate interrupt, when the foulspawn seer would be hit by an attack; recharge ☞ ☞) ♦ Teleportation	
The foulspawn seer teleports 3 squares.	
Alignment Evil	Languages Deep Speech, telepathy 10
Str 10 (+6)	Dex 15 (+8) Wis 8 (+5)
Con 17 (+8)	Int 23 (+12) Cha 19 (+10)
Equipment staff	

TACTICS

Shathrax is clever but cowardly. The mind flayer prefers to hide behind its powers and allies rather than engage in a direct confrontation. It delays until the PCs have engaged it or its minions, watching the battle carefully for dazed or stunned foes. If no PCs are in such a condition, it maneuvers to employ *mind blast*, then uses an action point to charge in with a tentacle attack. Otherwise, it uses that action point to utilize *bore into brain* twice on the same target. Shathrax aims to use *bore into brain* as often as possible. With a focused attack, it hopes to claim a thrall or two during the battle. Since most of the monsters here are Shathrax's conditioned thralls (rather than combat

2 Foulspawn Berserker Thralls (B) Level 11 Soldier	
Medium aberrant humanoid	XP 600
Initiative +10	Senses Perception +1; low-light vision
Berserker Aura aura 1; when a creature in the aura makes a melee attack, it targets a random creature within its reach.	
HP 120; Bloodied 60	
AC 27; Fortitude 27 (29 while bloodied), Reflex 23, Will 23	
Immune fear	
Speed 7	
⚔ Greatsword (standard; at-will) ♦ Weapon	
+17 vs AC (+19 while bloodied); 1d10 + 7 damage, or 1d10 + 9 damage while bloodied.	
Berserker Charge (standard; at-will)	
The foulspawn berserker thrall charges and deals an extra 10 damage if its melee basic attack hits.	
Mental Feedback ♦ Psychic	
If the foulspawn berserker thrall is attacked by a charm effect, the foulspawn berserker and its attacker take 10 psychic damage.	
Illithid Thrall	
The foulspawn berserker thrall is considered a mind flayer's thrall.	
Alignment Chaotic evil	Languages Deep Speech, telepathy 10
Str 20 (+10)	Dex 16 (+8) Wis 2 (+1)
Con 24 (+12)	Int 6 (+3) Cha 16 (+8)
Equipment greatsword	

thralls caused by *bore into brain*), the mind flayer doesn't have to worry about catching them in the area of *mind blast*.

If it goes before the PCs in the initiative order, the chuul thrall readies an action to rise out of the muck when a character moves across the walkway. It attacks with preference for those on the walkway. Creatures immobilized by the chuul thrall make ideal targets for Shathrax to grab.

Readying actions to charge those who move on to their platform, the foulspawn berserker thralls wait before entering battle. If they fail to charge during the first round, or the PCs wait on the walkway, they enter battle on the second round, charging if possible.

The foulspawn seer waits until last if it can, fighting from behind even Shathrax. Whispering madness and *foul insight*, it focuses on using *warp orb* to daze PCs for Shathrax. It employs *distortion blast* only if it can catch multiple PCs, and it might do so even if it hits an ally or two—as long as that ally isn't Shathrax.

All these creatures fight to the death. Although Shathrax lacks bravery, it refuses to submit to the likes of the PCs.

FEATURES OF THE AREA

Illumination: Dim light bathes the room from the alcove mirrors.

Ceiling: The ceiling stretches 40-feet overhead.

Alcoves: Arranged around the perimeter of the north end of the room are a series of alcoves equipped with dark mirrors that swirl with dim, darkly multi-colored light.

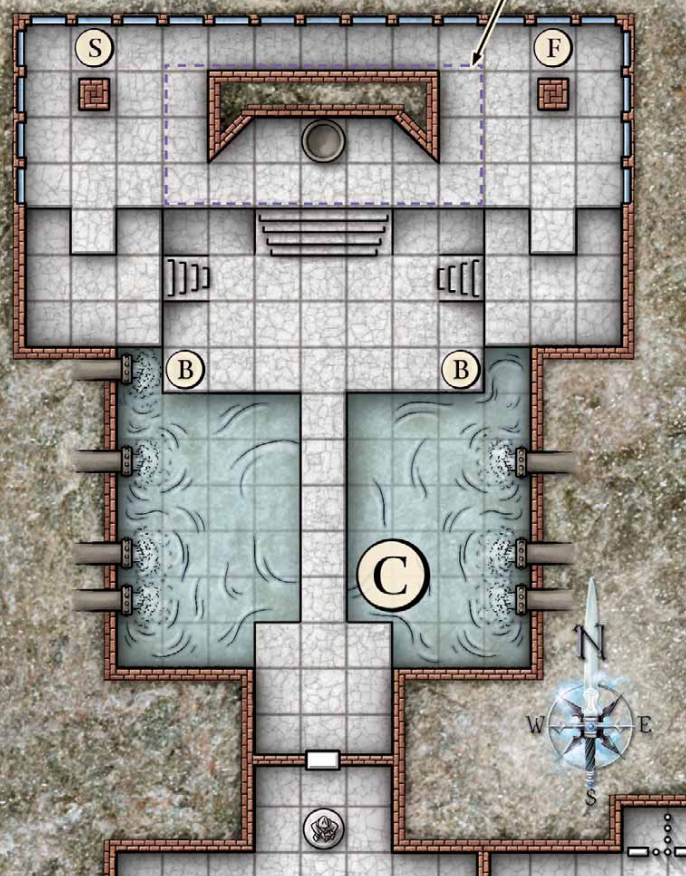
Basin: Positioned in front of the wall is a large basin. It held the *Tear of Ioun* before Deirdre called the stone home, and the area is still contaminated with unwholesome energy. Any nonaberrant creature starting its turn inside the area of the psychic stain is subject to an attack. A PC trained in Arcana who stands in the psychic stain can sense its connection of the *Tear of Ioun*—see Conclusion.

Psychic Stain

+13 vs Fortitude; -2 to Will, and the target is slowed until the end of its next turn.

One square = 5 feet

Area of psychic stain



Carved Wall: Stretching across the back of this room is a freestanding wall (Athletics Dc 15 to climb) carved with strange and unsettling patterns that coalesce into maddening scenes as one watches. It instills in nonaberrant creatures the desire to look away in horror. Those who gaze on anyway are subject to attack.

Far Visions

+13 vs Will; 20 psychic damage, and the target is dazed (save ends). Miss: 5 psychic damage.

Pillars: Two pillars support the ceiling in this chamber. They take up an entire square and act as blocking terrain for determining cover (Athletics DC 20 to climb).

Pool: The pool below the catwalk is a disgusting morass of water, algae, unspeakable fluids, and body parts about 10 feet deep. Its surface is 5 feet below the walk. Any nonaberrant creature that enters or starts its turn in the pool takes 1d6 damage. A nonaberrant creature that enters the pool is also subjected to one attack from cackle fever (DMG 49) per 24 hours.

Stairs: Each staircase climbs steeply enough to be difficult terrain.

Treasure: A small chest near the basin contains three treasure parcels.

CONCLUSION

A PC trained in Arcana who stands in the psychic stain can sense its connection of the *Tear of Ioun*. That character can then sense the emanations of the *Tear* with a DC 26 Arcana checks. Focused concentration lowers the DC to 21. This sense still isn't good enough to locate the stone directly, but it becomes clear the stone is still in Wellspring, probably somewhere on the surface.

DARK STRANGERS

When the PCs emerge from Shathrax's lair, they learn of the dark strangers attacking the Mindspire. PCs that approach the temple in the town square encounter a group of Malachi's agents. While the PCs battle one team, the other slips through the Shadow-fell to return the relic to their master's fortress at the edge of the world. See Day 4, page 69.

DARK STRANGERS

Encounter Level 13 (4,600 XP)

SETUP

Ascendant hellsword (A)

Malachi's Herald (H)

3 shadar-kai knights (F)

Have the players place their miniatures on the map first, according to how they arrived on the scene. Then place enemies the characters can see.

When the PCs enter the area, read:

Strange warriors are arrayed in the Square. The front doors of Ioun's temple hang askew on their hinges, smoldering from recent fire.

When the PCs see the hellsword, read:

A muscular female that looks like a tiefling with wings and crimson skin stands before you. Black dreadlocks hang in a mass behind her curled horns. She wears black chainmail and wields a cruel double sword. When she spots you, she smiles coldly.

When the PCs see Malachi's Herald, read:

Horns break the brow of this rail-thin humanoid, and red fire burns in place of his eyes. Dressed in black silks and wearing a leather mask with a metal grill fitted over his mouth, his hair hangs in two braids from out the back of his head. He grips a long crimson scepter capped with a horned skull in his left hand.

When the PCs see a Fist of Malachi, read:

A solidly built humanoid armored in dark scale armor brandishes a war pick in your direction. The humanoid has a helm with a metal grill over the eyes and mouth.

Ascendant Hellsword (A)	Level 12 Elite Brute (Leader)
Medium immortal humanoid, cambion	XP 1,400
Initiative +9	Senses Perception +14; darkvision
HP 300; Bloodied 150	
AC 26; Fortitude 27, Reflex 24, Will 27	
Resist fire 15	
Saving Throws +2	
Speed 6, fly 6 (clumsy)	
Action Points 1	
⚔ Double Sword (standard; at-will) ♦ Weapon	
Melee 1; +16 vs AC; 1d8 + 7 damage plus 2d6 fire damage.	
⚔ Double Attack (standard; at-will) ♦ Weapon	
The ascendant hellsword makes two double sword attacks.	
Commanding Devilry (minor; recharges when first bloodied)	
An ally within 10 squares can make a basic attack as a free action.	
Whirlwind Charge	
When the ascendant hellsword charges an enemy, it can make a double sword attack against each enemy within its reach at the end of its charge.	
Triumphant Surge	
The ascendant hellsword gains 10 temporary hit points each time it bloodies an enemy or reduces an enemy to 0 or fewer hit points.	
Alignment Evil	Languages Common, Supernal
Str 22 (+12)	Dex 18 (+9) Wis 16 (+9)
Con 20 (+11)	Int 12 (+7) Cha 22 (+12)
Equipment chainmail, double sword	

Malachi's Herald (H)	Level 12 Elite Artillery
Medium natural humanoid, tiefling	XP 1,400
Initiative +8	Senses Perception +10; low-light vision
HP 202; Bloodied 101	
AC 26; Fortitude 26, Reflex 24, Will 25	
Resist 11 fire	
Saving Throws +2	
Speed 6	
Action Points 1	
⚔ Dagger (standard; at-will) ♦ Weapon	
+14 (+15 against a bloodied target) vs AC; 2d4 + 3 damage.	
⚔ Eldritch Blast (standard; at-will)	
Ranged 10; +17 (+18 against a bloodied target) vs Reflex; 2d6 + 7 damage.	
⚔ Soul Flaying (standard; at-will) ♦ Necrotic	
Ranged 10; +17 (+18 against a bloodied target) vs Will; 4d6 + 7 necrotic damage, and the target can't use healing surges until the end of the herald's next turn.	
⚔ Elder Voice (standard; encounter) ♦ Fear, Thunder	
Area burst 2 within 10; +16 (+17 against a bloodied target) vs Fortitude; 4d6 + 7 thunder damage, and the target is pushed 4 squares.	
Infernal Wrath (minor; encounter)	
Malachi's Herald gains a +1 power bonus to its next attack roll against an enemy that hit it since the herald's last turn. If the attack hits and deals damage, it deals extra 5 damage.	
Hellfire Swap (move; recharge ⏏ ⏏) ♦ Teleportation	
Malachi's Herald exchanges positions with a single ally within 10 squares or teleports 3 squares. Those adjacent to the herald or its ally when this teleportation occurs take 5 fire damage.	
Alignment Chaotic evil	Languages Common, Deep Speech
Skills Bluff +16, Stealth +13	
Str 12 (+7)	Dex 14 (+8) Wis 9 (+5)
Con 23 (+12)	Int 18 (+10) Cha 20 (+11)
Equipment leather armor, dagger, rod, mask	

3 Fists of Malachi (F) **Level 11 Soldier**
Medium natural humanoid, human XP 600 each

Initiative +11 **Senses Perception** +4

HP 111; **Bloodied** 55

AC 27; **Fortitude** 24, **Reflex** 23, **Will** 22

Speed 5

⚔ **War Pick** (standard; at-will) ♦ **Weapon**

+18 vs AC; 1d8 + 5 damage (1d8 + 10 to a bloodied foe); (crit 2d8 + 15) or 2d8 + 20 to a bloodied foe) plus ongoing 5 damage and the target is marked (save ends both).

◀ **Scream for Malachi** (when reduced to 0 hp) ♦ **Psychic**

Close burst 1; targets enemies; +15 vs Will; 2d6 + 3 psychic damage (2d6 + 8 psychic damage to a bloodied target).

Alignment Evil **Languages** Common

Skills Intimidate +13

Str 21 (+10) **Dex** 18 (+9) **Wis** 9 (+4)

Con 15 (+7) **Int** 12 (+6) **Cha** 17 (+8)

Equipment scale armor, light shield, war pick, mask

TACTICS

The dark strangers fight to cover the tracks of those who stole the *Tear of Ioun*. They're willing to die to do so.

Tearing in with *whirlwind charge*, the ascendant hellsword stays among the PCs, making double attacks. She is fearless in her movement until she is bloodied, going after whichever target she prefers. She's smart enough not to provoke opportunity attacks that end her movement—or smart enough to provoke before charging her chosen foe.

Malachi's herald opens with *elder voice*, positioning the attack to cover as many PCs as he can, even if doing so catches an ally. After this, the herald uses *soul flying* to attack and *hellfire swap* to thwart attackers.

The Fists of Malachi spread out attacks to keep the PCs marked and away from the herald. They provide the hellsword and each other flanks.

FEATURES OF THE AREA

Illumination: Bright light during the day; dim light at night.

Buildings: One-story buildings stand about 12-feet tall, while two-story buildings stand twice as high. The Mindspire—the temple of Ioun—stands 30-feet high. Most buildings have solid wooden doors (break DC 18), but the doors to Ioun's temple are open and battered. Climbing the exterior of a building requires a DC 20 Climb check.

Treasure: The agents employed a *blackgate rune* (see page 72) to travel from the Shadowfell into the mortal world. They have at least one other in the one parcel of treasure they carry.

DEVELOPMENT

If the encounter isn't difficult enough, another few Fists of Malachi might join the fight from within the temple. PCs that look inside the temple during the battle find Deirdre. See Concluding the Adventure, page 80.

About the Author

Robert J. Schwalb works as a freelance designer for Wizards of the Coast; his recent credits include *Martial Power*™, *Draconomicon*™, and the *Forgotten Realms*® Player's Guide. Robert lives in Tennessee with his incredibly patient wife Stacey and his pride of fiendish werewolves, but is happiest when chained to his desk, toiling for his dark masters in Seattle.

