



HEROIC

1-10

# TOUCH OF MADNESS

by Robert J. Schwalb

FIRST INSTALLMENT OF  
THE TEAR OF IOUN SERIES

**B**eyond the mortal world, somewhere outside the bounds of the Astral Sea, the Far Realm yawns immeasurable. Beyond the reality of gods and mortals, this plane is a realm of contradictions, a mad place of fevered creation checked only by pointless extinction. The Outside is a sea of diseased possibilities, where the stuff of madness seethes in a soup of the incomprehensible and the unnamable—shuddering, squirming, and sentient.

illustrations by Ryan Barger ♦ cartography by Kyle S. Hunter

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As long as they remain beyond the reaches of the mortal world, the conscious creations of the Far Realm and all their insanity pose no risk to civilization. Yet, ever does the Outside seek to spill into Creation, bulging outward to force its nightmare essence into the mortal world. Aberrant creatures infest the mortal realm, spreading their corruption, breeding, consuming, and slaying—all to seize this world and remake it into their own perverse image.

## *Who sets out to learn the secrets of the Far Realm, to master its horrid powers ... ?*

Who sets out to learn the secrets of the Far Realm, to master its horrid powers? Truly, such efforts are the province of the insane and the soulless. Each breaching of the planar bounds enables more of the Outside to ooze forth, weakening reality's integrity, threatening to sunder the divine work. Only the truly mad seek such an end, and there is no shortage of the truly mad. These accursed few cast aside all caution to embrace the sheer horror of the Far Realm so they can bathe themselves in its dreadful splendor.

"Touch of Madness" is the first installment of *The Tear of Ioun*, a three-part campaign arc for the D&D game. It is designed to challenge five 10th-level characters.

## ADVENTURE BACKGROUND

Long ago, Ioun entrusted humanity with a sacred gift. She handed down several fist-sized stones, each one shining like a miniature sun and filled with knowledge. Ioun's worshipers established orders of knights and scholars to protect and study the stones.

The Kaorti was one such order, and their name has become a curse.

Ioun commands her mortal servants to pick up knowledge in all forms and disseminate it. Rather than hoard this learning, Ioun's servants awaken mortal minds, enlightening all with perfect understanding. Although all Ioun's priests cleave to these tenets, even the most fanatical of them understands that some knowledge is too wicked to be freely circulated. Thus, in their search for learning, Ioun's priests concealed certain tomes and scrolls within holy places. There the texts remain available to those

who want to study them, but the existence of such disturbing information is never advertised.

For some of Ioun's priests, this tactic felt like a concession to Vecna and his secretive ways. These zealots believed all knowledge, no matter how dangerous, should be free. Leading this reckless charge were the Kaorti, a faction of scholars charged with guarding the largest and most powerful Ioun stone of them all, a shining teardrop-shaped relic known as the *Tear of Ioun*. Volarn, a charismatic young man of exceptional talent, led this society. Through his obsession with forbidden texts, he carried his fellows to the brink of annihilation and beyond.

## SCROLLS OF TIREON

In addition to other functions, Ioun's temples serve as libraries. Those who had authority over the allocation of knowledge chose the Kaorti temple library to house dangerous writings. The temple was considered particularly holy, positioned as it was in the mountains upon the actual grave of Estered, a prophet of Ioun.

Volarn spent his time examining these writings, their toxic mysteries clouding his judgment and darkening his soul. As he delved, he happened upon several strange scrolls. The cramped writing, strange diagrams, and bizarre schematics for stranger devices drew him in and revealed to him the wonders of the Far Realm.

*... Only the truly mad seek such an end, and there is no shortage of the truly mad.*



Mild curiosity evolved into unhealthy obsession as Volarn learned more and more. The writer, Tireon, an eladrin mystic, created a pinhole into the Far Realm. What Tireon saw filled him with dread, so he sealed the wound with potent wards. However, a diminutive creature slipped free—something like a tadpole, but fleshier and with numerous tentacles. When it touched Tireon's flesh, it burrowed inside, awakening strange sensations and hallucinations, filling Tireon's consciousness with a way to erect a permanent portal. Whether Tireon succeeded, none can say. His writing drifted deeper into madness until it became incomprehensible.

Volarn was intrigued, though, reading and rereading to learn all he could. He shared his findings with his closest colleagues. With their support, he turned the entire temple to the task of recreating the ancient experiment. Those who disagreed vanished, so those who harbored doubts learned to keep these misgivings secret.

It took a decade, but the Kaorti completed the device described in the scrolls, constructing a massive orrery, a clockwork machine that marks the passage of dominions as they travel unseen and unending paths through the Astral Sea. All was ready as described in the Scrolls of Tireon, but nothing worked.

Volarn realized the orrery needed a power source so he used the *Tear of Ioun*, placing it in the heart of the machine. As he pulled his hands away, the orbs shuddered, rotating around the shining artifact. They accelerated, and an arc of light lanced forth from the stone only to vanish into what seemed to be a fold in time and space. Volarn and his fellows donned their gear and stepped into the squirming hole, thinking themselves more than prepared.

The rift's corruption bathed the *Tear of Ioun*, which began to gather the loosed power of the Far Realm. As the orrery picked up speed and the gateway appeared, black fissures crawled across the *Tear's* surface. Its light ebbed as the last of the Kaorti stepped through the portal, tumbling into the Far Realm.

A moment later, the eldritch power failed, and the *Tear's* weird movements snapped shut the hole in reality. It did so with such force it blew apart the orrery, sundering the tower and sealing the reckless scholars in the Far Realm.

## KAORTI REBORN

The explorers, trapped and adrift in a churning sea of nameless horror, found ghostly tendrils burrowing inside them, polluting them with the dreadful effect of the Far Realm. One by one, their forms bloomed bizarre corruptions. As time passed, the Kaorti bore torment after torment until their minds snapped, their identities lost in a storm of madness. Only one goal remained true within them: They yearned to return to the mortal world and share the “wonders” of the Far Realm.

## MALACHI'S DREAMS

Centuries after the Kaorti vanished, Nerath collapsed into ruin. The *Tear of Ioun* passed into myth, and no one remembered the Kaorti or the purpose of the ruined tower in the heights of the nearby mountains. Although the passing of years concealed ancient sins, not all were done with them. In the wastes, the alien-conjurer Malachi dreamed.

Malachi did not know he was the last living scion of Volarn. To his imprisoned ancestor, Malachi was the last hope of Kaorti escape. Touching Malachi's mind while he slept, Volarn reached beyond the planar gulfs to coax his descendant with the Far Realm vistas and bounteous power. Volarn seduced Malachi, luring him to the brink of insanity to make the perfect pawn.

Volarn demanded Malachi construct a new orrery to release the trapped Kaorti from their prison. Malachi set out to follow in his ancestor's steps, using slaves and servants to complete the task, but he knew he lacked the *Tear of Ioun*. Thus, Malachi sent his servants forth to recover the stone.

## ENTER THE STORMCROWS

Malachi's servants scoured the land for the hidden relic. Of these agents, Cylus proved both the most cunning and the most craven. He found the Kaorti stronghold not far from a small town named Wellspring. Rather than pluck the stone from the tower himself, he hired a band of mercenaries—the Stormcrows—that had a reputation for taking any job for which the pay was ample. Gold blinded them to the risks, and they set out to retrieve the item.

The Stormcrows found the tower, fought its inhabitants, and located the *Tear*. However, the stone's corruption overwhelmed them, warping their flesh and rending their minds. Elomir, their leader, decided to serve the stone and protect it. There the Stormcrows remained, worshiping the *Tear of Ioun* as if it were a god. As blood sacrifices filled the stone with hideous evil, the *Tear* called to the darkness, luring more horrors from beyond to pay it homage.

## UNEXPECTED THIEF

Back in Wellspring, Cylus waited for the Stormcrows' return, unaware of what had happened in the mountains' heights. As he rested, delighted in his own cleverness, he had the singular misfortune to encounter Shathrax, a mind flayer. The vile creature had been plotting to enslave the human population and make servants of them all. As Shathrax sank its tentacles into Cylus's mind, it learned of the *Tear* from the memories it consumed. Shathrax became aware of the item's powers and connections to the Far Realm, and the mind flayer knew the *Tear* presented an excellent opportunity to put diabolical plans in action.

The mind flayer sent its own mercenaries to recover the relic. Creeping into the tower, they slipped in and snatched the artifact. The stone wailed in outrage, causing the place to erupt. Though most of the thieves died, one managed to escape with the *Tear* and deliver it to Shathrax.

## ADVENTURE SYNOPSIS

The Stormcrows, responding to the psychic cry from the stone, dispatched a force to retrieve it. The attackers descend on Wellspring, slaughtering and destroying in the search for their treasure. PCs can come to the town's defense and repel the horde. A priestess of Ioun then turns to the heroes to find the item the monsters were seeking.

From the recovering town, the heroes cross the wilderness to the Kaorti Temple. The trail ends at a ruined tower overlooking a deep ravine. Inside the tower, the heroes must overcome the terrible creatures in their search. In the end, they find the relic has been stolen.

## HOOKS

Since the adventure begins in the town of Wellspring, you need to come up with a reason for why the player characters are there in the first place. You can use any one of the following adventure hooks or come up with one better suited for your campaign.

**Between Adventures:** Wellspring is an ideal place to purchase supplies, train, and relax. The town is also large enough for the PCs to acquire needed ingredients for rituals or to research other mysteries involved with past or future adventures.

**Rumors of Adventure:** Situated as it is on the frontier, Wellspring is a place from which adventurers can mount expeditions into the Harrow Wood and the Kadagast Mountains. Rumor holds that old portals to the Feywild still stand in the forest, and portals to darker and stranger lands lay in the mountains. In addition, the peaks are home to ruins of more than one empire—Nerath and Bael Turath.

**Holiness:** For the worshipers of Ioun, Wellspring is a holy site. At this location, Estered received the blessing of the goddess and founded an order dedicated to protecting her gift. As a result, pilgrims come to Wellspring to pay homage to the saint at what they believe is his tomb at the center of town. A servant of Ioun among the PCs might receive a vision about the evil growing in Wellspring, or one of Ioun's servants might visit the PCs and task them with uncovering the meaning of similar visions.

## WELLSPRING

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. Paved with cut stone, the roads still see caravans from the north.

The most common travelers, though, are pilgrims devoted to the deity Ioun and her saint, Estered. Each year brings another band of devout to the town's center square. They pay their respects under an



ancient statue of Estered, under which the mystic's tomb is hidden.

Wellspringers, famous skeptics, can't help but wonder if the statue actually marks the grave. They keep their doubts to themselves, since the pilgrims play an important part in Wellspring's economy. To the pious, Wellspringers are gracious hosts quick to doff their caps to the statue.

## 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.

**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.

**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 on the Square), various riverfront dives.

**Supplies:** Gunderson's General Store.

**Temple:** Mindspire (Temple of Ioun; no priest), various shrines.

**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.

**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.

**Common District:** Given over to commerce, middle class housing, and a scattering of shrines, this ward is a safe if dull part of town.

**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**

The adventure begins once you and the players have worked out a reason for their being in Wellspring. Give the characters a bit of time to settle in and recuperate from any previous expeditions. They're likely to be at the Blue Plate.

**To begin, read:**

*Light rain has done nothing to disperse the pilgrims crowding the square near Wellspring's massive temple to Ioun. All are praying or looking in awe at the old statue rising from the square's center. Nearby, merchants hawk baubles and food.*

*A sudden scream turns into a chorus as citizens and pilgrims alike start to flee something they've seen.*

**Encounter:** 1. Grell Attack, page 90.

**SOLEMN PRIESTESS**

After the combat, the PCs notice a striking woman. She stands out among the people and guards gathering in the square.

**When the PCs see this person, read:**

*A statuesque young woman moves among the wounded, kneeling and tending their injuries. Her long brown hair drapes down onto her blue robes, which are trimmed in symbols. A symbol worked in clear crystal and silver hangs about her neck.*

**Religion DC 5:** *The symbols are all the holy symbol of Ioun.*

This is Deirdre, a priestess of Ioun, who has come to Wellspring on a mission. She witnessed the entire fight, and she intends to speak with the PCs once she has seen to all the victims. If interrupted, she introduces herself and enlists the PCs' help with the wounded. After the task is done, she's ready to talk.

**When Deirdre speaks, she begins:**

*"I must thank you for defending these pilgrims and the town. I, like these others, have come to Wellspring on a pilgrimage.*

*"I fear you have faced just the vanguard of what is to come, however. These monsters were looking for something, and you stopped them."*

The PCs might have understood the grell, so give the players a chance to speak up about the "Tear." Otherwise, Deirdre mentions it by its short name, "the Tear." The characters probably have a few questions. Likely questions and answers follow.

**Is that temple yours?** *"It is the house of Ioun, but I do not claim it. It is vacant."*

**Pilgrimage?** *"Pious travelers come here to visit this site and its statue."*

**Whom does this statue represent?** *"That is Estered, a saint of our faith. Some say he ascended to the Astral Sea, where he serves Ioun still." (History or Religion DC 20 confirms this.)*

**What did he do?** *"According to legend, he received the knowledge directly from Ioun. Using this lore, he fashioned the first magic stones that hold the goddess's power. He also founded an order of priests to uphold her faith in these parts." (History or Religion DC 20 confirms this.)*

**Where were you during the fight?** *"I am no warrior. I am a teacher and healer."*

**Any idea what this "Tear" is? Do you know what they were seeking?** *"Yes. The Tear of Ioun. But that legendary relic was never in Wellspring. It was stored away in the Kaorti Temple long ago, before the fall of Nerath."*

**Kaorti Temple?** *"Indeed. The Tear of Ioun is said to hold valuable and ancient knowledge. Kaorti Temple was its place of keeping. The temple was said to stand in the west, beyond the Harrow Wood in the Kadagast Mountains."*

Once the players pause in their questions, Deirdre steers the conversation back to the matter at hand.

*"I suspect this is but a taste of what is to come. Doubtless, this town has its defenders, but they proved ineffectual against this small force. When and if the real enemy arrives, they do not stand a chance. Friends, someone must find the Tear of Ioun before these monstrosities do so. The only place I know to look is the Kaorti Temple. Will you go?"*

The characters probably have more questions.

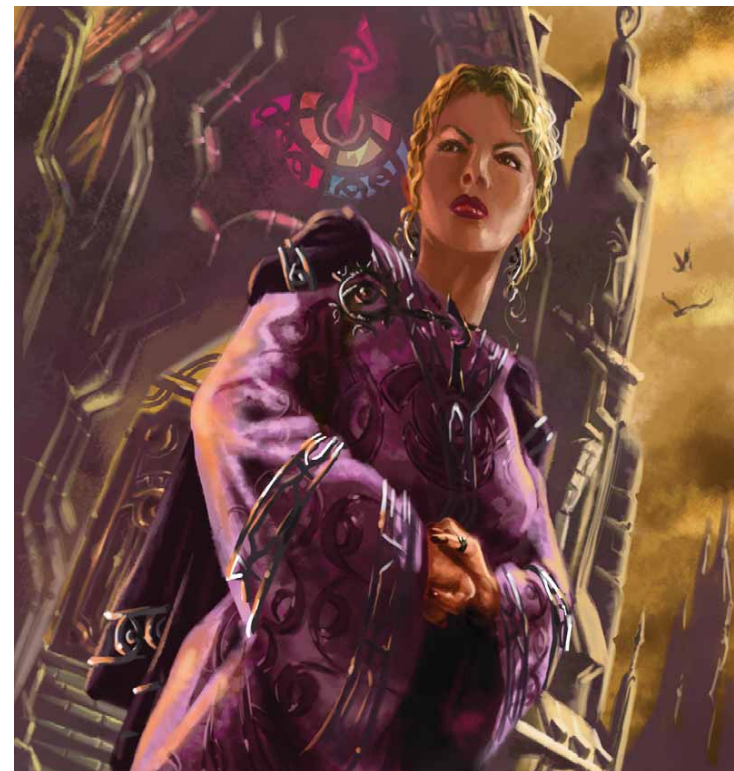
**What will you do with it?** *"One cannot appease evil. If these monsters are indeed searching for the Tear, their finding it can be good neither for these folk nor for us. Once it is recovered, we should see it safely to another house of Ioun."*

**What else do you know of the Kaorti Temple?** *"It fell before Nerath crumbled. The hubris of a scholar led those within the temple astray. He sought to explore mysteries beyond his comprehension. With him, all those of the Kaorti Temple perished. The place has been abandoned since, for the wars that destroyed Nerath came soon after. It was a black day for our faith."*

*"The locals who know of it, brave hunters mostly, call the temple ruins Forlorn Tower. I've never seen the ruin, but apparently the structure is a spire much like the temple here, only larger."*

**What do you offer for our service?** *"I have nothing but the thanks of my fellows in Ioun and, no doubt, the lord of Wellspring. I do know rituals that uncover lost lore and remove afflictions of the body, mind, and soul. I am at your disposal for such rituals, if you need them."*

Deirdre can perform Cure Disease, Remove Affliction, and Speak with Dead (Heal +12, Religion +11). She's also willing to part with 300 gp worth of residuum if the PCs wish to perform their own rituals. If the PCs don't take the residuum initially, Deirdre gives it as a reward when the PCs return successful.



## LORD CRISWELL

If the PCs seek out Lord Criswell, the lord is unnerved by the grell attack. With Deirdre at their sides as a witness to their bravery, the PCs can convince Criswell to grant them access to mundane equipment they might need. If the PCs force the issue of a reward, Criswell offers them 500 gp each. He

mentions, however, that the funds come from town coffers used to help maintain the town.

Criswell sends the PCs off with that, and he might grant other rewards if they return successful in their task. If they didn't ask for a reward, the PCs receive Lord Criswell's money as a gift for their successful foray. Meanwhile, Criswell shores up his defenses to make ready for the next attack.

## REFUSING THE CALL

Such callousness builds the foundation for another, nastier attack. After two days, or one day if the grell philosopher escaped, another force consisting of one of the Stormcrows (choose one) and four more grells descends on the community, this time looking for the PCs.

## TREASURE

The treasure in this adventure isn't defined specifically. It's for you to decide what the PCs find, based on their wish lists. Characters who start this adventure right at 10th level should be about halfway to 12th level by the end of the adventure. If that's true for your group, you need to give out all the parcels for level 10, and about half those for 11th level—or fifteen parcels. See the *DMG*, page 127, for information on those parcels.

The adventure suggests where you might place parcels, including specific guidelines in each encounter in which treasure appears. Generally, you might wish to place some of the magic items with NPC villains. If you like, let the NPC in question use the item against the PCs.

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, reserving 11th-level parcels for the later encounters.

## TREASURE LOCATIONS

**Wellspring:** Reward from Lord Criswell and Deirdre (2,800 gp; Level 10, parcel 5).

**Encounter 2:** One parcel (magic item)

**Encounter 4:** Two parcels (one magic item; one monetary)

**Encounter 5:** One parcel (magic item)

**Encounter 6:** One parcel (monetary)

**Encounter 7:** One parcel (magic item)

**Encounter 9:** Two parcels (one magic item; one monetary)

**Encounter 10:** One parcel (magic item)

**Encounter 11:** Two parcels (both monetary)

**Encounter 12:** Three parcels (one magic item; two monetary)

## QUESTS

The major quest of this adventure is to find and eliminate the threat to Wellspring. That's a 10th-level quest worth 2,500 XP when completed. The adventure also has a minor quest.

**Rescue the Stormcrows:** The Stormcrows aren't nice people, but their current condition isn't exactly their fault. The PCs can decide to try to save the Stormcrows

after seeing one of the mercenaries. They might instead come to this conclusion after they interact with Denva. The PCs can come up with ways to render the other Stormcrows harmless and cure at least some of them.

If the PCs want to cure a Stormcrow, doing so is a minor quest (level 10; 500 XP divided among the PCs). A Remove Affliction ritual works, but none of these NPCs can be cured in or near the tower. Further, the ritual must be successfully performed four times to cure each Stormcrow completely. The NPC can pay for the ritual if the PCs take him or her back to Wellspring. Deirdre is also willing to help.

The trip with Stormcrows in tow is unpleasant—they suffer seizures and horrible fits during the trip. In addition, the Harrowfolk (see that section) won't like that the PCs are helping the "false ones." The characters might have to convince the Harrowfolk that the Stormcrows can be cured.

What becomes of the Stormcrows after the PCs help in this way is up to you. The Stormcrows recognize that they owe the PCs, and big. Suggestions are given in encounters where Stormcrows appear. At the very least, the PCs can keep any treasure they acquired from the Stormcrows.

## SNOOPING AROUND

Before setting out, the adventurers might want to look around town and do a bit of investigating. Each of the following entries corresponds to a different skill. When a character makes a successful check, the following information is revealed as well as all information from lower DCs.

## NPCs OF WELLSRING

If you prefer to roleplay the search for information in more detail, you can expand them into interactions with any of the following NPCs or characters of your creation. Encounters with locals give the PCs a chance to forge alliances, gain additional information

for future adventures, develop minor quests, and so on. If the PCs need help, one of these NPCs might be able to help.

### CROETUS

The Wizard of Wellspring is an accomplished hedge mage and well versed in matters concerning spells and magical creatures. He lives in the Low District, in a round house with a conical roof.

**Occupation and History:** Croetus came to Wellspring five years ago after fleeing a southern city for a scandalous tryst with a merchant prince's wife. He has kept a low profile in the town ever since, watchful for assassins he's sure lurk behind every shadow.

**Physical Description:** Croetus is a tall, thin human male with short salt-and-pepper hair and a long mustache drooping down either side of his mouth. He has big eyes and a hawkish nose. Always fashionable, he wears a black silk shirt and matching breeches held up by a wide leather belt with a silver clasp. Croetus twirls his mustache when thoughtful or nervous.

**Values and Motivations:** Croetus is a shameless flirt and lecher. He dotes on ladies of any race or age. In spite of this failing, he is good at what he does. Croetus is more inclined to help any group that has one or more female members.

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 that once claimed 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.

Nature	
DC	Result
10	Wellspring sits in a small valley created by two arms of the Kadagast Mountains. Moisture trapped by the peaks keeps the valley vibrant and green, with summers wet and winters mild.
15	The Harrow Wood is home to bands of half-orcs who tolerate Wellspring. These folk occasionally trade with the locals, bringing pelts, woodcarvings, and the occasional strange relic. Wellspringers call these people Harrowfolk.

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
5	The monsters struck a few outlying farms before invading Wellspring.
10	People have been disappearing for weeks. The missing citizens include Reese, a baker; Jurival, a friar; and Simon, a young son of local merchants. (This clue provides dead-ends for now, but "Depths of Madness" explores this rash of vanishings in detail.)
15	A few weeks ago, a group of mercenaries known as the Stormcrows set out for the mountains. The group included five people: an elf, an eladrin, two humans, and a dwarf. They asked many questions about the region and its history, especially about the ruins in the mountains.
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 male human wilderness scout.

## GERALD ROY

Wellspring doesn't have much organized crime, but it does have is Gerald Roy, and he makes do. He's a regular at the Cast Die—a small, dingy gaming hall and tavern in the Riverside District.

**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. As a contact, Gerald is helpful in any situation requiring Streetwise.

**Description:** An outgoing human male in his thirties, Gerald has shaggy brown hair and a matching beard flecked with red and gray. He's 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's 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.

## MASTER VYEN

Master Vylen 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:** Vylen 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, Vylen

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:** Vylen 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 Vylen steeples his fingers when he talks.

**Values and Motivations:** If Vylen 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.

## ON THE TRAIL

PCs initially have little trouble following the grells' trail; wrecked farmsteads and corpses mark the way. The host came from the west.

West, beyond the farmland surrounding Wellspring, stretches the Harrow Wood, an old forest of mixed trees. Near the edge, the trees are thin with little underbrush, but the forest grows more tangled inside. Canopy blocks out the sun, making the forest dim even during the day, and gnarled roots make the footing treacherous. Strange mists swirl about the forest floor. For seasoned explorers, however, the forest environment itself offers little danger.

## HARROW WOOD

The PCs have two meaningful encounters in Harrow Wood. They might also have other encounters of your devising.

### EYES OF MALACHI

At some point during daylight, as the adventurers travel through the Harrow Wood, they stumble across the Eyes of Malachi. This band, sent by Malachi, searches the valley, moving through the woods to avoid attracting attention from Wellspring. Although they would rather conserve their resources, they fear the PCs are competition.

**Encounter:** 2. Eyes of Malachi, page 92.

### HARROWFOLK

Terrifying creatures live in the Harrow Wood. Folk live here anyway, avoiding the dangerous denizens of the wood and surviving in spite of the odds. The Harrowfolk, a tribe of half-orcs, are the foremost of these people.

Harrowfolk have lived in these woods for centuries, witnessing the rise and fall of Nerath. They have little use for the people of Wellspring, besides occasional trade, and they keep to themselves. As long as they and their way of life remain undisturbed, they are content to go their own way.

After the encounter with the Eyes of Malachi, if you feel the PCs need more information, aid, or just an interesting roleplaying encounter, the Harrowfolk come out into the open. They're interested in the PCs and their opposition to the Eyes of Malachi. The encounter is intended to be peaceful, but Harrowfolk statistics are provided just in case.

## HARROWFOLK AS ENEMIES

Vaymeer and his fellows are here as local color and to aid the PCs, not fight them. If the PCs attack, the Harrowfolk make a fighting withdrawal as quickly as possible. Unless the PCs track them down and slay them, they receive no XP for attacking Vaymeer's band. After PC aggression, any passage through the Harrow Wood is likely to be fraught with guerilla attacks from the half-orcs. The Harrowfolk never engage the PCs directly after the initial altercation. Each guerilla attack ends after a round or two, when Harrowfolk forces disperse into the surrounding wood.

## VAYMEER'S BAND

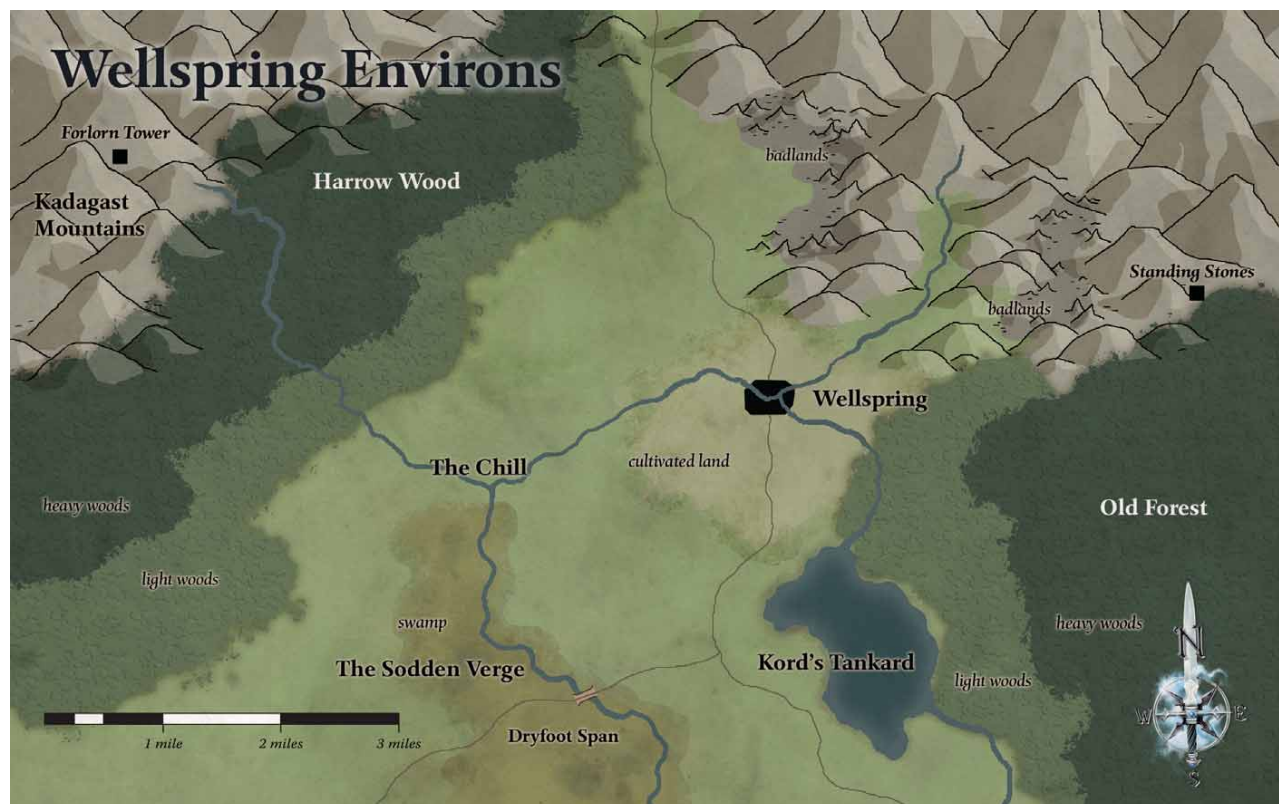
Vaymeer, a leader of the Harrowfolk, leads a scouting party in pursuit of the adventurers. PCs who succeed on DC 19 Perception checks hear the Harrowfolk approaching. Vaymeer reveals himself soon after that.

### When Vaymeer approaches the PCs, read:

*A massive man comes out of the trees, his hands held in a peaceful gesture. His features are broad, and his skin has a gray cast. Raven-colored hair hangs in braids from his head, and his sharp eyes are as dark. Feathers and totems decorate his hair and dark hide armor. He carries a greataxe on his back.*

*As he approaches, he says in accented Common, "I am Vaymeer of the Harrowfolk. Who are you, and what brings you to this place?"*

**Perception DC 17:** Other similar folk hang back among the dense trees, watching cautiously.



Vaymeer is suspicious of the PCs at first. If the characters are polite, he relaxes. He answers questions, as shown below.

**Why have you been following us?** To see what brings you to Harrow Wood. To learn if you are with them.

**Them?** Yes. Those who passed into the mountains awhile back, and those who sent the flying tentacles across the Harrow Wood. The false ones, like the ones you slew.

**Where did the flying tentacles come from?** (Vaymeer points toward the Forlorn Tower.) There. They serve the false ones.

**False Ones?** Interlopers like you. They traveled through the land weeks ago. They seemed true, but proved their falseness when they entered Forlorn Tower and did not come out again. Since that time, foul creatures have come into the wood. They slay without reason and poison the land with their filth.

**Do you know anything about the Tear of Ioun?** No, but our elders speak of a great evil that has long endured in the Forlorn Tower. Perhaps this is the grief of your goddess.

If the PCs are respectful and truthful with Vaymeer, he offers to lead them to within sight of the Forlorn Tower. The Harrowfolk have no desire to enter the tower, but they can become allies of the PCs. Grant the PCs 100 XP each for dealing peacefully with the Harrowfolk.

<b>Vaymeer</b>	<b>Level 11 Elite Brute</b>
Medium natural humanoid, half-orc	XP 1,200
<b>Initiative</b> +9 <b>Senses</b> Perception +11; low-light vision	
<b>HP</b> 276; <b>Bloodied</b> 138	
<b>AC</b> 26; <b>Fortitude</b> 26, <b>Reflex</b> 24, <b>Will</b> 23	
<b>Saving Throws</b> +2	
<b>Speed</b> 6 (8 while charging)	
<b>Action Points</b> 1	
⬇ <b>Greataxe</b> (standard; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 2d12 + 6 damage (crit 2d12 + 30); see also <i>savage cleave</i> .	
⬇ <b>Axe Reaction</b> (immediate reaction when an enemy hits or misses Vaymeer; encounter) ♦ <b>Weapon</b>	
Targets the triggering enemy; +18 vs. AC; 3d12 + 6 damage (crit 2d12 + 42); see also <i>savage cleave</i> .	
<b>Earth's Wellspring</b> (minor; encounter)	
Vaymeer gains 15 temporary hit points, and he ends any marked condition affecting him.	
<b>Furious Assault</b> (free; encounter)	
When Vaymeer hits an enemy, he can deal +1[W] damage with a weapon attack or +1d8 damage with a nonweapon attack.	
<b>Half-Orc Resilience</b>	
When first bloodied, Vaymeer gains 10 temporary hit points.	
<b>Savage Cleave</b>	
Whenever Vaymeer hits with a melee attack, he can make a melee basic attack against another adjacent enemy as a free action, taking -2 to the second attack roll.	
<b>Alignment</b> Unaligned <b>Languages</b> Common, Giant	
<b>Skills</b> Athletics +14, Endurance +10, Intimidate +10, Nature +11	
<b>Str</b> 21 (+10) <b>Dex</b> 18 (+9) <b>Wis</b> 12 (+6)	
<b>Con</b> 18 (+9) <b>Int</b> 11 (+5) <b>Cha</b> 16 (+8)	
<b>Equipment</b> hide armor, greataxe	

<b>Harrowfolk Nature Priest</b>	<b>Level 9 Artillery</b>
Medium natural humanoid, half-orc	XP 400
<b>Initiative</b> +7 <b>Senses</b> Perception +9; low-light vision	
<b>HP</b> 74; <b>Bloodied</b> 37	
<b>AC</b> 21; <b>Fortitude</b> 21, <b>Reflex</b> 20, <b>Will</b> 22	
<b>Speed</b> 6 (8 when charging)	
⬇ <b>Spear</b> (standard; at-will) ♦ <b>Weapon</b>	
+14 vs. AC; 1d8 + 4 damage.	
✂ <b>Thorn Bolt</b> (standard; at-will)	
Ranged 10; +16 vs. AC; 2d8 + 5 damage.	
✂ <b>Leeching Earth</b> (standard; recharge ☐ ☐ ☐ ☐)	
Ranged 10; +14 vs. Will; 3d6 + 5 damage, and the target takes ongoing 5 damage and is slowed (save ends both).	
<b>Furious Assault</b> (free; encounter)	
When the half-orc hits an enemy, it can deal +1[W] damage with a weapon attack or +1d8 damage with a nonweapon attack.	
<b>Half-Orc Resilience</b>	
When first bloodied, the half-orc gains 5 temporary hit points.	
<b>Alignment</b> Unaligned <b>Languages</b> Common, Giant	
<b>Skills</b> Endurance +9, Intimidate +7, Nature +14	
<b>Str</b> 18 (+8) <b>Dex</b> 16 (+7) <b>Wis</b> 20 (+9)	
<b>Con</b> 14 (+7) <b>Int</b> 10 (+4) <b>Cha</b> 12 (+5)	
<b>Equipment</b> leather armor, spear	

<b>4 Harrowfolk Hunters</b>	<b>Level 10 Minion</b>
Medium natural humanoid, half-orc	XP 125
<b>Initiative</b> +7 <b>Senses</b> Perception +6; low-light vision	
<b>HP</b> 1; a missed attack never damages a minion.	
<b>AC</b> 24; <b>Fortitude</b> 23, <b>Reflex</b> 22, <b>Will</b> 21	
<b>Speed</b> 6 (8 while charging)	
⬇ <b>Spear</b> (standard; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 6 damage.	
⬇ <b>Javelin</b> (standard; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 5 damage.	
<b>Alignment</b> Unaligned <b>Languages</b> Common, Giant	
<b>Str</b> 17 (+8) <b>Dex</b> 14 (+7) <b>Wis</b> 12 (+6)	
<b>Con</b> 14 (+7) <b>Int</b> 10 (+5) <b>Cha</b> 10 (+5)	
<b>Equipment</b> leather armor, spear, sheaf of 3 javelins	

<b>2 Harrowfolk Warriors</b>	<b>Level 8 Skirmisher</b>
Medium natural humanoid, half-orc	XP 350 each
<b>Initiative</b> +7 <b>Senses</b> Perception +7; low-light vision	
<b>HP</b> 88; <b>Bloodied</b> 44	
<b>AC</b> 22; <b>Fortitude</b> 21, <b>Reflex</b> 20, <b>Will</b> 20	
<b>Speed</b> 6 (8 when charging)	
⬇ <b>Battleaxe</b> (standard; at-will) ♦ <b>Weapon</b>	
+13 vs. AC; 1d10 + 5 damage.	
✂⬇ <b>Handaxe</b> (standard; at-will) ♦ <b>Weapon</b>	
Ranged 5/10 or melee 1; +13 vs. AC; 1d6 + 4 damage.	
⬇ <b>Chop Chop</b> (standard; at-will)	
The Harrowfolk warrior makes a battleaxe attack and a handaxe attack, adding no +4 to the handaxe damage. The warrior can shift 2 squares, dividing them before, between, or after the attacks.	
✂⬇ <b>Hurling Charge</b> (standard; encounter) ♦ <b>Weapon</b>	
The Harrowfolk warrior makes a ranged handaxe attack followed by a charge attack.	
<b>Furious Assault</b> (free; encounter)	
When the half-orc hits an enemy, it can deal +1[W] damage with a weapon attack or +1d8 damage with a nonweapon attack.	
<b>Half-Orc Resilience</b>	
When first bloodied, the half-orc gains 5 temporary hit points.	
<b>Alignment</b> Unaligned <b>Languages</b> Common, Giant	
<b>Skills</b> Endurance +9, Intimidate +6, Nature +12	
<b>Str</b> 19 (+8) <b>Dex</b> 17 (+7) <b>Wis</b> 16 (+7)	
<b>Con</b> 16 (+7) <b>Int</b> 10 (+4) <b>Cha</b> 10 (+4)	
<b>Equipment</b> leather armor, battleaxe, 3 handaxes	

## KADAGAST MOUNTAINS

With or without the Harrowfolk, the PCs eventually come to the lower slopes of the Kadagast Mountains. Light forest covers the lower slopes and helps hide travelers from view. The higher PCs travel into the mountains, the more frequently they see twisted, mutated remains of malformed creatures, too corrupted by the *Tear of Ioun* to live.

## FORLORN TOWER

High in the Kadagast Mountains stands Forlorn Tower. Once an impregnable fortress-temple devoted to Ioun, the structure has been weakened by centuries of neglect and the constant force of water spilling from above. Great chunks of stone have tumbled into the ravine far below. Enough remains for a nest of aberrant creatures, drawn by the power of *Tear of Ioun*, to live and fester.

### TOWER FEATURES

The tower stands on a shelf overlooking a deep ravine.

**Walls:** The walls are made from dark stone—cut into blocks measuring 2 feet by 3 feet—and mortared in place with crumbling cement. The exterior walls sag and lean, the blocks shifting in their seats. In places, they have eroded away completely to reveal the ruined interior; such holes in its outer walls offer access to any of the four levels. Climbing the walls requires DC 20 Athletics checks, while breaking through them requires a DC 33 Athletics check.

**Ceilings:** The ceilings are 30 feet high. They have collapsed in places, littering the floor with rubble and affording a good look at the level above. Periodically, a stone from the ceiling on one level slips free to shatter on the floor below. The fall is too infrequent for anyone to be struck, but regular enough to encourage caution.

**Entrances:** The primary entrance into the tower is through the double doors set in its southwestern face. However, large gaps in the walls allow characters to penetrate the tower by less conventional means.

**Lighting:** Gaps in the ceilings allow dim light to fill the place during the day. All locations are dark at night.

**Noise:** Creaking, groans, and the occasional falling rocks from the ceilings combine with the roar of the waterfall to impose a –4 penalty on Perception checks. Grimlocks instead halve their blindsight range.

**Waterfall:** A cascade spilling from 500 feet overhead has washed away the roof, cutting through the interior to spill down into the ravine from ground level. Be sure to describe the sound and visuals of the waterfall regularly, especially when the PCs can see it. Area 8 describes the falls in detail.

### DEFENSES

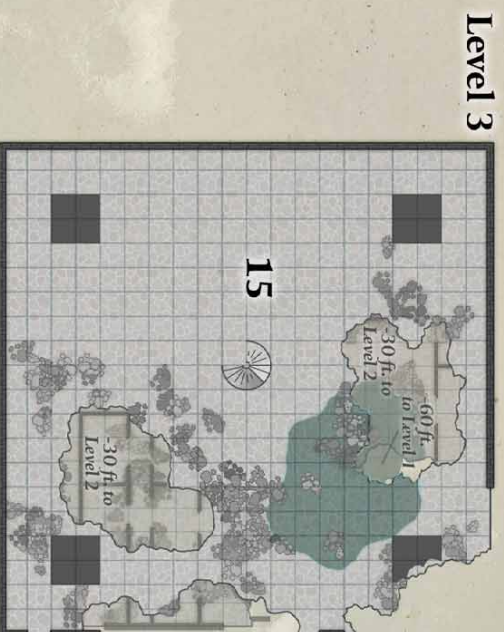
Forlorn Tower crawls with activity. The Stormcrows scatter throughout the tower along with a host of dread servants. After the Stormcrows became corrupted, they made an alliance with the grimlocks remaining in and near the tower, as well as other aberrant creatures attracted to the place.

The noise of the waterfall and distance combine to keep creatures from hearing combat in other areas. However, three patrols of three grimlock ambushers roam the first and second levels. Every hour the adventurers explore, they have a 20% chance of also encountering a patrol. Whenever the PCs have an encounter, they have a 10% chance of a grimlock patrol showing up within 2d4 rounds.

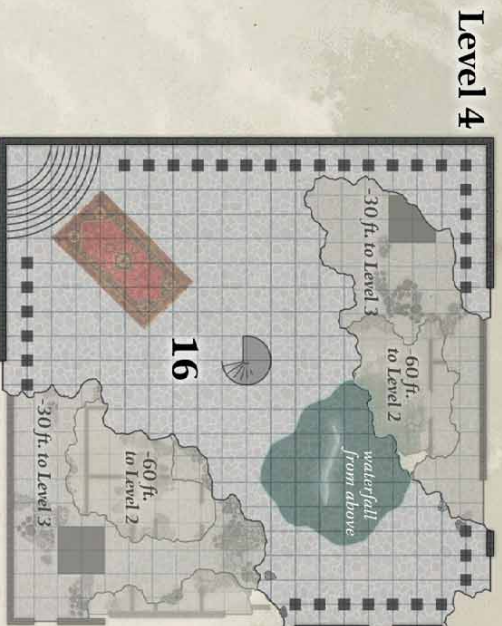
During the first foray into the tower, only three patrols are present. PCs can retreat from the tower, but each time they withdraw, six more grimlock ambushers return from patrolling the mountains and make up two more patrols in the tower.

Grimlock ambushers fight to the death.

# Forlorn Tower



□ = 5 ft.



<b>3 Grimlock Ambushers</b>	<b>Level 11 Skirmisher</b>
Medium natural humanoid (blind)	XP 600 each
<b>Initiative</b> +9 <b>Senses</b> Perception +7; blindsight 10	
<b>HP</b> 110; <b>Bloodied</b> 55; see also <i>offensive shift</i>	
<b>AC</b> 26; <b>Fortitude</b> 25, <b>Reflex</b> 23, <b>Will</b> 23	
<b>Immune</b> gaze	
<b>Speed</b> 6	
⚔ <b>Greataxe</b> (standard; at-will) ♦ <b>Weapon</b>	
+16 vs. AC; 1d12 + 5 damage (crit 2d12 + 17).	
⚔ <b>Offensive Shift</b> (immediate reaction, when an enemy moves within 2 squares of the grimlock ambusher and attacks an ally of the grimlock; recharges when first bloodied)	
The grimlock ambusher shifts and makes a melee basic attack against the enemy.	
<b>Alignment</b> Evil	<b>Languages</b> Common, Deep Speech
<b>Skills</b> Athletics +15, Endurance +12	
<b>Str</b> 20 (+10)	<b>Dex</b> 14 (+7)
<b>Con</b> 14 (+7)	<b>Int</b> 9 (+4)
<b>Cha</b> 9 (+4)	
<b>Equipment</b> greataxe	

## TOWER ENCOUNTER AREAS

The following encounter areas correspond to the map presented on page 85.

### 1. EATERS OF THE DEAD

Following the trail, the adventurers come upon a wide road that climbs the final stretch to the tower. The old road twists through a series of passes and rises until it finally clears the tortured landscape as a wide shelf overlooking a great chasm.

#### When the PCs reach this point, read:

*Perched on the edge of a ravine is a tall, crumbling tower. A sparkling waterfall spilling from hundreds of feet above strikes the tower, vanishing for a time before spewing out the spire's front and tumble down into the ravine beyond. Grimlock corpses and rubble lie scattered about a wide path that winds around to the opposite side of the tower.*

Drawn by the smell of rotting meat, ghouls came to this area only to be warped by the *Tear of Ioun*. As soon as the PCs enter the area, they trigger the tactical encounter.

**Encounter:** 3. Eaters of the Dead, page 94.

### 2. SILENT WATCHERS

The pathway winds around the tower toward the southwestern face and ends at a set of double doors.

#### When the PCs see the area, read:

*The path climbs as it makes its way to a pair of great iron doors. Towering, weathered statues of black stone flank the approach, each resembling a sword-wielding humanoid wearing a cowl, with head bent low to conceal facial features. Each one's hands rest on its sword's pommel, with the point buried in the ground between the statue's feet. At one time eight statues stood here, four on a side, but only five remain intact.*

**Arcana (detect magic; DC 30):** *The statues emit a faint magical aura, probably the remains of a powerful effect.*

**Perception DC 20:** *Each intact statue has an open mouth, and inside you see an odd-shaped depression.*

**Religion DC 25:** *In the old church, it was customary to place an Ioun stone inside the statue's mouth. According to legend, certain stones could cause the statues to animate and defend the temple.*

The statues depict ancient holy champions of Ioun. Although they once had power, they no longer do.

### 3. BLACK DEPTHS FOULSPAWN

To the west, the ground rises to a wall of stone that extends up to the shelf above. A dark wound, about 5 feet wide, leads into the mountainside. Hearing the

fell call of the *Tear of Ioun*, a foulspawn seer led a band of foulspawn to Forlorn Tower to join the Stormcrows and eventually claim the artifact. Having fought grimlocks near the tower already, it plots within this cave.

**Encounter:** 4. Black Depths Foulspawn, page 95.

### 4. ANCIENT GUARDIAN

The heavy iron doors here are closed and so heavy that it takes a move action to open them. Characters opening the doors automatically alert the inhabitants of the room beyond. Garen, one of the Stormcrows, reactivated an inert golem here, so the creature is now loyal to the dwarf. Entering this chamber or encountering Garen in the hall outside this chamber triggers the encounter.

**Encounter:** 5. Ancient Guardian, page 97.

### 5. SPIRAL STAIRCASE

These stairs wind up through the heart of the tower, climbing all the way to the top.

#### When the PCs enter this area, read:

*Crumbling steps, slick with spray from the nearby waterfall, climb around a wide stone pillar, ascending through the ceiling. Bits of stone and masonry litter every surface, and tiny spiders with various deformities or strange glowing bodies crawl through the shadows.*

The spiders are harmless.

### 6. SHATTERED CHAMBERS

These rooms are now empty, but recently they housed dozens of grimlocks that the Stormcrows slew in their initial attack on the place. Exploring these rooms reveals some of this tower's secrets.

**When the PCs come near these rooms, read:**

*Cracks cover the floor and walls, turning this corner of the tower into a crumbling mess. Metal bits in the rubble suggest furniture was once here. A battle occurred here in the recent past—bloodstains and marks from spells are obvious.*

Centuries ago, this area housed Kaorti initiates. A search of the rooms (Perception DC 21) turns up a useful clue. Hidden beneath a large chunk of ceiling is an old silver icon of Ioun fitted with a starburst constructed of eight tiny amethysts surrounding a large sapphire. This pattern represents the Kaorti (Religion DC 25).

**7. HIDEOUS NEST**

This entire section housed Kaorti initiates. Branching off from a common chamber and devotional room are apartments that once housed four acolytes comfortably. Now, foul aberrants lair here.

**Encounter:** 6. Hideous Nest, page 99.

**8. WATERFALL**

Water from above has worn away parts of the tower.

**When the PCs can see this area, read:**

*Rushing and roaring, water spills down from an upper floor, crashing to a pool formed where the floor of the tower once was. Rubble piles form small islands in the churning pool. The water runs out through a massive hole in the wall, which offers a breathtaking view of the mountains. Interior walls here are in various states of collapse.*

**Ceiling Holes:** From this area, the PCs can spot part of the upper level's ceiling, about 60 feet above. The floor of the second level is about 30 feet above this area.

**Pool:** The water in the pool isn't deep, but it hides numerous pits and holes. It is difficult terrain.

**Waterfall:** The cascade is powerful, and creatures within 2 squares of it take -8 to Perception checks to listen. Creatures entering the space containing the waterfall, indicated by the light blue line on the map, are subject to an attack.

**† Waterfall**

**Opportunity Action**      **Melee**

**Target:** The creature that entered a waterfall square.

**Attack:** +14 vs. Reflex

**Hit:** The target falls prone and slides 3 squares toward the nearby ravine.

**Miss:** Target returns to the last square it occupied before entering the waterfall and its move action ends immediately.

**Special:** If the target goes over the edge of the ravine (Athletics DC 25 to climb near the waterfall, DC 20 elsewhere), it falls 80 feet into a shallow stream.

If the PCs are here, they might see into area 9. The grimlocks there might not notice the characters, since the waterfall interferes with their blindsight. See below.

**9. DENVA'S STAND**

Denva, one of the Stormcrows, coordinates grimlock patrols here. One patrol takes rest here, the patrols alternating active cycles. As soon as the PCs come close to this area (shown on the tactical map), the encounter begins.

**Encounter:** 7. Denva's Stand, page 101.

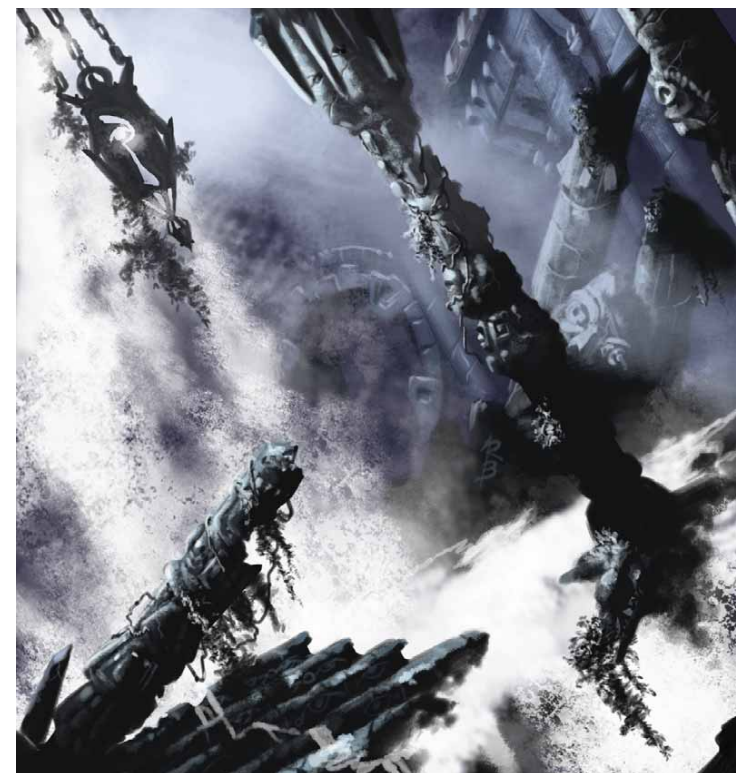
**10. OLD WYVERN ROOST**

In the ravine stands a stony outcropping, where wyverns once roosted.

**If the PCs come here, read:**

*This rocky plinth juts up from the ravine. A few gnawed old bones suggest that something lived here long ago. Nestled in a nearby crevice are large egg-shaped orbs with black, violet, and green shells.*

**Eggs:** A character who succeeds on a DC 21 Nature check identifies the eggs as similar to those belonging to wyverns. However, they have weird colors. The Tear corrupted these eggs long ago, yet preserved them here. If disturbed, the eggs explode, screaming like living creatures for a moment and blasting foul slime.



### ◀ Foul Eggs ♦ Acid Fear

**Immediate Reaction** Close blast 3, leading edge centered on the square with the number 10 in it.

**Trigger:** Disturbing the eggs.

**Target:** Each creature in blast.

**Attack:** +13 vs. Fortitude

**Hit:** 2d10 acid damage, and the target is pushed 2 squares.

**Miss:** Half damage, and the target is not pushed.

**Special:** If the target goes over the edge of the ravine (Athletics DC 20 to climb), it falls 20 feet to the lower shelf.

## 11. FOUR PILLARS

The stairs lead here.

**When the PCs reach the second floor, read:**

*Coming up through the floor, you find yourself in a square chamber. Archways in the center of each wall open into wide corridors and more rooms. Standing in each corner, flanking each arch, is a thick square pillar that extends from floor to ceiling. To the north, though broken walls, water spills into this chamber from the falls.*

Throughout the area, PCs find broken statuary, rubble, and other detritus.

## 12. SHATTERED ROOMS

The northwest and northeast passages lead to the most unstable part of the tower. Destrachans keep watch here, and they attack any PCs who enter the area.

**Encounter:** 8. Farspeakers, page 103.

## 13. CHAMBER OF HORRORS

This area is largely empty since the rooms to the south were plundered years ago.

**When the PCs approach, read:**

*This square chamber has three exits—two single doors and a set of double doors. The double doors are metal of some sort, perhaps bronze or gold, but a thick layer of grime hides the truth. A whiff of decay reaches you from the doors.*

**Perception DC 20:** Giggling comes from beyond the double doors, followed by a wet sound.

The single wooden doors lead to dorms, while the double doors lead to the mess hall. The smaller rooms were all bedrooms, now holding only rubble, metal debris from furniture, and the odd bone. The larger room served as a dining hall, with an old kitchen and larder attached on the far side. Inside is one of the Stormcrows and a tactical encounter.

**Encounter:** 9. Chamber of Horrors, page 105.

## 14. HOLDING CHAMBERS

The Stormcrows have succumbed to the corrupting effect of *Tear of Ioun*, and their devotion to the stone has magnified the tensions inside the group. When the *Tear* went missing, Elomir blamed Shantaira, the mercenary group's wizard. That she was his lover and confidant did nothing to change his mind, but it did spare her life. He imprisoned her in these chambers and set an eye of flame to guard her. The tactical encounter begins as soon as the PCs move into the area.

**Encounter:** 10. Holding Chambers, page 107.

## 15. HALL OF REFLECTION

Before the Kaorti opened the portal to the Far Realm, this chamber served the priests as a place of meditation, introspection, and study. Shelves laden with books and scrolls filled the chamber. The catastrophe of the Kaorti's failure and the passage of time have buried the room's original function beneath debris.

**Encounter:** 11. Hall of Reflection, page 109.



## 16. DIVINE CONDUIT

The Divine Conduit served as the *Tear of Ioun's* cradle. Infused with the power of the corrupted relic, the room has palpable air of evil. The cause is the Kaorti effort to enter the Far Realm. When their great orrery failed, it exploded here.

With much of the ceiling and upper walls destroyed, and with the constant flow of water from above, this area is the least stable and most dangerous of them all. The PCs trigger the tactical encounter as soon as they enter.

**Encounter:** 12. Divine Conduit, page 111.

## CONCLUDING THE ADVENTURE

Once the characters defeat Elomir, the adventure is over—except for returning to Wellspring with any surviving Stormcrows. The rest of the aberrant creatures flee the tower and head back to the Underdark through the tunnel in area 3. Soon after, without the presence of

the *Tear of Ioun* to keep it intact, the tower collapses.

Back in Wellspring, the PCs receive their rewards. Confident the PCs have found the source of the attack on Wellspring, Lord Criswell celebrates the PCs as heroes. The surviving Stormcrows, if any, act as you decide.

In all likelihood, however, the characters come away with more questions than answers. The *Tear of*

*Ioun* is still missing. Further, the PCs might have an important lead in Cylus, who hired the Stormcrows. They also find that Deirdre has moved into the vacant temple of Ioun, assuming duties there for the time being.

This story continues in “Depths of Madness,” the second chapter of the *Tear of Ioun* campaign arc. Look for it in *Dungeon* #162.



## 1. GRELL ATTACK

Encounter Level 12 (3,600 XP)

### SETUP

1 grell philosopher (P)

3 horrid grells (H)

A grell philosopher tracked the *Tear's* thief to the square, but the cunningly concealed door in the statue thwarts further pursuit. Place the grell philosopher and the horrid grells, while the players place their miniatures in the indicated setup area. A horrid grell still lurks on a side street gorging on the flesh of slain commoners. Don't place it until the PCs can see it.

When the PCs see the monsters, read:

*Cries of horror erupt as three beaked brains trailing barbed tentacles come to hover above the square's occupants. A constable lunges at one, and the creature quickly pulls him off his feet, tearing him apart in a shower of gore. At that moment, the largest of the three speaks in a foul tongue.*

Characters who speak Deep Speech hear:

*"The Tear is near! Find it! Search wood and stone, blood and bone."*

Grell Philosopher (P)	Level 11 Elite Controller
Medium aberrant magical beast (blind)	XP 1,200
Initiative +10 Senses Perception +12; blindsight 12	
HP 224; Bloodied 112	
AC 27; Fortitude 21, Reflex 24, Will 23	
Immune gaze; Resist 20 lightning	
Saving Throws +2	
Speed 1 (clumsy), fly 6 (hover)	
Action Points 1	
⬇ Tentacle Rake (standard; at-will) ♦ Poison	
Reach 2; +17 vs. AC; 3d8 + 5 damage, and the target is slowed and takes a -2 penalty to attack rolls (save ends both).	
⚡ Lightning Lance (standard; at-will) ♦ Lightning	
Ranged 10; +14 vs. Reflex; 3d6 + 6 lightning damage, and the target is blinded (save ends).	
⚡ Psychic Storm (standard; recharge [1]) ♦ Psychic, Zone	
Area burst 2 within 10; +14 vs. Will; 3d8 + 3 psychic damage, and the target is dazed (save ends). The psychic storm is a zone that lasts until the end of the encounter. Any creature entering the zone is dazed (save ends).	
⚡ Venomous Mind (standard; at-will) ♦ Psychic	
Close burst 3; targets enemies; +15 vs. Will; 2d8 + 5 psychic damage, and the target must choose a random target for any melee attacks it makes (save ends).	
Alignment Evil Languages Deep Speech	
Skills Arcana +13, Stealth +20	
Str 14 (+7) Dex 21 (+10) Wis 14 (+7)	
Con 16 (+8) Int 16 (+8) Cha 13 (+6)	

### TACTICS

The grells automatically kill one pilgrim square per round. Once at least one adventurer comes within range of blindsight, the grell alerts its allies and engages the threat. Each horrid grell trains its attacks against a single creature, using *tentacle grab* to snatch an adventurer and then bite him to death. The grell philosopher targets pilgrims with its *lightning lance*, moving and blasting until it detects the PCs with its blindsight. When it does, it unleashes a *psychic storm* on the largest group of characters and spends its action point to unleash *venomous mind*. It continues to use *venomous mind* while it has melee attackers.

3 Horrid Grells (H)	Level 9 Elite Soldiers
Medium aberrant magical beast (blind)	XP 800 each
Initiative +11 Senses Perception +10; blindsight 12	
HP 192; Bloodied 96	
AC 26 (28 while the horrid grell has an enemy grabbed); Fortitude 21, Reflex 22, Will 19	
Immune gaze	
Saving Throws +2	
Speed 1 (clumsy), fly 6 (hover)	
Action Points 1	
⬇ Tentacle Rake (standard; at-will) ♦ Poison	
Reach 2; +15 vs. AC; 3d8 + 5 damage, and the target is slowed and takes a -2 penalty to attack rolls (save ends both).	
⬇ Tentacle Grab (standard; at-will)	
Reach 2; +14 vs. Fortitude; 2d8 + 5 damage, and the target is grabbed. The grell can grab only one creature at a time.	
⬇ Venomous Bite (minor 1/round; at-will) ♦ Poison	
Grabbed target only; +14 vs. AC; 1d8 + 5 damage, and the target is stunned (save ends).	
Alignment Evil Languages Deep Speech	
Skills Stealth +18	
Str 12 (+5) Dex 20 (+9) Wis 14 (+6)	
Con 16 (+7) Int 10 (+4) Cha 9 (+3)	

### FEATURES OF THE AREA

**Illumination:** Bright light; this encounter takes place during the day.

**Buildings:** One-story buildings stand about 3 squares tall, while two-story buildings stand twice as high. The temple of Ioun rises 6 squares above the battlefield. The wooden doors are all good quality and barred (Athletics DC 20), while the doors to the temple are strong and locked (Athletics DC 25; Thievery DC 20). Climbing the buildings requires DC 25 Athletics checks.

The building contains the sorts of items one might expect—furniture, displays, wares, cowering commoners, and so on.

**Estered's Statue:** The statue stands 4 squares tall (Athletics DC 25 to climb) and it acts as blocking terrain for determining cover. A secret door (Perception DC 31) at the base of the statue leads into Estered's secret lab. Unless the PCs actively look for it, they don't notice it. This area is detailed in the "Depths of Madness" adventure, coming in *Dungeon* #162.

**Pilgrims:** When the grells attack, pilgrims crowd the square where indicated on the map. The pilgrims are noncombatants and thus don't have statistics. Consider each space containing a pilgrim to have 1 hit point. Characters and creatures can enter and end their movement in spaces containing pilgrims, but such squares count as difficult terrain.

The pilgrims are pious, but they don't want to die. Starting on the second round, on initiative count 10, the pilgrims shift 1 square away from any attackers, then move 8 squares. They do this until they move off the map, at which point they escape the carnage. PCs in the way can allow the fleeing pilgrims by.



## 2. EYES OF MALACHI

Encounter Level 11 (3,400 XP)

### SETUP

Eskade (T)

6 Eyes of Malachi (E)

Eskade leads her small force through the woods. She isn't certain who the PCs are but fears they share her goal. Her bloodthirstiness and madness inspire her to murder the PCs.

Have the players place their miniatures in the space indicated on the map. Enemies hidden behind trees have total cover, so don't place them until the PCs first take their turns.

**When the PCs enter this area, read:**

*Dark water flows through debris and rocks choking the nearby streambed. Trees small and large reduce your visibility. Other than the flowing water, the woods are still and quiet.*

**Perception DC 24:** *A humanoid figure crouches in the underbrush. It wears black hides and hefts two axes. Concealing its features is a black leather mask fitted with iron bars over the eyes and mouth. Set in the center of the mask is an ornament resembling a bloody eye.*

Use the above description to describe the fangs when they attack. Unless the PCs detected a hidden eye of Malachi, the enemies gain surprise.

**When Eskade attacks, read:**

*A slender tiefling female dressed in leathers emerges from hiding, clutching a nasty morningstar. Her face is a mask of scar tissue. Madness and hate fill her yellow eyes, and a foreboding radiance roils about her as she stands.*

Eskade (T)		Level 10 Elite Artillery
Medium natural humanoid, tiefling		XP 1,000
Initiative +7      Senses Perception +4; low-light vision		
HP 168; Bloodied 84		
AC 24; Fortitude 22, Reflex 22, Will 25; see also <i>shadow walk</i>		
Resist 10 fire		
Saving Throws +2		
Speed 6; see <i>shadow walk</i>		
Action Points 1		
⬇ Morningstar (standard; at-will) ♦ Weapon		
+13 vs. AC; 1d10 + 2 damage.		
✧ Malachi's Radiance (standard; at-will) ♦ Fear, Radiant		
Ranged 10; +15 vs. Fortitude; 2d6 + 5 radiant damage, ongoing 5 radiant damage, and the target cannot move closer to Eskade (save ends both). Another target within 5 squares takes 1d6 + 5 radiant damage.		
✧ Bad Starsign (standard; encounter)		
Ranged 10; +15 vs. Will; 4d8 + 5 damage, and the target takes -2 to attack rolls (save ends).		
⬅ Starfire Veil (minor, while bloodied; encounter) ♦ Fire		
Close burst 1; +13 vs. Fortitude; 2d8 + 5 fire damage, and the target is blinded (save ends).		
Star Curse (minor; at-will)		
Eskade curses the nearest enemy that she can see. Her attacks deal a cursed enemy an extra 1d8 damage.		
Infernal Wrath (minor; encounter)		
Eskade gains a +1 power bonus to her next attack roll against an enemy that hit her since her last turn. If the attack hits and deals damage, it deals an extra 7 damage.		
Shadow Walk		
If Eskade moves at least 3 squares on her turn, she gains concealment until the end of her next turn.		
Alignment Chaotic evil		Languages Common, Deep Speech
Skills Arcana +12, Bluff +14, Stealth +9		
Str 12 (+6)	Dex 14 (+7)	Wis 8 (+4)
Con 18 (+9)	Int 15 (+7)	Cha 21 (+10)
Equipment leather armor, morningstar, rod		

6 Eyes of Malachi (E)	Level 9 Skirmisher	
Medium natural humanoid, human	XP 400 each	
<b>Initiative</b> +9	<b>Senses</b> Perception +8	
<b>HP</b> 95; <b>Bloodied</b> 47		
<b>AC</b> 23; <b>Fortitude</b> 21, <b>Reflex</b> 21, <b>Will</b> 19		
<b>Speed</b> 6		
⬇ <b>Battleaxe</b> (standard; at-will) ♦ <b>Weapon</b>		
+14 vs. AC; 1d10 + 3 damage.		
⬇ <b>Handaxe</b> (standard; at-will) ♦ <b>Weapon</b>		
+14 vs. AC; 1d6 + 3 damage.		
⬇ <b>Malachi's Fangs</b> (standard; at-will) ♦ <b>Psychic, Weapon</b>		
The eye of Malachi makes a battleaxe attack and a handaxe attack. If both attacks hit, one target takes ongoing 5 psychic damage (save ends).		
⬅ <b>Scream for Malachi</b> (when reduced to 0 hp) ♦ <b>Psychic</b>		
Close burst 1; targets enemies; +13 vs. Will; 2d6 + 2 psychic damage.		
<b>Pain Slide</b> (move; at will)		
Creatures taking ongoing damage can't attack the eye of Malachi for moving or shifting.		
<b>Alignment</b> Chaotic evil	<b>Languages</b> Common	
<b>Skills</b> Nature +9, Stealth +12		
<b>Str</b> 17 (+7)	<b>Dex</b> 17 (+7)	<b>Wis</b> 8 (+3)
<b>Con</b> 15 (+6)	<b>Int</b> 10 (+4)	<b>Cha</b> 12 (+5)
<b>Equipment</b> hide armor, battleaxe, handaxe, mask		

### TACTICS

The eyes of Malachi move or charge toward the closest characters, aiming to lock down strikers and defenders. Once an eye of Malachi engages a PC, it focuses its attacks, using both weapons against the same target until that target drops.

Eskade opens with *Malachi's radiance* against any character in range and that she can see. She then unleashes *bad starsign* on a striker or controller. The warlock keeps mobile to be able to curse multiple PCs and to employ *shadow walk*. When she is bloodied, she waits to use *starfire veil* until she can catch melee attackers trying to block her escape..

When four of the eyes of Malachi fall, Eskade flees if she is bloodied. If she isn't bloodied, she fights until

all the eyes of Malachi fall. The eyes of Malachi fight to the death.

## FEATURES OF THE AREA

**Illumination:** During the day, dim light fills the forest.

**Trees:** Trees act as blocking terrain for determining cover.

**Underbrush:** Squares containing underbrush are difficult terrain. The underbrush lightly obscures its area and any sighting beyond it.

**Stream:** This waterway, 3 feet deep, is difficult terrain.

**Treasure:** Eskade and the Eyes of Malachi carry one parcel. This is likely to be a magic item Eskade owns and uses.

## DEVELOPMENT

If you plan on using the Harrowfolk, the PCs have a change to notice them after the second round of the fight. A character who makes a DC 21 Perception check sees the half-orcs observing in the distance.

## CONCLUSION

Under the masks are human males with various deformities, some self-inflicted. Be creative with your descriptions.

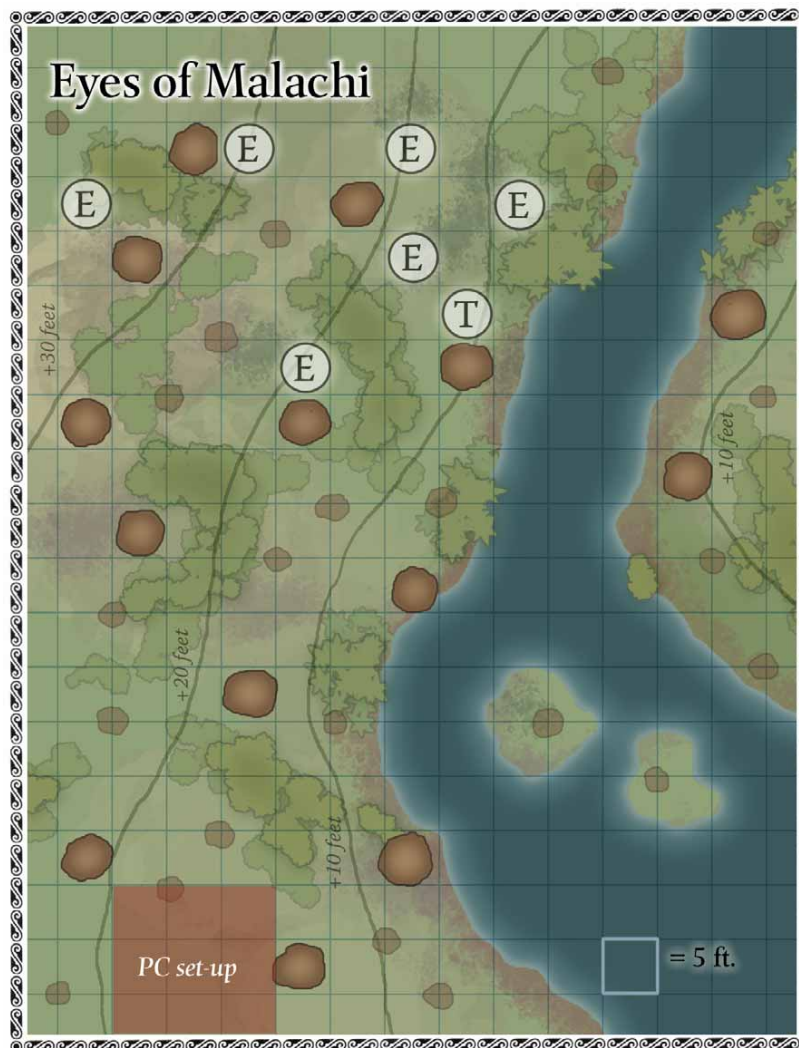
If any of the enemies in this encounter is captured, they can be forced (Intimidate DC equal to Will defense -2) to reveal information. Each piece requires another check. Diplomacy doesn't work, drawing only mocking laughter, but Bluff might. A failure causes the enemy to try to attack the PCs in a suicidal manner.

◆ “We serve the mighty and terrible Malachi. He shall rain ruin on you and yours soon enough.”

◆ “We attacked you because you were here—deemed by the stars to be our victims. We also suspected you shared our goal.”

◆ “What we seek is the Tear of Ioun. Do you deny you also seek it?”

◆ “Who knows what Malachi hopes to do with the stone? Something beyond your puny mind, no doubt.”



### 3. EATERS OF THE DEAD

Encounter Level 11 (3,100 XP)

#### SETUP

5 warped ghouls (G)

4 warped zombies (Z)

If the PCs come slowly and quietly up the path (DC 14 Stealth check), they might spot the ghouls feasting on the dead. Otherwise, the ghouls hear the PCs' and hide in plain sight, like the zombies, pretending to be corpses (Insight DC 18 to see through the ruse). The zombies sense the PCs immediately when a character moves within 5 squares of the zombie.

Have the players place their miniatures in the area shown on the map. Don't place the monsters until the PCs notice them or the creatures attack. If the PCs fail to notice the monsters, the undead receive a surprise round. If the PCs spot the undead before the monsters notice the PCs, the PCs receive a surprise round.

#### When the PCs see a ghoul in action, read:

*An emaciated humanoid springs from the ground to attack. Bloody saliva spills from its fanged mouth, and a second toothy maw opens like a sore in its belly. Pinpoints of violet light burn in its sunken eye sockets.*

#### When the PCs see a zombie act, read:

*Ropy guts emerge from a gnawed grimlock corpse, helping the creature to stand. With arms held like dead weights, it lumbers forward, entrails whipping like tentacles.*

#### 5 Warped Ghouls (G) Level 10 Brute

Medium aberrant humanoid (undead)

XP 500 each

Initiative +8 Senses Perception +9

HP 130; Bloodied 65

AC 22; Fortitude 23, Reflex 22, Will 21

Immune disease, poison; Resist 5 necrotic

Speed 8, climb 4

⬇️ **Claw** (standard; at-will)

+13 vs. AC; 1d10 + 5 damage, and ongoing 5 damage.

⬇️ **Gut Maw** (standard; at-will)

Provokes opportunity attacks unless the target is immobilized; +13 vs. Reflex; 2d8 + 5 damage, and the ghoul regains 10 hp.

⬇️ **Passing Consumption** (immediate reaction, when missed by a melee attack made by an adjacent attacker; recharges when first bloodied)

The ghoul can make a *gut maw* attack that doesn't provoke opportunity attacks.

Alignment Chaotic evil

Languages Deep Speech

Str 21 (+10)

Dex 18 (+9)

Wis 8 (+4)

Con 20 (+10)

Int 10 (+5)

Cha 16 (+8)

#### 4 Warped Grimlock Zombies (Z) Level 11 Minion

Medium aberrant animate (blind, undead)

XP 150

Initiative +3 Senses Perception +7; blindsight 5

HP 1; a missed attack never damages a minion.

AC 25; Fortitude 24, Reflex 22, Will 22

Immune disease, gaze, poison

Speed 6

⬇️ **Viscera Grab** (standard; at-will)

Reach 2; +16 vs. AC; 7 damage, and the target is grabbed (escape ends). The zombie can grab only one target at a time, but the zombie can maintain the grab as long as it remains within 2 squares of the target.

**Burrowing Entrails** (standard; grabbed target only; at-will)

+14 vs. Fortitude; 10 necrotic damage.

**Corpse Seeming**

If the zombie is inactive, it appears to be a corpse (DC 18 Insight to see through the ruse).

Alignment Chaotic evil

Languages Deep Speech

Str 18 (+9)

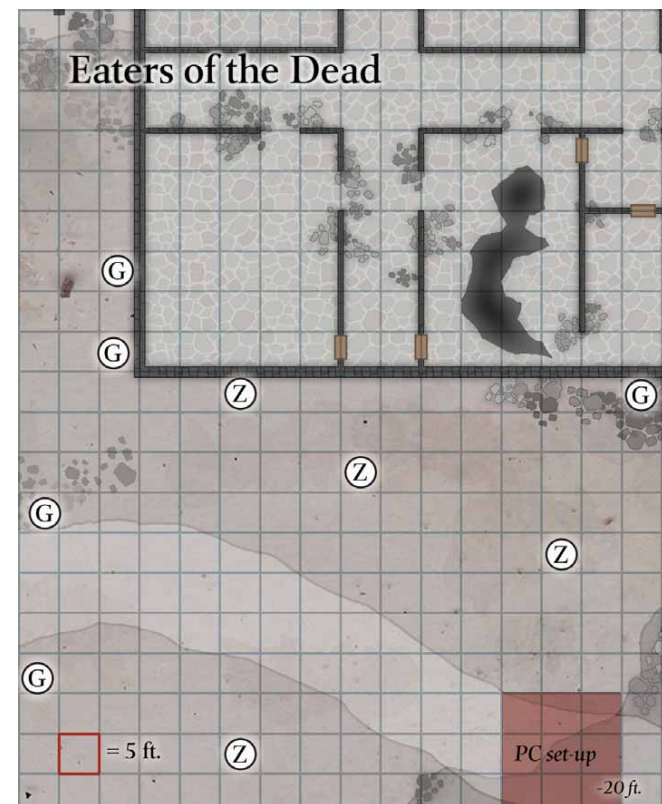
Dex 14 (+7)

Wis 14 (+7)

Con 21 (+10)

Int 3 (+1)

Cha 3 (+1)



#### TACTICS

The undead attack en masse. Zombies don't coordinate with the ghouls, but the ghouls use the zombies as incidental flanking partners. They stay close to take advantage when the zombies grab and thereby immobilize a PC. The ghouls flee if three or more of them are slain.

#### FEATURES OF THE AREA

**Illumination:** Depends on time of day.

**Rubble:** These squares are difficult terrain.

## 4. BLACK DEPTHS FOULSPAWN

Encounter Level 11 (3,150 XP)

### SETUP

- 1 foulspawn seer (S)
- 2 foulspawn berserkers (B)
- 3 foulspawn manglers (M)
- 1 foulspawn hulk (H)

Hiding foulspawn manglers watch the area. They have already spotted the PCs and warned their comrades. The foulspawn seer has decided to wait and watch, and perhaps to ambush the PCs as they emerge from the tower later. Don't place any of the monsters until the PCs see them. If the PCs approach the cave, the manglers wait until they are spotted or the PCs climb to about 15 feet. Then the attack begins.

**When the PCs enter the tactical map's area, read:**

*A cave mouth leads into the side of the mountain. Faint light flickers beyond the opening.*

**Perception DC 24:** *A creature peeks over a pile of rubble, the blue skin on its bald head seemingly composed of fibers and its wide mouth full of fangs.*

**When the PCs fully see a foulspawn mangler, read:**

*The humanoid is gaunt with spindly limbs. Its arms divide into two forearms at the elbow. Each ends in a hand bearing a bone knife.*

**When the foulspawn hulk acts, read:**

*A hulking giant launches from the cave, its body skinless and oozing, sinew and muscle exposed. It skids down the slope, raising dust and rocks, howling with alien glee.*

Foulspawn Seer (S)	Level 11 Artillery (Leader)
Medium aberrant humanoid	XP 600
<b>Initiative</b> +7 <b>Senses</b> Perception +9; low-light vision	
<b>Foul Insight</b> 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.	
<b>AC</b> 24; <b>Fortitude</b> 19, <b>Reflex</b> 23, <b>Will</b> 21	
<b>HP</b> 86; <b>Bloodied</b> 43	
<b>Speed</b> 6, teleport 3	
⊕ <b>Twisted Staff</b> (standard; at-will) ♦ <b>Weapon</b>	
+14 vs. AC; 1d8 + 6 damage, and the target is pushed 1 square.	
✈ <b>Warp Orb</b> (standard; at-will)	
Ranged 10; +16 vs. Reflex; 1d8 + 6 damage, and the target is dazed (save ends).	
⚡ <b>Distortion Blast</b> (standard; daily)	
Close blast 5; +12 vs. Fortitude; 2d8 + 6 damage, and the target is dazed (save ends). Aberrant creatures take half damage.	
<b>Bend Space</b> (immediate interrupt, when the foulspawn seer would be hit by an attack; recharge ☐ ☐ ☐) ♦ <b>Teleportation</b>	
The foulspawn seer teleports 3 squares.	
<b>Alignment</b> Evil	<b>Languages</b> Deep Speech, telepathy 10
<b>Str</b> 10 (+5)	<b>Dex</b> 14 (+7) <b>Wis</b> 8 (+4)
<b>Con</b> 14 (+7)	<b>Int</b> 22 (+11) <b>Cha</b> 18 (+9)
<b>Equipment</b> staff	

**When a foulspawn berserker acts, read:**

*A howling humanoid with mottled skin—like pale, bruised flesh—leaps from the cave with an inhuman cry. It is hairless, and its wide maw is full of fangs. It carries a greatsword in its broad hands.*

**When a foulspawn seer acts, read:**

*An obese figure, its flesh rippling as if it were water being hit by rain, shuffles to the cave entrance. Its garb is weird, robelike skin, and it bears a staff made of humanoid bones. The eyes of the skull atop the staff glow, and sinister whispers issue from its gaping mouth.*

2 Foulspawn Berserkers (B)	Level 9 Soldier
Medium aberrant humanoid	XP 400 each
<b>Initiative</b> +7 <b>Senses</b> Perception +0; low-light vision	
<b>Berserker Aura</b> aura 1; when a creature in the aura makes a melee attack, it targets a random creature within its reach.	
<b>HP</b> 102; <b>Bloodied</b> 51	
<b>AC</b> 25; <b>Fortitude</b> 26 (28 while bloodied), <b>Reflex</b> 21, <b>Will</b> 21	
<b>Immune</b> fear	
<b>Speed</b> 7	
⊕ <b>Greatsword</b> (standard; at-will) ♦ <b>Weapon</b>	
+14 vs. AC (+16 while bloodied); 1d10 + 4 damage, or 1d10 + 6 damage while bloodied.	
<b>Berserker Charge</b> (standard; at-will)	
The foulspawn berserker charges and deals an extra 5 damage when its melee basic attack hits.	
<b>Mental Feedback</b> ♦ <b>Psychic</b>	
If the foulspawn berserker is attacked by a charm effect, the foulspawn berserker and its attacker take 10 psychic damage.	
<b>Alignment</b> Chaotic evil	<b>Languages</b> Deep Speech, telepathy 10
<b>Str</b> 18 (+8)	<b>Dex</b> 12 (+5) <b>Wis</b> 3 (+0)
<b>Con</b> 22 (+10)	<b>Int</b> 8 (+3) <b>Cha</b> 12 (+5)
<b>Equipment</b> greatsword	

Foulspawn Hulk (H)	Level 12 Brute
Large aberrant humanoid	XP 700
<b>Initiative</b> +8 <b>Senses</b> Perception +9; low-light vision	
<b>HP</b> 150; <b>Bloodied</b> 75	
<b>AC</b> 24; <b>Fortitude</b> 27 (29 while bloodied), <b>Reflex</b> 22, <b>Will</b> 22	
<b>Immune</b> fear	
<b>Speed</b> 8	
⊕ <b>Slam</b> (standard; at-will)	
Reach 2; +15 vs. AC (+17 while bloodied); 2d8 + 7 damage, or 3d8 + 9 damage while bloodied.	
<b>Alignment</b> Evil	<b>Languages</b> Deep Speech, telepathy 10
<b>Str</b> 24 (+13)	<b>Dex</b> 14 (+8) <b>Wis</b> 7 (+4)
<b>Con</b> 20 (+11)	<b>Int</b> 7 (+4) <b>Cha</b> 14 (+8)

**When the PCs see the cave interior, read:**

*The cave mouth opens onto long, narrow chamber. Gnawed grimlock body parts are scattered on the floor. A chest made of some type of carapace sits on the floor.*

3 Foulspawn Manglers (M)		Level 8 Skirmisher
Medium aberrant humanoid		XP 350 each
Initiative +9      Senses Perception +7; low-light vision		
HP 86; Bloodied 43; see also <i>dagger dance</i>		
AC 22 (24 while bloodied); Fortitude 19, Reflex 20 (22 while bloodied), Will 19; see also <i>mangler's mobility</i>		
Speed 7 (9 while bloodied)		
⚔ Bone Dagger (standard; at-will) ♦ Weapon		
+13 vs. AC; 1d4 + 3 damage.		
⚔ Dagger Dance (standard; recharges when first bloodied)		
♦ Weapon		
The foulspawn mangler makes four bone dagger attacks and shifts 1 square after each attack.		
⚔ Bone Daggers (standard; at-will) ♦ Weapon		
The foulspawn mangler makes two bone dagger attacks. Ranged 5/10; +13 vs. AC; 1d4 + 3 damage with each hit.		
Combat Advantage		
The foulspawn mangler deals an extra 2d6 damage against any target it has combat advantage against.		
Mangler's Mobility		
The foulspawn mangler gains a +5 racial bonus to AC against opportunity attacks provoked by movement.		
Alignment Evil	Languages Deep Speech, telepathy 10	
Skills Athletics +10, Stealth +12		
Str 13 (+5)	Dex 17 (+7)	Wis 6 (+2)
Con 14 (+6)	Int 10 (+4)	Cha 14 (+6)
Equipment 8 daggers		

## TACTICS

The foulspawn berserkers and hulk initially leap from the cave toward climbing PCs. Each can attempt a DC 20 Athletics checks to slow its fall. Regardless, each one takes aim at a climbing PC, if any. If it can, it bull rushes the climbing PC, pushing that PC out into open air for a fall. The rushing foulspawn doesn't follow, instead sliding to the ground at the base of the cliff. If it succeeded on its Athletics check, it takes half damage from the 30-foot fall (normally 3d10 damage).

Once on the ground, the berserkers and hulk each engage in melee. The berserkers initially move so they can charge, even at the risk of provoking

opportunity attacks. More ponderous at first, the hulk moves to hit those who deal it the most damage after it becomes bloodied. Each monster is willing to take only one successful opportunity attack to move this way.

The manglers maneuver to slip among the PCs, using *dagger dance* to gain flanking positions. It then stays in melee, provoking opportunity attacks to continue flanking and maintain combat advantage. A mangler resorts to ranged attacks only if it cannot move into melee on its turn.

The foulspawn seer waits for its minions to engage the PCs. On its first turn, it hurls a *warp orb* at a PC within range (probably someone climbing or at the cliff base). The next turn, it teleports toward the ground, then does so again to land at the base of the cliff. It lands well way from PCs and the other foulspawn engaged in melee, but close enough to put most of its servants in its aura. It spends all its time launching *warp orbs* until it can catch several of the PCs in a *distortion blast*. It uses its other power only when threatened in melee.

## FEATURES OF THE AREA

**Illumination:** It is dark inside the cave. Outside, light depends on the time of day.

**Ceiling:** The cave is 15-feet high.

**Cliff:** The wall outside the cave is steep (Athletics DC 15 to climb) and elevated as shown on the map.

**Underdark Tunnel:** The western tunnel descends several miles beneath the mountains, leading into the Underdark. These deep tunnels hold the thriving foulspawn community of Black Depths, which is beyond the scope of this adventure. You can detail it if you wish.



**Treasure:** The foulspawn seer brought gifts to bribe the Stormcrows. It has two parcels, one of monetary value and one magic item. If the seer or one of its followers doesn't use the magic item, all the treasure is piled in the crate indicated on the map. Monetary treasure is likely to be gems and twisted art objects.

## 5. ANCIENT GUARDIAN

Encounter Level 11 (3,100 XP)

### SETUP

Garen (G)

1 flesh golem (F)

1 stirge swarm (S)

Any creature that enters this chamber draws the golem's attention, though it doesn't attack unless it is attacked. If, however, Garen comes under attack, the golem engages his attackers. Garen attacks the PCs as soon as the stirges start to harass the party.

Place the flesh golem where indicated. Don't place the stirge swarm until the PCs detect them or until the swarm attacks. Garen's placement depends on the direction from which the PCs come into the room. The dwarf stands where shown if the PCs enter the area from outside, otherwise, he's hiding (Perception DC 25 to spot) farther down the tunnel.

### When the PCs see the room, read:

*An acrid smell assaults you, and you see a blackened filth coating every surface. Two platforms lay on either side of this room, and opposite from you is another pair of iron doors. A hulking humanoid sits on the northwestern platform, also covered in the foul black substance.*

**Nature DC 19:** The foul substance is guano, such as from bats or stirges, indicating a swarm of the creatures—probably nesting on the ceiling.

**Perception DC 21:** Faint squeaking sounds from above, where you see a squirming mass of ruddy winged bodies clinging to the ceiling. It's a swarm of stirges.

Garen (G)	Level 10 Elite Skirmisher
Medium aberrant humanoid, dwarf	XP 1,000
<b>Initiative</b> +13 <b>Senses</b> Perception +9; darkvision	
<b>HP</b> 208; <b>Bloodied</b> 104	
<b>AC</b> 28; <b>Fortitude</b> 20, <b>Reflex</b> 26, <b>Will</b> 23	
<b>Saving Throws</b> +2, +5 against poison	
<b>Speed</b> 5	
<b>Action Points</b> 1	
⊕ <b>Kukri</b> (standard; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 2d6 + 5 damage; reroll any result of 1 on a damage die.	
✂ <b>Twin Stars</b> (standard; requires two shuriken; at-will) ♦ <b>Weapon</b>	
Two attacks; ranged 6/12; +15 vs. AC; 2d6 + 5 damage.	
⬇ <b>Bleeding Slash</b> (standard; requires kukri; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 2d6 + 6 damage, and ongoing 10 damage (save ends). Reroll any result of 1 on a damage die.	
⬇ <b>Tentacle Eye Feint</b> (minor; recharge ☞ ☞ ☞) ♦ <b>Fear</b>	
Reach 2; +13 vs. Will; the target slides 1 square and grants Garen combat advantage until the end of his next turn.	
<b>Combat Advantage</b>	
Garen deals an extra 2d8 damage to a target he has combat advantage against.	
<b>Stand Your Ground</b>	
When Garen is subject to forced movement, he moves 1 square fewer than the effect specifies. When an attack would knock Garen prone, he can roll a saving throw to avoid falling prone.	
<b>Alignment</b> Unaligned	<b>Languages</b> Common, Deep Speech, Dwarven
<b>Skills</b> Acrobatics +15, Bluff +14, Stealth +15, Thievery +15	
<b>Str</b> 12 (+6)	<b>Dex</b> 21 (+10) <b>Wis</b> 8 (+4)
<b>Con</b> 16 (+7)	<b>Int</b> 10 (+5) <b>Cha</b> 18 (+9)
<b>Equipment</b> leather armor, kukri, 12 shuriken, thieves' tools	

### When the PCs enter the room, read:

*Cracks appear in the substance covering the seated giant. Without standing, it turns its head and trains its now luminous eyes upon you. Suddenly, small, ruddy winged shapes fill the air from above—a cloud of stirges!*

Flesh Golem (F)	Level 12 Elite Brute
Large natural animate (construct)	XP 1,400
<b>Initiative</b> +4 <b>Senses</b> Perception +5; darkvision	
<b>HP</b> 304; <b>Bloodied</b> 152; see also <i>berserk attack</i>	
<b>AC</b> 26; <b>Fortitude</b> 29, <b>Reflex</b> 21, <b>Will</b> 22	
<b>Saving Throws</b> +2	
<b>Speed</b> 6; can't shift	
<b>Action Points</b> 1	
⊕ <b>Slam</b> (standard; at-will)	
Reach 2; +16 vs. AC (+18 while bloodied); 2d8 + 5 damage, and the target is dazed (save ends).	
⬇ <b>Double Attack</b> (standard; at-will)	
The flesh golem makes two slam attacks.	
⬇ <b>Berserk Attack</b> (immediate reaction, when damaged by an attack while bloodied; at-will)	
The flesh golem makes a slam attack against a random target within its reach.	
⬇ <b>Golem Rampage</b> (standard; recharge ☞ ☞ ☞)	
The flesh golem moves up to its speed plus 2 and can move through enemies' spaces, provoking opportunity attacks as normal. When it enters a creature's space (ally or enemy), the golem makes a slam attack against that creature. The creature remains in its space, and the golem must leave the space after it attacks. The golem must end its rampage in an unoccupied space.	
<b>Alignment</b> Unaligned <b>Languages</b> —	
<b>Str</b> 20 (+11)	<b>Dex</b> 7 (+4) <b>Wis</b> 8 (+5)
<b>Con</b> 22 (+12)	<b>Int</b> 3 (+2) <b>Cha</b> 3 (+2)

### When the PCs see Garen, read:

*A male dwarf dressed in stained leather and armed with a short, curved blade barks a laugh when he sees you. His eyes emerge from the sockets on long, warty stalks, and a string of thick blue drool spills from his drooping mouth.*

### When the golem attacks, read:

*The giant leaps to its feet, the foulness cracking and falling away to reveal flaking green skin underneath.*

<b>Stirge Swarm (S)</b>	<b>Level 12 Brute</b>
Medium natural beast (swarm)	XP 700
<b>Initiative</b> +9	<b>Senses</b> Perception +6; darkvision
<b>Swarm Attack</b> aura 1; the stirge swarm makes a melee basic attack as a free action against each enemy that begins its turn in the aura.	
<b>HP</b> 141; <b>Bloodied</b> 70	
<b>AC</b> 24; <b>Fortitude</b> 21, <b>Reflex</b> 24, <b>Will</b> 23	
<b>Resist</b> half damage from melee and ranged attacks; <b>Vulnerable</b> 10 against close and area attacks	
<b>Speed</b> 2, fly 6 (hover)	
Ⓢ <b>Bloodsucking Swarm</b> (standard; at-will) +15 vs. AC; 2d6 + 4 damage, and ongoing 5 damage (save ends).	
<b>Alignment</b> Unaligned	<b>Languages</b> –
<b>Skills</b> Stealth +14	
<b>Str</b> 8 (+5)	<b>Dex</b> 16 (+9)
<b>Con</b> 11 (+6)	<b>Int</b> 1 (+1)
	<b>Wis</b> 10 (+6)
	<b>Cha</b> 4 (+3)

## TACTICS

As soon as all the PCs enter the room or attack, the stirge swarm drops from the ceiling, gaining surprise if the PCs haven't spotted it. The swarm moves into and adjacent to as many PC spaces as it can. It doesn't consider the flesh golem and Garen to be enemies—the golem is not alive, and Garen's corruption protects him.

Garen rushes in to attack when he hears any commotion in this room, cackling madly and muttering oaths about cutting and stabbing. The dwarf uses the swarm and the construct for flanking, employing *bleeding slash* most often. When he can't flank or otherwise gain combat advantage, he uses *tentacle eye feint* to keep his victim off guard. He makes *twin stars* only when he can't engage a PC in melee.

The flesh golem doesn't stir from its seat until it or Garen is touched or attacked. It uses *golem rampage* immediately, smashing the PCs and the stirges. It avoids harming Garen, and it slams away while

waiting to rampage again. It follows Garen's orders, providing flanking for its master.

The golem fights until slain, and the swarm until it disburses at 0 hp. While bloodied, Garen can be scared into surrendering (Intimidate DC 23). If he surrenders, he can make the golem stop attacking.

## FEATURES OF THE AREA

**Illumination:** The chamber between the two double doors is dark unless the doors are open. In that case, there is dim light during the day.

**Guano:** The floor is covered with stirge droppings. Each square is treated as difficult terrain, unless the moving creature succeeds on a DC 10 Acrobatics check when starting to move.

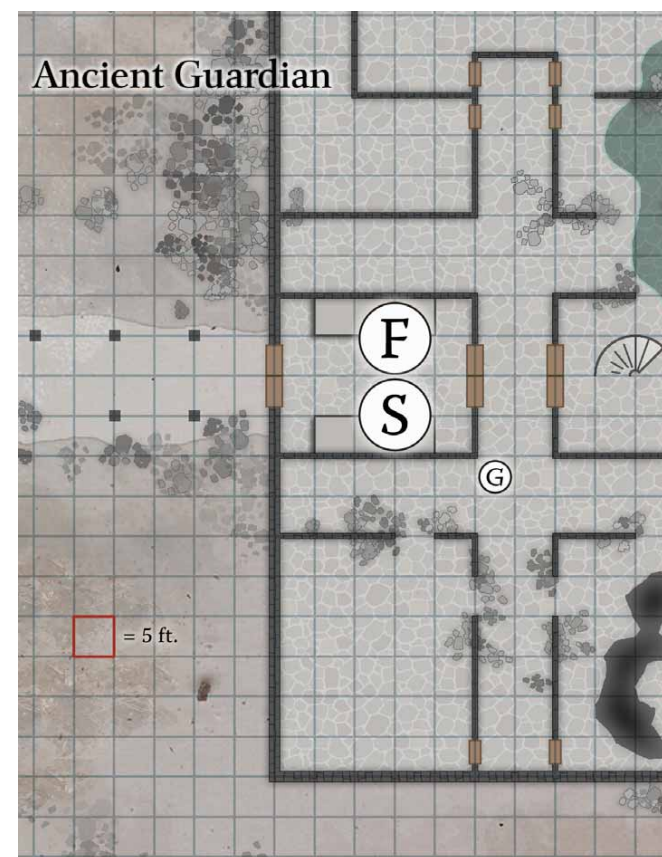
**Platform:** A shelf rises 4 feet from the floor on either side of the room. It costs 2 squares to move onto the platform (not including the guano). Large or larger creatures can enter spaces containing the shelf at no extra cost and do not have to squeeze.

**Treasure:** Garen has one parcel, which is likely to be a magic item.

## CONCLUSION

The adventurers might take Garen alive, and if so, they can behold firsthand the extent of his corruption. He gibbers and moans, spitting terrible curses and giggling at his injuries while poking them. His skin twists and writhes in accordance with impossible muscles underneath.

Garen's madness prevents him from giving much useful information, but a successful DC 21 Diplomacy check or DC 18 Intimidate check causes to start shouting, "*The Tear! The Tear! It tests us! We must find it!*" Garen reveals only that the relic



hides "*above, always above.*" He is unable to provide any other assistance.

If restrained, Garen doesn't bother to struggle. He's wherever the PCs leave him when they return.

## 6. HIDEOUS NEST

Encounter Level 10 (2,800 XP)

### SETUP

- 1 ravening cyst (R)
- 1 warped grick alpha (A)
- 3 warped gricks (G)

Using the tactical map for line of sight reference, place only those creatures the PCs see when they trigger the encounter, using starting positions as shown on the map. Reveal other creatures when they come into view.

#### When the PCs enter this area, read:

*A wide cleft rips through this area's floor. All around it, the rooms have fallen into ruin, though signs of its former purpose are everywhere. Debris here includes metal pieces of ancient furniture, such as handles and knobs. Here and there, the walls glisten with slime.*

**Perception DC 17:** *Glistening flesh clings to the chasm wall. Eyes and mouths open all over the lump as it lurches into motion. The mouths start to screech and babble.*

#### When the PCs see a grick, read:

*This creature is like a blue worm or snake, but it has a beaked maw nestled between four writhing tentacles as a head.*

Ravening Cyst (R)	Level 10 Skirmisher
Medium aberrant beast	XP 500
<b>Initiative</b> +12 <b>Senses</b> Perception +4; all-around vision, darkvision	
<b>HP</b> 106; <b>Bloodied</b> 53	
<b>AC</b> 24; <b>Fortitude</b> 22, <b>Reflex</b> 23, <b>Will</b> 22	
<b>Speed</b> 6, climb 4 (spider climb)	
⬇ <b>Bite</b> (standard; at-will)	
Reach 2; +15 vs. AC; 1d6 + 5 damage, and ongoing 5 damage (save ends).	
⬇ <b>Burrowing Teeth</b> (standard; at-will)	
Reach 2; targets an enemy taking ongoing damage; +14 vs. Will; 2d6 + 6 damage, and the ravine cyst makes a secondary attack. <i>Secondary Attack:</i> Close burst 3, centered on the original target; targets enemies; +13 vs. Reflex; ongoing 5 damage (save ends).	
⬅ <b>Digestive Doom</b> (standard; recharge [3]); ⬆ <b>Acid</b>	
Close burst 5; targets enemies taking ongoing damage; +13 vs. Fortitude; 1d10 + 5 acid damage, ongoing 5 acid damage, and the target is dazed (save ends both).	
<b>Pain Slick</b>	
The ravening cyst doesn't provoke opportunity attacks when it moves away from a target taking ongoing damage.	
<b>Alignment</b> Chaotic evil <b>Languages</b> Deep Speech	
<b>Str</b> 14 (+7) <b>Dex</b> 21 (+10) <b>Wis</b> 8 (+4)	
<b>Con</b> 18 (+9) <b>Int</b> 2 (+1) <b>Cha</b> 18 (+9)	

### TACTICS

The monsters rush to slay fresh prey. The gricks coordinate with the grick alpha, focusing on flanking individual targets. Meanwhile, the ravening cyst moves about, taking advantage of *pain slick* and consuming its foes. It climbs when necessary to attain a better position.

Warped Grick Alpha (A)	Level 11 Brute (Leader)
Large aberrant beast	XP 600
<b>Initiative</b> +5 <b>Senses</b> Perception +11; darkvision	
<b>HP</b> 116; <b>Bloodied</b> 58	
<b>AC</b> 23; <b>Fortitude</b> 25, <b>Reflex</b> 21, <b>Will</b> 22	
<b>Resist</b> 5 against effects that target AC	
<b>Speed</b> 7, climb 4	
⬇ <b>Tentacle Rake</b> (standard; at-will)	
Reach 2; +15 vs. AC; 2d8 + 5 damage, ongoing 5 damage (save ends), and the target is grabbed.	
⬇ <b>Vicious Bite</b> (standard; at-will)	
Grabbed target only; automatic hit; 1d8 + 5 damage.	
<b>Expert Flanker</b>	
The warped grick alpha gains a +2 bonus to attack rolls against an enemy it is flanking.	
<b>Pinning Grip</b>	
The warped grick alpha's allies gain a +2 bonus to attack rolls against an enemy grabbed by this creature.	
<b>Alignment</b> Chaotic evil <b>Languages</b> –	
<b>Skills</b> Stealth +10	
<b>Str</b> 21 (+10) <b>Dex</b> 17 (+8) <b>Wis</b> 17 (+8)	
<b>Con</b> 15 (+7) <b>Int</b> 2 (+1) <b>Cha</b> 7 (+2)	

3 Warped Gricks (G)	Level 10 Brute
Medium aberrant beast	XP 500 each
<b>Initiative</b> +4 <b>Senses</b> Perception +10; darkvision	
<b>HP</b> 96; <b>Bloodied</b> 48	
<b>AC</b> 19; <b>Fortitude</b> 19, <b>Reflex</b> 14, <b>Will</b> 15	
<b>Resist</b> 5 against effects that target AC	
<b>Speed</b> 6, climb 4	
⬇ <b>Tentacle Rake</b> (standard; at-will)	
+10 vs. AC; 2d6 + 4 damage, and ongoing 5 damage (save ends).	
<b>Expert Flanker</b>	
The grick gains a +2 bonus to attack rolls against an enemy it is flanking.	
<b>Alignment</b> Unaligned <b>Languages</b> –	
<b>Skills</b> Endurance +11, Stealth +9	
<b>Str</b> 18 (+7) <b>Dex</b> 13 (+4) <b>Wis</b> 14 (+5)	
<b>Con</b> 16 (+6) <b>Int</b> 2 (-1) <b>Cha</b> 7 (+1)	

## FEATURES OF THE AREA

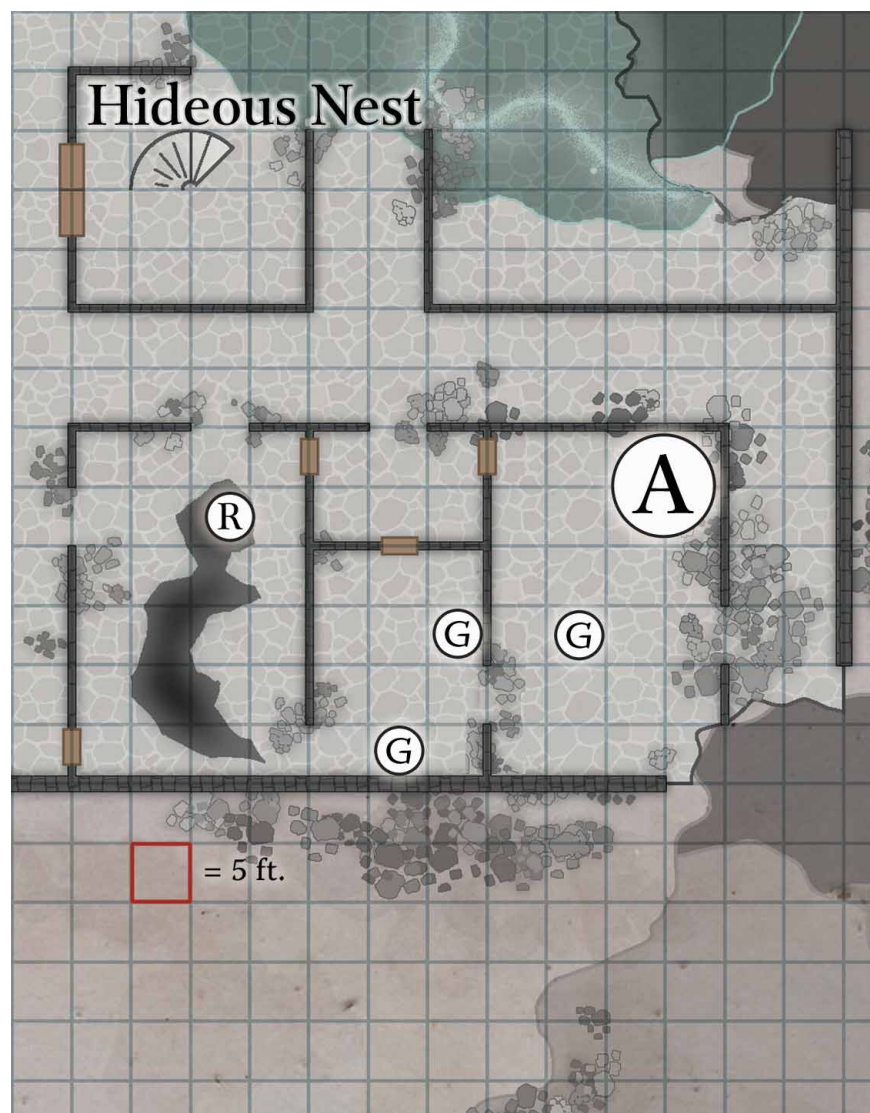
**Rubble:** These squares are difficult terrain.

**Chasm:** This slick hole (Athletics DC 20 to climb) drops to a tight cleft 30 feet down. It has a small opening at the bottom that creatures like those in this room can squeeze through.

**Wall Gap:** In the area's eastern corner, the wall opens to the ravine near the tower. Squares adjacent to the hole collapse under any weight. This is the equivalent of the weakened floor hazard described in Tower Features, except a creature that triggers the hazard falls 60 feet into the ravine (Athletics DC 20 to climb).

**Waterfall:** The nearby waterfall might come into play in this area. See area 8 or encounter 12.

**Treasure:** One parcel is among the rubble here, likely to be an art object, gems, and/or money.



## 7. DENVA'S STAND

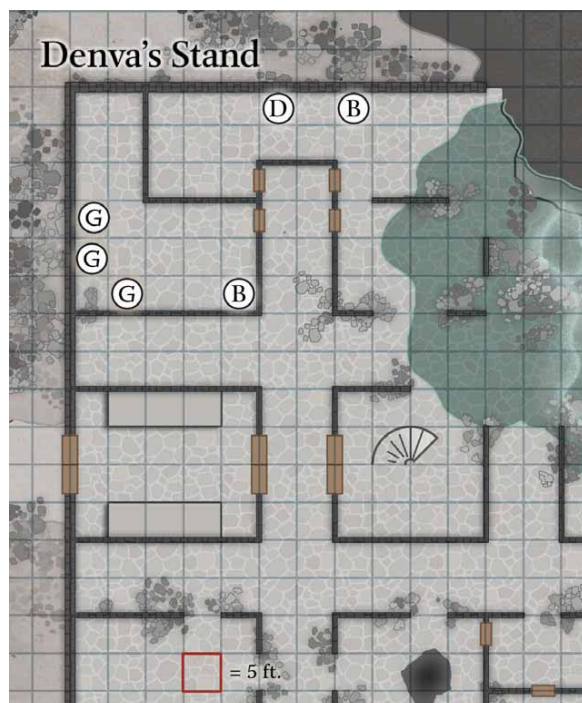
Encounter Level 13 (4,400 XP)

### SETUP

- Denva (D)
- 3 grimlock ambushers (G)
- 2 grimlock berserkers (B)

The waterfall prevents Denva and her forces from sensing the PCs until the characters come close to the area or make a loud noise. All the grimlocks in the closed chamber are asleep.

If the PCs enter the closed chamber without alerting the grimlock berserker guarding Denva, they



Denva (D)	Level 10 Elite Soldier (Leader)
Medium aberrant humanoid, human	XP 1,000
Initiative +7	Senses Perception +4; darkvision
HP 206; Bloodied 103	
AC 28; Fortitude 23, Reflex 23, Will 24	
Saving Throws +2	
Speed 5	
Action Points 1	
⬇ Longsword (standard; at-will) ♦ Weapon	
+17 vs. AC; 1d8 + 6 damage.	
⬇ Whirling Slashes (standard; at-will) ♦ Weapon	
Denva makes two longsword attacks. Each one that hits also slides the target 2 squares.	
⬇ Crushing Vice (standard; recharge ⏏ ⏏ ⏏) ♦ Weapon	
+17 vs. AC; 2d8 + 6 damage, and one ally adjacent to the target can make a melee basic attack against it as a free action, adding +4 to the damage roll.	
⬇ Aberrant Howl (standard; encounter) ♦ Weapon	
+17 vs. AC; 2d8 + 6 damage, and Denva and one ally within 5 squares regain 15 hit points. This power can bring a creature reduced to 0 hp back to life.	
↗ Knight's Move (move; encounter)	
Ranged 10; one ally takes a move action as a free action.	
Slimy Skin (move; at-will)	
If Denva is adjacent to an enemy, she shifts to any other square adjacent to that enemy. She can also use this power with the escape action, gaining +2 to the check to escape. If she escapes, she can shift 1 square.	
Alignment Unaligned	Languages Common, Deep Speech
Skills Athletics +15, Insight +9, Intimidate +14	
Str 21 (+10)	Dex 10 (+5) Wis 8 (+4)
Con 14 (+7)	Int 17 (+8) Cha 18 (+9)
Equipment plate armor, heavy shield, longsword	

might be able to sneak up on the sleeping grimlocks (Stealth DC 13).

If Denva is somehow alerted to intruders before the PCs come here, the grimlocks are all awake and alert. Otherwise, the grimlock berserker guarding Denva can sense PCs within 5 squares (Stealth DC 18, 13 through a door).

An encounter with Denva does not necessarily need to end in violence. If the PCs approach peacefully, she calls her sleeping grimlocks but holds them back to gain a sense of the adventurers' purpose. See Negotiating with Denva.

Place each enemy only when the PCs detect it.

**When the PCs see the awake berserker, read:**

*A massive grimlock stands here, an axe befitting the creature's size in hand.*

**When the PCs see Denva, read:**

*This female, obviously the grimlocks' commander, is dressed as one would expect for a sword-wielding knight. Her eyes are wide as if she is horrified. Clear slime oozes from her skin, glistening on her plate armor and shield.*

If grimlocks are asleep when the battle starts, they awaken during the first round and act on the second. The grimlocks howl and snarl as they attack.

3 Grimlock Ambushers (G)	Level 11 Skirmisher
Medium natural humanoid (blind)	XP 600 each
Initiative +9	Senses Perception +7; blindsight 10
HP 110; Bloodied 55; see also offensive shift	
AC 26; Fortitude 25, Reflex 23, Will 23	
Immune gaze	
Speed 6	
⬇ Greataxe (standard; at-will) ♦ Weapon	
+16 vs. AC; 1d12 + 5 damage (crit 2d12 + 17).	
⬇ Offensive Shift (immediate reaction, when an enemy moves within 2 squares of the grimlock ambusher and attacks an ally of the grimlock; recharges when first bloodied)	
The grimlock ambusher shifts and makes a melee basic attack against the enemy.	
Alignment Evil	Languages Common, Deep Speech
Skills Athletics +15, Endurance +12	
Str 20 (+10)	Dex 14 (+7) Wis 15 (+7)
Con 15 (+7)	Int 9 (+4) Cha 9 (+4)
Equipment greataxe	

<b>2 Grimlock Berserkers (B)</b>	<b>Level 13 Brute</b>
Medium natural humanoid (blind)	XP 800 each
<b>Initiative</b> +7 <b>Senses</b> Perception +8; blindsight 10	
<b>HP</b> 156; <b>Bloodied</b> 78	
<b>AC</b> 25; <b>Fortitude</b> 27, <b>Reflex</b> 22, <b>Will</b> 23	
<b>Immune</b> gaze	
<b>Speed</b> 6	
⬇ <b>Greataxe</b> (standard; at-will) ♦ <b>Weapon</b>	
+16 vs. AC; 1d12 + 6 damage (crit 2d12 + 18).	
⬇ <b>Power Attack</b> (standard; at-will) ♦ <b>Weapon</b>	
Requires greataxe; +14 vs. AC; 1d12 + 12 damage (crit 2d12 + 24).	
⬇ <b>Frenzied Attack</b> (standard; at-will) ♦ <b>Weapon</b>	
The grimlock berserker makes two greataxe attacks against a bloodied enemy.	
<b>Grimlock Rage</b>	
When the grimlock berserker bloodies an enemy, it gains 10 temporary hit points.	
<b>Alignment</b> Evil <b>Languages</b> Common, Deep Speech	
<b>Skills</b> Athletics +17, <b>Endurance</b> +14	
<b>Str</b> 22 (+12) <b>Dex</b> 12 (+7) <b>Wis</b> 15 (+8)	
<b>Con</b> 16 (+9) <b>Int</b> 7 (+4) <b>Cha</b> 9 (+5)	
<b>Equipment</b> greataxe	

## TACTICS

The grimlocks charge headlong into melee. They use their abilities to pin the PCs down and kill the characters one by one. If the PCs allow them to do so, the resting grimlocks hem the party in from behind when they emerge to do battle.

Denva supports the attack by using *whirling slashes* to rearrange the PCs to the benefit of her forces. Employing that ability and her *slimy skin*, she remains mobile and to sets up her *crushing vice* attack. If she finds herself without an ally adjacent to a target she wishes to attack with *crushing vice*, she utters a *knight's move* command to bring a grimlock in to help her. The grimlock that responds is willing to take one opportunity attack to aid Denva, but she prefers an ally that can move or shift without provoking. She favors using *crushing vice* with the grimlock berserkers as her partners.

## FEATURES OF THE AREA

**Illumination:** The closed room is dark, but dim light pervades if the door is opened during the day.

**Rubble:** These squares are difficult terrain.

**Pool:** Water and the rough bottom of the pool combine to form difficult terrain.

**Treasure:** Denva has one parcel, which is likely to be a magic item.

## NEGOTIATING WITH DENVA

The characters can negotiate with Denva by succeeding on a skill challenge.

### Negotiating with Denva Skill Challenge

**Level 10**  
XP 1,000

*The slime-covered female eyes you, sizing you up. She says, "I am Denva of the Stormcrows. Who are you? Why have you come here?" Ooze pours from her mouth while she waits for your response.*

The party converses with Denva. Assume that the skill challenge takes about 5 minutes to complete.

#### Complexity

2 (6 successes before 3 failures).

#### Primary Skills

Bluff, Diplomacy, History, Intimidate

#### Other Skills

Dungeoneering, Insight

#### Victory

Denva begs the PCs to help her reach Wellspring and find help so that she can be cured. She reveals that a human named Cylus hired her and her companions to search for the *Tear of Ioun*. The relic transformed the Stormcrows, but then mysterious shadow creatures stole it. Elomir, the Stormcrow leader, sent the grells to Wellspring. He won't stop searching until the stone is recovered.

Denva can tell the PCs where to find Elomir, and she can warn them about other dangers in the tower you wish to reveal. She's too afraid of further corruption to risk delving into the tower with the PCs. Moments after Denva opens up, however, her grimlocks decide she has said too much. They snarl and attack the PCs. Denva is wracked with a sudden seizure during the fight, helpless. The PCs must protect

her against intermittent coup de grace attempts by the grimlocks if they want her to survive.

#### Defeat

Denva commands the grimlocks to attack.

#### Bluff DC 19 (1 success, special maximum)

You use a false pretense for why you and your fellows are in the tower. A failed check closes off Bluff for the duration of the challenge—Denva scorns the liar. The failure also increases the DCs of other checks by 2 for the duration of the challenge.

#### Diplomacy DC 17 (1 success, no maximum)

You explain the true purpose of why you are here, or you appeal to Denva's former humanity.

#### Dungeoneering DC 17 (0 success, 0 failures)

You see that Denva has aberrant traits—she's undergoing a transformation. Success opens subsequent Insight checks.

#### History DC 19 (1 success, no maximum)

You recount the deeds of the Stormcrows, reminding Denva of her life before her corruption.

#### Insight Requires successful Dungeoneering check; DC 19 (1 success, 1 maximum)

You sense that Denva is resisting her transformation, causing a mix of emotions—not the least of which is the horror in her eyes. Revealing this information grants +2 on further Bluff and Diplomacy checks.

#### Intimidate DC 24 (1 success, no maximum)

You threaten Denva, guaranteeing her harm unless she helps you. A failure causes Denva to scoff that she has seen greater horrors than the PCs, and it closes off this approach. It also increases the DCs of other checks by 2 for the duration of the challenge.

## CONCLUSION

If the PCs take Denva alive after successfully negotiating with her, she willingly stays behind without being restrained. She also cooperates with the PCs, guarding other Stormcrows the PCs leave alive.

If the PCs knock her out in a fight, she doesn't struggle against her restraints when she awakens. If left unrestrained, however, she hunts the PCs down later in the adventure, or she escapes the tower on her own—your choice. What happens to her after that is also your call.

## 8. FARSPEAKERS

Encounter Level 11 (3,200 XP)

### SETUP

2 destrachan farspeakers (D)

2 weakened floor traps (marked on map)

This place is dangerous in part because of the rushing water and the pair of destrachans that lair here. The destrachans are largely out of sight when the characters enter, so don't place them immediately. The PCs who enter this area must succeed on DC 16 Stealth checks to avoid the creatures' notice.

2 Destrachan Farspeakers (D)		Level 11 Controller
Large aberrant magical beast (blind)		XP 600
Initiative +9 Senses Perception +10; blindsight 10		
HP 117; Bloodied 58		
AC 25; Fortitude 24, Reflex 23, Will 22		
Immune gaze		
Resist 10 thunder		
Speed 6, climb 4		
⬇️ Claw (standard; at-will)		
+16 vs. AC; 2d6 + 4 damage.		
🔊 Sound Pulse (standard; at-will) ⚡ Thunder		
Ranged 10; +15 vs. Reflex; 2d6 + 6 thunder damage.		
🔊 Buffeting Bellow (standard; recharge 2/2/2) ⚡ Thunder		
Close blast 5; +14 vs. Fortitude; 2d8 + 5 thunder damage, and the target is pushed 3 squares.		
🔊 Drowsing Thrum (standard; encounter) ⚡ Thunder		
Close burst 2; +14 vs. Fortitude; 1d6 + 3 thunder damage, and the target is dazed (save ends). First Failed Save: The target falls unconscious (save ends).		
Alignment Evil Languages Deep Speech		
Skills Bluff +9, Stealth +14		
Str 18 (+9)	Dex 18 (+9)	Wis 10 (+5)
Con 21 (+10)	Int 8 (+4)	Cha 16 (+8)

When the PCs enter this area, read:

*The tower crumbles beneath the force of the waterfall. It washes away the ceiling and floors one stone at a time, sending them tumbling down into the ravine.*

**Perception DC 24:** *A hideous creature like a bipedal dinosaur stands here, its large, strange ears flicking back and forth, sensitive for sounds. Its eyeless head lifts in your direction, revealing a tubular, fang-lined mouth.*

### 2 Weakened Floors Level 10 Elite Lurker

Hazard XP 1,000 each  
*A groan is your only warning before you drop through the floor to whatever lays below.*

**Hazard:** A section of floor, usually 5 contiguous squares, is weak. It gives out under any significant weight, collapsing into a room below.

#### Perception

♦ DC 18: The character notices the weak spot in the floor.

#### Dungeoneering

♦ Requires a successful Perception check; DC 15:  
The character knows the floor can't hold weight.

#### Trigger

The hazard attacks when a creature enters a hazard square.

#### Attack

Opportunity Action Melee

**Target:** The creature that triggered the hazard.

**Attack:** +13 vs. Reflex

**Hit:** Target falls to the level below, takes 4d10 damage, and is knocked prone.

**Miss:** Target returns to the last square it occupied and its move action ends immediately.

**Effect:** The floor falls away, leaving an obvious open hole to the floor below. The hazard is no longer hidden.

#### Countermeasures

- ♦ Athletics or Thievery DC 18: Standard action. An adjacent character pushes the weakened floor down to the level below, triggering only the Effect section above.
- ♦ Athletics DC 10 (20 without a running start): Part of a move action. The character can jump over the affected square.

## WATERFALL

The waterfall is likely to come into play here.

Creatures within 2 squares of it take -8 to Perception checks to listen. Those entering the space containing the waterfall, indicated by the light blue line on the map, are subject to an attack.

### ⬇️ Waterfall

Opportunity Action Melee

**Target:** The creature that entered a waterfall square.

**Attack:** +14 vs. Reflex

**Hit:** The target falls prone and slides 3 squares toward the nearby ravine.

**Miss:** Target returns to the last square it occupied before entering the waterfall and its move action ends immediately.

**Special:** If the target goes over the edge of the ravine (Athletics DC 25 to climb near the waterfall, DC 20 elsewhere), it falls 80 feet into a shallow stream.

## TACTICS

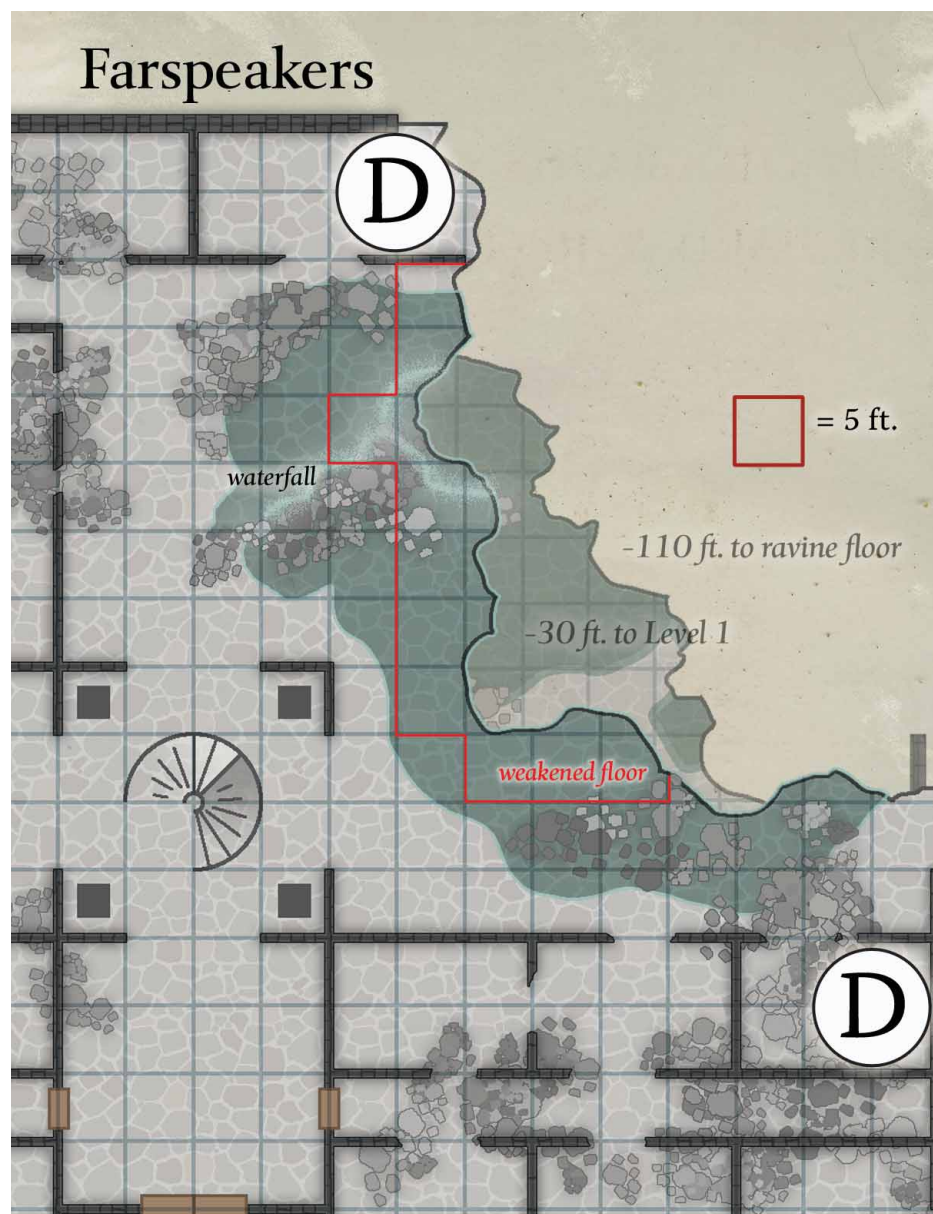
The farspeakers emerge, each opening with a *buffeting bellow*. Each one prefers to use *sound pulse* while *buffeting bellow* recharges, but it resorts to claws rather than take opportunity attacks. A destrachan farspeaker uses *drowning thrum* when beset by multiple melee attackers.

The destrachans know where the hazards are in this room. They move, climbing and jumping as necessary, to avoid the weakened floors. Initially, they don't use the hazards in this room against the PCs—they want to eat, not push potential prey off the edge of the open floor. If pressed, however, the destrachans exploit the weakened floor and waterfall, using *buffeting bellow* to push PCs into the hazards.

## FEATURES OF THE AREA

**Pool:** The water here hides rough floor. It is difficult terrain.

**Rubble:** These squares are difficult terrain.



## 9. CHAMBER OF HORRORS

Encounter Level 10 (2,500 XP)

### SETUP

Klaus (K)

1 balhannoth (B)

Klaus, a Stormcrow, uses these old dining chambers to serve as a workshop for dissecting mutated creatures to assess their degree of corruption. The discarded body parts attracted a balhannoth. Klaus tosses the beast choice bits, and a strange amity has formed.

The balhannoth sensed the PCs when they entered this level, and it warned Klaus. Nevertheless, Klaus continues examining a corpse until his is disturbed, and then he attacks. The balhannoth clings to the ceiling, invisible. Do not place it until the PCs notice it or it attacks.

#### When the PCs open the doors, read:

*The smell of death hits you. Three tables stand in this room. Bones and viscera, dissected bits of tentacles, eyes, and other body parts are heaped on two and the floor below them. Standing over a dead grimlock on the center table is a gaunt human wearing a tattered hide armor covered with bits of hair and blood. His eyes bulge, and a black-toothed smile stretches wide across his dirty face. He tears flesh from the corpse, and he cackles with glee. "Hah! Frrresh meat!" he says.*

#### When the balhannoth appears, read:

*A fat wormlike creature as big as a horse clings to the ceiling. It has a fanged maw, dripping gore and spittle. Bony spurs jut from its bruise-colored hide, and five tentacles whip out toward you.*

Klaus (K)	Level 10 Elite Skirmisher
Medium aberrant humanoid, human	XP 1,000
<b>Initiative</b> +11 <b>Senses</b> Perception +8; darkvision	
<b>HP</b> 204; <b>Bloodied</b> 102	
<b>AC</b> 26 (28 against opportunity attacks); <b>Fortitude</b> 23, <b>Reflex</b> 24, <b>Will</b> 23	
<b>Saving Throws</b> +2	
<b>Speed</b> 6	
<b>Action Points</b> 1	
⬆ <b>Longsword</b> (standard; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 1d8 + 6 damage.	
⬆ <b>Short Sword</b> (standard; at-will) ♦ <b>Weapon</b>	
+15 vs. AC; 1d6 + 6 damage.	
⬆ <b>Bloody Rending</b> (standard; at-will) ♦ <b>Weapon</b>	
Klaus makes a longsword attack and a short sword attack. If he hits one target with both attacks, that target takes ongoing 5 damage (save ends).	
<b>Skirmish</b> +2d8	
If Klaus moves 3 squares away from his starting point, he deals an extra 2d8 damage with melee attacks until the start of his next turn.	
<b>Unmarked Speed</b> (move; at-will) ♦ <b>Psychic</b>	
Klaus ends any mark affecting him and shifts 2 squares or moves 4 squares. The creature that marked him takes 5 psychic damage.	
<b>Alignment</b> Chaotic evil	<b>Languages</b> Common, Deep Speech
<b>Skills</b> Athletics +15, Dungeoneering +13, Nature +13	
<b>Str</b> 20 (+10)	<b>Dex</b> 18 (+9) <b>Wis</b> 17 (+8)
<b>Con</b> 14 (+7)	<b>Int</b> 10 (+7) <b>Cha</b> 6 (+3)
<b>Equipment</b> hide armor, longsword, short sword	

### TACTICS

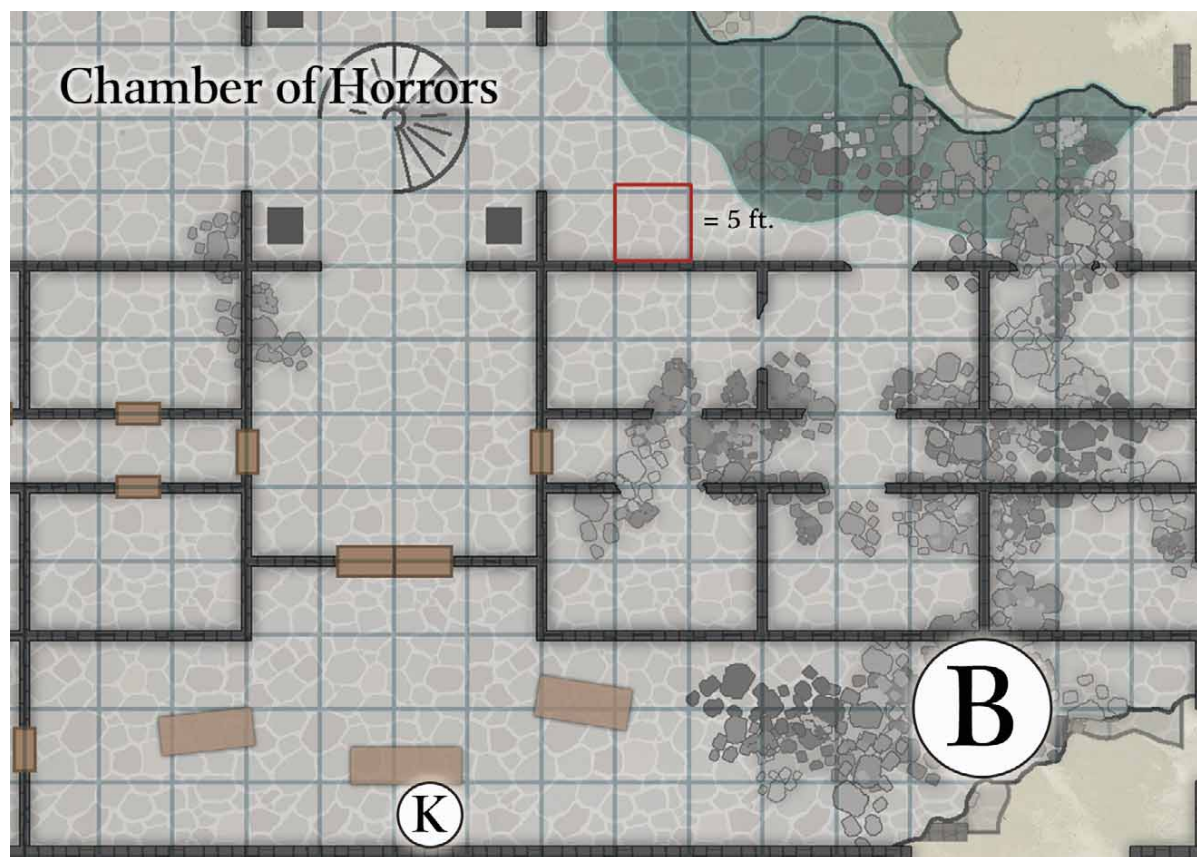
Klaus attacks the PCs, all the while imploring them to surrender for study. He is a flurry of motion, roving over the battlefield to skirmish. Although he uses bloody rending whenever he can, he varies in his choice of targets—he just attacks whoever is in reach when he finishes moving. He doesn't fear powers that mark him, because he uses unmarked speed to move where he wills. Klaus keeps a running commentary on the wounds he inflicts as if he's studying the PCs.

The balhannoth first teleports amid the party

Balhannoth (B)	Level 13 Elite Lurker
Large aberrant magical beast (blind)	XP 1,600
<b>Initiative</b> +18 <b>Senses</b> Perception +16; blindsight 10	
<b>HP</b> 216; <b>Bloodied</b> 108	
<b>AC</b> 28; <b>Fortitude</b> 27, <b>Reflex</b> 26, <b>Will</b> 24	
<b>Immune</b> gaze, illusion	
<b>Saving Throws</b> +2	
<b>Speed</b> 4, climb 4 (spider climb); see also <i>reality shift</i>	
<b>Action Points</b> 1	
⬆ <b>Tentacle</b> (standard; at-will)	
Reach 3; +17 vs. AC; 1d8 + 9 damage.	
⬅ <b>Whipping Tentacles</b> (standard; at-will)	
Close burst 3; targets enemies; +17 vs. AC; 1d8 + 9 damage, and the target slides to any other square of the balhannoth's choosing within the burst area.	
<b>Combat Advantage</b>	
The balhannoth deals an extra 2d8 damage against any target it has combat advantage against.	
<b>Invisibility</b> (minor; at-will) ♦ <b>Illusion</b>	
The balhannoth can turn invisible until the end of its next turn. It turns visible if it takes a standard action.	
<b>Reality Shift</b> (move; at-will) ♦ <b>Teleportation</b>	
The balhannoth can teleport 10 squares. Enemies adjacent to the balhannoth before it teleports are dazed until the end of its next turn. The balhannoth automatically gains combat advantage against creatures it teleports adjacent to.	
<b>Alignment</b> Chaotic evil	<b>Languages</b> Deep Speech
<b>Skills</b> Stealth +19	
<b>Str</b> 19 (+15)	<b>Dex</b> 27 (+14) <b>Wis</b> 20 (+11)
<b>Con</b> 24 (+13)	<b>Int</b> 3 (+2) <b>Cha</b> 8 (+5)

using *reality shift*. It then uses *whipping tentacles*, spends a minor action to become invisible, and then spends its action point to *reality shift* to another position. Blocking the exit is its preferred place. Over the following rounds, it uses a similar combination to elude retaliation and to gain combat advantage against its targets.

Klaus fights until he is knocked out or killed. The balhannoth retreats if Klaus is down and it has fewer than 50 hit points. It also retreats when first bloodied if it has a chance of grabbing an unconscious or dead PC to drag off and eat.



## FEATURES OF THE AREA

**Rubble:** These squares are difficult terrain.

**Gap:** Characters falling through the hole in the far wall drop 30 feet to level 1.

**Tables:** A square containing a table is difficult terrain. Characters can hop up on a table by spending an extra square of movement. The tables are also slippery with gore. If someone standing on a table is

hit, that creature must succeed on a DC 10 Acrobatics check or fall prone. On the center table is a grimlock corpse, which increases the DC to 15. The balhan-noth isn't affected this way.

**Treasure:** Hidden among the rubble is one parcel of valuables—money, gems, or art objects. Klaus has another parcel, which is likely to be a magic item.

## CONCLUSION

It is difficult to save Klaus. If the PCs take him alive, he shrieks and screams while conscious. The PCs can pry no information from him but ravings about meat and cutting and eating. They can quiet him only with Bluff (DC 18), Diplomacy (DC 21), or Intimidate (DC 23), as one might do in a skill challenge (4 successes before 3 failures). If he's silenced this way, he whimpers and weeps, whining, "Klaus is so hungry, so thirsty. I hunger. The Tear, it fed me, but no more. Now you must. You must. Feed me!" If the PCs promise him food, they receive +2 to further checks. Failure drives Klaus mad with rage and bloodlust. He shrieks and snaps until knocked unconscious or released.

Each minute Klaus is allowed to shriek, he has a 20% chance of attracting a grimlock patrol. He cannot be calmed, so he must be knocked out or killed. If the PCs leave him bound, he uses a healing surge (51 HP) and tries to escape when he awakens. The PCs might hear his screams and calls for help from other areas. If any remain, a grimlock patrol comes across him 15 minutes later and releases him. With the help of the grimlocks, he then tracks the PCs down to kill them.

Only if Denva is guarding him does Klaus quietly wait without intimidation, and even then only if restrained. If left unrestrained under Denva's watch, he attacks her, and she kills him. Traveling back to Wellspring with Klaus is a nightmare. He is also the most troublesome if the PCs must defend the "false ones" from Harrowfolk judgment, an angle you can emphasize to maximize drama.

## 10. HOLDING CHAMBERS

Encounter Level 11 (3,000 XP)

### SETUP

Shantaira (S)

1 beholder eye of flame (E)

Shantaira has subsisted on vermin because Elomir has not thought to bring her food, and her guard couldn't care less if she starves to death. The poor treatment and loneliness has pushed her into true madness. She now believes the eye of flame is her devoted protector (see Tactics), and it isn't above using this fact.

As the PCs approach the area, read:

*You hear faint murmuring coming from ahead.*

**Perception DC 15:** *It is clearly a female voice, singing, but the words are nonsense.*

When the PCs see the beholder, read:

*A spheroid creature bristling with eyestalks hovers here. Plates of red chitin cover it. In the center of its body blinks a single, immense eye, red and rippling with orange light.*

Once Shantaira joins the fight, read:

*Appearing in your midst is a wide-eyed female eladrin dressed in long orange robes. She grips a flaming staff in both hands, and shrieks in rage as your reflections appear in the segments of her overlarge amber eyes.*

### TACTICS

The eye of flame engages the PCs from a distance, hovering near the 30-foot ceiling. On its first turn, it uses its *telekinesis ray* to open the window on Shantaira's cell door. It also uses its *fear ray* to cause

Beholder Eye of Flame (E)	Level 13 Elite Artillery
Large aberrant magical beast	XP 1,600
<b>Initiative</b> +11	<b>Senses</b> Perception +15; all-around vision, darkvision
<b>Eyes of the Beholder</b> aura 5; at the start of each enemy's turn, if that creature is within the aura and in the eye of flame's line of sight, the eye of flame uses one random <i>eye ray</i> power against that creature.	
<b>HP</b> 240; <b>Bloodied</b> 102; see also <i>fiery burst</i>	
<b>AC</b> 26; <b>Fortitude</b> 26, <b>Reflex</b> 27, <b>Will</b> 28	
<b>Saving Throws</b> +2	
<b>Speed</b> fly 6 (hover)	
<b>Action Points</b> 1	
⊕ <b>Bite</b> (standard; at-will)	
+18 vs. AC; 2d6 damage.	
↗ <b>Central Eye</b> (minor; at-will)	
Ranged 8; the target gains vulnerable 10 fire, and any attack that deals fire damage to the target also deals ongoing 5 fire damage (save ends both).	
↗ <b>Eye Rays</b> (standard; at-will) ♦ see text	
The eye of flame can use up to two <i>eye ray</i> powers (chosen from the list below), at least one of which must be a <i>fire ray</i> . Each power must target a different creature. Using <i>eye rays</i> does not provoke opportunity attacks.	
1— <b>Fire Ray</b> (Fire): Ranged 8; +17 vs. Reflex; 2d8 + 6 fire damage.	
2— <b>Telekinesis Ray</b> : Ranged 8; +17 vs. Fortitude; the target slides 4 squares.	
3— <b>Fear Ray</b> (Fear): Ranged 8; +17 vs. Will; the target moves its speed away from the eye of flame by the safest route possible and takes a -2 penalty to attack rolls (save ends).	
⚡ <b>Fiery Burst</b> (when first bloodied and again when the eye of flame is reduced to 0 hit points) ♦ Fire	
Close burst 2; +17 vs. Reflex; 2d8 + 6 fire damage.	
<b>Alignment</b> Evil	<b>Languages</b> Deep Speech
<b>Str</b> 10 (+6)	<b>Dex</b> 20 (+11) <b>Wis</b> 19 (+10)
<b>Con</b> 18 (+10)	<b>Int</b> 14 (+8) <b>Cha</b> 23 (+12)

melee attackers to run away from it, or it uses its *telekinesis ray* to hurl weaker melee attackers away. It fails to do so only when it knows its wounds are such that its *fiery burst* is about to go off. Once the *wall of fire* appears (see below), the beholder uses *telekinesis ray* to throw PCs into the flames.

Shantaira (S)	Level 12 Elite Controller
Medium aberrant humanoid, eladrin	XP 1,400
<b>Initiative</b> +8	<b>Senses</b> Perception +10; darkvision
<b>HP</b> 240; <b>Bloodied</b> 120	
<b>AC</b> 28; <b>Fortitude</b> 24, <b>Reflex</b> 27, <b>Will</b> 26	
<b>Saving Throws</b> +2; +7 against charm effects	
<b>Speed</b> 6; see also <i>fey step</i>	
<b>Action Points</b> 1	
⊕ <b>Fire Staff</b> (standard; at-will) ♦ <b>Weapon</b>	
+17 vs. AC; 1d8 damage plus 1d8 fire damage, and ongoing 5 fire damage (save ends).	
⚡ <b>Fire Smite</b> (standard; at-will) ♦ <b>Weapon</b>	
+17 vs. AC; 1d8 damage plus 1d8 fire damage, and ongoing 5 fire damage. Shantaira makes a secondary attack. <b>Secondary Attack:</b> Targets two enemies within 5 of the original target; +15 vs. Reflex; 1d8 fire damage, and ongoing 5 fire damage.	
↗ <b>Flame Lance</b> (standard; at-will) ♦ <b>Fire</b>	
Ranged 10; +16 vs. Reflex; 2d10 + 6 fire damage, and the target is dazed (save ends).	
⚡ <b>Fire Shroud</b> (standard; recharge ⏏ ⏏ ⏏) ♦ <b>Fire</b>	
Close burst 3; +16 vs. Fortitude; 1d8 + 6 fire damage, and ongoing 5 fire damage (save ends).	
✳ <b>Wall of Fire</b> (standard; sustain minor; encounter) ♦ <b>Conjuration, Fire</b>	
Area wall 8 (4 high) within 10; a wall of fire appears, blocking line of sight and rendering its space heavily obscured. It lasts until the end of Shantaira next turn. Any creature that starts its turn adjacent to the wall takes 1d6 + 5 fire damage. Entering the wall's space costs 3 extra squares of movement. If a creature moves into the wall's space or starts its turn there, that creature takes 3d6 + 5 fire damage.	
<b>Fey Step</b> (move; encounter) ♦ <b>Teleportation</b>	
Shantaira can teleport 5 squares.	
<b>Alignment</b> Unaligned	<b>Languages</b> Common, Deep Speech, Elven
<b>Skills</b> Arcana +19	
<b>Str</b> 10 (+6)	<b>Dex</b> 14 (+8) <b>Wis</b> 8 (+5)
<b>Con</b> 16 (+9)	<b>Int</b> 22 (+12) <b>Cha</b> 18 (+10)
<b>Equipment</b> robes, staff	

Shantaira uses *fey step* to emerge from her cell after the eye of flame opens the door's window. She conjures a *wall of fire* to block the PCs' retreat, sustaining the wall as long as possible. Shantaira then supports the eye of flame by shooting a *flame lance* or landing a *fire smite* each turn. Her targeting favors those the beholder's *central eye* has affected, which she inherently senses. When more than one foe is adjacent to her or within the potential area, she exudes her *fire shroud* without concern for catching the beholder in the burst.

The beholder fights to the death, unwilling to let lesser creatures drive it away. Shantaira can be convinced to surrender (Intimidate DC 22) if she has fewer than 50 hit points and the beholder is slain.

## FEATURES OF THE AREA

**Doors:** The doors throughout are unlocked, except for the one blocking Shantaira's cell (Thievery DC 25 to open).

**Rubble:** These squares are difficult terrain.

**Treasure:** Shantaira still has one parcel, which is likely to be a magic item such as a +3 *staff of fiery might*.

## CONCLUSION

If the PCs take Shantaira alive, she has little but foul curses, spit, and screams as answers to questions. The characters can calm her down by using Bluff (DC 17), Diplomacy (DC 19), or Intimidate (DC 26), as one might do in a skill challenge (4 successes before 3 failures). Success calms her down enough for her to answer questions. Failure drives her over the brink, making her useless but

docile. Use the following answers as a guide for any questions the PCs ask.

**Who are you?** *"I am Shantaira."*

**What are you?** *"Blessed. Blessed by the Tear of Ioun."*

**What are you doing here?** *"I failed my love, and I burn alone until I have his forgiveness."*

**Who is your love?** *"Elomir, leader of the Stormcrows. He is vessel of the Tear. I burn for him. Take me to him?"*

**Where is the Tear?** *"Gone. It's gone. The horror. We have been betrayed . . . robbed . . . forsaken. I tried to explain, tried to warn him, but I failed. Now I burn."*

**What happened?** *"Strangers took the Tear. They left us with only this fire inside."*

**Who was this stranger?** *"Creatures of shadow . . . smoke . . . shadow . . ."*

**Where is your love now?** *"He mourns the loss of the Tear at the divine conduit, atop this Forlorn Tower. He sends for the grasping ones to find it in the accursed valley. Please take me to him?"*

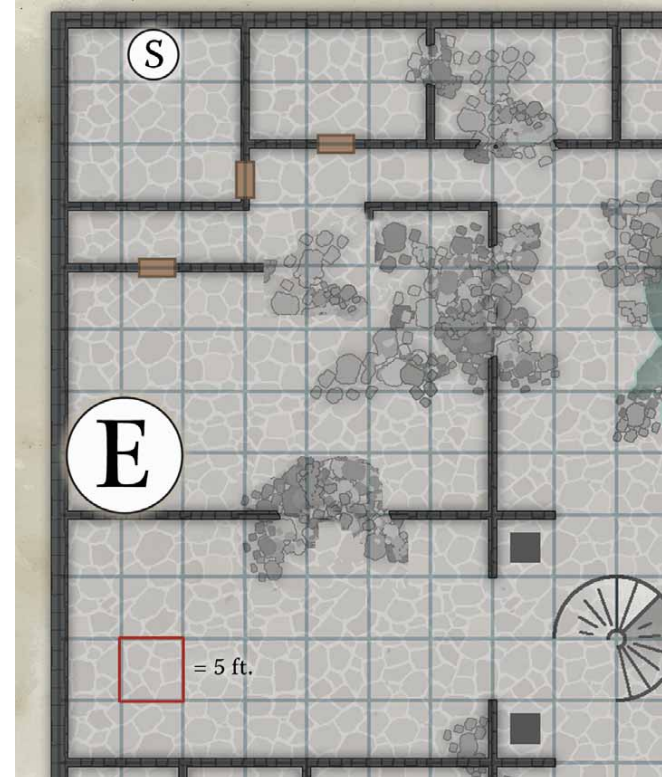
**How did you come to be here?** *"An angel in mortal flesh sent us here. He wore the skin of a man named Cylus."*

**Can you tell us more about this Cylus?** *"He is an angel."*

Beyond these questions, Shantaira slips back into her mad state, gibbering and conjuring fire in her hand to stare at it. Taking Shantaira farther into the tower is dangerous. If the PCs confront Elomir, and they bring Shantaira along for this climactic battle, she fights against the characters to save her lover. The only safe choice is to leave her behind, unconscious, bound, or both.

The PCs probably have to slay Elomir. If they do, but they rescue Shantaira, she asks after her lover

## Holding Chambers



constantly on the trip back. The PCs must lie or dissemble (Bluff DC 17). If Shantaira finds out Elomir is slain, she flies into a fury, the results of which are for you to adjudicate.

## 11. HALL OF REFLECTION

Encounter Level 12 (3,600 XP)

### SETUP

2 helmed horrors (H)

3 horrid grells (G)

The helmed horrors dwell here as they have since the days when the Kaorti ruled the tower. They do not attack until someone else starts a fight. Grells lurk out of sight, attacking as soon as they sense the PCs.

When the PCs enter this room, read:

*This enormous room fills the entire floor of the tower. Four massive black pillars support the ceiling, though holes offer access to the upper levels and the sky beyond. Water spills down from above in a torrent, and it runs across the floor to drain into the lower levels.*

*Two floating suits of plate armor, lit from within by fiery light, descend to the floor. Gripping immense swords, they seem to judge you in silence.*

**Perception DC 32:** *Something lurks behind the pillars in this room. You hear a slithering from behind those supports.*

### WATERFALL

The waterfall is likely to come into play here. Creatures within 2 squares of it take -8 to Perception checks to hear. Those entering the space containing the waterfall, indicated by the light blue line on the map, are subject to an attack.

2 Corroded Helmed Horrors (H)	Level 11 Soldier
Medium elemental animate (construct)	XP 600 each
<b>Initiative</b> +10 <b>Senses</b> Perception +14; darkvision	
<b>HP</b> 112; <b>Bloodied</b> 56	
<b>AC</b> 27; <b>Fortitude</b> 24, <b>Reflex</b> 22, <b>Will</b> 23	
<b>Immune</b> charm, disease, fear, poison, sleep	
<b>Speed</b> 6, fly 6 (clumsy)	
⬇ <b>Elemental Greatsword</b> (standard; at-will) ♦ <b>Weapon</b> ; Cold, Fire, Lightning, or Thunder	
+20 vs. AC; 1d10 + 7 damage plus 1d10 cold, fire lightning, or thunder damage (helmed horror's choice).	
⬇ <b>Blade Sweep</b> (standard; encounter) ♦ <b>Weapon</b> ; Cold, Fire, Lightning, or Thunder	
The helmed horror makes an elemental greatsword attack against two different targets within reach.	
<b>Tactical Step</b> (free, when the helmed horror hits with an opportunity attack; at-will)	
The helmed horror shifts 2 squares.	
<b>Alignment</b> Unaligned	<b>Languages</b> Common, Primordial
<b>Skills</b> Insight +15	
<b>Str</b> 21 (+10)	<b>Dex</b> 16 (+8) <b>Wis</b> 18 (+9)
<b>Con</b> 16 (+8)	<b>Int</b> 10 (+5) <b>Cha</b> 10 (+5)
<b>Equipment</b> greatsword	

### ⬇ Waterfall

Opportunity Action	Melee
<b>Target:</b> The creature that entered a waterfall square.	
<b>Attack:</b> +14 vs. Reflex	
<b>Hit:</b> The target falls prone and slides 3 squares toward the nearby ravine.	
<b>Miss:</b> Target returns to the last square it occupied before entering the waterfall and its move action ends immediately.	
<b>Special:</b> If the target goes over the edge of the ravine (Athletics DC 25 to climb near the waterfall, DC 20 elsewhere), it falls 80 feet into a shallow stream.	

3 Horrid Grells (H)	Level 9 Elite Soldiers
Medium aberrant magical beast (blind)	XP 800 each
<b>Initiative</b> +11 <b>Senses</b> Perception +10; blindsight 12	
<b>HP</b> 192; <b>Bloodied</b> 96	
<b>AC</b> 26 (28 while the horrid grell has an enemy grabbed);	
<b>Fortitude</b> 21, <b>Reflex</b> 22, <b>Will</b> 19	
<b>Immune</b> gaze	
<b>Saving Throws</b> +2	
<b>Speed</b> 1 (clumsy), fly 6 (hover)	
<b>Action Points</b> 1	
⬇ <b>Tentacle Rake</b> (standard; at-will) ♦ <b>Poison</b>	
Reach 2; +15 vs. AC; 3d8 + 5 damage, and the target is slowed and takes a -2 penalty to attack rolls (save ends both).	
⬇ <b>Tentacle Grab</b> (standard; at-will)	
Reach 2; +14 vs. Fortitude; 2d8 + 5 damage, and the target is grabbed. The grell can grab only one creature at a time.	
⬇ <b>Venomous Bite</b> (minor 1/round; at-will) ♦ <b>Poison</b>	
Grabbed target only; +14 vs. AC; 1d8 + 5 damage, and the target is stunned (save ends).	
<b>Alignment</b> Evil	<b>Languages</b> Deep Speech
<b>Skills</b> Stealth +18	
<b>Str</b> 12 (+5)	<b>Dex</b> 20 (+9) <b>Wis</b> 14 (+6)
<b>Con</b> 16 (+7)	<b>Int</b> 10 (+4) <b>Cha</b> 9 (+3)

### TACTICS

As soon as the grells sense the PCs, the monsters attack. With the aid of the helmed horrors, the grells focus on *tentacle grab* attacks so they can make *venomous bite* attacks as soon as possible. If desperate, a grell might drag a PC to a hole on this level, and throw that character down.

The helmed horrors delay until after the PCs or the grells attack. They attack as a unit, the pair focusing on one or two primary targets, usually the most dangerous-looking foe first. Each one flies, lands to attack, then flies again as needed. The helmed horrors try to stay close to as many PCs as possible, to control the flow of battle and maximize the chance to use *tactical step*.

Helmed horrors fight until destroyed. The grells continue until one or more is slain and those remaining have 50 or fewer hit points. Then, they try to retreat by flying out of the tower. They don't risk opportunity attacks to do so, and they don't withdraw if they seem to be winning despite their wounds.

## DEVELOPMENT

Elomir and his allies hear any battle in this place. There is a cumulative 20% chance each round after the fighting starts for Elomir to send the grell philosopher down through one of the holes in the floor to deal with the intruders. If the grell philosopher shows up, the horrid grells don't flee until after it is dead and they are injured as described in Tactics.

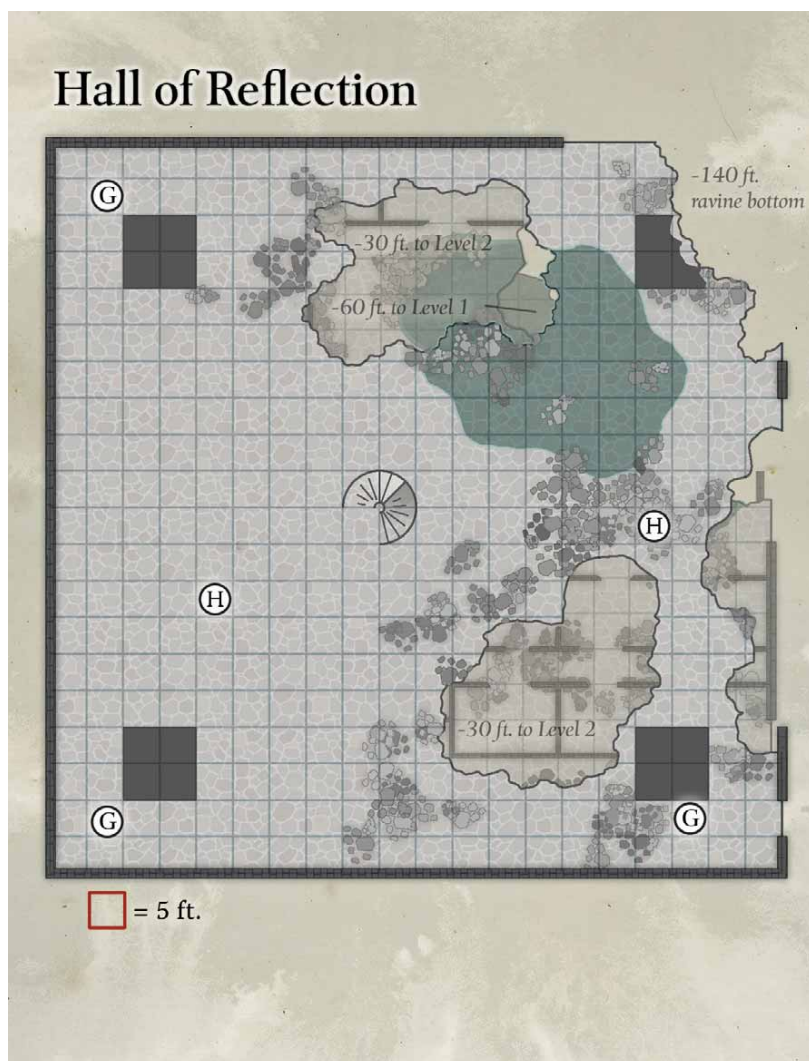
## FEATURES OF THE AREA

**Rubble:** These squares are difficult terrain.

**Collapsed Floor:** Large holes in the floor offer easy passage back down to level 2 (30 feet), or 1 (60 feet).

**Pillars:** Three of the four pillars (Athletics DC 15 to climb) in this room support the ceiling overhead. The pillars are blocking terrain.

**Treasure:** Most of the papers and books once found here are gone or destroyed. Still, two parcels remain in the mess. Here, the treasure takes the form of gems, art objects, scrolls, rituals, and valuable books such as a leather tome from the time of Bael Turath, describing the rise of the tiefling empire.



## 12. DIVINE CONDUIT

Encounter Level 15 (6,000 XP)

### SETUP

- Elomir (E)
- 1 feaster (F)
- 1 grell philosopher (G)
- 2 destrachan Far voices (D)

The Divine Conduit, as the place has come to be called, is where Elomir, leader of the Stormcrows, spends nearly all his time. He cannot guess where the *Tear* went, though he suspects treachery from his comrades.

The grell philosopher might have joined the battle in encounter 11. If so, it is not part of this fight.

When the PCs enter this area, read:

*Huge sections of floor have collapsed from this level. A flood of water cascades from an overhang, hundreds of feet above, to land here and spill down into the tower's interior. In the southern corner rises a dais on which sits an old iron chair. A faded red carpet, now turned sickly pink, lies before the throne and trails off to the north. Just before the carpet is a large section of scorched stone. The pattern around a hemispherical depression suggests something large exploded there.*

*Standing on the edge of the tattered carpet is an elf warrior dressed in shining scale armor. On his left arm is strapped a battered heavy shield emblazoned with a stylized raven clutching lightning in its claws. He wields a longsword in his right hand. The way he holds himself, the gape of his mouth, the dark circles beneath his eyes, and the unsightly scabrous skin on one side of his face combine to make him gruesome and fearsome.*

Feaster (F)	Level 10 Elite Soldier
Large aberrant beast	XP 1,000
Initiative +10 Senses Perception +14; darkvision	
HP 214; Bloodied 107	
AC 29; Fortitude 26, Reflex 23, Will 24	
Immune disease	
Saving Throws +2	
Speed 5, swim 5	
Action Points 1	
Ⓢ Tentacle (standard; at-will)	
Reach 3; +17 vs. AC; 1d12 + 6 damage, and the target is pulled 2 squares and grabbed.	
Ⓡ Tentacle Flurry (standard; at-will)	
Feaster makes two tentacle attacks. It can grab up to two targets.	
Ⓡ Bite (standard; at-will) ♦ Necrotic	
Target must be immobilized, stunned, or unconscious; +17 vs. AC; 2d12 + 6 damage, ongoing 10 necrotic damage (save ends). <i>First Failed Save:</i> The target contracts festering doom (see sidebar).	
Spying Eye	
If Feaster can hide in such a way that it leaves only its eyestalk exposed, it gains a +5 bonus to Stealth. The bonus ends if Feaster moves.	
Alignment Chaotic evil	Languages –
Skills Stealth +11 (+16 while using spying eye)	
Str 22 (+11)	Dex 16 (+8) Wis 18 (+9)
Con 19 (+9)	Int 2 (-1) Cha 6 (+3)

Flanking him are two reptilian creatures, stooped and eyeless with overlange tube-shaped maws.

“Brave indeed for you to return to the scene of your crime, thieves” says the elf in a voice that has several tones at once. “Return the *Tear* to me, and you die quickly. Or have you come to slay me?”

**Perception DC 21:** A great heap of glistening gray flesh, beaded with moisture from the waterfall, lurks here, its three eyes set on a tentacle. Its huge maw contains row upon row of black teeth.

Elomir (E)	Level 12 Elite Soldier
Medium aberrant humanoid, elf	XP 1,400
Initiative +12 Senses Perception +13; darkvision	
Psychic Vortex (Psychic) aura 1; if an enemy Elomir has marked starts its turn in the aura, that enemy takes 5 psychic damage and is slowed until the start of its next turn.	
HP 238; Bloodied 119	
Regeneration 5	
AC 30; Fortitude 27, Reflex 25, Will 26	
Saving Throws +2	
Speed 6	
Action Points 1	
Ⓢ Psychic Agony Longsword (standard; at-will) ♦ Psychic, Weapon	
+19 vs. AC; 1d8 + 6 damage, ongoing 5 psychic damage, and the target is marked (save ends both).	
Ⓡ Dual Attack (standard; at-will) ♦ Psychic, Weapon	
Elomir makes two melee basic attacks.	
Ⓡ Shared Agony (standard; recharge Ⓢ Ⓢ Ⓢ Ⓢ Ⓢ) ♦ Psychic, Weapon	
Must target an enemy Elomir has marked; +19 vs. AC; 1d8 + 8 damage, ongoing 10 psychic damage, and if an ally of the target starts a turn adjacent to the target, that creature takes 10 psychic damage (save ends both).	
Ⓡ Disruptive Smite (standard; recharges when first bloodied) ♦ Necrotic, Weapon	
+19 vs. AC; 2d8 + 8 damage, and whenever the target is the target of a power that has the healing keyword, it takes 10 necrotic damage (save ends).	
Elven Accuracy (free; encounter)	
Elomir can reroll an attack roll. It must use the second roll, even if it's lower.	
Wild Step	
Elomir ignores difficult terrain when he shifts.	
Alignment Chaotic evil	Languages Common, Deep Speech, Elven
Skills Athletics +17, Intimidate +16	
Str 22 (+12)	Dex 18 (+10) Wis 10 (+6)
Con 20 (+1)	Int 10 (+6) Cha 20 (+11)
Equipment scale armor, heavy shield, longsword	

**Festering Doom****Level 10 Disease**

Black sores appear on the skin, oozing black filth and vital fluids when exposed to healing magic.

**Attack:** +14 vs. Fortitude

**Endurance:** Improve DC 21; maintain 18; worsen 15 or lower

The target is cured

**Initial Effect:** The target loses one healing surge until cured.

Each time the target is bloodied or the target of a healing effect, it takes ongoing 5 necrotic damage (save ends). If this damage reduces the target to 0 hit points, it dies.

**Final Effect:** From the time of the failed Endurance check, each time the target takes damage or is the target of a healing effect, it takes ongoing 15 necrotic damage (save ends). If this damage reduces the target to 0 hit points, it dies.

If the grell philosopher is present, read:

*Hovering to the side is a floating brain that trails a nest of writhing tentacles. A beak, nestled in calloused gray matter, clacks with excitement.*

Regardless of how the negotiations go, Elomir's attacks just after the PCs deny having the *Tear of Ioun*.

**CARPET AND SCORCH MARKS**

Leading up to the dais is a sun-bleached carpet, stained and torn. The Kaorti orrery also left signs of its passing nearby. Strong echoes of the Far Realm remain here, tearing at the mind and body with foul visions and disturbing apparitions. When a non-aberrant creature starts its turn in such a square, it is attacked.

**† Far Realm Taint**

**Opportunity Action**

**Melee**

**Target:** The triggering creature

**Attack:** +14 vs. Will

**Hit:** The target is dazed until the start of its next turn. Once a creature has been dazed once, subsequent successful attacks instead apply -2 to defenses until the start of the target's next turn.

**Grell Philosopher (G)****Level 11 Elite Controller**

Medium aberrant magical beast (blind) XP 1,200

**Initiative** +10 **Senses** Perception +12; blindsight 12

**HP** 224; **Bloodied** 112

**AC** 27; **Fortitude** 21, **Reflex** 24, **Will** 23

**Immune** gaze; **Resist** 20 lightning

**Saving Throws** +2

**Speed** 1 (clumsy), fly 6 (hover)

**Action Points** 1

⚔ **Tentacle Rake** (standard; at-will) ♦ **Poison**

Reach 2; +17 vs. AC; 3d8 + 5 damage, and the target is slowed and takes a -2 penalty to attack rolls (save ends both).

⚡ **Lightning Lance** (standard; at-will) ♦ **Lightning**

Ranged 10; +14 vs. Reflex; 3d6 + 6 lightning damage, and the target is blinded (save ends).

⚡ **Psychic Storm** (standard; recharge ⏳) ♦ **Psychic, Zone**

Area burst 2 within 10; +14 vs. Will; 3d8 + 3 psychic damage, and the target is dazed (save ends). The psychic storm is a zone that lasts until the end of the encounter. Any creature entering the zone is dazed (save ends).

⚡ **Venomous Mind** (standard; at-will) ♦ **Psychic**

Close burst 3; targets enemies; +15 vs. Will; 2d8 + 5 psychic damage, and the target must choose a random target for any melee attacks it makes (save ends).

**Alignment** Evil **Languages** Deep Speech

**Skills** Arcana +13, Stealth +20

**Str** 14 (+7) **Dex** 21 (+10) **Wis** 14 (+7)

**Con** 16 (+8) **Int** 16 (+8) **Cha** 13 (+6)

**2 Destrachan Far Voices (D)****Level 15 Artillery**

Large aberrant magical beast (blind) XP 1,200 each

**Initiative** +12 **Senses** Perception +14; blindsight 20

**HP** 122; **Bloodied** 61

**AC** 28; **Fortitude** 32, **Reflex** 27, **Will** 25

**Immune** gaze; **Resist** 15 thunder

**Speed** 8, climb 4

⚔ **Claw** (standard; at-will)

+20 vs. AC; 1d8 + 6 damage.

⚡ **Sound Pulse** (standard; at-will) ♦ **Thunder**

Ranged 10; +19 vs. Reflex; 2d8 + 8 thunder damage.

⚡ **Bellowing Blast** (standard; recharge ⏳) ♦ **Thunder**

Close blast 5; +19 vs. Fortitude; 2d6 + 8 thunder damage, and the target is dazed (save ends).

⚡ **Reverberate** (standard; encounter) ♦ **Thunder**

Close burst 2; +19 vs. Fortitude; 2d8 + 8 thunder damage, and the target is stunned (save ends). **Miss:** Half damage, and the target is dazed until the end of the destrachan far voice's next turn.

**Alignment** Evil **Languages** Deep Speech

**Skills** Bluff +12, Stealth +17

**Str** 23 (+13) **Dex** 20 (+12) **Wis** 15 (+9)

**Con** 26 (+15) **Int** 10 (+7) **Cha** 11 (+7)

## WATERFALL

The waterfall might come into play. Creatures within 2 squares of it take -8 to Perception checks to hear. Those entering the space containing the waterfall, indicated by the light blue line on the map, are subject to an attack.

### ↓ Waterfall

**Opportunity Action**      **Melee**

**Target:** The creature that entered a waterfall square.

**Attack:** +14 vs. Reflex

**Hit:** The target falls prone and slides 3 squares toward the nearby ravine.

**Miss:** Target returns to the last square it occupied before entering the waterfall and its move action ends immediately.

**Special:** If the target goes over the edge of the ravine (Athletics DC 25 to climb near the waterfall, DC 20 elsewhere), it falls 80 feet into a shallow stream.

## TACTICS

Elomir hurls himself at the PCs with furious and continuous curses and accusations. He first spreads his attacks out to mark a few PCs, then chooses one to target with *shared agony*. As soon as he sees a PC likely to need healing, he employs *disruptive smite*. Elomir repeats these tactics as necessary (and as his recharges dictate). He won't allow any of his followers to throw PCs from the tower, fearing he'll lose the *Tear of Ioun*.

The destrachans support their leader by focusing their ranged attacks against controllers and ranged strikers, wading into battle to deliver their *bellowing blasts* only when two or more enemies come within range. They are careful not to hit their allies.

The grell philosopher drops a *psychic storm* on the largest group of PCs, and then uses its *lightning*

*lance* to pick off the survivors. It is cautious about how its *psychic storm* affects its allies, so it's conservative with the power despite recharge. If any enemy draws within range of the grell's *venomous mind* power, it uses that power instead. It uses its tentacles to escape those who attack it in melee.

The Feaster wades into battle from behind the PCs. It grabs PCs, and then bites one grabbed foe per round.

All creatures here fight to the death.

## FEATURES OF THE AREA

**Collapsed Floors:** Much of this level's floor has collapsed into the lower levels. A fall to the level below deals 2d10 points of falling damage, while falling two levels down deals 5d10 damage.

**Iron Chair:** The iron chair is difficult terrain, and it counts as a low obstacle.

**Rubble:** These squares are difficult terrain.

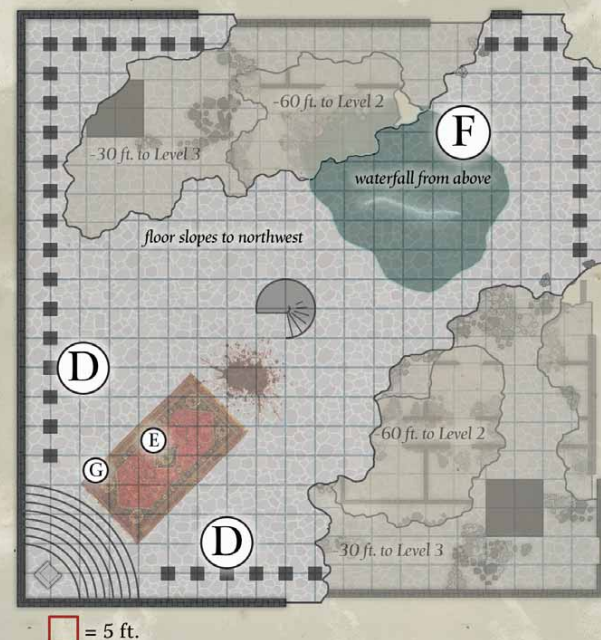
**Slope:** The floor leans where the waters hit the surface. Squares adjacent to where the water impacts cost 3 squares of movement to enter.

**Treasure:** Elomir has a large cache of valuables behind his throne. He has three parcels, one of which is a magic item.

## CONCLUSION

Elomir has changed the most, having been in proximity to the *Tear of Ioun* the longest. It has erased nearly all the warrior's memories, except vague familiarities and feelings, leaving behind an empty husk filled with unspeakable darkness. If the PCs somehow subdue Elomir, he fights them whenever he regains consciousness. ✕

## Divine Conduit



## 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 werecats, but is happiest when chained to his desk, toiling for his dark masters in Seattle.