



AN ADVENTURE FOR 5TH-LEVEL CHARACTERS

The Sinister Spire™



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THE SINISTER SPIRE™

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Introduction

Damp, cool air blew across Darend's face. He blinked several times. At least he thought he did. Black was his whole world—a blank nothingness, hollow for its unknown depths—eyes open or closed.

The chilly air brushing his cheeks tickled his nose with dust and the musty smell of old rot, reminding him of the cellar below his grandmother's home. It was like that, but somehow wider, wilder. What a strange place to wake. . . .

He'd fallen! The memory burst upon him with images of the startled faces of his companions flashing by, a hoarse scream filling his throat. The rope had failed, and he had plunged down the narrow chimney they'd discovered near the forgotten king's tomb.

How far had he dropped? He tried to lift his hands, but pain flared in answer. A bone or two were cracked, that was certain.

He strained his head one way, then another. "Gods be thanked," he croaked. At least he wasn't completely broken. If he just waited here, his comrades would find him.

How long had he already lain in the dark depths of the earth? Somehow, he had the impression considerable time had passed. Why hadn't they already found him?

"Hello?" he called out. Perhaps they were looking even now but couldn't find him in the dark. "Angelus? Jamarch? I'm down here!" He heard the desperate edge of fear in his voice. Hold it together, he told himself. He tried a few deep, cleansing breaths.

His call echoed into a vast distance before failing. If he was in a cave, it must be gigantic. Dread gripped him. Had he fallen all the way into the Underdark?

At a sudden clatter, Darend jerked his head forward. No matter how wide he opened his eyes, they couldn't gather any light in the unrelieved darkness.

"Angelus?" he called, hopeful.

Nothing. His heart thundered; his mouth dried.

Another clatter came, closer this time. A strange chitter followed. Then a roiling swarm engulfed him.

DD2: *The Sinister Spire* is a DUNGEONS & DRAGONS® adventure designed for four 5th-level characters. Player characters who complete this quest should advance one or two levels, depending on where they started in experience and how successful they are in defeating the threats presented herein. Although *The Sinister Spire* is a stand-alone adventure, it is also part of a series, so the end of this journey could lead to a connecting quest.

WHAT YOU NEED TO PLAY

The Sinister Spire is intended for use with the DUNGEONS & DRAGONS game. You need the *Player's Handbook* and *Dungeon Master's Guide* to play, and even though this book includes statistics for all the monsters in the tactical encounters, the *Monster Manual* remains a helpful resource.

PREPARATION

The action in *The Sinister Spire* occurs in the Underdark, starting in a surface tunnel located anywhere convenient for you, the Dungeon Master (DM). If your players have just completed DD1: *Barrow of the Forgotten King*, the hole they discovered in the floor of the forgotten king's tomb leads to this tunnel. The PCs begin this adventure there.

This adventure assumes you have experience as a DM. It is likely you'll run the adventure over the course of several game sessions, so prepare to run the initial encounters the first time you play. In a typical game session, you should make it through three to five encounter areas.

USING THE FORMAT

The encounter format used in this adventure uses keyed entries similar to other published adventures. However, tactical encounters are separate from story information.

Tactical Encounters: Numbered, or keyed, areas are described in the initial section of this text. Use the keyed entries as both a summary of the adventure and a flowchart. If a keyed entry involves combat or other action that places importance on position and movement, that entry refers you to a tactical encounter.

A tactical encounter's page or pages include a map of the area in which the encounter takes place, notes on setting up the encounter, monster statistics blocks, and text descriptions of how the terrain and features of the encounter affect play. Every aspect of an encounter need not be used—the players might not be interested in all the details of an area. Indeed, the characters might avoid whole encounters, either intentionally or unwittingly.

The combat encounters in this adventure are designed for use with *D&D Miniatures*. If you don't have the exact miniature to represent a monster, or you aren't using *D&D Miniatures*, just use whatever substitute you choose to run the tactical encounters.

ADVENTURE BACKGROUND

A yuan-ti pureblood sorcerer named Xeron was part of an evil consortium known as the Vanguard of Sertrous. The Vanguard sent him in search of the tomb of the forgotten king, hoping he would recover the magic items said to lie with the king's body, as well as the king's bones. Xeron and his underlings succeeded, but their activities attracted too much attention.

A day ago, a party of adventurers confronted Xeron, defeating the sorcerer and his band. A couple of the robbers had moved through a small hole in the floor of the tomb, carrying with them the magic items and the bones. Where the opening leads, none now living know. The situation would be bad enough simply because the items stolen from

the tomb should not be allowed to fall into wicked hands. However, the actuality is even worse.

Prophecy has it that the forgotten king might return from beyond death to aid the realm in its most desperate hour. However, if his bones are not recovered, the prophecy might never be fulfilled. Worse, the prediction could be perverted to evil ends. (If the PCs are not playing this adventure as a continuation of *Barrow of the Forgotten King*, this information can be related to them by way of the King's Bones adventure hook; see below.)

WHAT THE PCS KNOW

PCs know the information in the Adventure Background. They also know that the longer they wait to follow Xeron's underlings, the less chance they have of being able to catch up with them and retrieve the stolen items.

WHAT THE PCS DON'T KNOW

Xeron's smallest servants descended the hole in the tomb of the forgotten king, and a hooded woman named Fadheela met them near a terrace in the dark tunnel below the hole. Fadheela demonstrated herself to be an emissary of the Vanguard of Sertrous by providing Xeron's minions with a golden key shaped into the proper identifying insignia. When Xeron's toadies still refused to give up their prizes and follow Fadheela downward, she slew them and took what they carried.

Fadheela descended from the terrace into the vertical shaft of a chimneylike cavern of exceptional size—an apparent dead end. In fact, the tear-shaped cavern is the focus of an earth node that allows passage between it and one other similar node. Using her knowledge of the node, Fadheela transported herself to the twin node far away and exited into the Underdark.

She then proceeded to her lair in the Underdark city of Pedestal, where she works as an agent for the local Assassins' Guild. She sent most of the items onward to the Vanguard's fortress through a magic portal, but she kept one of the legacy items for herself.

ADVENTURE SYNOPSIS

This adventure is divided into several sections.

Earth Node (Area E): When the PCs investigate, they discover the remains of Xeron's subordinates and a vertical natural chimney. Voracious insects nest at the hollow's lowest point, but an earth node there grants access to a twin node located in a gigantic Underdark cavern. All encounter areas associated with the earth node are coded with an E.

Great Grotto (Area G): Upon exiting the second node, the characters find themselves on the shore of a sunless deep called the Sullen Sea, beyond which they see a wide Underdark vista lit by pale light. The rest of the adventure

takes place in various locations throughout this area, which the local inhabitants call the Great Grotto. A duergar trader provides the PCs with information that leads them to cross the Sullen Sea, by way of a structure called the Oceanbridge, to the ruined city of Pedestal. All encounter areas associated with the Great Grotto are coded with a G.

Pedestal (Area P): This ravaged city is dangerous for surfacer and Underdark native alike, though habitable portions exist. To find what they seek and get along better in the alien environment of Pedestal, the PCs find an ally in the information broker Es Sarch. They must undertake a couple of missions for this unusual undead to gain his aid. All encounter areas associated with Pedestal are coded with a P.

Rikaryon's Isle: An island of luminescent fungus floats on the Sullen Sea. The PCs venture out to this living isle at Es Sarch's behest.

Necromancer's Spike (Area S): The natural column around which Pedestal is built, the Necromancer's Spike was once home to an infamous wizard named Maroe. Now Fadheela lives in part of the Spike. Inside, the PCs face the horrors left behind by Maroe and eventually confront Fadheela, gaining proof of her association with the Vanguard of Sertrous. Though the PCs manage to recover another item that was stolen from the king's tomb, they discover that the other items and the king's bones were already transported to the Vanguard's stronghold, the Fortress of the Serpent Order. All encounter areas associated with the Necromancer's Spike are coded with an S.

ADVENTURE HOOKS

PCs can become involved in this adventure in a number of ways.

Adventure Continues: If the PCs completed *DD1: Barrow of the Forgotten King*, this adventure is specifically designed to pick up where that one left off. The characters descend through the hole in the forgotten king's tomb into the tunnel where this adventure begins.

King's Bones: A prominent citizen of the village of Kingsholm named Ian Turbrand contacts the PCs with a story about the looting of a venerated tomb, including the loss of a king's bones. He offers the PCs 500 gp apiece to return the missing bones—he doesn't care about the magic items that were also stolen. The bones are part of an ancient prophecy, Ian explains as he relates the information found in the Adventure Background, so they're very important. He directs the PCs to a tunnel recently discovered near Kingsholm's graveyard.

Descent: The PCs learn a way into the Underdark, and for campaign-related reasons provided by you, they choose to enter those subterranean depths. On the bodies of Xeron's minions, the characters discover a note that hints at powerful relics. They might then wish to find Fadheela in hopes of gaining one or more of the items she acquired.

Into the Depths

The characters find themselves in a subterranean tunnel, regardless of which hook they're following.

When the PCs enter the tunnel, read:

Lightless space gives way to your illumination, revealing a restricted, steeply sloping tunnel that is maybe 5 feet wide and 7 feet tall. Posts of green wood hold up the walls. The air is damp, stinking with rot. If the slope holds, the tunnel likely surfaces hundreds of yards to the north, though how much farther it penetrates to the south is lost to darkness.

Any dwarf can plainly see, as can any character who succeeds on a DC 15 Knowledge (dungeoneering) or Profession (miner) check, this tunnel was rapidly and rudely dug in the last month by someone using a combination of picks and magic. In fact, it has the look of an exploratory shaft sunk into the earth to locate valuable minerals.

The north end of the tunnel opens onto the surface, though the opening is hidden beneath a cunningly fashioned stone cap. Locating it from the surface requires a successful DC 25 Search check. It's obvious from within the tunnel.

Those who descend the steep passage (a slope of about 45 degrees) for 1,000 feet find it punches into the upper edge of a chimneylike earth node.

EARTH NODE

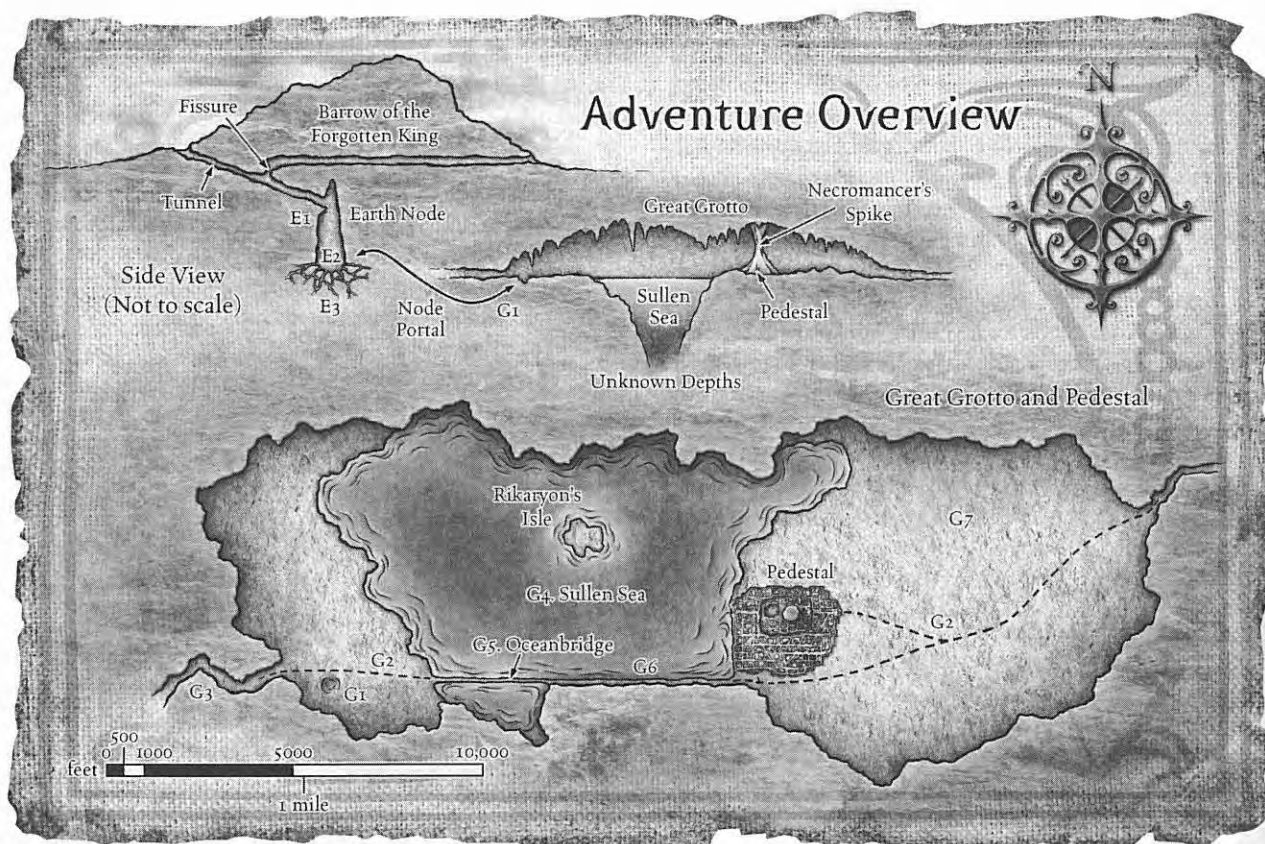
Earth nodes are rare and cherished subterranean locations where the power that flows through the mineral bones of the world pools. Because few earth nodes possess a natural outlet into the greater Underdark, they remain undiscovered. This node's power is not evident to the unpracticed eye, but for those sensitive to magic, it is awash with energy that can be sensed and tapped.

As the PCs approach the node, read:

The air seems to pulse ahead, bringing with it a scent like that which precedes a storm.

All PCs are entitled to a DC 20 Spellcraft check or Intelligence check to note that a "concentration of earth power" lies ahead.

INTO THE DEPTHS



E1. CHIMNEY'S EDGE

When the characters reach the edge of the earth node, they come upon a terrace.

When the PCs reach this point, read:

The roughly hewn tunnel widens into a terrace, at least 20 feet wide and long, with a ceiling rising to 8 or 10 feet. The porch has no far wall, instead opening into a great, echoing hollow. This close to the cavernous rift, the air seems charged as if a great storm is imminent. The walls of the opening ascend and descend, moving closer together as they rise into darkness, forming a wider space as they go downward. Two humanoid forms lie unmoving near where the terrace drops off into the hollow.

The PCs can make another DC 20 Spellcraft check or Intelligence check to recognize they've discovered an earth node. However, the benefits the earth node offers are not accessible to anyone outside E2.

Corpses: PCs who check the forms discover the corpse of a male halfling in violet robes and the toppled statue of a wide-eyed female goblin. A DC 15 Heal check is sufficient to determine the halfling was shot with several arrows, which were removed, and bitten in the face by a few tiny, fanged creatures. Two large bags lie nearby, though those bags are now empty. In his hand, the halfling yet clutches a message written in squiggly script. The language is Yuan-Ti, and the message reads:

Fadheela,

I have been delayed. My servants carry the king's bones and all the items of his champions that I could find. Merthúvial I cannot locate. I shall spend a bit more time trying to find it, but I am sending these on so our rendezvous is not compromised. Please give the Vanguard my regards. I shall be along shortly.

—Xeron

A DC 20 Search check (or a similar Survival check, made by someone who has the Track feat) is sufficient to discover faint tracks, apparently those of a Medium humanoid creature wearing boots. If someone who can follow tracks succeeded on the check, that character sees that the trail

leads off the edge of the terrace, as if the creature walked into empty space.

Descending into E2: The earth node is a vertical chimney, its width slowly narrowing as it rises, until it finally pinches off completely 40 feet above the level of the terrace. At the level of the terrace, the chimney is 15 feet in diameter. The smooth, vertical walls of the chimney descend through the utter darkness to the hard, flat floor of the node 150 feet below. There the diameter widens to about 50 feet, creating an elongated, teardrop-shaped hollow.

Successful DC 25 Climb checks are required to climb the wall of the chimney. Climbing a rope from the terrace brings the DC down to 15 (characters have no wall to brace against), while a knotted rope reduces the DC to 5.

E2. WITHIN THE NODE

The characters descend the earth node to proceed.

When the PCs reach the bottom of the node, read:

The hollow's smooth floor is roughly circular. The air here is alive with energy and thick with the smell of developing lightning. Small holes puncture the walls near the floor, opening into a dozen small tunnels that run off into lightlessness. Dull dust is thickly heaped around the edges, thickest near the holes.

The characters might believe they've reached a dead end, unless they are willing to navigate the narrow holes, 2-1/2 feet in diameter, that lead to the cockroach warrens (see E3). However, the nature of the earth node soon becomes clear.

Dust: PCs who sift through the dust discover that it is made up of thousands of disintegrating empty shells shed by insects (DC 15 Knowledge [nature] check to know the shells were left by cockroaches). If a character looking through the dust succeeds on a DC 10 Search check, that PC notes a few shell fragments indicate creatures that are a foot or more across.

Earth Node Effects: Spellcasters, manifesters, and characters who have spell-like abilities who stand on the floor of the node become aware of its power. Such characters sense that the power has been used within the last week. They also realize if they make a successful Intelligence check (DC 11 + spell level) when casting or manifesting within the node, the caster level or manifester level of the spell or power receives a +1 bonus. A failed Intelligence check means the spell or power functions normally.

Those same characters also realize that if they spend at least 8 hours resting in contact with the floor of the node, they can use a 2nd-level spell slot or 3 power points to instantly transfer themselves and willing allies to the earth node described in G1.

An hour after the PCs begin to rest to gain access to this effect, they trigger the tactical encounter, unless they already have done so by entering E3 (see that encounter).

Tactical Encounter: E2. Earth Node, page 34.

EARTH NODES

If you have access to the FORGOTTEN REALMS supplement *Underdark*, the node described here and the one in area G1 are Class 1 nodes (*Underdark* 49), but with modifications. First, the effect stored in each node is a spell similar to *node door* (*Underdark* 59), except it is 2nd level and can be used only to make trips between E2 and G1. Second, the effect is available to any spellcaster or manifester, including creatures that have spell-like abilities, regardless of whether that creature has the Node Spellcasting feat (*Underdark* 26). In all other ways, treat this Class 1 earth node as described in *Underdark*.

E3. GIANT COCKROACH WARRENS

The narrow tunnels lead to a warren housing thousands of cockroaches.

If a PC looks into a tunnel, read:

The walls of this constricted tunnel are oily with a layer of black grit. An offensive odor hangs in the air within it.

PCs who succeed on a DC 15 Knowledge (nature) check recognize the smell as the odor of roach attar and roach excrement. This is a clear sign that cockroaches, possibly of unusually large size, frequent the tunnels. The smell is unpleasant but harmless.

Moving into a tunnel requires a Small or Medium character to crawl and squeeze—see the tactical encounter. If a character enters a tunnel prior to the triggering of the E2 tactical encounter, that encounter triggers immediately.

Tactical Encounter: E2. Earth Node, page 34.

Treasure: If the roaches are defeated, PCs are free to worm their way into the oily warrens and explore. A determined character who spends 30 minutes or more squeezing through the tight spaces, all the while sending swarms of regular cockroaches scurrying ahead, is finally rewarded. The desiccated bodies of what apparently were once drow are beneath the moist dust. Gear on the corpses is worthless or ruined, but a jasper spider figurine (see the sidebar) and 52 gp are nearby. The coins are stamped on one side with the profile of a female elf and on the other with a spider, as well as the word "Pedestal" in Undercommon. One of the corpses' mummified hands clutches a potion of cure moderate wounds.

JASPER SPIDER FIGURINE

Price (Item Level): 5,000 gp (9th)

Body Slot: —

Caster Level: 11th

Aura: Moderate; (DC 20) transmutation

Activation: Standard (manipulation and command)

Weight: —

This perfect spider figurine is carved of black-banded red jasper.

When this object is tossed down and the word "lurux" is spoken, the figurine becomes a living Large monstrous spider (MM 289). It can't attack, but a Medium or smaller creature can ride it. The spider remains for up to 12 hours per use. After 12 hours have passed, when the monstrous spider is killed, or when the command word is spoken once more, the jasper spider returns to figurine form and cannot be activated again for 24 hours.

Prerequisites: Craft Wondrous Item, animate object.

Cost to Create: 2,500 gp, 200 XP, 5 days.

GREAT GROTTO

The Great Grotto is a cavern of prodigious size, usually referred to as a vault. About 3-1/2 miles across in its longest dimension, a little more than 1-1/2 miles wide, and averaging 1,000 feet high, the Great Grotto is truly a miniature world all its own. Creatures that make use of the effect described in E2 are seamlessly transported hundreds of miles into one corner of the Great Grotto—area G1.

G1. GROTTO NODE

When the PCs arrive, they find themselves in a 30-foot-diameter rock crater within a larger space, but the crater's rim obscures the nature of that space.

Node: The crater is alive with power. It's an earth node that is a twin to the one described in E2, similar in the abilities it grants and the effect it harbors. PCs can gain access to the effect that allows transport to E2 from this node, allowing a link back to the surface.

When the characters ascend the crater, read:

Beyond the crater opens a wide Underdark vista lit by pale light shining through enormous columns that march into the misted distance. The benighted waters of a sunless sea meet a pebble-strewn shore a half-mile or so away. Across that dark water, a city glimmers around the base of the nearest column.

A cobbled road, which emerges from an opening in the dimly glowing cavern wall about a quarter-mile to the left, passes within 10 feet of the crater and continues on to the right. It finally connects to a narrow but elongated stone formation that spans the shadowy sea, reaching more than a mile to the city.

Just across the road from the crater, a strange covered wagon sits. A broad and dusky dwarf, bald but with a white beard, stands in front of it, smiling. He wears a thick leather coat and gloves that have gold piping. Two large gray lizards stand idly nearby.

The grinning dwarf calls out in a deep baritone in perfect Common, "Node travelers, and unless I miss my mark, surfacers too! I am Bruthwol Coalhauler, a humble merchant! Perhaps you would like to see my wares?"

Bruthwol Coalhauler (N male duergar rogue 10; Diplomacy +17, Bluff +13, Sense Motive +14; see Table 4–20: NPC Rogue, DMG 123; for other statistics, see duergar NPC adjustments, DMG 127) is interested in trading merchandise, information, or both with any creature he meets. Thus, he is a model diplomat, and he tries to put the PCs at ease. He doesn't threaten them even if he is threatened.

Talking to Bruthwol: If the PCs are friendly, Bruthwol might become an important contact for them. The duergar trader continues to speak in Common, and he shows his genuine interest in the characters by asking them questions during the conversation. He continues

with these statements and responses, among others you might devise:

- "You have questions? I can try to answer them. An informed customer is a repeat customer!"
- "This vault is the Great Grotto. Once a major center of trade, it has been relegated to a backwater by disease and war. Brigands, ne'er-do-wells, and refugees from this or that Underdark power inhabit the fallen drow city of Pedestal. See it there surrounding that first column beyond the Sullen Sea? Of course, even lowlifes need trade to sustain them. Thus, I also call Pedestal my home."
- "My trade route passes by this node and out yonder tunnel to the west. You never know who might use a node to travel quickly through the Underdark."
- "You're looking for someone? Well, I've been camped here a few days. Not too long ago, a cloaked figure, a female humanoid by shape, though I couldn't discern much else, emerged from this very node. Perhaps she is your quarry? That person ignored my greetings and stalked off down toward the Oceanbridge."
- "Now that you mention it, I have heard of someone called Fadheela. Must have a connection to Pedestal's Assassins' Guild. You see, like others in Pedestal, I pay protection money to guild to leave me alone. Once, an agent collecting my dues worried to his friend in my earshot, 'If we fall too far behind, Fadheela'll gut us.' So take warning, friend—this Fadheela is tough enough to rattle a drow assassin."
- "If you want to locate someone, talk to Es Sarch. You can find him in the Driestone Inn on the Street of Five Hanged, directly north three blocks from Pedestal's southern gate. He knows everything about the city, but he's sure to want something in return for his help."
- "Listen, Pedestal has no central power. Several groups claim sovereignty, but during bad weeks, the city is little better than a war zone. Good weeks are merely lawless. Anarchy rose in the collapse of the drow hierarchy. A terrible plague ten years ago wiped nearly all of 'em out."
- "The three top power groups are the Inheritors, House Dusklorn, and the guild. I mean the Assassins' Guild, of course. The assassins are making a play for complete control by trying to ally with House Dusklorn, but the Inheritors oppose them. Who knows what the Inheritors want—they say a Pedestal free of drow and assassin control. Doesn't sound too bad to me."
- "Be careful crossing the Oceanbridge. Wild kuo-toas and worse swim the sea's murky waters. Sometimes travelers who start out at one end of the Oceanbridge fail to arrive at the other. In fact, part of the bridge has been damaged for a while now."

Bruthwol's Wagon and Wares: Bruthwol's wagon is composed of a light iron frame onto which buoyant materials have been bolted and sealed. It's a covered wagon that is also built to float, and it contains two compartments—the front compartment is open and has a space for the driver to sit and lie down, and the rear holds trade goods. The two cave lizards (treat as deinonychuses, MM 60, with no talon or pounce attacks) can be hitched on to pull the wagon.

Trade Goods: Bruthwol's cleverly packed wagon contains at least one of each item on Table 7–8: Goods and Services in the *Player's Handbook* that does not exceed 10 gp in cost. He has multiples of cheap or easily sold items, and of course, he doesn't sell animals, animal-related gear, lodging, transport, or spellcasting and services.

Strongbox: Kept in a secret space (Search DC 25) below the driver's seat cushion, Bruthwol's box contains 100 cp, 300 sp, and 500 gp (strange, assorted Underdark currency). Bruthwol has 100 cp, 100 sp, and 50 gp on him so he doesn't have to access the strongbox in front of customers. He also has the key.

Fighting Bruthwol: If the PCs attack Bruthwol and can't be dissuaded by his calls for a peaceable resolution, he uses his *tattoo of recall*, a magic artwork he pays to have applied to his skin prior to every trade expedition. This tattoo is the reason he is able to risk being a lone, diplomatic merchant even in the face of aggression. A swift action is required to activate the tattoo. If Bruthwol activates it, the tattoo instantly transfers both him and the strongbox in his trade wagon directly back to his stall in Pedestal's Bazaar (see P11, page 21) with a flash of green light. The wagon, its wares, and the cave lizards remain. Upon his arrival back in Pedestal, Bruthwol contacts the Assassins' Guild and takes out a contract on the characters.

Ad Hoc Experience Award: If the PCs deal with Bruthwol peacefully, award them experience points as if they successfully overcame a CR 2 encounter. They receive no experience for attacking Bruthwol, even if they defeat the duergar trader.

G2. ROAD

A cobbled road emerges from a natural tunnel to the west and connects to the Oceanbridge that spans the Sullen Sea. It then leads on to Pedestal. The road provides easy passage over the rough floor of the cavern, which is covered in broken rock, slippery clay, and fissures. Eventually the road plunges into a passage in the Great Grotto's eastern wall, which is hollowed with deserted cliff dwellings. Those who take this eastern passage leave the area detailed in this book.

G3. WESTERN TUNNEL

The tunnel in the western wall leads into the labyrinthine world that is the wider Underdark, potentially to specific areas and locations present in your game's version of this

subterranean realm. PCs who journey down this passage leave behind the adventure described in this book.

G4. SULLEN SEA

The Sullen Sea's pebbly beaches smoothly slope into the water. Cold and salty, the sea is home to a variety of marine life, ranging from fish to kuo-toas and even an aboleth (see G6).

If the PCs look out across the water, read:

A lone isle protrudes above the glassy water a half-mile or more away, faintly glowing with blue light from a source impossible to determine at this distance.

Walking along the western shore of the Sullen Sea rewards explorers with the discovery of the pilings of a collapsed dock. Now, those who don't carry their boats with them use the Oceanbridge.

The illuminated point is Rikaryon's Isle (see page 22).

G5. OCEANBRIDGE

The Oceanbridge spans the Sullen Sea. It is an ancient construction carved by slaves hundreds of years ago. A large

portion of it was cut from the side of the Great Grotto, but massive slabs of quarried stone fill in gaps.

When PCs approach the Oceanbridge, read:

Spans of massive stone blocks mingle with the sculpted southern side of the Great Grotto, forming a bridge over the ominous waters of the Sullen Sea.

Examination of the bridge shows it to be solid, if old. The bridge rises about 2 feet above the surface of the water at its highest, eventually connecting to a road on the eastern side of the Sullen Sea near Pedestal's southern gate.

G6. BRIDGE ASKEW

A section of the bridge has been compromised.

When the PCs see the damaged section, read:

Ahead, a few of the massive stone blocks of the Oceanbridge are cracked and sit askew. A navigable path yet exists where the corners of the crooked stones come close enough together, but unlike the minor erosion endured by the majority of the bridge, this section seems to have sustained damage.



Creatures of the subterranean deeps come up to feed

As the PCs move near the first askew block, they trigger the tactical encounter. After they deal with the encounter, they might discover a *pearl of Undercommon* (see the sidebar) among the treasure in this area.

Tactical Encounter: G6. Bridge Askew, page 36.

G7. Eastern Grotto

East of Pedestal, the Great Grotto continues, a shadowy vastness illuminated at intervals by patches of naturally bioluminescent fauna.

Pedestal

This city was once a drow city-state, known for its access to the frontier beyond and beneath the Sullen Sea. However, a prolonged but successful war with a mind flayer pod weakened the city, leaving it susceptible to a magical plague that brought the ruling class low twenty years ago.

When PCs near Pedestal, read:

The wide, sloping base of a massive column is built up with streets, walls, and hundreds of elaborate structures. A few glimmer with faint illumination, and here and there, lanterns shed green illumination in small pools separated by gulfs of shadow. Portions of the small city are completely collapsed and obviously abandoned, though others show clear signs of habitation and upkeep. A great wall surrounds the lowest edges of the city, and upon that edifice, hundreds of rusty spikes point toward the cavern's high ceiling. Rotting heads adorn scores of those spikes.

PEARL OF UNDERCOMMON

Price (Item Level): 600 gp (3rd)

Body Slot: Face

Caster Level: 7th

Aura: Moderate; (DC 18) divination

Activation: Standard; see text

Weight: —

This iridescent black pearl is shot through with silver veins.

When you place a *pearl of Undercommon* upon your tongue (a standard action), it is absorbed into your mouth until you speak command word "blacktongue" to release it. While it remains absorbed, the pearl grants you the ability to speak and understand Undercommon. In addition, while the pearl is active, it can be used to produce a *command* effect once per day (Will DC 11 negates).

Prerequisites: Craft Wondrous Item, *command*, *tongues*.

Cost to Create: 300 gp, 24 XP, 1 day.

PEDESTAL'S FEATURES

Pedestal is not a thriving city, bustling with activity and trade. Only about half of the buildings in the dark streets are inhabited, and those inhabitants aren't always civilized creatures. In fact, Pedestal's streets are arguably more dangerous than the average Underdark tunnel—threats are more concentrated in the city.

The city's important features are described here, along with game mechanics and Gather Information DCs for learning facts about them. A character who makes a successful check learns the information from the highest DC equaled or exceeded, as well as information on the same topic from lower DCs.

City Walls: An outer wall encircles the entire city, and an inner wall surrounds Noble's Bluff, an area immediately around the column at Pedestal's center. The walls are constructed of mortared stone, and each rises 30 feet (DC 10).

Parapeted walkways run along the tops of both walls, but no force officially defends them. All the gates are breached, but the west one into Noble's Bluff is blocked with stone (DC 15).

Watchers employed by the Assassins' Guild note whenever anyone enters or exits the city, especially over the walls (DC 20).

The walls are 15 feet thick; hardness 8, 1,350 hp, and break DC 60 per 10-by-10-foot section; Climb DC 20. Those who climb over the walls and succeed on a DC 20 Hide check enter the city unnoticed.

City Structures: Pedestal is inhabited by the downtrodden, the vicious, and the monstrous. As many buildings are empty as inhabited, and nearly all doors are barred against intrusion (DC 10).

If a door is barred, it has hardness 8, 50 hp, and a break DC of 25. If a building is not empty (50% chance), it's inhabited by whatever is indicated on the Pedestal Encounters table (see page 12).

Dangerous Areas: The most dangerous and run-down area of the city is the Riddle (see P12) on the southeastern side, though the gangs there prefer to fight one another (DC 10).

Illumination: Remnants from Pedestal's days as a maintained city, lanterns strung on black wire illuminate portions of the city in a ghoulish green light. Without tending, hundreds have been shattered, their *continual flames* stolen (DC 10).

Keyed encounter areas are illuminated unless otherwise noted.

Necromancer's Spike: Even while Pedestal was under the firm hand of drow noble houses, the Necromancer's Spike remained apart. Maroe, the Pale Apprentice, a necromancer of particular ability, inhabited it. Now the place is just a haunted ruin (DC 10).

• About twenty years ago, Maroe embarked on a dark experiment, and he sealed up his domicile prior to initiating it. The nature of the experiment and the result remain a mystery to this day. Maroe has never emerged, and neither has anyone who has ventured within the foreboding column (DC 15).

Some whisper that Es Sarch and his servitors are Maroe's creations, though Es Sarch denies this (DC 25).

Plagueburst: The terrible plague that laid Pedestal low originated on Noble's Bluff, leaving a crater now called the Plagueburst. Average citizens avoid Noble's Bluff, because they fear a renewed outbreak of the disease (DC 10). *

The Plagueburst is still infectious, and it taints those who approach too closely with a disease called *ash doom* (see sidebar, page 18). A victim of the illness gradually disintegrates into luminescent green ash, becoming one of the plaguelost. The plaguelost are ghostly beings that hate the living and exist to spread *ash doom* (DC 15).

The origin of the Plagueburst remains hotly debated. The top contenders among competing explanations are a brief manifestation of an awful god of pestilence, a mundane disease accidentally magnified by an alchemical accident, perhaps within the Necromancer's Spike, or a magical attack on the city by illithids or another enemy (DC 20).

The Plagueburst is suffused with viral magic. No matter how many plaguelost creatures are destroyed in and around it, within a day, new entities are born in the bowl. They are spawned from the thousands that died all across Pedestal in the original burst (DC 25).

Room and Board: Those who need safe, reliable shelter and food have one choice: The Driestone Inn (see P2, page 14) on the Street of Five Hanged, three blocks north of the South Gate (DC 5).

Trading: Anyone who wants to buy and sell goes to the Bazaar (see P11, page 21), a rowdy collection of traders near the East Gate on East Row (DC 5).

PEDESTAL'S INHABITANTS

Pedestal is a true warren of iniquity where no creature is safe on the streets, and the only law is that which is dispensed by violence. The weak and unwanted scrounge for food and shelter as well as they can, moving as necessary to avoid the fighting between the gangs that consider themselves the city's new rulers.

Pedestal's major power groups are described here, along with Gather Information DCs for learning facts about them. For the Assassins' Guild, the details are in categories intended to delineate specific lines of inquiry on the part of the PCs. As with Pedestal's Features, a PC learns the information from the highest DC equaled or exceeded, as well as information from lower DCs on the same topic or in the same category.

Assassins' Guild: Unlike other groups of professional killers, Pedestal's assassins have decided to openly seize control of the city during the power vacuum. As a powerful and efficient criminal organization, the guild has had numerous successes, and a lot of the city's remaining inhabitants pay the assassins protection money (DC 10). They're allying with House Dusklorn to seal their bid for power (DC 15).

Contracting the Guild: Anyone can take a contract out with the guild by dropping an order into the guild's drop box (see P10,

page 21) on Skull Avenue. How it works is a mystery, because nobody is ever seen emptying the drop box (DC 10).

An order must indicate the target, as well as a location where the person asking for the contract can be found or contacted. If the target is acceptable, a guild representative contacts whoever requested the hit and asks for half the payment (nonrefundable). Another guild representative secures the other half of the payment if the hit is successful. A contract is concluded even if the hit is unsuccessful, though another contract might be accepted. When assassins fulfill a contract, they destroy the victim's head, preventing easy use of magic on the corpse (DC 15).

Assassins charge a base price of 1,000 gp per assassination attempt. An additional amount is charged according to the target's power and prominence (HD of the mark $\times$ 300 gp), though certain important people in Pedestal have paid far more than that amount to put their names on a safe list (DC 20).

A guild representative uses *dimension door* to enter the drop box from another unspecified location in Pedestal, gathers the contracts, and returns to the starting point. People on the safe list include Es Sarch and Matron Eles-sarwa of House Dusklorn (DC 25).

Guild Headquarters and Leadership: The drop box is a convenience for the guild, since the location of the guild's headquarters is a closely guarded secret, and it's rumored to change (DC 15).

The assassins' leader is named Fluid. Fadheela, a mysterious woman, is the guild's most infamous enforcer (DC 20). Fadheela lives in the Necromancer's Spike, and she's a medusa (DC 25).

Fadheela is part yuan-ti, and it is said that Fluid is some sort of shapechanger (DC 30). Fluid has a connection with Imaug, the aboleth in the Sullen Sea (DC 35).

Nosy PCs: If the PCs make more than one Gather Information check on the subject of the Assassins' Guild's headquarters and leadership, or take 20 on that check, word gets back to the guild. Throw a group of four assassins at the characters, using the statistics for the assassins in encounter P3 (page 39) or devising a group of your own. These assassins set up an ambush somewhere on the streets of Pedestal, and even if they're forced to flee, they warn the PCs about continuing to nose into guild business.

Es Sarch: Es Sarch, a mysterious figure in Pedestal's twisted political structure, holds court in the Driestone Inn, the city's only neutral ground (DC 10).

He is an information broker and a patron of trade, and Es Sarch is responsible for a great deal of the order that remains in the city (DC 15).

Es Sarch has numerous agents, secret and open, including his undead servants at the Driestone Inn (DC 20).

Being undead himself, Es Sarch is immune to forms of assassination that might have been successful against humanoids (DC 25).

House Dusklorn: Plague survivors among the low-caste drow who didn't flee the city, or who dared return in the

aftermath, founded a noble house all their own that they dubbed House Dusklor. The group has a mansion (see P8, page 20) on Noble's Bluff that's heavily guarded and fortified. Directly assaulting it would be suicide (DC 10).

Vital to House Dusklor's noble claim is the single legitimate priestess of Lolth who yet remains in Pedestal, one Elessarwa Nledoor (DC 15).

As Elessarwa's station rose among Pedestal's surviving drow, her reverence for Lolth blossomed. Although she is not the most powerful among House Dusklor's leaders, Elessarwa is revered as a matron by the house's members, so she is an important figurehead (DC 20).

Elessarwa and her consort, Muvaysil, kidnap and torture sentient creatures for Lolth's pleasure, using a secret place under the Dusklor mansion to do so (DC 25).

Nosy PCs: If the PCs make more than one Gather Information check about House Dusklor, or take 20 on such a check, a group of three Dusklor mercenaries like those described in encounter S1 (page 45) attacks them soon after. Even if they're losing, the mercenaries warn the PCs to stay out of House Dusklor's affairs before retreating.

Inheritors: The Inheritors is a gang made up primarily of derro, grimlocks, and kuo-toas that want to take over the city and drive out the drow (DC 15).

The group is headed by a mysterious figure called Blueknight (DC 20).

The hidden headquarters of the Inheritors (see P13, page 21) is located under a run-down building on the east side of the Riddle (DC 30).

Blueknight is a mind flayer. It wants to become the ultimate power in Pedestal, putting the city under illithid control (DC 35).

Nosy PCs: If the characters make more than one Gather Information check about the Inheritors, or take 20 on such a check, a group of five Inheritor derro (MM 49) attacks them openly in the streets soon after. The derro shout oaths to the Inheritors and Blueknight as they fight to the death.

Low Gangs: Lesser gangs whose ambitions outstrip their resources call Pedestal home, including the drow-hating Spiderhunters, the scavenging Grimlocks, and the Nooners (duergar led by the wizard Noon), to name a few (DC 15).

Vanguard of Sertrous: A representative of a group called the Vanguard of Sertrous has infiltrated Pedestal (DC 30).

That agent is Fadheela (DC 35).

Fadheela makes use of a special portal in the Necromancer's Spike to quickly travel to distant locales, as well as directly to the Vanguard's headquarters—the Fortress of the Serpent Order (DC 40).

PEDESTAL ENCOUNTERS

Roll on the Pedestal Encounters table each time the PCs travel in the city. A creature or group is aggressive on a roll of 1 to 6 on a d20, unless otherwise noted. Nonaggressive creatures go about their business unless they're attacked or spoken to.

If any random encounters are rolled when the PCs are wandering within Noble's Bluff, on results other than Dusklor mercenaries, drider, or disguised mind flayer, replace the indicated encounter with one plaguelost of your choice.

Diplomacy: PCs can speak to nonaggressive citizens to gain information. Add 5 to the Gather Information DCs described earlier, and treat them as Diplomacy DCs. The most a PC can learn from a typical citizen is information that has a Gather Information DC of 15 or lower, and as a rule, citizens or groups have only one or two useful bits of lore. A citizen from a specific group knows all that group's lore except those bits that have a Gather Information DC of 30 or higher. For example, an average assassin knows that the Assassins' Guild suspects Fadheela lives in Necromancer's Spike, but it takes a DC 30 Diplomacy check to get that information out of him.

PEDESTAL ENCOUNTERS

d%	Encounter	Average EL
01–05	Disguised mind flayer	8
06–15	Drider	7
16–25	2 Dusklor mercenaries	8
26–35	4 assassins	7
36–40	1d4+2 Inheritors	7
41–50	Plaguelost	4
51–55	Diseased drow beggar	1
56–70	1d3 traders	3
71–85	1d8 dire rats	2
86–100	1d4+2 low gangsters	4

Disguised Mind Flayer (MM 187): This mind flayer moves around the city wearing a deep hood (Spot DC 25 to note a stray tentacle), working as an external contact and spy for Blueknight, leader of the Inheritors. It avoids confrontation.

Drider (MM 89): A lone killer, this drider stalks Pedestal's streets, looking for trouble. It's always aggressive.

Dusklor Mercenaries (see page 45): Two drow fighters are out to demonstrate House Dusklor's power or to put the fear of their kind back into the hearts of Pedestal's citizens.

Assassins: A group of assassins steals through the shadows, eager to practice their craft. The group could contain any sort of humanoid or monstrous humanoid you desire, or you can reuse the duergar rogues detailed in encounter P3, page 39. If the characters have a contract out on them, these assassins are out for PC blood.

Inheritors: Made up of derro (MM 49), grimlocks (MM 140), and kuo-toas (see page 38), any group of Inheritors primarily looks for drow to attack.

Plaguelost (pages 40–41): Lone undead wander the streets of Pedestal. Bitter, vengeful, and eager to spread ash doom, they attack anyone they meet.

Diseased Drow Beggar (MM 102): A disease-ravaged drow warrior begs for money. He or she suffers from a disease of your choice and might be contagious (see DMG 292). At your option, this encounter can instead be with Numa (see P4, page 17).



Pedestal has seen better days

Illus. by W. England

Traders: 1d3 humanoids or monstrous humanoids offer their wares. Two derro could happen by selling lamp oil, a duergar peddler might offer broiled rat kabobs and mushroom sandwiches, or a group of three drow slavers could even ask if the PCs desire a slave.

Dire Rats (MM 64): Swollen on the death and disease in the city, outsized rats remain a problem in Pedestal. They are always aggressive.

Low Gangsters: A gang of grimlocks (MM 140), a cadre of duergar warriors (MM 91), or a mixed group of evil humanoids

and monstrous humanoids walks the streets looking for easy prey. It's likely the PCs become involved as the gang members accost another of Pedestal's citizens—the gangsters aren't usually brave enough to attack those who look capable. An alternative is a street fight that's already in progress between two gangs, during which the PCs can protect bystanders or simply join in the brawl.

P1. SOUTH GATE

The gates of Pedestal are, like the city they grant access to, broken and lawless.

When PCs approach this gate, read:

Dark stones sag over an open gatehouse. The gaping arch reveals a rubble-strewn roadway, a low barricade of piled debris, and an ominous cityscape beyond, where shadowed buildings lean above sloping cobbled lanes illuminated by green light from glowing lanterns.

In the absence of law, the gates are run by whatever faction in the city has control of them at the time. This gate is currently held by a small group of Inheritors. When the PCs approach, they trigger the tactical encounter.

Tactical Encounter: P1. South Gate, page 38.

LEVELING UP

By the end of *The Sinister Spire*, four 5th-level PCs should accrue enough experience to advance in level twice. The characters can use Pedestal as a base of operations to train and acquire new gear without retreating all the way to the surface. It's recommended that they advance to 6th level before entering the Necromancer's Spike, so the challenges therein won't be too difficult. If four PCs start this adventure at 5th level, completing all the encounters before S1 should give them just enough experience to meet this goal. If that's not the case, one or two extra encounters of your devising or from the Pedestal Encounters table should be enough.

P2. DRIPSTONE INN

The city is dilapidated and full of desperate types, and the characters do well to follow the advice they've been given by seeking out this landmark.

As PCs approach the inn, read:

Lights of every hue stream from the windows of this sprawling three-story building. Conversing voices, snippets of song, and the clatter of crockery spill into the street. Odors of exotic tobaccos, yeasty drink, and barbecued meat suffuse the air. The wall facing the street is a sculpted formation of flowstone, like dozens of drooping hands, apparently built up from water falling from somewhere high above. Here and there, stone faces leer out from the deposits.

When the PCs go inside, read:

Conversations near the entryway go quiet as many patrons in this common room look you over. Few of the faces seem welcoming, and most that do look hungry or insane. Dusky dwarves, wild-eyed derro, slim drow, and stranger creatures sit or stand in the dozen or so lantern-lit niches scattered about this large, high-ceilinged chamber. A central bar is stuffed with bottles, casks, pipes, vials, cigarillos, and less familiar paraphernalia. Cloaked in white linen, a humanoid figure stands behind the bar. Four servers move about the room, similarly shrouded. A side door apparently opens into a busy kitchen that is alive with the sounds and scents of cooking. From a great stone chair across the common room, a humanoid figure observes, wrapped in and hooded by a crimson robe that has a complex pattern of eyes on it. Whatever this creature is, you sense that little escapes its notice.

The Dripstone Inn is neutral territory in Pedestal. Here factions, no matter how bloody their rivalry in the streets, can talk without fighting, under threat of death by Es Sarch and his staff of servers. When the PCs walk in, they receive nothing worse than the hairy eyeball. Conversations quickly resume.

Servers: A close look at a server reveals the creature is so gaunt it is nearly skeletal. Servers are silent, relying on gestures instead of speech, and one might invite the PCs to sit with a sweeping wave. The Dripstone undead are totally loyal to Es Sarch, and they capably follow his commands. All of them work in concert to defend the inn or break up fights. At any one time, fifteen servers are present in and around the inn.

Patrons: At least one representative of each of Pedestal's three major power groups can be found in the Dripstone Inn, each acting as an ambassador. Sometimes conflicts are avoided this way. More often, one rival trails another from the bar, after which a fight occurs in an alley far enough from the inn that the servers do not intervene.

The patrons are usually unfriendly to surfacers, and PCs who are members of surface races take a -4 circumstance penalty on Diplomacy checks when dealing with the Dripstone's patrons. A patron's attitude can be raised higher than indifferent only if you decide the better result is good for

your game. Indifferent patrons might point out Es Sarch, but that's about it.

The average mix of patrons includes five drow (one from House Dusklorn), seven duergar (one from the Assassins' Guild), six derro (one from the Inheritors), a couple of grimlocks, a few kuo-toas, and a couple of drow, duergar, dwarf, or svirfneblin wererats.

Taking a Seat: If PCs take a seat, a server approaches them within a few minutes and stands before the table, silent but expectant. The characters can order whatever comes to mind, and the server does its best to provide from the bar or kitchen. If a requested foodstuff, drink, smoke, or other item isn't on the menu, a substitute is brought out in its place.

Menu and Services: No matter the item, it costs the same: 5 sp. Premium items come in small portions. Room rental costs 5 gp per day—more for elaborate requests. Typical food items include mushroom soup, cheese and curds, dried or cooked fish (various kinds), marrow and liver stew, spicy lamprey soup, cockroaches in cold green sauce, roasted meat (various kinds), and sweet blood jellies. Nearly any drink request can be accommodated, as can a call for cigar or pipe leaf.

Approaching the Bar: Unlike the servers, the undead creature behind the bar (called simply Barkeep) speaks in a husky whisper. The PCs can order food and services from the bar just as they can from one of the mute servers. If the PCs ask Barkeep about Es Sarch or Fadheela, it refers them to the figure in the bar's shadowed rear (see Meeting Es Sarch below).

ES SARCH

CR 11

hp 152 (14 HD); fast healing 5

N Medium undead

Init +8; **Senses** darkvision 120 ft., see ethereal and invisible;

Listen +15, Spot +25

Languages Common, Dwarven, Elven, Kuo-Toan, Undercommon

AC 23, touch 14, flat-footed 23; can't be flanked, Dodge

Immune undead immunities (MM 317)

Fort +6, **Ref** +10, **Will** +9

Weakness can't avert eyes from a gaze attack

Speed 30 ft. (6 squares)

Melee 2 slams +12 each (1d6+5)

Base Atk +7; **Grp** +12

Spell-Like Abilities (CL 11th):

At will—*comprehend languages*, *detect magic*, *message*, *ray of frost* (DC 14), *sanctuary* (DC 15), *tongues*

3/day—*dimension door*, *magic missile*

1/day—*disintegrate* (DC 20), *mind blank*

Abilities Str 21, Dex 19, Con —, Int 18, Wis 10, Cha 18

SQ undead toughness, undead traits

Feats Alertness, Dodge, Great Fortitude, Improved

Initiative, Lightning Reflexes

Skills Bluff +15, Diplomacy +22, Gather Information +22,

Hide +15, Intimidate +6, Knowledge (history) +20,

Knowledge (local) +20, Listen +15, Move Silently +15,

Search +14, Sense Motive +15, Spot +25

Possessions robe of eyes (included in statistics)

Undead Toughness (Ex) Es Sarch uses his Charisma bonus as if it were his Constitution bonus to determine his hit points.

DRIPSTONE INN SERVER

CR 3

hp 42 (6 HD); fast healing 3

N Medium undead

Init +1; **Senses** darkvision 60 ft.; Listen +11, Spot +11

Languages understands Common and Undercommon

AC 19, touch 11, flat-footed 18

Immune undead immunities (MM 317)

Fort +2, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)

Melee slam +7 (1d6+6)

Base Atk +3; **Grp** +7

Abilities Str 19, Dex 13, Con —, Int 11, Wis 10, Cha 10

SQ undead traits

Feats Alertness, Lightning Reflexes, Toughness

Skills Climb +13, Listen +11, Move Silently +10, Spot +11

MEETING ES SARCH

The figure seated on the great stone chair is Es Sarch.

If the PCs approach him, read:

The figure's face is lost in the voluminous folds of its bizarre robe. An odor like thyme mixed with dirt intensifies as the figure raises an arm in greeting and speaks in a raspy voice. "Travelers from the sun-poisoned skin of the world, welcome. I am Es Sarch. I deal in information. Thus I know many truths, but not the one that brings you to this fallen city."

Es Sarch's goal is to know as much as possible and use that knowledge to continue making Pedestal a safe place for himself. That being the case, he wants to discern everything he can about the PCs and what their visit represents, though he doesn't press. After all, with each question the PCs ask him, he learns more of their purpose.

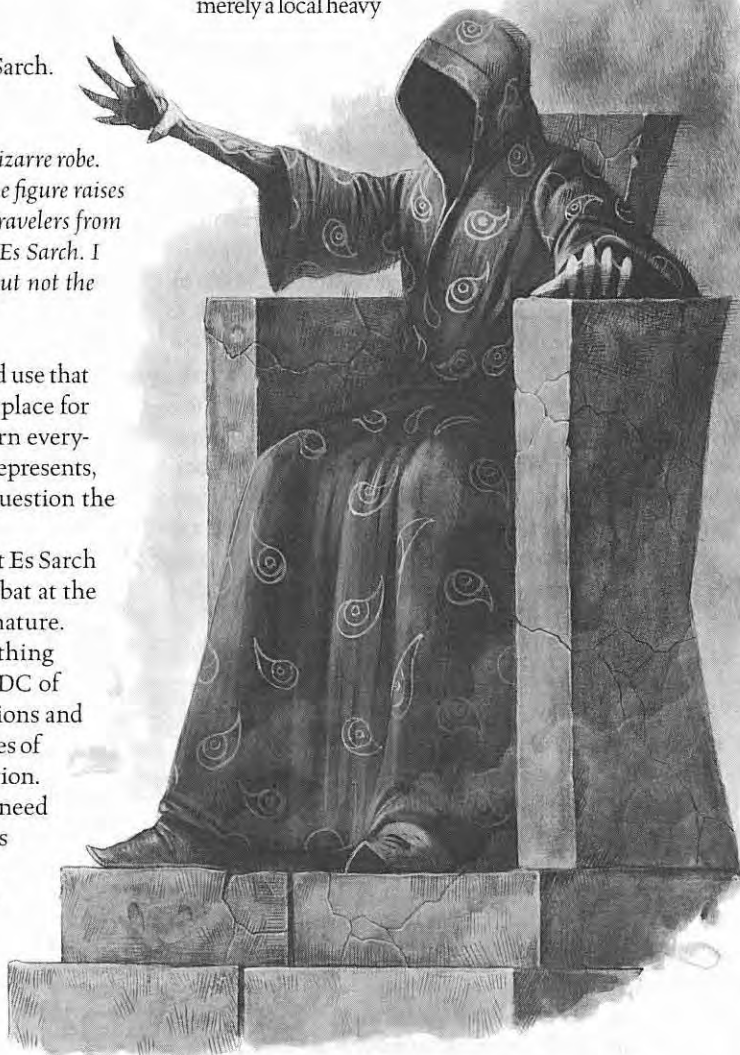
His robe effectively hides his appearance, but Es Sarch is a unique undead humanoid. He enters combat at the last possible moment, loath to reveal his true nature.

Es Sarch knows and is willing to share everything about Pedestal that has a Gather Information DC of 20 or lower, but he answers only specific questions and imparts only general truths. He has specific pieces of more elusive information as detailed in this section. But he reveals sensitive facts only to those who need to know, and even then only after such persons have proven they're trustworthy and reliable. The knowledge merchant provides curious PCs with a basic rundown on the Inheritors, the Assassins' Guild, and House Dusklorn. He also warns them about the Plagueburst and can provide information on various areas of the city. If the characters have yet to translate the note they found on the halfling

in the earth node, Es Sarch is willing to use his *comprehend languages* spell-like ability to read it for them, questioning them closely about its contents after he has done so.

Considering his skills and network, Es Sarch knows any secret you wish him to. The higher Gather Information DCs for secrets in Pedestal are included to allow you to make checks for Es Sarch when and if the time comes, assuming the PCs can't succeed against such high DCs. A great deal of what Es Sarch doesn't know has to do with questions he hasn't yet thought to ask.

The information broker doesn't know that Blueknight is a mind flayer or that Fluid has connections with Imaug. These facts would force him to act against those individuals, perhaps using the PCs as agents. He also doesn't know anything about the Vanguard of Sertrous, and he becomes interested if the PCs bring up the existence of such a group and Fadheela's links to it. Es Sarch thinks Fadheela is merely a local heavy



"I am Es Sarch. I deal in information."

utilized by the Assassins' Guild. He suspects she is a medusa, but he confirms this only if the PCs bring it up, and he doesn't know she has yuan-ti characteristics.

Once the topic of Fadheela is broached, Es Sarch conceives of a plan where both he and the PCs can gain in the bargain.

If the PCs ask Es Sarch for specific information about Fadheela or the king's bones, he responds:

"I have given you information freely, up till now. I do know something of what you speak, but to learn more, I must expend resources. Thus, I propose an alliance. Aid me with a few tasks I'd prefer to be accomplished by those outside Pedestal's power structure. Upon your completion of those tasks, I'll know more of Fadheela. In your debt for your favors to me, I will deliver that information to you. What say you?"

The undead information broker accedes with good grace if the PCs refuse him, indicating the offer remains open. If the characters accept the proposal, Es Sarch's two tasks are as follows (PCs can take them on in either order).

Rikaryon's Isle: "An immense island of fungus glimmers atop the Sullen Sea west of Pedestal, and I have been told that it releases dangerous digestive and luminescent spores into the air around it. These spores create a dim blue light, which you must have seen as you came to Pedestal, but they also slowly destroy fleshy creatures, including my undead agents. Those who live in this so-called Great Grotto are more susceptible to these spores. Sending anyone from Pedestal to the isle to collect what I seek would mean that creature's death. But for you surfacers, the threat should be minimal.

"Growing upon Rikaryon's Isle, as it is called, is a mushroom for which those here in Pedestal pay dearly. Its cap is a sovereign remedy against the plague that tumbled the ruling drow from their altars and thrones. Journey down to the dock west of here on the Sullen Sea, find a seaworthy craft—a few are left—and head out to the isle. The mushrooms I seek are obvious, black with red spots in the shape of tiny hands. You can't miss them, though you might have to venture to the isle's center to find them. Bring me at least ten."

DUSKLORN DIRECTIONS

If you have the time and resources, reproduce the following in a fine script on a piece of yellowed paper to hand to your players. This message is written in Common.

Find the old tannery on Matron Road near the wall that encircles Noble's Bluff. The skin shop's ghastly smell yet lingers in the area. Inside, on the southern wall, find a green stain in the shape of a three-fingered hand. That stain marks the location of a hidden trap door that opens to a passage under the building. Follow this tunnel to its highest point. You'll come to the doorway of the chamber used by Elessarwa for her arts.

Dusklorn Matron: "The disruption following Pedestal's fall lasts even unto this hour, though I must admit the vacuum provided by the fleeing drow has been to my advantage. Consider, though, that the reason this city did and does not completely collapse into chaos is due to my efforts. Nearly everyone here appreciates my influence. But gratitude doesn't last, and others seek to displace me."

Es Sarch's voice falls to a whisper. "The Assassins' Guild has decided to seek an alliance with House Dusklorn. If my agents were to disrupt this burgeoning accord, I fear I'd do more to cement the relationship than diffuse it. I ask you to eliminate or drive off Elessarwa Nledoor, matron of the house and a psychotic to boot. I have knowledge of a hidden route into her secret torture chamber, where she slinks away from her duties to the Dusklorn to apply her savage arts to hapless victims she takes from Pedestal's alleys. I have arranged matters so the Dusklorn will believe her death to be the work of the duplicitous Assassins' Guild. That will be the end of that."

If the PCs accept this mission, Es Sarch produces a folded parchment from one of his sleeves and passes it to them. See the Dusklorn Directions sidebar.

Ad Hoc Experience Award: If the PCs deal with Es Sarch peacefully, acquiring his patronage and aid, award them experience points as if they successfully overcame a CR 4 encounter. They should receive no experience for fighting or making an enemy of Es Sarch.

RETURNING TO ES SARCH

Whenever PCs return to the Dripstone Inn, they find Es Sarch essentially unchanged and still seated. The characters can come and go from the Dripstone Inn without attracting the Es Sarch's attention, but if they directly approach him, his hooded face turns to them, and he lifts a withered arm in greeting, saying, "How fare you on the tasks I set you? Are they complete?"

If PCs have not yet completed the tasks, Es Sarch reiterates and expands upon city background information as required. If the characters have completed all the tasks, Es Sarch claps his emaciated hands together, congratulates them, and tells them the following.

- "You have more than my gratitude for completing the tasks I set you; I also have answers for you. First, I have discovered that Fadheela lairs in the Necromancer's Spike, as unlikely a haven as I could have imagined. But our fair Fadheela possesses resources that extend beyond Pedestal. She found a way to bypass the zone of decay that surrounds the column's entry. And now I know that way too."
- "To enter the Necromancer's Spike, one of you must carry this token. It will save you from the destructive magic protecting the first room within. Take care, however, for the ring suppresses the deathly effects of that chamber for only a minute or so."

Es Sarch hands the closest PC a ring carved of obsidian on which a skull is inscribed. This token suppresses the trap in S2 (see page 24). If viewed using *detect magic*, the ring has a faint aura (Spellcraft DC 18 to determine the school is abjuration).

- “Unfortunately, undead decay in that chamber even if they carry the ring, so I have been unable to learn anything else of the Vanguard of Sertrous other than that the group’s arrival is recent here in the Great Grotto. I suspect this mysterious faction has found a convenient entry point into the Underdark somewhere within the Necromancer’s Spike. Fadheela, as an associate of the Assassins’ Guild in Pedestal, is a perfect agent.”
- “House Dusklorn has claimed the Spike. You’ll face soldiers at its entryway but not within. Unlike you and, ostensibly, this Fadheela, they have no way to get past the magic that protects the first room.”
- “If you gain entry and survive, I hope you return and tell me all you learn. I can make it worth your while.”

If the characters return from the Spike with more information about Fadheela and what they discovered within her lair, as well as any more information regarding the Vanguard of Sertrous, Es Sarch gives the PCs a darkwood coffer containing 100 pp. The information broker can continue to be a useful contact for the characters if they wish to return to the Underdark and call upon his services.

P3. DOCK

The dock was once busy with traffic across the Sullen Sea. It has fallen into disuse.

When the PCs draw near, read:

A crooked stone pier juts hundreds of feet out into the moist darkness, lit occasionally along its length by a few lanterns fastened to it. Tiny waves lap at the sides of the pier, and at the dozens of decrepit watercraft tethered along the wharf’s pocked length. A boat farther out along the dock seems to ride higher than the rest of the craft. It’s just beyond a stone shack.

A group of duergar controls the dock, representing the Assassins’ Guild. One of them confronts anyone she sees moving toward the seaworthy craft—the others wait in ambush inside the shack. When the PCs approach the seaworthy boat, they trigger the tactical encounter.

Tactical Encounter: P3. Dock, page 39.

P4. OLD TANNERY

If the PCs follow the directions given to them by Es Sarch, they locate the old tannery. Before the plague that devastated Pedestal, this tannery was known for its fine hides, which were not limited to those of Underdark animals. Tanning requires large quantities of dung and urine, producing a smell so foul even rats are repelled, and a ghost

of that stench still pollutes the street immediately beyond this structure.

As the PCs approach, read:

The faint odor of urine and feces blends to create a stomach-churning aroma around this run-down, single-story structure of limestone and granite. Gaining entry should be easy through the yawning doorway.

When the PCs enter, read:

A stronger stink fills this wide chamber. Yellow-green luminescence clings to every surface, outlining dozens of wide clay vats that cover large portions of the floor. Dilapidated tables along the walls are stained with the outlines of stretched hides, some humanoid in shape. On the southern wall is a glowing green stain in the shape of a three-fingered hand. Sitting beneath the stain, its back supported by the wall, is a humanoid figure whose identity is lost in filthy rags.

The figure is the prophet Numa (N male drow warrior, MM 102), a deranged, diseased beggar who is known throughout Pedestal for his ranting. Because of Numa’s pocked flesh, Pedestal’s citizens keep clear of him. Numa finds the tannery a great place to trance when he’s not out walking the streets, shouting his crazed pronouncements.

Numa suffers from a weakened strain of *ash doom*. Because of an inborn immunity, the disease never claims him—he is a carrier, fated to relapse even if healed. If a PC touches or attacks Numa, that character must succeed on a DC 14 Fortitude save for each instance of contact or become afflicted with *ash doom* (see the next page).

If roused (a loud noise or hail does the trick), Numa leaps to his feet and begins to yell. He wanders off, but he spouts gibberish all the while. If PCs pay him any mind, the following are the dire predictions and nonsense he delivers in Undercommon.

- “I am Numa, a prophet! I see what will be, and I see the end of existence!”
- “See there? It punches up from the deep core to the sunburned surface, rising higher and higher, until it is lost in the white mists that shroud the top of the world!”
- “What is it? Not alive, not quite. It is a glyph-scribed obelisk wrapped in eternal storm, hollowed and inhabited by slimy creatures whose hunger can never be sated!”
- “It is the city that heralds the end! A city primeval regurgitated by the earth! Vast creatures of the deeps wing ’bout it, and tentacles slither within.”
- “Who lives in the city? Sinful, soft carapaces surround minds that churn with philosophies hostile to all other creatures. Roused from the drowned depths, the fabled city is fable no more!”
- “I wish the bugs in my hair would comb it!”

If allowed to do so, Numa wanders out of the tannery, leaving PCs to search for the secret passage in peace.

Ad Hoc Experience Award: If the PCs speak with Numa, award them experience points as if they successfully overcame a CR 2 encounter. They receive no experience for slaying Numa, who is not a threat.

Secret Passage: True to the instructions provided by Es Sarch, a secret trap door is built into the floor below the hand-shaped stain. A DC 15 Search check reveals it (normally the DC would be 25, but the PCs know where to look). If the PCs open the trap door, they discover a 5-foot-diameter shaft (Climb DC 25) that drops 30 feet into a wet, sloped tunnel.

When the PCs enter the tunnel, read:

A welcome relief from the odor of the tannery above, this place smells of damp earth and stone. It's a passage that slopes slightly upward to the north and downward to the south. Ages of dripping water have birthed stalagmites and stalactites that line the tunnel like teeth, and tiny rivulets of water burble down the passage, off into darkness.

The 10-foot-wide descending tunnel wends its way downward hundreds of feet, slowly veering westward, until it descends below the water table of the Sullen Sea beneath the southwestern edge of Pedestal. The passage exits 100 feet below the surface of the sea.

An ascending tunnel of the same width winds slowly northeast and upward 300 hundred feet, then veers southeast and downward again. At the passageway's apex is the back side of a secret door (see P9).

ASH DOOM AND THE PLAGUELOST

The horrific plague that devastated Pedestal's population is no mere sickness; it's a pestilence born of a corruption of nature and magic. Those who perish from this supernatural disease, known as *ash doom*, do not rest easy but rise as plaguelost creatures. Although sentient, plaguelost have no motivations other than hatred and the desire to spread their sickness among the living. Nearly all remain near the site of their deaths on Noble's Bluff or within the Plagueburst.

Ash Doom: Contact and inhaled; skin and bone turn ashen and flaky, glowing points of green light eventually form in body; DC 14; incubation 1 round; 1d4 Con—1d4 Cha if the victim is undead. A victim must make a second save or 1 point of ability damage becomes ability drain. Once the affected ability score is reduced to 0, the victim's body disintegrates completely into luminescent green ash, and he or she becomes one of the plaguelost (see the template on the next page).

PCs who continue to follow the tunnel past the entrance to P9 find that the descending passage parallels the slope Pedestal is built on, until it finally exits from a small cavity into the Great Grotto about a mile beyond the perimeter of the city (see G7). This small cave is impossible to find unless the PCs have previously located it.

P5. NOBLE'S EAST GATE

This gate is open, allowing free access to the city's former noble quarter.

When the PCs approach, read:

An arched opening in the wall reveals towering mansions, the majority decaying and home to opportunistic fungus.

The gate is unguarded. House Dusklorn's members use it, and they can be seen frequently making their way to and from the Bazaar (see P11) through it.

P6. NOBLE'S WEST GATE

Access through the west gate is blocked.

If the PCs come this way, read:

A jumble of dark stones fills the arch, blocking access through the wall into the highest district in Pedestal. Beyond the walls are towering but rotting mansions. On the rising slope east of the gate is a great crater a few hundred feet in diameter. A dim green glow suffuses the air above the crater rim, casting ominous dancing shadows on the ruins.

Ash doom's supernatural nature allows it to affect corporeal undead and some living creatures that are normally immune to disease (such as some paladins) and ability damage, although such creatures receive a +4 bonus on their saving throws.

Combating Ash Doom: Caps from the mushrooms on Rikaryon's Isle can be made into a remedy against *ash doom* by someone who succeeds on a DC 25 Craft (alchemy) check. One cap provides one dose of powder, and the powder provides immunity to *ash doom* for 1 week. A dose also grants a +6 bonus on Fortitude saves to recover from *ash doom* for the same amount of time, and it affects plaguelost as if it were holy water. Each dose sells for 100 gp in Pedestal, but Es Sarch is willing to sell the remedy for half price to PCs who bring him the caps. He might even be persuaded to teach a PC how to make the medicine—for a price set by you.

CREATING A PLAGUELOST CREATURE

"Plaguelost" is an acquired template that can be added to any corporeal living or undead creature (referred to hereafter as the base creature) except elementals and outsiders. A plaguelost uses all the base creature's statistics and special abilities except as noted here.

Challenge Rating: Same as the base creature +3.

Alignment: Always chaotic evil.

Size and Type: The base creature's type changes to undead or remains undead, and it gains the appropriate augmented subtype, along with the incorporeal subtype. It loses subtypes that indicate alignment or kind (such as good or goblinoid).

Senses: A plaguelost gains darkvision out to 120 feet. It retains the senses of the base creature.

Aura: A plaguelost loses the auras of the base creature and gains the following.

Ash Doom Aura (Su): At the end of each of a plaguelost's turns, creatures that can be affected by *ash doom* and are adjacent to the plaguelost must succeed on a DC 14 Fortitude save or contract *ash doom*. A successful save negates the effect.

Armor Class: A plaguelost loses its natural armor bonus but it gains a deflection bonus equal to its Charisma bonus or +1, whichever is higher.

Miss Chance: The incorporeal subtype gives the plaguelost a 50% miss chance.

Hit Dice: Increase all current and future Hit Dice to d12s.

Immune: A plaguelost retains the immunities of the base creature and gains incorporeal and undead immunities.

Resist: A plaguelost retains the resistances of the base creature and gains +4 turn resistance.

SR: A plaguelost retains the base creature's spell resistance.

Saves: Base save bonuses are Fort +1/3 HD, Ref +1/3 HD, and Will +1/2 HD + 2. A plaguelost loses the saving throw modifiers of the base creature.

Speed: A plaguelost's speed becomes fly 60 feet (perfect). It loses all other modes of movement.

Attack: A plaguelost loses all the base creature's natural attacks and gains a single incorporeal touch attack.

Damage: A plaguelost's incorporeal touch attack deals damage based on the base creature's size, according to the table below. The touch also deals 1d4 points of Constitution damage. Undead take Charisma damage instead, even though normally immune to ability damage, and they are destroyed if reduced to 0 Charisma.

Diminutive	1
Fine	1d2
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	3d6

Base Attack/Grapple: A plaguelost's base attack bonus is equal to 1/2 its Hit Dice. It's incorporeal, so it can't grapple.

Attack Options: A plaguelost loses all the attack options of the base creature, except those provided by feats it retains, and it gains the following.

Draining Touch (Su): When a living or undead creature takes ability damage from a plaguelost's incorporeal touch, that creature must make a Fortitude save (DC 10 + 1/2 the plaguelost's HD + its Cha modifier) or treat 1 point of the damage as drain instead. A successful save negates the effect. When a creature fails this save, the plaguelost gains 5 temporary hit points that last for up to 1 hour.

Special Actions: A plaguelost retains none of the base creature's special actions. It gains the following.

Disincorporate (Su): A plaguelost can become an indistinct cloud of incorporeal ash and green motes of light. In this form, it can't attack, but it retains its aura and gains DR 5/—.

Spells and Powers: A plaguelost can no longer cast spells or manifest powers.

Spell-Like Abilities: A plaguelost retains the spell-like abilities of the base creature.

Abilities: A plaguelost's ability scores are modified as follows: Dex +6, Int -2, Cha +4. A plaguelost's minimum Intelligence score is 3 or that of the base creature, whichever is lower. As an undead creature, a plaguelost has no Constitution score. As an incorporeal creature, it has no Strength score.

Special Qualities: A plaguelost loses all the base creature's special qualities other than spell resistance, and it gains the following.

Create Spawn (Su): Creatures that can gain the plaguelost template rise as plaguelost 1d4 rounds after being slain by a plaguelost. Their creator has no influence over them.

Undead Traits (Ex): A plaguelost has all the traits of the undead type (MM 317).

Unholy Toughness (Ex): A plaguelost gains a bonus to its hit points equal to its Charisma bonus (if any) × its Hit Dice. The creature can't lose hit points from this ability.

Feats: A plaguelost retains the feats of the base creature unless those feats apply to corporeal attacks. Replace feats that apply to corporeal attacks with different feats.

Skills: A plaguelost loses any racial bonuses to skills that the base creature might have had. If it has no Intelligence score, it has no skills. Otherwise, it has a number of skill points equal to (3 + its HD) × (4 + Int modifier; minimum 1). Its class skills are Hide, Intimidate, Listen, Search, and Spot.

Advancement: A plaguelost retains the advancement of the base creature. If it can advance in a class, its favored class is fighter.

Level Adjustment: —

P7. PLAGUEBURST

This great circle of destruction is the remnant of the incident that ruined Pedestal.

If the PCs approach and look in, read:

Rubble and the remains of manors surround this depression. Flares of emerald radiance dance and swirl through the depths of the crater, highlighted by sudden appearances of humanoid and animal forms composed of ash and thousands of tiny motes of green light. The forms come into being, dance and stagger across the crater floor, then dissolve again as if they're nothing more than figments of imagination.

If the PCs approach closely enough to see over the crater's rim, they have come close enough to trigger the tactical encounter.

Tactical Encounter: P7. Plagueburst, page 40.

P8. DUSKLORN MANSION

House Dusklorn claimed a structure on Noble's Bluff, despite the bluff being the point of origin for the original plague. The mansion is heavily fortified and guarded—the drow within attack unexpected visitors.

If the PCs approach the mansion, read:

A high wall, its stone carved to resemble a thicket of webs crawling with spiders, surrounds the mansion. Live spiders the size of horses patrol atop the barrier. Beyond, a large and stately dwelling rises in a series of slender towers that have black spikes on their exterior walls.

ORGANRIPPER

Price (Item Level): 3,302 gp (7th)

Body Slot: — (held)

Caster Level: 5th

Aura: Faint; (DC 17) necromancy

Activation: —

Weight: 1 lb.

This silvery dagger has a grip wrapped in black leather and a pommel shaped like a human's heart. Otherwise spotless, the blade bears an inscription.

This knife is a +1 dagger that deals an extra 1d6 points of damage to helpless creatures and creatures denied their Dexterity bonus to AC, as well as foes the wielder flanks. "Organripper" is inscribed in Undercommon on the blade.

Prerequisites: Craft Magic Arms and Armor, inflict light wounds.

Cost to Create: 1,500 gp (plus 302 gp for masterwork dagger), 120 XP, 3 days.

Sixty or more drow, ten of which are 8th level or higher, plus slaves and guardian monsters, populate the mansion. The grounds and buildings are laid with traps in sections unused by the inhabitants. If characters of the level expected for this adventure were to attempt a frontal assault, they would almost certainly perish.

P9. ELESSARWA'S SANCTUM

As imparted by Es Sarch, this subterranean chamber is accessible from the tunnel that has one of its entrances in the old tannery. Hidden from within the secret chamber, the secret door is clearly visible from within the tunnel.

When the PCs reach the passage's highest point, read:

A smooth stone panel is fitted to the northern wall. Since the passage descends from here, this rectangle of cut rock must be the entrance to Elessarwa's secret torture chamber.

The door is locked (Open Lock DC 30), and the audible version of *alarm* has been permanently ensorcelled into it. A ringing sound goes off, alerting the room's occupants, if anyone touches the door before speaking the phrase "Blood for Lolth." The door radiates a faint aura if viewed using *detect magic* (Spellcraft DC 18 to determine the school is abjuration).

A DC 18 Listen check is sufficient to make out faint whimpering through the stone. If the PCs set off the *alarm* or open the door, they trigger the tactical encounter.

Tactical Encounter: P9. Elessarwa's Sanctum, page 42.

AMULET OF DARK BLESSING

Price (Item Level): 1,200 gp (4th)

Body Slot: Throat

Caster Level: 12th

Aura: Strong; (DC 21) abjuration

Activation: —

Weight: —

This glittering necklace is made of tiny dark stones that wriggle in spiderlike forms as if alive.

The amulet bestows 24 temporary hit points on its wearer. Once those hit points are used up, the amulet crumbles into dust.

Prerequisites: Craft Wondrous Item, *aid*, *shield* other.

Cost to Create: 600 gp, 48 XP, 2 days.

P10. GUILD DROP BOX

Despite hiding its headquarters, the guild is interested in taking on contracts for its services. Thus, a guild drop box is maintained on Skull Avenue.

If the PCs find the drop box, read:

A bronze box, 5 feet on a side, is bolted to the outer wall of an apparently abandoned structure. A grinning skull is crudely painted on the side of the box that faces the street. A long, narrow slit above the skull provides the only visible access to the interior of the box.

P11. BAZAAR

East Row is an active marketplace.

When the PCs enter the market, read:

The wide road is choked with carts, booths, and tents, around which swarm sellers hawking their wares. Myriad items are available here, including riding lizards, sweetmeats, buoyant fossilized mushroom fibers, silver, pelts, crystals, vellum and pens, weaponry, and more. The assortment of buyers varies equally, and you see a few stooped giants, dozens of drow, duergar, grimlocks, and even a few stranger creatures. Dancers, magicians, stalactite throwers, fire-eaters, puppeteers, and tattooists peddle their talents to any and all comers beneath the green light of hundreds of hanging lanterns. The hard eyes of armored bodyguards and mercenaries warn would-be robbers.

PCs receive strange looks in the bazaar if they go undisguised, but they are treated fairly. Bruthwol Coalhauler's wagon is set up in the bazaar if PCs attacked him and he used his tattoo, or if more than 24 hours have passed since the PCs dealt diplomatically with him at G1.

Buying and Selling Mundane Items: The PCs can find any item on Table 7–8: Goods and Services (PH 128) that does not exceed 3,000 gp in cost. They can also sell any item for half price, as long as the item's market value doesn't exceed 3,000 gp.

Buying and Selling Magic Items: Pedestal's total stock of salable magic items is widely distributed among dusty wagons and booths in the Bazaar. Unless you have a reason to rule otherwise, given a few hours of tracking an item down, a PC finds and purchases it if its market price lies within Pedestal's 3,000-gp limit.

If time is an issue in the purchase of an item, or a desired item costs more than Pedestal's 3,000-gp limit, ask for a Gather Information check. Set the DC of the Gather Information check equal to 15 + the item's caster level. If successful, the PC finds the item within the time constraint or finds an item not normally available. On a failed check, roll on the Pedestal Encounters table—the PCs have run into potential trouble poking around after the magic item.

Selling magic items for half the market value requires the same process as for finding an interested buyer, including

Gather Information checks for selling an item quickly or selling an expensive item.

P12. THE RIDDLE

Although no part of the city looks wholly maintained, the Riddle is by far the worst section.

If the PCs venture into the Riddle, read:

Where they haven't collapsed under their own weight, burned, or otherwise fallen into ruin, crumbling shacks and patchwork buildings lean over the streets. The mazelike mass of alleys and roads around the decrepit structures is unlit and foreboding.

Even before the Plagueburst, this warren was home to slaves, fugitives, and criminals. Now that Pedestal no longer operates within the confines of the drow matriarchy, untouchables and vagabonds inhabit the entire city. However, vicious gangs war in the streets and tenements of the Riddle for meager scraps of power. PCs who enter the Riddle are as likely to be ignored as harassed, unless a gang fight is just the spice your game needs at the moment.

P13. INHERITOR HOUSE

The Inheritors' headquarters is located on the edge of the Riddle.

If the PCs come here, read:

This ramshackle structure has obviously burned on at least one occasion. Upper floors have collapsed onto the lower ones, and the openings that gape in the walls reveal that the interior is a mass of rubble.

Though the PCs are unlikely to visit this place during this adventure, the ruin's exterior is the perfect camouflage for the Inheritors, who meet in a wide chamber beneath the main floor. This basement is accessible through a locked secret door in the center of the crumbling upper edifice's floor (Search DC 30; Open Lock DC 40; hardness 5; 40 hp; break DC 28). The steep stone staircase revealed by opening the door leads into the basement and catacombs filled with wererat nests, derro bedding, and mats for kuo-toas.

Blueknight, wrapped in a blue cloak, mask, gloves, boots, and leather armor, is often here, directing its agents in activity meant to sow disorder among the other groups in Pedestal. Recently, Blueknight has set its sights on Es Sarch, having realized where the power truly lies.

P14. EAST GATE

The east gate looks like the southern one, though neither the Inheritors nor any other group monitors it, since it's so close to the Bazaar. PCs can use this gate without being accosted, but the Bazaar's many merchants and customers certainly notice those who enter here.

Rikaryon's Isle

PCs can use the craft they acquire on the dock to head out toward the bioluminescent spot that marks Rikaryon's Isle. The trip takes 10 minutes of steady rowing.

When the PCs approach the isle, read:

Sprouting up through a layer of turgid black ooze near the beach are small, yellow protrusions as wide and thick as human fingers. Luminescent green mushrooms with blue caps crowd the island, probably knee-high to a human near the water's edge but slowly increasing in stature inland. They reach heights of 40 feet or more at the isle's crowded center. A blue haze lights the air around them.

As the PCs arrive at the isle, read:

This isle's narrow beach is composed of a finely intertwined mesh of fibers from which the fingerlike protrusions grow. The ground is spongy but firm. A smell like yeast and citrus commingled, bracing in intensity, issues from the ground. Thin at the island's boundary but thicker beneath the luminescent mushrooms, a blue glow suffuses the air and stings the throat.

Digestive Spores: The blue haze is composed of airborne digestive spores that act when they come into contact with flesh. All creatures except constructs, elementals, and plants must make a DC 15 Fortitude save after an hour of exposure. A creature takes 1 point of damage on a successful save or 1d6 points

of damage on a failed save. Creatures on the isle are subject to this effect every hour. Against creatures that have lived for more than a few months in the Great Grotto, the spores are far more dangerous. On a successful save, such creatures take 2d6 points of damage. They take 6d6 points of damage on a failed save.

Navigating the Isle: Treelike fungi cover the island. To find the isle's center, PCs must press into this "forest" for about 500 feet, moving at half normal speed and unable to hustle or run. Even so, the trip takes only a few minutes.

When the PCs enter the "forest," read:

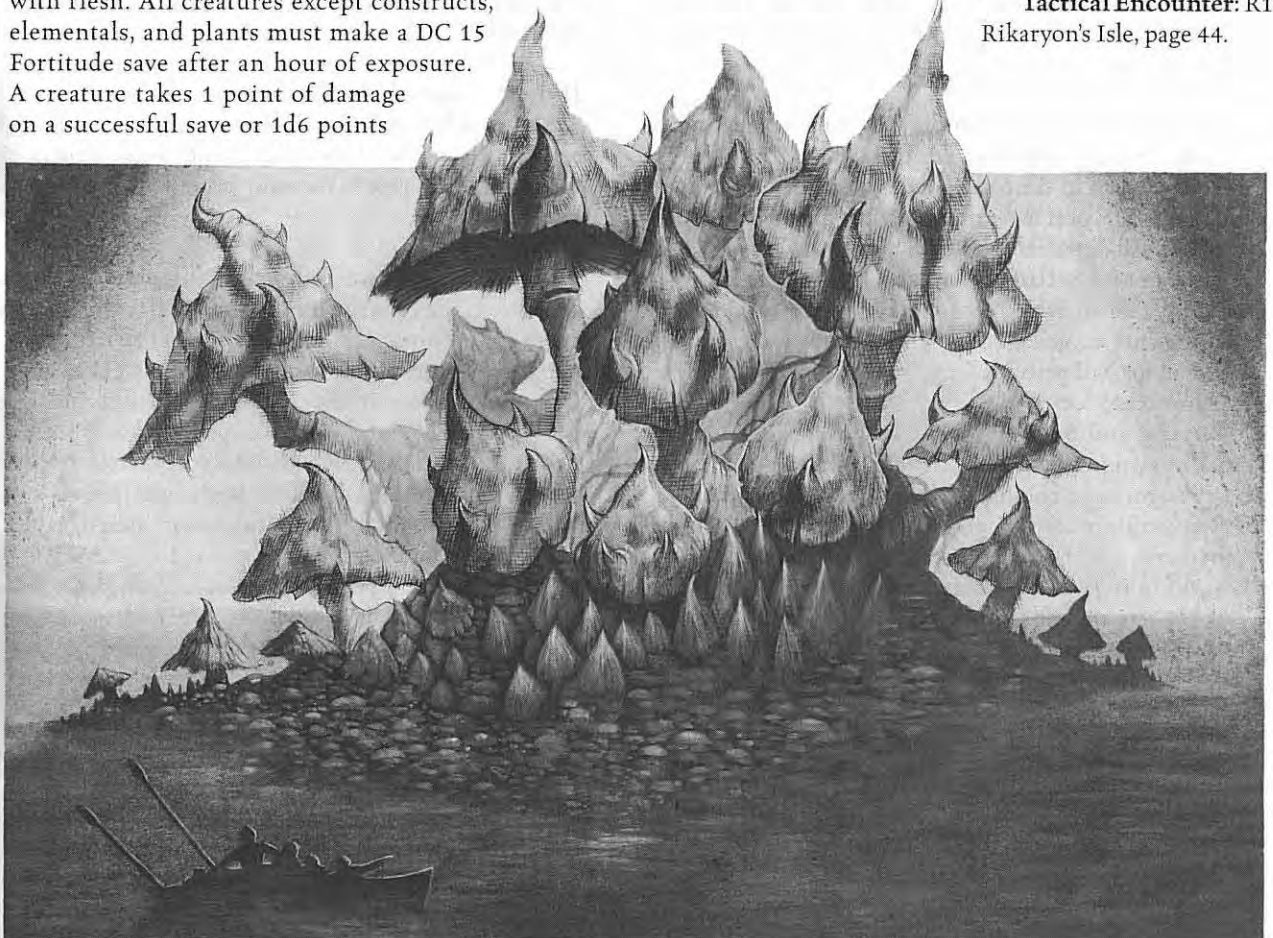
The trunks of the green mushrooms grow in thick clumps, but the spaces between clumps are wide enough to squeeze through.

When the PCs find the isle's center, read:

The island's mushroom trees give way to a wide space that is roughly circular. Within this clearing, the blue haze hangs particularly thickly. Broad, tall stems covered with short, stiff bristles share the center of the clearing with tiny black mushrooms that sport red spots in the shape of little hands. The undergrowth rustles in some unfelt wind.

The tiny mushrooms are those Es Sarch desires. If the PCs enter the clearing, they trigger the tactical encounter.

Tactical Encounter: R1: Rikaryon's Isle, page 44.



Rikaryon's Isle is a floating mat of fungus

Necromancer's Spike

The column that Pedestal's inhabitants refer to as the Necromancer's Spike serves as Fadheela's lair. This landmark is visible for miles within the Great Grotto.

As the PCs approach the Spike, read:

Light glimmers, as if from hundreds of tiny windows, from the curving sides of this towering natural formation—the heart of the city, its highest point, a column of unbelievable size. However, this close to the base the tiny patches of light shimmering on column are clearly discrete patches of luminescent fungi.

FEATURES OF THE SPIKE

Maroe's old fortress has a few common features throughout. Unless otherwise noted, the following features have the statistics shown here.

Illumination: The inside of the Spike is dark.

Ceiling: The ceiling within the Spike is 10 feet high.

Doors: Stone; 4 inches thick; AC 4; hardness 8; 60 hp; break DC 28. Doors are unlocked.

Secret Doors: DC 25 Search check to locate. Secret doors close 1 minute after they're opened. They otherwise have the statistics of a normal door.

Detection Spells: The whole of the Necromancer's Spike radiates a faint aura if viewed using *detect magic* (Spellcraft DC 22 to determine the school is necromancy). It continuously radiates a dim evil aura if viewed using *detect evil*.

SPIRITUAL REMNANTS

Maroe's lair is inundated with negative energy, as well as unholy emanations from the shrine of Orcus (see S28, page 29). One of the stranger results of these dark forces is the presence of spiritual remnants. Not true undead, these sensations resemble spectral phenomena, but they're essentially harmless. Spiritual remnants cannot take actions beyond those detailed in their entry, and they cannot be harmed. A DC 20 Knowledge (religion) check identifies these remnants for what they are. A cleric who realizes what the remnants are can expend one daily use of turn undead to protect one creature from spiritual remnants for 24 hours.

Every hour the PCs spend in the Spike roll 1d10, adding +2 per neutral or evil character in the party. On a result that equals or exceeds 10, a spiritual remnant appears. Roll d% on the Spiritual Remnants table to determine the precise occurrence.

SPIRITUAL REMNANTS

d%	Remnant
01–25	Distant cries
26–45	Fleeing phantom
46–55	Hostile phantom
56–65	Echoes of yesterday
66–75	Whispers in the dark
76–95	Corner of the eye
96–100	Soul tearing

Distant Cries: Cries, shrieks, sobs, or similar sounds emerge from the distance. The PCs can't locate the source, but each character must succeed on a DC 15 Will save or believe the voices are familiar. This remnant lasts 2d10 rounds.

Fleeing Phantom: A ghostlike humanoid appears around a corner or from out of a doorway. It sees the party and immediately flees, sometimes through a wall, wailing in terror. This remnant lasts 1 round.

Hostile Phantom: A ghostlike humanoid appears. The phantom's eyes suddenly glow, and its mouth opens wide with a horrific shriek. It charges straight through a PC, fingers extended like claws, then vanishes. The affected character is unharmed, but he feels an uncomfortable chill and exudes a foul odor for 1d4 minutes. This remnant lasts 1 round.

Echoes of Yesterday: One of the PCs sees a traumatic or painful event from her past played out before her. This remnant lasts 2d10 rounds.

Whispers in the Dark: One of the PCs hears a voice whispering to him but cannot find the source. None of the other characters can hear the whispers. The hearer must succeed on a DC 15 Will save or believe the voice is familiar. This remnant lasts 2d10 rounds.

Corner of the Eye: One of the PCs sees movement from the corner of her eye. When she turns, she makes out a screaming face, a horrible apparition, or something similar. It's gone before she can blink. None of the other characters see this apparition. This remnant lasts 1 round.

Soul Tearing: Have one PC attempt a DC 15 Will save. If he succeeds, nothing happens. If he fails, a spectral image that looks like him pulls itself out of his body and flees into the darkness, shrieking as it goes. The affected character feels abnormally cold, and he's clammy to the touch for 1d4 minutes afterward. This remnant lasts 1 round.

RESTING IN THE SPIKE

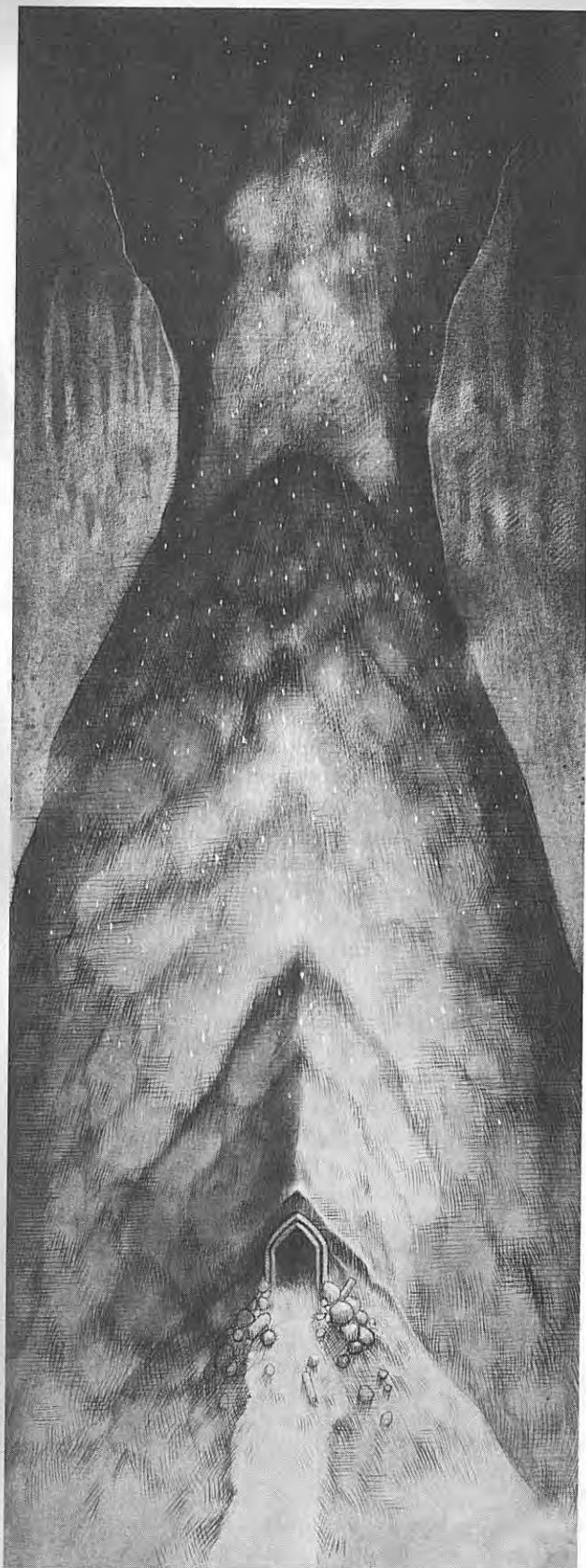
Encounters within the Necromancer's Spike are dangerous, but they're largely sequestered from one another, allowing the PCs a chance to stop and recuperate without danger. (The spiritual remnants are unpleasant, but they don't prevent sleep.) Further, this arrangement means that monsters in one area cannot know that the characters have invaded another. Even Fadheela, confident that the haunted Spike protects her against attack from below, doesn't know the PCs are in the Necromancer's Spike until they approach her lair at S35. So the characters not only have time and space to rest, but they can also leave the Spike and return to find it the way they left it.

S1. SPIKE ENTRY

The opening at the base of the Necromancer's Spike is its only obvious entrance.

When the PCs approach, read:

An unlit cavity gapes at the column's base, apparently providing an opening into the interior. The thick stone doors that once must



The sinister Necromancer's Spike

have secured the entry lie blasted in a pile of gravel and small boulders all around the entrance.

As Es Sarch warned, mercenaries loyal to House Dusklorn guard the entrance tunnel to the Necromancer's Spike. House Dusklorn has ambitions about looting the abandoned sanctum of what it supposes must be powerful items. When the PCs approach the entry tunnel, they trigger the tactical encounter.

Tactical Encounter: S1. Spike Entry, page 45.

S2. GUARDIAN CHAMBER

Maroe guarded his home with foul magic, intending to keep his experiments in and intruders out.

When the PCs can see into this chamber, read:

A green haze obscures this chamber, giving it a strangely aquatic look. The floor is tiled with slabs the color of bone, and the walls are crowded with what appear to be hundreds of vault doors, each bearing the crude likeness of a humanoid. Drifts of gray dust are mounded here and there, but they pile thickly in each corner. A chill radiates from the chamber, oddly penetrating and portending death.

If any creature enters this elaborate killing room, the trap triggers. Lethal magic is stored in each of the vault doors, so disabling the trap requires the destruction of every one. The obsidian ring given to the PCs by Es Sarch, as well as Fadheela's similar ring, suppresses the trap's effect on living creatures for up to 10 rounds per day. These rounds need not be consecutive.

Destruction Trap: CR 10; magic device; proximity trigger; automatic reset; spell effect (*destruction*—unique effect also destroys undead, 13th-level cleric); Search DC 32; Disable Device DC —.

Treasure: A casual search through the drifts of dust in the corners reveals belongings of the room's previous victims, including +1 leather and a +2 greatsword.

S3. CHAMBER OF ADVISORS

Maroe stored his ghastly advisors here near the entrance to impress visitors.

When the PCs enter, read:

It's cold here, causing your breath to steam. Shelves along all the walls hold limbless bodies—turned blue-white but preserved by the cold—with their heads still attached.

A true necromancer possessed of divine and arcane power, Maroe frequently used *speak with dead* to consult these corpses about facts he wasn't versed in. Each one has a +10 modifier in one Knowledge skill.

The temperature of the room is slightly below freezing, and unprotected PCs who spend an hour or more here might take damage from the cold (see DMG 302). The area radiates a faint aura if viewed using *detect magic* (Spellcraft DC 16 to determine the school is evocation).

S4. TROPHY ROOMS

Each of these rooms showcases Maroe's accomplishments.

When the PCs enter, read:

Cobwebbed shelves, nooks, and pedestals line the walls, boasting dusty relics of a life spent in the study of magic and death.

One room holds preserved body parts of rare beasts, another stores antiques and exhausted magic items, and the final chamber contains religious icons from a variety of faiths.

S5. HAUNTED TROPHY ROOM

Originally just another trophy room, this chamber now replays a few moments from Maroe's life. The apparition repeats once every hour.

When the PCs enter, read:

Cobwebbed niches and pedestals display dusty skulls and bones of humanoid creatures.

Suddenly, the doorway makes a sound as if the door is opening, and the translucent shade of a gaunt drow male shambles in, clicking his black staff against the floor. As you watch, he removes his cloak and hangs it on the wall near the door, then abruptly cocks his head and looks upward, mouthing words silently and looking angry. He rushes out of the room, disappearing near the doorway. You see a cloak still hangs near the door.

The cloak is a drow cloak of elvenkind. It has dozens of pockets containing moldered and worthless spell components, but it also contains a brittle bit of rolled parchment. Upon the parchment are, written in Abyssal and without other context, the words "avail," "bewilder," "conquer," "dismay," "entreat," and "forget." These are the command words to the mirrors in encounter S24. Hall of Mirrors (page 58).



Lolth sends her regards to nonbelievers

S6. QUARTERS

Maroe used this room to house his apprentices, guests, and undead.

When the PCs enter, read:

Covered in cobwebs and dust, this room is empty except for rows of blanket-covered beds.

Casual inspection reveals that the doors are designed so they can be locked from either side. The room otherwise contains musty sheets and blankets.

S7. SHRINE OF LOLTH

Even after Maroe's devotion shifted away from Lolth (see S28), he maintained this shrine for the sake of appearances. All the doors are adorned on both sides with large etchings of a black widow spider.

When the PCs enter, read:

This large chamber curves outward on the south end. Within that curve is a gradual stair that leads to a large altar of black stone. The statue of a spider the size of a big bear, seemingly pieced together from bones and fangs, stands astride the altar. From the altar, a gossamer carpet of webs stretches down the stairs and 15 feet into the room, enshrouding a pedestal in the room's center.

If the PCs set foot on the carpet of webs or disturb the altar in any way, they trigger the tactical encounter.

Tactical Encounter: S7. Shrine of Lolth, page 46.

S8. DINING ROOM

Maroe once dined and entertained in this hall.

When the PCs enter, read:

Soft illumination lights this chamber from a candelabrum full of black candles sitting in the center of a huge stone table. Ten ironwork chairs, the most elaborate of which is at the head of the table to the north, surround the slab. All the places are set. Dust and cobwebs cover the whole scene.

The candles have continual flame cast on them, so they radiate a faint aura if viewed using *detect magic* (Spellcraft DC 17 to determine the school is evocation).

Treasure: The table is set with twelve settings of fine dishes, black silk napkins, and ornate ironwork utensils. Each setting is worth 1 gp.

S9. KITCHEN

Undead cooks prepared Maroe's meals here.

When the PCs can see the room, read:

This place is a kitchen. A stone counter lines the southern wall, and a leering gargoyle head looks downward, mouth open, into a black sink at the counter's end to the east. Worn smooth in places, a long stone table occupies the center of the room. Above it hangs a web of wrought iron, upon which dangle iron pots and utensils. Two huge fireplaces, each furnished with iron wire shelves and iron rods to set or suspend pots on, are set into the walls—one to the east and the other in an alcove to the north. Soot and ash are still

piled in their bottoms. A pantry looms in the northwest corner, its shelves still holding a few shiny utensils and dishes, possibly of gold or brass. Unlike the musty areas you've explored so far, this room smells vaguely of death.

When the PCs enter, they trigger the tactical encounter.

Tactical Encounter: S9. Kitchen, page 48.

S10. SPIRAL STAIRS

Both secret doors are locked (Open Lock DC 30).

When the PCs enter, read:

A set of wrought iron stairs winds up into the darkness.

The stairs ascend 30 feet to S11. Maroe didn't want anyone other than him and his trusted servants to proceed farther into the Necromancer's Spike. He placed a *glyph of warding* at the base of the stairs, the password to which disappeared with him.

Glyph of Warding (Blast): CR 4; spell; spell trigger; automatic reset; spell effect (*glyph of warding* [blast], 5th-level cleric, 2d8 sonic, Reflex DC 14 half); multiple targets (all targets within 5 ft.); Search DC 28; Disable Device DC 28.

S11. FOYER TO HORROR

The stairway from S10 arrives here.

When the PCs enter, read:

This small stone chamber is almost a perfect cube. Other than the spiral stairs down, two staircases ascend on the west side of the room, one attached to the northern wall and the other to the southern. At the top of each stairway is a stone door with a heavy iron bar across it. The space between the two flights forms a sort of passage, but that way ends in a bare wall.

The bars are easily removed. Breaking into this room from the west requires a DC 30 Strength check. A secret door leads to S13.

S12. CHARNEL PITS

A walkway passes over and between pits that Maroe used to store bodies and bones. In his absence, the body parts have attained a degree of animation.

When the PCs emerge onto the walkway, read:

The stench of death pours through the door, which opens into a massive chamber. A wide, elevated walkway leads west through the room, a deep pit yawning on either side. Heaps of bodies and body parts form an obscene landscape at the bottom of the northern pit, some jerking spasmodically and moaning. The southern pit is full of skeletons and bones, some of which rattle and twitch. A pair of smaller catwalks runs around the room's perimeter, but these are cut out of the wall, not supported by the floor like the central walkway is. A figure stands motionless in the middle of the central walkway. Humanoid in form, its back is turned.

The negative energy suffusing the Spike is strong here, animating Tiny and smaller dead creatures and partially animating larger creatures and parts. As the PCs move onto the walkway, they trigger the tactical encounter.

Tactical Encounter: S12. Charnel Pits, page 50.

S13. SECRET PASSAGE

Secret doors in S11 and S14 lead into this tunnel, which allowed those passing through this level to avoid the unpleasantness of the charnel pits. Secret doors in the sides of this tunnel allowed entrance into the pits without the need for climbing down from the walkways in S12. Those secret doors open inward.

S14. LANDING

This landing is the only way up to the Spike's third level. The doors are barred, so breaking in from the east requires a DC 30 Strength check.

When the PCs enter, read:

This small stone chamber mirrors the one you arrived in on this floor of the Spike. An iron spiral staircase leads upward. Two staircases descend from the eastern wall, one attached to the northern wall and the other to the southern. (Describe both doors atop the stairs as barred if the PCs entered by way of the secret door. If the characters broke one door open, the other is still barred.) The space between the two flights forms a passage that ends in a bare wall.

The bars are easily removed from the western side. A secret door leads to S13. The spiral stairs ascend 40 feet to S15.

S15. HALL OF AUDIENCE

The spiral stairs from S14 ascend to here. In his younger years, Maroe gave lectures to allies and his few apprentices in this hall.

When the PCs enter, read:

You arrive in a short hall that widens into a massive chamber. Closest to the stairs you just ascended are stone pews. On the farthest end of the room is a stone stage, and just in front of that is a huge stone platform or table that is at least 10 feet long and darkly stained. It has shackles attached to it. Three smaller stone desks and chairs are arranged between the dais and the pews. Two stone doors, both open, stand near each other on the northern wall, and a closed door is farther to the east on that same wall. A shut stone door is set in the southern wall not far from where you entered.

When the PCs enter this chamber, they trigger the tactical encounter.

Tactical Encounter: S15. Hall of Audience, page 52.

S16. STUDY

This room was Maroe's private study.

When the PCs enter, read:

Near the door is a stone font on a slender stand. Beyond that, on the northern wall, a stone desk and chair are set. The western wall is dominated by carved bookshelves that stretch from floor to ceiling. Part of one shelf is fashioned into a scroll rack. Doors allow exit to the south and east.

The font is dry. A secret door here leads to a passage that connects this room with S17, S20, and S23. Ample parchment, ink, charcoal, and three blank books sit unused on the desk. The bookshelf is packed with old journals, esoteric texts, stray papers, and even a few entertaining books (drow humor).

One journal contains details on the creation of Maroe's magic mirrors in S24 (see page 58). It describes the creation process and the guardians, as well as how to attune the mirrors to other locations, but it doesn't tell how to avoid the guardians. That secret disappeared with Maroe.

Another few journals contain ravings about vengeance on the nobles of Pedestal, as well as formulations for creating a new magical disease (but not completed work). Finding these specific journals requires 8 hours of rifling through and reading the books here, or a DC 30 Search check and 1 hour.

Treasure: Three scrolls remain in the scroll rack—a divine scroll of *create undead*, a scroll of *haste*, and a scroll of *vampiric touch*. The desk has a silky black pair of gloves of Dexterity +2 on it.

S17. LIBRARY

A library was maintained here for Maroe's students.

When the PCs enter, read:

Bookshelves are carved into the southern wall, and two smaller sets are carved from the northern wall. Stone desks also jut from the northern wall, each with a stone chair in front of it. A pair of similar chairs faces each other near the center of the room. A small font on a slender stand occupies the southeastern corner. Two doors pierce the southern wall, and another is set in the eastern wall. Just to the north of that door, an iron spiral staircase rises into the ceiling.

This library contains more mundane educational texts, and like the one in the study, the font here is dry. A secret door opens a bookcase and leads to a corridor that connects this room with S16, S20, and S23. The stairs ascend 50 feet to S24.

Treasure: On the western desk is one of Maroe's old spellbooks, which he kept for his apprentices to study. It is worth 2,600 gp and contains the following spells: 0—all in the *Player's Handbook* except *enchantment* and *illusion* spells; 1st—*alarm*, *cause fear*, *chill touch*, *comprehend languages*, *detect undead*, *expeditious retreat*, *identify*, *mage armor*, *protection from evil*, *ray of enfeeblement*, *unseen servant*; 2nd—*blindness/deafness*, *command undead*, *hypnotic pattern*, *false life*, *scare*, *see invisibility*, *spectral hand*; 3rd—*dispel magic*, *gentle repose*, *halt undead*, *ray of exhaustion*, *vampiric touch*; 4th—*animate dead*, *bestow curse*, *fear*.

S18. GRAVEYARD

Maroe altered this area, part of a natural hollow in the Spike, to suit his needs.

When the PCs enter, read:

The smell of rich earth suffuses the area, and stretching out before you is a graveyard. Soft but thick soil, dark beneath your feet, makes up the floor. Rows of graves stand in perfect lines, marked not by tombstones but by simple stone stakes. A stone building, its walls covered in etched death symbols, stands in the southeast corner. To the east, a stone ledge overlooks the graveyard, and a carved stairway, its steps broad and shallow, provides access to it. A rounded, natural-looking ceiling looms overhead. Flowstone formations jut from the dirt or hang from the ceiling, one forming a natural column.

When the PCs enter the area, they trigger the tactical encounter.

Tactical Encounter: S18. Graveyard, page 54.

S19. MAUSOLEUM

The door is locked (Open Lock DC 30; break DC 28).

When the PCs enter, read:

Two great stone sarcophagi, their lids carved to resemble a drow male and a drow female lying in state, stand atop stone biers on the eastern and western sides of this chamber. The air here is musty and full of dust.

Both stone lids on the sarcophagi swivel open easily, remaining connected to the stone coffins they seal. The sarcophagus with the female figure contains the perfectly preserved body of a breathtakingly beautiful female drow covered in a shining burial cloth and dressed in regal drow finery. The other sarcophagus is empty.

SHROUD OF PERPETUAL BEAUTY

Price (Item Level): 1,500 gp (5th)

Body Slot: —

Caster Level: 3rd

Aura: Faint; (DC 16) necromancy

Activation: —

Weight: 1 lb.

This gossamer burial shroud glimmers like a spider web caught in sunlight.

Created to preserve the bodies of important persons, a *shroud of perpetual beauty* is also a boon to others who need or want to preserve the fallen. A body draped in a *shroud* does not decompose, and time spent draped in the *shroud* does not count against the time limit for spells that raise the dead.

Prerequisites: Craft Wondrous Item, *gentle repose*.

Cost to Create: 750 gp, 50 XP, 2 days.

Treasure: The burial cloth is a *shroud of perpetual beauty* (see the sidebar on the previous page), and the drow female still wears a fine platinum necklace set with jet (1,000 gp) and two platinum rings (250 gp each).

S20. OVERLOOK

This area is an extension of S18.

When the PCs ascend, read:

This immense cavern looks natural, containing stalactites, stalagmites, and flowstone columns—some of which have been smashed to rubble. Shallow stone steps sweep down the ledge that descends to the graveyard. Two passages branch off close together in the northern section of the eastern wall, and a part of the northern wall has been worked smooth. In the middle of that wall is a stone door. The air still smells like earth here, but the scent of rain mingles with that odor, and the burble of flowing water comes from the eastern passages.

When the PCs climb up to this area, they trigger the tactical encounter.

Tactical Encounter: S20. Overlook, page 56.

S21. DARK FOUNTAIN

A narrow opening leads to a natural flow of fresh water that supplies parts of the Spike.

When the PCs enter, read:

The stone floor slopes sharply to the south, where the walls glisten and water tinkles into a small pool.

Despite the undead that inhabited this area, the water is still fresh and clean.

S22. HIDDEN ROOM

This chamber once served as Maroe's scrying facility until he built the far more elaborate Hall of Mirrors (see S24, below).

When the PCs enter, read:

This tiny room has been carved from the natural hollow of the surrounding cave. It seems empty.

The room's only unusual feature is a small set of holes in the eastern wall that might once have held a mounted frame. These can be found with a DC 25 Spot check or a DC 10 Search check.

S23. REFUSE PIT

Here Maroe discarded trash and used corpses.

When the PCs enter, read:

This cool and humid room is nothing more than a narrow ledge running around a 20-foot-wide pit that drops into the darkness. Whiffs of salty water waft from below.

Those who make DC 20 Climb checks can scale the pit's walls. About 20 feet down from the lip of the pit is a magically treated iron grate (2d6 points of damage from a fall; hardness 16, hp 90, break DC 40 per 10-by-10-foot section) encrusted with all sorts of questionable materials. Diminutive or smaller creatures and objects can pass through it easily. The pit descends hundreds of feet farther to the roof of a cavern full of salt water. Anyone who stands on the grate for more than 10 minutes is transported to the central walkway in S12. The grate radiates a moderate aura if viewed using *detect magic* (Spellcraft DC 20 to determine the school is conjuration). Level with the grate is a secret door that opens into a corridor connecting the pit with S16, S17, and S20.

S24. HALL OF MIRRORS

Maroe's scrying mirrors are housed here.

When the PCs ascend to this room, read:

The west wall of this room steps westward, forming an alcove and creating a number of smaller wall surfaces. Embedded in or formed from these smaller walls are large mirrors, six in all.

If the PCs stay here for 1 minute, they trigger the tactical encounter. The tactical encounter begins immediately if the characters attempt to activate any of the mirrors without using the proper command word. See the tactical encounter for the mirrors' functions.

Tactical Encounter: S24. Hall of Mirrors, page 58.

S25. ENTRY HALL

Maroe designed this room as a place to mentally ready himself to enter the shrine of Orcus (see S28).

When the PCs enter, read:

A large set of double doors, banded in silvery metal and made of black stone, dominates the southern wall of this otherwise empty chamber. Simpler stone doors are set in the eastern and western walls near the northern corners.

The silvery metal is steel.

S26. VESTIBULE

This is a simple antechamber.

When the PCs enter, read:

This rectangular room is bare, except for a low, dry font in its center. A small door is set in the center of the western wall. Dusty black curtains stretch across a wide archway to the south.

S27. VESTRY

Maroe used this room to change clothing for ceremonies conducted in the Shrine of Orcus.

When the PCs enter, read:

This narrow chamber has stone benches carved from the walls, as well as a number of pegs. From several of these dangle dusty black robes.

The five robes are made of black velvet (5 gp each).

S28. SHRINE OF ORCUS

Once the true center of Maroe's power, this shrine was his darkest secret.

When the PCs enter, read:

The evil here is palpable. Complex and entrancing patterns of silvery bones and skulls fill the black walls and floors. Flanking but not far from the doorway, sinister violet flames dance in twisted oversized iron braziers that are covered in thorns and adorned with shining metal skulls. Atop a low, rectangular dais on the far wall squats a basalt altar, covered in layers of dried blood that fail to conceal a shiny pair of ram's horns. Two statues flanking the altar portray identical corpulent figures that have cloven hooves, batlike wings, and a ram's head. In one fist, each statue clutches a skull-topped rod of black iron. The eye sockets of the rods' skulls gleam in the light.

The shining metal used in the art is steel. A DC 15 Knowledge (religion) or Knowledge (the planes) check is sufficient to identify the statues as portraits of Orcus, Demon Prince of the Undead. As soon as the PCs have taken in their profane surroundings, they trigger the tactical encounter.

Tactical Encounter: S28. Shrine of Orcus, page 60.

S29. CURSED STAIR

What was once a stair to Maroe's personal sanctum is now a death trap.

When the PCs begin to descend, read:

This black iron spiral stair shudders and groans as you climb onto it. It feels unstable.

The lower half of the stairs has long since collapsed into the shaft (see S30). If more than 300 pounds is placed on the staircase, it collapses. Someone close to the top of the stairs can leap off by succeeding on a DC 20 Reflex save. Those who fall plummet 30 feet, taking 5d6 points of damage due to the debris falling with them and at the bottom of the shaft. The noise of the falling stairway alerts Fadheela and her grimlocks (see S35, below), but they wait in their chamber in ambush.

The PCs can scale the shaft (Climb DC 30). They can't brace against anything in the tube, but a rope can be fastened to the door here (Climb DC 10; DC 5 for a knotted rope). A character who fails a Climb check by 5 or more in the upper limits of the shaft falls onto the stairway, causing it to fall if that PC weighs more than 150 pounds.

The stair also contains a magic trap, triggered by the first person to set foot (or fall) on it.

Bestow Curse Trap: CR 5; magic device; touch trigger (alarm); automatic reset; spell effect (bestow curse, 10th-level wizard, -6 penalty to Constitution, Fortitude DC 16 negates); Search DC 28; Disable Device DC 28.

S30. COLLAPSED STAIR

The shaft from S29 descends to a debris-covered floor.

When the PCs arrive here, read:

The remains of the iron spiral staircase from the shaft above cover the floor in this short hall.

S31. GALLERY HALL

This hallway is a display of sorts.

When the PCs pass through, read:

Sconces mounted on the wall contain flickering green lights that throw unsettling illumination down this hallway. Alcoves on each side of the passage hold stone sculptures. A thin cry trills consistently from somewhere within one of the northern alcoves.

The statues that line this hall are beings that were petrified by Fadheela's gaze. Fadheela's hybrid ancestry and sadism allow her to be selective when turning victims to stone—a portion of a victim's body can be left normal. If any statue is broken, all its fleshy parts immediately revert to stone. The statues include:

A. A drow male crouches low as if he is a hound, his ears and nose still flesh.

B. A male duergar smith has his hammer raised. His eyes are normal, and they squirm madly within the stony sockets.

C. A female drow holds her hands out, palms upward as if in supplication. The hands are clearly flesh. If touched, they attempt to grab whatever prodded them, but they are too weak to do more than grasp.

D. A female drow stands balanced on one foot, her flesh mouth still keening.

E. Two drow children point and gaze upward as if in awe. Their pointing fingers still wriggle.

F. An angelic being struggles to launch itself into the air, its wings still soft with white feathers.

S32. MUSEUM

This room is another macabre gallery.

When the PCs enter, read:

Four statues are artfully posed in this chamber, each standing in one of the corners. Every wall has a door in its center. To the east of the southern door is an armored humanoid that has a viper's head, and to its west is a male human who has snakes for arms. To the east of the northern door is a willowy female with upturned eyes and a sneering mouth full of pointed teeth. On that door's western side is a female creature that has a snake tail instead of human legs. The western door is intermittently outlined with brilliant green light, each time accompanied by a sound like the discharge of electricity.

The statues are petrified yuan-ti. Fadheela had serious disagreements with these former agents of the Vanguard of Sertrous. If turned to flesh, since they don't know their current location or whether the PCs are Fadheela's allies, they attack first and deal with Fadheela later.

The flickering light and electricity sound comes from behind the door leading to S35.

S33. STORAGE

The door to this chamber is locked (Open Lock DC 30).

When the PCs enter, read:

Dust coats a jumble of equipment and furnishings apparently tossed into this chamber carelessly. Desks, chairs, rusted chains, cauldrons, cracked and shattered glass retorts of enormous size, empty vials of every color, rusted weapons and armor, moldering carpets, and more are visible here.

Fadheela had little use for the clutter left behind by the vanished necromancer, so she shoved the lot of it into this chamber with little regard for order or value.

Treasure: An hour of searching through the refuse brings to light two pieces of art (200 gp each), a crystal goblet (25 gp), a set of gem-inset flatware (500 gp), a gold comb (150 gp), and a platinum circlet (450 gp).

S34. LAVATORY

Even necromancers must heed the call of nature.

When the PCs look in, read:

A narrow shaft pierces the floor. It's just wide enough to sit atop without falling in, and the whole room reeks of the foulness issuing from it.

The 3-foot-wide shaft is coated with fecal matter, and a DC 25 Climb check is required to ascend or descend it. The chute slowly narrows, such that a character who falls is eventually rammed into a space 1 foot in diameter 200 feet below. Someone who falls must succeed on a DC 25 Escape Artist check or remain stuck. Hundreds of feet farther down, the pipe opens into the roof of a cavern full of salt water.

S35. FADHEELA'S LAIR

Fadheela lives in this chamber. A complement of grimlocks and a bloodhulk fighter serve her.

If the PCs open the door, read:

This wide chamber contains several statues of drow warriors in battle poses. Directly across the room, a wide alcove holds two thick iron rods that have a bolt of emerald electricity dancing between them. Due to the statues, it's hard to see the rest of the space clearly, but it seems like a couple of walls are lined with stone counters on which are scattered various objects, parchments, and other oddments. A slightly open curtain covers what must be an alcove in the southeastern corner.

When the PCs open the door, they trigger the tactical encounter.

Tactical Encounter: S35. Fadheela's Lair, page 62.

Treasure: This room contains a few items of interest.

Fadheela's Obsidian Ring: This ring has a skull glyph carved inside its loop. Created by Maroe to allow his lackeys to control his mindless undead temporarily, the band is a more potent version of the token the PCs carry (see pages 16–17). This ring not only bypasses the trap in S2 the same way the PCs' token does, it also allows its wearer to control the bloodhulk fighter. If viewed using *detect magic*, the ring has a moderate aura (Spellcraft DC 20 to determine its necromancy). If the PCs gain possession of the ring before the bloodhulk is destroyed, the power this bauble has over that creature quickly becomes apparent.

Sertrous Key: This small gold rod has a head showing an opened, fanged mouth about to close over a blue agate that resembles a globe. If viewed using *detect magic*, the key has a moderate aura (Spellcraft DC 20 to determine its conjuration). It opens the electric gate (see below) and is worth 200 gp.

Documents: A search of the countertops reveals numerous papers and a few rolled scrolls. Written in Undercommon, the papers are apparently contracts put out on various figures in Pedestal. Almost all the contracts contain a scribble in Undercommon at the bottom that reads, "Complete." The scrolls are written in Yuan-Ti, and they read:

Scroll One

My Lord Gazaron,

Hail the Vanguard of Sertrous!

As you see, I am good to my word. Through Fadheela, I have sent you the bones and most of the items you requested. I still search for Merthúvial as I write this—the blade is hidden well. I hope the Vanguard is pleased.

You would do well, my lord, to consider your contract with the hobgoblin mercenaries breached. The brutes went on a looting spree that almost compromised the entire mission.

Should you desire it, I volunteer to deal with Krootad—their leader, the priest of Hextor, if you remember—myself.

—Xeron

Scroll Two

Fadheela,

You have our thanks for sending the bones and items to us here in the fortress. With the king's bones in hand, the prophecy is about to be bent to the will of the Vanguard of Sertrous! However, two of the items are missing from what you sent—Merthúvial and Banrhialorg. Please explain this discrepancy.

—Gazaron

Scroll Three (sealed with red wax; must be opened)

Gazaron,

That fool Xeron never sent Merthúvial as he promised he would, nor has he arrived in Pedestal to deliver it to me. That's your mess to clean. His worthless lackeys tried to withhold the items you

wanted until their master arrived, so you got what you have only because I brook no defiance. The sword might still show up, or Xeron is dead. I do not know which is likely, nor do I care.

I am taking the staff as my own, and if you want it, you'll have to face me. I've sent the bones and other weapons along. Count yourself lucky I did not reserve anything else for myself.

—Fadheela

Electric Gate: Anyone who steps between the two iron rods that contain the bolt takes 5d6 points of electricity damage each round. However, if the Sertrous Key is presented, the green bolt divides into two bolts, which slowly separate in the middle, until a flaring, 10-foot-diameter hoop of electricity is formed after 1 minute. The hoop persists for a minute; then the bolt collapses back into a single jagged line of lightning. During the minute that the hoop is open, anyone stepping through it disappears from Pedestal. See Adventure's End, below.

S36. CLOSET

Maroe once stored his clothing and other belongings here, but this room is also a secret entrance into the Spike.

When the PCs enter, read:

Shelves, pegs, and a stone chest suggest that this small room is a closet. A smaller stone coffer covered in runes sits on one of the shelves. The rest of the closet contains just a few outfits, and a slender gray staff capped with a golden draconic head leans against the eastern wall.

A secret door (Search DC 30) leads to another that, in turn, opens to the exterior of the Necromancer's Spike. Fadheela used this way to enter and leave the Spike, as Maroe did in years past. The Spike's outer surface requires DC 15 Climb checks to scale.

Outfits: These clothes are traveling attire or black working suits for Fadheela's humanoid torso or when she is in humanoid form. They fit any slender, tall Medium humanoid.

Stone Chest: In this chest, Fadheela stores the payments she received for completing her contracts. She took payment exclusively in platinum. The chest contains 412 pp. Also contained in the chest are three vials of viscous oil. Each is oil of stone to flesh, which functions as the spell of the same name if the contents of a vial are poured and spread over the targeted area, creature, or object.

Stone Coffer: This is a *field provisions box* (see the sidebar), which Fadheela and the grimlocks used regularly for food when they were inside the Spike.

Staff: This is *Banrhi*alorg, a legacy item described in the next section.



Fadheela is the unholy progeny of medusa and yuan-ti

FIELD PROVISIONS BOX

Price (Item Level): 2,000 gp (6th)

Body Slot: — (held)

Caster Level: 5th

Aura: Faint; (DC 17) conjuration

Activation: Standard (command)

Weight: 2 lb.

This stone box is carved with runes denoting abundance.

When activated, a *field provisions box* produces a full day's sustenance for up to fifteen humans or five horses. It functions once per day.

Prerequisites: Craft Wondrous Item, create food and water.

Cost to Create: 1,000 gp, 40 XP, 2 days.

Adventure's End

Once the PCs defeat Fadheela and her minions, the adventure concludes. The characters can return to the surface, happy to have discovered where the king's bones have gotten off to and to have recovered one more legendary item. However, if the PCs are concerned about the plans the Vanguard of Sertrous has for the stolen king's bones, they might be tempted to continue the search with an expedition through the electric gate. The destination of the gate is detailed in the connected adventure DD3: *Fortress of the Yuan-Ti*.

Prior to that plunge into the unknown, the characters are free to return to Pedestal to rest, buy supplies, level up, and regain their strength. Once they've made all their preparations, they can step through the electric gate and find themselves someplace completely different. . .

BANRHIALORG (QUEEN'S STAFF)

A finely tapered staff of ash wood, *Banrhialorg* (Celestial for "Queen's Staff") is shod with unblemished gold on its foot and a golden draconic head with sapphire eyes and a ruby tongue on its top. Close examination reveals that the faint lines and veins in the wood form a sequence of arcane runes that repeat down the staff's length.

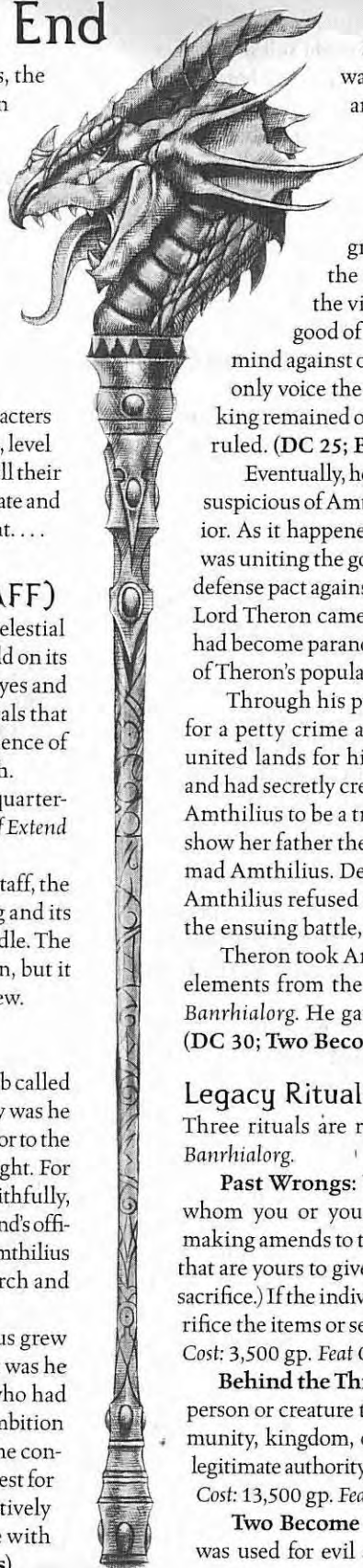
Nonlegacy Game Statistics: Masterwork quarter-staff that also functions as a lesser metamagic rod of *Extend Spell*; Cost 3,600 gp.

Omen: When an arcane spellcaster grasps the staff, the golden head's sapphire eyes flash with lightning and its tongue burns with fire, shedding light like a candle. The wielder can suppress this display as a free action, but it returns when the wielder picks up the staff anew.

History

Ages ago, a powerful wizard and servant of Boccob called Amthilius lived in a land now forgotten. Not only was he the realm's greatest arcanist, he was also chief advisor to the local king, who was a skilled wizard in his own right. For years, Amthilius had served both lord and god faithfully, and finally, the king made worship of Boccob the land's official religion. To honor this momentous occasion, Amthilius created a mighty staff to seal the joining of church and state, and grant great arcane power to the king.

As the ceremony drew near, though, Amthilius grew uncertain whether he should give up his staff. It was he who was the greatest mage in the land and he who had created this potent item. Amthilius's pride and ambition warred against his loyalty and faith. Eventually he convinced himself that it was in everyone's best interest for him to keep the staff, since he could more effectively defend the realm with it. He presented his liege with a less potent staff instead. (DC 20; **Past Wrongs**)



Banrhialorg

When Amthilius later appeared with a new staff, nobody questioned it. He was known for creating items. The king, among others, remarked with wonder that Amthilius's arcane might had grown beyond its previous astounding levels. Amthilius heard the whispers and saw how his power had grown greatly. His pride swelled. Why shouldn't the realm's greatest wizard rule it? Again, the vizier convinced himself he acted for the good of the land. Slowly, he poisoned the king's mind against other advisors, until Amthilius's was the only voice the sovereign willingly heard. Though the king remained on the throne, it was Amthilius who truly ruled. (DC 25; **Behind the Throne**)

Eventually, however, the king's daughter, Imecia, grew suspicious of Amthilius and her father's change in behavior. As it happened, a young lord from a land to the east was uniting the good folk of the region, forming a mutual defense pact against the wider land's evils. By the time this Lord Theron came to Amthilius's realm, the great wizard had become paranoid and covetous, and he became jealous of Theron's popularity even in Amthilius's realm.

Through his puppet king, Amthilius framed Theron for a petty crime and began making plans to secure the united lands for himself. Imecia, who was also a wizard and had secretly created a network of those who suspected Amthilius to be a traitor, freed Theron and found a way to show her father the truth. Then, they all faced the power-mad Amthilius. Despite his crumbling web of deception, Amthilius refused to surrender, killing Imecia's father in the ensuing battle, and falling himself in the end.

Theron took Amthilius's staff and had it remade with elements from the king's staff. This new staff he called *Banrhialorg*. He gave it to Imecia on their wedding day. (DC 30; **Two Become One**)

Legacy Rituals

Three rituals are required to unlock all the abilities of *Banrhialorg*.

Past Wrongs: You must track down an NPC against whom you or your family committed a transgression, making amends to this person by offering items or services that are yours to give. (The cost of the ritual represents this sacrifice.) If the individual refuses the payment, you must sacrifice the items or services to a temple dedicated to Boccob. Cost: 3,500 gp. *Feat Granted:* Least Legacy (*Banrhialorg*).

Behind the Throne: You have to discover and expose a person or creature that has secretly taken control of a community, kingdom, or institution. Then you must return a legitimate authority to the head of that society or association. Cost: 13,500 gp. *Feat Granted:* Lesser Legacy (*Banrhialorg*).

Two Become One: You must find a magic item that was used for evil and balance it by combining it with a

magic item that was used for good. If you don't have the skills to accomplish this task, you can employ someone else to do it for you, but the items used in the combining must belong to you. The new item has to blend elements from its constituent items, and you must give the completed item to a worthy NPC. Cost: 43,500 gp. *Feat Granted:* Greater Legacy (*Banrhialorg*).*

Wielder Requirements

Ability to cast arcane spells.
Knowledge (arcana) 5 ranks.
One metamagic feat.

Legacy Item Abilities

The following are legacy item abilities of *Banrhialorg*.

Arcane Cipher (Sp): At 5th level, you can use *detect magic*, *read magic*, and *arcane mark* at will as the spells, using a different command word for each effect. Caster level 5th.

Arcane Alacrity (Su): At 6th level, your ability to prepare or manipulate arcane magic improves. If you prepare arcane spells, you require 20 minutes to prepare your daily allotment of spells rather than the standard hour. Preparing a smaller portion of your daily allotment of spells takes a proportionally smaller amount of time, but always at least 5 minutes. If you spontaneously cast arcane spells, adding a metamagic feat to an arcane spell does not increase that spell's casting time.

Arcane Resistance (Su): At 10th level, you gain a +3 resistance bonus on saving throws.

Arcane Persistence (Su): At 13th level, you can apply the Extend Spell feat to up to three spells per day of up to 9th level that you can cast. Using this legacy ability doesn't increase the spell slot of the altered spell.

Arcane Repulsion (Su): At 14th level, you gain damage reduction 10/magic against ranged weapons, as if affected

by a *protection from arrows* spell. The effect has no limit to the amount of damage it can absorb. Caster level 10th.

Arcane Reserve (Su): At 16th level, you can store up to three levels of spells in *Banrhialorg*, as if the staff were a ring of *minor spell storing*.

Arcane Acumen: At 17th level, you gain a +6 enhancement bonus to your primary arcane spellcasting ability score, either Intelligence or Charisma. If you have more than one arcane spellcasting class, you can choose Intelligence or Charisma to benefit from this legacy ability. Once you've chosen, the application of this bonus cannot be changed.

Arcane Empowerment (Su): At 20th level, you can apply the Empower Spell feat to up to three spells per day of up to 9th level that you can cast. Using this legacy ability doesn't increase the spell slot of the altered spell.

BANRHIALORG

Skill	Caster	Spell			
Wielder	Check	Save	Level	Slot	
Level	Penalty	Penalty	Loss	Abilities	
5th	—	—	—	—	Arcane cipher
6th	—	—	—	1st	Arcane alacrity
7th	—	-1	-1	—	—
8th	-1	—	—	2nd	—
9th	—	—	—	—	—
10th	—	—	—	3rd	Arcane resistance
11th	—	—	—	—	—
12th	—	—	—	4th	—
13th	—	—	-2	—	Arcane persistence
14th	—	—	—	5th	Arcane repulsion
15th	-2	—	—	—	—
16th	—	—	—	6th	Arcane reserve
17th	—	—	—	—	Arcane acumen
18th	—	—	—	7th	—
19th	—	—	—	—	—
20th	—	—	—	8th	Arcane empowerment

WHAT IS A LEGACY ITEM?

A legacy item is a powerful magic item with history and potential. Such an item is similar to an artifact.

Every legacy item has the potential to improve over time with sacrifice from the user. When a character meets the wielder requirements, she can attune to the item and gain abilities as she goes up in level. For the set cost specified under Legacy Rituals and detailed on the weapon's table, the user gains new abilities at particular experience levels. The table shows certain penalties and costs associated with the legacy. A legacy item's user must take the penalties and losses associated with her level to use the legacy item's abilities. For *Banrhialorg*, the penalties are not cumulative. Each penalty replaces ones that came before it. For example, a 13th-level wielder of *Banrhialorg* takes a -1 penalty on skill checks and saves, a -2 penalty to caster level, and gives up a 4th-level spell slot.

Feats are required to gain access to the legacy item abilities of *Banrhialorg*, and those feats can be acquired only by completing

legacy rituals. Least Legacy (*Banrhialorg*) allows a user of 5th to 9th level to access abilities from equivalent levels, and Lesser Legacy (*Banrhialorg*) is required to use abilities from 10th to 16th level. Greater Legacy (*Banrhialorg*) grants access to 17th-level and higher abilities.

Whenever a user wants to gain the feat required to open up access to a new tier of abilities (Least, Lesser, or Greater), that wielder must somehow learn about the history of the item and a related ritual by making or having another character make a successful Knowledge (history) check, the DCs of which are detailed parenthetically in the history of *Banrhialorg*. The user must then pay the gold and roleplaying costs associated with the ritual. If a PC does that, she gains access to all the legacy abilities linked to that bonus feat (Least Legacy, Lesser Legacy, Greater Legacy) as soon as she advances to the appropriate character level.

For more information on legacy items, see the *Weapons of Legacy* supplement.

EARTH NODE

Encounter Level 6

SETUP

Roll d12 for each giant cockroach, each unusually large cockroach, and the swarm as its initiative count comes up. This number indicates which warren hole that creature first emerges from. Place the miniature representing the creature at that opening—it acts from there.

When you introduce the swarm of cockroaches, make sure the players understand that this aggressive mass of biting roaches is different from the smaller and more passive roaches carpeting the node (see Carpet of Roaches in Features of the Area).

When the cockroaches attack, read:

An offensive odor, musty and sickening, suddenly intensifies to a nauseating level. A vibrating thrum, as if thousands of minuscule feet are rustling on stone, comes to a crescendo as every one of the open warren holes spews a bristling swarm of black cockroaches. Roaches quickly cover the floor. Giant cockroaches, hissing and eager to feed, follow their little cousins from the warrens.

2 GIANT COCKROACHES

CR 3

hp 30 each (4 HD)

N Medium vermin

Init +4; Senses darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +0

Languages —

AC 20, touch 14, flat-footed 16

Immune mind-affecting

Fort +7, Ref +5, Will +1

Speed 40 ft. (8 squares) climb 40 ft., fly 60 ft. (average)

Melee bite +8 (1d6+7)

Base Atk +3; Grp +8

Atk Options trip (+5)

Special Actions stench

Abilities Str 21, Dex 18, Con 16, Int —, Wis 10, Cha 2

SQ vermin traits

Feats —

Skills Climb +17, Hide +14, Listen +0, Move Silently +10, Spot +0

Trip (Ex) A giant cockroach that hits its opponent with a bite can attempt to trip that opponent as a free action, without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the giant cockroach.

Stench (Ex) 30-ft. radius, all living creatures (except cockroaches) must succeed on a DC 15 Fortitude save or be sickened for 10 rounds. Success on the save against a cockroach's stench confers immunity to that same cockroach's stench for 24 hours.

Creatures immune or resistant to poison are similarly resistant to the stench. *Delay poison* or *neutralize poison* removes the effect from a sickened creature.



Tunnels spew a bristling swarm of black cockroaches



TACTICS

A few cockroaches fly high enough to make diving charges at their targets. The swarm engulfs as many PCs as it can each round. All the cockroaches prefer to attack prone foes.

DEVELOPMENT

If the PCs kill all the giant and unusually large cockroaches, the swarm and carpet of roaches retreat 1d4 rounds later. The characters can then stay in the node indefinitely without being further molested by cockroaches, even if they try to squirm into one of the warrens described in E3. Cockroach Warrens, page 5.

4 UNUSUALLY LARGE COCKROACHES CR 1/3

hp 7 each (1 HD)

N Small vermin

Init +0; **Senses** darkvision 60 ft., tremorsense 60 ft.;
Listen +0, Spot +0**Languages** —**AC** 16, touch 11, flat-footed 16**Immune** mind-affecting**Fort** +5, **Ref** +0, **Will** +0**Speed** 30 ft. (6 squares), climb 30 ft., fly 40 ft. (average)**Melee** bite +3 (1d4+3)**Base Atk** +0; **Grp** -2**Atk Options** trip (+2)**Special Actions** stench**Abilities** Str 14, Dex 11, Con 16, Int —, Wis 10, Cha 2**SQ** vermin traits**Feats** —**Skills** Climb +14, Hide +14, Listen +0, Move Silently +6,
Spot +0**Trip (Ex)** See giant cockroach.**Stench (Ex)** See giant cockroach (Fortitude DC 13).**COCKROACH SWARM CR 2**

hp 22 (3 HD)

N Fine vermin (swarm)

Init +4; **Senses** darkvision 60 ft., tremorsense 30 ft.;
Listen +0, Spot +0**Languages** —**AC** 22, touch 22, flat-footed 18**Immune** swarm immunities (MM 315), weapon damage**Fort** +6, **Ref** +5, **Will** +1**Weakness** swarm vulnerabilities**Speed** 20 ft. (6 squares), climb 20 ft.**Melee** swarm (1d6)**Space** 10 ft.; **Reach** 0 ft.**Base Atk** +1; **Grp** —**Special Actions** distraction, stench**Abilities** Str 1, Dex 18, Con 16, Int —, Wis 10, Cha 2**SQ** swarm traits, vermin traits**Feats** —**Skills** Climb +16, Hide +30, Listen +0, Move Silently +10,
Spot +0**Distraction (Ex)** Any living creature that begins its turn with
a cockroach swarm in its space must succeed on a
DC 14 Fortitude save or be nauseated for 1 round.**Stench (Ex)** See giant cockroach (swarm's space only,
Fortitude DC 14).**FEATURES OF THE AREA**

The area has the following features.

Carpet of Roaches: Colonies of vermin irradiated by magical energy for decades sometimes take on peculiar qualities. When these roaches emerge from the warrens, they cover the entire floor of the earth node with a bristling, vibrating sheen of tiny forms. This carpet provides all the concealment the swarm needs to make Hide checks if it needs to.

Standing creatures can crunch their way through a square filled with a carpet of roaches without difficulty. However, the carpet increases the difficulty of Balance, Move Silently, and Tumble checks by 2.

If any creature (other than a cockroach) falls prone in a square covered by the carpet of roaches, that creature must succeed on a DC 10 Balance check to stand up, using a standard action even if it fails. A creature takes 1d6 points of damage each round it remains prone on a carpet of roaches. The roaches swarm and nibble on soft tissues.

Such large numbers of roaches live in the warrens that killing enough of them to remove the carpet is impossible. Any area effect that deals damage clears the affected area of roaches for 1 round. After that time, more roaches swarm in, creating the carpet of roaches anew in the previously cleared squares.

Warren Holes: Each hole surrounding the node is about 2-1/2 feet in diameter and leads to a labyrinth of tunnels normally swarming with cockroaches. Medium and Small creatures must squeeze and crawl to enter and move about in these warrens, taking a move action to move 5 feet, provoking attacks of opportunity when doing so.

If any Medium or Small creature tries to fight from or in one of these tunnels, that creature takes a -4 penalty on attack rolls and to Armor Class. However, the tunnels can provide cover.



BRIDGE ASKEW

Encounter Level 7

SETUP

Pit the PCs' Spot checks against the skum's (S) Hide checks (at the underwater bonus). Those who see one or more skum can act in the surprise round. Imaug (I), an aboleth, uses *project image* to appear near the bridge 1 round after the skum attack.

You can modify where the skum arrive to give them more tactical advantage. They don't surface until they're ready to fight.

When the skum attack, read:

The serene and gloomy surface of the Sullen Sea ripples, and the air grows foul with the stench of rotting fish. Four humanoids haul themselves from the depths, covered in slimy, bulbous flesh and vestigial fins. Their gaping maws are filled with rows of sharp teeth.

When Imaug attacks, read:

Even more horrific, an alien form of writhing tentacles, fishy scales, and glowing malevolent eyes rises to the surface about 20 feet from the bridge.

TACTICS

Imaug is interested in nothing more complex than supplementing its diet, enslaving or having its skum kill a couple of PCs for later consumption. The aboleth does not surface at any time, remaining 60 feet underwater. What seems to be Imaug is, in fact, an illusion created by its *project image* ability. All the aboleth's powers originate from this point, and it appears to actually be here to all mundane senses. Any PC who successfully attacks the image, or successfully targets it with a spell, is considered to have interacted with it and can attempt a Will save to disbelieve. The image radiates a strong aura if viewed using *detect magic* (Spellcraft DC 22 to determine the school is illusion).

Imaug's skum attempt to outmaneuver foes, flanking when possible. Preferring to fight in the water, since they take no penalties for doing so, the skum try to bull rush foes into the Sullen Sea.

Imaug flees if it is attacked or threatened directly, if all the skum are slain, or if it has used up all three of its *enslave* attempts. It takes enslaved PCs with it. The skum fight to the death as long as Imaug remains, but they bolt 1 round after their master leaves.

REUSING IMAUG

It's unlikely the PCs defeat Imaug in this encounter, but you can use the dread aboleth in further adventures. As the PCs move around and learn about Pedestal, they might discover more about Imaug's influence on the city, especially on the Assassins' Guild. Fluid, the leader of that guild, is either allied with or under the influence of Imaug. The aboleth has dozens more skum as well. What this means for Pedestal and the PCs is up to you.

IMAUg THE ABOLETH

CR 7

hp 76 (8 HD)

LE Huge aberration (aquatic)

Init +1; Senses darkvision 60 ft.; Listen +16, Spot +16

Aura mucus cloud (1 ft.)

Languages Aboleth, Aquan, Undercommon

AC 16, touch 9, flat-footed 15

Fort +7, Ref +3, Will +11

Speed 10 ft. (2 squares), swim 60 ft.

Melee 4 tentacles +12 each (1d6+8 plus slime)

Space 15 ft.; Reach 10 ft.

Base Atk +6; Grp +22

Special Actions *enslave*

Spell-Like Abilities (CL 16th):

At will—*hypnotic pattern* (DC 15), *illusory wall* (DC 17), *mirage arcana* (DC 18), *persistent image* (DC 18), *programmed image* (DC 19), *project image* (DC 20), *veil* (DC 19)

Abilities Str 26, Dex 12, Con 20, Int 15, Wis 17, Cha 17

Feats Alertness, Combat Casting, Iron Will

Skills Concentration +16 (+20 casting defensively),

Knowledge (arcana) +13, Listen +16, Spot +16, Swim +16

Mucus Cloud (Ex) When underwater, Imaug surrounds itself with a viscous cloud of mucus roughly 1 foot thick. Any creature coming into contact with and inhaling this substance must succeed on a DC 19 Fortitude save or lose the ability to breathe air for the next 3 hours. An affected creature suffocates in 2d6 minutes if removed from the water. Renewed contact with the mucus cloud and failing another Fortitude save continues the effect for another 3 hours.

Slime (Ex) A creature hit by Imaug's tentacle must succeed on a DC 19 Fortitude save or begin to transform over the next 1d4+1 minutes, its skin gradually becoming a clear, slimy membrane. An afflicted creature must remain moistened with cool, fresh water or take 1d12 points of damage every 10 minutes. The slime reduces the creature's natural armor bonus by 1 (but never to less than 0). A *remove disease* spell cast before the transformation is complete restores an afflicted creature to normal. Afterward, however, only a *heal* or *mass heal* spell can reverse the affliction.

Enslave (Su) Three times per day, Imaug can attempt to enslave any one living creature within 30 feet. The target must succeed on a DC 17 Will save or be affected as though by a *dominate person* spell (caster level 16th). An enslaved creature obeys Imaug's telepathic commands until freed by *remove curse*, though it can attempt a new Will save every 24 hours to break free. The control is also broken if Imaug dies or travels more than 1 mile from its slave.

WATER ACTION

Creatures in the water that have no swim speed or *freedom of movement* must make DC 10 Swim checks to move one-quarter their speed as a move action. Those who fail lose their Dexterity bonus to AC, and foes gain a +2 bonus on attack rolls against them. A failure by 5 or more results in a creature going underwater and needing to hold its breath. Move Silently checks take a -2 penalty in water.

Creatures swimming in the water but breaking the surface have improved cover against attacks from on land (+8 to AC, +4 on Reflex saves). A creature wholly covered by water has total cover against attacks from on land.

Those making ranged attacks when underwater take a -2 penalty on attack rolls for each 5 feet of water the attack passes through, in addition to range increment penalties. Those making slashing and bludgeoning melee attacks take a -2 penalty on attack rolls when underwater.

The surface of the water blocks line of effect for fire spells. A spellcaster who casts a fire spell in the water must succeed on a Spellcraft check (DC 20 + spell level), or the spell fails and is wasted. On a success, the spell produces a bubble of steam instead of fire, but otherwise works as described. Supernatural abilities that produce or require fire are ineffective in water unless the effect's description indicates otherwise.

Holding Breath: A creature can automatically hold its breath for a number of rounds equal to twice its Constitution score, but only if taking move actions or free actions. A creature holding its breath that takes a standard action has the number of rounds its breath can be held reduced by 1. When that time period expires, the creature must make a Constitution check each round, starting at DC 10 and increasing the DC by 1 for each previous check. A failed Constitution check causes a creature to fall unconscious. On the following round, the creature is reduced to -1 hit

4 SKUM

CR 2

hp 11 each (2 HD)

LE Medium aberration (aquatic)

Init +1; Senses darkvision 60 ft.; Listen +2, Spot +2

Languages Aquan

AC 13, touch 11, flat-footed 12

Fort +1, Ref +1, Will +3

Speed 20 ft. (4 squares), swim 40 ft.

Melee bite +5 (2d6+4) and

2 claws +0 each (1d4+2)

Base Atk +1; Grp +5

Atk Options rake +0 melee (1d4+2)

Abilities Str 19, Dex 13, Con 13, Int 10, Wis 10, Cha 6

SQ amphibious

Feats Alertness

Skills Hide +6*, Listen +2*, Move Silently +6, Spot +2*, Swim +12

*Skum have a +4 racial bonus on Hide, Listen, and Spot checks underwater.

Rake (Ex) A skum gains two rake attacks when swimming, in addition to the normal ability to rake when grappling.

points and is dying. On the round after that, the creature suffocates and dies.

CONCLUSION

Because Imaug is essentially raiding for food, it doesn't stay to fight beyond the circumstances described in Tactics. Its CR is only partly factored into the Encounter Level. Treat Imaug as if it were CR 5 when determining experience for this encounter.

FEATURES OF THE AREA

The area has the following features.

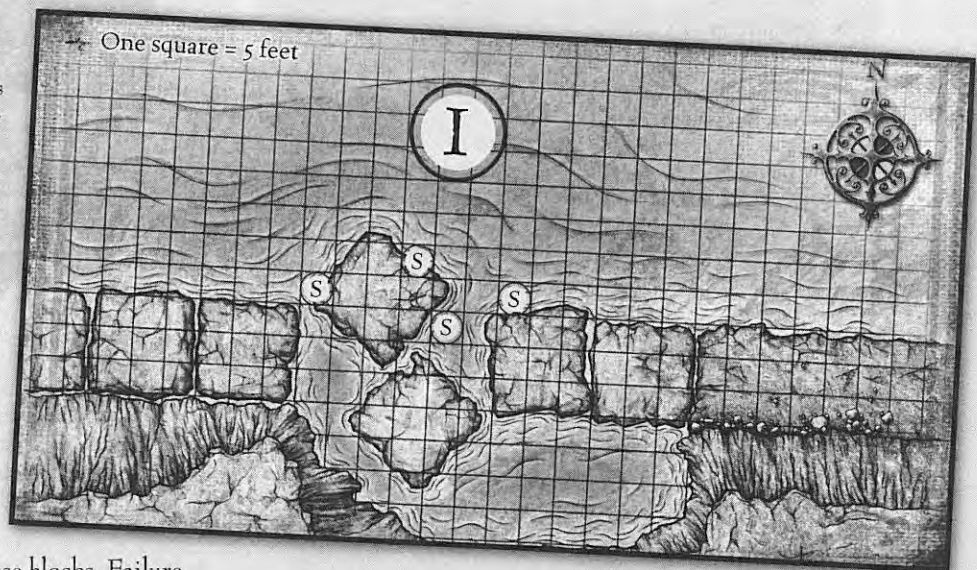
Water: The water near the blocks is 5 feet deep, but it drops off 30 feet for every 10 feet away from the blocks.

Cliffs: The cliffs near the askew blocks are sheer and slippery, but they're also rough (Climb DC 20).

Normal Blocks: A DC 2 Balance check is required to run or charge across the blocks, due to the water on them. Failure means the character can still act, but can't run or charge this round.

Askew Blocks: The cracking and shifting of the stones as the blocks were moved has caused them to become slightly unstable. They're also slick with water. A DC 12 Balance check is required to run or charge across these blocks. Failure means the character can still act, but can't run or charge in this round.

PCs who peer below the water spy a couple of cavities big enough for Large creatures to fit into. Each of these hollows served as a skum lair, its space littered with bones.



A DC 15 Search check reveals treasure from past victims, including a small locked coffer (Open Lock DC 25) that holds 96 gp and a sealed vial (containing *dust of dryness*). A drow skull hides a *pearl of Undercommon* (see sidebar, page 8).

SOUTH GATE

Encounter Level 7

SETUP

The players can place their miniatures no closer than within 5 squares of the gate. One kuo-toa (K) emerges to scrutinize them, and two more hide around the corners. Another two man the barricade. The first kuo-toa succumbs to its fear of surfacers without bothering to talk.

When the first kuo-toa emerges, read:

A gray, pudgy humanoid that has willowy limbs and flipper-like hands and feet bounds from the shadows, its fishlike head sporting bulbous eyes. It carries a spear and a large shield, and the smell of rotten fish hangs in the air around it. With a gurgling snarl, it leaps to attack as its skin flushes red.

5 KUO-TOAS

CR 2

hp 11 each (2 HD)

NE Medium monstrous humanoid (aquatic)

Init +0; Senses keen sight; Listen +7, Spot +11

Languages Aquan, Kuo-Toan, Undercommon

AC 18, touch 10, flat-footed 18; adhesive

Immune paralysis, poison

Resist electricity 10, slippery

Fort +3, Ref +3, Will +5

Weakness light blindness

Speed 20 ft. (4 squares), swim 50 ft.

Melee spear +3 (1d8+1/x3) and
bite -2 (1d4)

Ranged javelin +2 (1d6+1)

Base Atk +2; Grp +3

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

SQ amphibious

Feats Alertness^B, Great Fortitude

Skills Escape Artist +6, Hide -2, Knowledge (local) +4,
Listen +7, Move Silently +1, Search +8, Spot +11,
Swim +5

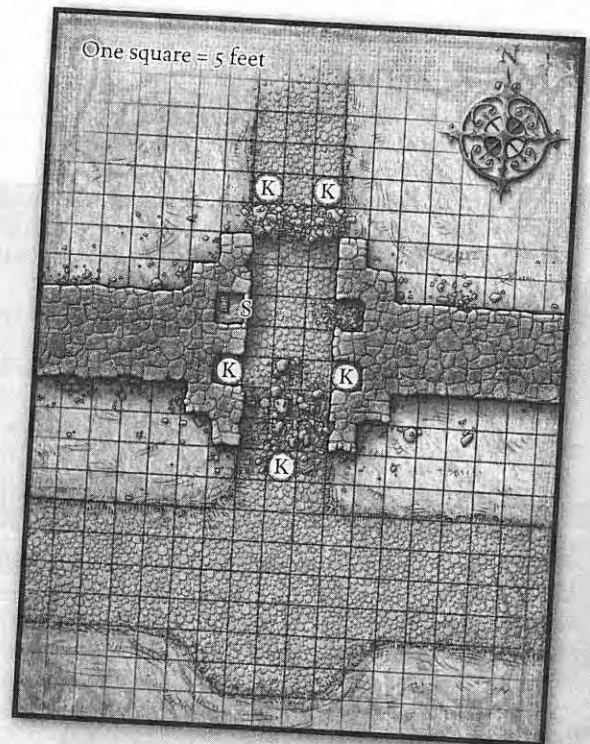
Possessions heavy steel shield, spear, 3 javelins

Keen Sight (Ex) Kuo-toas can spot moving objects or creatures that are invisible or ethereal. Only by remaining perfectly still can such objects or creatures avoid notice.

Adhesive (Ex) Kuo-toas coat their shields with adhesive. Those who make unsuccessful melee attacks against a kuo-toa must succeed on a DC 14 Reflex save, or their weapon sticks to the kuo-toa's shield and is yanked out of their grasp. Creatures using natural weapons are automatically grappled if they get stuck. The adhesive remains good until it actually catches one creature or object, which uses it up. Pulling a stuck weapon or limb from a shield requires a DC 20 Strength check.

Light Blindness (Ex) Blinded for 1 round in *daylight*, then dazzled when still in *daylight*.

Slippery (Ex) Kuo-toas secrete an oily film. Webs, magical or otherwise, don't affect kuo-toas, and they can usually wriggle free from most forms of confinement.



FEATURES OF THE AREA

The area has the following features.

Walls: The walls are 30 feet high and 15 feet thick; hardness 8, 1,350 hp, break DC 60 per 10-by-10-foot section; Climb DC 20.

Light Rubble: Light rubble adds 2 to the DC of Balance and Tumble checks, and it imposes a -2 penalty on Move Silently checks. Any creature attempting to run or charge over light rubble must succeed on a DC 10 Balance check or be unable to do so, acting normally otherwise.

Barricade: 5 feet thick; hardness 8, 120 hp, break DC 20 per 10-by-10-foot section; Climb DC 10. The barricade is 3 feet high, and it provides cover.

Secret Room: The Inheritors keep a stash of loot in a secret chamber on the west side of the gatehouse (Search DC 22 to find). In addition to several haunches of meat, it holds a chest containing 527 gp and 28 pp, as well as a scroll of *protection from energy*, a *potion of cat's grace*, and a *wand of detect magic* (CL 1st; 38 charges).

TACTICS

Three kuo-toas close with the PCs to cover their fellows at the barricade. From behind the barricade, the others throw javelins at the characters. A kuo-toa turns ghost white and surrenders if reduced to 4 or fewer hit points. They all surrender after four have capitulated or died.

DEVELOPMENT

Subdued kuo-toas cooperate with the PCs, even revealing the secret chamber. They might impart the following.

"We're Inheritors. Blueknight will see that Pedestal is one day ours, oh yes."

"Dripstone Inn? Oh yes, you'll find it to the north."

"Oh, no, I don't know anyone named Fadheela."

Dock

Encounter Level 7

SETUP

The duergar (D) are eager to prove themselves, but the one who confronts the PCs doesn't attack immediately. As she talks, the others use their *invisibility* spell-like abilities, leave the shack through secret doors, and set up flanks on the characters. Make Move Silently checks for them—the PCs might hear them approaching.

When the duergar confronts the PCs, read:

A dusky and hairless female dwarf in dark leather steps out of the shadows near the shack. Her black eyes scrutinize you, and she has a short blade readied. "What business have you here, sun warts?" she hisses.

NEGOTIATION

The duergar attacks once she thinks her comrades are in position if the PCs don't answer her initial question. She can be persuaded to a peaceful resolution, however.

Starting Attitude: Unfriendly.

Modifiers: PCs threaten her (−6); a duergar is in the party (+2); PCs offer a bribe (+1 per 10 gp).

Hostile (5 or lower): Attacks.

Unfriendly (6–14): Says, "The Assassins' Guild owns these docks. Get you gone, scum!" Attacks if PCs stay.

If Indifferent (15–24): "You want a boat? A wreck is 50 gold. One that floats is 100."

If Friendly (25 or higher): "A boat?" She laughs. "One yonder still floats—25 gold, and it's yours."

TACTICS

The duergar all use Tumble to maintain or gain flanks, sneak attacking whenever possible. A duergar flees if reduced to 4 or fewer hit points, using *invisibility* or a *potion of water breathing* to escape.

FEATURES OF THE AREA

The area has the following features.

Wrecks: The wrecks sink if boarded.

Shack: This stone structure is ramshackle but serviceable. It has two secret doors (Search DC 20).

Seaworthy Craft: This 20-foot rowboat holds up to six Medium passengers, and it has four oars. The boat has a faint aura if viewed using *detect magic* (Spellcraft DC 17 to determine the school is abjuration)—a minor spell keeps the craft free of rot.

Water: See Water Action in encounter G6, page 36, if the fight moves into the water.

4 DUERGAR ROGUES

CR 3

hp 15 each (2 HD)

Male or female duergar rogue 2

LE Medium humanoid (dwarf)

Init +2; **Senses** darkvision 120 ft.; Listen +5, Spot +5

Languages Common, Dwarven, Undercommon

AC 15, touch 12, flat-footed 13; +4 AC against giants

Immune paralysis, phantasms, poison

Resist evasion, stability (+4 against bull rush and trip)

Fort +3, **Ref** +5, **Will** −1 (+1 against spells and spell-like abilities)

Weakness light sensitivity

Speed 20 ft. (4 squares)

Melee mwk short sword +4 (1d6+1/19–20)

Base Atk +1; **Grp** +2

Atk Options +1 on attack rolls against orcs and goblinoids, sneak attack +1d6

Combat Gear *potion of cure moderate wounds*

Spell-Like Abilities (CL 3rd):

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

Abilities Str 13, Dex 15, Con 16, Int 12, Wis 8, Cha 6

SQ stonemasonry, trapfinding

Feats Weapon Finesse

Skills Balance +9, Bluff +3, Climb +6, Diplomacy +0,

Hide +7, Jump +2, Listen +5, Move Silently +11, Spot +5,

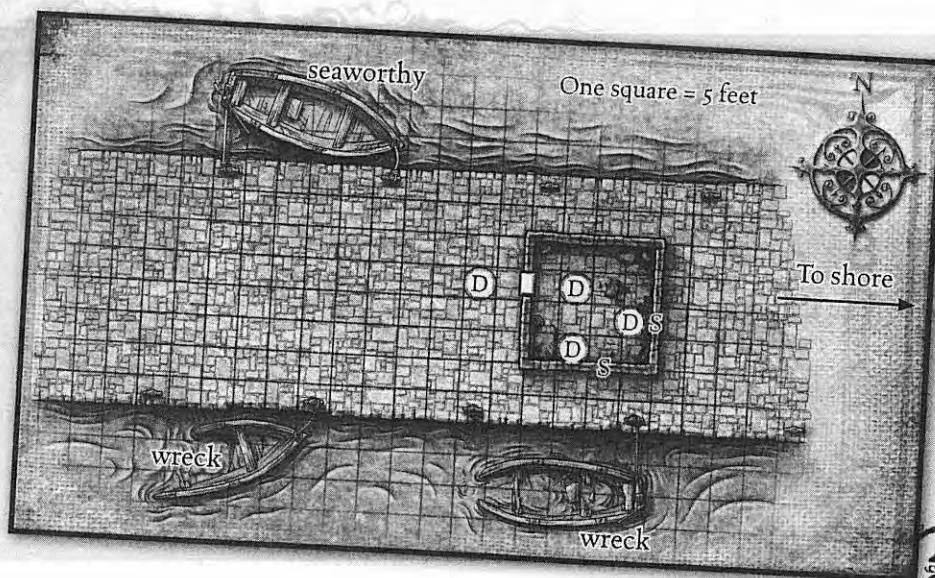
Swim +1, Tumble +9

Possessions combat gear plus masterwork studded leather armor, masterwork short sword, *potion of water breathing*, 50 gp

Light Sensitivity (Ex) Dazzled within sunlight or a *daylight* spell.

CONCLUSION

If the PCs deal with this encounter diplomatically from beginning to end, award them experience points as if they defeated the duergar. A party of similar assassins awaits the PCs' return from Rikaryon's Isle if a fight occurred here and an assassin escaped.



PLAGUEBURST

Encounter Level 7

SETUP

Allow the players to place miniatures representing the PCs wherever they like, remembering that at least one must have approached closely enough to see over the rim to trigger the encounter. Choose one CR 5 plaguelost (P) and one CR 4 plaguelost, using the goblin plaguelost as well. Because the PCs can see the plaguelost forming, they are not surprised.

PLAGUELOST DROW

CR 4

hp 8 (1 HD)

CE Medium undead (augmented humanoid, incorporeal)

Init +4; **Senses** darkvision 120 ft.; Listen +3, Spot +3

Aura *ash doom* (5 ft.)

Languages Common, Elven, Undercommon

AC 16, touch 16, flat-footed 12

Miss Chance 50% (incorporeal)

Immune incorporeal immunities (MM 310), undead immunities (MM 317)

Resist +4 turn resistance; **SR** 12

Fort +0, **Ref** +4, **Will** +1

Speed fly 60 ft. (12 squares) (perfect)

Melee incorporeal touch +5 (1d6 plus 1d4 ability damage)

Base Atk +0; **Grp** —

Atk Options draining touch

Special Actions disincorporate

Spell-Like Abilities (CL 1st):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str —, Dex 19, Con —, Int 10, Wis 9, Cha 14

SQ create spawn, incorporeal traits, undead traits, unholy toughness

Feats Weapon Focus (incorporeal touch)

Skills Hide +8, Listen +3, Search +4, Spot +3

Ash Doom Aura (Su) At the end of each of the plaguelost drow's turns, creatures that can be affected by *ash doom* and are adjacent to the plaguelost drow must attempt DC 14 Fortitude saves or contract *ash doom*. A successful save negates the effect, but creatures must save each round they could possibly be affected.

Ability Damage (Su) Living creatures take Con damage; undead take Cha damage. Undead are destroyed if reduced to 0 Cha by this damage.

Draining Touch (Su) When a creature takes ability damage from a plaguelost drow's incorporeal touch, that creature must make a DC 12 Fortitude save or treat 1 point of the damage as drain instead. A successful save negates the effect. When a creature fails this save, the plaguelost drow gains 5 temporary hit points that last for up to 1 hour.

Disincorporate (Su) A plaguelost drow can become an indistinct cloud of incorporeal ash and green motes of light. In this form, it can't attack or cast spells, but it retains its aura and gains DR 5/—.

Create Spawn (Su) Creatures that gain the plaguelost template rise as plaguelost 1d4 rounds after being slain by a plaguelost. Their creator has no influence over them.

Unholy Toughness (Ex) A plaguelost drow gains a bonus to its hit points equal to its Charisma modifier × its Hit Dice.

When the plaguelost appear, read:

Nearby, dust and tiny green motes abruptly coalesce into frightful shapes.

PLAGUELOST GOBLIN

CR 3

hp 6 (1 HD)

CE Small undead (augmented humanoid, incorporeal)

Init +4; **Senses** darkvision 120 ft.; Listen +1, Spot +1

Aura *ash doom* (5 ft.) (see plaguelost drow)

Languages Goblin, Undercommon

AC 16, touch 16, flat-footed 12

Miss Chance 50% (incorporeal)

Immune incorporeal immunities (MM 310), undead immunities (MM 317)

Resist +4 turn resistance

Fort +0, **Ref** +4, **Will** +1

Speed fly 60 ft. (12 squares) (perfect)

Melee incorporeal touch +5 (1d4 plus 1d4 ability damage; see plaguelost drow)

Base Atk +0; **Grp** —

Atk Options draining touch (see plaguelost drow; DC 10)

Special Actions disincorporate (see plaguelost drow)

Abilities Str —, Dex 19, Con —, Int 8, Wis 9, Cha 10

SQ create spawn (see plaguelost drow), incorporeal traits, undead traits, unholy toughness (see plaguelost drow)

Feats Alertness

Skills Hide +12, Intimidate +4, Listen +1, Spot +1

PLAGUELOST GRIMLOCK

CR 4

hp 13 (2 HD)

CE Medium undead (augmented monstrous humanoid, incorporeal)

Init +4; **Senses** darkvision 120 ft., blindsight 40 ft., scent; Listen +6

Aura *ash doom* (5 ft.) (see plaguelost drow)

Languages Grimlock, Undercommon

AC 15, touch 15, flat-footed 11

Miss Chance 50% (incorporeal)

Immune gaze attacks, incorporeal immunities (MM 310), undead immunities (MM 317), visual effects

Resist +4 turn resistance

Fort +0, **Ref** +4, **Will** +2

Speed fly 60 ft. (12 squares) (perfect)

Melee incorporeal touch +5 (1d6 plus 1d4 ability damage; see plaguelost drow)

Base Atk +1; **Grp** —

Atk Options draining touch (see plaguelost drow; DC 11)

Special Actions disincorporate (see plaguelost drow)

Abilities Str —, Dex 19, Con —, Int 8, Wis 9, Cha 10

SQ create spawn (see plaguelost drow), incorporeal traits, undead traits, unholy toughness (see plaguelost drow)

Feats Alertness, Track^B

Skills Hide +9, Listen +6, Survival +0

TACTICS

All the plaguelost try primarily to infect the PCs. They fight as their intelligence permits; the drow and goblin might attempt to flank or to focus first on foes who appear weak, while the cave lizard and monstrous spider simply attack the closest enemy.

PLAGUELOST CAVE LIZARD**CR 5**

hp 34 (4 HD)

CE Large undead (augmented animal, incorporeal)
Init +5; **Senses** darkvision 120 ft., low-light vision, scent;
 Listen +3, Spot +3

Aura *ash doom* (5 ft.) (see plaguelost drow)

Languages —

AC 16, touch 16, flat-footed 11

Miss Chance 50% (incorporeal)

Immune incorporeal immunities (MM 310), undead immunities (MM 317)

Resist +4 turn resistance

Fort +1, **Ref** +6, **Will** +5

Speed fly 60 ft. (12 squares) (perfect)

Melee incorporeal touch +6 (1d8 plus 1d4 ability damage; see plaguelost drow)

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

Base Atk +2; **Grp** —

Atk Options Blind-Fight, draining touch (see plaguelost drow; DC 14)

Special Actions disincorporate (see plaguelost drow)

Abilities Str —, Dex 21, Con —, Int 2, Wis 12, Cha 14

SQ create spawn (see plaguelost drow), incorporeal traits, undead traits, unholy toughness (see plaguelost drow)

Feats Alertness, Blind-Fight

Skills Hide +8, Listen +3, Spot +3

PLAGUELOST MONSTROUS SPIDER**CR 5**

hp 26 (4 HD)

CE Large undead (augmented vermin, incorporeal)
Init +6; **Senses** darkvision 120 ft., tremorsense 60 ft.;
 Listen +0, Spot +0

Aura *ash doom* (5 ft.) (see plaguelost drow)

Languages —

AC 16, touch 16, flat-footed 10

Miss Chance 50% (incorporeal)

Immune incorporeal immunities (MM 310), undead immunities (MM 317)

Resist +4 turn resistance

Fort +1, **Ref** +7, **Will** +4

Speed fly 60 ft. (12 squares) (perfect)

Melee incorporeal touch +7 (1d8 plus 1d4 ability damage; see plaguelost drow)

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

Base Atk +2; **Grp** —

Atk Options draining touch (see plaguelost drow; DC 12)

Special Actions disincorporate (see plaguelost drow)

Abilities Str —, Dex 23, Con —, Int —, Wis 10, Cha 10

SQ create spawn (see plaguelost drow), incorporeal traits, undead traits, unholy toughness (see plaguelost drow)

Feats —

Skills Listen +0, Spot +0

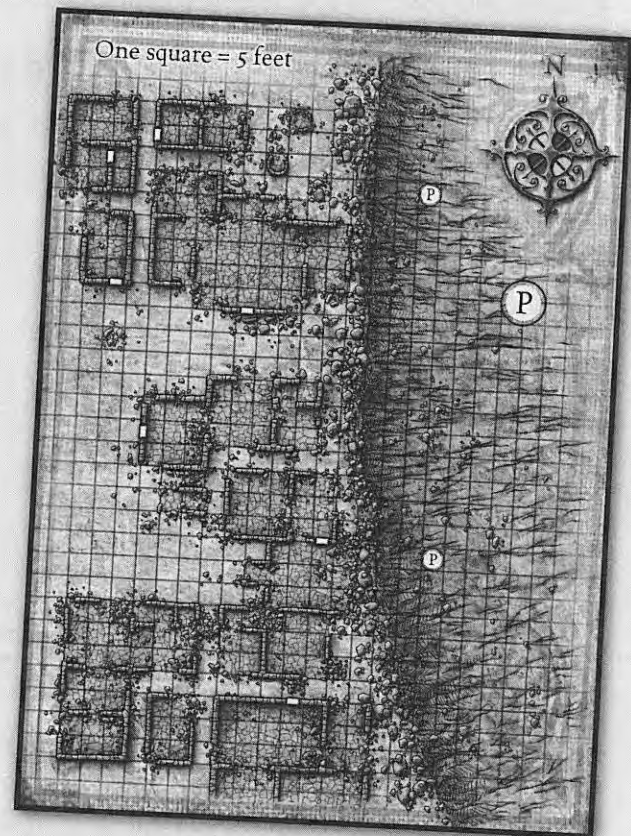
FEATURES OF THE AREA

The area has the following features.

Ruins: 1 foot thick; hardness 8, 90 hp, break DC 35 per 10-by-10-foot section; Climb DC 20. The ruins of the drow mansions are masonry walls that range from 3 to 20 feet in height, and they provide cover.

Dense Rubble: Squares marked with rubble cost 2 squares of movement to enter. The rubble increases the DC of Balance and Tumble checks by 5, and it imposes a –2 penalty on Move Silently checks. Running or charging through dense rubble is impossible.

Crater: The crater slopes downward from its rim, and rubble is scattered across it. Characters moving uphill must spend 4 squares of movement to enter each square. The slope and rubble increase the DC of Balance checks by 5 and the DC of Tumble checks by 7, and these combined factors impose a –5 penalty on Move Silently checks. Running or charging through the crater is impossible. Those on the slope gain a +1 bonus on melee attack rolls against foes lower than they are.



ELESSARWA'S SANCTUM

Encounter Level 7

SETUP

If the alarm on the secret door goes off, Elessarwa (E) and Muvaysil (M) prepare for battle as described in Tactics.

When the PCs open the door, read:

Dim light reveals iron maidens, racks, and other intricate contraptions in alcoves and spaced throughout the room. The northeastern alcove is closed off with bars, and two forlorn gray-skinned gnomes stare out from behind them. Near the northern wall stands a stone altar adorned with intricate carvings of a spider that has the head of a female elf. Atop the altar is another gray gnome who whimpers as she struggles feebly against the manacles holding her.

MATRON ELESSARWA

CR 6

hp 31 (5 HD)

Female drow cleric 5

NE Medium humanoid (elf)

Init +2; Senses darkvision 120 ft.; Listen +5, Spot +5

Languages Common, Elven, Undercommon

AC 18, touch 12, flat-footed 16

Immune magic *sleep* effects

SR 16

Fort +5, Ref +4, Will +8 (+10 against spells and spell-like abilities)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee *Organripper* +4 (1d4+1/19–20)

Base Atk +3; Grp +3

Atk Options smite 1/day (+4 attack, +5 damage)

Special Actions rebuke undead 6/day (+5, 2d6+8, 5th), spontaneous casting (*inflict* spells)

Combat Gear *potion of cure moderate wounds*

Cleric Spells Prepared (CL 5th):

3rd—*blindness/deafness* (DC 16), *contagion*^D (+3 touch, DC 16), *summon monster III*

2nd—*cure moderate wounds*, *hold person* (DC 15), *invisibility*^D, *silence* (DC 15)

1st—*bane* (DC 14), *disguise self*^D, *divine favor*, *sanctuary* (DC 14), *shield of faith*

0—*detect magic* (2), *guidance*, *resistance*, *virtue*

D: Domain spell. Deity: Lolth. Domains: Destruction, Trickery.

Spell-Like Abilities (CL 5th):

1/day—*dancing lights*, *darkness*, *faerie fire*

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

Feats Improved Toughness, Skill Focus (Concentration)

Skills Concentration +10, Heal +4, Knowledge (religion) +5, Listen +5, Search +2, Spellcraft +3, Spot +5

Possessions combat gear plus +1 mithral chain shirt, masterwork light steel shield, *Organripper* (see sidebar page 19), *cloak of resistance* +1, keys (to the prison cell, to the altar's manacles, to both secret doors)

Light Blindness (Ex) Blinded for 1 round in daylight, then dazzled when still in daylight.

Glaring at you from behind the altar are two drow. One is a striking female with chin-length silver hair and glittering chain armor, and the other is a slight, bald male clothed in loose black pants. Both have shiny daggers.

TACTICS

If the alarm goes off and she knows she has time, Elessarwa casts *sanctuary* on herself, followed by *shield of faith* and *divine favor*. She might change the order of casting if the door is giving the PCs a lot of trouble, thinking she can get better use out of *sanctuary* by casting it later. If alerted, Muvaysil uses his scroll of *hold portal* on the secret door, and then casts *mage armor* and *shield* on himself. If he still has a moment, he uses his scroll of *see invisibility*.

When combat starts, Muvaysil casts *web* to tie the PCs up in the doorway. He follows with *flaming sphere* on a PC he can see who is farthest from him, burning the web, deal-

MUVAYSIL

CR 4

hp 36 (3 HD)

Male drow wizard 3

NE Medium humanoid (elf)

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

Languages Abyssal, Common, Draconic, Elven, Goblin, Undercommon

AC 12, touch 12, flat-footed 10

Immune magic *sleep* effects

SR 14

Fort +1, Ref +3, Will +3 (+5 against spells and spell-like abilities)

Weakness light blindness

Speed 30 ft. (6 squares)

Melee mwk dagger +1 (1d4–1/19–20)

Base Atk +1; Grp +0

Combat Gear scroll of *hold portal*, scroll of *see invisibility*, wand of magic missile (CL 3rd, 12 charges)

Wizard Spells Prepared (CL 3rd):

2nd—*flaming sphere* (DC 15), *web* (DC 15)

1st—*mage armor*, *ray of enfeeblement* (+3 ranged touch), *shield*

0—*detect magic*, *detect poison*, *mage hand*, *ray of frost* (+3 ranged touch)

Spell-Like Abilities (CL 3rd):

1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 8, Dex 14, Con 11, Int 17, Wis 10, Cha 16

SQ familiar (toad, not present), share spells

Feats Alertness^B (if familiar within 5 ft.), Combat Casting, Improved Initiative, Scribe Scroll^B

Skills Bluff +6, Concentration +6 (+10 casting defensively), Diplomacy +5, Knowledge (arcana) +9, Knowledge (nobility and royalty) +9, Listen +2, Search +5, Spellcraft +11, Spot +2

Possessions combat gear plus masterwork dagger, *amulet of dark blessing* (see sidebar, page 19), component pouch

Spellbook (not in this room) spells prepared plus 0—all in PH; 1st—*charm person*, *disguise self*, *hold portal*, *identify*, *magic missile*, *summon monster I*; 2nd—*see invisibility*

Light Blindness (Ex) Blinded for 1 round in daylight, then dazzled when still in daylight.

ing extra damage in the process. He continues to use move actions to direct the *flaming sphere* to burn PCs in the *web*. When he's out of other options, Muvaysil casts *ray of enfeeblement* on a character who looks like a strong combatant, then takes shots with his *wand of magic missile*. The drow wizard uses *faerie fire* on invisible foes.

Elessarwa delays until Muvaysil's *web* spell is in place, then casts *silence* on the square in the tunnel just beyond the secret door. She then casts *summon monster III* to bring in two fiendish monstrous spiders, ordering them to attack anyone who escapes the *web*. If the battle is going well, she then casts *bane* on the PCs. She casts *hold person* on the first PC to make it out of the *web*. *Blindness/deafness* she uses strategically to blind a troublesome foe, and she casts *contagion* to inflict blinding sickness (DMG 292) on the first PC to successfully engage her in melee, hoping to blind that foe as well.

If the fight starts to turn against her, Elessarwa uses move actions to unlock and then open the northern secret door. When she has 5 or fewer hit points, or if both of her spiders and Muvaysil are slain, she casts *invisibility* and flees. She might threaten the gnome on the altar, if she believes doing so can buy her time.

Muvaysil fights to the death. He'd be executed for showing cowardice or allowing the matron to be killed, so he has nothing to lose.

CONCLUSION

The PCs can free the three *svirfneblin* (MM 132) imprisoned here. All are wounded and exhausted, but grateful. Award the characters experience points as if they overcame a CR 2 encounter for freeing the gnomes.

FEATURES OF THE ROOM

The room has the following features.

Altar: 5 feet thick; AC 4; hardness 8; hp 1,000; break DC 60. If broken, the altar fills its squares with dense rubble (see page 41). The altar provides cover. A character can jump atop the altar to gain a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from a square adjacent to the altar or a DC 24 Jump check (DC 12 with a 20-foot running start). Manacles on this altar require a DC 30 Open Lock check to open.

Northern Secret Door: Stone; 4 inches thick; AC 4; hardness 8; 60 hp; break DC 28. DC 30 Search check to find; DC 30 Open Lock check to open. A tunnel beyond this door leads into the basement of the Duskborn mansion.

Torture Devices: Creatures can stand in squares that include a device, but those squares cost 2 squares of movement to enter. The devices also provide cover. It's clear that jumping onto one of these devices is a poor choice—anyone who falls onto or into one takes 2d4 points of damage from the device's sharp bits.

Cage: The bars are 1 inch thick; AC 4; hardness 10; 30 hp; break DC 24. A DC 30 Open Lock check is sufficient to open the door.

2 FIENDISH MONSTROUS SPIDERS

CR —

hp 11 (2 HD)

CE Medium magical beast (augmented vermin, extraplanar)

Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +4

AC 14, touch 13, flat-footed 11

Immune mind-affecting

Resist cold 5, fire 5; **SR** 7

Fort +4, **Ref** +3, **Will** +0

Speed 30 ft. (6 squares), climb 20 ft.

Melee bite +4 (1d6 plus poison)

Ranged web +4 ranged touch (see below)

Base Atk +1; **Grp** +1

Atk Options poison (DC 12, 1d4 Str/1d4 Str), smite good 1/day (+2 damage)

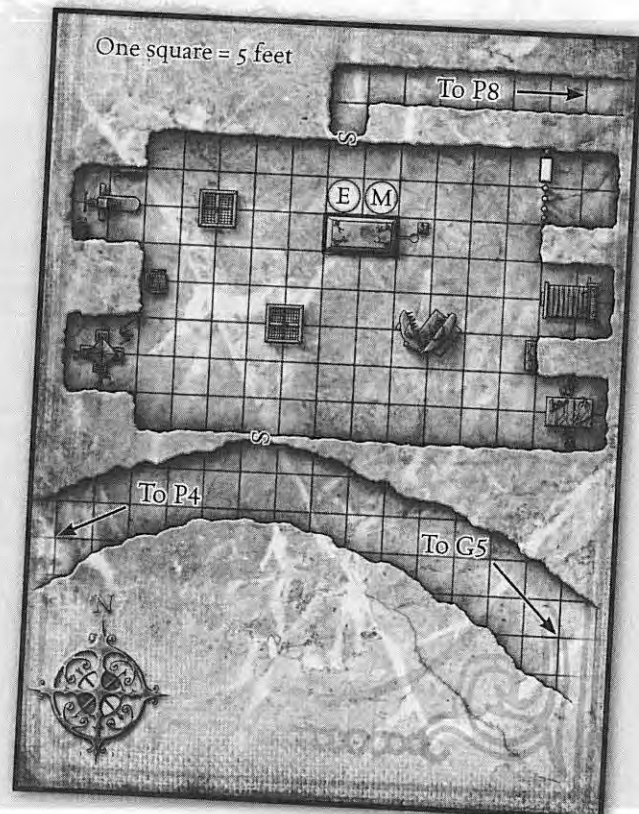
Abilities Str 11, Dex 17, Con 12, Int 3, Wis 10, Cha 2

Feats Weapon Finesse^B

Skills Climb +11, Hide +7, Listen +0, Spot +4

Web (Ex) A fiendish monstrous spider can throw a web up to eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and is effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 12 Escape Artist check or burst the web with a DC 16 Strength check. The web has 6 hit points.



RIKARYON'S ISLE

Encounter Level 6

SETUP

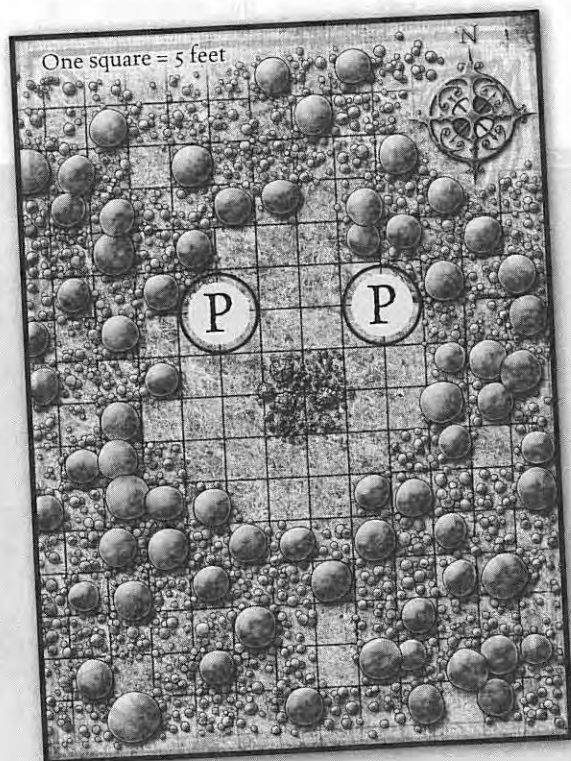
The PCs approach from the south. Make Move Silently and Hide checks for the phantom fungi (P), including the -2 penalty for light undergrowth. The PCs get Listen and Spot checks to notice the creatures' movement. Those who sense the plants can act during the surprise round. Keep track of the phantom fungi, revealing their specific locations only if the PCs actually see them somehow.

When the phantom fungi attack, read:

A snapping like the clenching of great jaws confirms you're under attack. Your assailants can't be seen.

TACTICS

The phantom fungi use Power Attack to gain +4 on their damage rolls from the start of the combat. Each one gives up on this tactic after it has missed twice in a row.



FEATURES OF THE AREA

The area has the following features.

Thick Digestive Spores: A blue haze of digestive spores covers the entire clearing. Creatures separated by more than 30 feet of this fog have concealment from one another.

Upon entering the clearing, each PC must make a DC 15 Fortitude save against the spores, taking 1 point of damage on a successful save or 1d6 points of damage on a failed save.

2 ADVANCED PHANTOM FUNGI

CR 4

hp 57 (6 HD)

N Large plant

Init -1; Senses low-light vision; Listen +4, Spot +4

AC 15, touch 9, flat-footed 15

Miss Chance 50% (invisible)

Immune plant immunities (MM 313)

Fort +10, Ref +1, Will +2

Speed 20 ft. (4 squares)

Melee bite +13 (1d8+9), ignore Dex bonus to AC against sighted creatures when invisible or

Melee bite +9 (1d8+9) when not invisible

Space 10 ft.; Reach 5 ft.

Base Atk +4; Grp +14

Atk Options Cleave, Power Attack

Abilities Str 22, Dex 8, Con 20, Int 2, Wis 11, Cha 9

SQ greater invisibility, plant traits

Feats Alertness, Cleave, Power Attack

Skills Hide +10 moving (-5 running or charging, +35 when stationary), Listen +4, Move Silently +9, Spot +4

Greater Invisibility (Su) This ability is constant, allowing a phantom fungus to remain invisible even when attacking. It works like *greater invisibility* (CL 12th) and lasts as long as the phantom fungus is alive. This ability is not subject to the *invisibility purge* spell. A phantom fungus becomes visible 1 minute after it is killed.

The characters must save against the spores every 5 rounds thereafter until they leave the isle's center. Against creatures that have lived for more than a few months in the Great Grotto, these spores deal 2d6 points of damage on a successful save and 6d6 points of damage on a failed save.

Treelike Growth: 1 foot thick; AC 4; hardness 5; 150 hp; break DC 25; Climb DC 15. A creature standing in the same square as one of these growths gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources).

Large Treelike Growth: 5 feet thick; AC 4; hardness 5; 600 hp; break DC 35; Climb DC 15. This growth takes up an entire square and provides cover.

Light Undergrowth: Every square in the isle's center contains light undergrowth. It costs 2 squares of movement to enter such squares, and the DC of Tumble checks increases by 2. Light undergrowth also imposes a -2 penalty on Move Silently checks and Hide checks for invisible creatures. A creature that has a slashing weapon can clear a square of light undergrowth by taking a full-round action to do so.

Corpse: A successful DC 20 Spot check or DC 10 Search check reveals a humanoid form overgrown by fibrous fungi. The form is made up of the soft bones of a drow warrior and +1 *elven chain* the color of coal.

Mushrooms: The clearing contains 4d6 (10 minimum) of the mushrooms the PCs seek. It takes 1 round to pick a number of mushrooms equal to the number of characters doing the picking.

SPIKE ENTRY

Encounter Level 7

SETUP

The PCs start outside the tunnel, and a mercenary confronts them. Place the Dusklorn mercenaries (D) then.

When the PCs begin to enter, read:

A bulky male drow in a shining breastplate steps out from behind a pillar. Glaring and waving his serrated scimitar, his shield at the ready, he snarls, "Get gone from here, or we'll use your skins for cloaks! House Dusklorn claims the Necromancer's Spike!" Deeper in the tunnel, another drow covers you with his ornate longbow.

NEGOTIATION

If the PCs don't immediately obey the mercenary's order, one of them must succeed on a Diplomacy check to avoid attack. The drow ends unfriendly or indifferent banter with, "Be on your way." No one is permitted into the Necromancer's Spike, and the mercenaries attack those who loiter. They believe the entry tunnel is the only way inside. If the PCs reveal the nature of the ring Es Sarch gave them, the mercenaries attack.

Starting Attitude: Unfriendly.

Hostile (5 or lower): Snarls and attacks.

Unfriendly (6–14): Says, "We're here to see our ownership maintained against claim jumpers such as you!"

If Indifferent (15 or higher): Reveals, "We haven't gone farther than this entry tunnel—everyone we send into the room yonder molders to grave dust!"

TACTICS

The spokesman backs up to fight from a square that has a pillar in it. Staying in the square he starts in, which also has a pillar, the Bowman shoots as long as he can, dropping the bow to enter melee. Bound by the threat of death should they fail, both mercenaries fight until slain.

FEATURES OF THE ROOM

The room has the following features.

Pillars: 1-1/2 feet thick; AC 4; hardness 8; 250 hp; break DC 30; Climb DC 20. A creature standing in the same square as a slender pillar gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources).

Dense Rubble: Squares marked with rubble cost 2 squares of movement to enter. The rubble increases the DC of Balance and Tumble checks by 5, and it imposes a –2 penalty on Move Silently checks. Running or charging through dense rubble is impossible.

Camp: Two padded mats and a couple of satchels lie in the mercenaries' makeshift camp. In the bags are enough dried meat and mushrooms to feed two persons for 3 days.

2 DUSKLORN MERCENARIES

CR 5

hp 31 (4 HD)

Male drow fighter 4

NE Medium humanoid (elf)

Init +2; **Senses** darkvision 120 ft.; Listen +3, Spot +3

Languages Common, Elven, Undercommon

AC 19, touch 12, flat-footed 17; **Dodge**

Immune magic sleep effects

SR 15

Fort +5, **Ref** +3, **Will** +1 (+3 against spells and spell-like abilities)

Weakness light blindness

Speed 20 ft. in breastplate (4 squares); 30 ft. base speed

Melee mwk silvered scimitar +9 (1d8+4/18–20 plus poison)

Ranged mwk composite longbow +7 (1d8+3/x3 plus poison)

Base Atk +4; **Grp** +7

Atk Options Cleave, Power Attack, poison (drow sleep poison, DC 13, unconscious 1 minute/unconscious 2d4 hours)

Combat Gear *potion of cure moderate wounds*

Spell-Like Abilities (CL 4th):

1/day—*dancing lights, darkness, faerie fire*

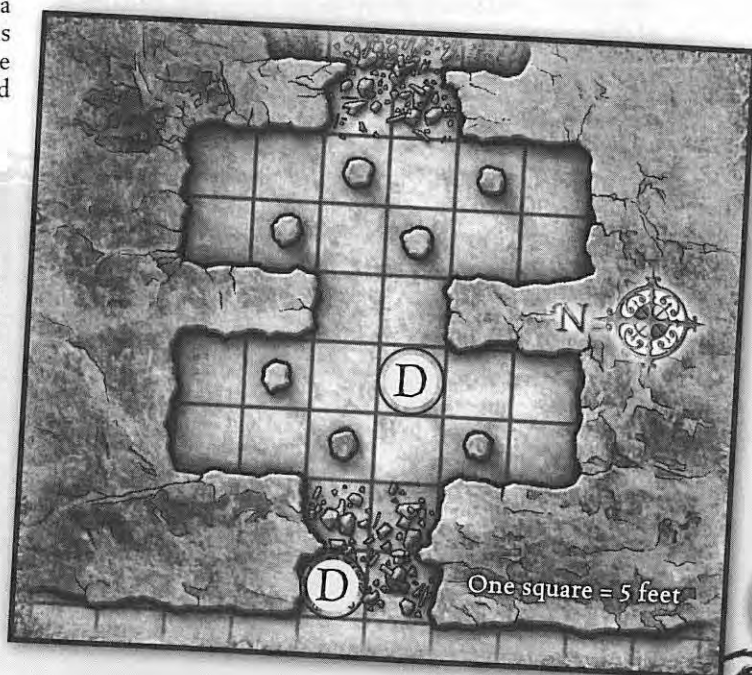
Abilities Str 16, Dex 15, Con 12, Int 10, Wis 12, Cha 12

Feats Cleave^B, Dodge, Power Attack^B, Weapon Focus (scimitar), Weapon Specialization (scimitar)^B

Skills Climb +3, Intimidate +8, Jump –4, Listen +3, Ride +4, Search +2, Spot +3

Possessions combat gear plus masterwork breastplate, masterwork silvered scimitar, masterwork composite longbow (+3 Str bonus) with 7 poisoned arrows, 2 doses of poison, 30 gp

Light Blindness (Ex) Blinded for 1 round in *daylight*, then dazzled when still in *daylight*.



SHRINE OF LOLTH

Encounter Level 7

SETUP

Allow the players to place the miniatures representing the PCs, taking into account their actions and positions before the encounter triggered. The bone spider starts on the altar, expanding its legs to take up the fighting space required for a Large creature. Fiendish spider swarms emerge from the bone spider during combat.

Once the encounter begins, read:

With a prolonged cracking and a sinister series of clicks, the monstrous bone statue atop the altar suddenly rises, standing on splayed legs. Mandibles formed of huge fangs click together as the horror lurches to life.

At the beginning of the bone spider's first turn, read:

Accompanied by a terrible scuttling, shiny black spiders that have fiery eyes begin to pour from between seams in the bone spider's construction. They arrange themselves into a mass of legs and fangs, and they churn toward you.

When another swarm emerges, read:

The noise of hundreds of tiny legs comes again from the bone spider, and another swarm of horrible arachnids rushes forth from the abomination's abdomen.

TACTICS

The bone spider possesses just enough tactical programming to force foes onto the carpet of webs or into a spider swarm. It doesn't pursue opponents beyond the confines of this room.

Swarms simply crawl over their foes, smiting good when they deal damage the first time. They pursue the PCs beyond the shrine, but not into S2 or beyond S9.

BONE SPIDER GOLEM

CR 7

hp 74 (8 HD); DR 5/adamantine or bludgeoning, death throes

N Large construct

Init +3; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 20, touch 12, flat-footed 17

Immune construct immunities (MM 307), magic, swarm damage, webs

Fort +2, Ref +5, Will +2

Speed 30 ft. (6 squares)

Melee bite +9 (2d6+6)

Ranged spikes +8 (2d6+4)

Space 10 ft.; Reach 5 ft.

Base Atk +6; Grp +14

Atk Options weakening blow

Special Actions exude spiders

Abilities Str 19, Dex 17, Con —, Int —, Wis 11, Cha 1

SQ construct traits

Feats —

Skills Listen +0, Spot +0

Death Throes (Ex) When killed, a bone spider golem explodes in a 20-foot-radius burst that deals 6d6 points of piercing damage to everything in the area (Reflex DC 14 half).

Immunity to Magic (Ex) A bone spider golem is immune to any spell or spell-like ability that allows spell resistance, except that it takes damage from *cure* spells and can be healed by *inflict* spells as if it were undead.

Immunity to Webs (Ex) A bone spider golem is immune to mundane webs, as well as the *web* spell.

Spikes (Ex) A bone spider golem can launch a volley of spikes to a range of 80 feet with no range increment. All targets must be within 30 feet of each other. A bone spider golem can use this ability up to five times per day.

Weakening Blow (Su) Any creature hit by the bone spider's bite or spikes takes a –2 penalty on saving throws against poison. This effect lasts for 1 minute.

Exude Spiders (Su) As a swift action, the bone spider golem can exude a fiendish spider swarm. In battle, it uses this ability once every 1d4 rounds up to three times per day. The exuded swarm emerges in a square adjacent to the bone spider golem, acting immediately. Thereafter, it acts on the same initiative count as the bone spider golem, but just after the golem.

FEATURES OF THE ROOM

The room has the following features.

Gradual Stairs: The shallow staircase leading up to the altar ascends 3 feet. Those on the stairs gain a +1 bonus on melee attack rolls against foes lower than they are.

Altar: 5 feet thick; AC 4; hardness 8; 1,000 hp; break DC 60. If broken, the altar fills its squares with dense rubble (see page 45). The altar provides cover. A creature can jump atop the altar to gain a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from a square adjacent to the altar or a DC 24 Jump check (DC 12 with a 20-foot running start).

The altar radiates a faint aura of evil if viewed using *detect evil*, and it radiates a moderate aura if viewed using *detect magic* (Spellcraft DC 20 to determine the school is conjuration). The bone spider golem or an undead creature heals 8 hit points per day when perched atop the altar. A living creature can't heal when resting on the altar. The altar also generates the carpet of webs. Dealing the altar 500 points of damage is enough to ruin its magic.

Carpet of Webs: Squares of carpet of webs cost 2 squares of movement to enter, and it's impossible to run or charge across the carpet. A creature on the carpet also takes a -1 penalty to AC. Fiendish spider swarms can ignore the webbing, and the bone spider golem is immune. The carpet of webs radiates a faint aura of evil if viewed using *detect evil*, and it radiates a faint aura if viewed using *detect magic* (Spellcraft DC 17 to determine the school is conjuration).

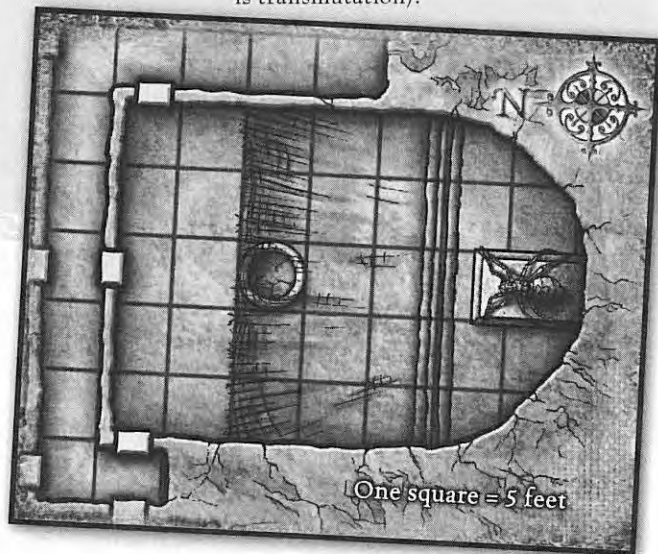
Font: The font is a 3-foot-tall, round pool enshrouded by webs when the encounter begins, so it looks like a pedestal.

Anyone who succeeds on a DC 20 Spot check can see the webs cover a well-like hole and not a platform. The Spot DC is 10 from squares adjacent to the font.

A creature can occupy the same square as the font, but that square costs 2 squares of movement to enter, and the DC of Tumble checks through the font's square increases by 5. The font provides cover. A character can jump atop the font by taking a move action from a square adjacent to the font or succeeding on a DC 24 Jump check (DC 12 with a 20-foot running start). However, the webbing can't hold the weight of a creature larger than Tiny, so a larger character who jumps on the font ends up in the pool at the font's bottom.

The pool in the font is 1 foot deep. Creatures that aren't loyal followers of Lolth, which the monsters here are considered to be, take 1d4 points of damage each round they remain in the pool. A splash from the pool deals 1 point of damage to such creatures outside the pool (Reflex DC 15 negates). Once uncovered, the font's pool fills the air within 5 feet of it with fumes that deal 1 point of damage each round to creatures that aren't followers of Lolth.

The font and pool radiate a moderate aura of evil if viewed using *detect evil*, and they radiate a moderate aura if viewed using *detect magic* (Spellcraft DC 22 to determine the school is transmutation).



FIENDISH SPIDER SWARM

CR —

hp 9 (2 HD)

NE Diminutive magical beast (augmented vermin, extraplanar, swarm)

Init +3; Senses darkvision 60 ft., tremorsense 30 ft.; Listen +0, Spot +4

AC 17, touch 17, flat-footed 14

Immune swarm immunities (MM 315), vermin immunities (MM 317), weapon damage

Resist cold 5, fire 5; SR 7

Fort +3, Ref +3, Will +0

Weakness swarm vulnerabilities

Speed 20 ft. (4 squares), climb 20 ft.

Melee swarm (1d6 plus poison)

Space 10 ft.; Reach 0 ft.

Base Atk +1; Grp —

Atk Options poison (DC 11, 1d3 Str/1d3 Str), smite good 1/day (+2 damage)

Special Actions distraction

Abilities Str 1, Dex 17, Con 10, Int 3, Wis 10, Cha 2

SQ swarm traits, vermin traits

Feats —

Skills Climb +11, Hide +19, Listen +0, Spot +4

Distraction (Ex) Any living creature that begins its turn with a fiendish spider swarm in its space must succeed on a DC 11 Fortitude save or be nauseated for 1 round.

KITCHEN

Encounter Level 8

SETUP

Two tomb motes lurk in the ashes within the northern fireplace, and three wait in the eastern fireplace. The shelves in the northwestern corner are actually a ghoul mimic. Make Hide checks for the tomb motes, as well as a Disguise check for the ghoul mimic, opposed by the Spot checks of the PCs. Those PCs who see one or more monsters can act in the surprise round.

When the tomb motes emerge, read:

Five tiny, vaguely humanoid accumulations of ash, bone, and teeth dart from the fireplaces. Their leglike appendages make a repulsive pattering as they surge forward with alarming speed. Sooty dust they've stirred up lends a bitter tang to the air.

When the ghoul mimic attacks, read:

The stench of rot suddenly grows stronger. With a low moan, the pantry shelves sprout lashing pseudopods tipped with terrible claws. A gnashing maw filled with yellowed fangs and viscous saliva appears between the grasping arms.

TACTICS

The tomb motes hide until all the PCs have entered the room or until the characters spot one or more monsters; then the creatures leap from the fireplaces and attack. They harry the PCs, working together to flank and take out one foe at a time. Even though they have to enter a PC's space to attack, provoking an attack of opportunity by doing so, they fearlessly bound or scramble after characters who jump on the counter. They try to maneuver tough combatants close to the ghoul mimic. They can use squares that contain the table or the counter for cover by running underneath those obstacles. They can do the same with the racks in the fireplaces.

The ghoul mimic is patient. If the PCs haven't spotted it by the time they start fighting the tomb motes, the mimic joins the battle as soon as someone moves close enough for it to reach or someone damages it. It waits only 2 rounds, however, charging (if it can) from its place on its initiative count during the third round. Famished from its years here, 50% of the time the ghoul mimic takes a full-round action to perform a coup de grace on a fallen foe, biting a chunk out the helpless.

All the monsters here pursue fleeing PCs, and they all fight until destroyed. The tomb motes are relentless, but they give up as soon as they lose sight of the characters. The mimic pursues only as far as the dining room (S8). It doesn't follow those who retreat through the secret door into S10.

GHOUL MIMIC

CR 6

hp 45 (7 HD)

CE Large undead (augmented aberration, shapechanger)

Init +3; Senses darkvision 60 ft.; Listen +10, Spot +10

Languages Undercommon

AC 19, touch 12, flat-footed 16

Immune acid, undead immunities (MM 317)

Resist +2 turn resistance

Fort +2, Ref +7, Will +8

Speed 10 ft. (2 squares)

Melee 2 claws +10 each (1d6+5 plus adhesive plus paralysis) and

bite +4 (1d8+2 plus ghoul fever plus paralysis) or

Melee 2 slams +9 each (1d8+5 plus adhesive plus paralysis) and

bite +4 (1d8+2 plus ghoul fever plus paralysis) or

Space 10 ft.; Reach 10 ft.

Base Atk +5; Grp +14

Atk Options adhesive, crush (1d6+5)

Abilities Str 21, Dex 16, Con —, Int 12, Wis 17, Cha 12

SQ mimic shape, undead traits

Feats Alertness, Lightning Reflexes, Weapon Focus (claw)

Skills Climb +10, Disguise +14, Listen +10, Spot +10

Adhesive (Ex) A ghoul mimic exudes a thick slime that acts as a powerful adhesive, holding fast any creatures or items that touch it. A ghoul mimic automatically grapples any creature it hits with its slam. Opponents so grappled cannot get free as long as the ghoul mimic is alive without removing the adhesive first.

A weapon that strikes a ghoul mimic is stuck fast unless the wielder succeeds on a DC 13 Reflex save.

After the weapon sticks, a successful DC 13 Strength check is needed to pry it off.

Strong alcohol dissolves the adhesive, but the ghoul mimic can still grapple normally. A ghoul mimic can dissolve its adhesive at will, and the substance breaks down 5 rounds after the creature is destroyed.

Paralysis (Ex) Those hit by a ghoul mimic's bite, claw, or slam must succeed on a DC 14 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immune to this effect.

Ghoul Fever (Su) Bite, DC 14, incubation 1 day, 1d3 Con and 1d3 Dex. An afflicted humanoid who dies of ghoul fever rises as a ghoul the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghastr, not a ghoul.

Crush (Ex) A ghoul mimic deals 1d6+5 points of damage with a successful grapple check.

Mimic Shape (Ex) A ghoul mimic can assume the general shape of any object that fills 150 cubic feet. A ghoul mimic's body is hard and has a rough texture, no matter what appearance it might present. Anyone who examines a ghoul mimic can detect the ruse with a successful Spot check opposed by the ghoul mimic's Disguise check.

FEATURES OF THE ROOM

The room has the following features.

Counter: The counter is 3 feet high. A creature can occupy a square that contains the counter, but it costs 2 squares of movement to enter such squares. A creature can jump atop the counter to gain a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from one of the counter's squares or a DC 24 Jump check (DC 12 with a 20-foot running start).

Gargoyle Sink: The black stone gargoyle spigot and sink no longer function. If its valve is opened, the gargoyle spout drips every few minutes, and the water flows out a drain in the sink's bottom.

Table: The table is level with the counter, and it completely takes up its space. The rack above it prevents anyone from jumping onto it, but a DC 10 Climb check is sufficient to reach the surface of the table.

Utensil Rack: Situated 3 feet above the table, this rack is full of iron pots, pans, and utensils. Any of these can be used as an improvised weapon, which can become important, considering the ghoul mimic's adhesive.

A Medium or larger PC next to the rack can grab a utensil from it by taking a move action to do so. Small PCs have to climb the table, then reach up and grab an item. By taking a standard action that provokes attacks of opportunity, a character can select an item from the rack instead of randomly grabbing one. When a character randomly grabs an item from the rack, roll 1d8 and refer to the table below.

d8	Item Grabbed	Damage
1–3	Heavy pot or pan	1d6 bludgeoning
4–6	Cooking tool	1d4 bludgeoning
7	Butcher knife	1d4 piercing or slashing
8	Cleaver	1d4 slashing

Someone using an improvised weapon takes a –4 penalty on attack rolls with that weapon. The implements are properly sized for Medium creatures, so characters of a different size take an additional –2 penalty on attack rolls with the improvised weapons here. All the items can be thrown and have a range increment of 10 feet. Knives and cleavers can be used as daggers instead of improvised weapons, but they're still sized for Medium creatures.

The utensil rack holds a masterwork silvered, ivory-handled butcher knife that functions as a dagger and is worth 350 gp. A successful DC 10 Search check is sufficient to find this item.

Fireplaces: The racks and rods in the fireplaces prevent creatures larger than Tiny from entering them.

Treasure: The mimic has a golden serving set stuck to it, including a ladle, bowl, tray, large fork, and spoon. The set is worth 500 gp.

Secret Door: The secret door in the northwestern corner opens into S10.



5 TOMB MOTES

CR 2

hp 19 (3 HD); DR 2/cold iron or magic

CE Tiny undead

Init +7; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages understands Abyssal and Undercommon

AC 18, touch 15, flat-footed 15

Immune undead immunities (MM 317)

Fort +1, **Ref** +4, **Will** +4

Speed 20 ft. (4 squares), swim 20 ft.

Melee bite +6 (1d4–1 plus disease)

Space 2–1/2 ft.; **Reach** 0 ft.

Base Atk +1; **Grp** –8

Abilities Str 8, Dex 17, Con —, Int 10, Wis 12, Cha 14

SQ quickness, undead traits

Feats Improved Initiative, Weapon Finesse

Skills Climb +1, Hide +15, Jump +0, Listen +1, Move Silently +8, Spot +1

Disease (Ex) A creature struck by a tomb mote's bite attack must succeed on a DC 13 Fortitude save or contract corpse bloat (incubation 1d3 days, damage 1d6 Str). The skin of a victim turns green, swells, and is warm to the touch.

Quickness (Su) A tomb mote can take an extra standard action or move action on its turn.

CHARNEL PITS

Encounter Level 8

SETUP

Before the battle starts, have each PC attempt a DC 15 Fortitude save—those who fail are sickened when in this room. The flesh golem (F) starts in the center of the walkway, the bone rat swarm (B) is in the southern pit, and the corpse rat swarm (C) is in the northern pit. Make Hide checks for both swarms with a +2 circumstance bonus due to the perfect camouflage of the charnel pits. If the PCs don't see the swarms, they don't know the danger the creatures present until the swarms attack. The swarms, unaware of living intruders until the flesh golem engages the PCs, don't attack until their initiative count during the second round of combat.

When the golem attacks, read:

A low groan sounds from the figure on the central walkway, and it lurches around to face you. It appears to be made of an assortment of drow body parts, stitched and fastened together into an 8-foot-tall mockery of life. When it spies you, it clenches its oversized fists and shambles forward.

When the bone rat swarm attacks, read:

The scrabbling of hundreds of little claws comes from the southern pit, and a mass of tiny skeletal creatures surges onto the central walkway.

When the corpse rat swarm attacks, read:

A horrific pattering emerges from the northern pit, and hundreds of tiny corpses come squealing onto the central walkway, along with a sickening wave of carrion stench.

UNDEAD SWARMS AND TURNING

Because undead swarms are made up of numerous weak undead creatures, they are more vulnerable to turning than normal undead. For any purpose related to a turning check or turning damage, treat an undead swarm as having one-half (50%) of its normal Hit Dice.

Example: A bone rat swarm has 4 Hit Dice. However, it is treated as having only 2 HD for the purpose of determining the success of a turning check. For every 2 HD of undead affected by a cleric's turning damage roll, the cleric turns one bone rat swarm. If the turning character's cleric level is 4th or higher, the bone rat swarms are destroyed instead of turned.

FLESH GOLEM

CR 7

hp 85 (10 HD); DR 5/adamantine

N Large construct

Init -1; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

Languages —

AC 18, touch 8, flat-footed 18

Immune construct immunities (MM 307), magic

Fort +3, Ref +2, Will +3

Weakness see immunity to magic

Speed 30 ft. (6 squares)

Melee 2 slams +11 each (2d8+5)

Space 10 ft.; Reach 10 ft.

Base Atk +7; Grp +16

Abilities: Str 21, Dex 9, Con —, Int —, Wis 11, Cha 1

SQ berserk, construct traits

Feats —

Skills Listen +0, Spot +0

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

A magical attack that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on the golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A flesh golem receives no saving throw against attacks that deal electricity damage.

Berserk (Ex) When a flesh golem enters combat, it has a cumulative 1% chance each round for its elemental spirit to break free, making the golem go berserk. The golem then attacks the nearest living creature or smashes an object smaller than itself if no creature is within reach. It takes 1 minute of inactivity by the golem to reset its berserk chance to 0%.

TACTICS

The mindless denizens of this room are straightforward combatants. The flesh golem might try to bull rush a PC who deals it a lot of damage into one pit or the other to remove that character from the battle. A swarm might climb down after a lone PC in a pit, seeking easy prey. All the creatures fight until destroyed, and if they can, the swarms pursue retreating characters.

BONE RAT SWARM

CR 3

hp 26 (4 HD); DR 5/bludgeoning

NE Tiny undead (swarm)

Init +3; Senses darkvision 60 ft.; Listen +0, Spot +0

Languages —

AC 15, touch 15, flat-footed 12

Immune cold, swarm immunities (MM 315)

Resist half damage from slashing and piercing weapons

Fort +1, Ref +4, Will +4

Weakness swarm vulnerabilities

Speed 15 ft. (6 squares), climb 15 ft.

Melee swarm (1d6)

Space 10 ft.; Reach 0 ft.

Base Atk +2; Grp —

Special Actions distraction

Abilities Str 2, Dex 17, Con —, Int —, Wis 10, Cha 1

SQ swarm traits, undead traits

Feats —

Skills Climb +11, Hide +11, Listen +0, Spot +0

Distraction (Ex) Any living creature that begins its turn with a bone rat swarm in its space must succeed on a DC 12 Fortitude save or be nauseated for 1 round.

CORPSE RAT SWARM

CR 4

hp 52 (8 HD); DR 5/slashing

NE Tiny undead (swarm)

Init +1; Senses darkvision 60 ft.; Listen +0, Spot +0

Languages —

AC 13, touch 13, flat-footed 12

Immune swarm immunities (MM 315)

Resist half damage from slashing and piercing weapons

Fort +2, Ref +3, Will +6

Weakness swarm vulnerabilities

Speed 15 ft. (6 squares), climb 15 ft.

Melee swarm (1d6 plus disease)

Space 10 ft.; Reach 0 ft.

Base Atk +4; Grp —

Special Actions distraction

Abilities Str 4, Dex 13, Con —, Int —, Wis 10, Cha 1

SQ swarm traits, undead traits

Feats —

Skills Climb +9, Hide +9, Listen +0, Spot +0

Disease (Ex) Filth fever—swarm, DC 16, incubation 1d3 days, 1d3 Dex and 1d3 Con.

Distraction (Ex) Any living creature that begins its turn with a corpse rat swarm in its space must succeed on a DC 14 Fortitude save or be nauseated for 1 round.

FEATURES OF THE ROOM

The room has the following features.

Northern Pit: This pit is 20 feet deep, and the bodies in it are piled to a depth of about 3 feet. A fall from one of the walkways deals 1d6 points of damage.

Larger corpses in the northern pit have been given a convulsing parody of life by years of exposure to negative energy. It costs 2 squares of movement to enter a square containing these bodies. The corpses add 5 to the DC of Balance and Tumble checks, and they impose a –5 penalty on Move Silently checks. Running or charging through the corpses is impossible.

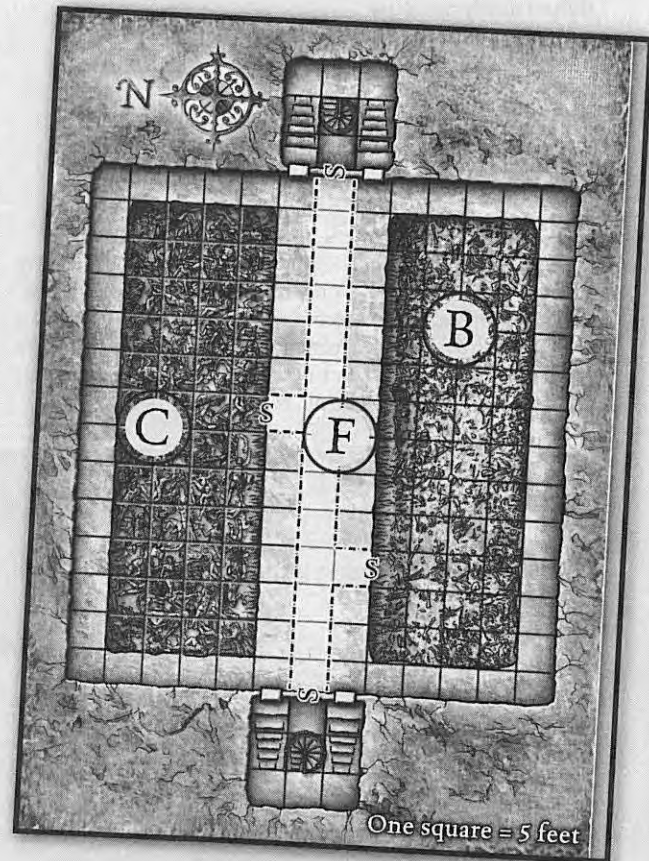
The corpses receive free grapple checks (+5 bonus on attack rolls; +7 bonus on grapple checks) each round against any creatures moving across them. They attempt to pin anyone they get a hold on, and they deal 1d3 points of nonlethal damage with a successful grapple check made against a pinned opponent.

An attempt to turn or rebuke undead renders inert any corpses in range. Each 5-foot square of corpses can be attacked individually, becoming inert if it is dealt 10 or more points of damage.

Southern Pit: This pit is 20 feet deep, and the bones are piled to a depth of about 3 feet. A fall from one of the walkways deals 3d6 points of damage, due to the distance and the jagged landing surface.

Bones in the southern pit twitch and rattle. They function like the heaped corpses, except the bones claw and cut those moving through them each round (+5 attack bonus; 1d6 points of damage) instead of grappling.

Western Doors: The doors to the west are barred from the western side, requiring a DC 30 Strength check to break open from the east.



HALL OF AUDIENCE

Encounter Level 8

SETUP

The oozes in this encounter are living spells. Due to their blindsight, the living spells here become aware of the PCs as soon as the characters enter the room. The blinding blot (B) rests under the huge table, and it rises as the PCs enter. A successful DC 12 Spot check is sufficient to discern the creature underneath the table, but any PC who fails to notice the living spell can't act during the surprise round. When the battle begins, the ghoul ooze (G) and the wearying worm (W) enter from the study and library at the points indicated, acting on their initiative count. The shadow (S) is inside the dais, and it doesn't enter the fight until the second round, when it hears combat.

When the living spells attack, read:

The air crackles with power as three amorphous creatures glide into view. A roiling cloud of blurry blackness darts from under the huge table in the east. A rotting stench precedes a red-tinged gray vapor as it slides out of the closest open door in the northern wall. From the other open door along the same wall, a writhing, wormlike form of blackness slithers slowly into view.

When the shadow emerges, read:

An insubstantial, humanoid-shaped shadow emerges from the dais and flits toward the battle.

TACTICS

The living spells close as swiftly as possible, engulfing their foes if they miss with normal attacks twice in a row. They instinctively understand when someone has been affected by their supernatural attacks, however, and they switch opponents to affect other PCs. They fight until slain, and they pursue fleeing PCs anywhere among S15, S16, and S17.

The shadow attacks the weakest-looking PC, maneuvering to take advantage of flanks unwittingly provided by the living spells. It uses its incorporeal nature to its advantage, fighting from within the space of an object that can provide it cover. It flees by sinking into the floor if reduced to 5 or fewer hit points.

WEARYING WORM

CR 5

hp 32 (5 HD); DR 10/magic

N Medium ooze

Init +0; Senses blind, blindsight 60 ft.; Listen +0

Languages —

AC 13, touch 13, flat-footed 13

Immune ooze immunities (MM 313)

SR 15

Fort +5, Ref +4, Will +4

Speed 20 ft. (4 squares)

Melee slam +4 (1d4+1 plus exhaustion)

Base Atk +3; Grp +4

Special Actions engulf

Abilities Str 13, Dex 10, Con 13, Int —, Wis 10, Cha 13

SQ ooze traits

Feats —

Skills Listen +0

Exhaustion (Su) Anyone struck by a wearying worm's slam attack must make a DC 14 Fortitude save or be exhausted for 5 minutes. Subjects who save are instead fatigued for 5 minutes.

Engulf (Ex) As the blinding blot, but engulfed creatures are affected by exhaustion instead of blindness.

BLINDING BLOT

CR 3

hp 19 (3 HD); DR 10/magic

N Medium ooze

Init -1; Senses blind, blindsight 60 ft.; Listen -1

Languages —

AC 11, touch 11, flat-footed 11

Immune ooze immunities (MM 313)

SR 13

Fort +3, Ref +2, Will +1

Speed 40 ft. (8 squares)

Melee slam +3 (1d4+1 plus blindness)

Base Atk +2; Grp +3

Special Actions engulf

Abilities Str 12, Dex 9, Con 12, Int —, Wis 9, Cha 12

SQ ooze traits

Feats —

Skills Listen -1

Blindness (Su) Anyone struck by a blinding blot's slam attack must make a DC 13 Fortitude save or be permanently blinded.

Engulf (Ex) A blinding blot can flow around creatures that fit within its space as a standard action. It cannot slam during a round in which it engulfs. A blinding blot merely has to move over opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against the blinding blot, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 13 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the blinding blot moves forward. Engulfed creatures are subject to the blinding blot's blindness ability each round at the end of its turn, and they are considered to be grappled.

GHOUL OOZE**CR 3**

hp 19 (3 HD); DR 10/magic

N Medium ooze

Init -1; Senses blind, blindsight 60 ft.; Listen -1

Languages —

AC 11, touch 11, flat-footed 11

Immune ooze immunities (MM 313)

SR 13

Fort +3, Ref +2, Will +1

Speed 20 ft. (4 squares)

Melee slam +3 (1d4+1 plus ghoulish touch)

Base Atk +2; Grp +3

Special Actions engulf

Abilities Str 12, Dex 9, Con 12, Int —, Wis 9, Cha 12

SQ ooze traits

Feats —

Skills Listen -1

Ghoulish Touch (Su) Anyone struck by a ghoulish ooze's slam attack must make a DC 13 Fortitude save or be paralyzed for 1d6+2 rounds. Paralyzed creatures exude a carrion stench that causes all living creatures in a 10-foot radius to become sickened (Fortitude DC 13 negates). A *neutralize poison* spell removes this effect from sickened creatures, and creatures that are immune to poison are unaffected by the stench.

Engulf (Ex) As the blinding blot, but engulfed creatures are affected by ghoulish touch instead of blindness.

SHADOW**CR 3**

hp 19 (3 HD)

CE Medium undead (incorporeal)

Init +2; Senses darkvision 60 ft.; Listen +7, Spot +7

Languages —

AC 13, touch 13, flat-footed 11; Dodge

Miss Chance 50% (incorporeal)

Immune incorporeal immunities (MM 310), undead immunities (MM 317)

Resist +2 turn resistance

Fort +1, Ref +3, Will 4

Speed fly 40 ft. (good) (8 squares)

Melee incorporeal touch +3 (1d6 Str)

Base Atk +1; Grp —

Special Actions create spawn

Abilities Str —, Dex 14, Con —, Int 6, Wis 12, Cha 13

SQ incorporeal traits, undead traits

Feats Alertness, Dodge

Skills Hide +8*, Listen +7, Search +4, Spot +7

*+4 on Hide checks in shadowy illumination, -4 in bright light.

Strength Damage (Su) A creature reduced to 0 Str dies. This is a negative energy effect.

Create Spawn (Ex) A humanoid reduced to 0 Str becomes a shadow under the control of its killer within 1d4 rounds.

FEATURES OF THE ROOM

The room has the following features.

Pews: The stone pews provide cover, but it takes 2 squares of movement to enter a pew's square. As a move action, a creature can step up and stand on a pew. Doing so earns that creature a +1 bonus on melee attack rolls against those on the floor.

Stone Chairs: A creature standing in the same square as a chair gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources).

Stone Tables: Creatures can stand in any squares that include a table, but those squares cost 2 squares of movement to enter. A creature can jump atop a table, gaining a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from any of a table's squares or a DC 24 Jump check (DC 12 with a 20-foot running start).

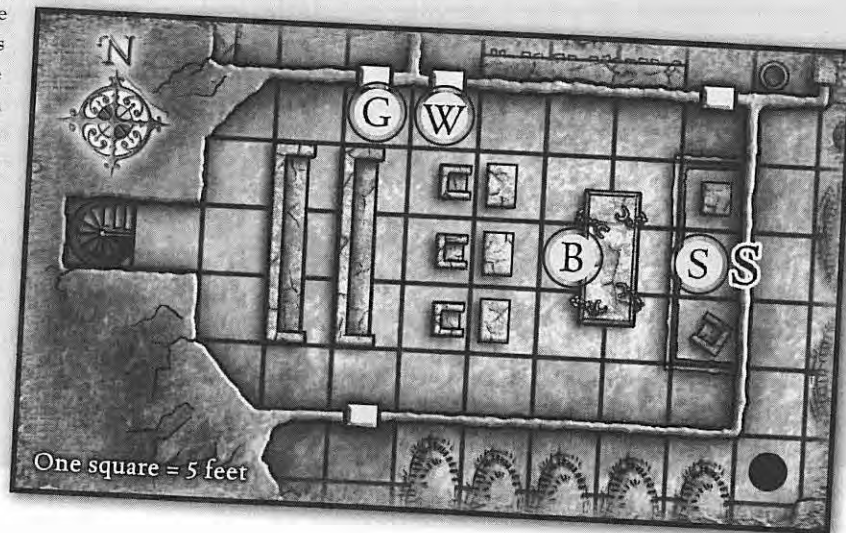
The large stone table near the dais to the east can be used for cover. Since it's incorporeal, the shadow can use any table for cover.

Dais: Creatures standing atop the dais, or the step leading up to it, gain a +1 bonus on melee attack rolls against opponents lower than they are.

Lectern: It costs 2 squares of movement to enter the square that contains the stone lectern on the northern part of the dais. A creature standing in the same square as the lectern gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources).

Secret Door: The secret door in the eastern wall opens into S18, requiring those moving through it to step or jump down 2 feet.

Gargoyle Sink: The black stone sink in the southeastern corner is functional. A valve opens a flow of fresh water that emerges through a spigot shaped like a gargoyle's head and drains through the sink's bottom.



GRAVEYARD

Encounter Level 7

SETUP

An entomber (E) rests 5 feet underground in the indicated square, and a wraith (W) waits 5 feet underground in its marked square. Make Listen checks for both monsters, with each taking a -5 penalty on the check because of the dirt between it and the surface, in addition to the penalties for distance from the characters. When one hears the PCs, it surfaces and attacks. If combat starts, any monster that hasn't surfaced does so in that round.

When the wraith attacks, read:

A grating wail reverberates through the room, and the temperature suddenly drops. Swathed in darkness, a baleful figure rises from a grave, its burning red eyes fixed on you.

When the entomber attacks, read:

A hunched corpse quietly slides out of the loose earth of a grave, barely disturbing the soil. It has long white hair, dusky skin, and bulging, lidless eyes. Dirt cakes its body, and its mouth has been sewn shut. Suddenly it rushes toward you, its bulky limbs raised.

TACTICS

Cruelly picking targets who appear frail, the wraith also favors attacking spellcasters. It uses its incorporeal nature to maneuver, sinking into the ground and emerging in another position, possibly avoiding attacks of opportunity. The wraith might even fake a retreat, only to strike unexpectedly moments later. It can command the entomber to help it if it needs to.

The entomber attacks the PC closest to it. Once it successfully entombs a character it's fighting, it moves on to another target. It burrows if it needs to do so to gain an advantageous position. If the wraith orders it to, it exhumes a prone character so the wraith can attack that PC.

The monsters pursue the PCs anywhere within this level of the Spike. Not caring if it is destroyed, the entomber fights until it's slain. The wraith retreats if reduced to 10 or fewer hit points. It merges into the ground or passes into a wall.

ENTOMBER

CR 5

hp 52 (8 HD); DR 5/silver

LE Medium undead

Init +0; Senses darkvision 60 ft.; Listen +8, Spot +8

Languages understands Undercommon; can't speak

AC 21, touch 10, flat-footed 21

Immune undead immunities (MM 317)

Fort +4, Ref +4, Will +8

Speed 30 ft. (6 squares), burrow 10 ft.

Melee slam +10 (1d6+9 plus entomb)

Base Atk +4; Grp +10

Special Actions exhume

Abilities Str 23, Dex 10, Con —, Int 6, Wis 14, Cha 15

SQ undead traits

Feats Alertness, Great Fortitude, Lightning Reflexes

Skills Hide +7, Listen +8, Move Silently +7, Spot +8

Entomb (Su) A creature struck by an entomber's slam must succeed on a DC 16 Reflex save or be pounded bodily into a shallow grave. This ability doesn't work in locations that have an open area immediately beneath them, nor can an entomber entomb victims inside magical, living, or animate materials, or materials that have a hardness higher than 8.

A bulge in flooring, earth, or stone reveals the location of the victim. Two standard actions spent clearing away the covering material unearths an entombed victim, who can stand from prone on his or her next turn. Rescuing an entombed creature in this way provokes attacks of opportunity.

The victim is treated as if pinned by an opponent (the earth) that has a grapple check result of 20. Breaking free of first the "pin" and then the "grapple" allows the victim to stand from prone on his or her next turn. If comrades have partially cleared away the covering material, then the victim need only succeed on a single check before standing up.

Each round the victim spends fully or partially entombed is a round in which that creature lacks air. A creature can automatically hold its breath for a number of rounds equal to twice its Constitution score, but only if taking move actions or free actions. A creature holding its breath that takes a standard action has the number of rounds its breath can be held reduced by 1. When that time period expires, the creature must make a Constitution check each round, starting at DC 10 and increasing the DC by 1 for each previous check. A failed Constitution check causes a creature to fall unconscious. On the following round, the creature is reduced to -1 hit points and is dying. On the round after that, the creature suffocates and dies.

Exhume (Su) An entomber can touch the top of a grave or a space where a creature is buried no deeper than 10 feet + to make the body immediately rise to the surface, leaving no hole or tunnel. A body is not harmed when brought to the surface in this manner.

WRAITH**CR 5**

hp 32 (5 HD)

LE Medium undead (incorporeal)

Init +7; **Senses** darkvision 60 ft.; Listen +12, Spot +12**Aura** unnatural (30 ft.)**Languages** Abyssal, Elven, Undercommon**AC** 15, touch 15, flat-footed 12**Miss Chance** 50% (incorporeal)**Immune** incorporeal immunities (MM 310), undead immunities (MM 317)**Resist** +2 turn resistance**Fort** +1, **Ref** +4, **Will** +6**Weakness** daylight powerlessness**Speed** 60 ft. (12 squares) (good)**Melee** incorporeal touch +5 (1d4 plus Con drain)**Base Atk** +2; **Grp** —**Atk Options** Blind-Fight, Combat Reflexes**Special Actions** create spawn**Abilities** Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15**SQ** incorporeal traits, undead traits**Feats** Alertness^B, Blind-Fight, Combat Reflexes, Improved Initiative^B**Skills** Diplomacy +6, Hide +11, Intimidate +10, Listen +12, Search +10, Sense Motive +8, Spot +12, Survival +2 (+4 following tracks)**Unnatural Aura (Su)** Animals, whether wild or domesticated, can sense the unnatural presence of a wraith at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.**Daylight Powerlessness (Ex)** Wraiths are utterly powerless in natural sunlight (not merely a *daylight* spell) and flee from it.**Constitution Drain (Su)** Living creatures hit by a wraith's incorporeal touch attack must succeed on a DC 14 Fortitude save or take 1d6 points of Constitution drain. Whenever a victim fails the save and takes Constitution drain, the wraith gains 5 temporary hit points.**Create Spawn (Su)** Any humanoid slain by a wraith becomes a wraith in 1d4 rounds. Its body remains intact and inanimate, but its spirit is torn free from its corpse and transformed. Spawn are under the command of the wraith that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.**FEATURES OF THE ROOM**

The room has the following features.

Floor: Unlike in the rest of the Spike, the floor here is black dirt. The dirt is 15 feet deep, and beneath it is stone.**Ceiling:** The ceiling here is between 20 feet and 30 feet high, and it's natural and rough. DC 25 Climb checks are sufficient to scale the ceiling.**Walls:** The walls are rough, even where they've been shaped, including the ledge that ascends 15 feet to S20. Climb DC 15.**Graves:** It costs 2 squares of movement to enter a square containing a grave. A grave adds 5 to the DC of Balance and Tumble checks, and it imposes a -2 penalty on Move Silently checks. Running or charging through a grave is impossible.

Maroe built this cemetery for his experiments, from the processes of natural decomposition to creating intelligent undead. The graves have stone stakes, each carved with an Elven numeral, which allowed Maroe to identify who was buried where. If he ever kept written records of the burials, they are long gone.

Stalactite or Stalagmite: 1 foot thick; AC 4; hardness 8, 30 hp, break DC 20; Climb DC 25. A creature standing in the same square as one of these features gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources). A stalactite can be broken from the ceiling with a Strength check that exceeds its break DC, dealing 2d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A stalagmite can be pushed over with a Strength check that exceeds its break DC, dealing 4d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A fallen stalagmite or stalactite fills the squares it fell in with dense rubble (same penalties as the graves).**Column:** 1-1/2 feet thick; AC 4; hardness 8; 250 hp; break DC 30; Climb DC 20. A column functions like a stalagmite or stalactite, except that it deals 6d6 points of damage to creatures in the squares that it falls in.**Gradual Stairs:** The carved stairs ascend gradually up 15 feet to S20. Those on the stairs gain a +1 bonus on melee attack rolls against foes lower than they are.

OVERLOOK

Encounter Level 7

SETUP

Maroe created a foul undead creature from an amphibious fey that dwelled in this natural grotto since before the drow necromancer built his sanctum. This creature, which Maroe called a desiccator (D), hears any battle that occurs in the graveyard (S18). From its hidden position, it jealously guards the spring in S21 from which it has drunk without satisfaction for years. The drinking has made it more powerful, though, and an unconscious mind flayer that Maroe provided it as a victim now serves the desiccator in the form of a forlorn husk (F).

The forlorn husk waits and watches from hiding. It attacks if the PCs enter S20 and approach within 15 feet of the entrance to S21. When the forlorn husk attacks, the desiccator emerges and joins the battle. It has to squeeze to exit area S21, crossing rubble as it goes.

When the forlorn husk attacks, read:

Gibbering madly, a gaunt humanoid that has drawn and desiccated flesh crusted with white, flaky material rushes from the northernmost of the passages in the eastern wall. Its eyes burn green in its head, which looks like a dried, four-tentacled octopus, but those tentacles hang loosely around a gaping maw full of gnashing, overlarge fangs. The creature's spindly limbs end in four-fingered hands tipped with wicked claws.

When the desiccator attacks, read:

A wave of heat and dread precedes the bulky figure that squeezes out of the southern opening in the eastern wall. It's an emaciated, hairless, salt-encrusted giant, at least 8 feet tall, with sunken and blazing eyes. Its parched and gasping mouth is pulled back from yellowed teeth.

TACTICS

The forlorn husk uses *haste*, then maneuvers behind the party and attacks from the rear, using its spider climb ability, a bull rush, or overrun if necessary. It also moves to provide flanks for the desiccator, but it doesn't risk attacks of opportunity to do so. Unable to control itself, it grapples and uses its water drain ability as soon as it wounds someone.

If the forlorn husk bull rushes an enemy from the ledge back into S18, it finishes off PCs in S20 before pursuing opponents into S18.

Blocking the way to its pool, the desiccator doesn't stray far from the entrance to S21. It uses its desiccating breath during its first turn, and it does so again every time it can catch two or more PCs in the cone. Otherwise, it flails

ADVANCED EVOLVED DESICCATOR

CR 5

hp 78 (12 HD); fast healing 3

NE Large undead

Init +4; Senses darkvision 60 ft.; Listen +15, Spot +15

Languages Undercommon

AC 15, touch 9, flat-footed 15

Immune undead immunities (MM 317)

Fort +4, Ref +4, Will +8

Weakness elemental turning vulnerability

Speed 20 ft. (4 squares), swim 60 ft.

Melee slam +15 (2d6+15 plus fatiguing touch)

Space 10 ft.; Reach 10 ft.

Base Atk +6; Grp +20

Atk Options Cleave, Power Attack

Special Actions desiccating breath

Spell-Like Abilities (CL 12th):

1/day—*hold monster*

Abilities Str 30, Dex 10, Con —, Int 8, Wis 11, Cha 15

SQ undead traits

Feats Ability Focus (desiccating breath), Ability Focus (fatiguing touch), Cleave, Improved Initiative, Power Attack

Skills Listen +15, Search +14, Spot +15

Elemental Turning Vulnerability (Ex) A character who can turn undead and also turn water creatures gains a +2 bonus on turning checks against a desiccator. A character who can rebuke undead and also rebuke water creatures gains a +2 bonus on turning checks to rebuke a desiccator.

Fatiguing Touch (Su) The slam of a desiccator makes living creatures fatigued (Fortitude DC 20 negates). (Creatures of the water subtype take a –4 penalty on this save.) If the victim fails the save, the desiccator gains 5 temporary hit points, which last for up to 1 hour. A fatigued creature cannot become exhausted as a result of this touch.

Desiccating Breath (Su) 15-foot cone of desiccating air every 1d4 rounds, damage 1 Con, Fortitude DC 20 negates. (Creatures of the water subtype take a –4 penalty on this save.)

away with its slam, resorting to *hold monster* and grappling if it must do so to prevent an enemy from passing by it. It's fearless about moving, thinking that its fast healing and considerable resilience (hit points) can protect it from attacks of opportunity. Once it has been hit twice by such attacks, it becomes more careful.

Both monsters fight until slain, and the forlorn husk doesn't pursue PCs farther than S18.

DEVELOPMENT

The action in this room could easily move into part of S18 or S21. The tactical map includes S21 for that purpose. The tactical map for S18 is on page 55.

EVOLVED ILLITHID FORLORN HUSK**CR 5**

hp 19 (3 HD); fast healing 3; DR 5/magic

NE Medium undead

Init +3; Senses darkvision 60 ft.; Listen +9, Spot +9

Languages Undercommon

AC 18, touch 13, flat-footed 15

Immune undead immunities (MM 317)

Fort +1, Ref +4, Will +4

Weakness drawn to water

Speed 30 ft. (6 squares); spider climb

Melee 2 claws +6 each (1d6+5) and

bite +4 (1d4+2)

Base Atk +1; Grp +6

Atk Options improved grab

Special Actions create spawn, water drain

Spell-Like Abilities (CL 3rd):

1/day—*haste* (self only)

Abilities Str 20, Dex 17, Con —, Int 11, Wis 13, Cha 12

SQ undead traits

Feats Alertness, Multiattack

Skills Hide +9, Listen +9, Move Silently +9, Spot +9

Drawn to Water (Ex) If presented with a source of visible water, a forlorn husk must attempt a DC 15 Will save. If it fails, it relinquishes its grip on any victim it might have and goes after the water instead (possibly

attempting to disarm a creature holding a container of water). The forlorn husk then spends its next turn drinking the water as a full-round action. A forlorn husk can even be tricked into drinking holy water in this fashion, though it is allowed a DC 15 Wisdom check to see if it notices that it is about to drink something that can harm it. A forlorn husk that is attacked before it can drink the water immediately turns on its attacker and resumes fighting.

Spider Climb (Su) A forlorn husk can climb as though under the effect of a *spider climb* spell.

Improved Grab (Ex) To use this ability, a forlorn husk must hit an opponent of up to Large size with a claw attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it gets a hold and can use its water drain ability on its next turn.

Create Spawn (Su) A humanoid or monstrous humanoid slain by a forlorn husk's water drain attack rises as a forlorn husk 1d2 days later.

Water Drain (Ex) If a living opponent has an open wound, a forlorn husk can drain moisture from that foe by making a successful grapple check. A successful grapple check deals 2d6 points of damage and fatigues the victim, granting the forlorn husk 5 temporary hit points that last for up to 1 hour.

FEATURES OF THE ROOM

The room has the following features.

Natural Stone Floor: It takes 2 squares of movement to enter a square that has a natural stone floor, and the DC of Balance and Tumble checks increases by 5. Running and charging are impossible.

Dense Rubble: The desiccator smashed several flowstone formations on the overlook. Squares marked with rubble cost 4 squares of movement to enter due to the rough floor. The rubble increases the DC of Balance and Tumble checks by 5, and it imposes a -2 penalty on Move Silently checks.

Ledge: The ledge drops off 15 feet. A fall from its top deals 1d6 points of damage due to the soft earth in S18.

Ceiling: The ceiling here is 15 feet high, and it's natural and rough. DC 25 Climb checks are sufficient to scale the ceiling.

Walls: The walls are rough. Climb DC 15.

Stalactite or Stalagmite: 1 foot thick; AC 4; hardness 8; 30 hp; break DC 20; Climb DC 25. A creature standing in the same square as one of these features gains a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources). A stalactite can be broken from the ceiling with a Strength check that exceeds its break DC, dealing 2d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A stalagmite can be pushed over with a Strength check that exceeds its break DC, dealing 4d6 points of damage to creatures in the squares that it falls in (Reflex DC 15 half). A fallen stalagmite or stalactite fills the squares it fell in with dense rubble (see above).

Column: 1-1/2 feet thick; AC 4; hardness 8; 250 hp; break DC 30; Climb DC 20. A column functions like a stalagmite or stalactite, except that it deals 6d6 points of damage to creatures in the squares that it falls in.

Gradual Stairs: The carved stairs descend gradually down 15 feet to S18. Those on the stairs gain a +1 bonus on melee attack rolls against foes lower than they are.

Secret Doors: A secret door in the southern wall leads to S22. One in the northern wall leads to a secret passage that connects this room to S16, S17, and S23.

Pool: The pool is 1 to 2 feet deep. It costs 2 squares to enter a square within the pool, and the DC of Tumble checks in such squares increases by 2.



HALL OF MIRRORS

Encounter Level 8

SETUP

The shardcaster resides in mirror D, while the glass spiders are in mirrors B and E. They emerge to occupy the spaces in front of those mirrors, the Large shardcaster's space also taking up squares in front of mirror C.

When the creatures emerge, read:

The northern mirror in the westernmost alcove grinds as glass extrudes from it. Two mirrors flanking that recess make similar but quieter noises. A hulking figure formed of glass emerges quickly into the western alcove. Glass spiders boil forth from the flanking mirrors. As they rise, their translucent interiors glow with a faint blue luminescence.

TACTICS

The shardcaster opens by using its glass tentacles ability on the mirrors closest to it, subsequently flinging a shard volley at the PCs. It then pounds on those who engage it

in melee. If no one does, it continues to hurl shard volleys. Glass tentacles attack those who come within reach, and they grapple anyone who deals them or the shardcaster significant damage.

Programmed to work with the shardcaster, the glass spiders maneuver to flank foes. They favor enemies who are closest to them.

Once activated, the constructs fight until they are destroyed or they have slain all intruders. The glass spiders pursue their foes anywhere within the Necromancer's Spike, but they break off pursuit if they lose sight of their targets for 1 minute. In that case, they return to this chamber and meld back into their mirrors.

DEVELOPMENT

If any of the glass creatures is destroyed, its space is filled with glass shards. If any mirror is shattered, or if a glass tentacle attached to a mirror is destroyed, the square in front of that mirror is filled with glass shards.

Each time a creature moves into an area covered by glass shards (or spends a round fighting when standing in such an area), it might injure itself by stepping on the glass. The shards make an attack roll (base attack bonus +0)

SHARDCASTER

CR 7

hp 85 (10 HD); DR 5/bludgeoning

N Large construct

Init +3; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 18, touch 12, flat-footed 15

Immune construct immunities (MM 307)

SR 17

Fort +3, Ref +6, Will +3

Weakness vulnerability to sonic

Speed 30 ft. (6 squares)

Melee 2 slams +11 each (2d6+5)

Ranged 4 glass shards +9 each (1d6+5)

Space 10 ft.; Reach 10 ft.

Base Atk +7; Grp +16

Special Actions glass tentacles

Abilities: Str 20, Dex 16, Con —, Int —, Wis 10, Cha 1

SQ construct traits, meld into glass

Feats —

Skills Listen +0, Spot +0

Vulnerability to Sonic (Ex) A shardcaster is vulnerable to sonic energy, taking half again as much (+50%) damage as normal from sonic spells and effects.

Glass Shards (Ex) A shardcaster can fling a volley of four jagged glass shards as a standard action (make an attack roll separately for each shard). This attack has a range of 60 feet with no range increment and can target multiple creatures within range in any direction. The shards deal slashing damage.

Glass Tentacles (Su) As a free action once every 5 rounds, a shardcaster can cause 1d4 glass tentacles to

sprout from one or more inanimate crystal or glass sources within 40 feet. A source must contain at least 1 cubic foot of glass or crystal to sprout tentacles. Each glass tentacle is rooted to its source and has a 5-foot reach.

A glass tentacle makes a single slam (+8 attack bonus) that deals 1d6+5 points of bludgeoning damage on a hit. Instead of attacking to deal damage, a glass tentacle can grapple using the shardcaster's grapple bonus. A glass tentacle has AC 15, DR 5/bludgeoning, and 20 hit points. Destroying a glass tentacle does not damage the object to which it is attached.

As a standard action that does not provoke attacks of opportunity, a shardcaster can have a glass tentacle reabsorb into its source and emerge from another source within range to attack in that same round.

A shardcaster can create and control no more than four glass tentacles at a time. If the shardcaster is destroyed, all its animated glass tentacles are destroyed as well.

Meld into Glass (Su) As a move action, a shardcaster can meld into glass large enough to accommodate its body. The shardcaster can move at its normal speed when melded into the glass. At such a time, its internal light source is masked, and it is considered to be effectively invisible. It can be seen in the glass with a *true seeing* spell, however. The shardcaster can emerge from the glass as a move action, and it need not emerge from the surface it entered. In all other ways, this ability functions as a *meld into stone* spell.

against the creature. For this attack, the target's shield, armor, and deflection bonuses do not count. If the target is wearing shoes or other footwear, it receives a +2 armor bonus to AC. If the shards hit, the creature has stepped on enough glass to injure itself. The shards deal 1 point of damage, and the target's speed is reduced to half because its foot is wounded. This movement penalty lasts for 24 hours, until the target is successfully treated with a DC 15 Heal check, or until it receives at least 1 point of magical healing. A charging or running creature must immediately stop if shards injure it. Any creature moving at half speed or slower can pick its way through the shards with no trouble.

Glass shards don't impede or damage the shardcaster or the glass spiders in any way.

2 GLASS SPIDERS

CR 3

hp 42 (4 HD); DR 5/bludgeoning

N Medium construct

Init +2; Senses darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 16, touch 12, flat-footed 14

Immune construct immunities (MM 307)

SR 13

Fort +1, Ref +2, Will +1

Weakness vulnerability to sonic

Speed 40 ft. (8 squares)

Melee bite +4 (1d6+1)

Ranged glass shard +5 (1d4+1)

Base Atk +3; Grp +4

Abilities Str 12, Dex 15, Con —, Int —, Wis 10, Cha 1

SQ construct traits, meld into glass

Feats —

Skills Listen +0, Spot +0

Vulnerability to Sonic (Ex) As the shardcaster.

Meld into Glass (Su) As the shardcaster.

FEATURES OF THE ROOM

The room has the following features.

Scrying Mirrors: Although Maroe sometimes used one of these magic mirrors as the focus for a *scrying* spell, he normally used them to view specific areas. Each mirror is currently attuned to one specific location, radiating a moderate aura if viewed using *detect magic* (Spellcraft DC 20 to determine the school is divination). These mirrors can be attuned to other locations, as described by the journal in Maroe's study (S16). If the proper command word is spoken in Abyssal (as found in Maroe's cloak pocket in S5 and shown below in parentheses), the mirrors have the following functions.

Mirror A (avail): Offers a view of the earth node (G1), so Maroe could see who arrived in the area.

Mirror B (bewilder): A view of an abandoned building in Pedestal. This building was an important location during Maroe's time.

Mirror C (conquer): A view of the Oceanbridge (G5), so Maroe knew who was approaching from the west.

Mirror D (dismay): A view of another abandoned building in Pedestal.

Mirror E (entreat): A view of the road east into the Great Grotto (G2 and G7), so Maroe knew who was approaching from the east.

Mirror F (forget): A view of the grounds of House Dusklorn's mansion (P8).

Mirrors A, C, and F are 1 foot thick and magically treated; AC 4, hardness 2, 21 hp, break DC 38 per 5-by-5-foot section. Mirrors B, D, and E are 5 feet thick; AC4, hardness 2, 105 hp, break DC 48 per 5-by-5-foot section.

Steep Spiral Stairs: It costs 2 squares of movement to ascend each square on these stairs. Creatures running or charging down steep stairs must succeed on a DC 10 Balance

check, ending their movement 1d2×5 feet later if they fail. Those who fail by 5 or more fall prone and take 1d6 points of damage at the end of that movement. The DC of Tumble checks increases by 5.

The stairs are too narrow for Small and larger creatures to effectively fight on, causing those that do to take a -4 penalty on attack rolls and a -2 penalty to AC. The penalty to AC would normally be -4, but the staircase's central support grants a +2 bonus to Armor Class and a +1 bonus on Reflex saves (these bonuses don't stack with bonuses for cover from other sources) to creatures on the stairs. Those on the stairs gain a +1 bonus on melee attack rolls against foes lower than they are.

Secret Door: The secret door in the northwestern corner opens onto a passage that leads to S25.



SHRINE OF ORCUS

Encounter Level 8

SETUP

The oversized iron braziers contain one fever each, and those braziers allow the fevers to make Hide checks with a +2 circumstance bonus. PCs who see the fevers can act during the surprise round—describe what they see using the initial readaloud text. As the fevers emerge, they knock over their braziers, filling all squares adjacent to those containers with supernaturally hot coals (h); see Features of the Room.

Choke is hiding inside the altar, so it can't be seen, but it hears the PCs enter unless they are being stealthy. It acts during the surprise round or the first round of combat (whichever comes first) if it succeeds. If it fails, it doesn't join the battle until the second round of combat.

For PCs who spot the hiding fevers, read:

The ominous flames in the braziers have dark eyes. They're creatures!

When the fevers attack, read:

Malefic violet figures of flame crackle as they leap from the braziers, toppling those containers and spreading hot coals on the floor.

When Choke attacks, read:

An amorphous cloud of darkness broken only by two points of blazing violet rises from the bloody altar. A breeze moves toward it as if it's drawing in air. It hisses as it flies toward you.

2 FEVERS (FIRE NECROMENTALS)

CR 4

hp 26 (4 HD); fast healing 3

Medium fire necromentals

NE Medium undead (augmented elemental, fire, extraplanar)

Init +7; Senses darkvision 60 ft.; Listen +4, Spot +3

Languages Abyssal, Ignan

AC 19, touch 13, flat-footed 16; Dodge, Mobility

Immune elemental immunities (MM 308), fire, undead immunities (MM 317)

Fort +3, Ref +7, Will +1

Weakness vulnerability to cold

Speed 50 ft. (10 squares)

Melee slam +6 (1d6+1 plus 1d6 fire plus energy drain)

Base Atk +3; Grp +4

Atk Options burn

Special Actions create spawn

Abilities Str 12, Dex 17, Con —, Int 1, Wis 10, Cha 1

SQ elemental traits, undead traits

TACTICS

The fevers attack the strongest-looking PC, moving to provide flanks for each other. Each is heedless of attacks of opportunity until it's hit by one such attack. Limited in tactical skill, the fevers focus on one foe until that opponent dies or they take considerable damage from another PC.

Choke assesses the battle and tries to move into a spot where it's adjacent to as many PCs as possible. It then attacks an obvious servant of a good deity or the weakest-looking PC among those it's adjacent to. Since it is incorporeal, Choke worries little about attacks of opportunity, but it restricts its movement if struck by such an attack, focusing on slaying that attacker.

These creatures are here to exterminate those who defile Orcus's shrine. They battle until they're destroyed, but they don't pursue those who flee the unholy place.

DEVELOPMENT

When the braziers topple and spread hot coals, some of those coals come close to the curtain covering the doorway. That curtain catches on fire 3 rounds later, and 1 round after that, it's completely ablaze. Passing through the curtain after that time deals 1d6 points of fire damage and can cause a creature to catch on fire (DMG 303).

The curtain burns for 3 rounds, then falls in the square in front of the door. It burns there for another 2 minutes, still dealing fire damage to creatures that pass through that square. Jumping over it prevents the damage during this time.

The fire does produce smoke, but that smoke ascends to the ceiling and doesn't affect combat.

Feats Dodge, Great Fortitude^B, Improved Initiative^B, Mobility, Weapon Finesse^B

Skills Hide +3, Listen +4, Spot +3

Vulnerability to Cold (Ex) A fever is vulnerable to cold energy, taking half again as much (+50%) damage as normal from cold spells and effects.

Burn (Ex) Those hit by a fever's slam must succeed on a DC 12 Reflex save or catch on fire for 1d4 rounds. A burning creature can take a move action to put out the flame.

Creatures hitting a fever with natural weapons or unarmed attacks take fire damage as though hit by its slam, and they also catch on fire unless they succeed on a DC 12 Reflex save.

Energy Drain (Su) Living creatures hit by a fever's slam gain one negative level. A DC 12 Fortitude save is required to remove the negative level 24 hours later. When a fever bestows a negative level on a victim, it gains 5 temporary hit points (10 on a critical hit) that last for up to 1 hour.

Create Spawn (Su) An elemental slain by a fever's energy drain attack rises as a necromental 1d4 days later.

CHOKO (VOIDWRAITH)**CR 6**

hp 39 (6 HD)

NE Medium undead (air, incorporeal)

Init +9; **Senses** darkvision 60 ft.; **Listen** +10, **Spot** +10**Aura** airless (5 ft.)**Languages** Abyssal, Auran**AC** 17, **touch** 17, **flat-footed** 12**Miss Chance** 50% (incorporeal)**Immune** incorporeal immunities (MM 310), undead immunities (MM 317)**Fort** +2, **Ref** +9, **Will** +6**Weakness** elemental turning vulnerability**Speed** 60 ft. (perfect) (12 squares)**Melee** incorporeal touch +8 (1d4 plus Con drain plus steal breath)**Base Atk** +3; **Grp** —**Abilities** Str —, Dex 21, Con —, Int 8, Wis 13, Cha 15**SQ** incorporeal traits, undead traits**Feats** Improved Initiative, Lightning Reflexes, Weapon Finesse**Skills** Hide +18, **Listen** +10, **Spot** +10

Airless Aura (Su) Choke's body is surrounded by a near vacuum, and creatures that need to breathe and are adjacent to Choke must hold their breath. A creature can automatically hold its breath for a number of rounds equal to twice its Constitution score, but only if

taking move actions or free actions. A creature holding its breath that takes a standard action has the number of rounds its breath can be held reduced by 1. When the breath-holding period expires, the creature must make a Constitution check each round, starting at DC 10, increasing the DC by 1 for each previous check. A failed Constitution check causes a creature to fall unconscious. On the following round, the creature is reduced to –1 hit points and is dying. On the round after that, the creature suffocates and dies.

Elemental Turning Vulnerability (Ex) A character who can turn undead and also turn air creatures gains a +2 bonus on turning checks against Choke. A character who can rebuke undead and also rebuke air creatures gains a +2 bonus on turning checks to rebuke Choke.

Steal Breath (Su) Living creatures hit by Choke's incorporeal touch must succeed on a DC 15 Fortitude save or take 1d2 points of Constitution drain. (Creatures of the air subtype take a –4 penalty on this save.) When Choke successfully drains Constitution, it gains 5 temporary hit points that last for up to 1 hour.

A creature that is holding its breath loses 2 rounds of breath for each point of Constitution drained from it. If this reduction exhausts all of that creature's remaining breath, it must begin making Constitution checks to avoid suffocation (see Airless Aura).

FEATURES OF THE ROOM

The room has the following features.

Curtain: Less than 1 inch thick; AC 4, hardness 0, 1 hp per 5-by-5-foot section. Cloth does not block sound. A DC 15 Climb check is sufficient to climb this curtain, but it rips from its hangers if someone weighing more than 120 pounds climbs it. It provides total concealment (50% miss chance) to those behind it.

Hot Coals (h): Hot coals deal 1d3 points of fire damage to anyone who ends his or her turn in one of the squares adjacent to the braziers. In addition, the coals add 2 to the DC of Balance and Tumble checks, and they impose a –2 penalty on Move Silently checks in those squares. Any creature attempting to run or charge through those squares must succeed on a DC 10 Balance check or be unable to do so, acting normally otherwise. The coals do not impede the fevers, and Choke can fly above them.

Braziers: The fallen braziers clutter their squares and remain supernaturally hot, imposing the same penalties as the hot coals.

Orc Statues: Medium statues; 5 feet thick; AC 4; hardness 8; 900 hp; break DC 45; Climb DC 15. It costs 2 squares of movement to enter a square containing a statue, and a creature can't end its movement in a statue's square without climbing onto the statue. A Medium statue provides cover. It can be pushed over by someone who makes a Strength check that exceeds its break DC, dealing 10d6 points of damage to creatures in the square that it falls in (Reflex DC 15 half). The square it falls in is filled with dense rubble (see page 57).

Contained within each of the statues' iron rods, and showing through the eyes of the skull in each rod, are luminous violet gems. These are both *elemental gems*, placed here to focus the magic that holds the fevers and Choke. One is attuned to air, the other to fire.

Dais: Creatures standing atop the dais, or the steps leading up to it, gain a +1 bonus on melee attack rolls against opponents lower than they are.

Altar: 5 feet thick; AC 4; hardness 8; 1,500 hp; break DC 60. If broken, the altar fills its squares with dense rubble (see page 57). Creatures can stand in any squares that include the altar, but those squares cost 2 squares of movement to enter. The altar provides cover. A creature can jump atop the altar to gain a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from one of the altar's squares or a DC 24 Jump check (DC 12 with a 20-foot running start).



FADHEELA'S LAIR

Encounter Level 9

SETUP

The PCs start at the doorway without line of sight to any of the room's creatures, but blindsight alerts the grimlocks (G) to the intruders, and Fadheela (F) might hear the characters before they open the door. Fadheela's bloodhulk (B) attacks any creature it sees that is not Fadheela or one of Fadheela's grimlocks. When they hear interlopers, the grimlocks grunt warnings to Fadheela, so the PCs know a fight is coming. Don't place or describe any of the monsters until the PCs see them, however.

When the PCs enter, read:

A few low grunts from deeper in the room tell you you're not alone.

When the PCs see a grimlock, read:

This muscular humanoid has gray, scaly skin and eyeless sockets in its face. It snarls and brandishes a greataxe.

When the PCs see the bloodhulk, read:

A swollen horror that might have once been human fixes its empty eyes on you, breaking into a sloshing trot. Distended veins sprawl across its livid skin. Scraps of rotting cloth are all that cover its blood-bloated body. It lurches forward, raising massive fists.

When the PCs see Fadheela, read:

High and harsh, a screech sounds from the curtained alcove. From behind the curtain slides a creature whose lower half fuses into the coiling tail of a giant snake. The creature's upper body is scaled like the lower, but humanoid in shape and obviously female. Its head is crowned with a mass of writhing, hissing snakes instead of hair.

TACTICS

Fadheela activates *chameleon* power and hides as soon as she's aware of trespassers. She prefers to take her foes by surprise, fixing her gaze upon them while they are unaware that she lurks nearby. So she takes a -20 penalty on Hide checks to snipe with her gaze. Otherwise, she uses her gaze ability passively while firing her shortbow. When pressed in melee, she uses her snakes to attack, in the hope of catching a PC in her tail.

The grimlocks mix it up with any creature that tries to close with Fadheela. If possible, they concentrate their attacks on a single PC. They don't subject themselves to attacks of opportunity to do so, nor do they leave Fadheela

4 GRIMLOCKS

CR 1

hp 11 each (2 HD)

NE Medium monstrous humanoid

Init +1; **Senses** blind, blindsight 40 ft., scent; Listen +6

Languages Grimlock, Undercommon

AC 15, touch 11, flat-footed 14

Immune gaze attacks, visual effects, illusions

Fort +1, **Ref** +4, **Will** +2

Speed 30 ft. (6 squares)

Melee greataxe +4 (1d12+3/x3)

Base Atk +2; **Grp** +4

Abilities Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6

Feats Alertness, Track^B

Skills Climb +4, Hide +4, Listen +6

Possessions greataxe

BLOODHULK FIGHTER

CR 4

hp 140 (10 HD)

NE Medium undead

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

Languages understands Fadheela's orders

AC 11, touch 9, flat-footed 11

Immune undead immunities (MM 317)

Fort +3, **Ref** +2, **Will** +7

Weakness fragile

Speed 20 ft. (4 squares)

Melee slam +8 (1d8+4)

Base Atk +5; **Grp** +8

Abilities Str 16, Dex 9, Con —, Int —, Wis 10, Cha 1

SQ blood bloated, undead traits

Feats —

Skills Listen +0, Spot +0

Fragile (Ex) A bloodhulk fighter takes an extra 1d6 points of damage whenever it takes at least 1 point of damage from a piercing or slashing weapon.

Blood Bloated (Ex) A bloodhulk fighter gains the maximum hit points possible per Hit Die. In addition, it gains 2 bonus hit points per Hit Die.

open to melee attack if they can help it. They might, however, try to bull rush a PC into the electric gate.

Fadheela directs her bloodhulk fighter to pound dangerous-looking melee combatants. If enemy archers and spellcasters prove troublesome, however, she sends the bloodhulk headlong toward those foes. In such a case, the bloodhulk charges its targets, heedless of attacks of opportunity. The bloodhulk is similarly reckless about charging to defend Fadheela from those who engage her in melee.

If the tide of battle turns against her, Fadheela uses *deeper darkness* and flees through S36. She doesn't surrender under any circumstances.

FADHEELA

hp 59 (7 HD)

Female medusa/yuan-ti halfblood

CE Medium monstrous humanoid

Init +4; **Senses** darkvision 60 ft.; Listen +13, Spot +13

Languages Abyssal, Common, Draconic, Dwarven, Elven, Undercommon, Yuan-Ti

AC 24, touch 14, flat-footed 20

Fort +6, Ref +9, Will +9

Speed 20 ft. (4 squares), climb 15 ft., swim 15 ft.; 30 ft. in bipedal form

Melee snakes +11 (1d4 plus poison)

Ranged +1 *shortbow* +12 (1d6+1/x3 plus poison)

Base Atk +7; Grp +7

Atk Options Blind-Fight, Point Blank Shot, poison (DC 17, 1d6 Str/2d6 Str), Precise Shot

Special Actions constrict (1d6), improved grab, petrifying gaze

Combat Gear 2 *potions of cure moderate wounds*

Spell-Like Abilities (CL 8th):

At will—*detect poison* (CL 6th)

3/day—animal trance (DC 15), cause fear (DC 14), entangle (DC 14)

1/day—deeper darkness, neutralize poison (DC 17), suggestion (DC 16)

Abilities Str 10, Dex 18, Con 18, Int 16, Wis 19, Cha 16

SQ bipedal form, *chameleon power*

Feats Alertness^B, Blind-Fight^B, Point Blank Shot, Precise Shot, Weapon Finesse

Skills Bluff +10, Climb +13, Diplomacy +5, Disguise +9 (+11 acting), Hide +10 (+20 with *chameleon power*), Intimidate +5, Listen +13, Move Silently +10, Sense Motive +7, Spot +13, Swim +8

Possessions combat gear plus +1 studded leather, +1 buckler, +1 shortbow with 20 poisoned arrows, obsidian ring, Sertrous Key, key to S33

Constrict (Ex) Fadheela deals 1d6 points of damage with a successful grapple check.

Improved Grab (Ex) To use this ability, Fadheela must hit a Medium or smaller creature with her snakes attack. She can then attempt to start a grapple as a free action without provoking attacks of opportunity. If she wins the grapple check, she establishes a hold and can constrict. She can maintain her hold with her tail and take other actions, but she can't move.

Petrifying Gaze (Su) Turn to stone permanently (leaving selected parts flesh), 30 feet, Fortitude DC 16 negates.

Bipedal Form (Su) Fadheela can become bipedal at will. The change requires 10 rounds to complete, during which time Fadheela is helpless.

Chameleon Power (Sp) Fadheela can psionically change the color of her equipment and skin, granting her a +10 circumstance bonus on Hide checks.

FEATURES OF THE ROOM

The room has the following features.

Medium Statues: 5 feet thick; AC 4; hardness 8; 900 hp; break DC 45; Climb DC 15. It costs 2 squares of movement to enter a square containing a statue, and a creature can't end its movement in a statue's square without climbing onto the statue. A Medium statue provides cover. It can be pushed over by someone who makes a Strength check that exceeds its break DC, dealing 10d6 points of damage to creatures in the square that it falls in (Reflex DC 15 half). The square it falls in is filled with dense rubble (see page 57).

Electric Gate: Anyone who steps into either of the 2 squares between the two iron rods takes 5d6 points of electricity damage each round.

Counters: The counters are 3 feet high. A creature can occupy a square that contains a counter, but it costs 2 squares of movement to enter such squares. A creature can jump atop the counter to gain a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from one of the counter's squares or a DC 24 Jump check (DC 12 with a 20-foot running start). The counters hold a few interesting papers—see page 30.

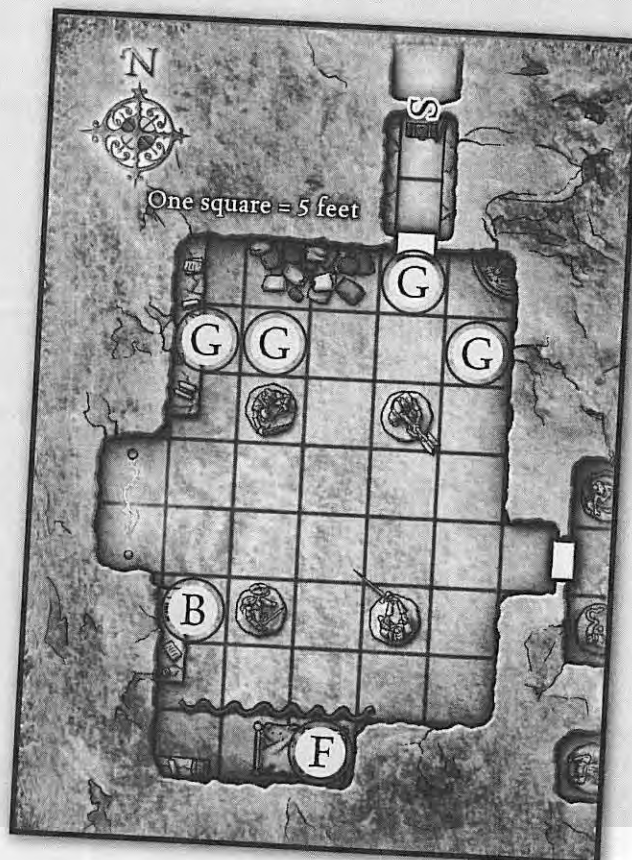
Curtain: Less than 1 inch thick; hardness 0, 1 hp per 5-by-5 foot section. Cloth does not block sound. A DC 15 Climb check is sufficient to climb this curtain, but it rips from its hangers if someone weighing more than 70 pounds climbs it. It provides total concealment (50% miss chance) to those behind it.

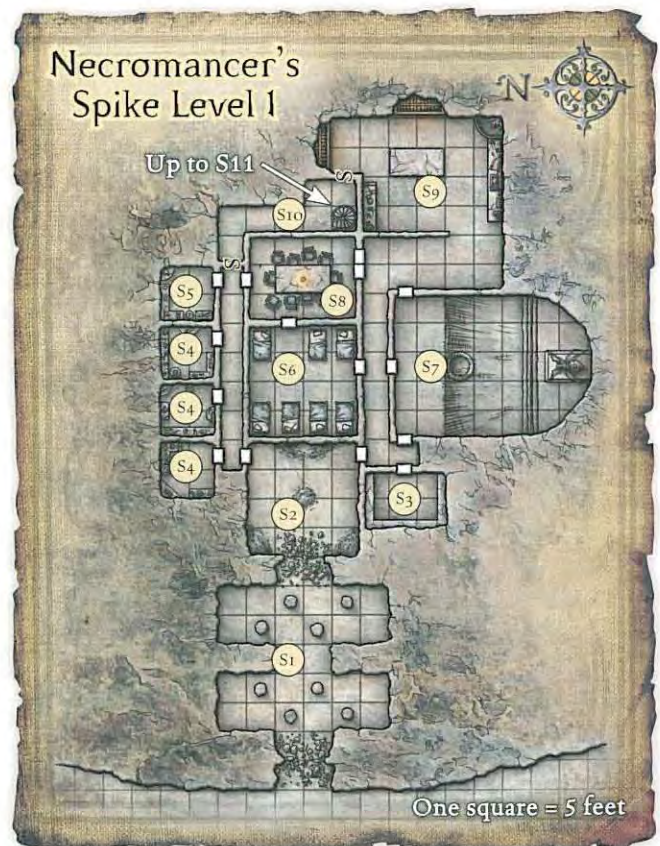
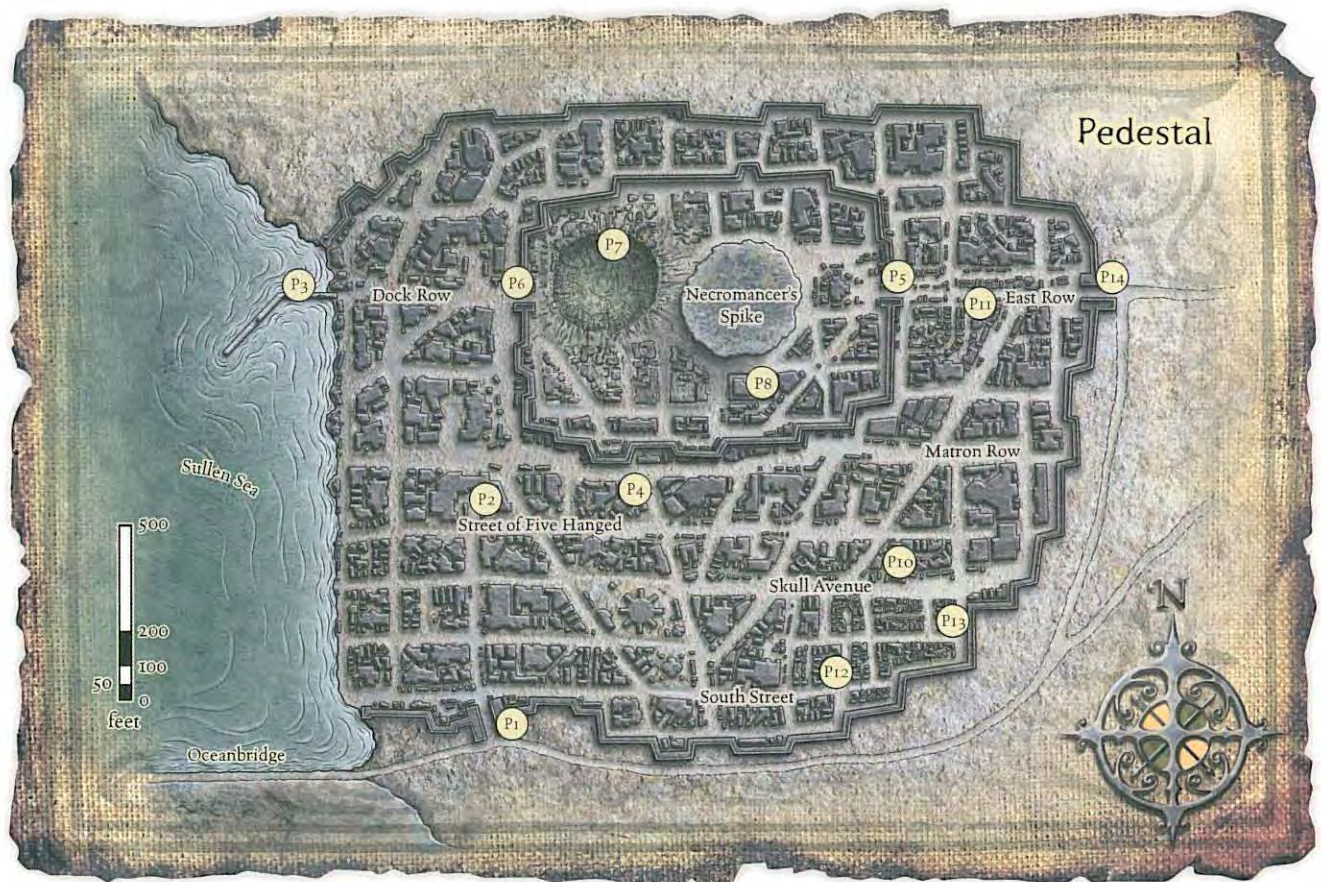
Bed: The bed is 2 feet tall, and it completely occupies its space. A creature can jump atop the bed, gaining a +1 bonus on melee attack rolls against those on the floor. Doing so takes a move action from a square adjacent to the bed or a DC 16 Jump check (DC 8 with a 20-foot running start).

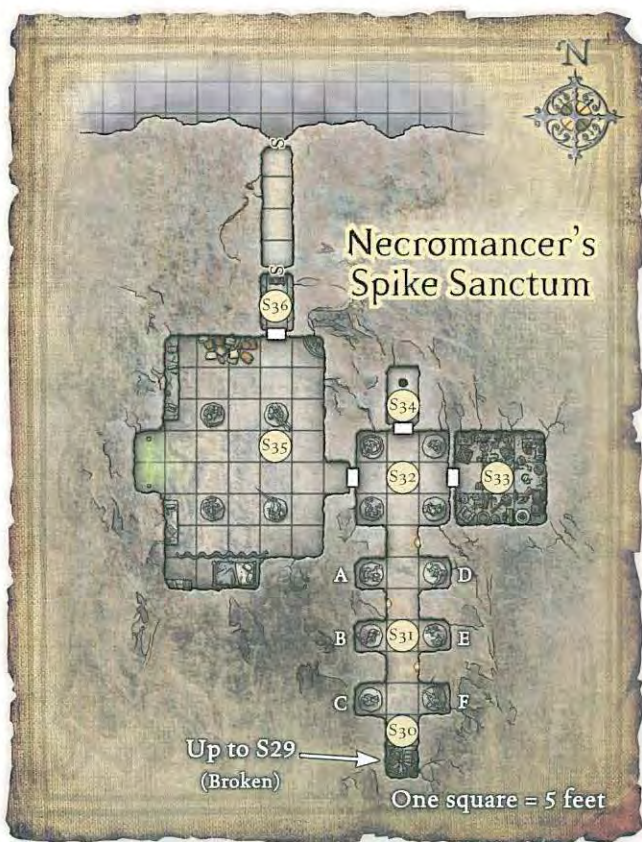
Gargoyle Sink: The black stone sink in the northeast corner is functional. A valve opens a flow of fresh water that

emerges through a spigot shaped like a gargoyle head and drains through the sink's bottom.

Pillow Piles: The grimlocks lounge here when they aren't performing other duties. Pillows add 2 to the DC of Balance and Tumble checks. Any creature attempting to run or charge through the pillows' squares must succeed on a DC 10 Balance check or be unable to do so, acting normally otherwise.









Delve into the Darkling Depths

The waters of a sunless sea meet a pebble-strewn shore, beyond which opens a wide Underdark vista shimmering with pale cave-light. Titanic columns as big as castles march miles into the misted distance. The wide, steeply sloping base of the nearest colossal column is carved with streets, walls, and elaborate structures, many with gaping, empty windows. A few glimmer with faint illumination. Are you brave enough to explore the spire-city and face the terrors that lurk within?

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