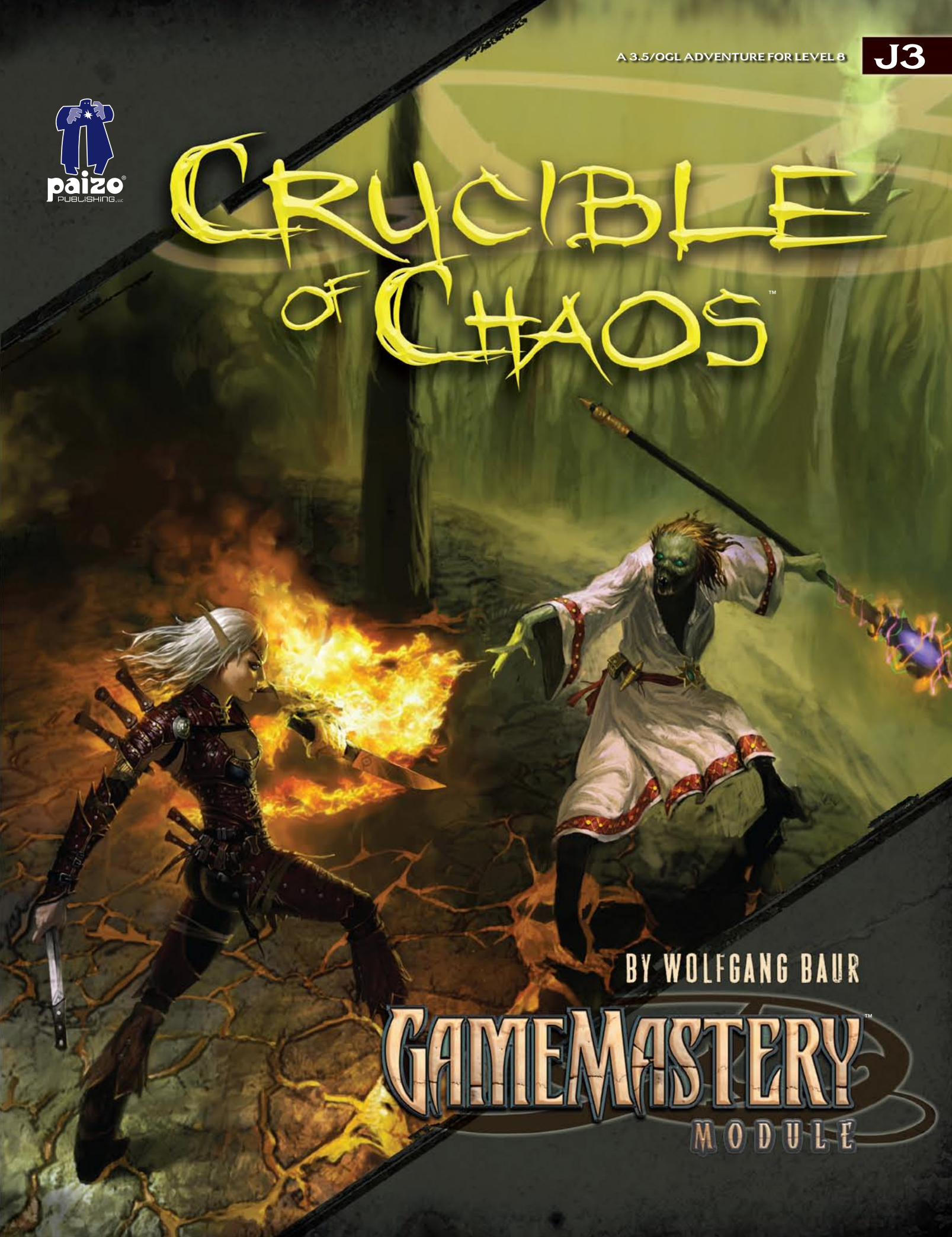




A 3.5/OGL ADVENTURE FOR LEVEL 8

J3

CRUCIBLE OF CHAOS™



BY WOLFGANG BAUR

GAMEMASTERY™

MODULE

Ruined City of Ulduvai

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WEST



CRUCIBLE OF CHAOS

GAMEMASTERY MODULE J3 JOURNEY ADVENTURE

CREDITS

Design: Wolfgang Baur

Development and Editing: Jason Bulmahn, Mike McArtor, Jeremy Walker

Art Director: Drew Pocza

Cover Artist: James Zhang

Interior Artists: Christian Pearce, Drew Pocza, Wayne Reynolds, Ben Wootten

Cartographer: Christopher West

Managing Art Director: James Davis

Vice President of Operations: Jeff Alvarez

Brand Manager: Jason Bulmahn

Director of Sales & Marketing: Joshua J. Frost

Sales & Marketing Assistant: Carolyn Mull

Paizo CEO: Lisa Stevens

Corporate Accountant: Dave Erickson

Staff Accountant: Chris Self

Technical Director: Vic Wertz

Publisher: Erik Mona

J3: Crucible of Chaos is a GameMastery Module designed for four 8th-level characters. By the end of this module, characters should reach 10th level. This module is designed for play in the *PATHFINDER CHRONICLES™* campaign setting but can easily be adapted for use with any world. This module is compliant with the Open Game License (OGL) and is suitable for use with the world's most popular fantasy roleplaying game.

The OGL can be found on page 31 of this product.

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While the Flying Cities of the Age of Destiny are the stuff of myth and folklore, the possibility of their existence cannot be entirely ruled out. Certainly, the prevalence of Shory artifacts across much of the known world speaks to their ability to travel, but the notion of flying cities still seems too fantastic to be real. Nevertheless, the quest to discover one of these lost cities preoccupies many Pathfinders even to this day. The glory and prestige that would go with the discovery would certainly catapult the finder into the illustrious annals of the Pathfinder Chronicles, to say nothing of the untold riches that doubtlessly lie within such a masterpiece of arcane power.



THE PATHFINDER CHRONICLES

Adventure Background

Long ago, in the mysterious days of the Age of Destiny, before the Ascension of Aroden or the Cataclysm of Rovagug, the Shory people lived, worked, and dreamed in a civilization that existed far above the fear and despair that plagued the rest of humanity in those dark days. The magic of the Shory was akin to the power wielded by the pharaohs of Osirion, and like those legendary monarchs, it remains an inscrutable mystery to modern scholars. Their cities were marvels of arcane power at the peak of human understanding; they flew across the skies and brought wonder and delight—as well as fear and terror—to the lands touched by their swift-moving shadows.

One of the greatest of these flying cities was the paradise of Ulduvai. Even during the twilight of the Shory, when their cities fell one by one to conquest, disease, monsters, or other causes, Ulduvai remained, proud and unconquered, symbolizing the majesty of the Shory civilization. And then it disappeared. Eventually, the wrecks of the other cities were found and looted, their powerful artifacts scattered across the lands. Most of their relics were destroyed in the millennia that followed, while others were collected in dragon hoards or given in tribute to powerful fiends. Eventually, the stories of the flying cities faded into legend, and then into myth, and now most believe they never really flew at all. Ulduvai itself was never located, and with each passing century its legend grew as an enlightened place of goodwill and prosperity that would someday return. Dreamers and poets still speak of it drifting back to the great cities on the western winds.

The truth of the city's fall is less idyllic and begins with the discovery of a powerful artifact by a radical group of cultists. This artifact, the *shoggoth stone*, is directly linked to the mind-warping chaos beyond the spheres. It was discovered in a massive crater by a group of renegade sorcerers who brought it back to Ulduvai and attempted to unlock its secrets. The sorcerers found the mysteries of the artifact were beyond even their ability to understand, and they turned to a group of cultists worshipping a god of secrets and forbidden knowledge known as Azathoth—the blind formless chaos that lies behind the stars. One night, when the planets were aligned, the cultists invoked the power of the stone, opening a direct channel between Ulduvai and Azathoth.

The results were not what they expected.

Instead of granting the cultists great power and immortality, the *shoggoth stone* transformed almost every living creature in the city into an immense, fleshy mass, an undulating pustule of fused viscera, rotting loops of intestines, and a powerful baleful stench. Only a few senior cultists were spared, protected by their charms and amulets. Ever since, the city has been abandoned, save for those who dare to dabble in chaos magic, and the nightmare creatures and lizardfolk who have thus far avoided the worst of its corruption. Ulduvai's sorcery is forgotten, and its people are forever trapped in a prison of flesh.

Adventure Summary

Crucible of Chaos is presented as a set-piece adventure in a lost city far from civilization

and untouched by previous explorers. While it includes some notes and ideas to bring the PCs to the valley, once they are there, the flow of the adventure depends on their goals. Some groups might want to unearth the mystery behind the fall of the Shory and to investigate the many clues scattered throughout the ruins. Others might be more interested in restoring the flying city to operation, claiming it for themselves (or their organizations). These groups must find ways to destroy the shoggoth inhabiting Ulduvai and free the city from its clutches. Finally, some groups likely just want to grab as much loot as they can before escaping.

No matter the PCs' goals, they must deal with the valley's dangerous denizens, beginning with a hostile lizardfolk tribe and its dinosaur allies and continuing with the city's undead sorcerer-princes and their fearsome minions. No journey to Ulduvai could be complete, however, without an encounter with the monster. While the PCs likely cannot defeat the shoggoth in combat, the key to its destruction is hidden in the crumbling masonry and twisted plant life, waiting for the right adventurer to discover the secret and bring order to the Crucible of Chaos.

Introduction

The vast stretches of wilderness that lie outside the realms claimed by mortal kingdoms are rich with danger, excitement, and fabulous rewards. Unfortunately, they are also rich with harsh terrain, miserable weather, nagging illness, and genuine discomfort. When someone goes "off the map" looking for treasure, it helps to have some idea of the destination. Despite its obvious practical use, the magical compass still remains something of a mystery. There is no question it points to a specific destination, but as you have traveled, the terrain has become more and more rugged, and you now find yourselves in the heart of unforgiving mountains.

The adventure begins when the party finds the lost city of Ulduvai high in the mountains. This adventure deliberately avoids describing the surrounding wilderness, allowing you to place the lost city in almost any mountain range far from civilization. The PCs are led to the city by a magic item (the *unerring compass*), which they might find in a treasure hoard in a prior adventure or they may gain from some other source, such as an inheritance, or as a

VALLEY RANDOM ENCOUNTERS

d20 Roll	Result	Source	Average EL
1–2	1d3 ankhegs	MM 14	5
3	Spider eater	MM 234	5
4	Flying ape	See Appendix	6
5–6	Bulette	MM 30	7
7–9	Elephant	MM 272	7
10	3d4 fiendish baboons	See page 9	7
11	2d3 zothians	See page 7	7
12–13	2d4 wights	MM 255	8
14	Hishtag the Cruel	See below	10
15–20	Lizardfolk patrol	See page 4	10

reward from a patron, with a note claiming something like, “This is said to be a guide to a great treasure, but that sounds too good to be entirely true. Nevertheless, its magical power is undeniable, so do with it as you will.”

PART 1: THE VALLEY OF ULDUVAI

The valley and its city are warmed by geothermal heat. The ice of the Mirrshock Glacier in the north melts very quickly when it reaches the fields. For this reason, a layer of warm mists and fogs often hovers low over the valley floor. All this permits a subtropical year-round growing season in the valley, and the lizardfolk, dinosaurs, and other creatures survive quite comfortably.

Outside the city, a tribe of lizardfolk, who managed to domesticate some of the local dinosaur population, dominates most of the valley. A unique race of lizardfolk called zothians rules over their brethren. Zothians vaguely resemble centaurs, with four-legged lower bodies and normal lizardfolk torsos. Their scaly skin is identical to that of lizardfolk, but both the males and females sport a beard of tentacles. Originally created by the chaotic energies released after the city crashed into the valley floor, they have since bred true. Occasionally, the zothians venture into the ruins to hunt and devour chaos-creatures and small animals. The lizardfolk take advantage of underbrush, stones, tree trunks, and rough terrain of the surrounding valley to evade the shoggoth on the rare occasions it ventures outside the city, but they face competition from powerful elephants, triceratops, and ankhegs that also live in the valley.

In addition to the numbered locations, when the party travels through the valley, you can use the random encounter table to

determine what the PCs find on their journey. There is a 20% chance of a random encounter for every hour spent traveling through the valley and a 5% chance for every hour spent resting in the valley.

Hishtag the Cruel (EL 10)

The largest and most ferocious predator in the valley is a wyvern known as Hishtag the Cruel. While not particularly bright as wyverns go, Hishtag’s raw physical power still makes him more than a match for any single creature in the valley, with the exception of the shoggoth. Years ago, when he first arrived in the valley, Hishtag spent several decades as the charmed servant of one of the undead sorcerers who rule the city. Having no wish to repeat the experience, he now gives the city and its sorcerer rulers a wide berth.

Hishtag spends most of his time hunting the large herbivores that graze in the southern half of the valley; he consumes the fruits of his labor in his lair near the source of the waterfall in the western range. He has difficulty moving through the forest to the north, and generally avoids it, but he does occasionally venture there in search of lizardfolk, which he considers a delicacy. For their part, the lizardfolk fear and hate Hishtag, but they cannot reach his lair or drive him from the valley.

While the chances of the PCs encountering Hishtag in the forest are small, if they spend any large amount of time flying over the valley they will almost certainly run into him sooner or later. Hishtag considers the air above the valley to be his personal demesne, and tirelessly pursues any trespassers.

HISHTAG THE CRUEL
Advanced male wyvern

CR 10

UNERRING COMPASS

Aura faint divination; **CL** 5th

Slot amulet; **Price** 10,000 gp

DESCRIPTION

This gold and silver compass has a single mithral needle that always points toward the nearest flying city. These were common items for flying city dwellers to take when they went “below” to visit the groundlings, as otherwise it could be difficult to return to their homes.

CONSTRUCTION

Requirements Craft Wondrous Item, *locate object*; **Cost** 5,000 gp, 400 XP



N Gargantuan dragon

MM 259

Init +0; **Senses** darkvision 60 ft., low-light vision, scent; **Listen** +17, **Spot** +20

DEFENSE

AC 21, **touch** 6, **flat-footed** 21
(+15 natural, –4 size)

hp 148 (11d12+77)

Fort +14, **Ref** +7, **Will** +8

Immune paralysis, sleep

OFFENSE

Spd 20 ft., **fly** 60 ft. (poor)

Melee sting +19 (2d6+12 plus poison) and bite +17 (4d8+12) and 2 wings +17 (3d6+6) and 2 talons +17 (4d6+6)

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

Special Attacks improved grab (talons), poison (DC 24; 2d6 Con/2d6 Con)

TACTICS

Before Combat Hishtag isn't used to being threatened and generally just charges at potential meals at full speed.

During Combat Hishtag hates and fears spellcasters, and generally tries to either kill or grapple them as quickly as possible. He uses Hover to get off full attacks.

Morale Hishtag doesn't have the stomach for serious opposition, and flees if reduced to fewer than 60 hp. He is also mortally afraid of being charmed, and if he fails a Will save against an enchantment spell of any kind, he flees as soon as he is able.

STATISTICS

Str 35, **Dex** 10, **Con** 24, **Int** 6, **Wis** 12, **Cha** 9

Base Atk +11; **Grp** +35

Feats Ability Focus (poison), Alertness, Flyby Attack, Hover, Multiattack

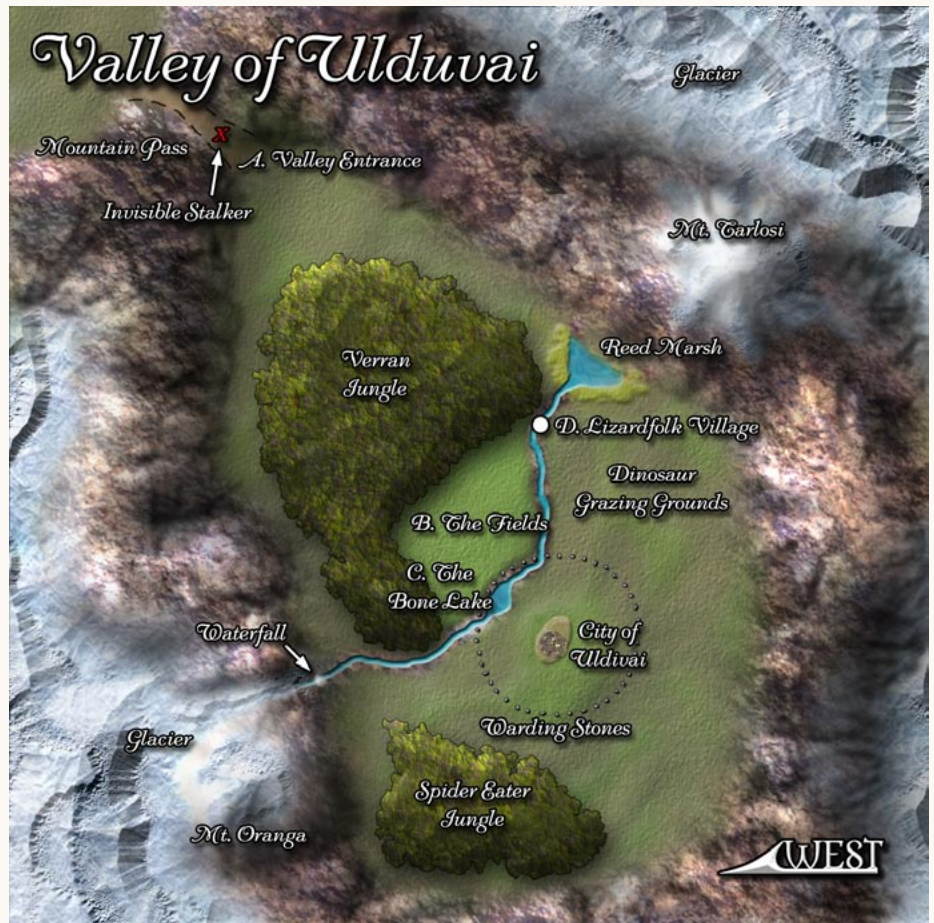
Skills Hide +2, Listen +17, Move Silently +14, Spot +20

Language Draconic

Lizardfolk Patrol (EL 10)

The lizardfolk rule all the jungle approaches, so any party that does not fly as it enters the valley is likely to encounter them. A typical patrol consists of three lizardfolk rangers and one trained triceratops.

The lizardfolk do not attack strangers as soon as they discover the interlopers. They attempt to ascertain the strangers' intentions first, leaving behind the triceratops and using Hide and Move Silently to approach. If the PCs attack, the lizardfolk respond in kind and make a peculiar whistling noise, almost birdlike, which is answered by a much deeper birdlike whistling from the triceratops. The massive dinosaur charges into battle 1d2 rounds later with its powerful charge ability. If the PCs spot the rangers and attempt to communicate, the lizardfolk have an initial attitude of hostile. They consider the entire valley their territory and do not suffer intruders to pass through, especially "softskins." If the PCs can change their attitude to friendly, the patrol agrees not to kill them but insists on escorting the PCs to the valley entrance. Only if the PCs can change the rangers' attitude to helpful do the lizardfolk agree to allow the party to pass through the valley, and even then they insist on taking the PCs back to their village to gain the zothians' permission first.



If the PCs don't detect the lizardfolk, the rangers ambush the party. Read or paraphrase the following when the lizardfolk spring their attack.

At first, nothing seems amiss. Certainly the plants and trees seem the same as they have been. After a moment, however, the difference is obvious: the natural background of chirps, clicks, and hums has vanished completely, and the jungle seems to be holding its breath, waiting. Then, with a low hiss followed by a crash, a massive form charges out of the jungle.

CTHUPDA, SLITHEC, AND TRANDOC CR 5

Male lizardfolk ranger 4
CN Medium humanoid (reptilian)
MM 169

Init +4; **Senses** Listen +1, Spot +9

DEFENSE

AC 24, touch 14, flat-footed 20
(+4 armor, +4 Dex, +5 natural, +1 shield)

hp 48 each (6d8+18)

Fort +7, **Ref** +11, **Will** +2

OFFENSE

Spd 20 ft.

Melee mwk shortspear +10 (1d6+4) and bite +4 (1d6+2)

Melee 2 claws +9 (1d4+4) and bite +4 (1d6+2)

Ranged javelin +9 (1d6+4)

Special Attacks favored enemy +2 (outsider [chaotic])

Spells Prepared (CL 2nd, +10 ranged touch)
1st—entangle (DC 12), longstrider, speak with animals (one spell per lizardfolk)

TACTICS

Before Combat One ranger drinks the *potion of displacement*, another readies an action to cast *entangle* on the party, and the third readies an action to throw javelins at anyone approaching.

During Combat The rangers fight from cover with javelins until the party gets close, then they call the triceratops to the location where the party first engages one of them in melee.

Morale If one of the rangers is downed or the triceratops is incapacitated, the rest retreat



toward the lizardfolk village looking for reinforcements.

STATISTICS

Str 18, **Dex** 18, **Con** 16, **Int** 12, **Wis** 13, **Cha** 11
Base Atk +5; **Grp** +9

Feats Blind-Fight, Dodge, Endurance, Rapid Shot, Run, Track

Skills Balance +7, Handle Animal +3, Hide +8, Jump +11, Move Silently +8, Ride +6, Spot +9, Survival +5, Swim +8

Languages Common, Draconic, Orc

SQ hold breath, wild empathy +4

Combat Gear *potion of displacement* **Other Gear** +1 hide armor, 6 javelins, mwk light wooden shield, mwk shortspear, 10 gp, 9 sp, 20 cp.

TRICERATOPS

hp 149; **MM** 61

TACTICS

During Combat The triceratops uses its powerful charge ability for its initial attack, then tramples or gores in following rounds.

Morale It fights reluctantly and only when directed by the lizardfolk; if they are all slain or incapacitated, it flees.

Treasure: In addition to their gear, the lizardfolk carry a set of gems they discovered in a hidden area in the Ulduvai ruins. These are two star rubies worth 1,400 gp each, two sapphires worth 400 gp apiece, and a black opal worth 150 gp. They also found an arcane scroll of ray of frost.

A. Valley Entrance (EL 7)

The narrow passage opens into sunlight and a much larger valley, extending for several miles between sharp mountain walls to either side. Ahead, the mountain pass descends steeply into a thick jungle that seems to cover the hilliest part of the valley. A fantastic waterfall cascades down the right wall of the valley, leading to a river that winds its way across the center of the valley floor like a blue snake. In the valley's center stands a small city with five very tall buildings surrounded by scores of lesser structures. The towers shine like glass, and the largest one in the center seems to be made of purple metal. Terraced fields surround

the city on three sides. The air is pleasantly warm, as is the earth below. Steam rises from ground still damp from a recent rain.

One of the city's few remaining defenses protects this pass against intruders. Thousands of years ago, the Shory made a pact with the Princes of Elemental Air to help defend the city. Powerful extraplanar guardians were called to protect the city. Although most of this magic has long since been scattered or destroyed, one guardian still remains. After the city crashed here, Yithdul (one of the city's undead sorcerer princes) discovered the secrets of the binding magic and used it to place a guardian on the sole pass into the valley. The magic calls an invisible stalker to protect the valley entrance every night at midnight. It calls a different stalker each time, which means that even if the PCs kill one, another one takes its place the following night. On the other hand, any tricks or tactics the PCs use to defeat or bypass one invisible stalker work just as well on the next day's guardian.

**INVISIBLE STALKER****CR 7****hp** 52; **MM** 160**TACTICS**

Before Combat The invisible stalker approaches invisibly and attempts to surprise the PCs.

During Combat The invisible stalker strikes and withdraws as needed to take advantage of its invisibility; it rarely fights the same foe for more than 1 round. It prefers single combat whenever possible.

Morale The invisible stalker knows mortals can defeat it, but the binding magic compels it to fight to the death.

B. The Fields (EL 8)

Something has left gigantic clods of dung all over the terraces and fields in the valley; the few prints you see are as large around as small shields. The fields themselves are clearly cultivated, with millet, oats, and rye all growing well. There's also a field of an unfamiliar crop. Small stone obelisks carved with ancient runes surround the fields.

It might seem that agriculture is impossible near a shoggoth, but that's not true. The monster rarely leaves the city and small stone obelisks marked with chaos-warding runes keep it out of the fields where grain grows. The elephant livestock is simply herded away from the shoggoth when it does leave the city. The nature of the obelisks and their purpose (to keep away strongly chaotic aligned creatures) can be discerned with a DC 25 Knowledge (arcana) check. If they are examined magically, they radiate auras of law and moderate abjuration. The stones prevent anything with the chaos subtype from passing by, but their magic has no effect on creatures merely chaotic aligned.

The stones can do nothing about the ankhegs that infest the valley floor. While these creatures tend to avoid the forest, if the PCs enter the fields or pass into the plains beyond the river, the ankhegs eventually attack, probably when the PCs make camp. The ankhegs are attracted to any PC campsite that includes animals—mounts, companions, or pack animals. The ankhegs are

very hungry and happy to kill anything they find in the fields, adventurers included.

ADVANCED ANKHEGS (2)**CR 6****N** Huge magical beast**MM** 14

Init +0; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; **Listen** +9, **Spot** +6

DEFENSE

AC 19, touch 7, flat-footed 19
(–1 Dex, +12 natural, –2 size)

hp 100 each (9d10+54)**Fort** +12, **Ref** +5, **Will** +4**OFFENSE****Spd** 30 ft. burrow 20 ft.**Melee** bite +17 (4d6+15 plus 1d4 acid)**Space** 15 ft. **Reach** 10 ft.**Special Attacks** improved grab, spit acid (DC 20)**TACTICS**

Before Combat The ankhegs burrow into melee range underground, then surface and spit acid.

During Combat The first ankheg appears and draws attention. The second arrives a round

after the first one, seeking to nab weaker prey such as a Small or unarmored foe. Once it does so, both withdraw into the earth.

Morale The ankhegs just want a meal. If either falls to 20 or fewer hit points, they both withdraw from combat by burrowing.

STATISTICS

Str 30, **Dex** 8, **Con** 22, **Int** 1, **Wis** 13, **Cha** 6

Base Atk +9; **Grp** +27

Feats Alertness, Power Attack, Toughness, Run

Skills Climb +13, Listen +9, Spot +6

C. The Bone Lake

This small lake has a glassy surface with just a few ripples. Its color is a luminous green, though the water is fairly clear. A few water lilies are blooming, and stones and other items on the lake bottom glitter white, gold, and silver.

The shoggoth's watering hole is filled with fish the lizardfolk believe are tainted by its presence. Regardless of their fear, the watering hole makes a nice place for a campsite. The shoggoth comes here every few days to drink and to spit out indigestible metal or stones, which litter the bottom of the lake. A DC 20 Search check combined with a DC 15 Swim check allows a character to bring up one of the following items (chosen at random) to the surface. Each check takes 10 minutes.

d6 Item Found

- 1 A carved stone idol of a five-armed god (a DC 20 Appraise check shows it is worth 100 gp).
- 2 A helmet of bronze, marked with an eight-pointed star—the seal of Ulduvai.
- 3 Four large, rusty, iron spear tips (from flying ape spears).
- 4 A glass vial that still contains a dose of dragon bile poison (DMG 297).
- 5 A clay tablet inscribed with runes carved in a flowing script. A DC 23 Decipher Script check shows that once per day the tablet can be activated to prevent elementals from coming within 10 feet of it for 1 minute. This effect is similar to that of *magic circle against evil*, but it only staves off creatures of the elemental type and it provides no protection against mind control.
- 6 A large circular armband or torque made of a black, glassy material

(the infandibulum key, required to start the city flying again).

There are no other “real” treasures, but if the party wishes to keep searching, eventually it attracts the attention of lizardfolk or the returning shoggoth (a 20% chance per 10 minutes after 1 hour).

There's a very well-hidden cavern 20 feet under the water's surface where the shoggoth retires when it is injured or when undead are out in force. A DC 30 Search check is required to find it. The tunnel is large enough to allow Huge creatures to pass through (forcing the shoggoth to squeeze through in its liquid fashion) and connects to the Carillon Tower (area 10) in the city ruins.

D. The Lizardfolk Village (EL 15)

Among the trees here stands a village of more than a dozen huts, with piled stone pillars supporting leafy roofs. While most of the huts look fairly typical (at least for lizardfolk), a few have roofs and doorways much larger than normal. The smell of cooking fires, the shrill cries of children, and the hiss of reptilian conversation all drift from the small community.

The population of the village includes 47 lizardfolk and 8 zothians. The lizardfolk of the village are an insular bunch and most have never seen another sentient species. All conversation stops when the villagers spot the PCs, who are quickly surrounded by lizardfolk and zothians wielding spears. The tribal elders are not quite as militant as the lizardfolk warriors, however, and their initial attitude is merely unfriendly. If the PCs can shift the leaders' attitudes to friendly, the lizardfolk permit the PCs to remain within the valley as long as they do not disturb the village or the surrounding farms. If the elders are made helpful, they even agree to sell the PCs some druidic potions and tell what they know about the city of Ulduvai. If the PCs already befriended a lizardfolk patrol, they gain a +10 bonus on the Diplomacy check. If the PCs present the village with gifts worth at least 200 gp (especially items villagers can use, like weapons or healing magic), the PCs gain an additional +10 bonus on the Diplomacy check.

If the PCs fail to shift the attitude of the lizardfolk, or only shift it as far as indifferent,

GATHER INFORMATION

If the PCs manage to befriend the lizardfolk and spend some time among them, they can learn a few things about the lost city. Use the following chart as a guide.

DC	Result
4 or less	Yes, the ruins are dangerous. Stick to the jungle.
5–9	The ruins are haunted by a large slime-creature that is always hungry.
10–15	The runestones at the edge of the fields and forest keep the devouring creature away, for it is far stronger than any single warrior. Fighting the slime-creature is suicide, and many lizardfolk have died in the attempt.
16–20	The creature has a distinctive call, like a large bird, that it makes when it comes for the kill—this sound often leaves its prey weak and fearful. It devours the strongest warriors whole, without bothering to kill them first. Some believe their souls are trapped within it forever.
21–25	No one knows why the creature came, but it has never tried to leave the valley. It comes down to the Bone Lake every few days to drink by some hidden tunnel where there are no runestones.
26+	At night, the creature has a faint glow that makes it possible to avoid it, and it can be induced to follow a “breadcrumb trail” of live prey. It lives in a large crater at the south of the city center.

the elders insist that the PCs leave the valley immediately (and they back this demand up by force if necessary).

ZOTHIANs, SAURIAN CENTAURS (8) CR 4

N Large monstrous humanoid

Advanced Bestiary 213

Init +1; **Senses** darkvision 60 ft., low-light vision, scent; **Listen** +4, **Spot** +4

DEFENSE

AC 16, touch 11, flat-footed 14
(–1 size, +1 Dex, +5 natural)



Designer Notes

THE ATMOSPHERE OF CHAOS

You can use some of the encounters presented in *Crucible of Chaos* to create atmosphere for the city as a whole. If the party meets some of the big battles too early, you can get them into a mood of heavy combat rather than a mix of melee and exploration.

To avoid that, the major combat encounters should be intermixed with the humorous, creepy, or weird chaos encounters to build up the atmosphere of strangeness. For example, you might have the party meet the ankhegs outside the city in the fields, then present some six-winged parrots as the PCs clamber up the terraces into the outer ruins.

Let the party find one or two of the whistlers or dead-end tunnels described in the Seven Mysteries sidebar, just to get them thinking about the previous inhabitants, or maybe a danger ward against from above or below. Follow that up with a random encounter with some wights during the night watch and have the pack of fiendish monkeys run through the campsite as day breaks, stealing food, upsetting tents, or spooking companion animals.

By interspersing noncombat encounters with combat, even the creatures that are fairly standard acquire a patina of strangeness. And you increase the sense of a place worthy of adventurers to explore (because it contains ancient mysteries), rather than just a set of combats with a slightly different set of scenery.

hp 30 each (4d8+12)

Fort +4, **Ref** +5, **Will** +6

OFFENSE

Spd 50 ft.

Melee longsword +7 (2d6+4/19–20) and

2 hooves +5 (1d6+2) and

2 claws +5 (1d6+2) and

bite +5 (1d8+2)

Ranged composite longbow +4 (2d6+4/x3)

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

Special Attacks leaping pounce, rake +5 (1d6+2)

TACTICS

Before Combat Zothians are less subtle than their lizardfolk allies and don't bother to conceal their approach.

During Combat A zothian charges from foe to foe, leaping upon its prey and raking with its hind legs as it claws, bites, and kicks.

Morale The zothians fight until their chieftain is slain, at which time they take to the woods.

STATISTICS

Str 18, **Dex** 12, **Con** 17, **Int** 8, **Wis** 15, **Cha** 11

Base Atk +4; **Grp** +12

Feats Dodge, Multiattack

Skills Jump +20, Listen +4, Move Silently +3, Spot +4, Survival +11

Languages Draconic, Sylvan

SPECIAL ABILITIES

Leaping Pounce (Ex) When a saurian charges a foe and jumps at least the last 10 feet, it may make a full attack, including two rake attacks.

Rake (Ex) Against a creature with which it grapples, a saurian may make two secondary rake attacks that deal claw damage.

LIZARDFOLK WARRIORS (18)

CR 1

hp 11 each; **MM** 169

NOTES

Of the 47 lizardfolk living in the village, 18 are warriors. The other 29 are noncombatant elders and children.

TRICERATOPSES (4)

CR 9

hp 149; **MM** 61

TACTICS

During Combat The triceratops uses its powerful charge ability for its initial attack, then tramples or gores in following rounds.

Morale It fights reluctantly and only when directed by the lizardfolk; if the lizardfolk are all slain or incapacitated, the triceratopses flee.

Treasure: The lizardfolk have very little gold. Their treasures are primarily druidic potions and knowledge of the terrain. Potions of *barkskin*, *pass without trace*, *speak with animals*, and *tree shape* are available if the party befriends the lizardfolk.

PART 2: THE RUINS OF ULDUVAI

The ground rises up to a perfectly level plateau, where a bizarre edifice from another age stands in crumbling majesty. At the edge of the plateau, a gold-colored wall of some

unidentifiable, semi-translucent material rises twenty feet above the rock. Behind it rise buildings that seem to defy reality. Shimmering glass spires twist in on themselves next to massive towers that seem to be composed of fern leaves. One of the larger towers seems to be shaking, as if some unseen giant is gently rocking it back and forth. In the center of the city, a massive inverted horn, made from some kind of purple metal, towers over the other buildings. Other unusual buildings include a metallic cube, a glass flower 100 feet tall, and a needlelike tower with a puffball at the top. A low humming sound drifts out of the complex. On the southeastern side of the city, a ramp is pierced by a series of gates, which open on to other ramps leading down onto the plains.

City Features

The ruined city is a place of cyclopean proportions and weird, tower-based architecture. Just walking through it is disorienting. Characters with Knowledge (architecture and engineering) may make a DC 20 check to understand the underlying principles of its construction: namely, that many of the city's buildings, and perhaps the entire city itself, were built to fly. More clues to the city's people, its nature, and its ultimate fate can be found in some of the buildings scattered throughout the city.

All spells with the chaos descriptor are empowered in the city (as the feat Empower Spell) as long as the *shoggoth stone* remains whole. On the other hand, spells with the law descriptor have their save DCs reduced by 2 within the city, and require successful Spellcraft checks (DC 10 + spell level) just to cast.

The ruins of Ulduvai show fairly consistent architecture: unmortared stone mixed with unbreakable glass-like structures are the most common themes. Ceilings are all 12 feet high, and none of the rooms are illuminated. Unless otherwise mentioned, doors are missing. Wandering monsters are frequent and include fiendish baboons, flocks of semi-tropical parrots (harmless), spider eaters, and the shoggoth itself. The greatest danger, however, is getting lost: the city is remarkably hard to navigate.

Getting Lost: The architectural and spatial distortions of the city make certain impossibilities commonplace, and those distortions make it very difficult to navigate within the city's streets. Furthermore, a green

haze, invisible from outside the city walls, permeates the atmosphere and obscures vision inside the city beyond a few hundred feet, making it difficult to pick out landmarks. A party must make a DC 20 Survival check to avoid getting lost each time it enters the ruins of the city, after each combat, and after each time the group rests. Climbing up a tower to get bearings provides a +4 circumstance bonus on this check, but tower climbers are likely to draw the attention of the watcher, spider eaters, or the invisible stalkers.

If the party does become lost, two ways you can handle the situation are to tell the players their characters know they are lost or to turn the city map. If you tell the players, the PCs can attempt additional DC 20 Survival checks (each one requiring 1d4 hours of searching) to find a landmark. The other option is to turn the city map 90 or 180 degrees and continue giving directions using the “new north.” If the PCs attempt to make their own map of the city, it quickly becomes wildly inaccurate, making it difficult for them when they try to leave the city or return to a previously visited location. At some point, then, you need to tell them their map is useless.

Getting Found: If a character climbs a tower or flies up to a height of at least 60 feet during daylight hours, he can orient himself. This requires a successful DC 16 Survival check once the party knows it is lost and has found a landmark to go by. It's not possible to become correctly orientated in the city at night—if lost after sunset, the party stays lost at least until dawn.

Encounters Within the City: In addition to the keyed locations on the map, the city is rife with chaotic and twisted life. Use the city encounters table to determine what the PCs find while wandering around the city or exploring a building not detailed in the adventure.

Ten Creepy Chaos Elements

As the PCs explore the city, they find more and more bizarre and inexplicable effects directly related to the energies released by the *shoggoth stone*. Several possible examples are listed below, but feel free to improvise your own to tie directly into the PCs' personalities, backgrounds, or magic items. The further the characters get into the city, the more odd warped walls, three-tailed lizards, and ripples in the air they see. Add as much bizarre local detail as your players seem able to handle—by the time they get to the Temple of Azathoth

CITY ENCOUNTERS

d%	Encounter	Source	Average EL
1–25	Creepy chaos element	See below	—
26–33	Spider eater	MM 234	5
34–37	1d4 advanced chokers	See area 15	6
38–40	Shambling mound	MM 222	6
41–43	Tendriculos	MM 241	6
44–49	Chaos beast	MM 33	7
50–65	Fiendish monkeys	See below	7
66–70	1d4 gibbering mouthers	MM 126	7
71–80	Invisible stalker	MM 160	7
81–84	1d4 Babaus	MM 40	8
85–88	Destrachen	MM 49	8
89–93	2d4 lizardfolk wights	See area 16	8
94–95	Bebilith	MM 42	10
96–00	Shoggoth	See page 10	15

(area 15), they should expect every rat and every feral cat to be a chaos beast in disguise. After the destruction of the *shoggoth stone*, all of these effects end and no more occur.

- A rat runs across the path ahead of the PCs, dragging its external intestines behind it.

- A frog begins to follow the party, hopping behind them. It's not a familiar or spy, but it is a bright green color.

- A party member feels a distinct push when atop a wall, tower, or other high place. A DC 10 Reflex save is required to avoid falling.

- A PC feels something moving within his body, as if his organs were rearranging themselves. Heal checks and *remove disease* don't seem to show anything wrong, although a *detect chaos* spell reveals faint traces of chaos. The character suffers no permanent physical harm but excretes greenish sweat for a day.

- The magical glow or light of a weapon or enchanted item suddenly flares to 10 times its normal brightness, becoming very difficult to look at directly.

- A 7-foot-diameter sphere of water floats in midair in front of the party, blocking the passage or street ahead. Fish swim in the water, apparently unaware of their strange situation.

- A PC suddenly begins bleeding from nose, then from the mouth, then from the ears and eyes. No hit points are lost, but unless the character is the recipient of a healing spell or a DC 20 Heal check, he becomes fatigued after 1 round, exhausted after 1 minute, and comatose after 10 minutes.

- A bright green and blue feathered creature lands on a character's helmet or pack and refuses to leave. It has four wings and four

claws, but no beak, eyes, or head. If struck with a weapon, the feathers disincorporate and reform. If struck with a sonic attack, it disappears. Otherwise, it remains on the PC's pack until he leaves the city.

- A PC's boot feels as if it is suddenly filled with biting insects. The character cannot walk while wearing the boot unless he makes a DC 15 Will save each round (or the boot is subjected to a *dispel chaos* spell).

- A section of wall near the PCs ripples like a flag in the wind. When touched, it seems completely solid.

Roaming Fiendish Monkeys (EL 7)

Shrieking descends from the tree branches and wall tops. Leaping down is a pack of at least a dozen enormous monkeys with bright red eyes and bright red bottoms. Flashing their huge fangs, they dance around shrieking, creating a cacophony that makes it hard to hear anything else.

The city is home to a pack of gluttonous, hateful baboons that enjoy ambushing visitors and stealing food and shiny valuables before fleeing back into the trees.

Attacking the baboons with lethal force makes them permanent enemies who return to raid again and again, both by day and night.

ADVANCED FIENDISH BABOONS (12) CR 1

CE Medium magical beast (extraplanar)

MM 107, 268

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; **Listen** +5, **Spot** +5



Designer Notes

HOW TO BUILD A LOST CITY

From a design perspective, I wanted this lost city to feel completely alien, not just like a standard medieval city dropped in a mountain valley. At the same time, it needed to make a certain amount of sense from a population and size standpoint. The weird architecture reflects the city's flight: the towers provide a view over the edge of the city's outer rim while it is in flight, the invisible bridges make sense both as a defensive measure (strangers won't know about them) and as a safety feature (the tunnels protect pedestrians while winds whip through the flying city).

As a result, the architecture is mysterious and at least a little functional. Whether player characters care about the engineering or not, exploring an exotic city is a lot more fun than exploring a mundane one, so wherever possible, I erred on the side of exoticism.

DEFENSE

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

hp 16 (3d8+3)

Fort +4, **Ref** +5, **Will** +2

Resist cold 5, fire 5; **SR** 8

OFFENSE

Spd 40 ft., climb 30 ft.

Melee bite +4 (1d6+3)

Special Attacks smite good (+3 damage)

TACTICS

Before Combat The baboons rush in among the party and aid one another with Sleight of Hand attempts. In some cases, they might spend a round hooting and showing their teeth to "demand bribes."

During Combat If attacked, the baboons use their smite good attacks, then flee.

Morale The baboons are all bluff. Any serious attack drives them away to tell Yithdul about the party's "crimes" against them.

STATISTICS

Str 15, **Dex** 14, **Con** 12, **Int** 3, **Wis** 12, **Cha** 4

Base Atk +2; **Grp** +4

Feats Alertness, Run

Skills Climb +10, Listen +5, Sleight of Hand +3, Spot +5

Languages Abyssal, Infernal

The Shoggoth (EL 15)

At first, it was just a sound. A squelchy, slithering, sucking sound that spoke of constant and insatiable consumption. Then came the smell. Almost imperceptible at first, the odor seemed new and yet familiar at the same time—a sweet, seductive scent that seemed attractive at first, before it grew to sickening, overpowering strength. As horrible as the sound and smell were, though, the sight of the creature is terrifying beyond imagination. A horrible mass of slithering darkness, it moves forward with a speed that seems impossible, as if its very drive to consume somehow propels it without the need for physical locomotion.

The city is haunted by an enormous monster that constantly wanders throughout the ruined buildings and scavenges the city. It eats sacrifices, hunts prey, and generally keeps the population down. Anyone spending time in the city meets it at some point, but it mostly serves to set the mood, and is not

meant as a possible combatant. The shoggoth is the consummate bogeyman: a creature almost certainly beyond the PCs' ability to defeat but unavoidable for those who explore the city for long. Nevertheless, the shoggoth itself is only barely aware of the PCs. While it certainly feasts upon them if given the chance, it shouldn't be too hard for the PCs to outwit or avoid it. Once they encounter it, though, it should always be at the back of their minds. Use the shoggoth to add some drama to otherwise boring encounters, to liven up a part of the city the PCs find dull, or to chase the PCs toward (or away from) an area you want them to explore (or avoid).

SHOGGOTH

CR 15

hp 279; see Appendix

TACTICS

During Combat If the party wants to fight, the shoggoth attacks and engulfs a henchman, animal companion, or familiar first, then devours the nearest PC.

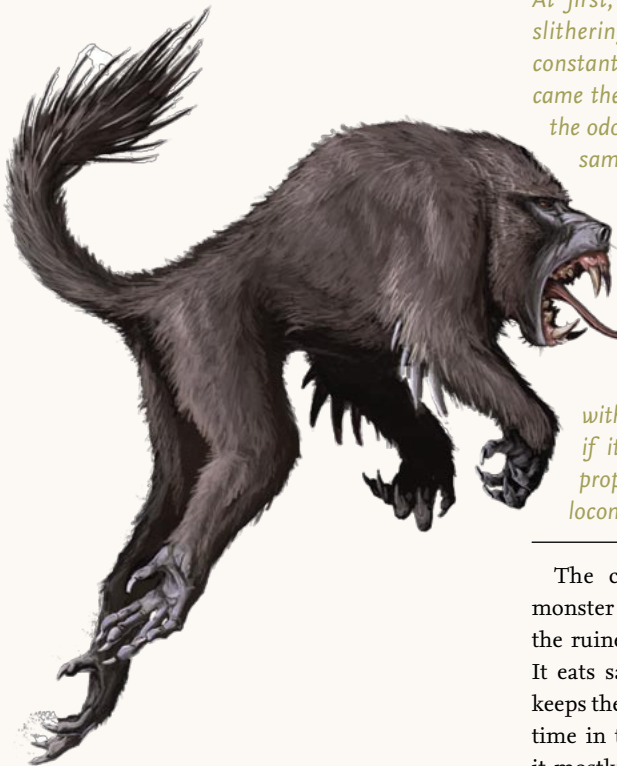
Morale The shoggoth has complete confidence in its ability to eat anything put before it. It retreats only in the face of powerful and sustained magical attacks that reduce it to fewer than half its hit points.

1. Ramps (EL 8)

The massive wall is broken here by a series of five gates. Descending from these open archways down to the level of the plain are five ramps made of the same golden translucent material as the walls. Beyond the gates, the streets and alleys of the city are only partially visible, shrouded by a pale green mist that seems to seep out of the walls and cling to the ground.

Regardless of how the PCs enter the city, as soon as they get inside they notice the mysterious mist which permeates the entire city and obscures vision beyond 200 feet in any direction. The mist can be dispersed by a severe wind, but as soon as the wind dissipates, the mist immediately returns. It has no harmful effects (besides making the city more difficult to navigate) but is only permanently removed with the destruction of the *shoggoth stone*.

Creatures: The gates are the territory of a pair of babau demons, called to the city centuries ago by Shory wizards. Their chaotic natures allowed them to escape the destruction of the



city, but they remain bound here by ancient magic. They are always on the lookout for new prey to enter the city and distract them from their ceaseless boredom.

BABAU DEMONS (2)

CR 6

hp 66 each; MM 40

TACTICS

During Combat The babaus take advantage of the mist to sneak up on their foes. They attempt to take out any spellcasters as soon as possible.

Morale The demons flee if the PCs take to the air, or if either of them is reduced to fewer than 20 hp.

2. Golden Terrace Wall

Upon closer examination, it's still unclear exactly what this wall is made of, as it resembles nearly opaque amber.

The wall's material was made by the Shory, who prized it for its incredible strength and light weight. It was one of the discoveries that made the flying cities possible, and the secret of its creation was lost in the Shory's destruction.

3. The Invisible Bridges

These invisible, enclosed bridges connect the Aeromantic Infandibulum with the city's other major towers: the Discordant Tower, the Needle and Globe Tower, the Quivering Tower, and the Stalker's Nest. These bridges are tunnels made of pure force and cannot be dispelled, although *disintegrate* can remove one of the *walls of force* for 24 hours. At night, they are slightly visible (DC 20 Spot), but in daylight they require astounding eyesight to notice even from close up (DC 30 Spot). Anything that touches the outside surface of one of the invisible bridges is affected by a targeted *dispel magic* effect, caster level 5th.

The "holes" they create in the ancient towers might be mistaken for landing areas, but attempts to land there result in painful collisions with the near-invisible barriers (dealing 1d6 points of nonlethal damage per 20 feet of the flyer's base speed).

4. Discordant Tower (EL 6)

This hundred-foot-tall tower has scores of small holes in it that catch the wind. Near the tower, the noise is nearly deafening. The grating tones are loud enough to rattle teeth.

SEVEN MYSTERIES

In addition to the Ten Creepy Chaos Elements, you might want to emphasize the oddness of the ruins themselves from time to time. The city is a treacherous place: bad footing, random echoes, the strange geometry, and residual magic all make exploring this city different from hacking through dungeon corridors. The following flavor encounters can help set the mood of exploration and mystery.

1. Skulls and Bones: A set of human remains is hidden on the upper floor of an otherwise empty house, where a city survivor died of thirst, fearful of the shoggoth in the streets.

2. The Metal Platform: One of the abandoned warehouses in the city contains a large metal platform, engraved with complex geometric symbols, hovering two feet off the ground. This is one of the "flying platforms" that the citizens of Ulduvai used to transport goods from the flying cities to the surface below. Its magic has faded over the centuries, and it is now only capable of hovering just off the ground.

3. The Dinosaur Stable: A building is found that contains very large stalls with a partially exposed hypocaust underneath (where steam could be brought to warm the floors). This was for the stabling of dinosaurs, which

preferred warmth, especially when the city entered cold climates.

4. The Empty Warehouses: The city has a number of what are obviously merchant storehouses, but they are all empty except for stone and ceramic materials (and most of those are broken). The shoggoth ate everything organic in the containers as it sought the juicy human morsels that hid among the various wares.

5. Whistlers: These stones have small holes carved through them. When the wind blows, these sometimes whistle softly. When the city was flying, these whistling stones often produced smooth two- or three-note chords.

6. The Dead-End Tunnels: Many of the ruined houses have hatches in the cellars, rotted to various degrees and sealed from the cellar side with bars or latch mechanisms. Beneath these are short tunnels, no more than 10 feet or so long. These were once "disposal chutes" for the flying city.

7. Where's the Water? Like other cities, Ulduvai needed water. Unlike most other cities, though, it depended entirely on *create water* spells and captured rainwater from rooftops. The rooftop cisterns were wooden and have all rotted away, but the party might find one or more of the large stone reservoirs they fed into.

This tower has an excellent view of the surrounding city, but it generates a constant drone that functions as a sonic attack. The tower rings with an atonal chord heard throughout Ulduvai—a musical sound that never fades or ends. This chord acts as a *confusion* spell on any creature who can hear, is within 200 feet, and fails a DC 18 Will save. A creature who successfully saves is immune to the effects of the discord for 24 hours. A bard can use his countersong ability to counteract the effect, but to be effective he must continue as long as his party is within range of the tower. If the bardic music stops, the saving throw against *confusion* must be made immediately.

The shoggoth is immune to the discordant tower and often rests in the quivering air within it. The tower itself seems to produce the notes. No machinery or trap exists that can be disarmed to make the noise stop.

Treasure: The discordant tower once served as a steering device for the flying city. The interior of the tower has three platforms designed to focus gusts of wind, which directed the city. A DC 20 Knowledge (arcana) check reveals this fact.

The interior is also marked with a list of lookouts: 15 names scratched into the stone, using a rather archaic script and style. Anyone who makes a successful DC 15 Decipher Script can read the names and realize they are common names from that PC's home kingdom.

The only item of physical treasure here is a *wand of gust of wind* (10 charges).

5. Stalkers' Nest (EL 9)

The glass flower is eighty feet tall, but the glass is white rather than clear. There is no



movement at the top, and no obvious way to enter the interior.

Two invisible stalkers nest at the open, flower-shaped top of this tower, which contains no stairs or ladders. The extremely slick walls make climbing impossible—there's simply nothing to grip. Flight, a *spider climb* spell, teleportation, or levitation provide the only means to reach the nest.

The top of the tower contains a single intact human skeleton among various bones and bits of fur and feathers. Casting *speaking with dead* on the skeleton reveals that the deceased was a servant who went completely mad when she died. She answers all questions with, "We're falling! Falling!" before giving extremely terse, limited answers about the city and its people. This is one of the very few places where any human remains are left of the city's original inhabitants, as even the shoggoth has difficulty climbing this tower.

Treasure: The invisible stalkers have collected many strange things over the

centuries, including two magic shields and a set of completely dried-out potions kept as dust in glass vials. Each of these potions can be reconstituted by adding water and making a successful DC 10 Craft (alchemy) check. They are *potions of gaseous form*, *hide from undead*, *levitate*, and *spider climb*.

The shields are quite distinctive. One is a +2 *light fortification heavy steel shield* of obviously dwarven workmanship. The other is a +3 *blinding buckler* made of magically hardened glass.

6. Quivering Tower (EL 10)

This seventy-foot-tall, gray stone tower is covered with rubbery gray leaves and feelers. These fernlike leaves quiver in the breeze. The upper tower has several ledges, balconies, and openings, and white streaks from droppings discolor the stone below one balcony in particular.

Climbing the rubbery plants is unpleasant but not very dangerous—the leaves make

great handholds and are not too slippery. A character need only make a DC 14 Climb check to make progress.

The tower is home to a group of spider eaters, some of which serve as occasional mounts for the three undead sorcerers on their expeditions outside the valley.

Approaching the lair of the spider eaters causes several of them to come out of their hiding spaces and defend their home against any climber. The spider eaters are fairly canny about how they approach their prey, and even more so now that they are in their breeding season and have eggs implanted in a victim. They do not rush to combat until a climber is more than 40 feet up the tower.

A set of mosaics on the inside of the spider eater lair shows humans flying to and from the towers on griffons, carpets, and giant eagles, and the golden outer wall of the city floating among the clouds.

SPIDER EATERS (5)
hp 42 each; MM 234

CR 6

Needle & Globe Tower

Ⓔ = Efreet

Y = Yakmar



TACTICS

During Combat The spider eaters attack in two pairs, seeking to flank and poison a foe. If successful in paralyzing an enemy, the fifth spider eater carries off the prey (up to 306 pounds is a light load for a spider eater). If attacked in their nest, they use their freedom of movement ability to get past webs quickly.

Morale The spider eaters retreat to their nest if they take more than 20 points of damage. Once in the nest, however, they fight to the death.

Development: Killing all of the spider eaters angers Banderak, their trainer. If he learns that the PCs are responsible for the massacre, Banderak demands 3,000 gp in blood money for the loss of each mount. If the party refuses to pay, Banderak retrieves the other two sorcerers and the trio attacks.

Treasure: The spider eaters have a single egg implanted in a paralyzed lizardfolk. That egg is worth 2,000 gp, but the party

must kill the paralyzed lizardfolk to recover it. There are also three exotic saddles here, each one perfectly suited for riding a spider eater. All three are decorated with snake or dragon motifs in red and brown leather.

A DC 25 Search check made in the nest reveals a silver ring of feather falling set with an aquamarine. Thanks to the ring's exquisite craftsmanship, it is worth 2,600 gp in total. The ape bell (see area 13) is also here. It is a beautiful bell of cast bronze, with patterns showing winged apes in stylized poses of flight.

7. Needle and Globe Tower (EL 8 and 9)

This tower resembles a very thin reed or stalk with a puffball globe stuck halfway up the tower, fifty feet above the ground. The surface of the walls look like chitin, and numerous cracks ooze a sticky yellow sap.

This is the home of Yakmar, one of the three undead sorcerers. The only entrances

to the tower are via two balconies or through the invisible bridge from the Aeromantic Infandibulum. The tower's living quarters are guarded by Yakmar's enslaved efreeti, Fezghul. Yakmar himself spends most of his time in his lab on the top floor of the tower, although he can occasionally be found in the living area staring wistfully at an illusion there.

From inside the living area, the walls appear transparent and seem to offer a view of the surrounding city. It is clearly an illusion, however, as there is no green haze and the buildings all appear intact. Instead of mountains, only sky surrounds the city. People fly past the tower, some using magical flight while others ride on flying carpets or the backs of griffons and giant eagles. A flying platform (which to the PCs looks like a floating square metal platform engraved with complex geometric designs) is being loaded with many fine-looking goods, some of which are obviously magical. Fezghul maintains this illusion of the city as it once appeared from the inside of the tower for the benefit

THE THREE NIGHTMARES

Three of the cultists who brought about Ulduvai's downfall exist even now. Yakmar was an adventurer-mage of Ulduvai, Yithdul was an arcane diplomat, and Banderak was the chief of the city's aeromantic corps. All three were transformed by the arrival of the *shoggoth stone*, and now they fight for the scraps that remain. Yakmar had by far the worst result of the three, as the stone's magic shredded his soul and left him completely insane. He has retreated into denial, pretending at all times that the city is still whole. Anything that breaks this illusion drives him into a frothing rage.

Each of the three sorcerers is convinced that he alone can master the art of binding the shoggoth and gain control over the city, and each took a unique route to attempting this feat. Yakmar learned to bind genies, Yithdul uncovered ways to command invisible stalkers, and Banderak trained the spider eaters. If the three become convinced the party is a threat to their control of the city, it is possible they could unite against the PCs, although Yakmar's actions are unpredictable at best. Yakmar is usually in the Needle and Globe Tower (area 7) with his efreeti guardian. Banderak is generally at the flying library (area 9). Yithdul is usually at the Forsaken palace (area 14) although he spends a small amount of time at the Beehive Tomb (area 11), seeking to decipher its secrets.

Yakmar



of Yakmar, who prefers to stay in some denial about his role in bringing down the city.

Yakmar himself is quite insane, and whenever possible he clings to the belief that Ulduvai is still a flying city and nothing bad ever happened to it. Regardless of what the PCs do to his servants or his tower, as long as they play along with Yakmar's belief that Ulduvai is still a flying city, he happily chats about arcane knowledge and mercantile possibilities with them. While this works well for a few minutes, Yakmar usually finds that the conversation fails to convince him at some point. After 5 minutes, the PC doing most of the talking must make a DC 30 Bluff check or a DC 23 Knowledge (arcana) or Knowledge

(history) check to convince Yakmar that things are just as they appear from his "windows." Thereafter, the PC must make a similar check every minute of conversation that persists, with the DC cumulatively increasing by +1 per minute. If the PC fails the check or the party destroys the illusion, Yakmar attacks immediately, ordering Fezghul to defend him if the efreeti still lives.

FEZGHUL THE EFREETI

CR 8

hp 65; MM 115

TACTICS

During Combat The efreeti prefers trickery to melee combat. He uses his *permanent image* to make himself appear as a human

slave. He attempts to get the PCs to go to Yakmar, as he knows it is useless to try and get Yakmar to come to them.

Morale As long as Yakmar lives, Fezghul is bound to fight to the death. As soon as the sorcerer dies, the efreeti flees.

YAKMAR

CR 9

Male human dread wight sorcerer 7

CE Medium undead (augmented humanoid)

Advanced Bestiary 95

Init +7; **Senses** blindsense 60 ft., darkvision 60 ft.; Listen +2, Spot +2

DEFENSE

AC 21, touch 13, flat-footed 18

(+4 armor, +3 Dex, +4 natural)

hp 51 (63 with *false life*; 7d12)

Fort +4 Ref +7 Will +9

Immune undead traits

OFFENSE

Speed 30 ft.

Melee slam +6 (1d4+3 plus energy drain)

Special Attacks command wights, create spawn, energy drain

Spells Known (CL 7th, +6 melee touch, +6 ranged touch)

3rd (5/day)—*fly*, *lightning bolt* (DC 19)

2nd (7/day)—*false life*, *invisibility*, *scorching ray*

1st (8/day)—*mage armor*, *magic missile*,
protection from chaos, *shield*, *true strike*

0 (6/day)—*acid splash*, *flare* (DC 16), *light*, *mage hand*, *mending*, *prestidigitation*, *ray of frost*

TACTICS

Before Combat Yakmar always has *mage armor* and *false life* active.

During Combat Yakmar casts *invisibility* on the first round of combat and continues with *fly* and *shield* in subsequent rounds. Once he has these spells in place, he blasts the PCs with *fireballs* (from his *staff of fire*) and *lightning bolts*.

Morale Yakmar flees, flying well above the city to watch and wait, as soon as he loses all of his temporary hit points from *false life*. Once he flees, he uses his minions within the city (mainly other wights) to keep tabs on the PCs, occasionally swooping down and throwing a *fireball* or two on the PCs while they are engaged with another monster.

Base Statistics Without *mage armor*, Yakmar's AC is reduced to 17.

STATISTICS

Str 16, Dex 16, Con —, Int 12, Wis 15, Cha 20

Base Atk +3; Grp +6

SQ summon familiar (none)

Feats Empower Spell, Improved Initiative,
Skill Focus (Concentration), Spell Focus
(evocation)

Skills Concentration +13, Knowledge (arcana)
+6, Move Silently +11, Spellcraft +8

Languages Common, Draconic

Combat Gear *potion of inflict light wounds* (3),
staff of fire (16 charges) Other Gear *cloak of resistance* +2, holy symbol of Azathoth, 19 pp,
14 gp, 8 sp, 10 cp.

SPECIAL ABILITIES

Command Wights (Su) Yakmar can automatically command all normal wights within 30 feet as a free action. Normal wights never attack him unless compelled.

Create Spawn (Su) Any creature killed by Yakmar's energy drain rises as a dread wight

under Yakmar's control in 1d4 rounds.

Energy Drain (Ex) A living creature struck by Yakmar's slam attack gains 1 negative level. It's a DC 18 Fortitude save to remove these negative levels. The save DC is Charisma-based.

Skills Yakmar has a +8 racial bonus on Move Silently checks.

Treasure: In addition to what Yakmar carries on himself, a chest here contains items of importance to him from the ancient days. These include an elaborate metal key (for the library, see area 9), six *rings of feather falling*, and a set of scrolls describing the rise of the Mosscoat merchant house involved in the spice trade. It's clear from the scrolls that the traders involved never travel—instead, their city does. The warehouses are described as being “near the Infandibulum,” but that does not help strangers unfamiliar with the city layout. In any case, the spices are long since turned to mold and dust.

8. The Aeromantic Infandibulum (EL 8)

This building resembles an enormous horn pointed to the sky, standing more than a hundred feet tall. It has a narrow section resting on the ground and a brilliant purple metallic cone pointing up into green mist. There seems to be no entrance at ground level, but each wall has a large hole on the right-hand side about halfway up the tower.

This aeromantic device isn't really a building at all, but a mobile power source that once lifted the entire city into the sky. As long as it remained functional, the city of Ulduvai could be propelled through sorcerous means to whatever destination its rulers chose. Unfortunately, the Infandibulum was a finely tuned and calibrated device. The advent of the chaos magic in the city shattered its balance completely.

The four “holes” in its walls are the invisible bridges (area 3). These link the Infandibulum to the other four major towers of the city.

With a DC 30 Search check (DC 15 if the PCs have found and read the *Chronicles of Aeromancy* in the library), the party can find a secret chamber that exists at ground level of the Infandibulum. This chamber is a tiny warded space hidden among the lightning, winds, and tubing on the ground floor. The room is only 3 feet wide, 4 feet deep, and 6

STAFF OF RIGHTFUL RULE

Aura strong abjuration; CL 15th

Slot —; Price minor artifact

DESCRIPTION

The staff is a single piece of mithral carved with lines and small dots and encrusted with blue and violet gemstones at either end. The runes marking it are a mixture of Auran and Infernal terms, intertwined. Holding the staff delivers a *shocking grasp* to any creature other than the staff's owner, and no chaotic creature can become its owner. Asserting ownership requires a DC 20 Use Magic Device check or a DC 20 Charisma check while holding the staff. Once you become the staff's owner, you remain so until another creature asserts ownership.

A *staff of rightful rule* has 50 charges when it is created. Spent charges can be restored by casting *dictum* into the staff. Each casting restores one charge, and the staff cannot hold more than 50 charges at any one time.

The staff allows use of the following spells:

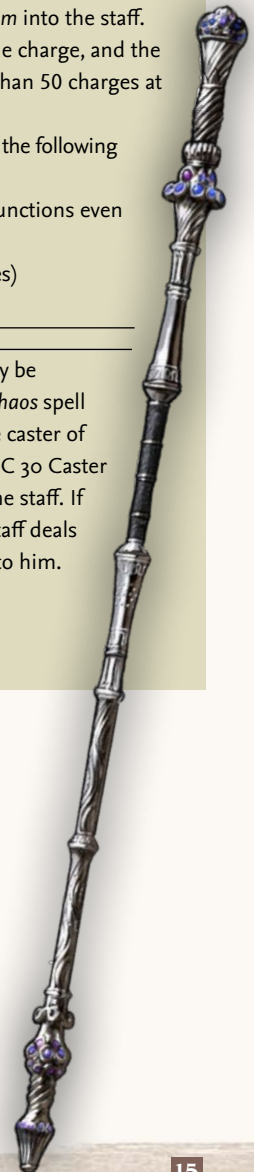
Feather fall (0 charges; functions even if all charges expended)

Chain lightning (2 charges)

Dispel chaos (3 charges)

DESTRUCTION

A *staff of rightful rule* may be destroyed by a *word of chaos* spell targeted at the staff. The caster of the spell must make a DC 30 Caster Level check to destroy the staff. If he fails this check, the staff deals 10d6 points of damage to him.



Aeromantic Infandibulum

 = Fan

 = Intake

 = Lightning Trap

 = Wind Trap

 = Aeromantic Coils

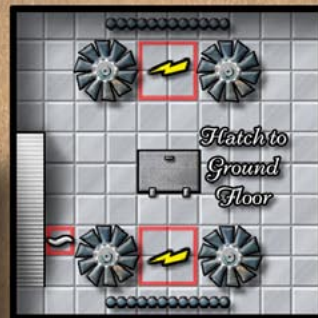
 = Staff of Rightful Rule

 = Floor Hatch

Ground Floor



Mid-Section



Bridge Level



Top



Invisible Bridges

1 square = 10 feet



feet high, but it serves as the power source for the Infandibulum and contains the *staff of rightful rule* (20 charges remaining). Removing the staff from the chamber requires a DC 18 Strength check. Each round it is held but not removed (i.e., for every failed Strength check) it casts a *shocking grasp* (CL 15th) on the character touching it, who is automatically affected by the spell. Once removed, the character must assert control over the staff, at which point it no longer shocks its wielder. Furthermore, anyone who successfully removes the staff from the chamber unleashes a volley of three lightning traps in three successive rounds, followed by a *gust of wind* trap, as the Infandibulum powers down. After the staff is removed, the Infandibulum becomes inactive—all its traps and winds are silenced until the staff is returned.

Traps: Walking through the building itself can be fairly dangerous to someone who doesn't know the way. The inside walls are often composed of ducts and pipes, both horizontal and vertical. Its many wheels and levers control the elemental air connections and powerful static

charges. While these aren't meant as traps, they function that way. Characters walking through the aeromantic coils on any level discharge lightning bolts, as the coils have no other means of grounding their energy.

In addition to the coils, powerful fans send massive blasts of air moving through the structure that hamper movement and send creatures tumbling down shafts.

LIGHTNING BOLT TRAP CR 6

Type magic device; **Search** DC 28; **Disable Device** DC 28

EFFECTS

Trigger proximity (alarm); **Reset** automatic
Effect spell effect (*lightning bolt*, 10th-level wizard, 10d6 electricity, DC 14 Reflex save half damage)

GUST OF WIND TRAP CR 6

Type magic device; **Search** DC 28; **Disable Device** DC 28

EFFECTS

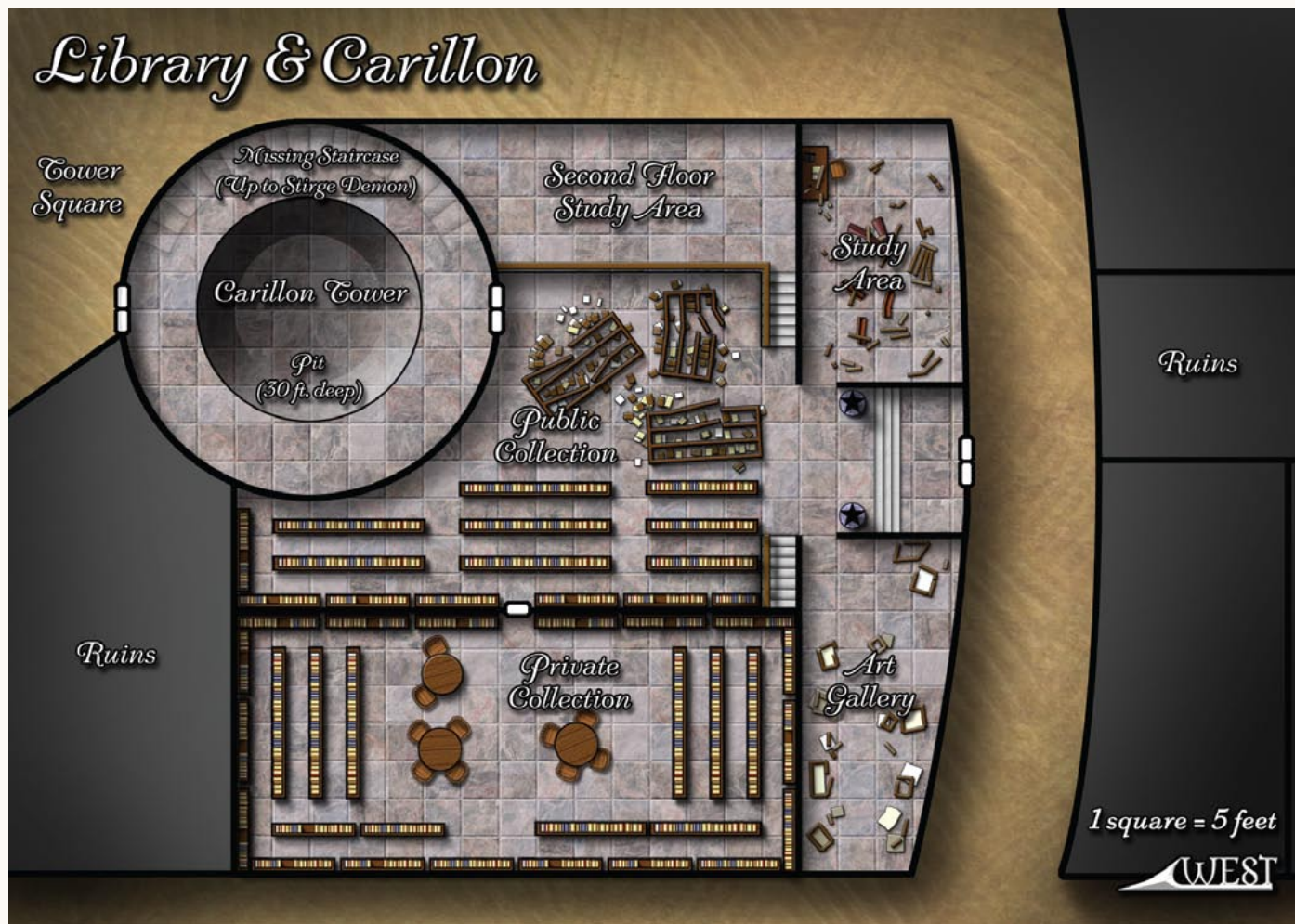
Trigger proximity (alarm); **Reset** automatic

Effect spell effect (*gust of wind*, 10th-level wizard, 4d6 falling, DC 14 Fortitude save negates)

Development: Although the Infandibulum is badly damaged and suffers from neglect, it can still be repaired and reactivated. In order for this to happen, the PCs must fix the aeromantic controls and regain control over the power source.

The party can fix the problem with the aeromantic controls once the *shoggoth stone* is removed or destroyed. Once that is done, a DC 15 Knowledge (architecture and engineering) check reveals what devices are involved in beginning and ending the city's flight: the Aeromantic Infandibulum, the *bag of winds*, and the *great rudder*. A DC 20 Knowledge (arcana) check reveals how to summon the elemental power needed for a day's flight (a *fly* spell cast into the proper arcane magnifier does the trick).

To regain control over the power source, the *staff of rightful rule* must remain inside the generator and the party must obtain the infandibulum key (area C). Once the PCs have



the key, a DC 20 Concentration check made by an arcane spellcaster capable of casting at least 4th-level spells is sufficient to reactivate the power source. Alternatively, a character could make a DC 24 Use Magic Device check to achieve the same result.

Even with the Infandibulum restored, the city is still a long way from flying (see Concluding the Adventure for details).

9. Flying Library

The door to the library is locked, warded and sealed. The undead sorcerers refresh the wards whenever needed. As a result, the party must bypass both *explosive runes* (CL 8th, DC 19, Search DC 28, Disable Device DC 28) and an *arcane lock* (CL 8th) unless it has the iron key from the Needle and Globe Tower (area 7).

The building has that unmistakable smell of parchment and papyrus that means ancient lore. Hundreds of books are piled neatly on the tables, and many scrolls are held open with paperweights. A humanoid skeleton sits

in one of the chairs here, a book still open on the table at its side. A high-pitched chattering comes from the rafters overhead.

The inside of the library is home to more than 3,000 scrolls, books, and unbound collections of magical notes from the ancient times. About half of these are in very poor condition, degraded by moisture, chaos ripples, or simply the passage of time. No insects or fungus have attacked the volumes.

Creature: Banderak, one of the undead sorcerers, spends most of his time here, searching endlessly for the means to bind and control the shoggoth. While he is in better shape than Yakmar, he's still one *ioun stone* short of a complete set. Although obsessively protective of the books in the library, his ferocious temper caused most of the damage to the library's contents, thanks to his unending frustration with being unable to find what he seeks. Banderak's specialty is training the spider eaters, and he makes frequent trips to their lair (area 6) to ensure their well being.

Of all the sorcerers, Banderak was in the best physical shape upon his death and has taken care of himself the best since. His appearance is remarkably normal, and his gray, dead flesh is the only real sign of his undead nature. He is perfectly willing to talk to the PCs and is highly intelligent. As a member of the Azathoth cult and the former leader of the Aeromantic Corps, he knows a great deal about both the city's operation and its downfall. Banderak is also extremely arrogant, however, and considers the entire city and everything in it his personal property. Unless the PCs are extremely tactful and "properly respectful" (requiring a DC 20 Diplomacy check every minute, with a cumulative –2 penalty for each minute after the first) they make some comment that offends him, for which he decides to destroy the intruders.

BANDERAK

Male human nightmare creature sorcerer 8
NE Medium undead (augmented humanoid, evil)
Advanced Bestiary 189

CR 9



Designer Notes

CENTRAL STRUCTURES

I put the Aeromantic Infandibulum at the center of the city and made it prominent quite deliberately, because in so many adventures, there's an excellent player strategy that simply says "Go to the big thing in the middle of town and kill the monsters there to win." Often a castle, palace, or tower holds the main villain, and experienced players take advantage of that location-based clue to bypass opposition. It's a good tactic, but it won't work here.

That said, the Aeromantic Infandibulum is the most important building in the city, just not in a way PCs or their players might immediately appreciate. The PCs will have to spend some time investigating various towers and temples to solve the city's riddles and find the key that can restore the infandibulum and help them defeat the shoggoth.

While the Infandibulum might not directly help the PCs on their quest, it is still a good starting point for their exploration of the city. Not only does it provide a good mystery to get them asking questions, the invisible bridges that are attached to it lead to some of the most significant locations within the city, including one of the sorcerers.

Init +3; **Senses** darkvision 60 ft.; **Listen** +10, **Spot** +6

Aura fear

DEFENSE

AC 19, touch 15, flat-footed 16
(+4 armor, +2 deflection, +3 Dex)

hp 57 (7d12); fast healing 5

Fort +2 **Ref** +5 **Will** +9

DR 5/silver or good **Immune** cold, electricity, illusions, undead traits

OFFENSE

Spd 30 ft., fly 10 ft. (perfect)

Melee unarmed strike +4 (1d3 nonlethal)

Special Attacks frightful presence (DC 20), night terrors (DC 20), nightmare spellcasting

Spells Known (CL 8th [CL 10th for fear, phantasm, and shadow spells], +3 melee touch, +6 ranged touch)
4th (4/day)—*fear* (DC 21)
3rd (6/day)—*explosive runes* (DC 19), *summon monster III*

2nd (8/day)—*acid arrow*, *arcane lock*, *ghoul touch* (DC 19)

1st (8/day)—*color spray* (DC 17), *mage armor*, *magic missile*, *ray of enfeeblement*, *shield*

0 (6/day)—*arcane mark*, *dancing lights*, *daze* (DC 16), *ghost sound*, *message*, *prestidigitation*, *resistance*

TACTICS

Before Combat Banderak always has *mage armor* active.

During Combat Banderak opens with *fear* to divide and confuse his opponents. He then floats into the air and begins summoning monsters. He uses *ghoul touch* against opponents who get too close. He uses his rod to extend *summon monster* spells and *acid arrow*.

Morale Banderak flees if reduced to fewer than 25 hp. Note that if Banderak escapes, he returns with a second sorcerer in tow (if either still survives), plus spider eater mounts and an invisible stalker or the efreeti Fezghul (area 7). If all his potential allies are already defeated, he ambushes the party and fights until destroyed.

Base Statistics Without *mage armor*, Banderak's AC is reduced to 15.

STATISTICS

Str 10, **Dex** 16, **Con** —, **Int** 19, **Wis** 16, **Cha** 22

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

SQ protection from good, summon familiar (bat named Corminx)

Feats Improved Initiative, Scribe Scroll, Skill Focus (Concentration), Spell Focus (necromancy)

Skills Bluff +15, Concentration +14, Hide +11, Intimidate +14, Knowledge (arcana) +9, Listen +8, Move Silently +11, Search +6, Spellcraft +16, Spot +5

Languages Common, Dwarven, Goblin, Infernal
Combat Gear lesser rod of extend metamagic, *potion of inflict light wounds* (2); **Other Gear** holy symbol of Azathoth, *ring of protection* +2

SPECIAL ABILITIES

Fear Aura (Su) Any creature that comes within 60 feet of Banderak must make a DC 20 Will save or become shaken. If the save is successful, the creature is immune to Banderak's fear aura for 24 hours. This ability affects even creatures that cannot see Banderak. The save DC is Charisma-based.

Frightful Presence (Ex) When Banderak charges, makes a surprise attack, or succeeds on a DC 15 Intimidate or Perform check, every creature within 30 feet must succeed on a DC 20 Will save or become panicked for 2d6 rounds. Success renders the creature immune to Banderak's frightful presence for 1 hour.

Night Terrors (Su) Banderak can enter the dreams of a sleeping creature at will as a standard action. This ability has the same effect as a *dream* spell, except that once inside the dream of another creature, Banderak can control the dream world with which the sleeper interacts. When Banderak first arrives in the dream, he can deliver a message, as described in the *dream* spell. So long as he does not attempt to control the victim's dreams, this message is harmless and the dreamer can awaken at any time.

Immediately upon entering the victim's dream or at any time thereafter, as long as he remains there, Banderak can attempt to control the victim's dream. The victim must then succeed on a DC 20 Will save or remain asleep, trapped in the dream world with Banderak. Banderak controls all aspects of the dream world, and the victim is powerless to change anything—although Banderak might allow his victim to think she has such power or even that she has awakened from the dream. Each hour thereafter, the victim must make a new Will save. Success allows her to awaken immediately; failure means she remains asleep and trapped in the dream world. The victim automatically awakens after 8 hours if still alive.

Each hour the victim remains trapped in sleep by Banderak, she takes 1d4 points of Charisma damage. A victim who takes



Charisma damage during her dream awakens fatigued and does not heal or regain spells as normal while resting. A victim reduced to 0 Charisma by the night terrors dies.

A *wish* or *miracle* spell or an *antimagic field* ends the effect and awakens the victim. A *protection from evil* spell blocks night terrors for its duration, but it does not awaken the creature. A *dream* spell used on the sleeping creature allows the victim a new save to break free of the effect, but the deliverer of the dream message must

succeed on a Will save or be trapped asleep with Banderak ruling its dreams, just as though it were the original target of the night terrors. A blanket of silver links worth at least 2,000 gp prevents Banderak from entering a creature's dreams so long as it is in contact with the sleeping creature, but it has no effect if placed on a sleeping creature already embroiled in night terrors.

Nightmare Spellcasting (Su) Banderak's effective caster level for fear, phantasm, and shadow spells increases by +2.

Illusion Immunity (Su) Banderak is immune

to illusion spells and effects. These effects fail as though they had failed to penetrate spell resistance, even if the effects do not normally allow spell resistance.

Protection from Good (Su) Banderak is under the effects of a continuous *protection from good* spell. It cannot be dispelled.

Shadow Walk (Sp) Once per day, Banderak may use *shadow walk*, as the spell (CL 8th).

Treasure: Allow the party to make a variable DC Search check to find volumes of interest, and use the following table to gauge its success.

LIBRARY SEARCH	
DC	Result
10 or less	—
11–15	<i>A History of Ulduvai</i>
16–19	<i>Kings of the Flying Apes</i>
20–24	<i>The Chronicles of Aeromancy</i>
25–29	<i>The Thousand Wings</i>
30+	<i>The Lost Scrolls of Bylduvan</i>

The named volumes are the real treasures here. Each requires progressively more from its readers. Unless otherwise stated, reading a book requires 40 hours, but some grant their benefits after only skimming through.

A History of Ulduvai: This volume is the official chronicle of the city, explaining its history as a trade and magical center. It describes the government of sorcerer-princes in their various alliances, with consorts and triumvirates described as a normal part of the city's growth and expansion. It also names the various sorcerers of the city, including the triumvirate of current "Grand Sorcerers." No checks or special knowledge are required, but anyone who reads *A History of Ulduvai* and makes a DC 15 Knowledge (nobility) check (or who skims the book for 2 hours and first makes a DC 20 Search check) notices that the city has an aeromancer named Banderak and a series of princes involved in founding a new "sky-faith." Banderak appears to be involved in keeping the city flying, but there is little other information about him.

Kings of the Flying Apes: This history discusses the alliance forged between the derhii ape-warriors and the sorcerers of Ulduvai, naming alliances, the various wars and raids the apemen carried out, and the way the flying apes gradually learned the use of weapons and tactics to become a feared aerial force. Much of this is of interest only to specialists in

Banderak





Designer Notes

SO WHAT HAPPENED?

The central mystery of a lost city is often “What happened? Why was it abandoned?” The challenge for the GM is how to relay it to the PCs, if they seek to investigate it. The lost city’s murals and books provide partial answers, showing the flying city at its height (but not its fall).

To get the rest of the story, you can steer the party to listen to one of the three sorcerers or to the sad stories of Grundhu, the flying ape. They are the best stewards of the city’s living history, and if the party wants to hear about the time of chaos after the city fell and the shoggoth appeared, you should ham it up. It was a time of terrible death and despair, when the shoggoth devoured people by the hundreds, while others died when they were chased into the winter mountain snows. The shoggoth’s chaos magic warped all the city’s defenses and tools, and no one could destroy the stone that brought it all about. The city sank without a trace because it had depended so heavily on orderly magic for its survival. When chaos came, only the flying apes, whose wings functioned regardless of magic, could fly away. By the time they returned, all was lost. Ever since, they have mourned the city’s death, unable to destroy the shoggoth.

aerial tactics or military historians, but one section, entitled “On the Summoning of Flying Apes,” is potentially useful. It mentions that combining any summoning spell with the ringing tones of the “Ape Bell” brings a flying ape to the summoner. It cautions the reader that this summoning does not contain any binding magic—it is merely a call to the flying apes, not a compulsion. Reading just this section takes 4 hours and a DC 15 Search check to find it.

The Chronicles of Aeromancy: A specialized technical work, this is primarily a discussion of electro-thaumic engineering, explaining how the aeromantic arts were developed in Ulduvai. Anyone who reads this book (requiring 60 hours) and keeps this book

available gains a +8 circumstance bonus on the Knowledge checks required at the Aeromantic Infandibulum. In addition, a reader who skims the book for 1 hour and makes a DC 20 Search check learns of the danger of that building’s static lightning charges and gusts of wind.

The chronicles also mention the existence of a “source of lawful lightning” built within the Aeromantic Infandibulum. The description might help the party find the secret chamber there.

The Thousand Wings: This is a work of mysticism, prophecy, and mad religious ravings by various “Sky Prophets” popular shortly before the city fell. Most of these are nonsense, but the poetry of one mystic seems strangely prescient, speaking of “raw chaos as our servant and the stars themselves our slaves” and “binding stone to air will raise Ulduvai to heights undreamed, or ground it in the earth.” Finding this section requires a DC 20 Search check.

Anyone who reads the book and makes a successful DC 20 Knowledge (religion) check can separate the prophecies from the ravings. Reading the book makes it clear the Sky Prophets were some sort of cult active in the city immediately before its destruction, who attempted to recruit as many dupes as quickly as possible. The hints of great power, the deference to great future rewards, and the sneering tone when the prophets discuss “old laws” are all clear signs of a cult at work. The cult’s symbol is an eight-pointed star, and is immediately recognizable as identical to the symbols carried by the three undead sorcerers.

The Lost Scrolls of Bylduvan: This is a work of black magic, filled with foul practices and forbidden knowledge. A DC 25 Decipher Script or a *read magic* spell makes the text readable. Skimming the book for at least 2 hours and succeeding on a DC 20 Knowledge (arcana) or DC 15 Knowledge (religion) check makes it clear the book contains a summoning spell for corrupted creatures from the sky. The spells listed for controlling such creatures are also present, but seem somewhat sketchy.

A single warded page within the book (obscured by a *secret page* spell) hides one more bit of lore: The activation of a *shoggoth stone* always creates a guardian. All the powers and weaknesses of the shoggoth are listed here, though the creature is just called “the watcher” in the text. The word that reveals this page is “Azathoth.” Without it, *dispel magic*, *erase*, or *true seeing* are required.

10. Carillon Tower (EL 7)

This stone tower has a red tile roof and an empty interior, except for some frescos painted where a stone staircase once led up to some sort of ruined machinery near the top of the tower. The frescos near the bottom seem to show a parade of citizens and a few tall towers and buildings. The higher paintings are difficult to see from the bottom. A huge pit in the center of the floor seems to drop down at least thirty feet.

If the PCs climb or magically ascend to examine the higher frescos, they see depictions of a large number of people and buildings, with a few fragments of script here and there. In that case, the PCs also attract the attention of a demon who roosts in the tower above. It usually sticks to the rafters rather than flying inside the tower, but it is happy to pick off climbers or lone lookouts.

LESSER NABASU

CR 9

CE Medium outsider (chaotic, evil, extraplanar)

Tome of Horrors 83

Init +5; **Senses** darkvision 60 ft.; Listen +16,

Spot +16

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

DEFENSE

AC 23, touch 11, flat-footed 22

(+1 Dex, +12 natural)

hp 46 (7d8+14)

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

DR 5/good **Immune** poison, electricity **Resist** acid 20, cold 20, fire 20 **SR** 21

OFFENSE

Spd 30 ft., fly 40 ft. (average)

Melee 2 claws +11 (1d4+4) and bite +9 (1d6+2)

Special Attacks ethereal jaunt, feed, *summon ghosts*

Spell-Like Abilities (CL 12th)

at will—*deeper darkness*

1/day—*death gaze* (functions as *finger of death*, DC 18)

TACTICS

Before Combat The nabasu hides until something comes within range of its *death gaze*.

During Combat The nabasu opens with its *death gaze* ability, then summons ghosts. It uses its ethereal jaunt ability to get right up to a spellcaster before reappearing and laying waste with its bite and claws. If it slays a creature, it pauses for a round to feed.

Morale The nabasu flees if reduced to fewer than 10 hp.

STATISTICS

Str 19, **Dex** 13, **Con** 14, **Int** 14, **Wis** 14, **Cha** 13
Base Atk +7; **Grp** +11

Feats Improved Initiative, Multiattack, Power Attack

Skills Climb +11, Escape Artist +9, Hide +9, Intimidate +10, Jump +13, Knowledge (arcana) +7, Listen +16, Move Silently +7, Spot +16

Languages Common, Dwarven, Goblin, Infernal, telepathy

SPECIAL ABILITIES

Ethereal Jaunt (Su) Twice per day, a nabasu can shift from the Material Plane to the Ethereal Plane as part of any move-equivalent action and shift back again as a free action. It can remain on the Ethereal Plane up to 1 round before being forced to return to the Material Plane. This ability is otherwise identical to an *ethereal jaunt* spell cast by a 12th-level sorcerer.

Feed (Su) When a nabasu slays a humanoid opponent, it can feed on the corpse as a full-round action, devouring both flesh and life force. For every 8 HD a nabasu consumes, it gains 1 HD. Feeding destroys the victim's body and prevents any form of resurrection that requires part of the corpse. A *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life, but there is a 50% chance that even such powerful magic fails.

Paralysis Aura (Su) As a free action, a nabasu can create an aura of paralysis in a 10-foot radius. The effect is otherwise similar to a *ghoul touch* spell cast by a 12-level sorcerer (DC 15). A creature who successfully saves against a nabasu's paralysis aura is immune to the effect for the next 24 hours. Other demons are not affected by the aura.

Summon Ghosts (Sp) Once per day, a nabasu can summon 1d6 ghosts.

Telepathy (Su) A nabasu can communicate with any creature within 100 feet that has a language.

Development: Anyone making a DC 20 Knowledge (architecture and engineering) check recognizes one of the painted buildings as an enormous sail-rudder. Anyone making a DC 20 Spot check notices winged apes, or at least apelike creatures wearing angel wings. Anyone making a DC 26 Spot check also

notices that the throne room always displays three figures on three thrones, all wearing crowns—one carries a staff, one carries a set of rings (perhaps a chain), and one carries a level and plumb bob.

The painting shows the sorcerer-princes and the brass anchor at area 12 (before the rudder fell away). A successful DC 28 Search check while climbing or flying reveals that a few tiny inscriptions remain. These require a DC 23 Decipher Script or a *comprehend languages* spell to read. They label shown buildings as the Ape House, the Great Rudder, the Hall of the Aeromancers, and the Library. These buildings are recognizable from their outward appearance. Anyone who deciphers the script here can find those buildings in the city.

The pit leads to Bone Lake and is the shoggoth's main route from the city to its watering hole.

11. Beehive Tomb (EL 8)

This building is entirely given over to a single round chamber shaped roughly like a beehive. In the very middle is a sarcophagus and a small altar covered with bright yellow flowers and dead, brightly colored birds.

This tomb was originally an altar to one of the Shory gods. After the city's fall, Yithdul converted it into a mausoleum for his dead wife. He still visits this tomb regularly.

Creature: During the centuries of time after the fall of the city, Yithdul has progressively honed his ability to command creatures of elemental air to the point where he now has a small contingent of invisible stalkers working for him. His greatest success, however, was the calling and command of a mighty belker named Aethsan. The powerful elemental now guards this chamber against all intruders.

AETHSAN

CR 8

Advanced belker
NE Huge outsider (air, extraplanar)
MM 27

Init +8; **Senses** darkvision 60 ft.; Listen +9, Spot +9

DEFENSE

AC 23, touch 12, flat-footed 19
(–2 size, +4 Dex, +11 natural)

hp 93 (11d8+44)

Fort +7 **Ref** +11 **Will** +3

Immune elemental traits

OFFENSE

Spd 30 ft., fly 50 ft. (perfect)

Melee 2 wings +12 (1d8+6) and bite +10 (1d6+3) and 2 claws +10 (1d4+3)

Special Attacks smoke form, smoke claws (DC 21)

TATICS

Before Combat Aethsan enters smoke form as soon as it detects intruders. It then hovers near the ceiling until the entire party has entered the chamber before it attacks.

During Combat Aethsan remains in smoke form and engulfs PCs until it starts to take damage. Then it switches out of smoke form and begins unleashing full-round attacks.

Morale Aethsan fights to the death.

STATISTICS

Str 22, **Dex** 19, **Con** 18, **Int** 6, **Wis** 11, **Cha** 11

Base Atk +8; **Grp** +22

SQ telepathy

Feats Ability Focus (smoke claws), Alertness, Improved Initiative, Multiattack

Skills Listen +9, Move Silently +8, Spot +9

Language Auran

Treasure: Yithdul has placed a chest containing the treasures he amassed while still alive in a compartment beneath the sarcophagus. The chest contains 1,375 gp, 8,320 sp, a fist-sized opal worth 8,000 gp, and large but flawed emerald worth 1,400 gp.

12. Brass Anchor

The ground here contains a ring of golden metal under a thin layer of dirt and leaves. The metal ring is about four feet in diameter. There seem to be some runes written along the inside of the ring.

This was a post for the city's rudder, an enormous mast and sail that could be used to steer the ship when combined with a complex



set of block-and-tackle rigging. That rigging and the ropes and sails are long gone, and only the step for the mast remains. It is made of bronze (not gold), as any character with ranks in Appraise or Knowledge (architecture and engineering) can tell at a glance.

The runes were once quite dangerous, because the city rudder was infused with strong air magic. Anyone attempting to read the runes with *comprehend languages* or a DC 20 Decipher Script check can see they are a warning, saying, “Touch not the oar that churns the clouds, leave the bindings of wind and wave to the Aeromancers.”

13. Ape House (EL 5)

This house seems to have no interior floors, although it is easily thirty feet high. The roof is pierced with four entryways, but there is only one entrance on the ground floor, and it doesn't seem to connect with anything else. There's not even a sign of fallen stairs here, though there are niches along every wall about every eight feet or so.

This was once the home of the representative of a race of flying creatures, a type of winged ape who lived among the Shory for a time. The winged apes' ability to fly and pull great weight through the air made them valuable additions to the flying city's population, but they fled the city when it fell.

The floor of the chamber has a beautiful mosaic that is largely intact. It shows three Shory sorcerer-princes: one holds the *staff of rightful rule*, one holds a lightning bolt, and one holds a bag (meant to represent the captured winds). In another section of the image, it shows large winged apes carrying goods, massive swords, and longswords. In a third section of the mosaic, a group of apes surrounds a figure holding up a bronze bell.

If the PCs have found the *Kings of the Flying Apes* book in the city library (area 9) and the bronze *ape bell* from the Quivering Tower (area 6), they can summon one of the last of the flying apes here by using the bronze bell and any *summon monster* spell.

If they successfully use the bell, read or paraphrase the following.

The last tones of the spell fade away at the exact moment the bell stops ringing, and the wind whistles through the air around you. For a moment, nothing

happens, but then you hear a thrumming, like slow and distant drums. It grows slowly louder until, with a rush of huge gray wings, an enormous silver-backed ape lands in front of you. The thing must be nine feet tall, and the sword it carries is at least half that length.

“You are the first to call in many years. I am Grundhu. Why have you brought me to the ruined house of my people?”

Grundhu is a silverback male among the flying apes who also serves as the shaman of his small and dwindling tribe. Although he is initially cautious, he is pleased to see outsiders return to the valley, as he has long sought for some way to remove the undead sorcerers from the city so that his ancestral home might be reclaimed. If the PCs agree to aid him in driving out (or killing) the sorcerers and destroying the *shoggoth stone*, he is pleased to share what he knows about the city and its defenses. As a descendant of the only living creatures that survived the city's fall, his tribe has many legends and tales of the wondrous Shory. Feel free to provide descriptions for any of the areas of the city that the PCs are curious about, but remember that Grundhu's knowledge is incomplete, and has become somewhat distorted in the retellings through the years. However he is crystal clear about one point: the *staff of rightful rule* can dispel chaos and destroy the *shoggoth stone*. If the PCs have already recovered the staff, he recognizes it instantly, otherwise he directs them to the library for more information (warning them about the undead sorcerer that lurks within).

GRUNDHU, ELDER FLYING APE
hp 80; see Appendix

CR 5

Ape Bell



TACTICS

Before Combat If the party wants to fight, Grundhu is happy to oblige them.

Morale Grundhu fights for 2 rounds, then flies away to gather his tribe. He returns with his five strongest warriors and hunts the PCs from the air.

Development: If the party seeks to summon Grundhu a second time, they find that he does not answer the bell. Instead, it is a much younger male derhii, an angry young warrior named Mandohu. He is bitter about his tribe's declining numbers and its inability to end the decay of the city. He dismisses Grundhu's “nostalgic old mutterings” about the glory days and is itching for a fight. If the PCs play to his sense of action, they might acquire two or three derhii warriors willing to work with the party. If the party talks more about looting than about cleansing the city, Mandohu is perfectly willing to defend the derhii's claims with violent action.

14. The Forsaken Palace (EL 6 and 9)

This massive building was obviously important to the city's residents, but its original form and function are difficult to determine now. Most of the building has been gutted, and where once hung rich adornments is now nothing but bare wall. The walls themselves seem unusually fragile. This area has clearly been warped by chaotic energies beyond the levels of even the rest of the city. One minute, the building resembles a mass of pure white beetle shells; the next minute, the walls flutter like a thousand black butterflies. Floors and even ceilings drip with chilly transparent goo, and there is the faint but distinct sound of something moving around behind the walls.

The palace was once filled with beautiful treasures and decorated with elaborate art. All that is gone, eaten by the shoggoth or stripped by the sorcerers. What remains is the merest shell, yet the palace has not yet been wholly abandoned.

Creatures: The lower floor is the home of two chaos beasts, creatures similar to the shoggoth but much less powerful. Created by the backwash of chaotic energies that swept through the city, their long inhabitation of this building has focused some of the city's latent chaotic power and transformed this place into a nightmare

of shifting reality. This nightmare has, in turn, drawn someone else to the palace.

Yithdul was the weakest of the sorcerer-princes of Ulduvai. Alone among the trio, he was not wholly evil but became swept up in the madness and unbridled ambition that spread through the city just prior to its fall. Witnessing the death, destruction, and chaos he helped create should have driven him mad, yet unlike his companions, he remains wholly and pitifully sane.

Consumed by feelings of remorse and regret, he alone appreciates the magnitude of the sorcerers' failure all those centuries ago. For the benefit of his sorcerer allies, he pretends to research the chaotic energies in an attempt to harness their power, but in reality, he long ago gave in to despair. Too cowardly to finally embrace oblivion, he nevertheless longs for death as an escape from the sorrow of his memories, and he stays in the palace in the forlorn hope that the chaotic energies present there eventually destroy him. While the chaotic energies have yet to kill him, they have warped and twisted his appearance to the point where he is now truly terrifying to behold. When he sees the PCs, he views them as blessed agents of deliverance, and as he (half-heartedly) fights them, he shouts, "Kill me for my sins! Kill me for the abominations I brought here!" He can usually be found lurking in the prince's residence on the upper floor.

CHAOS BEASTS (2)

CR 7

hp 44 each; MM 33

TACTICS

During Combat The chaos beasts always attack the nearest foe, without regard to tactics. They chase PCs outside the palace, but not outside the city.

Morale If in the palace, the chaos beasts fight until reduced to 10 hp, they then flee through its twisted halls and corridors, hoping to lure the PCs into the chaos traps (see below). If either of the chaos beasts is slain, the shoggoth instinctively feels the release of the chaotic energies and arrives in 2d6 rounds to investigate.

YITHDUL

CR 9

Male human chaos-warped dread wight sorcerer 6

CE Medium undead (augmented humanoid, chaotic)

Advanced Bestiary 95

Init +7; **Senses** blindsense 60 ft., darkvision 60 ft.; Listen +2, Spot +2

Yithdul





DEFENSE

AC 23, touch 15, flat-footed 20
(+4 armor, +2 deflection, +3 Dex, +4 natural)
hp 54 (7d12+3)
Fort +4 **Ref** +7 **Will** +9
Immune transmutation effects, undead traits

OFFENSE

Speed 30 ft.
Melee slam +6 (1d4+3 plus energy drain)
Melee chaos touch +6 (see below)
Special Attacks command wights, create spawn, energy drain
Spells Known (CL 6th, +6 melee touch, +6 ranged touch)
3rd (4/day)—*vampiric touch*
2nd (6/day)—*glitterdust* (DC 17), *hideous laughter* (DC 17)
1st (8/day)—*mage armor*, *magic missile*, *ray of enfeeblement*, *shield*, *true strike*
0 (6/day)—*acid splash*, *dancing lights*, *light*, *mage hand*, *mending*, *prestidigitation*, *ray of frost*

TACTICS

Before Combat Yithdul always has *mage armor* active.

During Combat

Unusually for a spellcaster, Yithdul favors—even relishes—melee combat, seeing it as a chance for release. He activates his *boots of speed* and uses his chaos touch ability on the first person to close with him. He casts *ray of enfeeblement*, *glitterdust*, and *hideous laughter* on dedicated fighters, and uses *vampiric touch* as often as possible.

Morale

Yithdul fights to the death.
Base Statistics Without *mage armor*, Yithdul's AC is reduced to 19.

STATISTICS

Str 16, **Dex** 16, **Con** —, **Int** 12, **Wis** 15, **Cha** 20
Base Atk +3; **Grp** +6
SQ summon familiar (none)
Feats Ability Focus (chaos touch), Improved Initiative, Skill Focus (Concentration), Toughness
Skills Concentration +13, Knowledge (arcana) +6, Move Silently +11, Spellcraft +6
Languages Auran, Common, Draconic
Combat Gear *boots of speed* **Other Gear** holy symbol of Azathoth, *ring of protection* +2, 19 pp, 14 gp, 8 sp, 10 cp

SPECIAL ABILITIES

Chaos-Warped (Su) Long exposure to the raw chaotic energies of the palace have given Yithdul two unique abilities. First, he is immune to any transmutation effect that allows spell resistance. Second, once per day, he may make a melee touch attack as a standard action. If he hits, the target must make a DC 22 Fortitude save or be transformed into a small, dark, tentacled mass similar in appearance to a shoggoth, but Tiny. This ability functions similarly to a *baleful polymorph* spell, except that it cannot be dispelled and can only be removed by *break enchantment* or similar magic.

Command Wights (Su) Yithdul can automatically command all normal wights within 30 feet as a free action. Normal wights never attack him unless compelled.

Create Spawn (Su) Any creature killed by Yithdul's energy drain rises as a dread wight under Yithdul's control in 1d4 rounds.

Energy Drain (Ex) A living creature struck by Yithdul's slam attack gains 1 negative

level. It takes a DC 18 Fortitude save to remove these negative levels. The save DC is Charisma-based.

Skills Yithdul has a +8 racial bonus on Move Silently checks.

Trap: Long exposure to the chaos released by the chaos beasts has warped the fabric of reality in certain areas of the palace so much that it has become dangerous for living creatures.

RAW CHAOS TRAP **CR 7**
Type magic zone; **Search** DC 30; **Disable Device** DC 30

EFFECTS

Trigger proximity (alarm); **Reset** automatic
Effect spell effect (*bestow curse*, 10th-level cleric, –6 decrease to a random ability score, DC 17 Will save negatives)

Treasure: A few treasures of the palace remain in the chaotic chambers, often hidden in forms rather unusual: gold pieces that skitter around the floor like roaches, a set of four animated gold candlesticks (worth 200 gp each), and a platinum *helm of armor* (as *bracers of armor* +5). Unfortunately for adventurers, though, these are in the middle of the Raw Chaos Trap.

Development: A single hallway in the palace has an extremely well-preserved mural depicting a parade of flying creatures. The parade includes some creatures that are clearly former inhabitants of the city, from humans on pegasii to elves on griffons, as well as others whose roles are unclear, such as goblinoid creatures mounted on giant wasps, kobolds flying upon giant owls, and flying apes without mounts. There are even some floating metal platforms covered with complex geometric designs (*flying platforms*), as well as some signs of sorcery, such as a few figures commanding winds or lightning. There are no labels or writing anywhere on the mural, though the landscape below the riders does superficially resemble land outside the mountains, closer to the coast.

15. Temple of Azathoth (EL 7)

This low, domed building doesn't look like much on the outside, but the inside is decorated with gold leaf on every available surface and the ceiling is a marvel of magical control: a huge eight-pointed star at the top slowly rotates and releases colored beams of light. The floors and

pillars all seem to be in fairly good shape, and the style and construction of the building seems more recent than anything else you've seen in the city. The gray stone altar at the center of the temple is stained with fresh blood.

This temple was built very late in the history of Ulduvai. It was where cultists spoke the incantations that activated the *shoggoth stone* and released the city's doom. It is now largely abandoned.

Creatures: The only creatures here are three advanced chokers who lurk on the ceiling, in the narrow tunnels, and in the corners of the shrine. They choose to attack a lone PC away from the rest of the group.

ADVANCED CHOKERS (3) **CR 4**
CE Medium aberration

MM 34

Init +6; **Senses** darkvision 60 ft.; Listen +2, Spot +2

DEFENSE

AC 15, touch 11, flat-footed 14

(+1 Dex, +4 natural)

hp 82 (11d8+33)

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

OFFENSE

Spd 20 ft., climb 10 ft.

Melee 2 tentacles +14 (1d4+5)

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

Special Attacks constrict 1d4+5, improved grab, quickness

TACTICS

Before Combat If aware of the PCs, the chokers hide behind pillars and attack with reach by surprise. They use their extra move actions to approach and still take a full attack.

During Combat The chokers use reach and Combat Reflexes to take full advantage of extra attacks as creatures move out of their threatened squares.

Morale If a choker is killed, the others flee using their quickness ability for extra move actions.

STATISTICS

Str 20, **Dex** 12, **Con** 16, **Int** 4, **Wis** 14, **Cha** 7

Base Atk +8; **Grp** +17

Feats Combat Reflexes, Improved Initiative, Lightning Reflexes, Stealthy, Weapon Focus (tentacle)

Skills Climb +15, Hide +9, Move Silently +9

Languages Undercommon

Treasure: The chokers have two golden armbands they took from the lizardfolk (worth 300 gp each), and a necklace of silver coins (worth 400 sp).

16. Crater (EL 7)

At some point in the past, this wide area was likely a large plaza. Now, a deep hemispherical hole carves out the center of the plaza, forming a gigantic crater roughly three hundred feet across. The walls of the crater are smooth and descend sharply near the edges before curving inward to the center at the bottom of the crater. A wide flight of steps is cut into one side of the crater, providing access to the bottom of the hole. At the exact bottom stands a glossy black stone menhir. The stone is about eight feet high and looks old and weathered. Its surface is carved with runes, symbols, and signs, although the passage of time has eroded some of them. The stone does not cast a shadow of any kind and it seems to glow with a faint, green light, slightly brighter in the grooves of the chiseled runes. The light is the same shade as the ever-present mist.

The crater is about 250 feet across, with sharply sloped walls and only one walkable entryway—the staircase from the Temple of Azathoth. The runes on the stone are magical and require a *read magic* spell to decipher. They are clearly a form of chaos magic, and they make no sense to normal spellcasters who think about them logically. A DC 20 Spellcraft or DC 15 Knowledge (arcana) check reveals they are a form of permanent summoning spell that binds a powerful chaos creature to the vicinity. Chaotic spellcasters gain a +2 circumstance bonus on this check.

Creatures: When the lizardfolk first discovered the city, they were drawn to the *shoggoth stone* and sensed its raw power. They were trying to remove it when the sorcerers discovered them. Furious at the intrusion, Yakmar destroyed them all, transforming some of them into dread wights. These undead now guard the stone against further intrusions by the lizardfolk or any other living creatures.

DREAD WIGHT LIZARDFOLK (4) **CR 3**

LE Medium undead (augmented humanoid)

Advanced Bestiary 95, MM 169

Init +0; **Senses** blindsense 60 ft., darkvision 60 ft.; Listen +1, Spot +1

DEFENSE

AC 23, touch 12, flat-footed 21

(+2 Dex, +9 natural, +2 shield)

hp 13 (2d12)

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

OFFENSE

Spd 30 ft.

Melee 2 claws +3 (1d4+2 plus energy drain) and bite +1 (1d4+1 plus energy drain)

Ranged javelin +3 (1d6+2)

Special Attacks command wights, create spawn, energy drain

TACTICS

Before Combat If they detect combat taking place in the temple, the wights run up to assist the chokers.

During Combat The dread wights count on their turn resistance and energy drain to get them through combat with living things.

Morale If three wights are killed, the last flees, shouting for Yakmar to save it. This noise likely brings the shoggoth in 2d6 rounds, as it has learned that shouting wights means food.

STATISTICS

Str 15, **Dex** 14, **Con** —, **Int** 11, **Wis** 12, **Cha** 14

Base Atk +1; **Grp** +3

Feats Multiattack

Skills Balance +6, Jump +6, Move Silently +10, Swim +3

Languages Draconic

SQ hold breath, turn resistance +4

SPECIAL ABILITIES

Command Wights (Su) A dread wight can automatically command all normal wights within 30 feet as a free action. Normal wights never attack a dread wight unless compelled.

Create Spawn (Su) Any creature killed by a dread wight lizardfolk's energy drain rises as a dread wight under Yakmar's control in 1d4 rounds.

Energy Drain (Ex) A living creature struck by a dread wight's natural attack gains 1 negative level. It's a DC 13 Fortitude save to remove these negative levels. The save DC is Charisma-based.

Skills A dread wight has a +8 racial bonus on Move Silently checks.

Development: Destroying the *shoggoth stone* is extremely difficult, as spells like *shatter* and even *disintegrate* have no effect, and the stone has hardness 30 and 1,000 hp. The stone is vulnerable to magic with the law descriptor,

though. Each casting of *dispel chaos* (available from the *staff of rightful rule*) deals 200 points of damage to the stone (ignoring hardness). Attacks by those protected with *protection from chaos* spells or wielding weapons with the axiomatic quality also bypass the stone's hardness. These weaknesses are known to the three sorcerer princes (who don't reveal them) and to the flying ape Grundhu (who does).

Destroying the artifact frees the city from the chaotic energies that infest it, removes the green mist, and ends the threat of the shoggoth. See *Concluding the Adventure* for details. Destroying the *shoggoth stone* also reveals the Vault of Riches. Before they activated the stone, the Azathoth cultists placed many of their treasures in a chamber directly beneath the stone as a symbol of their willingness to sacrifice wealth for power. With the destruction of the stone, the PCs are free to loot this chamber.

Alternatively, if the PCs recovered *The Lost Scrolls of Bylduvan* from the library, they can



attempt the dangerous feat of gaining control over the shoggoth. In order to pull this off, an arcane or divine spellcaster must know the proper words of power (preserved in the scrolls) and make a DC 25 caster level check to bind himself to the stone. If he fails this check, the character takes 6d6 points of damage and loses all spellcasting abilities for a year and a day. Attempting to control the shoggoth is considered a chaotic and an evil act, and actually gaining control counts as a separate chaotic and evil act. Once the connection is made, the character can attempt to give the shoggoth a command by winning an opposed Charisma check. If the check succeeds, the shoggoth remains under the character's control for 24 hours. After that time, the check must be repeated, but the shoggoth gains a cumulative +1 bonus on its check for every day it has been under the control of any one particular character.

The Vault of Riches

The vault is full of tarnished silver mixed with hundreds of gemstones, urns filled with coins and necklaces, daggers, rotted bits of cloth, old shields marked with the sign of a white griffon on a blue background, and dozens of iron-banded chests sealed and locked with little more than rusty hunks of metal.

The chests are full, but many merely contain low-value gems, and the urns are loaded with copper coins and silver necklaces. If a PC makes a DC 25 Appraise check, he can identify the most valuable items in the hoard. These include a star sapphire worth 4,000 gp, a topaz worth 500 gp, and a thick gold-coin necklace worth 250 gp. The remainder amounts to 25,000 cp and 4,000 sp, plus 23 silver necklaces worth 25 gp each.

The non-monetary treasures include the *Prophecies of the Blind Star-God* plus many ancient magical tomes and a clear piece of cracked magic crystal. The crystal seems to reveal illusions as a *gem of true seeing*, but it contains a terrible flaw: The crystal reveals the worst aspects of any creature, making its auras appear more frightening and more powerful than they are. A character may use *true seeing* up to 3 times per day with the crystal, but after the first use each day, he must make a DC 18 Will save with a cumulative -2 penalty for each previous use that day. If he fails a save, the user takes 1 point of Wisdom drain.

CONCLUDING THE ADVENTURE

The success or failure of the PCs is largely determined by their own goals. Defeating the sorcerer-princes, making allies of the lizardfolk, destroying the lizardfolk, destroying the *shoggoth stone*, uncovering the mystery of the flying city, and learning the tragic story of its fall are all worthy goals for any adventuring party. If the PCs are enraptured by the notion of a flying city and seek to make it fly again, such a lofty goal is possible. Before such a project can be attempted, though, the PCs must destroy the *shoggoth stone* and kill the sorcerer princes.

It would take hundreds of laborers years to rebuild the flying city, but a mage's guild or a powerful prince with hundreds of thousands of gp to spend could certainly do it. If the PCs lack powerful allied organizations, you can use the Return of the Eaten optional event (see page 28) to give them some powerful allies with a vested interest (as well as the technical knowledge) to restore the flying city. If the Aeromantic Infandibulum is repaired (area 8) it allows the city to rise or fall at a rate of 60 feet per minute, but it creates no motive power and no steering. For that, other magic is needed.

Before the PCs can fly the city out of the valley and back to civilization, they must recover two artifacts lost long ago: the enchanted ropes, blocks, and sails of the *great rudder* (without which the city cannot steer) and the *bag of winds*, a propulsion system based on an infinite supply of elemental air. If you choose to run Return of the Eaten, those NPCs can tell the PCs about the missing artifacts. Otherwise, the PCs must perform the research themselves or get an organization to do it for them.

A third artifact, the *lightning binder*, is used to collect the power of lightning bolts from storms and discharge them against the city's enemies. It's a good protective measure and a useful form of siege weaponry (equivalent to a *call lightning* spell), but it is not required to keep the city functioning.

The recovery of these artifacts is the perfect way to expand this adventure into a full-fledged campaign.

Regardless of where the PCs go from here, the discovery of a (mostly) intact Shory flying city cements the PCs' reputation as

PROPHECIES OF THE BLIND STAR-GOD

Aura strong divination; **CL** 14th

Slot —; **Price** minor artifact

DESCRIPTION

Prophecies of the Blind Star-God is a simple book of black leather with corner and spine reinforcements of tarnished silver. Its 166 vellum pages are written in a thin, spidery hand. Each chapter opens with an illumination that shows some otherworldly monstrosity or an act of human sacrifice, necromancy, or adulation of statues of a tentacled beast. An eight-pointed star figures prominently in the marginalia and in diapering along the bottom page borders.

The book creates two different effects.

Confuse One's Enemies: Reading aloud from the book is a standard action that acts as a *confusion* spell on all creatures within 30 feet. This is a mind-affecting, language-dependent effect. The Will save DC equals 10 plus your Charisma modifier. You can use this ability at will.

Commune with Madness: Once per month, you can magically divine the wishes of the Blind Star-God or his agents. This ability functions as a *commune* spell (CL 20th). The prophecies provide information to aid cultist decisions, but at a price. The entities contacted structure their answers to further their own purposes, and each reading of the book permanently lowers your Wisdom by 1 point. This is not a drain effect. Only *wish* or *miracle* can recover your Wisdom score if lowered in this way, and then at only 1 point per spell cast.





Designer Notes

REBUILDING THE FLYING CITY

Many parties might want to rebuild the flying city, or at least take credit for its rebirth. To some degree, that fits nicely with the four city leaders who return from within the shoggoth. If you don't want the party in charge of a flying city, the four leaders take command, and although they are grateful, they know how to rebuild the city far better than the PCs. They are competent and charismatic in their own right, plus they have connections to the tribes of flying apes, who are likely crucial to the city's renewal. The PCs are welcome to stay, of course, but they do not control the city.

If the PCs do wind up running things, the flying city can be an excellent way to drain their cash and magical resources. The city constantly costs money and materials to operate, everything is old and worn, and failure to pay means the city is stranded. In return, however, the city offers a great opportunity to players: they can build up a city that "goes adventuring" all over the world. They get all the benefits of a home city with dependable NPCs, plus the fun of exotic travel and forging trade routes. If you do go this route, the city likely becomes fairly dominant in your campaign, at least until the party tires of it and appoints a steward or grants it independence.

Finally, the city offers great story hooks and political angles for a savvy GM. If the city isn't maintained, the citizens complain, then revolt. If the city flies into storms and is driven off course, it can conveniently arrive at your next scheduled adventure destination. Even something as simple as the prevailing winds in an area or during a time of year can not-so-subtly push the campaign in a certain direction.

fearless and legendary explorers. Their names are soon spoken in cities and Pathfinder chapter houses around the world, and they should have no lack of opportunities for future adventures.

Optional Event: Return of the Eaten

Consider running this additional (and completely optional) encounter after the PCs destroy the *shoggoth stone*.

The black tarry flesh of the huge abomination melts away as quickly as fog in a wind, but it leaves behind dozens or hundreds of lumps of heavier stuff. One of those lumps stirs, and you see it has hands. There is a humanoid form there, covered in a layer of gray-green slime.

When the *shoggoth stone* is destroyed, the creature immediately begins to melt away. While most of the creatures and animals it devoured through the centuries were utterly consumed by the abomination, it was unable to destroy four of the most powerful of the original citizens of Ulduvai. These unfortunate citizens languished in timeless agony for thousands of years, but if the shoggoth is finally destroyed, they are released from their prison of flesh. The survivors speak no languages understandable to the PCs, have no memory of their time within the beast, and don't understand what happened to their city. The four survivors and what they know are as follows.

His Wisdom, King Loredan (LN male human wizard 10/lore master 5) was the former Philosopher-King of Ulduvai. Loredan is weak and helpless for at least 24 hours after the shoggoth's death. He knows a great deal about the city's former workings and defenses, though, and he can whisper details of the city's fall and the stone's history to anyone who asks.

Master Merchant Lucran Cloudsweeper (NG male human expert 12) was the former High Lord Mercantile. Master Cloudsweeper is a kindly man with a gift for organizing groups of people. He tries to look after the other three restored citizens by setting up beds; putting Martaniss to work; and resolving questions of water, food, and shelter as best he can. If the party seeks to assert ownership over the city, he haggles and negotiates to assert the king's rights.

Yankor Festig (CN male human cleric 9) was the former high priest of the cultists of Azathoth. Yankor is the one who originally found the *shoggoth stone* and brought it back to the city. He is utterly insane and seeks only to sneak away to the library to discover what went wrong, convinced that if he can discover

the error in the first ritual, he could repeat it with greater success.

Martaniss Gloriandor (LN female human aristocrat 3/fighter 7) was the former Captain of the Ulduvai Guards. She is a self-confident woman, even in the face of overwhelming strangeness. She organizes defenses and seeks to recruit new humans to settle the city, obeying Loredan's orders as she did centuries ago. Rebuilding the city's defenses is the work she takes on to avoid thinking about the fate of everyone she ever knew.

The survivors (with the exception of Yankor) are profoundly grateful to the party. Though their own needs make it difficult for them to offer much in the way of physical thanks, the party members are declared citizens of Ulduvai and might be asked to undertake quests to find more tribes of flying apes, to subdue the wights and chokers that live in the hidden reaches of the city, and to restore the glory of the sorcerer-princes through brave deeds.

Ad-Hoc XP: If the PCs make peaceful contact with at least three of the four survivors and come to an agreement about the city's future, reward them XP as though they overcame an EL 7 encounter.

APPENDIX: NEW MONSTERS

Derhii, the Flying Apes

Huge gray-flecked wings hold up a black-furred simian body with long arms and a leering face both half-familiar and half-monstrous. The creature's arms are enormously long, and its stumpy legs end in humanoid hands. It grunts with each wingbeat, its power and mass pushing it through the air. It carries a wicked curved sword fully five feet long.

DERHII **CR 5**

Often N Large magical beast

Init +3; **Senses** low-light vision, scent; Listen +7, Spot +7

DEFENSE

AC 17, touch 12, flat-footed 14

(+3 Dex, +5 natural, -1 size)

hp 52 (8d10+16)

Fort +8 **Ref** +9 **Will** +5

OFFENSE

Spd 30 ft., fly 60 ft. (poor)

Melee mwk Large falchion +13 (2d6+7/18-20) and slam +12 (1d6+4)

Ranged javelin +10 (1d8+4)

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

Special Attacks aerial charge, knockdown

TACTICS

Before Combat The flying ape readies a javelin in one hand and holds its falchion in the other.

During Combat A derhii flings a javelin from the air before closing to melee range. It then fights with its falchion to knock down foes and uses its reach and attacks of opportunity to keep prone foes down.

Morale Flying apes prefer to overwhelm foes quickly. If they do not knock down or kill a foe within 3 rounds, they often take to the air to regroup or to hurl insults, javelins, and droppings on their foes. If reduced to fewer than 10 hp, a derhii flees.

STATISTICS

Str 21, **Dex** 16, **Con** 14, **Int** 8, **Wis** 12, **Cha** 10

Base Atk +8; **Grp** +17

Feats Alertness, Combat Reflexes, Iron Will

Skills Balance +6, Listen +7, Spot +7

SQ distant drums

SPECIAL ABILITIES

Aerial Charge (Ex) A flying ape prefers to attack by surprise from the air. When airborne, they can swoop down and strike at speed. This is equivalent to an aerial charge, allowing them to dive at twice their normal flying speed and gaining a +2 bonus on the attack roll.

Distant Drums (Ex) A derhii can use 5-foot-tall drums or even its own booming voice as a form of signaling. The drumming sounds can be heard up to 12 miles away as a thrumming in the air that conveys up to 20 words of information in 5 minutes.

Knockdown (Ex) When a flying ape confirms a critical hit from its falchion, its powerful two-handed blow might knock an opponent prone. Make an immediate opposed Strength check. If the ape wins, its foe is knocked prone.

ECOLOGY

Environment warm forests and mountains

Organization solitary, pair, company (3–5), or tribe (8–48)

Treasure standard

Advancement by character class; **Favored Class** barbarian

The derhii, or flying ape, is a carnivorous and dangerous form of the gentle earthbound ape. Derhii live in primitive tribes that raid for hundreds of miles. They stand 8 to 9 feet tall and weigh 400 pounds.

Environment: Flying apes live in jungle canopies and in cliff dwellings, sometimes demanding tribute from lesser apes, while allying themselves with even more powerful

Grundhu the Derhii



dragons or dragonnes. While they might hunt on savannahs, they always prefer their roosts as nests woven in tall trees or caves above ground level. They eat fruits and roots when meat is scarce.

Typical Physical Characteristics: Flying apes resemble gorillas with the enormous black-and-gray wings of buzzards or vultures. Their hair varies from black to gray, with silvery tones dominating in older members of the race. Their arms are very long compared to their torso, and their feet can be used as hands while flying or even while perched. The largest individuals have a wingspan of up to 30 feet.

Shoggoth

This mass of undulating tarry black flesh exudes the smell of decay, filled with bubbles of vilest air and giving off a very faint luminescence. Its unworldly voice is plaintive, always crying, “Tekeli-lil!”

SHOGGOTH

CR 15

Always CN Gargantuan ooze (chaotic)

Init +2; **Senses** blindsight 200 ft., Spot +0, Listen +20

DEFENSE

AC 10, touch 4, flat-footed 10

(–2 Dex, +6 natural, –4 size)

hp 351 (26d10+108); fast healing 10

Fort +16 Ref +6 Will +16

DR 10/— Immune acid, mind-affecting, ooze traits, poison; **Resist** cold 20, electricity 20, fire 20; **SR 25**

OFFENSE

Spd 20 ft., climb 20 ft., swim 20 ft.

Melee 4 tentacles +28 (4d6+14/19–20)

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

Special Attacks absorb, engulf, improved grab

TACTICS

Before Combat The shoggoth cries with its fearful keening to induce fear before closing to engulf its foes.

During Combat The shoggoth uses its slams in the first round of any encounter, hoping to knock down a foe quickly. In the second round, it engulfs one or more foes.

Morale The shoggoth retreats under cover if faced with flying opponents and it flees if reduced to less than 50 hit points without feeding on a foe. Otherwise, the shoggoth fights to the death.

STATISTICS

Str 38, Dex 6, Con 27, Int 3, Wis 22, Cha 13

Base Atk +17; Grp +48

Feats Ability Focus (engulf), Cleave, Combat Reflexes, Improved Critical (tentacle), Improved Initiative, Improved Natural Attack (tentacle), Iron Will, Power Attack, Weapon Focus (tentacle)

Skills Climb +23, Jump +22, Listen +20, Swim +22

SPECIAL ABILITIES

Absorb (Ex) A shoggoth feeds by absorbing other creatures into its hideous amoeboid form. Any creature engulfed by the monster for 1 full round must succeed at a DC 31 Fortitude save or be absorbed into the mass and die. A successful save prevents absorption that round. Each absorbed creature heals a shoggoth of 2d6 points of damage. A shoggoth expels the absorbed creature's metal, wood, and other belongings from its body 1d3 rounds after absorption. Nothing short of a *wish* or similar magic can restore an absorbed creature. The save DC is Constitution-based.

Blindsight (Ex) In addition to normal senses, a shoggoth's entire body is a primitive sensory organ that can detect prey by scent and vibration. It can discern objects and creatures within 200 feet. The shoggoth does not need to make Spot or Listen

checks to notice creatures within range of its blindsight, and such creatures do not benefit from concealment.

Engulf (Ex) A shoggoth can bowl over creatures up to one size category smaller than itself as a standard action. This attack affects as many opponents as the shoggoth's body can cover. Each target can make either an attack of opportunity against the shoggoth or attempt a DC 39 Reflex save to avoid being engulfed. A successful saving throw indicates that the target has been pushed back or aside (target's choice) as the shoggoth moves forward. An engulfed creature is considered

grappled and trapped within the shoggoth's body. A shoggoth cannot make a slam attack during a round in which it attempts to engulf, but each successfully engulfed creature takes automatic slam damage on that round and every round it remains trapped. On any round after engulfing a creature, the shoggoth can attempt to absorb it as a free action. If the shoggoth has successfully grabbed a creature and it is still grappling that creature at the start of the shoggoth's next turn, the shoggoth may automatically engulf the creature. The save DC is Strength-based.

Shoggoth



Fearful Keening (Ex) Any corporeal creature with 10 or fewer Hit Dice that hears the fearful “Tekili-li!” call of a shoggoth must make a DC 24 Will saving throw or be shaken for the next 2d6 rounds. Another save is required at the end of that time if the creature is still within range. A single successful save renders the creature immune to that shoggoth’s fearful keening for 24 hours. The save DC is Charisma-based.

Improved Grab (Ex) To use this ability, a shoggoth must hit a creature up to one size category smaller than itself with a tentacle attack. It may then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold. A shoggoth has a +8 racial bonus on grapple checks.

ECOLOGY

Environment any

Organization solitary

Treasure standard

Advancement 27–36 HD (Gargantuan), 37–72 HD (Colossal)

Shoggoths are creatures fueled by chaos, servitors of dark gods and things normally spoken of only in whispers. At one time, shoggoths were servants to a greater race, but

after centuries or eons of mistreatment they rebelled and cast down their masters. They are near-mindless predators, always hungry, though legends say they possess a cunning beyond that of most oozes.

Environment: Shoggoths are impervious to heat and cold and can thrive on minimal foodstuffs filtered from air or water when nothing more nutritious is available. They prefer environments where water or ice is available.

Typical Physical Characteristics: A shoggoth’s form is constantly shifting, as the creature moves, explores, and interacts with its environment. Extremely adaptable, its current form is always the one that is most ideally suited to finding and consuming living flesh. At any one time, a shoggoth has dozens of pseudopods of varying proportions, and it uses them to create hands, suckers, stingers, or tentacles to grab and consume its prey. Its skin glows with a very faint emerald luminescence. Its black tarry flesh is sometimes translucent as well, especially when it has not eaten in a long time. It is capable of secreting a thick, viscous, semi-opaque, sticky slime that further enhances its ability to catch and devour its prey. Shoggoths have no proper mouth but create and absorb such organs as needed.

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Seelah

FEMALE HUMAN PALADIN 8

ALIGN LG INIT +0 SPEED 20 ft.

ABILITIES

18	STR
10	DEX
14	CON
8	INT
14	WIS
14	CHA

DEFENSE

HP 64
AC 23
touch 11, flat-footed 23
Fort +10, Ref +4, Will +6
SQ aura of courage, divine health, special mount

OFFENSE

Melee +1 flaming longsword +14/+9
(1d8+5 plus 1d6 fire/19–20)
Ranged +1 composite longbow +9/+4
(1d8+5/x3)
Special Attacks lay on hands, smite evil
2/day, turn undead 5/day (+4, 2d6+7, 5th)
Spell-like abilities (CL 8th):
At Will—*detect evil*
1/week—*remove disease*
Spells Prepared (CL 4th):
2nd—*resist energy*
1st—*bless weapon*, *lesser restoration*

SKILLS

Knowledge (religion)	+7
Ride	+8
Sense Motive	+8

FEATS

Mounted Combat, Power Attack, Ride-By Attack, Weapon Focus (longsword)



Combat Gear potion of neutralize poison, wand of cure moderate wounds (25 charges); **Other Gear** cloak of Charisma +2, +1 composite longbow (+4 Str) with 20 arrows, +1 flaming longsword, +1 full plate, gauntlets of ogre power, +1 heavy steel shield, ring of protection +1, silver holy symbol, 43 gp



Harsk

MALE DWARF RANGER 8

ALIGN LN INIT +4 SPEED 20 ft.

ABILITIES

14	STR
18	DEX
16	CON
10	INT
12	WIS
6	CHA

DEFENSE

HP 63
AC 19
touch 15, flat-footed 15
Fort +10, Ref +11, Will +4 (+2 vs. poison, spells)
SQ animal companion (boar), swift tracker, wild empathy, woodland stride

OFFENSE

Melee +1 greataxe +11/+6 (1d12+4/x3)
Ranged +1 shock heavy crossbow
+11/+11/+6 (1d10+1 plus 1d6
electricity/19–20)
Ranged +1 shock heavy crossbow +13/+8
(1d10+1 plus 1d6 electricity/19–20)
Special Attacks favored enemy +4
(giants), +2 (monstrous humanoid)
Spells Prepared (CL 4th)
1st—*entangle* (DC 12), *resist energy*

SKILLS

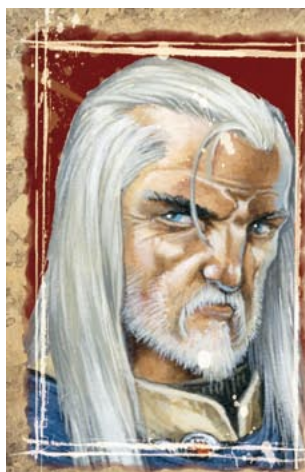
Heal	+12
Hide	+15
Listen	+12
Move Silently	+15
Spot	+12
Survival	+12

FEATS

Crossbow Mastery*, Endurance, Point Blank Shot, Precise Shot, Rapid Shot, Rapid Reload, Track
(* This feat allows Harsk to reload his crossbow as a free action)



Combat Gear elixir of fire breath, potion of cure moderate wounds (3); **Other Gear** backpack, cloak of resistance +1, gloves of Dexterity +2, +1 greataxe, +2 leather armor, ration (5), ring of protection +1, rope of climbing, +1 shock heavy crossbow with 30 bolts, signal whistle, tea pot, 191 gp



Ezren

MALE HUMAN WIZARD 8

ALIGN NG INIT +3 SPEED 30 ft.

ABILITIES

11	STR
9	DEX
12	CON
20	INT
15	WIS
9	CHA

DEFENSE

HP 29
AC 13
touch 10, flat-footed 13
Fort +5, Ref +3, Will +8

OFFENSE

Melee club +4 (1d6)
Ranged light crossbow +3 (1d8/19–20)
Spells Prepared (CL 8th, +4 ranged touch):
4th—*dimension door*, *empowered acid arrow*, *wall of ice*
3rd—*displacement*, *fireball* (DC 18), *fly*, *haste*
2nd—*bull's strength*, *scorching ray*, *see invisibility*, *web* (DC 17)
1st—*alarm*, *identify*, *magic missile* (2), *shield* (2)
0—*daze* (DC 13), *detect magic* (2), *light*

SKILLS

Appraise	+8
Concentration	+12
Knowledge (arcana)	+16
Knowledge (geography)	+16
Knowledge (history)	+16
Knowledge (the planes)	+11
Spellcraft	+18

FEATS

Combat Casting, Empower Spell, Great Fortitude, Improved Initiative, Scribe Scroll, Weapon Focus (ray)



Gear potion of cure moderate wounds (2), wand of magic missile (CL 5th, 50 chrgs); **Other Gear** bracers of armor +3, cane, headband of intellect +2, l. crossbow with 20 bolts, *metamagic rod of lesser extend*, *pearl of power* 2nd level, ring of protection +1, spellbook, 100 gp pearls (5), 113 gp



Merisiel

FEMALE ELF ROGUE 8

ALIGN CN INIT +5 SPEED 30 ft.

ABILITIES

12	STR
20	DEX
13	CON
8	INT
13	WIS
10	CHA

DEFENSE

HP 38
AC 20
touch 15, flat-footed 15
Fort +5, Ref +13, Will +5 (+2 vs. enchantment)
Defensive Abilities evasion, improved uncanny dodge

OFFENSE

Melee +1 keen rapier +12/+7 (1d6+2/15–20)
Ranged dagger +11/+6 (1d4+1/19–20)
Special Attacks sneak attack +4d6

SKILLS

Climb	+6
Disable Device	+9
Hide	+19
Jump	+8
Listen	+10
Move Silently	+14
Open Lock	+10
Search	+10
Spot	+10
Tumble	+18

FEATS

Dodge, Mobility, Weapon Finesse



Combat Gear potion of cure serious wounds (2), potion of invisibility (3); **Other Gear** amulet of natural armor +1, backpack, cloak of resistance +2, daggers (6), gloves of dexterity +2, grappling hook, +1 keen rapier, +1 shadow studded leather armor, silk rope, thieves tools, 243 gp

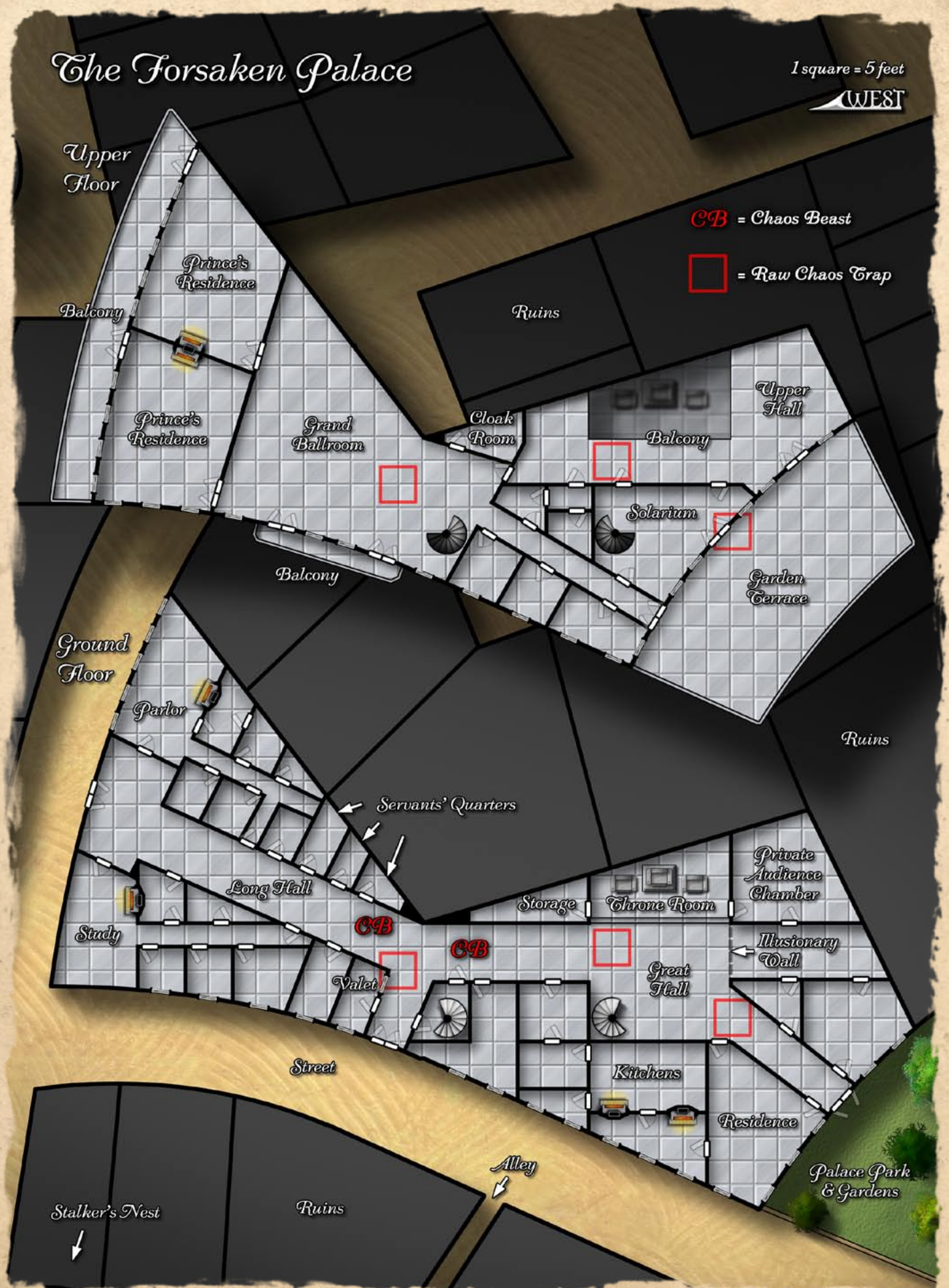
The Forsaken Palace

1 square = 5 feet

WEST

CB = Chaos Beast

□ = Raw Chaos Trap



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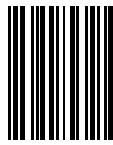
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