

ONW5-03

The Unplumbed Depths

A Two-Round D&D LIVING GREYHAWK[®] Onnwal Regional Adventure

Version 1.0

Rounds 1 & 2

by R. Michael Hinds

Triad Reviewer: Jeny MacPhee

Circle Reviewer: Paul Looby

Playtesters:

The push towards the liberation of Scant continues. Great deeds must be done to ensure the success of the Free State.
The dark, unnatural horrors contained within the confines of Oblestone Keep wait to be conquered.
An Onnwal Regional scenario for APL 4 to 12.

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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For questions specific to this document and your region please e-mail your triad point of contact (POC) at jenymacphee@hotmail.com for LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

RPGA Sanctioned PLAY

Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the *Living Greyhawk*[™] campaign—a worldwide, ongoing D&D campaign set in the *Greyhawk* setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a *Herald-Level* gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a *Herald-Level* GM to run this adventure if you are not the senior GM.

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your *Living Greyhawk* character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the *Dungeons & Dragons Rewards* program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2006.

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Players Read No Farther

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

Preparing for Play

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in Appendix 1.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a *Living Greyhawk* Adventure Record (AR).

Living Greyhawk Levels of Play

Because players bring their own characters to *Living Greyhawk* games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round up to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
6	6	8	9	10	
7	7	9	10	11	

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

Living Greyhawk adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

Time Units and Upkeep

This is a standard two-round Regional adventure, set in Onnwal. Characters native to Onnwal pay one Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12gp per Time Unit. Rich Upkeep costs 50gp per Time Unit. Luxury Upkeep costs 100gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this scenario.

A character that does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a DC 20 Survival check, the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the *LIVING GREYHAWK Campaign Sourcebook*.

Adventure Background

The forbidding castle known as Obelstone Keep stands as a black shadow on the horizon in the Cantred of Obelstone. The castle is perched atop a massive free-standing pillar of rock separated from the mainland by a half-mile channel. Early Aerdi overlords built Obelstone Keep as a symbol of their control over Onnwal, a place to house their army and keep many prisoners who suffered horrendous punishments in the name of the Overkings. In that time, Obelstone was a symbol of terror to the pirates of the Gearnat Sea, many of whom spent their final days rotting in its many dungeons. In the recent past, the Keep was home to the Transcendent Convocation of the Wielders of Wind and Wave (more commonly known as the Aerie) – a loose confederation of Onnwalon air and water elementalists.

Now Obelstone houses the Scarlet Brotherhood's villainous Office of Sorcery and many enslaved and imprisoned people of Onnwal. The Keep's administrator is Keshkal (Senior Steward) Sessek Tesh, known by the Onnwalons as "The Butcher". Tesh is not a typical Brotherhood Keshkal in that he is not a monk. Sessek Tesh's family lineage extends directly back to the Suel Imperium. This noble family has managed to retain power and wealth throughout the centuries.

While Keshkal Tesh is the administrative head of Obelstone Keep, another Suel, Kelkal (Senior Sorcerer) Nool is in charge of all arcane research within the Keep. Nool prefers to be called Lord Nool, though he tolerates his official title.

What may be found within the Keep is a mystery. Rumors of magics that distort distance, cells without doors, walls that shift and shape, magical guardians and labyrinthine corridors abound. All that is certain is that it is a fell place and full of horrors imagined and real.

The rumors are true. The visible exterior (the castle atop the sea-stack) is fully on Oerth. The centuries old chambers within the sea-stack have now been subsumed into another realm, the unintended byproduct of the centuries of planar research that took place within Obelstone.

The Aerie were first, studying methods of summoning forth elemental creatures and finding new ways to bind them to service. These repeated actions weakened the veil between Oerth and the Inner Planes. This was to the Aerie's liking, as it made their research easier. A byproduct of this weakening was localized destabilization of causality within the Keep. The effect of this was to distort distances and the pace of time. The Aerie established gateways for travel within the Keep as the distortions increased.

Obelstone intrigued the Brotherhood who established a branch of the Office of Sorcery there and continued some of the Aerie's experiments, especially those the Aerie considered too dangerous.

The Aerie had discovered what they thought was an elder elemental power, one far greater than existed on the known elemental planes. The experiments were abandoned soon after they began but their notes spoke little as to why.

The Scarlet Brotherhood, as the self-proclaimed Chosen Race of Oerth, thought themselves superior to the Aerie and able to delve where the Oeridians chose not to. Led by then Kel Nool, they took up the experiments into this elder elemental realm.

They succeeded all too well. A great rift opened, tearing away the remaining barriers between the lower levels of the Keep and this unknown realm. The interior of the sea-stack was thrust into this Far Realm with only the gateways established by the Aerie serving as anchors to the Oerth, preventing the entire keep from being dragged away completely.

No sooner had the rift opened than something slid through the gap in realities. A monstrous, unspeakable thing emerged, the very presence of which changed the summoning chamber into a vast cavern, its amorphous bulk resting in a pit at the center.

Fortunately for the Brotherhood, the wards in place, many left by the Aerie themselves, seemed to hold the Thing in the pit. Those who ventured too near, however, were not protected from being sized by the creature and consumed.

The entity was inscrutable. All attempts to communicate with it were apparently fruitless. Its nauseating mass continually belched forth creatures and malformed things. Some crawled, slithered, or flew from the pit; others were merely reabsorbed into its bulk. The general overall appearance of the creature is a grey undulating protoplasmic mass, from this a multitude of things are spawned: bodiless appendages, inhuman heads, and all things malformed and monstrous. Most are devoured by the many maws of the creature, which disappear and reform continuously.

Captured spawn were subjected to intense research. They had unusual properties and, as a laboratory accident was soon to discover, a disturbingly easy time at grafting themselves to normal flesh.

Kel Nool, saw possibilities in this being and its spawn beyond those of his staid peers. While the others had failed to contact the creature in any way, he had. The creature had told him his purpose. He alone knew this entity to be Darkness Given Hunger, the servitor of Juiblex, the Faceless Lord. The spawn it belched forth, its children, were Juiblex's gifts to the faithful. Kel Nool envisioned creating a new thrall race, merging the resilient material of the avatar with the bodies of captured slaves. Nool also began a quiet worshipping of the creature in the pit, looking for insight into how he might serve its purposes.

Over time, Nool convinced others of his visions. There were doubters, some of whom argued the ancient writings on such matters in direct contradiction with what could be witnessed in the pit. The obvious gifts gained by the worship, however, changed their thinking, as did sacrifices of unrepentant unbelievers to "Darkness Given Hunger". Such things were chalked up to arcane accidents or acts of individual carelessness. Soon, most of the mages of the Office of Sorcery at Obelstone was enmeshed in a Cult of Juiblex. Such a thing, were it to be discovered, would lead to swift and deadly punishment at the hands of the Brotherhood.

Kel Nool, through selective assassination and manipulation, became the Chief Arcanist, a position from which he could better conceal his illegal activities.

Unbeknownst to Kelkal Nool, the Thing in the Pit is not a servitor of Juiblex. It is an ancient entity from

Adventure Summary

the Far Realm, either an avatar or a servitor of Mak Thuum Ngatha, the Nine-Tongued Worm. While such things as purpose and motivation are difficult to ascribe to an entity of this sort, it did notice the Aerie long ago and bided its time till it could force its way onto the Oerth and expand the influence of the Far Realm there. The Aerie's wards, however, kept this from occurring.

The root of Kelkal Nool's belief that the Thing is an avatar of Juiblex comes from insanity. The initial summoning which brought forth the entity drove Nool mad. Nool has auditory hallucinations that he believes are the voice of the entity. His actions have made him (and several other mages) willing thralls of Juiblex, but this has nothing to do with the Thing in the pit.

The mages are aware the interior of the sea-stack is now coterminous with another plane, but there is much debate whether this is the so-called Far Realm, a pocket plane derived from some Inner Plane, or some entirely undiscovered Inner Plane. They all agree that breaking the wards could produce disastrous results, including a possible influx of alien outsiders.

The shifting of the interior of the stack to the Far Realm had interesting consequences. The distortions of dimension means that travel within the sea stack is now only possible by gateways. These gateways only work between those chambers or sets of chambers which, for whatever reason, seemed relatively untouched by these effects. Time distortions increased. Some areas were, subjectively, moving at a much slower rate than outside the sea-stack, others much faster. The Brotherhood has taken complete advantage of both. There are prison areas, for instance, where time is at a practical standstill, its prisoners temporally barred in an otherwise open room.

Recently, a few prisoners have managed to escape the clutches of Obelstone Keep. When eventually these lucky escapees found succor, they told tales of hideous experiments on slaves, magical wards, and suffering beyond imagination. And this, they said, was only in the lower-most portions of the sea-stack supporting the dread castle.

Introduction

While in Kildeer, the PCs notice a great deal of excitement at the docks. A crier passes them, belting out his sing-song message of fame and glory to be found at a dockside office.

Encounter 1: The Assignment

The PCs are presented a proposal by Sea Eagle Degan Corlenn to assist with a mission of great importance to Onnwal – the transport of a much-needed cargo supplied by the Kingdom of Keoland. The PCs are introduced to Thracher Keel, captain of the *Le Ramier*, a Keoish frigate tasked with this assignment. Captain Keel is from Keoland and speaks with a pronounced accent.

Encounter 2: The Revelation

After the PCs board the *Le Ramier*, the ship is searched from bow to stern. The First Officer, Eddins, claims to have found a strange magical bag amongst the PCs' possessions. Captain Keel, already suspecting his First Officer is a Brotherhood spy, orders his arrest. Eddins, to much surprise, flings open the bag and dumps out four diminutive Brotherhood agents.

Encounter 3: The Mission

After overcoming Eddins and the Brotherhood thugs, Captain Keel provides the PCs with the actual mission: infiltrate Obelstone Keep, find a way to weaken the defenses from within to facilitate an Onnwalon assault on the fortress. The PCs are also tasked to learn all they can about what the Brotherhood is doing inside the Keep and sabotage their efforts.

Encounter 4: Voyage to Obelstone

The PCs are given a launch to make their way to the base of Obelstone Keep. Along the way, a ship of Hochebi slavers may cross their path, providing a potential method for easy entry into the fortress.

Encounter 5: The Prison

The PCs, through a mixture of diplomacy, intimidation, cunning, and force, may find a safe way to enter Obelstone Keep. The Junior Steward, Felban Kalish, while disagreeable, provides the first clues. Then, in a struggle with dedicated guards, they meet a product of the Keep's research program that may provide their only way to reach the entrance to the Keep.

Encounter 6: Obelstone Keep

The PCs learn, much to their horror, some of the secrets of Obelstone Keep and the strange nature of the interior of the sea-stack. Encounter 6 encompasses several areas: Archway Chamber, Main Gate, Research Common Room, Researcher Dormitory, Laboratory, Subject Ward, and Kelkal Nool's Bedchamber. In these areas are stored two notebooks containing a complete, detailed description of all the Brotherhood research.

Encounter 7: The Pit

The PCs find the source of unclean life used in the Brotherhood's experiments. Nearby, Kelkal Nool presides over a dreadful ceremony attended by most of the research staff intended to seal his pact with Juiblex.

Preparation for Play

Unlike other regional Onnwal modules, those with the Favor of Rary (from *ONW3-07 To Kill a Kesh*) and the corresponding Dislike of the Szek may play this module. This does not mean the Szek has forgiven the PC, merely the nature of the task involved does not preclude the PC from participating in the mission. There are some additional caveats and things of note the Judge should be aware of prior to starting this module:

- Any PC with the *Robe of Vecna* is barred from playing this adventure. If the player insists, their PC is arrested at the first opportunity. Regardless of whether the PC has played *COR4-13 A Wretched Soul*, the robe's ill aura and effects cannot be hidden. If captured, the *Robe of Vecna* is stripped from the PC, incurring any penalty earned. No refund or other mitigation is provided. Should the PC resist arrest, that PC is branded a criminal in Onnwal.
- Determine if any PC bears the Thrall Brand and Wanted by the Scarlet Sign from *ON14-01 Escape from Obelstone*. Determine if any PC is actively wanted by the Scarlet Brotherhood. In order for a Brotherhood official to recognize a wanted PC, they must succeed at a Knowledge (Local-Splintered Suns) check, DC 15. Should the former thrall be recognized by a member of the Brotherhood, any social interactions are at a -4 penalty.

The Judge should be well aware this module contains disturbing descriptions and depictions in an effort to

evoke the horrific and foul nature of the experiments performed by the Office of Sorcery within Obelstone Keep. Feel free to tone down the horrific aspects of this module should the composition of players at the table suggest such action (for example, if younger players are present).

Introduction

Read aloud or paraphrase the following:

The town of Kildeer is bustling with activity. The normally busy port is filled almost beyond capacity with ships of all sizes. Dockhands mill about transferring cargo on and off vessels. Some ships fly flags from countries as far away as Keoland. A few fly the Sun and Nightingales of Ahlissa. Many are Onnwalion naval vessels belonging to the Kildeer Squadron of Sea Eagle Degan Corlennid.

Criers move through the throngs of people, belting out sing-song verse advertising jobs. Most seem to be for menial labour but there is one cry which sounds far more interesting than the rest:

"The Sea Eagle seeks some nest mates / claws and beaks sharp / fame and fortune for the best waits / to sweep a chimney dark"

The Crier's words do move some to enquire. Those who do are directed to a dockside office whose door is flanked by well-armed Onnwalion sailors.

Most of the operations being undertaken at the docks are a sham. They are meant to throw off any potential Brotherhood spies into thinking a major effort is underway to potentially retake Scant or attack Brotherhood positions on the Tilvanot Peninsula. The majority of workers have no idea what is truly occurring and are encouraged not to ask questions – the pay, and widespread paranoia about Brotherhood agents, is enough to keep them silent. A successful DC 20 Sense Motive check, provides a hunch there is some trickery afoot and all is not what it seems. PCs can observe that legitimate transfer of cargo and other routine dock business is going on.

Development: Should the PCs decide to investigate by entering the guarded dockside office, proceed to Encounter 1: The Assignment. Otherwise, the PCs are free to wander around Kildeer. If the PCs cause a disturbance, they are brought to the dockside office and forced to participate. If the PCs refuse to investigate the task the Crier advertised or the dockside office, the module is over.

Encounter 1: The Assignment

Read aloud or paraphrase the following:

The dockside office would not be worth noting except for the presence of the armed guards. These men are alert, heavily armed, but wearing leather armor typical to the Navy. On either side of the door, attached to the wall, are large brass bells.

If any PC approaches the guards via stealth, allow the guards opposed Spot and Listen checks (+ [6+APL] to each) versus the PC(s) Hide and Move Silently. The building is on the end of a pier, making only the entrance side normally approachable. Stationed in the water are two skiffs with two Navy sailors each. These sailors are especially watchful (+ [11+APL] to Spot and Listen checks) and are armed with cutlasses and longswords. From land or the pier, spotting the dinghies requires a DC 20 Spot check.

Should the guards detect a PC approaching by stealth, they immediately raise the alarm by the bells. The sailors in the skiffs have handbells.

The guards greet PCs openly approaching in polite fashion. If the PCs mention their interest in the Crier's employment proposition, they are shown inside by one of the guards.

Read aloud or paraphrase the following:

The interior of the dockhouse is well lit. Worn but comfortable furniture placed around a thick cable rug takes up most of the space. Seated at a table covered in charts and papers is Sea Eagle Degan Corlennd, Commander of the Squadron of Kildeer – half of the entire Free State Navy. Standing nearby, having risen from his seat upon your entry is a second man. This man is a tall, slender Suel dressed in seafarer fashion. He walks to a nearby sideboard and pours out two glasses of wine and brings them back to the table. When he sits, he stares at you over his glass.

Corlennd pushes back his chair and stands, having not taken a drink from the glass before him.

"Welcome, patriots! You have come at the beckon of my Crier. I am pleased. You may very well help shape the future of Onnwal with your actions," he pauses. "Yes, I'm sure you've all heard such things as that before."

"Please sit," Corlennd motions to a series of chairs and stools near the table. "Sit and listen to my offer. I'm sure it is one you'll find hard to resist, being the true patriots of Onnwal I see you must be!"

Once the PCs are seated, Degan Corlennd continues.

"First, let me introduce you to Thracher Keel, captain of the Keoish frigate Le Ramier. Captain Keel has graciously offered the services of his ship and crew for the mission and is an emissary from the Lion Throne."

Captain Keel slowly stands to his feet and bows deeply. He sits back down and takes a genteel sip from his wine glass.

"The Kingdom of Keoland has undergone some significant changes of late. While I know this is a distant country, the Lion Throne has held the Sheldomar Valley for centuries and continues to struggle against brutal enemies, including the Scarlet Sign. Our country and the lands of the Lion Throne share common problems and common foes. The new rulers of Keoland, the House of Neheli, wish to legitimize their rise to power by reaching out to new potential allies. The Szek has seen this as an opportunity to gain new support against the Brotherhood. The Lion Throne has promised the Szek support in goods and foodstuffs, something we badly need. These wares have been transported to the port of Hardby and await transport here to Kildeer. Some have already arrived. You are to accompany Captain Keel to Hardby to see the final shipment is loaded and safely transported back here to Kildeer."

Most of what the Sea Eagle has told the PCs is a lie. He has practiced this lie extensively with the help of "Captain Keel" who is actually Rakehell Chert, leader of the Wreckers. Both men are wearing *rings of mind shielding*. Chert has on a *hat of disguise* and has applied makeup and practiced mannerisms as only a master of disguise such as he can. Detecting the Sea Eagle's lies requires a DC 35 Sense Motive check. Penetrating Chert's disguise requires a DC 40 Spot check. Additionally, magical detections on "Captain Keel" show no auras and divination spells provide only information relevant to the persona of Captain Keel.

Most of the PCs' questions are met with non-answers. Specifics on the upcoming mission are to be discussed en route. Should the subject of payment be broached, Degan is perturbed but understands there are some who do not find patriotism its own reward. He promises the PCs will be well compensated on the successful completion of their mission.

Captain Keel, if asked, says he is originally from Gradsul in Keoland (hence his accent). He joined the Keoish Royal Navy as a young man as an apprentice to a pilot.

Development: Should PCs penetrate Chert's disguise or discover Sea Eagle Corlennd is lying and

decide on a confrontation, Degan assures them everything he is doing is for the good of Onnwal and the Resistance. Penetrating Chert's disguise merely tells the PCs the man before them is disguised. Most have no idea the true appearance of Rakehell Chert. "Captain Keel" explains his disguise is a protection from the potential prying eyes of the Brotherhood. This is an absolutely true, if incomplete, statement. Degan has no negative reaction to the revelation of "Captain Keel" using a disguise.

Provided the PCs accept the mission, they are told to report to the frigate *Le Ramier* in two bells (hours), giving them time to make any last minute purchases in Kildeer. Kildeer is a large town with a gp limit of 3,000 gp. Sea Eagle Corlennd does explain no medium or large animals are permitted on the ship unless they are brought aboard in cages. Cages may be purchased in Kildeer at 50 gold pieces for a medium-size and 75 gold pieces for a large. The cages weigh 100 lbs. and 200 lbs., respectively.

Proceed to Encounter 2: The Revelation.

Encounter 2: The Revelation

Read aloud or paraphrase the following:

The frigate Le Ramier sits high in the water next to the dock, making the angle of the gangplank quite steep. The ship is sleek, long, with an aftcastle, two main masts and a foresail. The construction and lines suggest a ship made more for war than hauling cargo. The deck crews are busy preparing the ship to get underway. Captain Keel stands near the helm on the quarterdeck, watching his men scuttle about their tasks while a jack near him barks out orders.

The sailors are a mix of racial types, nearly all human of Suel/Oeridian mixture – something common to both Onnwal and Keoland. A DC 15 Knowledge (Local – Sheldomar Valley) check, or DC 20 Knowledge (Core) check, indicates the uniforms worn by the sailors are Keoish naval uniforms. The ship itself is not dressed, that is there are no flags of the Kingdom of Keoland flying from its mastheads.

Read the following after the PCs board the ship:

A jack near the gangplank sees you board and immediately calls out to the quarterdeck.

"Captain! Visitors on deck!"

"Very well, sailor! Permission granted for you to come aboard!" Captain Keel shouts back over the din of the sailors. "Please join me on the quarterdeck."

Captain Keel turns to his First Officer. "Please see to it, Commander Eddins, that their gear and cargo are properly stowed and that their quarters have been prepared."

"Aye, aye, sir!"

Captain Keel turns back to your party.

"I'm sure you are full of questions. Once we are at sea and the ship has been thoroughly searched, we will discuss the mission in fuller detail. I also assure you I have the full support of your Szek in this matter."

Captain Keel produces a document from his waistcoat.

"Please, feel free to examine this at your leisure. We make sail shortly. Meet me in my stateroom in one hour. You are dismissed."

Captain Keel turns back to the task of getting his ship underway – obviously terminating any further conversation.

The document is a piece of vellum, heavily embossed, bearing the official seal of the Szek. The document empowers Captain Keel to carry out a mission of great importance to the Free State of Onnwal. There are no other details. Any Forgery check shows the document to be genuine.

The PCs are free to move about the ship but are encouraged to go to their cabins just below the quarterdeck (aft castle). All their gear (and animals) has been safely stowed and the cabins adequately appointed.

Shortly after their meeting on the quarterdeck, the ship gets underway. Not long after the ship clears Kildeer's harbor, a team of Onnwalon sailors, led by Commander Eddins, sweep the ship from bow to stern. Several sailors hold glowing rods, banishing all shadow in their wake. One sailor holds forth a glowing wand, slowly scanning the area before him before moving forward. Every nook and cranny is checked.

Any PC who is *invisible*, *ethereal*, or otherwise concealed is found such is the thoroughness and relentlessness of the search party. Even extradimensional spaces are located, though their contents are not immediately discernable by the search team. The PCs are questioned about all extradimensional spaces found and asked to empty out their contents.

Development: Whether or not the PCs have a *bag of holding*, one is found amongst their possessions. The *bag* and the PCs are taken on deck.

Read the following:

The search team accompanies your party to the main deck. Captain Keel is on the quarterdeck, a jack at the helm. Commander Eddins is the first to speak.

"Sir, what you suspected has been found. Ensign Vioget has indicated to me this bag contains an extradimensional space. Our guests claim no knowledge of this item. Orders, sir?"

A broad smile develops on Keel's face. "Ensign Vioget, good work! Please, place Commander Eddins under arrest and **SECURE THAT BAG!**"

A scowl instantly crosses Eddins' face. He roars in anger and flings open the bag before Vioget can act. Armed men in scarlet tumble forth!

APL 4 (EL 6)

☛ Brotherhood Thug Monks (3): hp 19 each; see Appendix 1.

☛ Brotherhood Thug Warmage: hp 12; see Appendix 1.

APL 6 (EL 8)

☛ Brotherhood Thug Monks (3): hp 34 each; see Appendix 2.

☛ Brotherhood Thug Warmage: hp 22; see Appendix 2.

APL 8 (EL 10)

☛ Brotherhood Thug Monks (3): hp 49 each; see Appendix 3.

☛ Brotherhood Thug Warmage: hp 32; see Appendix 3.

APL 10 (EL 12)

☛ Brotherhood Thug Monks (3): hp 64 each; see Appendix 4.

☛ Brotherhood Thug Warmage: hp 42; see Appendix 4.

APL 12 (EL 14)

☛ Brotherhood Thug Monks (3): hp 78 each; see Appendix 5.

☛ Brotherhood Thug Warmage: hp 52; see Appendix 5.

Tactics: The monks and warmage (see *Complete Arcane* for complete details on the Warmage base class) have all been *reduced*, per the spell *reduce person*. This provides them with +2 bonus to AC (+1 Dex, +1 size) and a -1 to hit and damage. The spell has also reduced their weapons as well, but any ranged attacks do normal damage, as the weapon or projectile returns to

normal size after leaving the *reduced* person. On the first round of combat, the monks consume *potions of enlarge person*, countering and dispelling the effects of the *reduce person* spell. The monks have the potion in hand when they exit the *bag of holding*. The warmage also has a *potion of enlarge person*, but his decision to use it to return to normal size has been left to his discretion. In addition to the *reduce person* spell, all of the Brotherhood combatants have had *extended greater mage armor* (see DM Aid 3) cast upon them.

The goal of the Brotherhood thugs is to destroy the ship and her crew. See pages 46-48 of the *Arms and Equipment Guide* for the effects of damage and repair on ships. The statistics for *Le Ramier* are included in the encounter appendices.

During the combat, Commander Eddins struggles with crewman and Ensign Vioget in a separate combat. Eddins screams about the imminent formation of a new Suel Imperium and other Brotherhood propaganda. Should any PC wish to join that combat they may do so. The combined efforts of the sailors and Ensign Vioget are enough to bring Eddins under control in $1d4 + (APL \times 0.5)$ rounds. Subtract $1 + (APL \times 0.25)$ round(s) for each PC assisting.

☛ **Sailor (20):** hp 19 each; see Appendices 1 through 5.

☛ **Commander Eddins:** hp 46; see Appendices 1 through 5.

Should portions of the ship catch fire, add 1 round to the subdual of Commander Eddins as sailors rush to fight the fire. This penalty can be negated by certain PC actions, such as *create water*, *quench*, etcetera.

Around the masts of the ship are belaying pins. These act as clubs but suffer the -4 improvised weapon non-proficiency penalty. The sailors are well versed in their use and do not suffer this penalty nor do PCs with ranks in Profession (sailor).

Development: Captain Keel suspected his First Officer of being a Brotherhood spy and provided him the opportunity to uncover himself by having him arrange for the disposition of the PCs' goods. Keel had their goods inspected prior to sending Eddins on his task so knew the *bag of holding* had been placed by him.

After the battle, the bodies of the slain are gathered and the possessions of the Brotherhood thugs are piled together. Captain Keel provides the PCs the opportunity to take whatever they want from the thug's possessions as a reward for helping to save his ship.

A DC 20 Search check allows PCs searching near the discarded *bag of holding* to find an unusual necklace. This is a *necklace of adaptation* the Brotherhood thugs shared while in the bag.

Encounter 3: The Mission

If Commander Eddins was subdued and captured, read the following:

Captain Keel approaches his subdued former First Officer.

"I've suspected you for some time now, Eddins. You were sloppy in your exuberance to serve your evil masters. For this you shall pay. While I am the justice on this ship, I think it better to send you back to Kildeer. The Onnwalons really know how to treat Brotherhood spies and saboteurs."

Keel spits in Eddins' face.

"Ensign Vioget! You are hereby given a field promotion to Lieutenant and will serve as my First Officer on this voyage. Should you prove worthy, I'll discuss this promotion with the Admiralty."

"Sir! Aye, Sir! Thank you, sir!" Vioget responds warmly.

"As for this trash," Keel points to Eddins, "Arrange a detail, take one of our boats, and deliver him to Sea Eagle Corlennnd. Our mission is such we shall not be here for the detail to return."

"Aye, aye, Sir!"

Captain Keel shouts orders for repairs and to get the ship back underway. He then turns to you.

"You will join me in my cabin. It is now time to tell you of our real mission."

If Commander Eddins was killed, read the following:

Captain Keel inspects the corpse of his former First Officer. He removes a jeweled dagger from his belt, flips the carcass over, and makes a neat incision in the neck. Out wriggles a disgusting worm-like creature, obviously half-dead. It plops to the deck. Captain Keel grinds it under his boot heel.

Keel spits on Eddins' corpse.

"Ensign Vioget! You are hereby given a field promotion to Lieutenant and will serve as my First Officer on this voyage. Should you prove worthy, I'll discuss this promotion with the Admiralty."

"Sir! Aye, Sir! Thank you, sir!" Vioget responds warmly.

"Throw this carcass overboard. Let the sharks have at him."

"Aye, aye, Sir!"

Captain Keel shouts orders for repairs and to get the ship back underway. He then turns to you.

"You will join me in my cabin. It is now time to tell you of our real mission."

PCs that do not join Captain Keel in his quarters (aft castle) simply miss out on his mission briefing.

Read the following:

Within the moderately appointed cabin is a table surrounded by stools. Captain Keel is unrolling a chart upon the table and holds it down with a stone paperweight.

"Come sit or stand, matters not to me. This," he points to the chart, "is a map of Onnwal and the surrounding seas. We are not going to Hardby, but instead are sailing around Norland Point, across the Sea of Gearnat, to a point some ten miles from the coast of Cape Obelstone. There your party will disembark aboard a launch and carefully row your way to our objective: Obelstone Keep."

"The Szek himself has authorized this mission. Sea Eagle Corlennnd recruited me for this mission to throw off Brotherhood suspicion. Seems we attracted some anyway!" Keel smiles coldly.

"You are to infiltrate Obelstone Keep, using the only known way in, besides the front door, the sea entrance. Once inside, your goal is to find a way to destabilize the keep to facilitate an Onnwalish storming of the castle, and learn all you can about what the Brotherhood is doing inside the Keep and sabotage their efforts. The Szek wants this keep taken and secured to use as a staging point for the liberation of Scant."

"Make no mistake; this is a dangerous and difficult mission. The stakes are high. I've heard plenty of awful rumors about the place. Supposedly full of dark magic. Reports from those who escaped recently suggest it a place of unholy experimentation."

"Any questions?"

Captain Keel has the following potential responses to questions:

- Captain Keel suggests the PCs disguise themselves as slavers. He does have some suitable attire and trappings and a disguise kit. He explains the disguise kit (actually a posh makeup case) was left behind by a Keoish noblewoman (Daniella Fontaine) who once

graced his ship. Most slavers, he says, are typically Hochebi (hobgoblins).

- The entrance is at the base of the “sea-stack”, a pillar of rock jutting hundreds of feet out of the sea, free of the mainland. Atop the sea-stack is a castle built centuries ago by the Aerdi. A DC 25 Knowledge (History) check recalls the castle once held the Aerie, a slang name for the Transcendent Convocation of the Wielders of the Wind and Wave, a group of air and water elementalists.
- The castle is currently the headquarters of the Brotherhood’s Office of Sorcery in Onnwal.
- Reports from the few to escape Obelstone report of dread experiments and strange warping of time and space within the tower.
- Captain Keel will keep his ship moored for as long as it is safe or until five days have passed. After that, the ship’s remaining provisions force him to return to Kildeer. He cautions, however, that he has no idea, due to the rumors he’s been told, how time may flow inside the Keep.
- If asked, Keel provides each PC with an *elixir of swimming* and a *potion of water breathing*.
- Any booty they acquire within the Keep does not have to be shared with Keel or his crew. Keel says he’s being well compensated for his efforts.

If the PCs, for whatever reason, balk at the mission and refuse to go, Keel’s attitude changes significantly. He warns them they risk the certain ire of the Szek. He refuses to return to port, instead saying he and some of his men will perform the mission instead. Should the PCs not reconsider, go to Conclusion A.

Le Ramier reaches the mission debarkation point on the night of the third day at sea. Captain Keel has informed the PCs of their anticipated arrival time so they may begin their infiltration fully rested.

Once the PCs are ready, continue to Encounter 4.

Encounter 4: Voyage to Obelstone

Read the following:

The launch is lowered into the sea. The only items in the launch are oars and a tiller. A rope ladder is lowered over the side of the Le Ramier down to the water.

“The Gods speed you!” Captain Keel proclaims. Many of the sailors raise weapons in salute.

The launch awaits.

A sailor from the *Le Ramier* accompanies the PCs in the launch to pilot the boat. The launch is 15 feet long and 10 feet wide at the beam. A party of six PCs (plus the pilot) can just squeeze into the craft and do take all penalties associated with squeezing (see *Player’s Handbook* page 148). The launch requires a minimum of three people to operate effectively: one on the tiller and one on each oar. The sailor fills the tiller spot and provides assistance to those on the oars. As for navigation, a DC 15 Survival check is required to keep from becoming lost. Unless PCs have some other means, navigation is primarily using the stars as a guide, as neither moon is in the sky. The Survival check may be performed cooperatively. Any PC with 5 or more ranks in Survival makes the check automatically, as they know where true north lies in relation to themselves. PCs with 5 or more ranks in Knowledge (geography) receive a +2 synergy bonus on this Survival check.

Moving on an intersecting course toward the base of the sea-stack is a hochebi keelboat (under sail) containing slaves (experimental specimens) for Obelstone Keep. Most of the slaves are unconscious but a few are awake and bemoaning their lot in life. Two hochebi soldiers are stationed as lookouts on the keelboat. The hochebi crew carries out their tasks in disciplined silence under the watchful eye of their leader, Grunshlik.

The following assumes the PCs are taking precautions not to be seen (no visible light sources). Halfway to the base of the sea-stack, allow PCs to make Spot and Listen checks. The check DCs are as follows and include several potential modifiers:

- The initial Spot check occurs when the PCs are 60 feet away from the potential encounter unless a Listen check (by either side) prompts attention beforehand.
- The base Listen check DC is 0 for the PCs to hear the moaning slaves. The highest check made by the PCs determines at what distance the noise was heard, e.g., a DC of 10 indicates the noise was heard from 100 feet away.

- The base Listen check DC is 10 for the hochebi lookouts to hear the sound of the launch being rowed through the water. As above, the higher the check, the farther away the hochebi heard the sound. If the PCs are under the effects of a *silence* spell or effect, the hochebi cannot make this check.
- In the dark, humans are effectively blind. Base Spot check is DC 20 plus distance modifier.
- Creatures with low-light vision are considered under shadowy illumination and have a base Spot check DC of 10 plus distance modifier.
- Creatures with darkvision have a base Spot check DC of 0 plus distance modifier but past the limit of the creature's darkvision, the DC is 20 plus distance modifier.
- Feel free to apply penalties to Spot and Listen checks of -5 for those PCs who are distracted, e.g., rowing the launch, piloting the launch, or not specifically designated as a lookout.

The hochebi lookouts on the keelboat also make Spot and Listen checks with the same modifiers as the PCs except they are not distracted. At APL 4, three hochebi warriors are on lookout. At APLs 6-12, the hochebi cleric, sorcerer, and one fighter are acting as lookouts. A lookout hearing or seeing anything unexpected (and another vessel approaching the pillar is unexpected) silently notifies the rest of the hochebi crew using hand signals.

The Listen and Spot checks determine the encounter distance. A successful Listen check trumps a successful Spot check (the keelboat/launch may be heard typically before it may be seen).

Should neither side notice the other, the hochebi vessel arrives at the sea-stack prior to the PCs' launch. In this situation, go to Encounter 5.

APL 4 (EL 6)

- ☛ **Hobgoblin Warriors (10):** hp 9 each; see Appendix 1.

APL 6 (EL 8)

- ☛ **Hobgoblin Fighter (8):** hp 12 each; see Appendix 2.
- ☛ **Hobgoblin Cleric:** hp 24; see Appendix 2.
- ☛ **Hobgoblin Sorcerer:** hp 19; see Appendix 2.

APL 8 (EL 10)

- ☛ **Hobgoblin Fighter (8):** hp 28 each; see Appendix 3.
- ☛ **Hobgoblin Cleric:** hp 38; see Appendix 3.
- ☛ **Hobgoblin Sorcerer:** hp 31; see Appendix 3.

APL 10 (EL 12)

- ☛ **Hobgoblin Fighter (8):** hp 49 each; see Appendix 4.
- ☛ **Hobgoblin Cleric:** hp 52; see Appendix 4.
- ☛ **Hobgoblin Sorcerer:** hp 43; see Appendix 4.

APL 12 (EL 14)

- ☛ **Hobgoblin Fighter (8):** hp 67 each; see Appendix 5.
- ☛ **Hobgoblin Cleric:** hp 66; see Appendix 5.
- ☛ **Hobgoblin Sorcerer:** hp 55; see Appendix 5.

Tactics: Upon hearing, seeing, or being attacked by the PCs, the hochebi warriors take up defensive positions (+4 cover bonus to AC) on the keelboat and launch coordinated volleys of arrows. The keelboat's course is locked off to be initially parallel with the PC's launch. This takes a full-round action by one hochebi fighter. The keelboat continues forward at a speed of 10 feet per round. The hochebi cleric, if present, initially acts offensively, and then concentrates on healing the fighters when appropriate and necessary. The hochebi sorcerer concentrates on doing as much damage to the opposing side as possible, even trying to deny them their current mode of transportation. The ten slaves aboard the keelboat awake and huddle in one corner of their cage, sobbing and wailing. Each round of combat requires the sailor in the launch to make a Profession (sailor) check DC 5 to maintain control of the launch. Depending upon the situation, the DC may be higher. The tables below provide DCs and the potential results of failed control checks. For more information on vehicle combat see pages 44-48 of the *Arms and Equipment Guide*.

TABLE 1 VEHICLE CONTROL DCs

Task	DC
Sail in light seas	5
Sail in moderate seas	15
Sail in heavy seas	25
Less than full crew	10
Less than half crew	20
Less than one-quarter crew	30

TABLE 2 FAILED CONTROL CHECK (1-4 POINTS)

d6	Result
1	Vehicle can't move this round
2-4	Vehicle moves at half speed this round
5-6	Vehicle is considered one maneuverability rating worse this round

TABLE 3 FAILED CONTROL CHECK (5+ POINTS)

d6	Result
1	Vehicle can't move until repairs are made
2	Vehicle turns as often as it can, in a random direction each time, at last round's speed
3	Vehicle must turn left as soon as possible; thereafter functions normally
4	Vehicle must turn right as soon as possible; thereafter functions normally
5	Vehicle drives straight ahead at maximum speed
6	Vehicle can't move this round

Development: Should hostilities break out, overcoming the hochebi is of paramount importance, lest their mission be foiled before it begins.

In addition to the slaves, hochebi personal effects, and provisions, a chest may be found on a successful (DC 11 + APL) Search check of the keelboat. At low APLs the chest is merely tucked out of the way but in the open, but at higher APLs the chest is hidden in increasingly clever secret compartments. The chest contains a contract, signed, counter-signed, and sealed for the delivery of a set quantity of slaves (10) to Obelstone Keep and a key to the keelboat's slave pen. The contract specifies the slaves must arrive in good condition. Furthermore, for each slave less than ten delivered, substantially penalties accrue, ultimately resulting in the hochebi owing money if no slaves are delivered. The contract is signed by a hochebi named Grunshlik, someone named Kelkal Nool, and counter-signed by Keshkal Sessek Tesh. The writing and language of the contract are neat and precise. The paper is unusual and the wax seal complicated. Forging an entirely new document would be exceedingly difficult, requiring a DC 30 Forgery check and take at least 2 hours. Changing of the contract codicils requires a DC 20 Forgery check, and takes 30 minutes. Should either of these actions be taken, the Judge should make the Forgery check in secret. Either way, the seal on the document is magical. *Detect magic* finds two faint magical auras. A DC 17 Spellcraft check, indicates the auras are both illusion magic. The seal is enchanted with *magic mouth* spells to allow Grunshlik to open the outer door to the Prison and bypass the

forbiddance barrier (the slaves are not necessarily lawful evil). When presented to the door, the *magic mouth* speaks a password, which temporarily disables the trap and unlocks the door. Likewise, when presented before the *forbiddance* barrier, the second *magic mouth* activates, speaking the password.

A DC 15 Knowledge (Local-Splintered Suns) check, or a DC 15 Bardic Knowledge check, allows a PC to recognize the name Sessek Tesh. Tesh is the sadistic and zealous Scarlet Brotherhood official in charge of Obelstone Keep. He has earned the nickname "The Butcher" by supporters of the Free State who have attempted to kill him twice. A DC 20 Knowledge (Local-Splintered Suns) check, or a DC 20 Bardic Knowledge check, allows a PC to recognize the name Kelkal Nool. Kelkal is a title, meaning Senior Sorcerer. Nool, stories say, is in charge of all magical research at Obelstone.

The PCs must decide what to do with the slaves. They beg for release from their cage and several could use medical care. The lock on the cage is of average quality, requiring a DC 25 Open Lock check, to open. A key for this lock may be found in the chest with the contract.

Convincing the slaves to remain as such may be difficult. Initially the slaves are Indifferent to the PCs (the PCs may be pirates and not saviors). The following are potential situational modifiers:

- Opening the cage provides a +5 bonus to any Diplomacy check.
- Convincing the slaves the PCs mean no harm (by displaying good-aligned holy symbols or other such accoutrements, tending to sick slaves, feeding, etc.) provides a +3 bonus to any Diplomacy check.
- Providing truthful detail of the PCs' mission and appealing to their patriotism and/or nationalism provides a +2 bonus to any Diplomacy check.
- Swearing a personal oath to deliver the slaves to safety (even at the conclusion of the PCs' mission) provides a +2 bonus to any Diplomacy check.
- Swearing an oath to a deity to deliver the slaves to safety (even at the conclusion of the PCs' mission) provides a +4 bonus to any Diplomacy check. Note this bonus supersedes the personal oath bonus.
- Suggesting the slaves need to continue in their current situation (even if for the good of the mission) incurs a -5 penalty to any Diplomacy check.

- Use of harmful magics on the slaves incurs a -5 penalty to any Diplomacy check.

In order for the slaves to fully cooperate, their attitude must be shifted from Indifferent to Helpful, requiring a DC 30 Diplomacy (or Charisma) check. PCs may assist a lead but only if they personally made efforts that resulted in bonuses being applied.

Should the PCs wish to disguise themselves as hochebi (or already had based upon Captain Keel's recommendation), using the clothing, armor, weapons, and personal effects of the dead hochebi crew in the disguise provides a +2 circumstance bonus. In most cases this offsets the -2 check modifier for disguising as a different race.

Encounter 5: The Prison

The following encounter assumes the PCs have disguised themselves as hochebi slavers.

Read aloud or paraphrase the following:

Obelstone Keep is barely visible as a dark foreboding shadow atop the massive gray sea-stack. At the base of the sea-stack is a well-maintained wooden dock. The dock has several different levels, undoubtedly to accommodate the different sizes of ships that dock here.

If the PCs did NOT meet the hochebi slavers in Encounter 4, read the following in addition:

A keelship is already berthed at the dock. A few figures move about the deck and faint moaning and wailing is just audible above the susurrus of the sea.

The hochebi are busy preparing the slaves for debarkation. Given their proximity to the sea-stack, none are on watch. All hochebi receive a -5 penalty to Spot and Listen for being distracted. Should the PCs decide to strike now, the combat is identical to that described in Encounter 4. Should the combat go poorly for the hochebi, one of their number attempts to enter the sea-stack to alert the Keep. This, while tactically a sound decision, fails as the way is magically barred and only Grunshlik has the contract with the *magic mouth* spell seal.

The chest containing the slave contract and slave pen key is in Grunshlik's possession at this time and may be found on his body.

If the PCs have met and defeated the hochebi slavers, they may approach and dock normally.

Read the following:

The dock leads to an outcropping of rock and sand surrounding the sea-stack. A great iron door seals a cave entrance. This appears to be recent construction. There even seems to be evidence that the sea once flowed into the cave opening, but this too, has been altered.

Within the iron door is a smaller door, off to the right side.

Both doors are locked and trapped. The larger door slides upwards into the rock through a groove and the smaller door recesses slightly, and then slides to the right.

All APLs

🔒 **Great Iron Cave Door:** 2 in. thick; hardness 10; hp 60; AC 3; Break DC 35; Open DC 25.

🔒 **Inner Iron Cave Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 28; Open DC 25.

APL 4

🔪 **Fireburst Trap:** CR 3; magic device; touch trigger (alarm), automatic reset; *fireburst** 3rd-level wizard, 3d8 fire to all within 5-foot from door, DC 16 Reflex save half damage; Search DC 27; Disable Device 27; Bypass using slaver contract magic seal. *see DM Aid 3.

APL 6

🔪 **Glyph of Warding (Blast):** CR 4; spell; spell trigger; automatic reset; *glyph of warding* (blast) 10th-level cleric, 5d8 sonic to all within 5-foot from door, DC 18 Reflex save half damage; Search DC 28; Disable Device DC 28; Bypass using slaver contract magic seal.

APL 8

🔪 **Bestow Curse Trap:** CR 5; magic device; touch trigger (alarm); automatic reset; *bestow curse*, 9th-level wizard, -6 decrease to Constitution, DC 19 Will save negates; Search DC 29; Disable Device DC 29; Bypass using slaver contract magic seal.

APL 10

🔪 **Baleful Polymorph Trap:** CR 6; magic device; touch trigger (*alarm*); automatic reset; *baleful polymorph*, 12th-level wizard, turned into a lizard, DC 20 Fortitude save negates (Will save also DC 20); Search DC 30; Disable Device DC 30; Bypass using slaver contract magic seal.

APL 12

↗ *Flesh to Stone* Trap: CR 7; magic device; touch trigger (*alarm*); automatic reset; *flesh to stone*, turned to stone, DC 21 Fortitude save negates; Search DC 31; Disable Device DC 31; Bypass using slaver contract magical seal.

Area P1 – Sea Cave

Once the PCs are through the door, read the following (the text assumes the PCs can see by some means):

Beyond the great iron door is a large cavern. The central portion of the cavern holds a brackish pool. A 10-foot wide ledge leads from the small inset cave door to a beach on the far side of the cavern illuminated by light spilling from a tunnel opening. A small dock juts out from the beach and a launch is moored at the dock.

The brackish water does not contain anything dangerous but those PCs insisting on being inquisitive may make a DC 20 Spot check, to notice things swimming beneath the surface. Said things vanish quickly into the murk when noticed, but certainly give the impression of being endowed with too many fins/eyes/tentacles/etc.

The launch tied to the dock is identical (statistics-wise) to the PCs launch, but it is not in as good repair. Barnacles encrust portions of the hull and some dried kelp resides in the interior, draped over rowing bench.

No tracks are visible on the beach. The sand, oddly, has been neatly combed. A sand rake lies to the side of the lit tunnel opening.

Area P2 – Entry Corridor



FIGURE 1 DANGER
RUNE

The corridor leading away from the tunnel opening shows recent signs of construction, mainly widening. The corridor is brightly lit by hanging globes of light near the ceiling. Some 30 feet in, the corridor widens then narrows again, continuing around a bend and out of sight.

The entrance to the corridor has had its sentry traps improved. A *forbiddance* now covers the

entryway. The combination Flanaessi rune for “deadly danger/warning” (see Figure 1) is painted on either side of the opening. A DC 10 Knowledge (arcana) check, or DC 15 Decipher Script check, identifies the rune. The *forbiddance* is keyed to lawful evil creatures and those who do not speak the password and are not lawful evil risk a nasty jolt of unholy power. Fortunately, the slave contract’s *magic mouth* seal also stores the password for this barrier. When presented, the *magic mouth* speaks the password and the barrier drops for 10 minutes. Remembering the password requires an DC 15 Intelligence check.

As a *forbiddance* is not a trap, it cannot be disarmed. PCs of lawful neutral and lawful good alignments must succeed at a DC 19 Will save (APLs 4 through 8) or DC 21 Will save (APLs 10 and 12) or take 6d6 points of damage. PCs of chaotic neutral, chaotic good, neutral good or neutral alignment must succeed at a DC 19 Will save (APLs 4 through 8) or DC 21 Will save (APLs 10 and 12) or receive 12d6 points of damage. This effect may be suppressed by *dispel magic* cast against a 15th-level caster (DC 26). The *forbiddance* barrier seals the area beyond to intrusion by any type of planar travel, including teleportation spells and effects, *plane shifting*, astral travel, ethereal travel (e.g. *blink*, *ethereal jaunt*, etc.), and all *summoning* spells. This includes access to extradimensional spaces, such as *bags of holding*, *Heward’s handy haversacks*, and *quivers of Ehlonna*.

Should a PC step through and set off the *forbiddance*, a voice from down the passageway admonishes them to “Be careful” in a patronizing and bored tone of voice.

Read the following once the PCs are past the *forbiddance* barrier:

The tunnel widens into a foyer of sorts. Sturdy-looking stone benches and chairs are against the walls and a large coarse rug covers the center floor. A tunnel leads out from the foyer, going deeper into the prison, but the way is barred by a portcullis. There is a lever in the wall near the barred opening, presumably to open the portcullis. No sound comes from that direction. There are two other exits from the chamber, on to the left, and another to the right of the tunnel from the sea cave. A tired, annoyed voice issues from the left tunnel,

“Are you going to stand around gaping? Get in here! We have business. The pens are empty and Kel Nool demands subjects!”

Area P3 – Admissions Desk

Read aloud or paraphrase the following:

Sitting behind a carved stone desk is a scrawny human male. His head is shaved and half-moon spectacles perch upon the bridge of his nose. The man is young, perhaps in his late teens, early twenties. He is busy scratching out text and numbers onto a roll of parchment, frequently darting his quill into an inkwell. Elsewhere on his desk is an abacus, several rolls of parchment, and a hand bell.

The desk is 10-feet wide and made of stone (hardness 8; hp 60). A casual inspection suggests it was grown out of the stone floor.

☛ **Keshfon Felban Kalish:** male human Exp3 (Appraise +8, Bluff +1, Decipher Script +7, Diplomacy +8, Forgery +6, Intimidate +5, Knowledge (local-Splintered Suns) +7, Knowledge (nobility) +5, Profession (bureaucrat) +7, Sense Motive +8, Spot +8).

Junior Steward Felban does not look up as the PCs approach, provided they make some attempt to act/sound like hobgoblins. He expects his paperwork to be interrupted by the arrival of the hochebi ship and their slave cargo.

Once the PCs do interact with Felban, allow him a chance to see through their disguises. If he does so, he tries to keep his shock and surprise from showing on his face, but he's not a good bluffer. If any of the PCs have thrall marks, Felban may recognize them if he's penetrated the disguise. Should the disguise fool him, he asks for the contract, looks it over, and then asks for the merchandise to be brought in for inspection prior to their incarceration.

Felban, whatever the situation, should be treated as Hostile with respect to Diplomacy checks. He is more apt to respond to intimidation. Should he be threatened with imminent physical violence, he attempts to grab the hand bell and ring it in hopes of alerting the guards in Area P4. If Felban should ring the bell, the guards from Area P4 arrive in 1d4+5 rounds. They do not bring Drudge.

Felban is a minor functionary. This is his first position of importance after his apprenticeship. He is aware of recent events involving the out-of-control experiment and the deaths. While (or perhaps because) he believes the tenets of the Scarlet Brotherhood, he realizes his life is essentially forfeit.

- A DC 20 Diplomacy check shifting him to Unfriendly convinces him his death is not imminent if it is suggested he provide some

assistance. Felban sneers and tells the PCs they'll never survive what lies inside the Keep. A DC 25 Diplomacy check, shifts him to Indifferent. Nothing the PCs say can push him past this attitude – he knows who his enemy is and how they treat the Brotherhood they encounter.

- At Unfriendly, Felban tells the PCs they may access other areas via the lift just down and to the right from his office. He is holding back, but this requires a Sense Motive check opposed to his Bluff to determine.
- At Indifferent, Felban relays the above but boasts that the lift guardians will make them pay for their temerity. He is holding back, but this requires a Sense Motive check opposed to his Bluff to determine.
- Felban, if successfully intimidated (DC = 1d20+4), gives up what he's been holding back: the PCs need his amulet to get past the barrier (gateway), which allows entry into the main portions of the complex.
- When discussing the interior of the castle and sea-stack, Felban rarely uses terms like "upstairs", "up", "down", etc. He refers to his current location as the Prison and Dock, but does not think of it as being at the bottom of the complex.
- If asked for directions to any particular place, Felban laughs. He says, *"You'll have to feel your way around, filth!"*
- If asked about Kelkal Nool, Felban laughs derisively at the PCs and tells them they'd best be gone before they meet him. A DC 15 Sense Motive check, indicates Felban is truly afraid of Kelkal Nool. If pushed further, with a successful DC 1d20+4 Intimidate check, Felban says Kelkal Nool, while not technically his superior (Keshkal Sessek Tesh is his superior), is the chief of magical research within Obelstone Keep and has as much power as Keshkal Tesh.

On his person, Felban has two things of note: a brass key and a red-gold amulet/medallion hanging from a silk cord around his neck. The medallion is tucked under his tunic and the key is hidden in a leather armband, requiring a DC 15 Search check, to locate. The key opens the locked, trapped bottom right-hand drawer in his desk. In some cases, while the trigger mechanism is part of the desk, the trap itself is nearby. Inside the drawer is a strongbox (unlocked) containing

payment for the slaves (a Scarlet Brotherhood credit note).

Felban's medallion allows him to safely pass the entry portal into the Keep proper. The medallion is inscribed with a stylized symbol of Dalt, requiring a DC 15 Knowledge (religion) check to recognize.

APL 4

↗ **Desk Drawer Trap (poisoned needle):** CR 2; mechanical; touch trigger; repair reset; lock bypass (Open Lock DC 30); Atk +17 melee (1 plus poison, needle); poison (medium spider venom, DC 14 Fortitude save resists [poison only], 1d4 Str/1d4 Str); Search DC 20; Disable Device DC 20.

APL 6

↗ **Desk Drawer Trap (poison darts):** CR 4; mechanical; location trigger; manual reset; Atk +15 ranged (1d4+4 plus poison, dart); multiple targets (1 dart per target in a 10-ft.-by-10-ft. area); poison (large scorpion venom, DC 18 Fortitude save resists, 1d6 Str/1d6 Str); Search DC 22; Disable Device DC 22.

APL 8

↗ **Desk Drawer Trap (whirling poison blades):** CR 6; mechanical; timed trigger; automatic reset; hidden lock bypass (Search DC 25, Open Lock DC 30); Atk +10 melee (1d4+4/19–20 plus poison, dagger); poison (purple worm poison, DC 24 Fortitude save resists, 1d6 Str/2d6 Str); multiple targets (one target in both squares behind the desk and the right front square); Search DC 24; Disable Device DC 24.

APL 10

↗ **Desk Drawer Trap (deathblade scythe):** CR 8; mechanical; touch trigger; manual reset; Atk +16 melee (2d4+8 plus poison, scythe); poison (deathblade, DC 20 Fortitude save resists, 1d6 Con/2d6 Con); Search DC 26; Disable Device DC 26.

APL 12

↗ **Desk Drawer Trap (poisoned spiked pit trap):** CR 10; mechanical; location trigger; manual reset; hidden lock bypass (Search DC 25, Open Lock DC 30); DC 24 Reflex save avoids; 50 ft. deep (5d6, fall); multiple targets (first target in each of two adjacent 5-ft. squares behind desk); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 plus poison each); poison (purple worm poison, DC 24 Fortitude save resists, 1d6 Str/2d6 Str); Search DC 28; Disable Device DC 28.

Area P4 – The Elevator

Read aloud or paraphrase the following:

This short corridor leads to the bottom of a 15-foot wide shaft. At the top of the shaft is a sturdy metal cauldron, some 10 feet in diameter, chains running up from four eyebolts spaced evenly around the rim to a central chain reaching up into the darkness. No counterweight is visible. The bottom of the shaft is lit by two torches in wall sconces.

A hand bell sits in a small alcove within the chamber.

The cauldron is part of a lift system to ferry people and materiel up the 60-foot shaft to the first true portion of Obelstone Keep. The cauldron lift counter-weight is in a separate shaft alongside the lift shaft. A large vertical geared wheel and ratchet operates the lift. The lift takes five rounds to make a one-way trip. The torches are *everburning torches*.

Not wanting to do such heavy work themselves, the guards have pressed Drudge, a successful product of Obelstone experimentation, into service. Drudge is chained to the ground near the wheel. In emergencies, Drudge can be released. Drudge looks like a normal male of Oeridian descent except his right arm has been replaced by a multi-jointed limb ending in a fleshy pad surrounded by short tentacles.

To summon the lift, one rings the hand bell. The guards then look down into the shaft to verify the ringer is authorized to ascend. If yes, they order Drudge to lower the lift bucket (hochebi are not allowed in the keep – but are not immediately fired upon). Otherwise, they open fire with their crossbows, drawing from a large reserve of bolts until the intruders flee or die. They also have vials of alchemist's fire to fling down upon attackers.

Drudge responds to three primary commands: Drop bucket, Lift bucket, and Kill enemy. The guards understand if, in combat, Drudge becomes berserk, they may have a difficult time quelling his anger. Releasing his chain is a standard action.

The shaft itself is difficult to climb, having been coated with various alchemical treatments to make it slippery. A DC 30 Climb check, is required to scale the shaft. At the midpoint (30 feet), an *antimagic field* extends across the shaft and 10 feet up, suppressing any magical effects in place within its area.

APL 4 (EL 5)

☛ **Guards (2):** Male human War2; hp 15 each; see Appendix 1.

☛ **Drudge:** Male human flesh half-golem Ftr1; hp 24; see Appendix 1.

APL 6 (EL 7)

☛ **Guards (2):** Male human War4; hp 27 each; see Appendix 2.

☛ **Drudge:** Male human flesh half-golem Ftr3; hp 44; see Appendix 2.

APL 8 (EL 9)

☛ **Guards (2):** Male human War6; hp 39 each; see Appendix 3.

☛ **Drudge:** Male human flesh half-golem Ftr5; hp 64; see Appendix 3.

APL 10 (EL 11)

☛ **Guards (2):** Male human War8; hp 51 each; see Appendix 4.

☛ **Drudge:** Male human flesh half-golem Ftr7; hp 84; see Appendix 4.

APL 12 (EL 13)

☛ **Guards (2):** Male human War10; hp 63 each; see Appendix 5.

☛ **Drudge:** Male human flesh half-golem Ftr9; hp 104; see Appendix 5.

Tactics: The guards, once alerted to the PCs presence, take cover and fire down into the shaft at the PCs, alternately using their crossbows and alchemical tricks (and at APL 12 their *necklaces of fireballs*). They only release Drudge if it is clear a PC can physically reach them – something hard to accomplish given the *antimagic field* between the PCs and the guards. Recall that *dimension door* and similar spells do not function in this area due to the *forbiddance*. The guards fight to the death. They know if the PCs get by them their lives are forfeit.

During the battle, have one of the guards say the following:

“Down, Drudge! Down! No fight”

This provides a hint for the PCs in solving the puzzle of navigating the shaft after the battle.

Development: Navigating the shaft is a puzzle. Most magical effects are thwarted by either the *antimagic field* or the *forbiddance*.

A potential way for PCs to attain the top of the shaft is to convince Drudge to lower the lift bucket.

The transformation into the horror he now is has left Drudge a great deal dimmer than in his former life as



FIGURE 2 SIGIL OF THE OFFICE OF SORCERY

an Onnwalon soldier. Provided the PCs have never actively engaged Drudge in combat, he is Indifferent. A DC 15 Diplomacy check shifts him to Friendly, which in Drudge's case is enough to motivate him to operate the lift. However, the proper command must still be issued: Drop bucket.

Should the PCs have engaged Drudge in direct combat, they no longer need his assistance as they have somehow managed to attain the top of the shaft. Operating the lift, however, requires a DC 30 Strength check. A DC 15 Knowledge (architecture and engineering) check provides a +5 competence bonus to operation.

The guards are wearing uniforms specific to Obelstone Keep – a scarlet tunic adorned with the sigil of the Office of Sorcery (see Figure 2). A DC 20 Knowledge (arcana) check, or DC 15 Knowledge (religion) check, identifies the sigil as a combination of the symbols of Lendor and Wee Jas.

Area P5 – The Archway

At the top of the shaft is an ornate groined archway blocked by a locked portcullis. On either side of the archway is the symbol shown in Figure 1. A DC 20 Knowledge (history) check a DC 20 Knowledge (architecture and engineering) check, or a DC 25 Bardic knowledge check, determines the archway to be of ancient Oeridian design. Raising the portcullis by force requires a DC 30 Strength check. A hidden switch, which a DC 14+APL Search check will uncover, operates the portcullis.

☛ **Portcullis:** 2-in. diameter iron bars; hardness 10; hp 60 per bar; AC 8; Lift DC 30, Break DC 30.

Beyond the portcullis is a shimmering transparent curtain. The view beyond is distorted and warped, but another room can barely be made out and contains additional archways. The shimmering curtain is a permanent *gate*, determined as such by a successful DC 29 Spellcraft check. The *gate* is sealed to unauthorized travel. Only beings bearing one of the red-gold medallions may activate the gateway for transport. A being wearing the medallion may freely walk through the gateway. If the bearer instead touches the *gate* with

the amulet, the gateway becomes usable by others for 10 minutes. This may be discovered by trial and error, a DC 20 Knowledge (the planes) check, a DC 25 Knowledge (arcana) check, a DC 29 Spellcraft check, or a DC 30 Bardic knowledge check. The medallion cannot be thrown through the gateway or passed through without being in direct contact with the bearer.

Round One of the module is concluded once the PCs pass through the gateway into Obelstone Keep. Go to Encounter 6, Section O1 – Archway Chamber.

Encounter 6: Obelstone Keep

Unless otherwise stated, all extradimensional spaces are accessible while within the Keep. Certain spells are harder to cast while in the Keep. Any caster of a *summon monster* or *summon nature's ally* spell not summoning an elemental or pseudonatural creature must succeed at a DC 11 + spell level Caster level check, to summon the desired creature, otherwise the spell fails completely. Outsiders hailing from an outer plane coterminous with the astral plane cannot be summoned. Failing a caster level check by 5 or more while casting *summon monster III* or greater summons an air elemental (of the appropriate size and number to the spell being cast) not under the control of the caster instead. *Summon monster III* and *IV* bring forth small, *V* medium, *VI* large, *VII* huge, *VIII* greater, and *IX* elder elementals. Failing a caster level check by 5 or more while casting *summon nature's ally II* or greater summons an air elemental (of appropriate size and number to the spell being cast) not under control of the caster instead. *Summon nature's ally II* and *III* bring forth small, *IV* medium, *V* large, *VI* huge, *VII* and *VIII* greater, and *IX* elder elementals.

As stated above, any spell dependent upon astral travel, *i.e.* conjuration [teleportation] spells and any conjuration [calling] spells which access the astral plane, fail to operate within the Keep. Exceptions are devices within (and part of) the Keep which simulate spells of this nature.

Navigating the Keep is difficult. There are few normal spatial relationships within the Keep. In addition, time does not flow at the same rate within the Keep. Most areas are temporally constant (and consistent), but some have extremes.

Two methods can be used to navigate successfully within the Keep. Both involve the use of the Oeridian gateways, similar to the one leading to the Keep from the Prison. These gateways are not keyed to specific locations but to all locations. The operator of the

gateway simply concentrates on where he wishes to go and the gateway forms the connection. All gateways require the initiator to have a red-gold medallion. The procedure for accurate navigation is not imparted to the bearer of an amulet but instead must be learned through trial and error. This process is the source of Felban Kalish's taunt of ***"You'll have to feel your way around, filth!"***

The adventure is written as if the PCs encounter the areas in the order presented, though some areas may be encountered at any time or not at all. In the case of an intuitive leap (e.g., a player states their character specifically thinks of Sessek Tesh while activating a gateway) feel free to send the PCs to that destination (the closest gateway to Sessek Tesh is Area O2 – Main Gate).

Each area encountered in the Keep is accessed by at least one gateway. The Archway Chamber is a kind of central station and one of the few links to outside the Keep. None of the "interior" gateways directly access the Prison gateway or the Main Gate gateway. That access is controlled through the Archway Chamber.

Area O1 – Archway Chamber

Read aloud or paraphrase the following:

Passing through the gateway is an unpleasant experience. The multiverse itself appears to swirl around your eyes – a montage of horror, suffering, and illogical spaces. The experience is also felt as if something has twisted both ends of your body in opposite directions.

Fortunately, the passage is brief. On the other side of the gateway is a large circular room filled with archways. The archways all appear to be identical to the one just traveled through. All are filled with wavering dim images of chambers and halls.

Each PC traveling through a gateway should make a DC 8+APL Fortitude save, or be sickened for 10 minutes. Each transit through a gateway provides a +2 circumstance bonus to the Fortitude save. The travel sickness time is not cumulative – if a PC is already sickened and passes through a gateway, the trip does not add to the time.

A DC 15 Knowledge (the planes) check, indicates the PCs have definitely passed into some parallel dimension or pocket plane. If the check result was 20, the PC suspects that spatial dimensions are not stable within this pocket plane and that all forms of astral travel are blocked. A check result of 25 suggests time is also flowing at a different rate, possibly much faster (meaning much time can pass inside the Keep but little

or no time passes on the outside), but an exact measurement is not possible. A check result of 30 or more suggests this pocket plane has one last additional component. Glimpsed in the montage were images of a place most sages disagree exists, a place known as the Far Realm – a place of madness and horror.

Should the PCs wish to find someplace safe to rest and think about this while transiting a gateway, they are transported to a small room containing gardening equipment. There are no other exits besides the gateway from this chamber. The equipment in this chamber looks brand new, but a DC 20 Knowledge (history) check, , or a DC 25 Bardic knowledge check, suggests this equipment is centuries old as it shows distinct signs of Aerdi craftsmanship – such as a craftsman’s hallmark bearing the date 197 CY and a crowned Sun of Aerdy, which a DC 20 Spot check will reveal. A DC 15 Knowledge (the planes) check (DC 20 without knowing the origin of the gardening tools) suggests that this room is timeless. No time passes here are all. The PCs may rest here as long as they like and all will be as it was when they re-enter another area of the keep.

Area O2 – Main Gate

Your body slides out of the dimensional gateway into the end of a large hall. At the far end of the hall is a large arched opening barred by a spiked portcullis and a pair of stout doors. Ballistae stand inside the hall, on either side of the opening. Teams of guards man these siege engines. The troops are busy, actively preparing for war.

There are four smaller passages opening off the main hall. Each opening is watched over by two Brotherhood guards.

The archway holding this particular gateway is deeply recessed into the wall at the end of a short passage, the end of which is barred by a stout portcullis. No controls to raise the portcullis are visible on the your side.

This is the Sky Gate of Obelstone Keep, the main entrance to the topmost towers of the fortress perched high atop the sea stack. The Sky Gate opens onto a small landing platform, used in times past by the Mages of the Aerie, and in the distant past by wyrmriding Aerdi nobles and generals (or so the stories go). The troops in the main hall are on high alert, though their attention is towards the front gate and not the gateway. The PCs can easily turn around and re-enter the gateway.

Should the PCs watch quietly for a moment, they can get an idea of the troop strength and the castle’s first line of defenses. Reporting what the PCs have seen here is important to the war effort and part of their mission.

The portcullis barring exit from the *gate* is very stout, being made of adamantine. The controls for opening it are located well out of reach. There are no controls on the *gate* side as a precaution to bar potential escape of experiments.

❖ **Adamantine Portcullis:** 2-in. diameter adamantine bars; hardness 20; hp 80 per bar; AC 8; Lift DC 35, Break DC 35. Note: adamantine weapons do not bypass the hardness of adamantine.

The PCs could try to escape from the Keep via this route, but would be beset by scores of guards (same statistics as those encountered in Area P4) and would need to deal with yet another adamantine portcullis barring the Sky Gate, only to find themselves trapped on the exposed landing platform beyond, within the field of fire of dozens of arrowloops (manned by watchful guards) on the towers and walls of the upper fortress. If the PCs have a means of flying, they can, of course, make good their escape. Otherwise, it is an over 700 ft drop from the edge of the overhanging platform onto the rocks at the base of the sea stack below.

Area O3 – Arcanists’ Common Room

Read aloud or paraphrase the following:

The gateway disgorges you into a damp chamber. The light here is very dim. Although there are everburning torches along the walls, their light is somehow occluded. A faint foul odour – reminiscent of a tannery – hangs in the air.

The chamber is large and has several hallways leading off in different directions. From the furniture placed in this room, it must be used as some kind of common room. A table stands in the center, surrounded by chairs. The corners of the room contain nicer sitting chairs, small tables and bookshelves. The gateway, in fact, seems to be created over what once was a fireplace.

A hallway directly across from the gateway is barred with a portcullis. The release mechanism is clearly visible to the right of the hallway entrance.

This chamber serves as a Common Room for the arcansists and researchers between experiments. The table shows signs it is used for meals. Should a PC inspect the table they notice what was likely an

evening meal has just been served and consumed. The chairs are worn but comfortable. The bookcases contain light reading appropriate to the Keep's current inhabitants, including: "The Next Suel Imperium" by Sahar Renho, "Fifty Ways to Please Wee Jas" by Kro Eltani, "Sahey Keldar Versus the Beast of Kildeer", "Sahey Keldar and the Panther Women of the Amedio", and "Sahey Keldar and the Trials of Lendor" all by Mukar Felt. All these books are written in Ancient Suloise. Inside the book "Sahey Keldar Versus the Beast of Kildeer" is a piece of parchment. Written on it is a short message (also in Ancient Suloise): "This evening. Pit." Accompanying the short message is a strange drawing. A DC 30 Decipher Script check, DC 25 Knowledge (arcana) check, or a DC 20 Knowledge (the planes) check, indicates the drawing has some cleverly disguised demonic symbols. The complete meaning of the symbols is unclear from the context, although a second DC 25 Knowledge (the planes) check, suggests one of the symbols is sometimes associated with Juiblex, the Faceless Lord.

The hallway blocked by the portcullis leads to a laboratory. The chemical odour is issuing from this hallway. Raising the portcullis is easy using the mechanism but does create a substantial racket. After raising the portcullis, have each PC make a DC 15 Listen check. Success indicates that PC heard strange organic noises (growling, squelching, and slurping) from the hallway not present prior to raising the portcullis. A DC 15 Knowledge (architecture and engineering) check, determines the mechanism is a bit rusty, due to the dampness, and a bit of oil may aid the smooth operation of the mechanism. If a full pint of lamp oil is applied to the mechanism, the portcullis raises with minimal sound.

The other hallways lead to private rooms and dormitories as indicated on the map.

Proceed to the appropriate area as determined by PC actions.

Area O4 – Arcanists' Dormitory

Read aloud or paraphrase the following:

The hallway ends at a large open chamber lit with scant light from flickering torches within. Even before reaching the end of the hallway, you can hear someone snoring. Curtained alcoves are spaced evenly on walls on either side of the chamber. The snoring is definitely coming from one of the alcoves.

One oddity in this room is a large circular window high on the far wall. The window shows a clear night sky and some moonlight is shining

through the window, creating a silver swath on the floor.

Any PC who looks out the window may make a DC 15 Spot check, to notice something unusual about the sky and stars. That same PC may make a DC 15 Knowledge (arcana) check, DC 12 Knowledge (the planes) or (nature) check, or a DC 10 Survival check, to realize the stars are not correct by any means and the sky is too black. Moreover, PCs may recall that there were no moons in the sky earlier. Only by approaching closer to the far wall and gazing out the window may the source of the silvery light be seen.

Read the following:

Instead of Luna, a great bloated amorphous pulsating sac hangs in the night sky, giving off the cold silver light. The monstrous form writhes and seethes. Tiny things, mere specks, orbit this chaos. In between snores, a faint fluting reaches your ears.

All who see this sight must make a DC 10+APL Will save or be affected as if under a *confusion* spell for 10 rounds. The *confusion* check should only, in this case, be made once and that effect applied during the entire 10 rounds. Any *confusion* result of 01 to 10% means the PC enters a catatonic state (treat as helpless – see the *Player's Handbook* page 309). Should the check result be 11 to 20%, the PC is okay, but somehow knows the view outside the window looks onto the Far Realm. The PC is convinced the monstrous, moon-sized entity imparted this information to him. This counts as peaceful contact with a pseudonatural creature. Any PC so affected receives *Call of the Starspawn* at the conclusion of the adventure. Any PC affected by the view is at a -1 penalty to future saving throws versus the effects or creatures of the Far Realm (pseudonatural or farspawn).

Investigating the snoring, PCs find, behind the curtain, a small sleeping chamber. This chamber is just large enough for a small bed, a simple chair, and a night table.

Read the following:

Sprawled upon the small bed is a man, soundly sleeping and deeply snoring. Drool runs from his mouth onto his bed linen. The drool is tinged purple-red. At times, during his massive exhales, froth and bubbles form at the corner of his mouth. The man is still dressed in a uniform of sorts – a heavy light blue linen loose-fitting shirt embroidered with the symbol

of the Office of Sorcery in the center, black pantaloons, a wide leather belt sporting several pouches, and thick soled boots.

On his night table is a brass goblet, on its side. What could be wine has spilled out and spattered upon the stone floor.

None of the other chambers within the dormitory are occupied but show definite signs of being in use. All of the beds are made.

A *detect poison* spell or DC 20 Craft (alchemy) Or Profession (herbalist) check determines the liquid (wine) has been doped with a sleeping draught, similar to oil of taggit but much more potent. Otherwise, the night table contains only personal effects, including a worn book in Ancient Suloise entitled, "Coping With Dimensional Transcendence: A Guide to Living on the Outer Planes" by Kelkal Tel Amkaran. A DC 25 Knowledge (history) check, recalls Tel Amkaran was reputed to be a potent Suloise wizard of antiquity known for his journeys to other realms of existence. The inside of the book bears an inscription (also in Ancient Suloise): "To my nephew – Norebo smiles upon you, your promotion in the Office of Sorcery to Arcanist at Obelstone! From what I hear, this book may prove useful – In Brotherhood, Uncle Korenth". A DC 25 Knowledge (local-Splintered Suns) check, or DC 30 Knowledge (local-Core) check, recalls that Korenth Zan is the Father of Obedience, arguably the highest official in the Scarlet Brotherhood.

☛ **Garharn Zan:** Male human (Suel) Wiz6 (Bluff +5, Knowledge [arcana] +11, Knowledge [dungeoneering] +11, Knowledge [nobility] +11, Knowledge [local-Splintered Suns] +11, Knowledge [the planes] +11, Sense Motive +0).

Garharn may be awakened by the application of antitoxin coupled with a DC 15 Heal check, a *neutralize poison* spell or potion, or a *heal*. Otherwise, he continues to snore loudly for hours.

The pouches in his leather belt contain strange bits of things. A DC 10 Knowledge (arcana) check, indicates the collections of items are spell components. In a separate pouch are a set of mismatched keys. The keys open various chests, cages, and the laboratory notebook in Area O5 – Laboratory. Around his neck is a red-gold gateway medallion.

Garharn Zan can easily be neutralized as a threat prior to his awakening. Read the following after any successful attempt to neutralize the drug in his system:

Almost as if a bolt of lightning had hit him, the unconscious man snaps to a sitting position. His eyes look around wildly, confusion firmly etched on his face.

"What has happened? My head!" the man swoons a bit but recovers. "Who are you?! Enemies! Alarm!"

Garharn Zan's initial attitude towards the PCs is Hostile. Showing him proof he was drugged provides a +10 circumstance bonus to a DC 35 Diplomacy check to shift Garharn from Hostile to Unfriendly. This shift also quiets his shouting.

No Diplomacy check pushes him past Unfriendly. Garharn does not expect the PCs to let him live and perceives all attempts to persuade him otherwise as mere interrogation game play. The PCs can converse with him, however, once he is Unfriendly.

- Garharn takes every opportunity to belittle the PCs and speaks to them as if they are idiot children. He is absolutely rancorous to any Suel PC, calling him a blood traitor. He also insists on being addressed as Kel Zan.
- Garharn Zan is at a complete loss as to an explanation why he was drugged. Logically, it had to be his fellow researchers and whatever the reason, they are all involved, *i.e.* the empty beds.
- Garharn says there are twelve other researchers besides himself.
- If shown the scrap of parchment found in "Sahey Keldar Versus the Beast of Kildeer", Garharn sees the hidden symbols and recognizes their association. He tries to hide his realization. PCs asking to do so should make a Sense Motive check versus his Bluff. Those who penetrate his Bluff know he has recognized the symbols and made some connection. If confronted, Garharn says,

"This note confirms my recent suspicions about Lord Nool and the other researchers! I shall enjoy turning them over to the Office of Faith!"

- If asked about the Pit, Garharn shudders and says he has only been there once. He refuses to answer any more questions about the Pit but suggests it would be a good place for the PCs to go.
- Garharn was assigned to Obelstone two months ago. Though he was briefed about the oddity of the place, he was unprepared for the

reality. Garharn is holding back. The Brotherhood Arcane, hearing certain rumors about Obelstone from reliable sources, arranged to have Garharn assigned to the Keep using his uncle's influence.

- Garharn is reluctant to speak about Kelkal Nool. He says "Lord" Nool is a brilliant researcher, but he's holding back (Bluff). A Sense Motive check versus Garharn's Bluff suggests Garharn has some suspicions about Nool.
- Garharn tells the PCs he will go to Keshkal Tesh to report his drugging at the hands of the researchers if they let him go. For this, he needs his gateway medallion. The PCs escaping while he is gone is not important to him. Garharn knows the Brotherhood will track them down eventually and make them pay for their transgressions.
- It is possible that the PCs may want to take Garharn hostage, to gain some leverage over his uncle. Garharn will tell them that such an action is pointless, since his uncle would sooner see him dead than allow him to be used as a bargaining chip against the Scarlet Sign. If the PCs do try to take him prisoner and deliver him to the Free State authorities, Garharn will swallow his own tongue or otherwise attempt to commit suicide, to prevent what he knows about his uncle being used against him.

Area O5a – Laboratory

Read aloud or paraphrase the following:

As you proceed down the hallway the chemical smell becomes more pronounced – a sickly sweet odour becoming a mixture of tannery, apothecary, and sepulchre.

The hallway ends at an enormous dimly-lit chamber. At least one exit is visible. Once again, the exit is blocked by a portcullis, the workings of which are easily accessible. The air here is heavy with moisture.

Shelves and workbenches line the walls. Jars filled with honey colored liquid contain unrecognizable lumps of flesh. Stone and wooden tables are set about the chamber, many with dark stains.

There is an exit on the left side of the laboratory blocked by a portcullis. The controls are easily accessible.

If the initial portcullis was not oiled and opened noisily or the PCs make significant noise at the second portcullis, read the following:

From somewhere within the laboratory chamber something or several somethings are making noisome noises: faint mewling mixed with a wet thick thrashing.

This is the main laboratory of Obelstone. Here, under the direction of Kelkal Nool, the slow process of the creation of the ultimate thralls continues. The research of the other wizards varies but all of it is twisted and evil.

Once PCs enter the laboratory read the following:

In the center of the chamber, near two stained stone tables, replete with straps and chains, are two pits. A foul odor, the odor of decay, hangs over their openings. Smoldering braziers are next to each pit. Near one of the tables is a lectern holding a large tome.

The two 5-foot-deep pits lead down to a common area housing a gelatinous cube. The common area is 20 feet by 15 feet. Scraps from various experiments are tossed down to the cube for disposal. Over time, the strange nature of the material has altered the cube into a pseudonatural creature. The thing is still mindless, but has gained other powers. During "working" hours, the braziers next to the pits are lit, providing a quick way to discourage the ooze. In addition, a switch, hidden in the lectern, causes sturdy iron grates to slide over the top of the pits. The switch is concealed, requiring a DC 11 + APL Search check. The grate housings themselves are more easily found, requiring a DC 12 Search check. The edges and sides of the pits are coated with *salve of slipperiness*. This acts as a *grease* spell. Any PC moving past the edges of the pits must make a DC 9 + APL Reflex save, or fall into the pit. If the PC is merely edging their way up toward the edge of the pit (not moving in combat), allow a +2 circumstance bonus to the Reflex save.

The book on the lectern is one of two laboratory notebooks (the other is in Kelkal Nool's bedchamber). The book is closed and locked. One of the keys found in Garharn's belt pouch opens the lock. Otherwise, an Open DC 25 Lock check, is required. Anyone who speaks standing before the open book, hears a scratching sound and can see symbols appearing on a blank page the book has flipped to automatically. The

book automatically writes what is uttered in Ancient Suloise. Prior entries in the book describe numerous hideous and disturbing procedures on humans, humanoids, animals, and trolls. The procedures almost always involve the use of “foreign material samples”. The troll work, as the book notes, has been moved to the “field test site” elsewhere (the site is not specified, though it is implied that it is an island). The book can be studied more fully, but this takes considerable time. Even quick observation indicates this book’s loss would be a considerable blow to the Brotherhood’s research efforts. In addition, much points to Kelkal Nool as being the chief innovator.

Any spellcasting PC may refill spell component pouches from items contained within the laboratory. In addition, amongst the shelves and small chests may be gathered 5 vials of acid, 5 flasks of alchemist’s fire, 5 flasks of axiomatic water and 5 flasks of frostfire (see DM’s Aid 3). All vials are labeled in Ancient Suloise.

APL 4 (EL 4)

☛ Pseudonatural Gelatinous Cube: hp 54; see Appendix 1.

APL 6 (EL 5)

☛ Pseudonatural Gelatinous Cube: hp 92; see Appendix 2.

APL 8 (EL 7)

☛ Pseudonatural Gelatinous Cube: hp 162; see Appendix 3.

APL 10 (EL 9)

☛ Pseudonatural Gelatinous Cube: hp 248; see Appendix 4.

APL 12 (EL 11)

☛ Pseudonatural Gelatinous Cube: hp 372; see Appendix 5.

Tactics: If noise was made opening the portcullis, the cube attacks anyone coming within reach. The cube’s reach out of the pit varies by APL. At APLs 4 through 8, it is 5 feet. At APLs 10 and 12, the cube’s reach is 10 feet. Otherwise, the cube only attacks until someone comes to the edge of a pit (to make a Search check, for instance). If the cube should grab someone, it drags the hapless victim into its hole for engulfment and a slow digestion.

Area O5b – Subject Ward

Read aloud or paraphrase the following:

This chamber contains six beds, three of which are occupied, and a wooden cabinet. Two lit braziers provide some light. Next to each bed is an iron stand with some kind of animal bladder hanging by a hook. From the bladder snakes a slick, wet tube, somewhat like a length of intestine that connects to the necks of each of the humanoid subjects. The bladders pulse and quiver periodically, sending a spasm down the tube.

Two of the subjects are in adjoining beds. A third, its abdomen hideously distended, is on the left side of the ward.

The cabinet contains vials of foul liquid, crude metal syringes, bed linen, and several empty bladders.

The experiment subjects are various player-race humanoids (Judge’s choice for greatest impact on PCs). Each is in various stages of implantation, conversion, etc. A DC 20 Heal check on each subject determines two of them are undergoing some kind of bizarre transformation and the third, alone on left side of the room, seems to have been impregnated by something (the abdomen is hideously swollen) but the humanoid is clearly male. All are unconscious. After performing the Heal check on the impregnated subject or after at least one PC has poked around the room, read the following:

The lone test subject suddenly sharply arches his back with a series of bone-snapping cracks. His eyes and mouth are wide open in a silent paroxysm of agony. Blood soaks the sheets around his torso. His abdomen bursts open, spraying the ward with gore and releasing the horror that was growing within!

APL 4 (EL 4)

☛ Pseudonatural Locust Swarm: hp 21; see Appendix 1.

APL 6 (EL 6)

☛ Pseudonatural Plague Ant Swarm: hp 65; see Appendix 2.

APL 8 (EL 7)

☛ Pseudonatural Rapture Locust Swarm: hp 65; see Appendix 3.

APL 10 (EL 8)

☛ Half-Farspawn Gibbering Moulder: hp 77; see Appendix 4.

APL 12 (EL 9)

☛ **Half-Farspawn Gibbering Moulder:** hp 124; see Appendix 5.

Tactics: The various swarms attack any creature within the ward. Should the PCs flee from the ward, the swarms content themselves with feeding on the two remaining test subjects. The half-farspawn gibbering moulder does pursue PCs until destroyed, however.

Area O6 – Kelkal Nool's Bedchamber

The door to this room is locked. If the party is insufficiently skilled, there are other ways to get past the lock – using acid from the laboratory, for example.

🗝️ **Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 28; Open Lock DC 25.

Read aloud or paraphrase the following:

This square chamber is filthy. Greasy plates, half-eaten loaves of bread, and even an enormous haunch of meat sit on a table in one corner. The floor looks as if a banquet was held in this room, eaten by a pack of messy children.

All of the furniture is oversized. The bed has a deep, wide impression in it and is full of crumbs.

On the right wall is a desk piled with papers and food detritus. Next to the chair is a pile of chicken bones. The end of a humerus (human upper arm bone) sticks out of the pile.

The smell in here is quite pungent.

A quick scan of the papers on the desk (all written in Ancient Suloise) can determine this is the room of Kelkal Nool. A DC 11 + APL Search check, allows PCs to find a book hidden amongst the refuse of the desk. This book, covered in troll hide, is an exact copy of the self-writing laboratory notebook found on the lectern in Area O5a.

Searching through this room is hazardous to the health. Each PC searching must succeed at a Fortitude save, DC 14, or contract slimy doom (see page 292 *Dungeon Master's Guide*).

☞ **Slimy Doom:** Contact; DC 14 Fort; Incubation: 1 day; 1d4 Con damage (Note: when damaged, the character must succeed on another saving throw or 1 point of damage is permanent drain instead).

Encounter 7: The Pit

Read aloud or paraphrase the following:

Once more, you pass through the strange gateway and are hit with a barrage of images. The journey is brief and you find yourselves in an enormous cavern. This cavern is so huge, in fact, it cannot possibly exist within the confines of the sea-stack.

In the center of the cavern is a pit, from which comes a diffuse gray glow. Five obelisks surround the pit at equidistance from one another. The obelisks are made of purple crystal carved with runes outlined in silver. Each has a single eye carved at the top on the crystal face pointing toward the pit. The eye design has a dancing flame where the pupil and iris would normally be depicted.

Near the pit, off to one side, lit by a ring of green flamed-torches, is a group of figures. They appear to be involved in some ritual, as the chanting is barely audible (but not understandable) at this distance. The figure leading the ritual is quite large.

The chamber the PCs have entered is enormous and its true dimensions change from day to day. The pit, however, is a constant 100 feet in diameter. The gateway archway is currently 120 feet from the edge of the pit and 180 feet from the researcher's ceremony. The torch circle is 30 feet in diameter and 50 feet from the edge of the Pit.

Each time anything moves within this chamber, roll on the Movement Table below. Modify the PCs intended movement accordingly.

If a PC looks into the pit, read the following:

The pit is filled by a colossal, gray, horrid mass. The fetid bulk swells and quivers and spawns unnumbered nameless things that crawl, flap, or flutter away from their seething parent. Much of the time the mass lashes out with a pseudopod or tentacle, snatching the misbegotten progeny back and popping it into one of the many maws constantly forming and dissolving on its surface.

Anyone looking directly into the pit should make a Will save, DC 15 + APL, or be driven temporarily mad by the sight of The Thing. Only such magics as *mind blank* are proof against such horror. Anyone failing the Will save is under the effects of a modified *maddening scream* for 1d4+1 rounds. Victims cannot do anything except stand rigid, caterwauling, screaming, gibbering, and blabbering at the horrific sight that has so impinged on their sanity. Victims have a -4 penalty to

Movement Table

d6	Result
1	Movement x 1/4
2	Movement x 1/2
3-4	Normal movement
5	Movement x 1.5
6	Movement x 2

AC, cannot make Reflex saving throws except on a roll of 20, and cannot use a shield.

If a PC should run around screaming and caterwauling or otherwise make a great deal of noise, the enemy would require a Listen check of DC 10 or better to hear the noise (Base DC 0, +5 for being distracted and +5 for distance) assuming the PCs were not careful in their approach to the Pit. If the PCs took care to interpose the diameter of the Pit between them and the torch circle, the Listen check for the enemy is DC 25 (Base DC 0, +5 for distraction, +15 for distance).

Entering the pit is tantamount to instant death. The creature has a Strength of 50 (+20), the Improved Grab special ability, a grapple bonus of +60, and each tentacle can squeeze for 4d10+20 points of damage. The thing squeezes for 3 rounds before transferring the morsel to one of its many maws, masticating for 2d12+10 points of damage. The only PC who deserves a death in this fashion is one who purposely strides into the pit after numerous warnings of the obvious hazards. Even if the distance distortion would send a PC over the pit, have the PC instead stop right at the edge, teetering over the abyss. The pit is deep enough to prevent the creature from easily grasping those looking over the edge (it has a reach of 50 feet), but doing so does eventually attract its alien attention.

☛ **Thing in the Pit:** Colossal Outsider (Extraplanar).

A DC 35 Knowledge (planes) check, identifies the thing in the pit as a servitor, or possibly even an avatar of of Mak Thuum Ngatha, an obscure primordial Far Realm deity.

The figures in the torch ring are Kelkal Nool and the rest of the arcanists. They are performing rituals in propitiation of Juiblex by way of Darkness Given Hunger. The thing in the pit is not interested, as it is not Darkness Given Hunger and has no ties to Juiblex whatsoever.

When the PCs approach the torch ring, read the following:

In the center of the circle of green-flame torches, is a bubbling cauldron. Three ceramic bowls containing

thick liquids ring the pot. An unconscious human is suspended above the cauldron by no visible means.

Thirteen people, twelve male and one female, are spaced around the cauldron. One of the thirteen is leads the others in blasphemous Abyssal prayers to something called Juiblex. The leader is hideously fat. His jowls quiver with each word he utters, spittle runs down his greasy chins, staining his tent-sized robe. His bulk shifts and moves disquietly beneath his clothing. His forearms are covered in white nodules and protuberances.

The other supplicants before this ponderous bulk speak: "All hail the Darkness Given Hunger! Lord Nool guide us! The servitors of Juiblex shall grant us power!"

Check to see if anyone in the circle has noticed the PCs. Each PC should make a Hide check opposed by the Spot checks of the arcanists, Kelkal Nool, and Calomyxa. All but Calomyxa (Nool's quasit familiar) are distracted and receive -5 penalties to their checks. Calomyxa is *invisible* and hovering near Lord Nool. If any of the Suel or Calomyxa spot the PCs, they raise the alarm and combat begins.

A successful DC 20 Knowledge (planes) check, or a DC 25 Knowledge (arcana) check suggests the ceremony is propitiation to Juiblex to become a bonded thrall of that noisome demon.

The cauldron is full of acid. The acid does 1d8 points of damage per round of immersion. The cauldron can be tipped over, creating a 30-foot cone-shaped flood of acid on the ground in the direction it was tipped. All within the area must make Reflex saves, DC 15, or take 3d8 points of damage.

The ceramic bowls contain various slimes, molds and fungus. While not dangerous, one bowl does contain something that looks a lot like green slime. A DC 12 Knowledge (dungeoneering) check confirms it is not green slime.

All APLs

☛ **Arcanist (12):** Human (Suel) Adp6; hp 21; (Listen +4, Spot +4).

APL 4 (EL 8)

☛ **Kelkal Nool:** Male human (Suel) Adp6/Fleshwarper3; hp 65; see Appendix 1.

☛ **Calomyxa:** Aberrant quasit familiar; hp 32; see Appendix 1.

☛ **Otyugh (2):** hp 36; see *Monster Manual* page 204.

APL 6 (EL 10)

☛ **Kelkal Nool:** Male human (Suel) Apd6/Fleshwarper5; hp 79; see Appendix 2.

☛ **Calomyxa:** Aberrant quasit familiar; hp 39; see Appendix 2.

☛ **Half-Farspawn Otyugh (2):** hp 51; see Appendix 2.

APL 8 (EL 12)

☛ **Kelkal Nool:** Male human (Suel) Apd6/Fleshwarper7; hp 93; see Appendix 3.

☛ **Calomyxa:** Aberrant quasit familiar; hp 46; see Appendix 3.

☛ **Half-Farspawn Otyugh (2):** hp 105; see Appendix 3.

APL 10 (EL 14)

☛ **Kelkal Nool:** Male human (Suel) Apd6/Fleshwarper9; hp 107; see Appendix 4.

☛ **Calomyxa:** Aberrant quasit familiar; hp 53; see Appendix 4.

☛ **Half-Farspawn Otyugh (2):** hp 147; see Appendix 4.

APL 12 (EL 16)

☛ **Kelkal Nool:** Male Aberration Apd8/Fleshwarper10; hp 146; see Appendix 5.

☛ **Calomyxa:** Aberrant quasit familiar; hp 73; see Appendix 5.

☛ **Half-Farspawn Otyugh (2):** hp 189; see Appendix 5.

Tactics: In the first full round of combat, Kelkal Nool spends a full-round action calling to the creature in the pit, culminating in him crying at the top of his voice: *"Teekah! Teekah-teekah-lee!"* The otyughs burst forth from the pit 60 feet away from the torch circle. The arcanists are unarmored non-combatants. They scatter to the best of their ability. Keep track of their position, as the spawn (otyughs) brought forth by the Thing in the Pit do not discriminate as to who they attack. The otyughs do defend themselves and go after PCs actively threatening them. However, an otyugh not actively engaged in combat with a PC does go after a stray researcher.

Kelkal Nool casts defensive spells and uses his *invisible* familiar to deliver touch spells. He targets whoever has done the most damage to him with his *touch of Juiblex* spell. Lord Nool, especially at higher APLs, has many powers at his disposal.

Calomyxa is not enamored of servitude. The quasit does his master's bidding but longs for the day when

this fool's soul is dragged down to the real pits and given over to Juiblex. Only then will Calomyxa have the last laugh as Nool discovers his outrageous folly of worshiping the Thing in the Pit. Calomyxa refuses to do anything ordered by Nool that is obviously suicidal or which simply acts as a cover for Nool's escape at the cost of Calomyxa.

Development: At the conclusion of the combat, most of the researchers should be dead or near dying, having been eaten or trodden on by the otyughs in their killing frenzy.

After the battle, the PCs may wish to investigate the wards surrounding the pit. A DC 20 Knowledge (arcana) check, or a DC 25 Knowledge (planes) check, indicates the wards can be disrupted fairly easily. Passing the Knowledge check is not necessary to allow disruption of the wards – a hamfisted effort can succeed as well. The consequences, however, are more difficult to determine. A DC 30 Knowledge (arcana) check, or a DC 35 Knowledge (planes) check, suggests if the wards are disrupted the Thing in the Pit would either be catapulted back to its reality (50%) or released onto Oerth (50%). Should the creature be sent back to the Far Realm, the sea-stack may not be able to sustain such a tremendous shock and could be destroyed. The release of such a creature onto Oerth has obvious negative consequences.

Either way, 10 minutes after combat concludes, a gateway on the other side of the pit activates and disgorges an overwhelming number of Brotherhood troops led by Sessek Tesh. Read the following:

Another gateway appears out of the air on the far side of the pit opposite you. Scores of Scarlet scum pour forth, apparently led by Sessek Tesh the Butcher. He barks orders then manipulates something small in his hand. A cube-shaped force-field shimmers into existence around him.

☛ **Keshkal Sessek Tesh:** Male human (Suel) Adp4/Ari2/Exp6.

If the PCs do not flee, a seemingly unlimited number of guards descend upon them, their statistics identical to those in Encounter 4, Area P4. Tesh ordered the PCs captured, should anyone in the party speak Ancient Suloise. Keshal Tesh is enclosed in a *cube of force*, currently set to keep out all things.

If the PCs flee through the gateway nearest them, they are deposited near the elevator to the prison and sea cave. Go to Conclusion B.

If the PCs are refuse to flee and are captured, go to Conclusion C.

If the PCs decide to destroy the wards around the Thing in the Pit, go to Conclusion D.

Conclusion A

Read aloud or paraphrase the following:

Captain Keel and select members of his brave crew shove off from Le Ramier. Soon, they row off beyond the horizon.

Days pass and no sign of Captain Keel or his men.

The remaining crew grows restless. Your questions and attempts are conversations are met with cold stares.

A full week passes and still no word. The crew makes no move to sail back to Kildeer.

Finally, after the eighth day, the crew buzzes with activity. Instead of preparing the ship to sail back to Kildeer, the crew takes the last remaining dinghy and set off for Obelstone in the vain hope of rescuing their Captain.

They never return.

Unless the PCs have a way to get back to Kildeer (or elsewhere) by magic or have the skills to sail a ship, they are stranded. An Onnwalon galley sent to investigate by Sea Eagle Corlennnd eventually rescues stranded characters. The PCs are free to make up any story they wish to explain their situation but unless they pass a DC 30 Bluff check, they receive the Disfavor of the Szek. The adventure also costs an additional TU.

Sailing back to port without a full crew is perilous but doable. Once again, the PCs are free to make up any story they wish, but unless they pass a DC 30 Bluff check, they also receive the Disfavor of the Szek. The adventure also costs an additional TU.

Magically leaving the ship and traveling somewhere other than Onnwal provides solace from receiving the Disfavor of the Szek, otherwise the PCs gain the Disfavor unless they pass a DC 30 Bluff check. The adventure still costs and additional TU.

Conclusion B

This conclusion assumes the PCs left the launch from the *Le Ramier* with the sailor who piloted it.

Read aloud or paraphrase the following:

Dashing through the gateway, you find yourself dumped out next to the lift bucket leading down to the prison and sea caves. The guards have not been replaced.

Making your way out of the sea-stack, you find your launch is missing! And even more surprising, it is still night, though Pelor looks to soon make an appearance.

A shrill whistle breaks the silence and you see the launch rowing toward you.

"Sorry to give you such a fright," says the sailor, "but I didn't feel safe just sitting by the dock. You wouldn't believe the noises I heard coming from inside that place."

You reach the Le Ramier and are heartily greeted by Captain Keel. As the ship makes way, Keel asks each of you to prepare written statements detailing your experiences.

The Le Ramier sails on for Kildeer and a well-deserved rest. Midway through the journey, Captain Keel informs you and the crew the ship is being diverted to Tarlesan.

What further adventure awaits?

The PCs can report their deeds and what they have learnt to Captain Keel. As agreed, they get to keep any treasure they have managed to salvage from the Keep (within the GP cap of course).

Conclusion C

Read aloud or paraphrase the following:

You are calmly and expertly tortured for every last bit of information you possess about what you have experienced inside Obelstone Keep and any ties you may have to the Resistance and the Free State.

Any laboratory materials, books, or papers you did not destroy are found and confiscated.

You are stripped of all equipment (the guards are very thorough) and thrown into a cell. That is the last thing you remember – being tossed into a hole. It's all black from there.

The PCs are incarcerated in cells that have almost no flow of time. After 10 TU, they (and all of their equipment) are rescued during a daring raid by The Breakers, an Onnwalon War Company of some reknown. The PCs earn the Tortured by the Scarlet Sign on the AR and lose 10 TU in addition to the 2 TU spent for the module.

Conclusion D

Have one of the PCs roll a d100 to determine whether or not breaking the ward (A) sends the Thing back to the Far Realm, leading to the catastrophic collapse of the lower portions of Obelstone Keep (1-50%) or (B) the Thing is able to escape and manifest fully on the Oerth (51-100%).

If the PCs rolled A, read aloud or paraphrase the following:

The last ward is broken! At once, all five obelisks shatter with a terrible keening scream! There is a moment of complete silence. Then, a slight breeze rustles your hair and the loose papers scattered on the floor. The breeze rises with a howl, growing in intensity until it is almost a gale. As it does, The Thing in the Pit rises, flowing over the sides of its prison like some terrible flood of unnatural flesh. A horrific tearing sound rends the air and a great rift appears above the creature, a purple scab in reality. The gale rushes into the gaping rent.

The cavern's dimensions fluctuate wildly, collapsing, expanding. The creature emits a hideous ululation, chilling your bones to their very marrow. With a deafening thunderclap, it is pulled through the rent in reality! The cavern collapses upon itself, shrinking dramatically, throwing chunks of rock and shattered crystal. The gateways, once the only stable thing within this horrible place begin to flicker.

The walls of the cavern slam together, trapping you between the gateways – your bodies are pulled through both at the same time!

Darkness takes you.

You awake on the shore. Your clothing soaked with seawater. You do not see your launch or the Le Ramier. Nothing. In the distance you see a huge pillar of smoke rising from the fortress of Obelstone. Several of its upper towers appear to have fallen and orange, green and blue flames flicker here and there.

Obelstone may be ruined but the sound of the entity still rings in your mind.

The PCs gain the Ululation of the Thing in the Pit. They are otherwise unharmed but must find their way back to Free State lines, which they should be able to do without incident.

If the PCs rolled B, read aloud or paraphrase the following:

The last ward is broken! At once, all five obelisks shatter with a terrible keening scream! There is a moment of complete silence. Then, a slight breeze rustles your hair and the loose papers scattered on the floor. The breeze rises with a howl, growing in intensity until it is almost a gale. As it does, The Thing in the Pit rises, flowing over the sides of its prison like some terrible flood of unnatural flesh into the chamber beyond.

The gateway behind you emits an ear-shattering wail and suddenly the gale seems to be funneled towards it, picking you up and flinging you into the screaming archway.

Your last sight of the cavern before the darkness takes you is the Thing, expanding to fill the vast chamber, its foul progeny swarming over the walls and floor – a nightmarish vision of madness.

Darkness takes you.

You awake on the shore. Your clothing soaked with seawater. You do not see your launch or the Le Ramier. Nothing. In the distance you see a huge pillar of smoke rising from the fortress of Obelstone. Orange, green and blue flames flicker here and there, licking outwards and then dying away.

Something fell and terrible is visiting its wrath upon Obelstone. The tenure of the Scarlet Sign there is at an end. You can only hope that the new occupant can be contained within its walls, lest it become a more terrible threat to Onnwal and the world than the Scarlet Brotherhood ever were.

The PCs are otherwise unharmed but must find their way back to Free State lines, which they should be able to do without incident.

The End

CAMPAIGN CONSEQUENCES:

Please take the time to fill out the following answers and send them to jenymacphee@hotmail.com

- 1: Did Kelkal Nool survive?
- 2: Did Garharn Zan survive?
- 3: Did Captain Keel survive?
- 4: Did the PCs recover Nool's notebooks?
- 5: Did the PCs break the wards? If so, did the Thing in the Pit:
 - (A) return to the Far Realm
 - (B) manifest fully on the Oerth?
- 6: Were any of the PCs captured and tortured by Sessek Tesh?
- 7: Did any PCs die in the course of the adventure?

Experience Point Summary

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter Two: The Revelation

Defeating the Brotherhood thugs and saving the ship:

- APL 4 180 xp
- APL 6 240 xp
- APL 8 300 xp
- APL 10 360 xp
- APL 12 420 xp

Encounter Four: Voyage to Obelstone

Defeat the hochebi slavers and confiscate their keelboat:

- APL 4 180 xp
- APL 6 240 xp
- APL 8 300 xp
- APL 10 360 xp
- APL 12 420 xp

Encounter Five: The Prison

Encountering or bypassing the traps on the outer door of the sea cave:

- APL 4 90 xp
- APL 6 120 xp
- APL 8 150 xp
- APL 10 180 xp
- APL 12 210 xp

Defeat the prison guards:

- APL 4 150 xp
- APL 6 210 xp
- APL 8 270 xp
- APL 10 330 xp
- APL 12 390 xp

Encounter Six: Obelstone Keep

Encountering and either defeating or avoiding the pseudonatural gelatinous cube:

- APL 4 120 xp
- APL 6 150 xp
- APL 8 210 xp
- APL 10 270 xp
- APL 12 330 xp

Encountering and defeating the horror in the test subject:

- APL 4 120 xp
- APL 6 180 xp
- APL 8 210 xp

APL 10 240 xp

APL 12 270 xp

Encounter Seven: The Pit

Defeating Kelkal Nool and his minions (does not include the arcanists):

- APL 4 240 xp
- APL 6 300 xp
- APL 8 360 xp
- APL 10 420 xp
- APL 12 480 xp

Story Awards

Finding and examining the slaver contract:

- APL 4 30 xp
- APL 6 60 xp
- APL 8 90 xp
- APL 10 120 xp
- APL 12 150 xp

Interrogating Felban Kalish:

- APL 4 30 xp
- APL 6 30 xp
- APL 8 30 xp
- APL 10 30 xp
- APL 12 30 xp

Discover the parchment clue from Area O3: Researcher

Common Room:

- APL 4 30 xp
- APL 6 60 xp
- APL 8 90 xp
- APL 10 120 xp
- APL 12 150 xp

Interrogating Garharn Zan:

- APL 4 30 xp
- APL 6 30 xp
- APL 8 30 xp
- APL 10 30 xp
- APL 12 30 xp

Removing and destroying lab/research notes (must obtain BOTH laboratory notebooks):

- APL 4 120 xp
- APL 6 120 xp
- APL 8 120 xp
- APL 10 120 xp
- APL 12 120 xp

Discretionary roleplaying award

- APL 4 30 xp
- APL 6 60 xp
- APL 8 90 xp
- APL 10 120 xp
- APL 12 150 xp

Total possible experience:

APL 4 1350 xp
APL 6 1800 xp
APL 8 2250 xp
APL 10 2700 xp
APL 12 3150 xp

Treasure Summary

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a “treasure” section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter’s treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional scenario, characters may spend additional Time Units to practice professions or create

items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter Two: The Revelation

APL 4: L: 107 gp; C: 0 gp; M: 934 gp – *potion of enlarge person* (83 gp each), *potion of spider climb* (75 gp each), *scroll of flaming sphere* (13 gp each), *scroll of shatter* (13 gp each), *necklace of adaptation* (750 gp each)

APL 6: L: 26 gp; C: 0 gp; M: 1885 gp – *potion of enlarge person* (83 gp each), *potion of spider climb* (75 gp each), *+1 spiked chain* (581 gp each), *potion of haste* (188 gp each), *vest of resistance +1* (83 gp each), *brooch of shielding* (125 gp each) *necklace of adaptation* (750 gp each)

APL 8: L: 26 gp; C: 0 gp; M: 2256 gp – *potion of enlarge person* (83 gp each), *potion of spider climb* (75 gp each), *+1 spiked chain* (581 gp each), *potion of haste* (188 gp each), *elemental gem (fire)* (188 gp each), *vest of resistance +1* (83 gp each), *brooch of shielding* (125 gp each), *potion of fly* (63 gp each), *scroll of Evard’s black tentacles* (58 gp each), *scroll of wall of fire* (58 gp each) *necklace of adaptation* (750 gp each)

APL 10: L: 26 gp; C: 0 gp; M: 3699 gp – *potion of enlarge person* (83 gp each), *potion of spider climb* (75 gp each), *+1 spiked chain* (581 gp each), *potion of haste* (188 gp each), *elemental gem (fire)* (188 gp each), *vest of resistance +2* (333 gp each), *brooch of shielding* (125 gp each), *potion of fly* (63 gp each), *scroll of arc of lightning* (94 gp each), *scroll of prismatic ray* (94 gp each) *necklace of adaptation* (750 gp each)

APL 12: L: 52 gp; C: 0 gp; M: 5870 gp – *potion of enlarge person* (83 gp each), *potion of spider climb* (75 gp each), *shocking +1 spiked chain* (2081 gp each), *potion of haste* (188 gp each), *elemental gem (fire)* (188 gp each), *vest of resistance +1* (250 gp each), *vest of resistance +2* (333 gp each), *brooch of shielding* (125 gp each), *potion of fly* (63 gp each), *scroll of blade barrier* (138 gp each), *scroll of chain lightning* (138 gp each), *cloak of charisma +2* (333 gp each) *necklace of adaptation* (750 gp each)

Encounter Four: Voyage to Obelstone

APL 4: L: 808 gp; C: 0 gp; M: 0 gp

APL 6: L: 755 gp; C: 0 gp; M: 358 gp – *pearl of power (1st)* (83 gp each), *vest of resistance +1* (167 gp each), *bracers of armor +1* (83 gp each), *elixir of swimming* (21 gp each), *scroll of ray of enfeeblement* (2 gp each), *scroll of grease* (2 gp each)

APL 8: L: 933 gp; C: 0 gp; M: 2126 gp – *+1 leather armour* (1440 gp each), *studded +1 leather armour* (98 gp each), *pearl of power (1st)* (83 gp each), *wand of cure light wounds* (63 gp each), *vest of resistance +1* (167 gp each), *bracers of armor +1* (83 gp each), *elixir of swimming* (21 gp each), *scroll of ray of enfeeblement* (4 gp each)

APL 10: L: 533 gp; C: 0 gp; M: 4521 gp – *+1 composite longbow (+2 Str)* (1733 gp each), *+1 leather armour* (1440 gp each), *+1 studded leather armour* (98 gp each), *pearl of power (1st)* (83 gp each), *wand of cure light wounds* (63 gp each), *vest of resistance +1* (167 gp each), *bracers of armor +1* (83 gp each), *elixir of swimming* (21 gp each), *cloak of charisma +2* (333 gp each), *peript of wisdom +2* (333 gp each)

APL 12: L: 533 gp; C: 0 gp; M: 7688 gp – *+1 composite longbow (+2 Str)* (1733 gp each), *+1 leather armour* (1440 gp each), *+2 studded leather armor* (348 gp each), *pearl of power (1st)* (83 gp each), *wand of cure light wounds* (63 gp each), *vest of resistance +1* (167 gp each), *bracers of armor +2* (333 gp each), *ring of protection +1* (167 gp each), *elixir of swimming* (21 gp each), *cloak of charisma +2* (333 gp each), *peript of wisdom +2* (333 gp each)

Encounter Five: The Prison

APL 4: L: 250 gp; C: 0 gp; M: 0 gp

APL 6: L: 192 gp; C: 0 gp; M: 225 gp – *+1 breastplate* (225 gp each)

APL 8: L: 142 gp; C: 0 gp; M: 625 gp – *+1 breastplate* (225 gp each), *+1 heavy crossbow* (392 gp each)

APL 10: L: 142 gp; C: 0 gp; M: 1292 gp – *+1 banded mail* (233 gp each), *+1 heavy crossbow* (392 gp each), *gloves of dexterity +2* (667 gp each)

APL 12: L: 142 gp; C: 0 gp; M: 2567 gp – *+1 banded mail* (233 gp each), *+1 shocking heavy crossbow* (1392 gp each), *gloves of dexterity +2* (667 gp each), *necklace of fireballs (type I)* (275 gp each)

Encounter Six: Obelstone Keep

All APLs: L: 50 gp; C: 0 gp; M: 0 gp

Encounter Seven: The Pit

APL 4: L: 26 gp; C: 0 gp; M: 499 gp – *peript of wisdom +2* (333 gp each), *salve of slipperiness* (83 gp each), *cloak of resistance +1* (83 gp each)

APL 6: L: 26 gp; C: 0 gp; M: 749 gp – *peript of wisdom +2* (333 gp each), *salve of slipperiness* (83 gp each), *cloak of resistance +1* (83 gp each), *lesser silent metamagic rod* (250 gp each)

APL 8: L: 26 gp; C: 0 gp; M: 1916 gp – *peript of wisdom +4* (1333 gp each), *salve of slipperiness* (83 gp each), *cloak of resistance +1* (83 gp each), *lesser silent metamagic rod* (250 gp each), *ring of protection +1* (167 gp each)

APL 10: L: 26 gp; C: 0 gp; M: 3896 gp – *peript of wisdom +6* (3000 gp each), *salve of slipperiness* (83 gp each), *cloak of resistance +1* (83 gp each), *lesser silent metamagic rod* (250 gp each), *ring of protection +1* (167 gp each), *wand of magic missiles (5th)* (313 gp each)

APL 12: L: 26 gp; C: 0 gp; M: 4771 gp – *peript of wisdom +6* (3000 gp each), *salve of slipperiness* (83 gp each), *cloak of resistance +1* (83 gp each), *lesser silent metamagic rod* (250 gp each), *ring of protection +1* (167 gp each), *wand of magic missiles (5th)* (313 gp each), *acid substitution metamagic rod* (875 gp each)

Total Possible Treasure

APL 4: L: 1241 gp; C: 0 gp; M: 1433 gp – Total: 2674 gp (max 1300 gp)

APL 6: L: 1049 gp; C: 0 gp; M: 3217 gp – Total: 4266 gp (max 1800 gp)

APL 8: L: 1177 gp; C: 0 gp; M: 6919 gp – Total: 8086 gp (max 2600 gp)

APL 10: L: 777 gp; C: 0 gp; M: 13408 gp – Total: 14185 gp (max 4600 gp)

APL 12: L: 803 gp; C: 0 gp; M: 20896 gp – Total: 21699 gp (max 6600 gp)

Special

☛ **Call of the Starspawn:** For good or ill, you have heard the call of a being from the Far Realm. This counts as having had peaceful contact with a pseudonatural creature, a prerequisite for the Alienist prestige class.

☛ **Disfavour of the Szek:** Your ability to show your face in Onnwal is severely curtailed. The Szek has had your likeness plastered up in every town. This may impact the participation of this character in Onnwal Regional modules.

☛ **Frostfire:** This sticky, adhesive substance drains away heat when exposed to air or moisture. A flask of frostfire can be thrown as a grenadelike weapon with a range increment of 10 feet, and a direct hit deals 1d6 points of cold damage. The target can then attempt to scrape off or wash away the frostfire, if desired. If this does not occur, the target takes an additional 1d6 points of cold damage on the round following the direct hit. Removing frostfire by scraping requires a successful Reflex saving throw (DC 15). Alternatively,

the substance can be removed automatically by dousing it with at least 1 pint of an alcoholic or acidic solution (such as wine or vinegar). Either method requires a full-round action.

Requirements: Craft (alchemy) DC 20; *Cost:* 40 gp; *Weight:* 1 lb. *Source:* *Monster Manual II*

📖 **Laboratory Notebooks of Kelkal Nool:** In defiance of all sanity and the laws of the Free State, you have kept this book describing unspeakable experiments on countless Onnwalons. Reading this blasphemous tome takes 4 TU and permanently removes 1 point of Wisdom that cannot be regained by any means. The horrific knowledge, however, gives you access to the Graft Flesh (undead) feat and the unspeakable ritual to create the bonemail graft as detailed in the *Fiend Folio*. Possession of this book is punishable by death under the laws of the Free State. Note: PCs wishing to possess this item must purchase it. Price: 2000 gp.

👁️ **Ululation of the Thing in the Pit:** For the next 10 adventures, the PC is plagued by horrible nightmares, intrusive waking dreams, and feelings of unseen things stalking them. Before each module, witnessed by the Judge, the PC must succeed at a DC 15 Will save, or be shaken (see page 312 *Player's Handbook*) during the module. Regardless of the outcome of the saving throw, the PC gains a +2 insight bonus on attack and damage rolls and skill checks versus aberrations for the next 10 adventures.

👁️ **Tortured by the Scarlet Sign:** You have been expertly tortured for every last bit of information you possess about the Free State of Onnwal by the torturers of Sessek Tesh at Obelstone Keep, before your rescue. Lose 10 TU and gain a set of distinguishing scars as a legacy of your torment.

Items for the Adventure Record

Item Access

APL 4: axiomatic water (*Planar Handbook*), cage (medium) (*Arms & Equipment Guide*), cage (large) (*Arms & Equipment Guide*), *elixir of swimming*, *frostfire*, *necklace of adaptation*, *salve of slipperiness*

APL 6 (all of APL 4 plus the following): *vest of resistance +1* (*Complete Arcane*), *brooch of shielding*, *lesser silent metamagic rod*, *pearl of power (1st)*

APL 8 (all of APLs 4-6 plus the following): *elemental gem (fire)*, *wand of cure light wounds*, *periapt of wisdom +4*

APL 10 (all of APLs 4-8 plus the following): *vest of resistance +2* (*Complete Arcane*), *scroll of arc of lightning* (*Complete Arcane*), *scroll of prismatic ray* (*Complete Arcane*), *periapt of wisdom +6*, *wand of magic missiles (5th)*

APL 12 (all of APLs 4-10 plus the following): *shocking +1 spiked chain*, *scroll of blade barrier*, *scroll of chain lightning*, *+2 studded leather armor*, *bracers of armor +2*, *+1 shocking heavy crossbow*, *necklace of fireballs (type I)*, *acid substitution metamagic rod* (*Complete Arcane*)

Appendix 1: APL 4

Encounter 2: The Revelation

Note: Until the enemy combatants have consumed a *potion of enlarge person*, each receives a +2 bonus to AC (+1 Dex, +1 size) and a -1 to hit and damage. All weapons are reduced one size category as well. For example, spiked chains sized for Small creatures deliver 1d6 damage per hit.

Le Ramier. Colossal vehicle; Profession (sailor) +3; Spd wind x 20 ft. (nautical average); Overall AC -3; Section hp 50 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Rigging (sails/mast/control lines) 80 hp (hardness 0), AC 1; Ram 12d6; Face 90 ft. by 20 ft.; Height 10 ft. (draft 10 ft.); Crew 20; Cargo 150 tons (Spd wind x 15 ft. if 75 tons or more).

Sailor: male human (Oeridian & Suel) War1/Exp2; CR 2; Medium Humanoid (human); HD 1d8+2d6+3; hp 19; Init +1; Spd 30 ft.; AC 13 (+2 Dex, +1 padded armor), touch 12, flat-footed 11; BAB +2; Grp +4; Atk +4 melee (1d4+2/19-20 x2, dagger) or +4 melee (1d6+2, club); AL N; SV Fort +3, Ref +2, Will +3; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 10.

Skills and Feats: Balance +4, Climb +8, Craft (shipwright) +3, Jump +5, Listen +2, Knowledge (geography) +2, Profession (sailor) +6, Spot +3, Survival +2, Swim +8, Use Rope +5; Alertness, Athletic, Endurance.

Possessions: Keoish naval uniform (padded armor), dagger, club.

Commander Eddins: male human (Suel) War1/Exp5; CR 3; Medium Humanoid (human); HD 1d8+5d6+12; hp 46; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 mw leather armor), touch 11, flat-footed 12; BAB +4; Grp +5; Atk +6 melee (1d6+1/19-20 x2, mw cutlass); AL N; SV Fort +5, Ref +2, Will +5; Str 12, Dex 12, Con 15, Int 12, Wis 12, Cha 12.

Skills and Feats: Balance +5, Climb +10, Craft (shipwright) +5, Jump +5, Listen +3, Knowledge (geography) +6, Profession (sailor) +10, Spot +6, Survival +4, Swim +12, Use Rope +5; Alertness, Athletic, Improved Toughness, Leadership.

Possessions: Keoland naval officer uniform (masterwork leather armor), masterwork cutlass.

Brotherhood Monk Thug: male human (Suel) Ftr1/Mnk1; CR 2; Medium Humanoid (human); HD 1d10+1d8+4; hp 19; Init +6; Spd 30 ft.; AC 20 (+2 Dex, +2 misc, +6 *extended greater mage armor*), touch 14, flat-footed 18; BAB +1; Grp +7; Atk +5 melee (2d4+3, mw spiked chain) or +3 melee (1d6+2, unarmed strike); SA Flurry of blows (-2 penalty); AL LE; SV Fort +6, Ref +4, Will +4; Str 14, Dex 14, Con 14, Int 10, Wis 14, Cha 10.

Skills and Feats: Balance +2, Climb +6, Jump +6, Listen +2, Spot +3, Tumble +6; Exotic Weapon Proficiency (spiked chain), Improved Grapple^B, Improved Initiative, Improved Unarmed Strike^B, Weapon Focus (spiked chain).

Possessions: Masterwork spiked chain, *potion of enlarge person*, *potion of spider climb*.

Brotherhood Warmage: male human (Suel) Wrm2; CR 2; Medium Humanoid (human); HD 2d6+2; hp 12; Init +4; Spd 30 ft.; AC 16 (+6 *extended greater mage armor*), touch 10, flat-footed 16; BAB +1; Grp +0; Atk +1 melee (1d8-1, mw heavy mace); SA Spells, warmage edge (+1); SQ Armored mage; AL LE; SV Fort +1, Ref +0, Will +3; Str 8, Dex 10, Con 12, Int 12, Wis 14, Cha 18.

Skills and Feats: Bluff +4, Concentration +6, Intimidate +7, Knowledge (arcana) +4, Listen +1, Spellcraft +6, Spot +1; Eschew Materials, Improved Initiative.

Armored Mage (Ex): Normally, armor of any type interferes with an arcane spellcaster's gestures, which can cause his spells to fail (if those spells have somatic components). A warmage's limited focus and specialized training, however, allows him to avoid arcane spell failure as long as he sticks to light armor and light shields. This training does not extend to medium or heavier armors, nor to heavy shields. Nor does this ability apply to spells gained from a different spellcasting class.

Warmage Edge (Ex): A warmage is specialized in dealing damage with his spells. Whenever a warmage casts a spell that deals hit point damage, he adds his Intelligence bonus (if any) to the amount of damage dealt. The bonus from the warmage edge special ability applies only to spells that he casts as a warmage, not to those he might have by virtue of levels in another class.

Spells Known (Warmage) (6/5; base DC 14 + spell level): 0–*acid splash*, *disrupt undead*, *light*, *ray of frost*, 1st–*accuracy**, *burning hands*, *chill touch*, *fist of stone**, *hail of stone**, *magic missile*, *lesser orb of acid**, *lesser orb of cold**, *lesser orb of electricity**, *lesser orb of fire**, *lesser orb of sound**, *shocking grasp*, *sleep*, *true strike*.

*See DM's Aid 3.

Possessions: Masterwork heavy mace, *potion of enlarge person*, *scroll of flaming sphere*, *scroll of shatter*.

Encounter 4: Voyage to Obelstone

Launch: Huge vehicle; Profession (sailor) +2; Spd oars 15 ft. (nautical good); Overall AC 3; Section hp 30 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Ram 4d6; Face 15 ft. by 10 ft.; Height 5 ft. (draft 2 ½ ft.); Crew 4; Cargo 5 tons (Spd oars 10 ft. if 2 tons or more).

Hochebi Keelboat: Gargantuan vehicle; Profession (sailor) +0; Spd wind x 10 ft. (nautical good), oars 10 ft. (nautical good); Overall AC 1; Section hp 40 (hardness 5); Section AC 3; Rigging 30 hp (hardness 0), AC 3; Ram 8d6; Face 60 ft. by 20 ft.; Height 10 ft. (draft 5 ft.); Crew 15; Cargo 50 tons (Spd wind x 5 ft., oars 5 ft. if 25 tons or more).

Hobgoblin Fighter: male War1; CR ½; Medium Humanoid (goblin); HD 1d8+1; hp 9; Init +3; Spd 30 ft.; AC 14 (+2 Dex, +2 armor), touch 12, flat-footed 12; Base Atk +1; Grp +2; Atk +3 melee (1d6+1/19-20 x2, shortsword) or +4 ranged (1d8+1, masterwork composite (+1 Str) longbow); SQ Darkvision 60 ft.; AL LE; SV Fort +3, Ref +2, Will -1; Str 12, Dex 15, Con 13, Int 10, Wis 9, Cha 8.

Languages: Common, Giant, Goblin.

Skills and Feats: Climb +2, Intimidate -1, Jump +2, Listen +2, Move Silently +6, Profession (sailor) +0, Spot +2, Swim +1; Alertness.

Possessions: Masterwork leather armor, masterwork shortsword, masterwork composite (+1 Str) longbow, 20 arrows.

Encounter 5: The Prison

Area P3 – Admissions Desk

Keshfon Felban Kalish: male human (Suel) Exp3; CR 2; Medium Humanoid (human); HD 3d6+3; hp 17; Init +0; Spd 30 ft.; AC 12 (+2 armor), touch 10, flat-footed 12; Base Atk +2; Grp +2; Atk +2 melee (1d4/19-20 x2, dagger); AL LE; SV Fort +2, Ref +1, Will +4; Str 10, Dex 10, Con 12, Int 12, Wis 12, Cha 12.

Languages: Common, Ancient Suel, Goblin.

Skills and Feats: Appraise +8, Bluff +1, Decipher Script +7, Diplomacy +8, Forgery +6, Intimidate +5, Knowledge (local-Splintered Suns) +7, Knowledge (nobility) +5, Profession (bureaucrat) +7, Sense Motive +8, Spot +8; Alertness, Diligent, Negotiator.

Possessions: Masterwork leather armor, dagger, red-gold amulet, strongbox key.

Area P4 – The Elevator

Guard: male human (Suel) War2; CR 1; Medium Humanoid (human); HD 2d8+2; hp 15; Init +0; Spd 20 ft.; AC 15 (+5 armor), touch 10, flat-footed 15; Base Atk +2; Grp +3; Atk +5 melee (1d8+1/19-20 x2, masterwork longsword) or +3 ranged (1d10/19-20 x2, masterwork heavy crossbow); AL LN; SV Fort +4, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb -1, Hide -3, Intimidate +3, Jump -7, Listen +0, Move Silently -3, Spot +0, Swim -4, Tumble -2; Rapid Reload, Weapon Focus (longsword).

Possessions: Masterwork breastplate, masterwork longsword, masterwork heavy crossbow, alchemist's fire (x5), tanglefoot bag (x2), guard uniform, red-gold amulet.

Drudge: male human (Oeridian) flesh half-golem Ftr1; CR 4; Medium Humanoid (human); HD 1d10+14; hp 24; Init +0; Spd 30 ft. (can't run); AC 19 (+4 armor, +5 natural), touch 10, flat-footed 19; Base Atk +1; Grp +7; Atk +9 melee (1d8+6,

masterwork heavy mace); SA Berserk; SQ DR 5/adamantine, magic immunity; AL CN; SV Fort +6, Ref +0, Will +2; Str 22, Dex 10, Con 18, Int 6, Wis 10, Cha 4.

Skills and Feats: Climb +7, Hide -1; Jump +7, Listen +4, Move Silently -1, Spot +4, Swim +4, Tumble +1; Alertness, Iron Will, Weapon Focus (heavy mace).

Berserk (Ex): A flesh half-golem that takes damage in combat flies into a berserk rage the following round, attacking wildly until either it or its opponent is dead. It gains +4 Strength, +4 Constitution, and -2 AC. A flesh half-golem cannot end its berserk state voluntarily. If the flesh half-golem is a barbarian, the bonuses and penalty are cumulative with the barbarian rage class feature. Berserk rage modified statistics are as follows: hp 26, AC 17, Atk +11 melee (1d8+8).

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

A magical attack that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on the half-golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a half-flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A half-flesh golem gets no saving throw against attacks that deal electricity damage.

Possessions: Masterwork chain shirt, masterwork heavy mace, peasant outfit.

Encounter 6: Obelstone Keep

Area O5a – Laboratory

Pseudonatural Gelatinous Cube: CR 4; Large Outsider (Augmented Ooze, Native); HD 4d10+32; hp 54; Init -5; Spd 15 ft.; AC 4 (-1 size, -5 Dex), touch 4, flat-footed 4; Base Atk +3; Grp +11; Atk +2 melee (1d6 plus 1d6 acid); Space/Reach 10 ft./5 ft.; SA Acid, alternate form, engulf, paralysis, *true strike* 1/day; SQ Blindsight 60 ft., darkvision 60 ft., DR 5/magic, immunity to electricity, outsider traits, resistance to acid 5, spell resistance 14, transparent; AL N; SV Fort +9, Ref -4, Will -4; Str 10, Dex 1, Con 26, Int -, Wis 1, Cha 1.

Acid (Ex): A gelatinous cube's acid does not harm metal or stone.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Engulf (Ex): Although it moves slowly, a gelatinous cube can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 13 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Paralysis (Ex): A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 20 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent. The save DC is Constitution-based.

Transparent (Ex): Gelatinous cubes are hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a cube and walk into it are automatically engulfed.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Area O5b – Subject Ward

Pseudonatural Locust Swarm: CR 4; Diminutive Outsider (Augmented Vermin, Swarm, Native); HD 6d8-6; hp 21; Init +4; Spd 10 ft., fly 30 ft. (poor); AC 18 (+4 size, +4 Dex), touch 18, flat-footed 14; Base Atk +4; Grp -; Atk Swarm (2d6);

Space/Reach 10 ft./0 ft.; SA Alternate form, distraction, *true strike* 1/day; SQ Darkvision 60 ft., DR 5/magic, immune to weapon damage, spell resistance 16, swarm traits, resistance to acid 5, resistance to electricity 5; AL N; SV Fort +4, Ref +6, Will +2; Str 1, Dex 19, Con 8, Int –, Wis 10, Cha 2.

Skills and Feats: Listen +4, Spot +4.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a –1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Distraction (Ex): Any living creature that begins its turn with a locust swarm in its space must succeed on a DC 12 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Swarm Traits: A swarm has no clear front or back and no discernable anatomy, so it is not subject to critical hits or flanking. A swarm composed of Fine or Diminutive creatures is immune to all weapon damage. Reducing a swarm to 0 hit points or lower causes it to break up, though damage taken until that point does not degrade its ability to attack or resist attack. Swarms are never staggered or reduced to a dying state by damage. Also, they cannot be tripped, grappled, or bull rushed, and they cannot grapple an opponent.

A swarm is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects) if the swarm has an Intelligence score and a hive mind. A swarm takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and many evocation spells.

Swarms made up of Diminutive or Fine creatures are susceptible to high winds such as that created by a *gust of wind* spell. For purposes of determining the effects of wind on a swarm, treat the swarm as a creature of the same size as its constituent creatures. A swarm rendered unconscious by means of nonlethal damage becomes disorganized and dispersed, and does not reform until its hit points exceed its nonlethal damage.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Skills: A locust swarm has a +4 racial bonus on Listen and Spot checks.

Encounter 7: The Pit

Keikal Nool: male human (Suel) Adp6/Fleshwarper3*; CR 6; Medium Humanoid (human); HD 9d6+27; hp 65; Init +0; Spd 30 ft.; AC 12 (+2 natural), touch 10, flat-footed 12; Base Atk +4; Grp +3; Atk +4 melee (1d6-1, masterwork sickle); SA Spells; SQ Elder secret (secret of the gibbering moulder), aberrant quasit familiar, graft mastery (fiendish), graft (bonemail); AL CE; SV Fort +9, Ref +6, Will +12; Str 8, Dex 10, Con 16, Int 14, Wis 20, Cha 10.

Languages: Common, Abyssal, Ancient Suloise.

Skills and Feats: Concentration +12, Heal +12, Intimidate +4, Knowledge (arcana) +10, Knowledge (dungeoneering) +10, Knowledge (nature) +10, Knowledge (the planes) +10, Listen +8, Spellcraft +12, Spot +8, Use Magic Device +6; Graft Flesh (undead)*, Improved Familiar, Lightning Reflexes, Willing Deformity, Deformity (obese).

*See DM's Aid 3.

Spells Prepared (Adept) (3/5/3/1; base DC 15 + spell level, caster level 8th) 0–cure minor wounds, detect magic, touch of fatigue; 1st–burning hands, cause fear, cure light wounds, protection from good, seething eyebane; 2nd–cure moderate wounds, mirror image, scorching ray; 3rd–touch of Juiblex*.*

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Possessions: Masterwork sickle, *peripat of wisdom +2*, undead graft (bonemail), *salve of slipperiness*, *cloak of resistance +1*.

Calomyxa: aberrant quasit familiar; CR 2; Small Aberration (Chaotic, Extraplanar, Evil, Augmented Outsider); HD 9; hp 32; Init +7; Spd 20 ft., fly 50 ft. (perfect); AC 23 (+3 Dex, +2 size, +8 natural), touch 15, flat-footed 20; Base Atk +4; Grp -5; Atk +9 melee (1d3-1 plus poison, claw) or +9 melee (1, tentacle); Full Atk +9/+9 melee (1d3-1 plus poison, claw) and +4 melee (1d4-1, bite); SA Deliver touch spells, poison, spell-like abilities, tentacle; SQ Alternate form (toad), DR 5/cold iron or good, darkvision 60 ft., empathic link, fast healing 2, immunity to poison, improved evasion, resistance to fire 10, share spells, speak with amphibians, speak with master; AL CE; SV Fort +5, Ref +6, Will +7; Str 8, Dex 17, Con 10, Int 10, Wis 12, Cha 10.

Languages: Common, Abyssal.

Skills and Feats: Bluff +6, Diplomacy +2, Disguise +2, Hide +17, Intimidate +3, Listen +7, Move Silently +9, Search +6, Spellcraft +8, Spot +6; Improved Initiative, Weapon Finesse.

Alternate Form (Su): A quasit can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that a quasit does not regain hit points for changing form, and any individual quasit can assume only one or two forms no larger than Medium. Common forms include bat, monstrous centipede, toad, and wolf. A quasit in alternate form loses its poison attack.

Poison (Ex): Injury, Fortitude DC 16, initial damage 1d4 Dex, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus.

Spell-Like Abilities: At will—*detect good*, *detect magic*, and *invisibility* (self only); 1/day—*cause fear* (as the spell, except that its area is a 30-foot radius from the quasit, save DC 11). Caster level 6th. The save DCs are Charisma-based. Once per week a quasit can use *commune* to ask six questions. The ability otherwise works as the spell (caster level 12th).

Tentacle (Ex): The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Appendix 2: APL 6

Encounter 2: The Revelation

Note: Until the enemy combatants have consumed a *potion of enlarge person*, each receives a +2 bonus to AC (+1 Dex, +1 size) and a -1 to hit and damage. All weapons are reduced one size category as well. For example, spiked chains sized for Small creatures deliver 1d6 damage per hit.

Le Ramier: Colossal vehicle; Profession (sailor) +3; Spd wind x 20 ft. (nautical average); Overall AC -3; Section hp 50 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Rigging (sails/mast/control lines) 80 hp (hardness 0), AC 1; Ram 12d6; Face 90 ft. by 20 ft.; Height 10 ft. (draft 10 ft.); Crew 20; Cargo 150 tons (Spd wind x 15 ft. if 75 tons or more).

Sailor: male human (Oeridian & Suel) War1/Exp2; CR 2; Medium Humanoid (human); HD 1d8+2d6+3; hp 19; Init +1; Spd 30 ft.; AC 13 (+2 Dex, +1 padded armor), touch 12, flat-footed 11; BAB +2; Grp +4; Atk +4 melee (1d4+2/19-20 x2, dagger) or +4 melee (1d6+2, club); AL N; SV Fort +3, Ref +2, Will +3; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 10.

Skills and Feats: Balance +4, Climb +8, Craft (shipwright) +3, Jump +5, Listen +2, Knowledge (geography) +2, Profession (sailor) +6, Spot +3, Survival +2, Swim +8, Use Rope +5; Alertness, Athletic, Endurance.

Possessions: Keoish naval uniform (padded armor), dagger, club.

Commander Eddins: male human (Suel) War1/Exp5; CR 3; Medium Humanoid (human); HD 1d8+5d6+12; hp 46; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 mw leather armor), touch 11, flat-footed 12; BAB +4; Grp +5; Atk +6 melee (1d6+1/19-20 x2, mw cutlass); AL N; SV Fort +5, Ref +2, Will +5; Str 12, Dex 12, Con 15, Int 12, Wis 12, Cha 12.

Skills and Feats: Balance +5, Climb +10, Craft (shipwright) +5, Jump +5, Listen +3, Knowledge (geography) +6, Profession (sailor) +10, Spot +6, Survival +4, Swim +12, Use Rope +5; Alertness, Athletic, Improved Toughness, Leadership.

Possessions: Keoland naval officer uniform (masterwork leather armor), masterwork cutlass.

Brotherhood Monk Thug: male human (Suel) Ftr2/Mnk2; CR 4; Medium Humanoid (human); HD 2d10+2d8+8; hp 34; Init +6; Spd 30 ft.; AC 20 (+2 Dex,

+2 misc, +6 *extended greater mage armor*), touch 14, flat-footed 18; BAB +3; Grp +9; Atk +7 melee (2d4+4, +1 *spiked chain*) or +5 melee (1d6+2, unarmed strike); SA Flurry of blows (-2 penalty); SQ Evasion; AL LE; SV Fort +8, Ref +5, Will +5; Str 14, Dex 14, Con 14, Int 10, Wis 15, Cha 10.

Skills and Feats: Balance +2, Climb +8, Jump +8, Listen +2, Spot +4, Tumble +8; Combat Reflexes, Deflect Arrows^B, Dodge, Exotic Weapon Proficiency (spiked chain), Improved Grapple^B, Improved Initiative, Improved Unarmed Strike^B, Weapon Focus (spiked chain).

Possessions: +1 *spiked chain*, *potion of enlarge person*, *potion of haste*, *potion of spider climb*.

Brotherhood Warmage: male human (Suel) Wrm4; CR 4; Medium Humanoid (human); HD 4d6+4; hp 22; Init +4; Spd 30 ft.; AC 16 (+6 *extended greater mage armor*), touch 10, flat-footed 16; BAB +2; Grp +1; Atk +2 melee (1d8-1, mw heavy mace); SA Spells, warmage edge (+1); SQ Advanced learning (*darkness*), armored mage; AL LE; SV Fort +3, Ref +2, Will +5; Str 8, Dex 10, Con 12, Int 12, Wis 14, Cha 19.

Skills and Feats: Bluff +5, Concentration +8, Intimidate +8, Knowledge (arcana) +5, Listen +1, Spellcraft +8, Spot +1; Eschew Materials, Improved Initiative, Spell Focus (evocation).

Advanced Learning (Ex): At 3rd, 6th, 11th, and 16th level, a warmage can add a new spell to his list, representing the result of personal study and experimentation. The spell must be a wizard spell of the evocation school, and of a level no higher than that of the highest-level spell the warmage already knows. Once a new spell is selected, it is forever added to that warmage's spell list and can be cast just like any other spell on the warmage's list.

Armored Mage (Ex): Normally, armor of any type interferes with an arcane spellcaster's gestures, which can cause his spells to fail (if those spells have somatic components). A warmage's limited focus and specialized training, however, allows him to avoid arcane spell failure as long as he sticks to light armor and light shields. This training does not extend to medium or heavier armors, nor to heavy shields. Nor does this ability apply to spells gained from a different spellcasting class.

Warmage Edge (Ex): A warmage is specialized in dealing damage with his spells. Whenever a warmage casts a spell that deals hit point damage, he adds his

Intelligence bonus (if any) to the amount of damage dealt. The bonus from the warmage edge special ability applies only to spells that he casts as a warmage, not to those he might have by virtue of levels in another class.

Spells Known (Warmage) (6/7/3; base DC 14 + spell level, DC 15 + spell level for evocations): 0–*acid splash*, *disrupt undead*, *light*, *ray of frost*, 1st–*accuracy**, *burning hands*, *chill touch*, *fist of stone**, *hail of stone**, *magic missile*, *lesser orb of acid**, *lesser orb of cold**, *lesser orb of electricity**, *lesser orb of fire**, *lesser orb of sound**, *shocking grasp*, *sleep*, *true strike*, 2nd–*blades of fire**, *continual flame*, *darkness*, *fire trap*, *fireburst**, *flaming sphere*, *ice knife**, *Melf's acid arrow*, *pyrotechnics*, *scorching ray*, *shatter*, *whirling blade**.

*See DM's Aid 3.

Possessions: Masterwork heavy mace, *vest of resistance +1*, *potion of enlarge person*, *brooch of shielding*.

Encounter 4: Voyage to Obelstone

Launch: Huge vehicle; Profession (sailor) +2; Spd oars 15 ft. (nautical good); Overall AC 3; Section hp 30 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Ram 4d6; Face 15 ft. by 10 ft.; Height 5 ft. (draft 2 ½ ft.); Crew 4; Cargo 5 tons (Spd oars 10 ft. if 2 tons or more).

Hochebi Keelboat: Gargantuan vehicle; Profession (sailor) +0; Spd wind x 10 ft. (nautical good), oars 10 ft. (nautical good); Overall AC 1; Section hp 40 (hardness 5); Section AC 3; Rigging 30 hp (hardness 0), AC 3; Ram 8d6; Face 60 ft. by 20 ft.; Height 10 ft. (draft 5 ft.); Crew 15; Cargo 50 tons (Spd wind x 5 ft., oars 5 ft. if 25 tons or more).

Hobgoblin Fighter: male Ftr1; CR 1; Medium Humanoid (goblin); HD 1d10+2; hp 12; Init +3; Spd 30 ft.; AC 15 (+3 Dex, +2 armor), touch 13, flat-footed 12; Base Atk +1; Grp +3; Atk +5 melee (1d6+2/19-20 x2, masterwork shortsword) or +5 ranged (1d8+2, masterwork composite (+2 Str) longbow); SQ Darkvision 60 ft.; AL LE; SV Fort +4, Ref +3, Will +0; Str 15, Dex 16, Con 15, Int 12, Wis 10, Cha 8.

Languages: Common, Giant, Goblin.

Skills and Feats: Climb +4, Intimidate +1, Jump +4, Listen +3, Move Silently +7, Profession (sailor) +1, Spot +3, Swim +2; Alertness, Weapon Finesse.

Possessions: Masterwork leather armor, masterwork shortsword, masterwork composite (+2 Str) longbow, 20 arrows.

Hobgoblin Cleric: male Clr3; CR 3; Medium Humanoid (goblin); HD 3d8+6; hp 24; Init +2; Spd 30

ft.; AC 15 (+2 Dex, +3 armor), touch 12, flat-footed 13; Base Atk +2; Grp +2; Atk +4 melee (1d8, masterwork flail); SA Rebuke undead 3/day, spells, spontaneous casting (inflict); SQ Darkvision 60 ft.; AL LE; SV Fort +6, Ref +4, Will +7; Str 11, Dex 14, Con 14, Int 10, Wis 16, Cha 11.

Languages: Common, Goblin.

Skills and Feats: Concentration +8, Heal +3, Knowledge (arcana) +1, Knowledge (history) +1, Knowledge (religion) +1, Knowledge (the planes) +1, Listen +3, Move Silently +6, Spellcraft +2, Spot +3, Swim +0; Greater Spell Focus (enchantment), Spell Focus (enchantment), Weapon Focus (flail)B.

Spells Prepared (Cleric) (4/3/2; base DC 13 + spell level, DC 15 + spell level for enchantments, DC 16 + spell level for enchantments [compulsions]) 0–*create water*, *detect magic*, *cure minor wounds*, *mending*; 1st–*bane*, *command**, *cure light wounds*, *entropic shield*; 2nd–*cure moderate wounds*, *enthrall**, *hold person*.

*Domain spell. *Domains*: Tyranny‡ (Add +1 to the saving throw DC of any compulsion spell); War (Free Martial Weapon Proficiency and Weapon Focus with flail).

‡See DM's Aid 3..

Possessions: Masterwork studded leather armor, masterwork flail, *pearl of power (1st)*, *vest of resistance +1*.

Hobgoblin Sorcerer: male Sor3; CR 3; Medium Humanoid (goblin); HD 3d4+9; hp 19; Init +1; Spd 30 ft.; AC 12 (+1 Dex, +1 armor), touch 11, flat-footed 11; Base Atk +1; Grp +0; Atk +0 melee (1d6-1, quarterstaff); SA Spells; SQ Darkvision 60 ft., bat familiar, +1 bonus to save vs *sleep*, paralysis, and electricity effects; AL LE; SV Fort +5, Ref +3, Will +4; Str 9, Dex 12, Con 16, Int 12, Wis 10, Cha 16.

Languages: Common, Draconic, Goblin.

Skills and Feats: Bluff +4, Concentration +9, Knowledge (arcana) +4, Listen +5, Move Silently +5, Spellcraft +7, Spot +3, Swim -1; Draconic Heritage (blue)*, Eschew Materials.

*See DM's Aid 3.

Spells Known (Sorcerer) (6/6; base DC 13 + spell level) 0–*acid splash*, *detect magic*, *flare*, *mage hand*, *read magic*; 1st–*magic missile*, *lesser orb of electricity**, *shield*.

Possessions: *Bracers of armor +1*, *vest of resistance +1*, *elixir of swimming*, *scroll of ray of enfeeblement*, *scroll of grease*.

Encounter 5: The Prison

Area P3 – Admissions Desk

Keshfon Felban Kalish: male human (Suel) Exp3; CR 2; Medium Humanoid (human); HD 3d6+3; hp 17; Init +0; Spd 30 ft.; AC 12 (+2 armor), touch 10, flat-footed 12; Base Atk +2; Grp +2; Atk +2 melee (1d4/19-20 x2, dagger); AL LE; SV Fort +2, Ref +1, Will +4; Str 10, Dex 10, Con 12, Int 12, Wis 12, Cha 12.

Languages: Common, Ancient Suel, Goblin.

Skills and Feats: Appraise +8, Bluff +1, Decipher Script +7, Diplomacy +8, Forgery +6, Intimidate +5, Knowledge (local-Splintered Suns) +7, Knowledge (nobility) +5, Profession (bureaucrat) +7, Sense Motive +8, Spot +8; Alertness, Diligent, Negotiator.

Possessions: Masterwork leather armor, dagger, red-gold amulet, strongbox key.

Area P4 – The Elevator

Guard: male human (Suel) War4; CR 2; Medium Humanoid (human); HD 4d8+4; hp 27; Init +0; Spd 20 ft.; AC 16 (+6 armor), touch 10, flat-footed 16; Base Atk +4; Grp +6; Atk +8 melee (1d8+2/19-20 x2, masterwork longsword) or +5 ranged (1d10/19-20 x2, masterwork heavy crossbow); AL LN; SV Fort +5, Ref +1, Will +2; Str 14, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb +0, Hide -3, Intimidate +3, Jump -6, Listen +2, Move Silently -3, Spot +2, Swim -3, Tumble -2; Iron Will, Rapid Reload, Weapon Focus (longsword).

Possessions: +1 breastplate, masterwork longsword, masterwork heavy crossbow, alchemist's fire (x5), tanglefoot bag (x2), guard uniform, red-gold amulet.

Drudge: Male human (Oeridian) flesh half-golem Ftr3; CR 6; Medium Humanoid (human); HD 3d10+22; hp 44; Init +0; Spd 30 ft. (can't run); AC 19 (+4 armor, +5, natural), touch 10, flat-footed 19; Base Atk +3; Grp +9; Atk +11 melee (1d8+6, masterwork heavy mace); SA Berserk; SQ DR 5/adamantine, magic immunity; AL CN; SV Fort +7, Ref +1, Will +3. Str 22, Dex 10, Con 18, Int 6, Wis 10, Cha 4. Height 6 ft. 1 in.

Skills and Feats: Climb +8, Hide -1; Jump +8, Listen +5, Move Silently -1, Spot +5, Swim +4, Tumble +2; Alertness, Improved Bull Rush, Iron Will, Power Attack, Weapon Focus (heavy mace).

Berserk (Ex): A flesh half-golem that takes damage in combat flies into a berserk rage the following round, attacking wildly until either it or its opponent is dead.

It gains +4 Strength, +4 Constitution, and -2 AC. A flesh half-golem cannot end its berserk state voluntarily. If the flesh half-golem is a barbarian, the bonuses and penalty are cumulative with the barbarian rage class feature. Berserk rage modified statistics are as follows: hp 50, AC 17, Atk +13 melee (1d8+8).

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

A magical attack that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on the half-golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a half-flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A half-flesh golem gets no saving throw against attacks that deal electricity damage.

Possessions: Masterwork chain shirt, masterwork heavy mace, peasant outfit.

Encounter 6: Obelstone Keep

Area O5a – Laboratory

Pseudonatural Gelatinous Cube: CR 5; Large Outsider (Augmented Ooze, Native); HD 8d10+64; hp 92; Init -5; Spd 15 ft.; AC 4 (-1 size, -5 Dex), touch 4, flat-footed 4; Base Atk +6; Grp +14; Atk +5 melee (1d6 plus 1d6 acid); Space/Reach 10 ft./5 ft.; SA Acid, alternate form, engulf, paralysis, *true strike* 1/day; SQ Blindsight 60 ft., darkvision 60 ft., DR 5/magic, immunity to electricity, outsider traits, resistance to acid 10, spell resistance 18, transparent; AL N; SV Fort +10, Ref -3, Will -3; Str 10, Dex 1, Con 26, Int -, Wis 1, Cha 1.

Acid (Ex): A gelatinous cube's acid does not harm metal or stone.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Engulf (Ex): Although it moves slowly, a gelatinous cube can simply mow down Large or

smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 15 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Paralysis (Ex): A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 22 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent. The save DC is Constitution-based.

Transparent (Ex): Gelatinous cubes are hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a cube and walk into it are automatically engulfed.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Area O5b – Subject Ward

Pseudonatural Plague Ant Swarm: CR 6; Fine Outsider (Augmented Vermin, Swarm, Native); HD 10d8+20; hp 65; Init +3; Spd 30 ft., climb 20 ft.; AC 18 (+3 Dex, +5 natural), touch 13, flat-footed 15; Base Atk +7; Grp –; Atk Swarm (2d6 plus disease); Space/Reach 10 ft./0 ft.; SA Alternate form, disease, distraction, *true strike* 1/day, wounding; SQ Darkvision 60 ft., DR 5/magic, immune to weapon damage, spell resistance 20, swarm traits, resistance to acid 10, resistance to electricity 10; AL N; SV Fort +9, Ref +6, Will +3; Str 1, Dex 16, Con 14, Int –, Wis 11, Cha 7.

Skills and Feats: Climb +3.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a –1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Disease (Ex): Any creature that takes damage from a plague ant swarm must succeed on a Fortitude save (DC 17) or contract red ache. The incubation period is 1d3 days, and the disease deals 1d6 points of Strength damage.

Distraction (Ex): Any living creature that begins its turn with a locust swarm in its space must succeed on a DC 17 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Swarm Traits: A swarm has no clear front or back and no discernable anatomy, so it is not subject to critical hits or flanking. A swarm composed of Fine or Diminutive creatures is immune to all weapon damage. Reducing a swarm to 0 hit points or lower causes it to break up, though damage taken until that point does not degrade its ability to attack or resist attack. Swarms are never staggered or reduced to a dying state by damage. Also, they cannot be tripped, grappled, or bull rushed, and they cannot grapple an opponent.

A swarm is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects) if the swarm has an Intelligence score and a hive mind. A swarm takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and many evocation spells.

Swarms made up of Diminutive or Fine creatures are susceptible to high winds such as that created by a *gust of wind* spell. For purposes of determining the effects of wind on a swarm, treat the swarm as a creature of the same size as its constituent creatures. A swarm rendered unconscious by means of nonlethal damage becomes disorganized and dispersed, and does not reform until its hit points exceed its nonlethal damage.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Wounding (Ex): A wound resulting from a plague ant swarm attack bleeds for an additional 1 point of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 2 points of damage per round, and so on). The bleeding can be stopped only by a successful Heal check (DC 10) or the application of any *cure* spell or other healing spells.

Skills: A plague ant swarm has a +8 racial bonus on Climb checks and can always take 10 on Climb checks, even if rushed or threatened.

Encounter 7: The Pit

Kelkal Nool: male human (Suel) Adp6/Fleshwarper5*; CR 8; Medium Humanoid (human); HD 11d6+33; hp 79; Init +0; Spd 30 ft.; AC 14 (+4 natural), touch 10, flat-footed 14; Base Atk +5; Grp +4; Atk +5 melee (1d6-1, masterwork sickle); SA Spells; SQ Elder secret (secret of the gibbering moulder, secret of the umber hulk), aberrant quasit familiar, graft mastery (fiendish, yuan-ti), graft (bonemail)*, graft (poison fangs)*; AL CE; SV Fort +10, Ref +6, Will +12; Str 8, Dex 10, Con 16, Int 14, Wis 21, Cha 10.

Languages: Common, Abyssal, Ancient Suloise.

Skills and Feats: Concentration +17, Heal +14, Intimidate +4, Knowledge (arcana) +11, Knowledge (dungeoneering) +11, Knowledge (nature) +11, Knowledge (the planes) +11, Listen +8, Spellcraft +13, Spot +8, Use Magic Device +8; Graft Flesh (undead)*, Improved Familiar, Lightning Reflexes, Willing Deformity, Deformity (obese).

*See DM's Aid 3.

Spells Prepared (Adept) (3/5/3/2; base DC 15 + spell level, caster level 10th) 0—*cure minor wounds, detect magic, touch of fatigue*; 1st—*burning hands, cause fear, cure light wounds, protection from good, seething eyebane**; 2nd—*cure moderate wounds, mirror image, scorching ray*; 3rd—*lightning bolt, touch of Jubilex**.

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the UMBER Hulk: You gain a +2 racial bonus to your natural armor.

Yuan-ti Graft – Poison Fangs (Ex): These long sharp fangs allow the grafted creature to deliver poison (Fort DC 17 negates) with its bite. Initial and secondary damage are the same (1d6 Con). If the grafted creature did not previously have a natural bite attack, it can bite only a grappled foe (delivering the poison with a successful grapple check to pin the creature) or a helpless opponent.

Possessions: Masterwork sickle, *periapt of wisdom +2*, undead graft (bonemail), yuan-ti graft (poison fangs), *lesser silent metamagic rod, salve of slipperiness, cloak of resistance +1*.

Calomyxa: aberrant quasit familiar; CR 2; Small Aberration (Chaotic, Extraplanar, Evil, Augmented Outsider); HD 11; hp 39; Init +7; Spd 20 ft., fly 50 ft. (perfect); AC 24 (+3 Dex, +2 size, +9 natural), touch 15, flat-footed 21; Base Atk +5; Grp -4; Atk +10 melee (1d3-1 plus poison, claw) or +10 melee (1, tentacle); Full Atk +10/+10 melee (1d3-1 plus poison, claw) and +5 melee (1d4-1, bite); SA Deliver touch spells, poison, spell-like abilities, tentacle; SQ Alternate form (toad), amorphous form, DR 5/cold iron or good, darkvision 60 ft., empathic link, fast healing 2, immunity to poison, improved evasion, resistance to fire 10, share spells, speak with amphibians, speak with master, spell resistance 16; AL CE; SV Fort +5, Ref +6, Will +7; Str 8, Dex 17, Con 10, Int 11, Wis 12, Cha 10.

Languages: Common, Abyssal.

Skills and Feats: Bluff +6, Diplomacy +2, Disguise +2, Hide +17, Intimidate +3, Listen +7, Move Silently +9, Search +6, Spellcraft +9, Spot +6; Improved Initiative, Weapon Finesse.

Alternate Form (Su): A quasit can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that a quasit does not regain hit points for changing form, and any individual quasit can assume only one or two forms no larger than Medium. Common forms include bat, monstrous centipede, toad, and wolf. A quasit in alternate form loses its poison attack.

Amorphous Form (Ex): A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Poison (Ex): Injury, Fortitude DC 17, initial damage 1d4 Dex, secondary damage 2d4 Dex. The save

DC is Constitution-based and includes a +2 racial bonus.

Spell-Like Abilities: At will—*detect good*, *detect magic*, and *invisibility* (self only); 1/day—*cause fear* (as the spell, except that its area is a 30-foot radius from the quasit, save DC 11). Caster level 6th. The save DCs are Charisma-based. Once per week a quasit can use *commune* to ask six questions. The ability otherwise works as the spell (caster level 12th).

Tentacle (Ex): The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Half-Farspawn Otyugh: CR 6; Large Outsider (Augmented Aberration, Native); HD 6d8+24; hp 51; Init +1; Spd 20 ft.; AC 21 (+1 Dex, -1 size, +11 natural), touch 10, flat-footed 20; Base Atk +4; Grp +9; Atk +5 melee (1d6+1, primary tentacle); Full Atk +5/+5 melee (1d6+1, primary tentacle) and +3/+3 melee (1d6, farspawn tentacle) and +2 melee (1d4, bite); in amorphous form +3/+3/+3/+3 melee (1d6+1, farspawn tentacle); Space/Reach 10 ft./10 ft. (15 ft. with primary tentacles); SA constrict 1d6+1, disease, improved grab, spell-like abilities, *true strike* 1/day; SQ change shape, blindsight 60 ft., DR 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, resistance to electricity 10, scent, spell resistance 16; AL CE; SV Fort +6, Ref +3, Will +8; Str 13, Dex 12, Con 19, Int 5, Wis 16, Cha 8.

Languages: Common.

Skills and Feats: Concentration +8, Hide +5, Listen +14, Move Silently +3, Spot +14; Alertness, Multiattack, Weapon Focus (tentacle).

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows: the creature's movement modes do not change; the creature retains the tentacle attacks granted by this template and gains two additional tentacle attacks when making a full attack; the creature becomes amorphous; creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Constrict (Ex): An otyugh deals automatic tentacle damage with a successful grapple check.

Disease (Ex): Filth fever—bite, Fortitude DC 17, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, an otyugh must hit with a tentacle attack. It can then attempt to

start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell-Like Abilities (Sp): 3/day—*blur*; 1/day—*touch of idiocy*, *stinking cloud* (DC 12). Caster level 6th. The save DC is Charisma-based.

True Strike (Su): Once per day, a half-farspawn creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Appendix 3: APL 8

Encounter 2: The Revelation

Note: Until the enemy combatants have consumed a *potion of enlarge person*, each receives a +2 bonus to AC (+1 Dex, +1 size) and a -1 to hit and damage. All weapons are reduced one size category as well. For example, spiked chains sized for Small creatures deliver 1d6 damage per hit.

Le Ramier: Colossal vehicle; Profession (sailor) +3; Spd wind x 20 ft. (nautical average); Overall AC -3; Section hp 50 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Rigging (sails/mast/control lines) 80 hp (hardness 0), AC 1; Ram 12d6; Face 90 ft. by 20 ft.; Height 10 ft. (draft 10 ft.); Crew 20; Cargo 150 tons (Spd wind x 15 ft. if 75 tons or more).

Sailor: male human (Oeridian & Suel) War1/Exp2; CR 2; Medium Humanoid (human); HD 1d8+2d6+3; hp 19; Init +1; Spd 30 ft.; AC 13 (+2 Dex, +1 padded armor), touch 12, flat-footed 11; BAB +2; Grp +4; Atk +4 melee (1d4+2/19-20 x2, dagger) or +4 melee (1d6+2, club); AL N; SV Fort +3, Ref +2, Will +3; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 10.

Skills and Feats: Balance +4, Climb +8, Craft (shipwright) +3, Jump +5, Listen +2, Knowledge (geography) +2, Profession (sailor) +6, Spot +3, Survival +2, Swim +8, Use Rope +5; Alertness, Athletic, Endurance.

Possessions: Keoland naval uniform (padded armor), dagger, club.

Commander Eddins: male human (Suel) War1/Exp5; CR 3; Medium Humanoid (human); HD 1d8+5d6+12; hp 46; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 mw leather armor), touch 11, flat-footed 12; BAB +4; Grp +5; Atk +6 melee (1d6+1/19-20 x2, mw cutlass); AL N; SV Fort +5, Ref +2, Will +5; Str 12, Dex 12, Con 15, Int 12, Wis 12, Cha 12.

Skills and Feats: Balance +5, Climb +10, Craft (shipwright) +5, Jump +5, Listen +3, Knowledge (geography) +6, Profession (sailor) +10, Spot +6, Survival +4, Swim +12, Use Rope +5; Alertness, Athletic, Improved Toughness, Leadership.

Possessions: Keoland naval officer uniform (masterwork leather armor), masterwork cutlass.

Brotherhood Monk Thug: male human (Suel) Ftr3/Mnk3; CR 6; Medium Humanoid (human); HD 3d10+3d8+12; hp 49; Init +6; Spd 40 ft.; AC 20 (+2 Dex,

+2 misc, +6 *extended greater mage armor*), touch 14, flat-footed 18; BAB +5; Grp +11; Atk +9 melee (2d4+4, +1 *spiked chain*) or +7 melee (1d6+2, unarmed strike); SA Flurry of blows (-2 penalty); SQ Evasion, fast movement, still mind (+2); AL LE; SV Fort +8, Ref +6, Will +6; Str 14, Dex 14, Con 14, Int 10, Wis 15, Cha 10.

Skills and Feats: Balance +4, Climb +9, Craft (weaponsmithing) +3, Jump +15, Knowledge (religion) +2, Listen +2, Spot +5, Swim +5, Tumble +10; Combat Reflexes, Deflect Arrows^B, Dodge, Exotic Weapon Proficiency (spiked chain), Improved Grapple^B, Improved Initiative, Improved Unarmed Strike^B, Mobility, Weapon Focus (spiked chain).

Possessions: +1 *spiked chain*, *potion of enlarge person*, *potion of haste*, *potion of spider climb*, *elemental gem (fire)*.

Note: Only ONE of the thugs has an *elemental gem (fire)*.

Brotherhood Warmage: male human (Suel) Wrm6; CR 6; Medium Humanoid (human); HD 6d6+6; hp 32; Init +4; Spd 30 ft.; AC 16 (+6 *extended greater mage armor*), touch 10, flat-footed 16; BAB +3; Grp +2; Atk +3 melee (1d8-1, mw heavy mace); SA Spells, warmage edge (+1); SQ Advanced learning (*darkness*, *wind wall*), armored mage; AL LE; SV Fort +3, Ref +2, Will +5; Str 8, Dex 10, Con 12, Int 12, Wis 14, Cha 19.

Skills and Feats: Bluff +6, Concentration +10, Intimidate +10, Knowledge (arcana) +5, Listen +1, Spellcraft +10, Spot +1; Eschew Materials, Improved Initiative, Spell Focus (conjuration), Spell Focus (evocation).

Advanced Learning (Ex): At 3rd, 6th, 11th, and 16th level, a warmage can add a new spell to his list, representing the result of personal study and experimentation. The spell must be a wizard spell of the evocation school, and of a level no higher than that of the highest-level spell the warmage already knows. Once a new spell is selected, it is forever added to that warmage's spell list and can be cast just like any other spell on the warmage's list.

Armored Mage (Ex): Normally, armor of any type interferes with an arcane spellcaster's gestures, which can cause his spells to fail (if those spells have somatic components). A warmage's limited focus and specialized training, however, allows him to avoid arcane spell failure as long as he sticks to light armor and light shields. This training does not extend to medium or heavier armors, nor to heavy shields. Nor

does this ability apply to spells gained from a different spellcasting class.

Warmage Edge (Ex): A warmage is specialized in dealing damage with his spells. Whenever a warmage casts a spell that deals hit point damage, he adds his Intelligence bonus (if any) to the amount of damage dealt. The bonus from the warmage edge special ability applies only to spells that he casts as a warmage, not to those he might have by virtue of levels in another class.

Spells Known (Warmage) (6/7/5/3; base DC 14 + spell level, DC 15 + spell level for conjurations and evocations): 0–*acid splash, disrupt undead, light, ray of frost, 1st–accuracy*, burning hands, chill touch, fist of stone*, hail of stone*, magic missile, lesser orb of acid*, lesser orb of cold*, lesser orb of electricity*, lesser orb of fire*, lesser orb of sound*, shocking grasp, sleep, true strike, 2nd–blades of fire*, continual flame, darkness, fire trap, fireburst*, flaming sphere, ice knife*, Melf's acid arrow, pyrotechnics, scorching ray, shatter, whirling blade**; 3rd–*fire shield, fireball, flame arrow, gust of wind, ice storm, lightning bolt, poison, ring of blades*, sleet storm, stinking cloud, wind wall.*

*See DM's Aid 3.

Possessions: Masterwork heavy mace, *vest of resistance +1, potion of enlarge person, potion of fly, brooch of shielding, scroll of Evard's black tentacles, scroll of wall of fire.*

Encounter 4: Voyage to Obelstone

Launch: Huge vehicle; Profession (sailor) +2; Spd oars 15 ft. (nautical good); Overall AC 3; Section hp 30 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Ram 4d6; Face 15 ft. by 10 ft.; Height 5 ft. (draft 2 ½ ft.); Crew 4; Cargo 5 tons (Spd oars 10 ft. if 2 tons or more).

Hochebi Keelboat: Gargantuan vehicle; Profession (sailor) +0; Spd wind x 10 ft. (nautical good), oars 10 ft. (nautical good); Overall AC 1; Section hp 40 (hardness 5); Section AC 3; Rigging 30 hp (hardness 0), AC 3; Ram 8d6; Face 60 ft. by 20 ft.; Height 10 ft. (draft 5 ft.); Crew 15; Cargo 50 tons (Spd wind x 5 ft., oars 5 ft. if 25 tons or more).

Hobgoblin Fighter: male Ftr3; CR 3; Medium Humanoid (goblin); HD 3d10+6; hp 28; Init +3; Spd 30 ft.; AC 16 (+3 Dex, +3 armor), touch 13, flat-footed 13; Base Atk +3; Grp +5; Atk +7 melee (1d6+2/19-20 x2, masterwork shortsword) or +7 ranged (1d8+2, masterwork composite (+2 Str) longbow); SQ Darkvision 60 ft.; AL LE; SV Fort +5, Ref +4, Will +1; Str 15, Dex 16, Con 15, Int 12, Wis 10, Cha 8.

Languages: Common, Giant, Goblin.

Skills and Feats: Climb +4, Intimidate +1, Jump +4, Listen +4, Move Silently +7, Profession (sailor) +2, Spot +4, Swim +2; Alertness, Point Blank Shot, Precise Shot, Weapon Finesse.

Possessions: +1 *leather armour*, masterwork shortsword, masterwork composite (+2 Str) longbow, 6 alchemist's arrows (see *Arms & Equipment Guide* page 5), 20 arrows.

Hobgoblin Cleric: male Clr5; CR 5; Medium Humanoid (goblin); HD 5d8+10; hp 38; Init +2; Spd 30 ft.; AC 16 (+2 Dex, +4 armor), touch 12, flat-footed 14; Base Atk +3; Grp +3; Atk +5 melee (1d8, masterwork flail); SA Rebuke undead 3/day, spells, spontaneous casting (inflict); SQ Darkvision 60 ft.; AL LE; SV Fort +7, Ref +4, Will +8; Str 11, Dex 14, Con 14, Int 10, Wis 17, Cha 11.

Languages: Common, Goblin.

Skills and Feats: Concentration +10, Heal +3, Knowledge (arcana) +1, Knowledge (history) +1, Knowledge (religion) +1, Knowledge (the planes) +1, Listen +3, Move Silently +6, Spellcraft +4, Spot +3, Swim +0; Greater Spell Focus (enchantment), Spell Focus (enchantment), Weapon Focus (flail)^B.

Spells Prepared (Cleric) (5/4/3/2; base DC 13 + spell level, DC 15 + spell level for enchantments, DC 16 + spell level for enchantments [compulsions]) 0–*create water, detect magic, cure minor wounds, mending (x2)*; 1st–*bane, command*, entropic shield, sanctuary, shield of faith*; 2nd–*cure moderate wounds, enthrall*, hold person, shatter*; 3rd–*magic vestment*, prayer, water walk.*

*Domain spell. *Domains:* Tyranny† (Add +1 to the saving throw DC of any compulsion spell); War (Free Martial Weapon Proficiency and Weapon Focus with flail).

†See DM's Aid 3.

Possessions: *Studded +1 leather armour*, masterwork flail, *pearl of power (1st), vest of resistance +1, wand of cure light wounds* (caster level 1st).

Hobgoblin Sorcerer: male Sor5; CR 5; Medium Humanoid (goblin); HD 5d4+15; hp 31; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +1 armor, +1 deflection), touch 12, flat-footed 12; Base Atk +2; Grp +1; Atk +1 melee (1d6-1, quarterstaff); SA Spells; SQ Darkvision 60 ft., bat familiar, +1 bonus to save vs *sleep*, paralysis, and electricity effects; AL LE; SV Fort +5, Ref +3, Will +5; Str 9, Dex 12, Con 16, Int 12, Wis 10, Cha 17.

Languages: Common, Draconic, Goblin.

Skills and Feats: Bluff +4, Concentration +11, Knowledge (arcana) +4, Listen +5, Move Silently +5,

Spellcraft +9, Spot +4, Swim -1; Draconic Heritage (blue)*, Eschew Materials.

*See DM's Aid 3.

Spells Known (Sorcerer) (6/7/5; base DC 13 + spell level) 0–*acid splash, daze, detect magic, flare, mage hand, read magic*; 1st–*grease, magic missile, lesser orb of electricity*, shield*; 2nd–*earthbind*, glitterdust*.

Possessions: Bracers of armor +1, vest of resistance +1, ring of protection +1, elixir of swimming, scroll of ray of enfeeblement (x2).

Encounter 5: The Prison

Area P3 – Admissions Desk

Keshfon Felban Kalish: male human (Suel) Exp3; CR 2; Medium Humanoid (human); HD 3d6+3; hp 17; Init +0; Spd 30 ft.; AC 12 (+2 armor), touch 10, flat-footed 12; Base Atk +2; Grp +2; Atk +2 melee (1d4/19-20 x2, dagger); AL LE; SV Fort +2, Ref +1, Will +4; Str 10, Dex 10, Con 12, Int 12, Wis 12, Cha 12.

Languages: Common, Ancient Suel, Goblin.

Skills and Feats: Appraise +8, Bluff +1, Decipher Script +7, Diplomacy +8, Forgery +6, Intimidate +5, Knowledge (local-Splintered Suns) +7, Knowledge (nobility) +5, Profession (bureaucrat) +7, Sense Motive +8, Spot +8; Alertness, Diligent, Negotiator.

Possessions: Masterwork leather armor, dagger, red-gold amulet, strongbox key.

Area P4 – The Elevator

Guard: male human (Suel) War6; CR 3; Medium Humanoid (human); HD 6d8+6; hp 39; Init +0; Spd 20 ft.; AC 17 (+7 armor), touch 10, flat-footed 17; Base Atk +6; Grp +8; Atk +10 melee (1d8+2/19-20 x2, masterwork longsword) or +7 ranged (1d10+1/19-20 x2, *heavy crossbow +1*); Full Atk +10/+5 melee (1d8+2/19-20 x2, masterwork longsword) or +7/+2 ranged (1d10+1/19-20 x2, *heavy crossbow +1*); AL LN; SV Fort +6, Ref +2, Will +3; Str 14, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb -2, Hide -5, Intimidate +5, Jump -8, Listen +3, Move Silently -5, Spot +3, Swim -7, Tumble -4; Iron Will, Point Blank Shot, Rapid Reload, Weapon Focus (longsword).

Possessions: *Banded mail +1*, masterwork longsword, *heavy crossbow +1*, alchemist's fire (x5), tanglefoot bag (x2), guard uniform, red-gold amulet.

Drudge: male human (Oeridian) flesh half-golem Ftr5; CR 8; Medium Humanoid (human); HD 5d10+30; hp 64; Init +0; Spd 20 ft. (can't run); AC 20 (+5 armor, +5,

natural), touch 10, flat-footed 20; Base Atk +5; Grp +11; Atk +13 melee (1d8+8, masterwork heavy mace); SA Berserk; SQ DR 5/adamantine, magic immunity; AL CN; SV Fort +8, Ref +1, Will +3. Str 22, Dex 11, Con 18, Int 6, Wis 10, Cha 4. Height 6 ft. 1 in.

Skills and Feats: Climb +7, Hide -3; Jump +1, Listen +6, Move Silently -3, Spot +6, Swim +0, Tumble +1; Alertness, Improved Bull Rush, Iron Will, Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace).

Berserk (Ex): A flesh half-golem that takes damage in combat flies into a berserk rage the following round, attacking wildly until either it or its opponent is dead. It gains +4 Strength, +4 Constitution, and -2 AC. A flesh half-golem cannot end its berserk state voluntarily. If the flesh half-golem is a barbarian, the bonuses and penalty are cumulative with the barbarian rage class feature. Berserk rage modified statistics are as follows: hp 74, AC 18, Atk +15 melee (1d8+10).

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

A magical attack that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on the half-golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a half-flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A half-flesh golem gets no saving throw against attacks that deal electricity damage.

Possessions: Masterwork breastplate, masterwork heavy mace, peasant outfit.

Encounter 6: Obelstone Keep

Area O5a – Laboratory

Pseudonatural Gelatinous Cube: CR 7; Large Outsider (Augmented Ooze, Native); HD 12d10+96; hp 162; Init -5; Spd 15 ft.; AC 4 (-1 size, -5 Dex), touch 4, flat-footed 4; Base Atk +9; Grp +17; Atk +8 melee (1d6 plus 1d6 acid); Space/Reach 10 ft./5 ft.; SA Acid, alternate form, engulf, paralysis, *true strike* 1/day; SQ Blindsight 60 ft., darkvision 60 ft., DR 10/magic, immunity to electricity, outsider traits, resistance to acid 15, spell

resistance 22, transparent; AL N; SV Fort +12, Ref -1, Will -1; Str 10, Dex 1, Con 26, Int -, Wis 1, Cha 1.

Acid (Ex): A gelatinous cube's acid does not harm metal or stone.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Engulf (Ex): Although it moves slowly, a gelatinous cube can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 17 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Paralysis (Ex): A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 24 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent. The save DC is Constitution-based.

Transparent (Ex): Gelatinous cubes are hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a cube and walk into it are automatically engulfed.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Area O5b – Subject Ward

Pseudonatural Rapture Locust Swarm: CR 7; Fine Outsider (Augmented Vermin, Swarm, Native); HD 10d8+20; hp 65; Init +2; Spd 20 ft., fly 20 ft. (perfect); AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; Base Atk +7; Grp -; Atk Swarm (2d6); Space/Reach 10 ft./0 ft.; SA Alternate form, distraction, *hypnotic pattern*, rapture, *true strike* 1/day; SQ Darkvision 60 ft.,

DR 5/magic, immune to weapon damage, spell resistance 20, swarm traits, resistance to acid 10, resistance to electricity 10; AL NE; SV Fort +9, Ref +5, Will +3; Str 1, Dex 14, Con 14, Int -, Wis 11, Cha 16.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Hypnotic Pattern (Su): Anyone looking at a swarm of rapture locusts is affected as if by a *hypnotic pattern* spell cast by a 6th-level sorcerer. Creatures can make a Will saving throw (DC 15) to resist this affect. This is a mind-affecting ability. The save DC is Charisma-based.

Rapture (Su): Any nonmindless creature that takes damage from a rapture locust swarm must succeed on a Will save (DC 18) or take no action for 1 full round. Creatures so affected stand motionless. This is a mind-affecting ability. Enraptured creatures are not distracted by the swarm's attack, since they do not even realize they are being harmed, but creatures that succeed on a save against the swarm's rapture are distracted. The save DC is Charisma-based.

Distraction (Ex): Any living creature that begins its turn with a locust swarm in its space must succeed on a DC 17 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Swarm Traits: A swarm has no clear front or back and no discernable anatomy, so it is not subject to critical hits or flanking. A swarm composed of Fine or Diminutive creatures is immune to all weapon damage. Reducing a swarm to 0 hit points or lower causes it to break up, though damage taken until that point does not degrade its ability to attack or resist attack. Swarms are never staggered or reduced to a dying state by damage. Also, they cannot be tripped, grappled, or bull rushed, and they cannot grapple an opponent.

A swarm is immune to any spell or effect that targets a specific number of creatures (including single-target spells such as *disintegrate*), with the exception of mind-affecting effects (charms, compulsions, phantasms, patterns, and morale effects) if the swarm has an Intelligence score and a hive mind. A swarm takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and many evocation spells.

Swarms made up of Diminutive or Fine creatures are susceptible to high winds such as that created by a

gust of wind spell. For purposes of determining the effects of wind on a swarm, treat the swarm as a creature of the same size as its constituent creatures. A swarm rendered unconscious by means of nonlethal damage becomes disorganized and dispersed, and does not reform until its hit points exceed its nonlethal damage.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Skills: A plague ant swarm has a +8 racial bonus on Climb checks and can always take 10 on Climb checks, even if rushed or threatened.

Encounter 7: The Pit

Kelkal Nool: male human (Suel) Adp6/Fleshwarper7*; CR 10; Medium Humanoid (human); HD 13d6+39; hp 93; Init +0; Spd 30 ft.; AC 15 (+1 deflection, +4 natural), touch 11, flat-footed 15; Base Atk +6; Grp +7; Atk +6 melee (1d6-1, masterwork sickle); Full Atk +6/+1 melee (1d6-1, masterwork sickle); SA Spells; SQ Elder secret (secret of the gibbering moulder, secret of the umber hulk), aberrant quasit familiar, graft mastery (aboleth, fiendish, yuan-ti), graft (bonemail)*, graft (poison fangs)*, rapid grafting, scry on familiar; AL CE; SV Fort +11, Ref +7, Will +13; Str 8, Dex 10, Con 16, Int 14, Wis 23, Cha 10.

Languages: Common, Abyssal, Ancient Suloise.

Skills and Feats: Concentration +19, Heal +16, Intimidate +4, Knowledge (arcana) +12, Knowledge (dungeoneering) +12, Knowledge (nature) +12, Knowledge (the planes) +12, Listen +9, Spellcraft +16, Spot +9, Use Magic Device +12; Aberration Blood (flexible limbs)*, Graft Flesh (undead)*, Improved Familiar, Lightning Reflexes, Willing Deformity, Deformity (obese).

*See DM's Aid 3.

Spells Prepared (Adept) (3/5/5/3/1; base DC 16 + spell level, caster level 12th) 0–cure minor wounds, detect magic, touch of fatigue; 1st–burning hands, cause fear, cure light wounds, protection from good, seething eyebane; 2nd–cure moderate wounds, mirror image, scorching ray (x2), see invisibility; 3rd–bestow curse, lightning bolt, touch of Juiblex*; 4th–stoneskin.*

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those

described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the UMBER Hulk: You gain a +2 racial bonus to your natural armor.

Rapid Grafting (Ex): Starting at 6th level, you can create grafts with shocking speed. Creating a graft with Graft Flesh now requires only 1 hour for each 1,000 gp.

Yuan-ti Graft – Poison Fangs (Ex): These long sharp fangs allow the grafted creature to deliver poison (Fort DC 17 negates) with its bite. Initial and secondary damage are the same (1d6 Con). If the grafted creature did not previously have a natural bite attack, it can bite only a grappled foe (delivering the poison with a successful grapple check to pin the creature) or a helpless opponent.

Possessions: Masterwork sickle, *peripart of wisdom* +4, undead graft (bonemail), yuan-ti graft (poison fangs), *lesser silent metamagic rod, ring of protection* +1, *salve of slipperiness, cloak of resistance* +1.

Calomyxa: aberrant quasit familiar; CR 2; Small Aberration (Chaotic, Extraplanar, Evil, Augmented Outsider); HD 13; hp 46; Init +7; Spd 20 ft., fly 50 ft. (perfect); AC 29 (+3 Dex, +2 size, +14 natural), touch 15, flat-footed 26; Base Atk +6; Grp -3; Atk +11 melee (1d3-1 plus poison, claw) or +11 melee (1, tentacle); Full Atk +11/+11 melee (1d3-1 plus poison, claw) and +6 melee (1d4-1, bite); SA Deliver touch spells, poison, spell-like abilities, tentacle; SQ Alternate form (toad), amorphous form, DR 5/cold iron or good, darkvision 60 ft., empathic link, fast healing 2, immunity to poison, improved evasion, resistance to fire 10, share spells, speak with amphibians, speak with master, spell resistance 18; AL CE; SV Fort +6, Ref +7, Will +9; Str 8, Dex 17, Con 10, Int 12, Wis 12, Cha 10.

Languages: Common, Abyssal.

Skills and Feats: Bluff +6, Diplomacy +2, Disguise +2, Hide +17, Intimidate +3, Listen +7, Move Silently

+9, Search +7, Spellcraft +13, Spot +6; Improved Initiative, Weapon Finesse.

Alternate Form (Su): A quasit can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that a quasit does not regain hit points for changing form, and any individual quasit can assume only one or two forms no larger than Medium. Common forms include bat, monstrous centipede, toad, and wolf. A quasit in alternate form loses its poison attack.

Amorphous Form (Ex): A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Poison (Ex): Injury, Fortitude DC 18, initial damage 1d4 Dex, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus.

Scales (Ex): The familiar's natural armor bonus improves by 4. The familiar gains a +2 bonus on Fortitude saves.

Spell-Like Abilities: At will—*detect good*, *detect magic*, and *invisibility* (self only); 1/day—*cause fear* (as the spell, except that its area is a 30-foot radius from the quasit, save DC 11). Caster level 6th. The save DCs are Charisma-based. Once per week a quasit can use *commune* to ask six questions. The ability otherwise works as the spell (caster level 12th).

Tentacle (Ex): The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Half-Farspawn Otyugh: CR 8; Huge Outsider (Augmented Aberration, Native); HD 10d8+60; hp 105; Init +0; Spd 20 ft.; AC 22 (-2 size, +14 natural), touch 8, flat-footed 22; Base Atk +7; Grp +21; Atk +12 melee (1d8+6, primary tentacle); Full Atk +12/+12 melee (1d8+6, primary tentacle) and +10/+10 melee (1d8+3, farspawn tentacle) and +9 melee (1d6+3, bite); in amorphous form +10/+10/+10/+10 melee (1d8+6, farspawn tentacle); Space/Reach 15 ft./15 ft. (20 ft. with primary tentacles); SA constrict 1d8+6, disease, improved grab, spell-like abilities, *true strike* 1/day; SQ change shape, blindsight 60 ft., DR 5/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, resistance to electricity 10, scent, spell resistance 20; AL CE; SV Fort +9, Ref +5, Will +10; Str 22, Dex 10, Con 23, Int 5, Wis 16, Cha 8.

Languages: Common.

Skills and Feats: Concentration +12, Hide +5, Listen +18, Move Silently +4, Spot +18; Alertness,

Lightning Reflexes, Multiattack, Weapon Focus (tentacle).

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows: the creature's movement modes do not change; the creature retains the tentacle attacks granted by this template and gains two additional tentacle attacks when making a full attack; the creature becomes amorphous; creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Constrict (Ex): An otyugh deals automatic tentacle damage with a successful grapple check.

Disease (Ex): Filth fever—bite, Fortitude DC 21, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, an otyugh must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell-Like Abilities (Sp): 3/day—*blink*, *blur*; 1/day—*greater invisibility*, *stinking cloud* (DC 12), *touch of idiocy*. Caster level 10th. The save DC is Charisma-based.

True Strike (Su): Once per day, a half-farspawn creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Appendix 4: APL 10

Encounter 2: The Revelation

Note: Until the enemy combatants have consumed a *potion of enlarge person*, each receives a +2 bonus to AC (+1 Dex, +1 size) and a -1 to hit and damage. All weapons are reduced one size category as well. For example, spiked chains sized for Small creatures deliver 1d6 damage per hit.

Le Ramier: Colossal vehicle; Profession (sailor) +3; Spd wind x 20 ft. (nautical average); Overall AC -3; Section hp 50 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Rigging (sails/mast/control lines) 80 hp (hardness 0), AC 1; Ram 12d6; Face 90 ft. by 20 ft.; Height 10 ft. (draft 10 ft.); Crew 20; Cargo 150 tons (Spd wind x 15 ft. if 75 tons or more).

Sailor: male human (Oeridian & Suel) War1/Exp2; CR 2; Medium Humanoid (human); HD 1d8+2d6+3; hp 19; Init +1; Spd 30 ft.; AC 13 (+2 Dex, +1 padded armor), touch 12, flat-footed 11; BAB +2; Grp +4; Atk +4 melee (1d4+2/19-20 x2, dagger) or +4 melee (1d6+2, club); AL N; SV Fort +3, Ref +2, Will +3; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 10.

Skills and Feats: Balance +4, Climb +8, Craft (shipwright) +3, Jump +5, Listen +2, Knowledge (geography) +2, Profession (sailor) +6, Spot +3, Survival +2, Swim +8, Use Rope +5; Alertness, Athletic, Endurance.

Possessions: Keoish naval uniform (padded armor), dagger, club.

Commander Eddins: male human (Suel) War1/Exp5; CR 3; Medium Humanoid (human); HD 1d8+5d6+12; hp 46; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 mw leather armor), touch 11, flat-footed 12; BAB +4; Grp +5; Atk +6 melee (1d6+1/19-20 x2, mw cutlass); AL N; SV Fort +5, Ref +2, Will +5; Str 12, Dex 12, Con 15, Int 12, Wis 12, Cha 12.

Skills and Feats: Balance +5, Climb +10, Craft (shipwright) +5, Jump +5, Listen +3, Knowledge (geography) +6, Profession (sailor) +10, Spot +6, Survival +4, Swim +12, Use Rope +5; Alertness, Athletic, Improved Toughness, Leadership.

Possessions: Keoland naval officer uniform (masterwork leather armor), masterwork cutlass.

Brotherhood Monk Thug: male human (Suel) Ftr3/Mnk4/Exotic Wpn Master1; CR 6; Medium Humanoid (human); HD 4d10+4d8+16; hp 64; Init +6;

Spd 40 ft.; AC 21 (+2 Dex, +3 misc, +6 *extended greater mage armor*), touch 15, flat-footed 19; BAB +7; Grp +13; Full Atk +11/+6 melee (2d4+4, +1 *spiked chain*) or +9/+4 melee (1d8+2, unarmed strike); Atk +11 melee (2d4+4, +1 *spiked chain*) or +9 melee (1d6+2, unarmed strike); SA Flurry of blows (-2 penalty), flurry of strikes (-2 penalty), *ki* strike (magic); SQ Evasion, fast movement, slow fall (-20 ft.), still mind (+2); AL LE; SV Fort +11, Ref +7, Will +8; Str 14, Dex 14, Con 14, Int 10, Wis 16, Cha 10.

Skills and Feats: Balance +5, Climb +10, Craft (weaponsmithing) +4, Jump +15, Knowledge (religion) +2, Listen +3, Spot +8, Swim +5, Tumble +12; Combat Reflexes, Deflect Arrows^B, Dodge, Exotic Weapon Proficiency (spiked chain), Improved Grapple^B, Improved Initiative, Improved Unarmed Strike^B, Mobility, Weapon Focus (spiked chain).

Possessions: +1 *spiked chain*, *slippers of spider climb*, *potion of enlarge person*, *potion of haste*, *elemental gem (fire)*.

Note: Only ONE of the thugs has an *elemental gem (fire)*.

Brotherhood Warmage: male human (Suel) Wrm8; CR 8; Medium Humanoid (human); HD 8d6+8; hp 42; Init +4; Spd 30 ft.; AC 16 (+6 *extended greater mage armor*), touch 10, flat-footed 16; BAB +4; Grp +3; Atk +4 melee (1d8-1, mw heavy mace); SA Spells, warmage edge (+1); SQ Advanced learning (*darkness*, *wind wall*), armored mage; AL LE; SV Fort +5, Ref +4, Will +8; Str 8, Dex 10, Con 12, Int 12, Wis 14, Cha 20.

Skills and Feats: Bluff +8, Concentration +12, Intimidate +13, Knowledge (arcana) +5, Listen +1, Spellcraft +12, Spot +1; Eschew Materials, Improved Initiative, Spell Focus (conjuration), Spell Focus (evocation), Sudden Empower^{B*}.

*See DM's Aid 3.

Advanced Learning (Ex): At 3rd, 6th, 11th, and 16th level, a warmage can add a new spell to his list, representing the result of personal study and experimentation. The spell must be a wizard spell of the evocation school, and of a level no higher than that of the highest-level spell the warmage already knows. Once a new spell is selected, it is forever added to that warmage's spell list and can be cast just like any other spell on the warmage's list.

Armored Mage (Ex): Normally, armor of any type interferes with an arcane spellcaster's gestures, which can cause his spells to fail (if those spells have somatic

components). A warmage's limited focus and specialized training, however, allows him to avoid arcane spell failure as long as he sticks to light armor and light shields. This training does not extend to medium or heavier armors, nor to heavy shields. Nor does this ability apply to spells gained from a different spellcasting class.

Warmage Edge (Ex): A warmage is specialized in dealing damage with his spells. Whenever a warmage casts a spell that deals hit point damage, he adds his Intelligence bonus (if any) to the amount of damage dealt. The bonus from the warmage edge special ability applies only to spells that he casts as a warmage, not to those he might have by virtue of levels in another class.

Spells Known (Warmage) (6/7/6/5/3; base DC 15 + spell level, DC 16 + spell level for conjurations and evocations): 0—*acid splash, disrupt undead, light, ray of frost, 1st—accuracy*, burning hands, chill touch, fist of stone*, hail of stone*, magic missile, lesser orb of acid*, lesser orb of cold*, lesser orb of electricity*, lesser orb of fire*, lesser orb of sound*, shocking grasp, sleep, true strike, 2nd—blades of fire*, continual flame, darkness, fire trap, fireburst*, flaming sphere, ice knife*, Melf's acid arrow, pyrotechnics, scorching ray, shatter, whirling blade**; 3rd—*fire shield, fireball, flame arrow, gust of wind, ice storm, lightning bolt, poison, ring of blades*, sleet storm, stinking cloud, wind wall*; 4th—*blast of flame*, contagion, Evard's black tentacles, orb of acid*, orb of cold*, orb of electricity*, orb of fire*, orb of force*, orb of sound*, phantasmal killer, shout, wall of fire*.

Possessions: Masterwork heavy mace, *vest of resistance +2, potion of enlarge person, potion of fly, brooch of shielding, scroll arc of lightning*, scroll prismatic ray**.

Encounter 4: Voyage to Obelstone

Launch: Huge vehicle; Profession (sailor) +2; Spd oars 15 ft. (nautical good); Overall AC 3; Section hp 30 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Ram 4d6; Face 15 ft. by 10 ft.; Height 5 ft. (draft 2 ½ ft.); Crew 4; Cargo 5 tons (Spd oars 10 ft. if 2 tons or more).

Hochebi Keelboat: Gargantuan vehicle; Profession (sailor) +0; Spd wind x 10 ft. (nautical good), oars 10 ft. (nautical good); Overall AC 1; Section hp 40 (hardness 5); Section AC 3; Rigging 30 hp (hardness 0), AC 3; Ram 8d6; Face 60 ft. by 20 ft.; Height 10 ft. (draft 5 ft.); Crew 15; Cargo 50 tons (Spd wind x 5 ft., oars 5 ft. if 25 tons or more).

Hobgoblin Fighter: male Ftr5; CR 5; Medium Humanoid (goblin); HD 5d10+15; hp 49; Init +3; Spd 30 ft.; AC 16 (+3 Dex, +3 armor), touch 13, flat-footed 13; Base Atk +5; Grp +7; Atk +9 melee (1d6+2/19-20 x2, masterwork shortsword) or +9 ranged (1d8+3, *composite (+2 Str) longbow +1*); SQ Darkvision 60 ft.; AL LE; SV Fort +5, Ref +4, Will +1; Str 15, Dex 16, Con 16, Int 12, Wis 10, Cha 8.

Languages: Common, Giant, Goblin.

Skills and Feats: Climb +4, Intimidate +1, Jump +4, Listen +5, Move Silently +7, Profession (sailor) +3, Spot +5, Swim +2; Alertness, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Finesse.

Possessions: +1 leather armour, masterwork shortsword, *composite (+2 Str) longbow +1*, 6 alchemist's arrows (see *Arms & Equipment Guide* page 5), 20 arrows.

Hobgoblin Cleric: male Clr7; CR 7; Medium Humanoid (goblin); HD 7d8+14; hp 52; Init +2; Spd 30 ft.; AC 16 (+2 Dex, +4 armor), touch 12, flat-footed 14; Base Atk +5; Grp +5; Atk +7 melee (1d8, masterwork flail); SA Rebuke undead 3/day, spells, spontaneous casting (inflict); SQ Darkvision 60 ft.; AL LE; SV Fort +8, Ref +5, Will +10; Str 11, Dex 14, Con 14, Int 10, Wis 19, Cha 11.

Languages: Common, Goblin.

Skills and Feats: Concentration +12, Heal +4, Knowledge (arcana) +1, Knowledge (history) +1, Knowledge (religion) +1, Knowledge (the planes) +1, Listen +4, Move Silently +6, Spellcraft +6, Spot +4, Swim +0; Divine Spell Power*, Greater Spell Focus (enchantment), Spell Focus (enchantment), Weapon Focus (flail)B.

*See DM's Aid 3.

Spells Prepared (Cleric) (6/5/4/3/2; base DC 14 + spell level, DC 16 + spell level for enchantments, DC 17 + spell level for enchantments [compulsions]) 0—*create water, detect magic, cure minor wounds (x2), mending (x2)*; 1st—*bane, command*, entropic shield, resurgence¶, sanctuary, shield of faith*; 2nd—*cure moderate wounds, enthrall*, hold person (x2), shatter*; 3rd—*magic vestment*, prayer, water breathing, water walk*; 4th—*cure critical wounds, fear*, revengeance¶*.

¶See DM's Aid 3.

*Domain spell. *Domains:* Tyranny‡ (Add +1 to the saving throw DC of any compulsion spell); War (Free Martial Weapon Proficiency and Weapon Focus with flail).

‡See DM's Aid 3.

Possessions: *Studded +1 leather armour, masterwork flail, pearl of power (1st), periapt of*

wisdom +2, vest of resistance +1, wand of cure light wounds (caster level 1st).

Hobgoblin Sorcerer: male Sor7; CR 7; Medium Humanoid (goblin); HD 7d4+21; hp 43; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +1 armor, +1 deflection), touch 12, flat-footed 12; Base Atk +3; Grp +2; Atk +2 melee (1d6-1, quarterstaff); SA Breath weapon, spells; SQ Darkvision 60 ft., bat familiar, +2 bonus to save vs *sleep*, paralysis, and electricity effects; AL LE; SV Fort +6, Ref +4, Will +6; Str 9, Dex 12, Con 16, Int 12, Wis 10, Cha 19.

Languages: Common, Draconic, Goblin.

Skills and Feats: Bluff +5, Concentration +13, Knowledge (arcana) +4, Listen +5, Move Silently +5, Spellcraft +11, Spot +5, Swim -1; Draconic Breath[†], Draconic Heritage (blue)*, Eschew Materials.

*See DM's Aid 3.

Breath Weapon (Su): As a standard action, the sorcerer may change spell energy into a breath weapon. The breath weapon is a 60 ft.-line of electricity dealing 2d6 points of damage per level of the spell expended to create the effect. Any creature in the area can make a Reflex save (DC 14 + level of the spell used) for half damage. The save is Charisma-based.

Spells Known (Sorcerer) (6/7/7/5; base DC 14 + spell level) 0–*acid splash, daze, detect magic, flare, mage hand, read magic, resistance*; 1st–*grease, magic missile, lesser orb of electricity**, *ray of enfeeblement, shield*; 2nd–*earthbind**, *glitterdust, mirror image*; 3rd–*dragonskin**, *haste*.

*See DM's Aid 3.

Possessions: *Bracers of armor +1, vest of resistance +1, cloak of charisma +2, ring of protection +1, elixir of swimming.*

Encounter 5: The Prison

Area P3 – Admissions Desk

Keshfon Felban Kalish: male human (Suel) Exp3; CR 2; Medium Humanoid (human); HD 3d6+3; hp 17; Init +0; Spd 30 ft.; AC 12 (+2 armor), touch 10, flat-footed 12; Base Atk +2; Grp +2; Atk +2 melee (1d4/19-20 x2, dagger); AL LE; SV Fort +2, Ref +1, Will +4; Str 10, Dex 10, Con 12, Int 12, Wis 12, Cha 12.

Languages: Common, Ancient Suel, Goblin.

Skills and Feats: Appraise +8, Bluff +1, Decipher Script +7, Diplomacy +8, Forgery +6, Intimidate +5, Knowledge (local-Splintered Suns) +7, Knowledge

(nobility) +5, Profession (bureaucrat) +7, Sense Motive +8, Spot +8; Alertness, Diligent, Negotiator.

Possessions: Masterwork leather armor, dagger, red-gold amulet, strongbox key.

Area P4 – The Elevator

Guard: male human (Suel) War8; CR 4; Medium Humanoid (human); HD 8d8+8; hp 51; Init +2; Spd 20 ft.; AC 18 (+1 Dex, +7 armor), touch 11, flat-footed 17; Base Atk +8; Grp +10; Atk +12 melee (1d8+2/19-20 x2, masterwork longsword) or +11 ranged (1d10+1/19-20 x2, *heavy crossbow +1*); Full Atk +12/+7 melee (1d8+2/19-20 x2, masterwork longsword) or +11/+6 ranged (1d10+1/19-20 x2, *heavy crossbow +1*); AL LN; SV Fort +7, Ref +4, Will +3; Str 14, Dex 14, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb -2, Hide -3, Intimidate +7, Jump -8, Listen +4, Move Silently -3, Spot +4, Swim -7, Tumble -2; Iron Will, Point Blank Shot, Rapid Reload, Weapon Focus (longsword).

Possessions: *Banded mail +1, masterwork longsword, heavy crossbow +1, gloves of dexterity +2, alchemist's fire (x5), tanglefoot bag (x2), guard uniform, red-gold amulet.*

Drudge: Male human (Oeridian) flesh half-golem Ftr7; CR 10; Medium Humanoid (human); HD 7d10+38; hp 84; Init +4; Spd 20 ft. (can't run); AC 20 (+5 armor, +5, natural), touch 10, flat-footed 20; Base Atk +7; Grp +13; Atk +15 melee (1d8+8, masterwork heavy mace); Full Atk +15/+10 melee (1d8+8, masterwork heavy mace); SA Berserk; SQ DR 5/adamantine, magic immunity; AL CN; SV Fort +9, Ref +2, Will +4, Str 22, Dex 11, Con 18, Int 6, Wis 10, Cha 4. Height 6 ft. 1 in.

Skills and Feats: Climb +8, Hide -3; Jump +4, Listen +7, Move Silently -3, Spot +7, Swim +0, Tumble +4; Alertness, Blind-Fight, Improved Bull Rush, Improved Initiative, Iron Will, Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace).

Berserk (Ex): A flesh half-golem that takes damage in combat flies into a berserk rage the following round, attacking wildly until either it or its opponent is dead. It gains +4 Strength, +4 Constitution, and -2 AC. A flesh half-golem cannot end its berserk state voluntarily. If the flesh half-golem is a barbarian, the bonuses and penalty are cumulative with the barbarian rage class feature. Berserk rage modified statistics are as follows: hp 98, AC 18, Atk +17/+12 melee (1d8+10).

Magic Immunity (Ex): A half-golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects

function differently against the creature, as noted below.

A magical attack that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on the half-golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a half-flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A half-flesh golem gets no saving throw against attacks that deal electricity damage.

Possessions: Masterwork breastplate, masterwork heavy mace, peasant outfit.

Encounter 6: Obelstone Keep

Area O5a – Laboratory

Pseudonatural Gelatinous Cube: CR 9; Huge Outsider (Augmented Ooze, Native); HD 16d10+160; hp 248; Init -5; Spd 15 ft.; AC 3 (-2 size, -5 Dex), touch 3, flat-footed 3; Base Atk +12; Grp +24; Atk +14 melee (1d8 plus 1d8 acid); Space/Reach 15 ft./10 ft.; SA Acid, alternate form, engulf, paralysis, *true strike* 1/day; SQ Blindsight 60 ft., darkvision 60 ft., DR 10/magic, immunity to electricity, outsider traits, resistance to acid 15, spell resistance 25, transparent; AL N; SV Fort +15, Ref +0, Will +0; Str 18, Dex 1, Con 30, Int -, Wis 1, Cha 1.

Acid (Ex): A gelatinous cube's acid does not harm metal or stone.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Engulf (Ex): Although it moves slowly, a gelatinous cube can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 19 Reflex save or be

engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Paralysis (Ex): A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 28 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent. The save DC is Constitution-based.

Transparent (Ex): Gelatinous cubes are hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a cube and walk into it are automatically engulfed.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Area O5b – Subject Ward

Half-Farspawm Gibbering Moulder: CR 8; Large Outsider (Augmented Aberration, Native); HD 5d8+55; hp 77; Init +1; Spd 10 ft., swim 20 ft.; AC 24 (+1 Dex, +13 natural), touch 11, flat-footed 23; Base Atk +3; Grp +12; Atk +8 melee (1d2+5, bite) or +8 melee (1d6+5, tentacle) and +4 ranged touch (1d6 acid plus blindness, spittle); Full Atk +8/+8/+8/+8/+8/+8 melee (1d2+5, 6 bites) and +6/+6/+6/+6/+6/+6 melee (1d6+2, 4 tentacles) and +4 ranged (1d6 acid plus blindness, spittle); Space/Reach 10 ft./10 ft.; SA Blood drain, gibbering, ground manipulation, improved grab, spell-like abilities, spittle, swallow whole, *true strike* 1/day; SQ Amorphous, blindsight 60 ft., change shape, DR 5/bludgeoning and magic, darkvision 60 ft., immunity to poison, resistance to acid 10, resistance to electricity 10, spell resistance 15; AL CE; SV Fort +12, Ref +4, Will +7; Str 20, Dex 13, Con 32, Int 4, Wis 17, Cha 15.

Languages: Common.

Skills and Feats: Concentration +15, Listen +11, Spot +15, Swim +21, Tumble +5; Lightning Reflexes, Multiattack.

Amorphous (Ex): A gibbering moulder is not subject to extra damage from critical hits. It cannot be flanked.

Blood Drain (Ex): A swallowed opponent automatically takes 1d6 points of Constitution damage each round.

Change Shape (Su): As a standard action, a half-farspawm can take the form of a grotesque, tentacled

mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows: the creature's movement modes do not change; the creature retains the tentacle attacks granted by this template and gains two additional tentacle attacks when making a full attack; the creature becomes amorphous; creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form. The half-farspawn gibbering moulder is always in this form.

Gibbering (Su): As soon as a moulder spots something edible, it begins a constant gibbering as a free action. All creatures (other than moulthers) within a 60-foot spread must succeed on a DC 14 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering moulder's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su): At will, as a standard action, a gibbering moulder can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the moulder in that area must take a move action to avoid becoming mired (treat as being pinned).

Improved Grab (Ex): To use this ability, a gibbering moulder must hit a Large or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Spittle (Ex): As a free action every round, a gibbering moulder can fire a stream of spittle at one opponent within 30 feet. The moulder makes a ranged touch attack; if it hits, it deals 1d6 points of acid damage, and the target must succeed on a DC 23 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

Spell-Like Abilities (Sp): 3/day—*blur*; 1/day—*touch of idiocy*, *stinking cloud* (DC 15). Caster level 5th. The save DC is Charisma-based.

Swallow Whole (Ex): A gibbering moulder can attempt to swallow a grappled opponent of Large or smaller size by making a successful grapple check. (The gibbering moulder doesn't actually "swallow" the opponent—it engulfs the victim within its amorphous form—but the effect is essentially the same.) Once the victim is inside, the gibbering moulder can use its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering moulder (AC 24). Once the creature exits, muscular

action closes the hole; another swallowed opponent must cut its own way out. A gibbering moulder's body can hold 1 Large, 2 Medium, 8 Small, 32 Tiny, 128 Diminutive, or 512 Fine creatures.

True Strike (Su): Once per day, a half-farspawn creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Skills: Thanks to their multiple eyes, gibbering moulthers have a +4 racial bonus on Spot checks. A gibbering moulder has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It always can choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Note: The gibbering moulder first appeared in the *Monster Manual*. This version from *Lords of Madness* incorporates errata to that creature and should be considered the official version.

Encounter 7: The Pit

Kelkal Nool: male human (Suel) Adp6/Fleshwarper9*; CR 12; Medium Humanoid (human); HD 15d6+45; hp 107; Init +4; Spd 30 ft.; AC 15 (+1 deflection, +4 natural), touch 11, flat-footed 15; Base Atk +7; Grp +8; Atk +7 melee (1d6-1, masterwork sickle); Full Atk +7/+2 melee (1d6-1, masterwork sickle); SA Spells; SQ Elder secret (secret of the choker, secret of the gibbering moulder, secret of the umber hulk), aberrant quasit familiar, graft mastery (aboleth, fiendish, illithid, yuan-ti), graft (bonemail)*, graft (poison fangs)*, rapid grafting, scry on familiar; AL CE; SV Fort +12, Ref +9, Will +15; Str 8, Dex 10, Con 16, Int 14, Wis 25, Cha 10.

Languages: Common, Abyssal, Ancient Suloise.

Skills and Feats: Concentration +20, Heal +18, Intimidate +4, Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Knowledge (nature) +13, Knowledge (the planes) +13, Listen +10, Spellcraft +20, Spot +10, Use Magic Device +16; Aberration Blood (flexible limbs)*, Graft Flesh (undead)*, Improved Familiar, Lightning Reflexes, Scavenging Gullet*, Willing Deformity, Deformity (obese).

*See DM's Aid 3.

Spells Prepared (Adept) (3/5/5/4/2; base DC 17 + spell level, caster level 14th) 0—*cure minor wounds*, *detect magic*, *touch of fatigue*; 1st—*burning hands*, *cause fear*, *cure light wounds*, *protection from good*, *seething eyebane**; 2nd—*cure moderate wounds*, *mirror image*, *scorching ray* (x2), *see invisibility*; 3rd—*bestow curse*, *cure serious wounds*, *lightning bolt*, *touch of Jubilex**; 4th—*stoneskin*, *wall of fire*.

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form.

Secret of the Choker: You become preternaturally quick and alert to danger. You gain a +4 racial bonus on initiative checks and a +1 racial bonus on Reflex saving throws.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the Umber Hulk: You gain a +2 racial bonus to your natural armor.

Rapid Grafting (Ex): Starting at 6th level, you can create grafts with shocking speed. Creating a graft with Graft Flesh now requires only 1 hour for each 1,000 gp.

Yuan-ti Graft – Poison Fangs (Ex): These long sharp fangs allow the grafted creature to deliver poison (Fort DC 17 negates) with its bite. Initial and secondary damage are the same (1d6 Con). If the grafted creature did not previously have a natural bite attack, it can bite only a grappled foe (delivering the poison with a successful grapple check to pin the creature) or a helpless opponent.

Possessions: Masterwork sickle, *peript of wisdom* +6, undead graft (bonemail), yuan-ti graft (poison fangs), *lesser silent metamagic rod*, *ring of protection* +1, *salve of slipperiness*, *cloak of resistance* +1, *wand of magic missiles* (5th).

Calomyxa: aberrant quasit familiar; CR 2; Small Aberration (Chaotic, Extraplanar, Evil, Augmented Outsider); HD 15; hp 53; Init +7; Spd 20 ft., fly 50 ft. (perfect); AC 30 (+3 Dex, +2 size, +15 natural), touch 15, flat-footed 27; Base Atk +7; Grp -2; Atk +12 melee (1d3-1 plus poison, claw) or +12 melee (1, tentacle); Full Atk

+12/+12 melee (1d3-1 plus poison, claw) and +7 melee (1d4-1, bite); SA Deliver touch spells, poison, spell-like abilities, tentacle; SQ Alternate form (toad), amorphous form, DR 5/cold iron or good, darkvision 60 ft., empathic link, fast healing 2, immunity to poison, improved evasion, resistance to fire 10, share spells, speak with amphibians, speak with master, spell resistance 20; AL CE; SV Fort +7, Ref +8, Will +10; Str 8, Dex 17, Con 10, Int 13, Wis 12, Cha 10.

Languages: Common, Abyssal.

Skills and Feats: Bluff +6, Diplomacy +2, Disguise +2, Hide +17, Intimidate +3, Listen +7, Move Silently +9, Search +7, Spellcraft +17, Spot +6; Improved Initiative, Weapon Finesse.

Alternate Form (Su): A quasit can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that a quasit does not regain hit points for changing form, and any individual quasit can assume only one or two forms no larger than Medium. Common forms include bat, monstrous centipede, toad, and wolf. A quasit in alternate form loses its poison attack.

Amorphous Form (Ex): A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Poison (Ex): Injury, Fortitude DC 19, initial damage 1d4 Dex, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus.

Scales (Ex): The familiar's natural armor bonus improves by 4. The familiar gains a +2 bonus on Fortitude saves.

Spell-Like Abilities: At will—*detect good*, *detect magic*, and *invisibility* (self only); 1/day—*cause fear* (as the spell, except that its area is a 30-foot radius from the quasit, save DC 11). Caster level 6th. The save DCs are Charisma-based. Once per week a quasit can use *commune* to ask six questions. The ability otherwise works as the spell (caster level 12th).

Tentacle (Ex): The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Half-Farspawn Otyugh: CR 10; Huge Outsider (Augmented Aberration, Native); HD 14d8+84; hp 147; Init +0; Spd 20 ft.; AC 22 (-2 size, +14 natural), touch 8, flat-footed 22; Base Atk +10; Grp +24; Atk +15 melee (1d8+6, primary tentacle); Full Atk +15/+15 melee (1d8+6, primary tentacle) and +13/+13 melee (1d8+3, farspawn tentacle) and +12 melee (1d6+3, bite);

in amorphous form +13/+13/+13/+13 melee (1d8+6, farspawn tentacle); Space/Reach 15 ft./15 ft. (20 ft. with primary tentacles); SA constrict 1d8+6, disease, improved grab, spell-like abilities, *true strike* 1/day; SQ change shape, blindsight 60 ft., DR 10/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, resistance to electricity 10, scent, spell resistance 24; AL CE; SV Fort +10, Ref +6, Will +12; Str 23, Dex 10, Con 23, Int 5, Wis 16, Cha 8.

Languages: Common.

Skills and Feats: Concentration +14, Hide +9, Listen +22, Move Silently +6, Spot +22; Alertness, Fling Enemy*, Lightning Reflexes, Multiattack, Weapon Focus (tentacle).

*See DM's Aid 3.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows: the creature's movement modes do not change; the creature retains the tentacle attacks granted by this template and gains two additional tentacle attacks when making a full attack; the creature becomes amorphous; creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Constrict (Ex): An otyugh deals automatic tentacle damage with a successful grapple check.

Disease (Ex): Filth fever—bite, Fortitude DC 23, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, an otyugh must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell-Like Abilities (Sp): 3/day—*blink*, *blur*, *ethereal jaunt*, 1/day—*greater invisibility*, *stinking cloud* (DC 12), *telekinesis* (DC 14), *touch of idiocy*. Caster level 14th. The save DC is Charisma-based.

True Strike (Su): Once per day, a half-farspawn creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Appendix 5: APL 12

Encounter 2: The Revelation

Note: Until the enemy combatants have consumed a *potion of enlarge person*, each receives a +2 bonus to AC (+1 Dex, +1 size) and a -1 to hit and damage. All weapons are reduced one size category as well. For example, spiked chains sized for Small creatures deliver 1d6 damage per hit.

Le Ramier: Colossal vehicle; Profession (sailor) +3; Spd wind x 20 ft. (nautical average); Overall AC -3; Section hp 50 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Rigging (sails/mast/control lines) 80 hp (hardness 0), AC 1; Ram 12d6; Face 90 ft. by 20 ft.; Height 10 ft. (draft 10 ft.); Crew 20; Cargo 150 tons (Spd wind x 15 ft. if 75 tons or more).

Sailor: male human (Oeridian & Suel) War1/Exp2; CR 2; Medium Humanoid (human); HD 1d8+2d6+3; hp 19; Init +1; Spd 30 ft.; AC 13 (+2 Dex, +1 padded armor), touch 12, flat-footed 11; BAB +2; Grp +4; Atk +4 melee (1d4+2/19-20 x2, dagger) or +4 melee (1d6+2, club); AL N; SV Fort +3, Ref +2, Will +3; Str 14, Dex 14, Con 12, Int 12, Wis 10, Cha 10.

Skills and Feats: Balance +4, Climb +8, Craft (shipwright) +3, Jump +5, Listen +2, Knowledge (geography) +2, Profession (sailor) +6, Spot +3, Survival +2, Swim +8, Use Rope +5; Alertness, Athletic, Endurance.

Possessions: Keoish naval uniform (padded armor), dagger, club.

Commander Eddins: male human (Suel) War1/Exp5; CR 3; Medium Humanoid (human); HD 1d8+5d6+12; hp 46; Init +1; Spd 30 ft.; AC 13 (+1 Dex, +2 mw leather armor), touch 11, flat-footed 12; BAB +4; Grp +5; Atk +6 melee (1d6+1/19-20 x2, mw cutlass); AL N; SV Fort +5, Ref +2, Will +5; Str 12, Dex 12, Con 15, Int 12, Wis 12, Cha 12.

Skills and Feats: Balance +5, Climb +10, Craft (shipwright) +5, Jump +5, Listen +3, Knowledge (geography) +6, Profession (sailor) +10, Spot +6, Survival +4, Swim +12, Use Rope +5; Alertness, Athletic, Improved Toughness, Leadership.

Possessions: Keoland naval officer uniform (masterwork leather armor), masterwork cutlass.

Brotherhood Monk Thug: male human (Suel) Ftr3/Mnk6/Exotic Wpn Master1; CR 10; Medium Humanoid (human); HD 4d10+6d8+20; hp 78; Init +6;

Spd 50 ft.; AC 22 (+2 Dex, +4 misc, +6 *extended greater mage armor*), touch 16, flat-footed 20; BAB +8; Grp +14; Full Atk +12/+7 melee (2d4+4+1d6, *shocking +1 spiked chain*) or +10/+5 melee (1d8+2, unarmed strike); Atk +12 melee (2d4+4+1d6, *shocking +1 spiked chain*) or +10 melee (1d6+2, unarmed strike); SA Flurry of blows (-1 penalty), flurry of strikes (-2 penalty), *ki* strike (magic); SQ Evasion, fast movement, purity of body, slow fall (-30 ft.), still mind (+2); AL LE; SV Fort +13, Ref +9, Will +10; Str 14, Dex 14, Con 14, Int 10, Wis 16, Cha 10.

Skills and Feats: Balance +7, Climb +12, Craft (weaponsmithing) +4, Jump +20, Knowledge (religion) +2, Listen +3, Spot +10, Swim +5, Tumble +15; Combat Reflexes, Deflect Arrows^B, Dodge, Exotic Weapon Proficiency (spiked chain), Improved Grapple^B, Improved Initiative, Improved Trip^B, Improved Unarmed Strike^B, Mobility, Spring Attack, Weapon Focus (spiked chain).

Possessions: *Shocking +1 spiked chain*, *slippers of spider climb*, *vest of resistance +1*, *potion of enlarge person*, *potion of haste*, *elemental gem (fire)*.

Note: Only ONE of the thugs has an *elemental gem (fire)*.

Brotherhood Warmage: male human (Suel) Wrm10; CR 10; Medium Humanoid (human); HD 10d6+10; hp 52; Init +4; Spd 30 ft.; AC 16 (+6 *extended greater mage armor*), touch 10, flat-footed 16; BAB +5; Grp +4; Atk +5 melee (1d8-1, mw heavy mace) or +5 melee (1d6-1, mw sickle); SA Spells, warmage edge (+1); SQ Advanced learning (*darkness*, *wind wall*), armored mage; AL LE; SV Fort +6, Ref +5, Will +9; Str 8, Dex 10, Con 12, Int 12, Wis 14, Cha 22.

Skills and Feats: Bluff +11, Concentration +14, Intimidate +16, Knowledge (arcana) +5, Listen +1, Spellcraft +14, Spot +1; Arcane Strike*, Eschew Materials, Improved Initiative, Spell Focus (conjuration), Spell Focus (evocation), Sudden Empower^{B*}, Sudden Enlarge^{B*}.

*See DM's Aid 3.

Advanced Learning (Ex): At 3rd, 6th, 11th, and 16th level, a warmage can add a new spell to his list, representing the result of personal study and experimentation. The spell must be a wizard spell of the evocation school, and of a level no higher than that of the highest-level spell the warmage already knows. Once a new spell is selected, it is forever added to that

warmage's spell list and can be cast just like any other spell on the warmage's list.

Armored Mage (Ex): Normally, armor of any type interferes with an arcane spellcaster's gestures, which can cause his spells to fail (if those spells have somatic components). A warmage's limited focus and specialized training, however, allows him to avoid arcane spell failure as long as he sticks to light armor and light shields. This training does not extend to medium or heavier armors, nor to heavy shields. Nor does this ability apply to spells gained from a different spellcasting class.

Warmage Edge (Ex): A warmage is specialized in dealing damage with his spells. Whenever a warmage casts a spell that deals hit point damage, he adds his Intelligence bonus (if any) to the amount of damage dealt. The bonus from the warmage edge special ability applies only to spells that he casts as a warmage, not to those he might have by virtue of levels in another class.

Spells Known (Warmage) (6/7/6/6/5/3; base DC 16 + spell level, DC 17 + spell level for conjurations and evocations): 0—*acid splash, disrupt undead, light, ray of frost, 1st—accuracy*, burning hands, chill touch, fist of stone*, hail of stone*, magic missile, lesser orb of acid*, lesser orb of cold*, lesser orb of electricity*, lesser orb of fire*, lesser orb of sound*, shocking grasp, sleep, true strike, 2nd—blades of fire*, continual flame, darkness, fire trap, fireburst*, flaming sphere, ice knife*, Melf's acid arrow, pyrotechnics, scorching ray, shatter, whirling blade**; 3rd—*fire shield, fireball, flame arrow, gust of wind, ice storm, lightning bolt, poison, ring of blades*, sleet storm, stinking cloud, wind wall*; 4th—*blast of flame*, contagion, Evard's black tentacles, orb of acid*, orb of cold*, orb of electricity*, orb of fire*, orb of force*, orb of sound*, phantasmal killer, shout, wall of fire*; 5th—*arc of lightning*, cloudkill, cone of cold, greater fireburst*, flamestrike, prismatic ray**.

Possessions: Masterwork heavy mace, masterwork sickle, *vest of resistance +2, cloak of charisma +2, potion of enlarge person, potion of fly, brooch of shielding, scroll of blade barrier, scroll of chain lightning.*

Encounter 4: Voyage to Obelstone

Launch: Huge vehicle; Profession (sailor) +2; Spd oars 15 ft. (nautical good); Overall AC 3; Section hp 30 (hardness 5) (10 ft. by 10 ft. area); Section AC 3; Ram 4d6; Face 15 ft. by 10 ft.; Height 5 ft. (draft 2 ½ ft.); Crew 4; Cargo 5 tons (Spd oars 10 ft. if 2 tons or more).

Hochebi Keelboat: Gargantuan vehicle; Profession (sailor) +0; Spd wind x 10 ft. (nautical good), oars 10 ft.

(nautical good); Overall AC 1; Section hp 40 (hardness 5); Section AC 3; Rigging 30 hp (hardness 0), AC 3; Ram 8d6; Face 60 ft. by 20 ft.; Height 10 ft. (draft 5 ft.); Crew 15; Cargo 50 tons (Spd wind x 5 ft., oars 5 ft. if 25 tons or more).

Hobgoblin Fighter: male Ftr7; CR 7; Medium Humanoid (goblin); HD 7d10+21; hp 67; Init +4; Spd 30 ft.; AC 17 (+4 Dex, +3 armor), touch 14, flat-footed 13; Base Atk +7; Grp +9; Atk +12 melee (1d6+2/19-20 x2, masterwork shortsword) or +12 ranged (1d8+2, *composite (+2 Str) longbow +1*); Full Atk +12/+7 melee (1d6+2/19-20 x2, masterwork shortsword) or +12/+7 ranged (1d8+3, *composite (+2 Str) longbow +1*); SQ Darkvision 60 ft.; AL LE; SV Fort +8, Ref +6, Will +2; Str 15, Dex 18, Con 16, Int 12, Wis 10, Cha 8.

Languages: Common, Giant, Goblin.

Skills and Feats: Climb +4, Intimidate +1, Jump +4, Listen +6, Move Silently +8, Profession (sailor) +4, Spot +6, Swim +2; Alertness, Improved Rapid Shot, Manyshot, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Finesse.

Possessions: +1 leather armour, masterwork shortsword, *composite (+2 Str) longbow +1*, 6 alchemist's arrows (see *Arms & Equipment Guide* page 5), 20 arrows, *gloves of dexterity +2*.

Hobgoblin Cleric: male Clr9; CR 9; Medium Humanoid (goblin); HD 9d8+18; hp 66; Init +2; Spd 30 ft.; AC 17 (+2 Dex, +5 armor), touch 12, flat-footed 15; Base Atk +6; Grp +6; Atk +7 melee (1d8, masterwork flail); Full Atk +8/+3 melee (1d8, masterwork flail); SA Rebuke undead 3/day, spells, spontaneous casting (inflict); SQ Darkvision 60 ft.; AL LE; SV Fort +9, Ref +6, Will +12; Str 11, Dex 14, Con 14, Int 10, Wis 20, Cha 11.

Languages: Common, Goblin.

Skills and Feats: Concentration +14, Heal +5, Knowledge (arcana) +1, Knowledge (history) +1, Knowledge (religion) +1, Knowledge (the planes) +1, Listen +5, Move Silently +6, Spellcraft +8, Spot +5, Swim +0; Divine Spell Power¶, Greater Spell Focus (enchantment), Spell Focus (enchantment), True Believer¶, Weapon Focus (flail)B.

¶See DM's Aid 3.

Spells Prepared (Cleric) (6/6/5/4/3/2; base DC 15 + spell level, DC 17 + spell level for enchantments, DC 18 + spell level for enchantments [compulsions]) 0—*create water, detect magic, cure minor wounds (x2), mending (x2)*; 1st—*bane, command*, doom, entropic shield, resurgence¶, sanctuary, shield of faith*; 2nd—*cure moderate wounds, enthral*, hold person (x2),*

*make whole, shatter; 3rd–dispel magic, magic vestment**; *prayer, water breathing, water walk; 4th–cure critical wounds, fear**; *freedom of movement, revenance**; *5th–flame strike, greater command**; *spell resistance.*

*Domain spell. *Domains*: Tyranny‡ (Add +1 to the saving throw DC of any compulsion spell); War (Free Martial Weapon Proficiency and Weapon Focus with flail).

‡See DM's Aid 3.

Possessions: *Studded leather armor +2*, masterwork flail, *pearl of power (1st)*, *periapt of wisdom +2*, *vest of resistance +1*, *wand of cure light wounds* (caster level 1st).

Hobgoblin Sorcerer: male Sor9; CR 9; Medium Humanoid (goblin); HD 9d4+27; hp 55; Init +1; Spd 30 ft.; AC 14 (+1 Dex, +2 armor, +1 deflection), touch 12, flat-footed 13; Base Atk +4; Grp +3; Atk +3 melee (1d6-1, quarterstaff); SA Breath weapon, spells; SQ Darkvision 60 ft., bat familiar, +3 bonus to save vs *sleep*, paralysis, and electricity effects, resistance to electricity 9; AL LE; SV Fort +7, Ref +5, Will +7; Str 9, Dex 12, Con 16, Int 12, Wis 10, Cha 20.

Languages: Common, Draconic, Goblin.

Skills and Feats: Bluff +6, Concentration +15, Knowledge (arcana) +4, Listen +6, Move Silently +5, Spellcraft +12, Spot +6, Swim -1; Draconic Breath*, Draconic Heritage (blue)*, Draconic Resistance*, Eschew Materials.

*See DM's Aid 3.

Breath Weapon (Su): As a standard action, the sorcerer may change spell energy into a breath weapon. The breath weapon is a 60 ft.-line of electricity dealing 2d6 points of damage per level of the spell expended to create the effect. Any creature in the area can make a Reflex save (DC 15 + level of the spell used) for half damage. The save is Charisma-based.

Spells Known (Sorcerer) (6/8/7/7/5; base DC 15 + spell level) 0–*acid splash, daze, detect magic, flare, mage hand, read magic, repair minor damage, resistance*; 1st–*grease, magic missile, lesser orb of electricity**, *ray of enfeeblement, shield*; 2nd–*earthbind**, *glitterdust, mirror image, scorching ray*; 3rd–*dragonskin**, *haste, resonating bolt**; 4th–*greater invisibility, orb of force**.

Possessions: *Bracers of armor +2, vest of resistance +1, cloak of charisma +2, ring of protection +1, elixir of swimming.*

Encounter 5: The Prison

Area P3 – Admissions Desk

Keshfon Felban Kalish: male human (Suel) Exp3; CR 2; Medium Humanoid (human); HD 3d6+3; hp 17; Init +0; Spd 30 ft.; AC 12 (+2 armor), touch 10, flat-footed 12; Base Atk +2; Grp +2; Atk +2 melee (1d4/19-20 x2, dagger); AL LE; SV Fort +2, Ref +1, Will +4; Str 10, Dex 10, Con 12, Int 12, Wis 12, Cha 12.

Languages: Common, Ancient Suel, Goblin.

Skills and Feats: Appraise +8, Bluff +1, Decipher Script +7, Diplomacy +8, Forgery +6, Intimidate +5, Knowledge (local-Splintered Suns) +7, Knowledge (nobility) +5, Profession (bureaucrat) +7, Sense Motive +8, Spot +8; Alertness, Diligent, Negotiator.

Possessions: Masterwork leather armor, dagger, red-gold amulet, strongbox key.

Area P4 – The Elevator

Guard: male human (Suel) War10; CR 5; Medium Humanoid (human); HD 10d8+10; hp 63; Init +2; Spd 20 ft.; AC 18 (+1 Dex, +7 armor), touch 11, flat-footed 17; Base Atk +10; Grp +12; Atk +14 melee (1d8+2/19-20 x2, masterwork longsword) or +13 ranged (1d10+1+1d6 electricity/19-20 x2, *shocking heavy crossbow +1*); Full Atk +14/+9 melee (1d8+2/19-20 x2, masterwork longsword) or +13/+8 ranged (1d10+1+1d6 electricity/19-20 x2, *shocking heavy crossbow +1*); AL LN; SV Fort +7, Ref +4, Will +3; Str 14, Dex 14, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Climb -2, Hide -3, Intimidate +9, Jump -8, Listen +5, Move Silently -3, Spot +5, Swim -7, Tumble -2; Iron Will, Point Blank Shot, Precise Shot, Rapid Reload, Weapon Focus (longsword).

Possessions: *Banded mail +1*, masterwork longsword, *shocking heavy crossbow +1, gloves of dexterity +2, necklace of fireballs (type I)*, alchemist's fire (x5), tanglefoot bag (x2), guard uniform, red-gold amulet.

Drudge: male human (Oeridian) flesh half-golem Ftr9; CR 12; Medium Humanoid (human); HD 9d10+46; hp 104; Init +5; Spd 20 ft. (can't run); AC 21 (+1 Dex, +5 armor, +5, natural), touch 11, flat-footed 20; Base Atk +9; Grp +15; Atk +18 melee (1d8+8, masterwork heavy mace); Full Atk +18/+13 melee (1d8+8 19-20/x2, masterwork heavy mace); SA Berserk; SQ DR 5/adamantine, magic immunity; AL CN; SV Fort +10, Ref +4, Will +5. Str 22, Dex 12, Con 18, Int 6, Wis 10, Cha 4. Height 6 ft. 1 in.

Skills and Feats: Climb +9, Hide -2; Jump +5, Listen +8, Move Silently -2, Spot +8, Swim +0, Tumble +6; Alertness, Blind-Fight, Greater Weapon Focus (heavy mace), Improved Bull Rush, Improved Critical

(heavy mace), Improved Initiative, Iron Will, Power Attack, Weapon Focus (heavy mace), Weapon Specialization (heavy mace).

Berserk (Ex): A flesh half-golem that takes damage in combat flies into a berserk rage the following round, attacking wildly until either it or its opponent is dead. It gains +4 Strength, +4 Constitution, and -2 AC. A flesh half-golem cannot end its berserk state voluntarily. If the flesh half-golem is a barbarian, the bonuses and penalty are cumulative with the barbarian rage class feature. Berserk rage modified statistics are as follows: hp 122, AC 19, Atk +20/+15 melee (1d8+10).

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

A magical attack that deals cold or fire damage slows a flesh golem (as the *slow* spell) for 2d6 rounds, with no saving throw.

A magical attack that deals electricity damage breaks any *slow* effect on the half-golem and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points. For example, a half-flesh golem hit by a *lightning bolt* heals 3 points of damage if the attack would have dealt 11 points of damage. A half-flesh golem gets no saving throw against attacks that deal electricity damage.

Possessions: Masterwork breastplate, masterwork heavy mace, peasant outfit.

Encounter 6: Obelstone Keep

Area O5a – Laboratory

Pseudonatural Gelatinous Cube: CR 11; Huge Outsider (Augmented Ooze, Native); HD 24d10+240; hp 372; Init -5; Spd 15 ft.; AC 3 (-2 size, -5 Dex), touch 3, flat-footed 3; Base Atk +18; Grp +30; Atk +20 melee (1d8 plus 1d8 acid); Space/Reach 15 ft./10 ft.; SA Acid, alternate form, engulf, paralysis, *true strike* 1/day; SQ Blindsight 60 ft., darkvision 60 ft., DR 10/magic, immunity to electricity, outsider traits, resistance to acid 15, spell resistance 25, transparent; AL N; SV Fort +18, Ref +3, Will +3; Str 18, Dex 1, Con 30, Int -, Wis 1, Cha 1.

Acid (Ex): A gelatinous cube's acid does not harm metal or stone.

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately

gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Engulf (Ex): Although it moves slowly, a gelatinous cube can simply mow down Large or smaller creatures as a standard action. It cannot make a slam attack during a round in which it engulfs. The gelatinous cube merely has to move over the opponents, affecting as many as it can cover. Opponents can make opportunity attacks against the cube, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 23 Reflex save or be engulfed; on a success, they are pushed back or aside (opponent's choice) as the cube moves forward. Engulfed creatures are subject to the cube's paralysis and acid, and are considered to be grappled and trapped within its body. The save DC is Strength-based and includes a +1 racial bonus.

Paralysis (Ex): A gelatinous cube secretes an anesthetizing slime. A target hit by a cube's melee or engulf attack must succeed on a DC 32 Fortitude save or be paralyzed for 3d6 rounds. The cube can automatically engulf a paralyzed opponent. The save DC is Constitution-based.

Transparent (Ex): Gelatinous cubes are hard to see, even under ideal conditions, and it takes a DC 15 Spot check to notice one. Creatures who fail to notice a cube and walk into it are automatically engulfed.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Area O5b – Subject Ward

Half-Farspawn Gibbering Moulder: CR 9; Large Outsider (Augmented Aberration, Native); HD 8d8+88; hp 124; Init +1; Spd 10 ft., swim 20 ft.; AC 24 (+1 Dex, +13 natural), touch 11, flat-footed 23; Base Atk +6; Grp +15; Atk +11 melee (1d3+5, bite) or +11 melee (1d6+5, tentacle) and +7 ranged touch (1d6 acid plus blindness, spittle); Full Atk +11/+11/+11/+11/+11/+11 melee (1d3+5, 6 bites) and +9/+9/+9/+9 melee (1d6+2, 4 tentacles) and +7 ranged (1d6 acid plus blindness, spittle); Space/Reach 10 ft./10 ft.; SA Blood drain, gibbering, ground manipulation, improved grab, spell-like abilities, spittle, swallow whole, *true strike* 1/day; SQ Amorphous, blindsight 60 ft., change shape, DR 5/bludgeoning and magic, darkvision 60 ft., immunity

to poison, resistance to acid 10, resistance to electricity 10, spell resistance 18; AL CE; SV Fort +13, Ref +5, Will +9; Str 20, Dex 13, Con 32, Int 4, Wis 17, Cha 16.

Languages: Common.

Skills and Feats: Concentration +16, Listen +14, Spot +18, Swim +24, Tumble +6; Improved Natural Attack (bite), Lightning Reflexes, Multiattack.

Amorphous (Ex): A gibbering moulder is not subject to extra damage from critical hits. It cannot be flanked.

Blood Drain (Ex): A swallowed opponent automatically takes 1d6 points of Constitution damage each round.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows: the creature's movement modes do not change; the creature retains the tentacle attacks granted by this template and gains two additional tentacle attacks when making a full attack; the creature becomes amorphous; creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form. The half-farspawn gibbering moulder is always in this form.

Gibbering (Su): As soon as a moulder spots something edible, it begins a constant gibbering as a free action. All creatures (other than moulthers) within a 60-foot spread must succeed on a DC 16 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering moulder's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su): At will, as a standard action, a gibbering moulder can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the moulder in that area must take a move action to avoid becoming mired (treat as being pinned).

Improved Grab (Ex): To use this ability, a gibbering moulder must hit a Large or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Spittle (Ex): As a free action every round, a gibbering moulder can fire a stream of spittle at one opponent within 30 feet. The moulder makes a ranged touch attack; if it hits, it deals 1d6 points of acid damage, and the target must succeed on a DC 25 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still

subject to the acid damage. The save DC is Constitution-based.

Spell-Like Abilities (Sp): 3/day—*blink*, *blur*; 1/day—*touch of idiocy*, *stinking cloud* (DC 16). Caster level 8th. The save DC is Charisma-based.

Swallow Whole (Ex): A gibbering moulder can attempt to swallow a grappled opponent of Large or smaller size by making a successful grapple check. (The gibbering moulder doesn't actually "swallow" the opponent—it engulfs the victim within its amorphous form—but the effect is essentially the same.) Once the victim is inside, the gibbering moulder can use its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering moulder (AC 24). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A gibbering moulder's body can hold 1 Large, 2 Medium, 8 Small, 32 Tiny, 128 Diminutive, or 512 Fine creatures.

True Strike (Su): Once per day, a half-farspawn creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Skills: Thanks to their multiple eyes, gibbering moulthers have a +4 racial bonus on Spot checks. A gibbering moulder has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It always can choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Note: The gibbering moulder first appeared in the *Monster Manual*. This version from *Lords of Madness* incorporates errata to that creature and should be considered the official version.

Encounter 7: The Pit

Kelkal Nool: male aberration Adp8/Fleshwarper10*; CR 14; Medium Aberration (Augmented Humanoid, Human); HD 18d6+72; hp 146; Init +4; Spd 30 ft.; AC 15 (+1 deflection, +4 natural), touch 11, flat-footed 15; Base Atk +9; Grp +10; Atk +9 melee (1d6-1, masterwork sickle); Full Atk +9/+4 melee (1d6-1, masterwork sickle); SA Spells; SQ Darkvision 60 ft., elder secret (secret of the choker, secret of the gibbering moulder, secret of the umber hulk), aberrant quasit familiar, graft mastery (aboleth, fiendish, illithid, yuan-ti), graft (bonemail)*, graft (fearsome eye)*, graft (poison fangs)*, rapid grafting, scry on familiar; AL CE; SV Fort +14, Ref +9, Will +17; Str 8, Dex 10, Con 18, Int 14, Wis 26, Cha 10.

Languages: Common, Abyssal, Ancient Sulioise.

Skills and Feats: Concentration +22, Heal +20, Intimidate +4, Knowledge (arcana) +15, Knowledge (dungeoneering) +15, Knowledge (nature) +15, Knowledge (the planes) +15, Listen +12, Spellcraft +21, Spot +12, Use Magic Device +18; Aberration Blood (flexible limbs)*, Extra Spell (*wrack*)*, Graft Flesh (undead)*, Improved Familiar, Lightning Reflexes, Scavenging Gullet*, Willing Deformity, Deformity (obese).

*See DM's Aid 3.

Spells Prepared (Adept) (3/5/5/5/4/2; base DC 18 + spell level, caster level 14th) 0–*cure minor wounds, detect magic, touch of fatigue*; 1st–*burning hands, cause fear, cure light wounds, protection from good, seething eyebane**; 2nd–*cure moderate wounds, mirror image, scorching ray (x3)*; 3rd–*bestow curse, cure serious wounds, lightning bolt, touch of Jubilex**; 4th–*cure critical wounds, stonewall, wall of fire, wrack**; 5th–*baleful polymorph (x2)*.

Aberrant Apotheosis (Su): At 10th level, you undergo a transformation into an aberration. Your type changes to aberration and you gain darkvision out to 60 feet. You also gain a +2 racial bonus to your Constitution score.

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form.

Secret of the Choker: You become preternaturally quick and alert to danger. You gain a +4 racial bonus on initiative checks and a +1 racial bonus on Reflex saving throws.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance

to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the Umber Hulk: You gain a +2 racial bonus to your natural armor.

Fiendish Graft – Fearsome Eye (Ex): This eye is bright red in color and has a black iris. The grafted creature gains the ability to continuously see invisibility as the spell from a 20th-level caster. In addition, the grafted creature gains a fear gaze attack. Anyone within 30 feet of the grafted creature that meets its eyes must make a DC 14 Will saving throw or be paralyzed with fear for 1d4 rounds. The save DC against this effect reflects a +2 bonus because only one of the grafted creature's eyes can make the attack. The grafted creature is immune to its own gaze attack.

Rapid Grafting (Ex): Starting at 6th level, you can create grafts with shocking speed. Creating a graft with Graft Flesh now requires only 1 hour for each 1,000 gp.

Yuan-ti Graft – Poison Fangs (Ex): These long sharp fangs allow the grafted creature to deliver poison (Fort DC 17 negates) with its bite. Initial and secondary damage are the same (1d6 Con). If the grafted creature did not previously have a natural bite attack, it can bite only a grappled foe (delivering the poison with a successful grapple check to pin the creature) or a helpless opponent.

Possessions: Masterwork sickle, *peripart of wisdom +6*, fiendish graft (fearsome eye)*, undead graft (bonemail)*, yuan-ti graft (poison fangs)*, *lesser silent metamagic rod, acid substitution metamagic rod**, *ring of protection +1, salve of slipperiness, cloak of resistance +1, wand of magic missiles* (5th).

Calomyxa: aberrant quasit familiar; CR 2; Small Aberration (Chaotic, Extraplanar, Evil, Augmented Outsider); HD 18; hp 73; Init +7; Spd 20 ft., fly 50 ft. (perfect); AC 31 (+3 Dex, +2 size, +16 natural), touch 15, flat-footed 28; Base Atk +9; Grp +0; Atk +14 melee (1d3-1 plus poison, claw) or +14 melee (1, tentacle); Full Atk +14/+14 melee (1d3-1 plus poison, claw) and +9 melee (1d4-1, bite); SA Deliver touch spells, poison, spell-like abilities, tentacle; SQ Alternate form (toad), amorphous form, DR 5/cold iron or good, darkvision 60 ft., empathic link, fast healing 2, immunity to poison, improved evasion, resistance to fire 10, share spells, speak with amphibians, speak with master, spell resistance 23; AL CE; SV Fort +8, Ref +11, Will +12; Str 8, Dex 17, Con 10, Int 14, Wis 12, Cha 10.

Languages: Common, Abyssal.

Skills and Feats: Bluff +6, Diplomacy +2, Disguise +2, Hide +17, Intimidate +3, Listen +7, Move Silently +9, Search +8, Spellcraft +19, Spot +6; Improved Initiative, Weapon Finesse.

Alternate Form (Su): A quasit can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that a quasit does not regain hit points for changing form, and any individual quasit can assume only one or two forms no larger than Medium. Common forms include bat, monstrous centipede, toad, and wolf. A quasit in alternate form loses its poison attack.

Amorphous Form (Ex): A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Poison (Ex): Injury, Fortitude DC 21 initial damage 1d4 Dex, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus.

Scales (Ex): The familiar's natural armor bonus improves by 4. The familiar gains a +2 bonus on Fortitude saves.

Spell-Like Abilities: At will—*detect good*, *detect magic*, and *invisibility* (self only); 1/day—*cause fear* (as the spell, except that its area is a 30-foot radius from the quasit, save DC 11). Caster level 6th. The save DCs are Charisma-based. Once per week a quasit can use *commune* to ask six questions. The ability otherwise works as the spell (caster level 12th).

Tentacle (Ex): The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Wings (Ex): The familiar can fly at a speed of 40 feet with good maneuverability. (If the familiar already has a fly speed, use whichever speed is higher and whichever maneuverability is better.) The familiar gains a +2 bonus on Reflex saves.

Half-Farspawn Otyugh: CR 12; Huge Outsider (Augmented Aberration, Native); HD 18d8+84; hp 189; Init +0; Spd 20 ft.; AC 22 (-2 size, +14 natural), touch 8, flat-footed 22; Base Atk +13; Grp +27; Atk +18 melee (1d8+6, primary tentacle); Full Atk +18/+18 melee (1d8+6, primary tentacle) and +16/+16 melee (1d8+3, farspawn tentacle) and +15 melee (1d6+3, bite); in amorphous form +16/+16/+16/+16 melee (1d8+6, farspawn tentacle); Space/Reach 15 ft./15 ft. (20 ft. with primary tentacles); SA constrict 1d8+6, disease, improved grab, spell-like abilities, *true strike* 1/day; SQ change shape, blindsight 60 ft., DR 10/magic, darkvision 60 ft., immunity to poison, resistance to acid 10, resistance to electricity 10, scent, spell resistance 25; AL CE; SV Fort +12, Ref +8, Will +14; Str 23, Dex 10, Con 23, Int 5, Wis 16, Cha 8.

Languages: Common.

Skills and Feats: Concentration +14, Hide +9, Listen +22, Move Silently +6, Spot +22; Alertness, Crush*, Fling Enemy*, Lightning Reflexes, Multiattack, Power Attack, Weapon Focus (tentacle).

*See DM's Aid 3.

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows: the creature's movement modes do not change; the creature retains the tentacle attacks granted by this template and gains two additional tentacle attacks when making a full attack; the creature becomes amorphous; creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Constrict (Ex): An otyugh deals automatic tentacle damage with a successful grapple check.

Disease (Ex): Filth fever—bite, Fortitude DC 25, incubation period 1d3 days; damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

Improved Grab (Ex): To use this ability, an otyugh must hit with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Spell-Like Abilities (Sp): 3/day—*blink*, *blur*, *ethereal jaunt*, 1/day—*greater invisibility*, *scintillating pattern*, *stinking cloud* (DC 12), *summon monster IX**, *telekinesis* (DC 14), *touch of idiocy*. Caster level 18th. The save DC is Charisma-based. *A half-farspawn can summon only pseudonatural animals or vermin with this ability. It can select from any celestial or fiendish animal or vermin that could be summoned by *summon monster IX*, but applies the pseudonatural template to the creature rather than the celestial or fiendish template. In this case, a pseudonatural roc, dire shark, gargantuan monstrous scorpion, or a colossal monstrous spider may be summoned. The creature, if summoned, is spawn from the pit.

True Strike (Su): Once per day, a half-farspawn creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Sessek Tesh: male human (Suel) Adp4/Ari2/Exp6; CR 6; Medium Humanoid (human); HD 10d6+2d8+12; hp 65; Init +4; Spd 30 ft.; AC 14 (+4 armor), touch 10, flat-footed 14; Base Atk +7; Grp +7; Atk +8 melee (1d4+1/19-20x2, *dagger of venom*); Full Atk +8/+3 melee (1d4+1/19-20x2, *dagger of venom*); SQ Leadership; AL LE; SV Fort +6, Ref +3, Will +17; Str 10, Dex 10, Con 12, Int 16, Wis 21, Cha 12.

Languages: Common, Goblin, Orc, Olman, Ancient Suloise.

Skills and Feats: Appraise +10, Bluff +8, Concentration +10, Decipher Script +6, Diplomacy +15, Forgery +10, Gather Information +5, Intimidate +14, Knowledge (arcana) +6, Knowledge (nobility) +15, Knowledge (religion) +5, Knowledge (the planes) +6, Knowledge (local-Splintered Suns) +18, Listen +7, Profession (bureaucrat) +17, Sense Motive +16, Spellcraft +7, Spot +12; Eyes in the Back of Your Head[‡], Great Fortitude, Improved Initiative, Leadership, Persuasive, Practiced Spellcaster.

[‡]=feat from *Complete Warrior*.

Spells Prepared (Adept) (3/4/1; base DC 15 + spell level, caster level 8th) 0–*cure minor wounds, detect magic, purify food and drink*; 1st–*command, cause fear, protection from good*; 2nd–*invisibility*.

Possessions: Bracers of armor +4, *dagger of venom*, *periapt of wisdom* +4, *cube of force*.

DM's Aid 1: English to Suel Glossary

English to Suel					
arc	ik	home	il	small	thurg
assassin	retna	inner	shu	smoke	gov
black	noth	insect	thuranzi	soiled	bosok
bonds	yal	island	lof	sorcerer	kel
brass	talo	jade	bal	south	tilva
brave	ker	jewel/gem	byle	speak	volan
bright	zin	"junior", suffix meaning	-fon	spy	renaru
bronze	tem	kingdom	hes	steel	tot
brother	gaqo	lemur slave race	rullhow	stern	kendeen
brother	sahey	"lesser," suffix meaning	-fon	steward	kesh
child, sanctioned	shakoi	lie	iru	steward, senior	keshkal
citizen	sharav	little	thurg	strong	kurq
cold	jazia	man	ko	subcitizen	sharafon
copper	tanro	mine	maz	sword	dancar
cousin	eltesh	miner	mazar	thief	larena
dagger	car	money	tansho	thousand	ilasna
dagger, ornamental	sacari	monk	ka	three	thri
destiny	tura	more	ila	togetherness	hesiyev
diamond	bylakal	mother	murma	tooth	volanzi
diplomacy	rena	name	bil	truth	yalet
do	jo	noble	tok	uncle	rhoidin
excellent	shar	not	mav	war	che
eye	deen	obedience	yev	weapon	caran
faith	krova	ocean	os	will	neya
far	lov	office	hesma	woman	ako
father	sahar	orc	roka	word	vo
female, prefix indicating	a- or al-	order	yev		
fire	es	our	se		
first	zar	outer	lovok		
fist	shay	pious	kro		
flame	pyr	police investigator, highest ranked	shokal		
foreigner (respected)	issim	police investigators	shodeen		
forever	okalasna	port	ulos		
fortress	kura	pure (Suel)	shar		
foster uncle	rhoidey	red	xia		
goblin	chebi	ruby skull	karuth		
gold	tanva	rulership	hesmali		
"greater," suffix indicating	-kal	search	denjo		
hand	sho	"senior," suffix indicating	-kal		
harsh	kendeen	shining	zo		
head	kav	ship	sevvos		
heaven	krovashar	silver	tanmi		
hill	not	slave race	komazar		
hobgoblin	hochebi	slave race	kurqa		
holy	kro	slave-person	bosok		

DM's Aid 2: Suel to English Glossary

SELECTED SUEL WORDS

	Suel to English
a- or al-	prefix indicating female
ako	woman
asahey	sister
bal	jade
bil	name
bosok	soiled/slave-person
bylakal	diamond
byle	jewel/gem
car	dagger
caran	weapon
che	war
chebi	goblin
dancar	sword
deen	eye
denjo	search
eltesh	cousin
es	fire
-fon	suffix meaning "junior" or "lesser"
gaqo	brother
gov	smoke
hes	kingdom
hesiyev	togetherness
hesma	office
hesmali	rulership
hochebi	hobgoblin
ik	are
il	home
ila	more
ilasna	thousand
iru	lie
issim	foreigner (respected)
jazia	cold
jo	do
ka	monk
-kal	suffix indicating "senior" or "greater"
karuth	ruby skull
kav	head
kel	sorcerer

kendeen	harsh/stern
ker	brave
kesh	steward
keshkal	senior steward
ko	man
komazar	slave race
kro	pious/holy
krova	faith
krovashar	heaven
kura	fortress
kurg	strong
kurga	slave race
larena	thief
lof	island
lov	far
lovok	outer
mav	not
maz	mine
mazar	miner
murma	mother
neya	will
not	hill
noth	black
okalasna	forever
os	ocean
pyr	flame
rena	diplomacy
renaru	spy
retna	assassin
rhoidey	foster uncle
rhoidin	uncle
roka	orc
rullhow	lemur slave race
sacari	ornamental dagger
sahar	father
sahey	brother
se	our
sevvos	ship
shakoi	sanctioned child
shar	pure (Suel) /excellent
sharafon	sub-citizen
sharav	citizen
shay	fist
sho	hand
shodeen	police investigators

shokal	highest ranked police investigator
shu	inner
talo	brass
tanmi	silver
tanro	copper
tansho	money
tanva	gold
tem	bronze
thri	three
thuranzi	insect
thurg	small/little
tilva	south
tok	noble
tot	steel
tura	destiny
ulos	port
vo	word
volan	speak
volanzi	tooth
xia	red
yal	bonds
yalet	truth
yev	order
yevel	obedience
zar	first
zin	bright
zo	shining

DM Aid 3: New Rules Items

Domains

Tyranny Domain (*Complete Warrior*)

Deities: Hextor, Vecna, Wee Jas.

Granted Power: Add +1 to the save DC of any compulsion spell you cast.

Tyranny Domain Spells

- 1 *Command*
- 2 *Enthrall*
- 3 *Discern Lies*
- 4 *Fear*
- 5 *Command, Greater*
- 6 *Geas/Quest*
- 7 *Bigby's Grasping Hand*
- 8 *Charm Monster, Mass*
- 9 *Dominate Monster*

Feats

Aberration Blood [Aberrant] (*Lords of Darkness*): One of your ancestors was an aberration and has passed the taint of its aberrant physiology down through the generations to you. This taint manifests physically in your appearance in some noticeable way.

Prerequisite: Humanoid.

Benefit: You gain a physical feature that grants you a racial bonus on one type of check; once you select the check to which this bonus applies (as well as the corresponding feature) you cannot change it later. The bonus must be chosen from the following list:

Aberrant Feature	Benefit
Bulging eyes	+2 bonus on Spot checks
Flexible limbs	+2 bonus on Grapple checks
Segmented eyes	+3 bonus on Search checks
Slimy skin	+4 bonus on Escape Artist checks
Sticky fingers	+3 bonus on Climb checks
Tail	+4 bonus on Balance checks
Webbed hands	+4 bonus on Swim checks

Special: You can select this feat more than once. Each time you select this feat, choose a different aberrant feature and gain the bonus associated with it.

Arcane Strike [General] (*Complete Warrior*): You can channel arcane energy into your melee attacks.

Prerequisites: Ability to cast 3rd-level arcane spells, base attack bonus +4.

Benefit: When you activate this feat (a free action that does not provoke an attack of opportunity), you can channel arcane energy into a melee weapon, your unarmed strike, or natural weapons. You must sacrifice one of your spells for the day (of 1st level or higher) to do this, but you gain a bonus on all your attack rolls for 1 round equal to the level of the spell sacrificed, as well as extra damage equal to 1d4 points x the level of the spell sacrificed. The bonus you add to your attack rolls from this feat cannot be greater than your base attack bonus.

Crush [General] (*Savage Species*): Like a dragon, you can hurl your body onto opponents to deal tremendous damage.

Prerequisite: Huge size.

Benefit: As a standard action, you can jump or fall onto opponents, using your whole body to crush them. This attack is useful only against creatures at least three size categories smaller than yourself. The base damage for a crush attack depends on your size category, as given on the table below. Add 1 ½ times your Strength bonus to this base damage to determine the total damage for the attack.

A crush attack deals bludgeoning damage and affects as many creatures as can fit under your body. Each creature in the affected area must succeed on a Reflex save (DC 10 + your Str modifier + your size modifier for grapple attacks). On a failure, the opponent is pinned and automatically takes crush damage each round the pin is maintained.

Size Category	Crush Base Damage
Huge	2d8
Gargantuan	4d6
Colossal	4d8

Deformity (Obese) [Vile] (*Book of Vile Darkness*): Through intentional gorging and general gluttony, the character is obese. Grossly overweight, she is now at least triple the normal weight for creatures of her kind.

Prerequisite: Willing Deformity.

Benefit: The character gains a +2 deformity bonus to Constitution and a -2 deformity penalty to Dexterity. Furthermore, she gains a +2 circumstance bonus on Intimidate checks and saving throws against poison.

Special: A character with this feat may not take the Deformity (gaunt) feat.

Divine Spell Power [Divine] (*Complete Divine*)

You can channel positive or negative energy to enhance your divine spellcasting ability.

Prerequisites: Ability to turn or rebuke undead, able to cast 1st-level divine spells.

Benefit: You can spend a turn or rebuke attempt as a free action and roll a turning check (with a special +3 bonus, plus any other modifiers you'd normally apply to your turning check). Treat the result of the turning check as a modifier to your caster level on the next divine spell you cast in that round.

For example, if a cleric used this feat and rolled a 16 on his turning check, he would add a +2 bonus to his caster level for the next divine spell he casts in the round. Had he rolled an 8, he would apply a -1 penalty to his caster level for the next divine spell he casts in the round.

If you don't cast a divine spell before your next turn, you lose the effect of the check result. This feat has no effect on your arcane spellcasting ability.

Draconic Breath [Draconic] (*Complete Arcane*): You can convert your arcane spells into a breath weapon.

Prerequisite: Draconic Heritage.

Benefit: As a standard action, you can change arcane spell energy into a breath weapon of your draconic heritage energy type. The breath weapon is a 30-foot cone (fire or cold) or a 60-foot line (acid or electricity) that deals 2d6 points of damage per level of the spell that you expended to create the effect. Any creature in the area can make a Reflex save (DC 10 + level of the spell used + your Charisma modifier) for half damage. This is a supernatural ability.

Draconic Heritage [Draconic] (*Complete Arcane*): You have greater connection with your distant draconic bloodline.

Prerequisites: Sorcerer 1st.

Benefit: Choose one dragon from the Draconic Heritage list below and gain the indicated skill as a class skill. This is your draconic heritage, which cannot be changed once the feat has been taken. Half-dragons must choose the same dragon kind as their dragon parent.

In addition, you gain a bonus on saving throws against *sleep* and paralysis, as well as spells and abilities with the energy type of your Draconic Heritage. This bonus is equal to the number of draconic feats you have.

Dragon Kind	Energy Type	Skill
Black	Acid	Hide
Blue	Electricity	Listen
Green	Acid	Move Silently

Red	Fire	Intimidate
White	Cold	Balance
Brass	Fire	Gather Information
Bronze	Electricity	Survival
Copper	Acid	Hide
Gold	Fire	Heal
Silver	Cold	Disguise

Extra Spell [General] (*Complete Arcane*): You learn an additional spell.

Prerequisite: Caster level 3rd.

Benefit: You learn one additional spell at any level up to one lower than the highest level of spell you can currently cast. Thus, a 4th-level sorcerer (maximum spell level 2nd) gains a new 0-level or 1st-level spell known with which to expand her repertoire. For classes such as wizard that have more options for learning spells, Extra Spell is generally used to learn a specific spell that the character lacks access to and would be unable to research.

Special: You can gain this feat multiple times. Each time, you learn a new spell at any level up to one lower than the highest level of spell you can cast.

Fling Enemy [General] (*Savage Species*): You can pick up an opponent and fling it.

Prerequisites: Strength 23, Huge size, improved grab.

Benefit: You can make a grapple check at a -20 penalty against an opponent at least two size categories smaller than you. If you succeed, on your next action you can use an attack action to fling the held opponent. The range increment for the thrown creature is 120 feet.

A creature may be thrown horizontally or vertically. If thrown vertically, it takes normal falling damage. If thrown horizontally, it takes damage as if it had fallen half the distance thrown (rounded down).

You may also fling the creature at another creature. To do so, make an attack roll at a -4 penalty, with appropriate range penalties, against the target creature. If you hit, both creatures take the amount of damage that the thrown creature would have taken otherwise, as given above.

Graft Flesh [Item Creation] (*Fiend Folio & Lords of Madness*): You can apply a certain type of graft to other living creatures or to yourself.

Prerequisite: Heal 10 ranks.

Benefit: Choose a type of graft: aboleth, illithid, or silthilar. You must be an aboleth to choose aboleth

grafts. You must be an illithid to choose illithid grafts. There are no additional requirements for choosing silthilar grafts. Other races aside from these three can create grafts; see the *Fiend Folio* for beholder, fiendish, undead, and yuan-ti grafts.

You can create grafts of your chosen type and apply them to other creatures or to yourself. Creating a graft takes one day for each 1,000 gp in its price. To create a graft, you must spend 1/25 of the graft's price in XP and use up raw materials costing half this price.

Scavenging Gullet [Aberrant] (*Lords of Madness*): The taint of the aberration in your blood has gifted you with the ability to gain nourishment from things that others would never consider as food.

Prerequisite: Aberration Blood.

Benefit: You gain nourishment from eating any organic material, despite its freshness or source. You gain a +4 racial bonus on Fortitude saves to resist the effect of ingested poisons, as well as on Fortitude saves to resist diseases caused by ingested substances (such as spoiled food).

Sudden Empower [Metamagic] (*Complete Arcane*)

You can cast one spell per day to greater effect without special preparation.

Prerequisite: Any metamagic feat.

Benefit: Once per day, you may apply the Empower Spell feat to any spell you cast, without increasing the level of the spell or specially preparing it ahead of time. You may still use the Empower Spell feat normally, if you have it.

True Believer [General] (*Complete Divine*)

Your deity rewards your unquestioning faith and dedication.

Prerequisites: Must choose a single deity to worship. Must be within one step of that god's alignment.

Benefit: Once per day when you are about to make a saving throw you may declare that you are using this feat to gain a +2 insight bonus on that saving throw. This feat also allows you to use a relic (see relics, page 88 of *Complete Divine*) of the deity you worship.

Willing Deformity [Vile] (*Book of Vile Darkness*): Through scarification, self-mutilation, and supplication to dark powers, the character intentionally mars her own body.

Benefit: The character gains a +2 deformity bonus on Intimidate checks.

Items

Axiomatic Water (*Planar Handbook*)

Axiomatic water damages chaotic outsiders almost as if it were acid. A flask of axiomatic water can be thrown as a splash weapon (see page 158 of the *Player's Handbook*). Treat this attack as a ranged touch attack with a range increment of 10 feet. A flask breaks if thrown against the body of a corporeal creature, but to use it against an incorporeal creature, the bearer must open the flask and pour the axiomatic water out onto the target. Thus, a character can douse and incorporeal creature with axiomatic water only if he is adjacent to it. Doing so is a ranged touch attack that does not provoke attacks of opportunity.

A direct hit by a flask of axiomatic water deals 2d4 points of damage to a chaotic outsider. Each such creature within 5 feet of the point where the flask hits takes 1 point of damage from the splash.

Cannot be crafted; *Market Price:* 50 gp.

Fiendish Graft – Fearsome Eye (*Fiend Folio*)

This eye is bright red in color and has a black iris. The grafted creature gains the ability to continuously see invisibility as the spell from a 20th-level caster. In addition, the grafted creature gains a fear gaze attack. Anyone within 30 feet of the grafted creature that meets its eyes must make a Will saving throw (DC 14) or be paralyzed with fear for 1d4 rounds. The save DC against this effect reflects a +2 bonus because only one of the grafted creature's eyes can make the attack. The grafted creature is immune to its own gaze attack.

Prerequisites: Graft Flesh, *fear*, see *invisibility*; creator must be a fiend; *Market Price:* 120,000 gp.

Frostfire (*Monster Manual II*)

This sticky, adhesive substance drains away heat when exposed to air or moisture. A flask of frostfire can be thrown as a grenadelike weapon with a range increment of 10 feet, and a direct hit deals 1d6 points of cold damage. The target can then attempt to scrape off or wash away the frostfire, if desired. If this does not occur, the target takes an additional 1d6 points of cold damage on the round following the direct hit. Removing frostfire by scraping requires a successful Reflex saving throw (DC 15). Alternatively, the substance can be removed automatically by dousing it with at least 1 pint of an alcoholic or acidic solution (such as wine or vinegar). Either method requires a full-round action.

Requirements: Craft (alchemy) DC 20; *Cost:* 40 gp; *Weight:* 1 lb.

Rod, Metamagic, Substitution (Complete Arcane)

Four different types of the metamagic *rod of substitution* exist, each one keyed to a different type of energy (acid, cold, electricity, fire). The wielder can cast up to three spells per day as though using the appropriate Energy Substitution feat.

Strong (no school); CL 17th; Craft Rod, Energy Substitution for the appropriate energy type; *Market Price*: 10,500 gp (normal).

Undead Graft – Bonemail (*Fiend Folio*)

Bonemail resembles armor crafted from interlocking bones and shards of bones, but is actually part of the grafted creature's body. Bonemail grants a +2 natural armor bonus to the grafted creature's AC.

Prerequisite: Graft Flesh, *gentle repose*, *Market Price*: 16,000 gp.

Yuan-ti Graft – Poison Fangs (*Fiend Folio*)

These long sharp fangs allow the grafted creature to deliver poison (Fort DC 17 negates) with its bite. Initial and secondary damage are the same (1d6 Con). If the grafted creature did not previously have a natural bite attack, it can bite only a grappled foe (delivering the poison with a successful grapple check to pin the creature) or a helpless opponent.

Prerequisites: Graft Flesh, creator must be a yuan-ti; *Market Price*: 12,000 gp.

Prestige Classes

Fleshwarper (*Lords of Madness*)

The flesh is the key. It holds the secrets, the hidden words. It is the constant between man and beast and monster. It is a simple matter, once the way of the flesh is understood and embraced, to use it to your will. It should not be abhorred simply for its differences, because the eye can be retrained to find beauty in all things. For what is more beautiful than the primal flesh? It is simply the purest form of expression one can hope to achieve.

—Erkin Tiorki, fleshwarper

The fleshwarper is destined to walk a lonely path, for few have the stomach to accept what he considers enjoyable. To a fleshwarper, there is no greater canvas than flesh itself. To reshape, reform, and rebuild the flesh into a new form is a closer step to divinity. To a fleshwarper, there are no taboos, only possibilities.

Becoming A Fleshwarper: Most fleshwarpers are primarily wizards or sorcerers with a level of cleric (or, more rarely, druid); this cleric or druid level raises your maximum ranks in Heal to your character level + 3 even if you were forced to buy several of the required ranks as a cross-class skill. The adept NPC class from the *Dungeon Master's Guide* has access to both Heal and Knowledge (arcana), as well as the summon familiar class feature, and thus can qualify for this class by 6th level without multiclassing.

Such dedication pays in the long run. The fleshwarper learns countless eldritch and disturbing secrets that most people can never even guess at. Intelligence is perhaps the most important of the class's abilities, since many of the fleshwarper's class skills are keyed to it. The ability keyed to the fleshwarper's spellcasting is also important, as is Constitution, since he has fewer hit points than most other characters.

Entry Requirements

Alignment: Any nonlawful.

Skills: Heal 4 ranks, Knowledge (arcana) 8 ranks.

Feat: Graft Flesh.

Special: Summon familiar class feature.

Hit Dice: d6

Class Features

All of the following are class features of the fleshwarper prestige class.

Spellcasting: At each level above 1st, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one spellcasting class before becoming a fleshwarper, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Aberrant Familiar (Su): Your familiar (if you have one) becomes tainted by your magic. The familiar's type changes to aberration, it gains darkvision out to 60 feet, and its form becomes warped. Your aberrant familiar gains one of the abilities described below, as chosen by you. At every third level you gain above 1st, your aberrant familiar gains another ability from those described below. You can't choose the same ability twice. If your familiar is killed and you obtain a new one, you can choose new aberrant abilities for your new familiar based on your current fleshwarper level. Your aberrant familiar grants you a +2 bonus on all saving throws against mind-affecting spells and abilities as long as the familiar is within arm's reach. Your fleshwarper class levels stack with all other class levels used to determine the familiar's other attributes (see page 53 of the *Player's Handbook*).

The abilities your aberrant familiar can have are as follows:

Amorphous Form: A familiar with this ability is immune to extra damage from critical hits and sneak attacks.

Scales: The familiar's natural armor bonus improves by 4. The familiar gains a +2 bonus on Fortitude saves.

Size Increase: The familiar's size becomes larger by one category. Consult the *Monster Manual* for the effects of this size increase on the familiar's ability scores and other statistics.

Tentacle: The familiar gains a tentacle attack with a reach of 5 feet. The attack deals 1 point of damage (assuming Tiny size). It cannot combine this attack with its other natural attacks.

Wings: The familiar can fly at a speed of 40 feet with good maneuverability. (If the familiar already has

a fly speed, use whichever speed is higher and whichever maneuverability is better.) The familiar gains a +2 bonus on Reflex saves.

Graft Reserve (Ex): You receive a pool of points you can spend instead of experience points when creating a new graft with your Graft Flesh feat. Each time you gain a class level, you receive a new graft reserve; leftover points from the previous level do not carry over. If the points are not spent, they are lost. You can also use your graft reserve to supplement the XP cost of a graft you are creating, taking a portion of the cost from your graft reserve and a portion from your XP.

Elder Secret (Su): Your continuous self-experimentation in grafting results in occasional improvements to your form. At 2nd level and every three levels thereafter, you make a powerful discovery in your research and learn how to improve your body in a subtle, minor way. Choose one elder secret from those described below when you reach 2nd, 5th, and 8th level.

Secret of the Aboleth: You gain a swim speed equal to your base land speed. You also gain a +8 racial bonus on Swim checks, and can always choose to take 10 on a Swim check even when rushed or threatened.

Secret of the Beholder: Your eyes protrude grotesquely from your head and move independently of each other. You gain a +4 racial bonus on Search and Spot checks, and you can't be flanked.

Secret of the Choker: You become preternaturally quick and alert to danger. You gain a +4 racial bonus on initiative checks and a +1 racial bonus on Reflex saving throws.

Secret of the Destrachan: You gain immunity to damage from sonic energy.

Table 9–6: The Fleshwarper

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Graft Reserve	Spellcasting
1st	+0	+2	+0	+0	Aberrant familiar	500	—
2nd	+1	+3	+0	+0	Elder secret	700	+1 level of existing spellcasting class
3rd	+1	+3	+1	+1	Graft mastery	900	+1 level of existing spellcasting class
4th	+2	+4	+1	+1	Aberrant familiar	1,200	+1 level of existing spellcasting class
5th	+2	+4	+1	+1	Elder secret, graft mastery	1,500	+1 level of existing spellcasting class
6th	+3	+5	+2	+2	Rapid grafting	2,000	+1 level of existing spellcasting class
7th	+3	+5	+2	+2	Aberrant familiar, graft mastery	2,500	+1 level of existing spellcasting class
8th	+4	+6	+2	+2	Elder secret	3,000	+1 level of existing spellcasting class
9th	+4	+6	+3	+3	Graft mastery	4,000	+1 level of existing spellcasting class
10th	+5	+7	+3	+3	Aberrant apotheosis, aberrant familiar	5,000	+1 level of existing spellcasting class

Class Skills (4 + Int modifier per level): Concentration, Craft, Decipher Script, Heal, Knowledge (all skills taken individually), Search, Speak Language, Spellcraft, and Use Magic Device.

Secret of the Ettercap: You gain a climb speed equal to your base land speed and a +8 racial bonus on Climb checks, and you can always choose to take 10 on Climb checks even if rushed or threatened.

Secret of the Gibbering Moulder: Your form becomes partially amorphous. You have a 25% chance to ignore the extra damage dealt by a critical hit or a sneak attack.

Secret of the Mind Flayer: You gain a +4 racial bonus on saves against mind-affecting spells and abilities.

Secret of the Otyugh: You gain immunity to disease.

Secret of the Umber Hulk: You gain a +2 racial bonus to your natural armor.

Graft Mastery (Ex): You learn how to create and apply grafts normally not available to your race by studying forbidden tomes and consulting ancient nameless sources. When you first gain the Graft Flesh feat, you choose a specific type of graft to associate with the feat (most likely silthilar grafts, or beholder or undead grafts from the *Fiend Folio* or *Libris Mortis*). At 3rd level, you can select a new type of graft to add to the list. If you choose a graft type that normally requires the creator to be a member of that race (such as aboleth and illithid grafts, or fiendish or yuan-ti grafts from the *Fiend Folio*), you ignore that restriction completely. You can select a new graft type every time you gain an odd-numbered fleshwarper level higher than 3rd.

Rapid Grafting (Ex): Starting at 6th level, you can create grafts with shocking speed. Creating a graft with Graft Flesh now requires only 1 hour for each 1,000 gp.

Aberrant Apotheosis (Su): At 10th level, you undergo a transformation into an aberration. Your type changes to aberration, and you gain darkvision out to 60 feet. You also gain a +2 racial bonus to your Constitution score.

Spells

Accuracy (*Complete Arcane*)

Transmutation

Level: Warmage 1, wu jen 1

Components: V, S, M

Casting Time: 1 standard action

Range: Touch

Targets: One thrown weapon/level touched or one projectile weapon touched

Duration: 10 min./level

Saving Throw: Will negates (harmless, object)

Spell Resistance: Yes (harmless, object)

When you cast this spell, you enhance one or more thrown weapons or one projectile weapon to improve its chance of hitting distant targets. For the duration of the spell, the range increment for the affected weapon or weapons is doubled.

Material Component: Ink used to scribe a mystical character on each weapon affected by the spell.

Arc of Lightning (*Complete Arcane*)

Conjuration (Creation) [Electricity]

Level: Druid 4, sorcerer/wizard 5, warmage 5, wu jen 5

Components: V, S, M/DF

Casting Time: 1 standard action

Range: Close

Target: A line between two creatures

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

You create natural conductivity between two creatures, and a bolt of electricity arcs between them. This bolt deals 1d6 points of electricity damage per caster level (maximum 15d6) to both creatures and to anything in the line between them.

Both creatures must be in range, and you must be able to target them (as if this spell had them as its targets). Draw the line from any corner in one creature's space to any corner in the other's space.

Arcane Material Component: Two small iron rods.

Blades of Fire (*Complete Arcane*)

Conjuration (Creation) [Fire]

Level: Ranger 2, sorcerer/wizard 2, warmage 2

Components: V

Casting Time: 1 swift action

Range: Touch

Target: Up to two melee weapons you are wielding

Duration: 1 round

Saving Throw: None

Spell Resistance: No

Flames sheathe your melee weapons, harming neither you nor the weapons but possibly burning your opponents. Your melee weapons each deal an extra 1d6 points of fire damage. This damage stacks with any energy damage your weapons already deal.

Blast of Flame (*Complete Arcane*)

Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S, M

Casting Time: 1 standard action

Range: 60 ft.

Area: Cone-shaped burst

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

Flames fill the area, dealing 1d6 points of fire damage per caster level (maximum 10d6) to any creature in the area that fails its saving throw.

Material Component: A bit of wick soaked in oil.

Dragonskin (*Draconomicon*)

Transmutation

Level: Sorcerer/wizard 3

Components: S, M

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 10 min./level

Your skin toughens and becomes scaly like that of a chromatic dragon of a color that you select. You gain an enhancement bonus to your natural armor equal to +3, +1 per two levels above 5th (to a maximum of +5 at 9th level), as well as energy resistance equal to twice your caster level (maximum of 20 at 10th level) against the type of energy appropriate to the color you select: acid (black or green), cold (white), electricity (blue), or fire (red).

Material Component: A dragon's scale.

Special: Sorcerers cast this spell at +1 caster level.

Earthbind (*Draconomicon*)

Transmutation

Level: Druid 2, sorcerer/wizard 2

Components: V, S

Casting Time: 1 standard action

Range: Close

Target: One creature

Duration: 1 min./level (D)

Saving Throw: Fortitude partial

Spell Resistance: Yes

You hamper the subject creature's ability to fly (whether through natural or magical means) for the duration of the spell. If the target fails its saving throw, its fly speed (if any) becomes 0 feet. An airborne creature subjected to this spell falls to the ground as if under the effect of a *feather fall* spell. Even if a new effect would grant the creature the ability to fly, that effect is suppressed for the duration of the *earthbind* spell.

If the target makes a successful Fortitude save, its fly speed (including any new effect granted during the spell duration) is reduced by 10 feet per caster level (maximum reduction 100 feet at 10th level). This

reduction can't bring the creature's fly speed down to less than 10 feet.

Earthbind has no effect on other forms of movement, or even on effects that might grant airborne movement without granting a fly speed (such as jumping or *levitate* or *air walk* spells).

Fireburst (*Complete Arcane*)

Evocation [Fire]

Level: Sorcerer/wizard 2, warmage 2

Components: V, S, M

Casting Time: 1 standard action

Range: 5 ft.

Effect: Burst of fire extending 5 ft. from you

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: Yes

Fireburst causes a powerful explosion of flame to burst from you, damaging anyone within 5 feet of you. All creatures and objects within the area, except for you and any creatures or objects that share your space, take 1d8 points of fire damage per caster level (maximum 5d8).

Material Component: A bit of sulfur.

Fireburst, Greater (*Complete Arcane*)

Evocation [Fire]

Level: Sorcerer/wizard 5, warmage 5

Components: V, S,

Effect: Burst of fire extending 10 ft. from you

This spell functions like *fireburst*, except that it affects creatures within 10 feet of you and deals a maximum of 15d8 points of damage to each one.

Fist of Stone (*Complete Arcane*)

Transmutation [Earth]

Level: Sorcerer/wizard 1, warmage 1

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Duration: 1 minute

You transform one of your hands into a mighty fist of living stone, gaining a +6 enhancement bonus to Strength for purposes of attacks, grapple checks, or breaking and crushing items. In addition, you gain the ability to make one natural slam attack as a standard action, dealing 1d6 points of damage plus your new Strength bonus (or 1-1/2 times your Strength bonus if you make no other attacks that round). You can make the slam attack as a natural secondary attack with the normal -5 penalty as part of a full attack action. However, you cannot gain more than one slam attack

per round with this spell due to a high base attack bonus (+6 or higher).

Your fist undergoes no change in size or form, remaining as flexible and responsive as it would normally be while under the spell's effect.

Material Component: A pebble inscribed with a stylized fist design.

Hail of Stone (*Complete Arcane*)

Conjuration (Creation) [Earth]

Level: Wu jen 1 (earth), warmage 1

Components: V, S, M

Casting Time: 1 round

Range: Medium

Area: Cylinder (5-ft. radius, 40 ft. high)

Duration: Instantaneous

Saving Throw: None

Spell Resistance: Yes

You create a rain of stones that deals 1d4 points of damage per caster level (maximum 5d4) to creatures and objects within the area.

Material Component: A piece of jade worth 5 gp.

Ice Knife (*Complete Arcane*)

Conjuration (Creation) [Cold]

Level: Assassin 2, wu jen 2 (water), warmage 2

Components: S, M

Casting Time: 1 standard action

Range: Long

Effect: One icy missile

Duration: Instantaneous

Saving Throw: See text

Spell Resistance: Yes

A magical shard of ice blasts from your hand and speeds to its target. You must succeed on normal ranged attack to hit (with a +2 bonus on the attack roll for every two caster levels). If it hits, an *ice knife* deals 2d8 points of cold damage plus 2 points of Dexterity damage (no Dexterity damage on a successful Fortitude save). Creatures that have immunity to cold damage also take no Dexterity damage automatically.

A knife that misses creates a shower of ice crystals in a 10-foot-radius burst (see Missing with a Thrown Weapon, page 158 of the *Player's Handbook*, to determine where the shard hits). The icy burst deals 1d8 points of cold damage to all creatures within the area of the effect (Reflex half).

Material Component: A drop of water or piece of ice.

Maddening Scream (*Lords of Madness*)

Enchantment (Compulsion) [Mind-Affecting]

Level: Madness 8

Components: V

Casting Time: 1 standard action

Range: Touch

Target: Living creature touched

Duration: 1d4+1

Saving Throw: None

Spell Resistance: Yes

The subject cannot keep himself from screaming, gibbering and leaping about as though completely mad. This spell makes it impossible for the victim to do anything other than race about caterwauling. The spell gives the subject a -4 penalty to Armour Class, makes Reflex saving throws impossible except on a roll of 20, and makes it impossible to use a shield.

Mage Armor, Greater (*Complete Arcane*)

Conjuration (Creation) [Force]

Level: Sorcerer/wizard 3

Components: V, S, M

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: 1 hour/level

Saving Throw: Will negates (harmless)

Spell Resistance: No

This spell functions like *mage armor*, except that its tangible field of force provides a +6 armor bonus to Armour Class.

Material Component: A tiny platinum shield worth 25 gp.

Orb of Acid (*Complete Arcane*)

Conjuration (Creation) [Acid]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

Range: Close

Effect: One orb of acid

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

An orb of acid about 3 inches across shoots from your palm at its target, dealing 1d6 points of acid damage per caster level (maximum 15d6). You must succeed on a ranged touch attack to hit your target.

A creature struck by the orb takes damage and becomes sickened by the acid's noxious fumes for 1 round. A successful Fortitude save negates the sickened effect but does not reduce the damage.

Orb of Acid, Lesser (*Complete Arcane*)

Conjuration (Creation) [Acid]

Level: Sorcerer/wizard 1, warmage 1

Components: V, S

Casting Time: 1 standard action

Range: Close

Effect: One orb of acid

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

An orb of acid about 2 inches across shoots from your palm at its target, dealing 1d8 points of acid damage. You must succeed on a ranged touch attack to hit your target.

For every two caster levels beyond 1st, your orb deals additional 1d8 points of damage: 2d8 at 3rd level, 3d8 at 5th level, 4d8 at 7th level, and the maximum of 5d8 at 9th level or higher.

Orb of Cold (*Complete Arcane*)

Conjuration (Creation) [Cold]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

Range: Close

Effect: One orb of cold

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like *orb of acid*, except that it deals cold damage. In addition, a creature struck by an *orb of cold* must make a Fortitude save or be blinded for 1 round instead of being sickened.

Orb of Cold, Lesser (*Complete Arcane*)

Conjuration (Creation) [Cold]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of cold

This spell functions like *lesser orb of acid*, except that it deals cold damage.

Orb of Electricity (*Complete Arcane*)

Conjuration (Creation) [Electricity]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

Range: Close

Effect: One orb of electricity

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like *orb of acid*, except that it deals electricity damage. In addition, a creature wearing metal armor struck by an *orb of electricity* must make a

Fortitude save or be *entangled* for 1 round instead of being sickened.

Orb of Electricity, Lesser (*Complete Arcane*)

Conjuration (Creation) [Electricity]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of electricity

This spell functions like *lesser orb of acid*, except that it deals electricity damage.

Orb of Fire (*Complete Arcane*)

Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

Range: Close

Effect: One orb of fire

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like *orb of acid*, except that it deals fire damage. In addition, a creature struck by an *orb of fire* must make a Fortitude save or be dazed for 1 round instead of being sickened.

Orb of Fire, Lesser (*Complete Arcane*)

Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of fire

This spell functions like *lesser orb of acid*, except that it deals fire damage.

Orb of Force (*Complete Arcane*)

Conjuration (Creation) [Force]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

Range: Medium

Effect: One orb of force

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

You create a globe of force 3 inches across, which streaks from your palm toward your target. You must succeed on a ranged touch attack to hit the target. The orb deals a total of 1d6 points of damage per caster level (maximum 10d6).

Orb of Sound (*Complete Arcane*)

Conjuration (Creation) [Sonic]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S

Casting Time: 1 standard action

Range: Close

Effect: One orb of sonic energy

Duration: Instantaneous

Saving Throw: Fortitude partial

Spell Resistance: No

This spell functions like *orb of acid*, except that it deals 1d4 points of sonic damage (maximum 15d4). In addition, a creature struck by an *orb of sound* must make a Fortitude save or be deafened for 1 round instead of being sickened.

Orb of Sound, Lesser (*Complete Arcane*)

Conjuration (Creation) [Sonic]

Level: Sorcerer/wizard 1, warmage 1

Effect: One orb of sonic energy

This spell functions like *lesser orb of acid*, except that it deals 1d6 points of sonic damage, plus an additional 1d6 points of damage per two caster levels beyond 1st: 2d6 at 3rd level, 3d6 at 5th level, 4d6 at 7th level, and the maximum of 5d6 at 9th level.

Prismatic Ray (*Complete Arcane*)

Evocation

Level: Sorcerer/wizard 5, warmage 5

Components: V, S

Casting Time: 1 standard action

Range: Medium

Effect: Ray

Duration: Instantaneous

Saving Throw: See text

Spell Resistance: Yes

A single beam of brilliantly colored light shoots from your outstretched hand. On a successful ranged touch attack, creatures with 6 Hit Dice or fewer are blinded for 2d4 rounds by the *prismatic ray* in addition to suffering a randomly determined effect (see the accompanying table).

1d **Color of**

6 **Beam** **Effect**

1 Red 20 points fire damage (Reflex half)

2 Orange 40 points acid damage (Reflex half)

3 Yellow 80 points electricity damage (Reflex half)

4 Green Poison (Kills; Fortitude partial, take 1d6 points of Con damage instead)

5 Blue Turned to stone (Fortitude negates)

6 Indigo Insane, as *insanity* spell (Will negates)

Resonating Bolt (*Complete Arcane*)

Evocation [Sonic]

Level: Bard 4, sorcerer/wizard 3

Components: V, S

Casting Time: 1 standard action

Range: 60 ft.

Area: 60-ft. line

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: Yes

You unleash a tremendous bolt of sonic energy from your open hand, dealing 1d4 points of sonic damage per caster level (maximum 10d4) to each creature within its area. In addition, a *resonating bolt* deals full damage to objects and can easily shatter or break interposing barriers. If the bolt destroys a barrier, it can continue beyond it if its range permits; otherwise it stops.

Resurgence (*Complete Divine*)

Abjuration

Level: Blackguard 1, cleric 1, paladin 1

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: Instantaneous

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

By laying hands on a creature and saying a brief prayer, you can convince a higher power to grant a second chance to one of your allies. The target of *resurgence* can make a second attempt to save against an ongoing spell, spell-like ability, or supernatural ability, such as *dominate person*, a chaos beast's corporeal instability, or the sickening effect (but not the damage) from *unholy blight*. If the target of *resurgence* is subject to more than one ongoing magic effect, the target chooses one of them to retry the save against. If the subject succeeds at the saving throw on the second attempt, the effect ends immediately. *Resurgence* never restores hit points of ability score damage, but it does eliminate any conditions such as shaken, fatigued, or nauseated that were caused by the spell, spell-like ability, or supernatural ability.

If a spell, spell-like ability, or supernatural ability doesn't allow a save (such as power word stun), then *resurgence* won't help the subject recover.

Revenance (*Complete Divine*)

Conjuration (Healing)

Level: Blackguard 4, cleric 4, paladin 4

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Area: Dead ally touched

Duration: 1 min./level

Saving Throw: None; see text

Spell Resistance: Yes (harmless)

You touch a recently slain ally and temporarily restore her to life so she may continue to fight. The target can have been dead for up to 1 round/caster level. She functions as if a *raise dead* spell had been cast upon her, except that she does not lose a level and has half of her full hit points. She is alive (not undead) for the duration of the spell and can be healed normally, but dies as soon as the spell ends. While the subject is under this spell, she is not affected by *resurrection* or *raise dead*.

The target gains a +1 morale bonus on attacks, damage, saves, and checks against the creature that killed her.

Ring of Blades (*Complete Arcana*)

Conjuration (Creation)

Level: Cleric 3, warmage 3

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 min./level

This spell conjures a horizontal ring of swirling metal blades around you. The ring extends 5 feet from you, into all squares adjacent to your space, and it moves with you as you move. Each round on your turn, starting when you cast the spell, the blades deal 1d6 points of damage +1 point per caster level (maximum +10) to all creatures in the affected area.

The blades conjured by a lawful-aligned cleric are cold iron, those conjured by a chaotic-aligned cleric are silver, and those conjured by a cleric who is neither lawful nor chaotic are steel.

Material Component: A small dagger.

Seething Eyebane (*Book of Vile Darkness*)

Transmutation [Evil, Acid]

Level: Corrupt 1

Components: V, S, Corrupt

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: Instantaneous

Saving Throw: Fortitude negates (see text)

Spell Resistance: Yes

The subject's eyes burst, spraying acid upon everyone within 5 feet. The subject is blinded and takes 1d6 points of acid damage. Those sprayed take 1d6 points of

acid damage (Reflex save for half). Creatures without eyes can't be blinded, but they might take acid damage if someone nearby is the subject of seething eyebane.

Corruption Cost: 1d6 points of Constitution damage to caster.

Touch of Jublex (*Book of Vile Darkness*)

Transmutation [Evil]

Level: Corrupt 3

Components: V, S, Corrupt

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: Instantaneous

Saving Throw: Fortitude negates

Spell Resistance: Yes

The subject turns into green slime over the course of 4 rounds. If a *remove curse*, *polymorph*, *heal*, *greater restoration*, *limited wish*, *miracle*, or *wish* spell is cast during the 4 rounds of transformation, the subject is restored to normal but still takes 3d6 points of damage.

Corruption Cost: 1d6 points of Strength damage to caster.

Whirling Blade (*Complete Arcane*)

Transmutation

Level: Bard 2, sorcerer/wizard 2, warmage 2

Components: V, S, F

Casting Time: 1 standard action

Range: 60 ft.

Effect: 60-ft. line

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

As you cast this spell, you hurl a single slashing weapon at your foes, magically striking at all enemies along a line to the extent of the spell's range. You make a normal melee attack, just as if you attacked with the weapon in melee, against each foe in the weapon's path, but you can choose to substitute your Intelligence or Charisma modifier (as appropriate for your spellcasting class) for your Strength modifier on the weapon's attack rolls and damage rolls. Even if your base attack bonus would normally give you multiple attack rolls, a *whirling blade* gets only one attack (at your best attack bonus) against each target. The weapon deals damage just as if you had swung it in melee, including any bonuses you might have from ability score or feats.

No matter how many targets your weapon hits or misses, it instantly and unerringly returns to your hand after attempting the last of its attacks.

Focus: A slashing melee weapon that the caster hurls.

Wrack (*Complete Divine*)

Necromancy [Evil]

Level: Cleric 3, sorcerer/wizard 4

Components: V, S

Casting Time: 1 standard action

Range: Close

Target: One humanoid

Duration: 1 round/level

Saving Throw: Fortitude negates

Spell Resistance: Yes

A humanoid subject of the spellcaster's choosing is wracked with such pain that he doubles over and collapses. His face and hands blister and drip fluid, and the eyes cloud with blood, rendering him blind. For the duration of the spell, the subject is considered helpless and cannot take actions.

Even when the spell ends, the subject is still visibly shaken and suffers a -2 penalty on attack rolls, saves, and checks for 3d10 minutes. The subject's sight returns at the end of the spell's duration.

Templates

Half-Farspawn (*Lords of Madness*)

"Half-farspawn" is an inherited template that can be added to any corporeal creature of the aberration, animal, dragon, elemental, giant, humanoid, magical beast, monstrous humanoid, ooze, plant, or vermin type (hereafter referred to as the base creature).

A half-farspawn uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to outsider. Do not recalculate Hit Dice, base attack bonus, or saves. Size is unchanged. Half-farspawn are normally native outsiders.

Armor Class: The creature's natural armor improves by 3.

Attack: A half-farspawn gains two tentacle attacks in addition to any attacks the base creature could normally make. If the base creature can use weapons, the half-farspawn can still do so. A half-farspawn fighting without weapons uses a tentacle when making an attack action (unless it has another natural attack it prefers). When it has a weapon, it uses the weapon instead.

Full Attack: A half-farspawn fighting without weapons uses both its tentacles when making a full attack (plus any other natural attacks of the base creature). If armed with a weapon, it uses the weapon as its primary attack and its tentacles as secondary

natural attacks (-5 on the attack roll, half Strength bonus on damage rolls).

Damage: A half-farspawn's tentacle attacks deal bludgeoning damage as shown below.

Size	Tentacle Damage	Reach with Tentacles
Fine	1	0 ft.
Diminutive	1	0 ft.
Tiny	1d2	0 ft.
Small	1d3	5 ft.
Medium	1d4	5 ft.
Large	1d6	10 ft.
Huge	1d8	15 ft.
Gargantuan	2d6	20 ft.
Colossal	3d6	30 ft.

Special Attacks: A half-farspawn retains all the special attacks of the base creature, and gains the following special attack:

True Strike (Su): Once per day, the creature can make a normal attack with a +20 insight bonus on a single attack roll. The half-farspawn is not affected by the miss chance that applies to attacks against a concealed target.

Spell-Like Abilities: A half-farspawn with an Intelligence score of 3 or higher has spell-like abilities depending on its Hit Dice, as indicated below. The abilities are cumulative. Unless otherwise noted, an ability is usable once per day. Caster level equals the creature's Hit Dice, and the save DC is Charisma-based.

HD	Abilities
1-2	<i>blur</i> 3/day
3-4	<i>touch of idiocy</i>
5-6	<i>stinking cloud</i>
7-8	<i>blink</i> 3/day
9-10	<i>greater invisibility</i>
11-12	<i>telekinesis</i>
13-14	<i>ethereal jaunt</i> 3/day
15-16	<i>scintillating pattern</i>
17-18	<i>summon monster IX</i> *
19 or more	<i>implosion</i>

*A half-farspawn can summon only pseudonatural animals or vermin with this ability. It can select from any celestial or fiendish animal or vermin that could be summoned by *summon monster IX*, but applies the pseudonatural template (see page 161 *Lords of Madness*) to the creature rather than the celestial or fiendish template.

Special Qualities: A half-farspawn has all the special qualities of the base creature, plus the following special qualities:

- Blindsight out to 60 feet.
- Immunity to poison.
- Resistance to acid 10 and electricity 10.
- Damage reduction 5/magic (if HD 11 or less) or 10/magic (if HD 12 or more).
- A half-farspawn's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.
- Spell resistance equal to Hit Dice + 10 (up to a maximum of 25).

Change Shape (Su): As a standard action, a half-farspawn can take the form of a grotesque, tentacled mass. This ability functions as described for the change shape ability (see page 306 of the *Monster Manual*), except as follows:

- The creature's movement modes do not change.
- The creature retains the tentacle attacks granted by this template (see Attack, above) and gains two additional tentacle attacks when making a full attack.
- The creature becomes amorphous. It cannot be flanked, and is not subject to extra damage from critical hits.
- Creatures native to the Material Plane take a -1 morale penalty on attack rolls against a half-farspawn in its amorphous form.

Abilities: Increase from the base creature as follows: Str +2, Dex +2, Con +6, Wis +4, Cha +2.

Skills: A half-farspawn gains skill points as an outsider and has skill points equal to $(8 + \text{Int modifier}) \times (\text{HD} + 3)$. Do not include Hit Dice from class levels in this calculation—the half-farspawn gains outsider skill points only for its racial Hit Dice, and gains the normal amount of skill points for its class levels. Treat skills from the base creature's entry as class skills, and other skills as cross-class skills.

Challenge Rating: HD 4 or less, as base creature +1; HD 5 to 10, as base creature +2; HD 11 or more, as base creature +3.

Alignment: Always chaotic evil.

Level Adjustment: +4.

Pseudonatural Creature (*Lords of Madness*)

"Pseudonatural" is an acquired template that can be added to any corporeal creature (referred to hereafter as the base creature).

A pseudonatural creature uses all the base creature's statistics and abilities except as noted here. Even though the creature's type changes, do not recalculate Hit Dice, base attack bonus, or skill points.

Size and Type: The creature's type changes to outsider. Size is unchanged.

Special Attacks: A pseudonatural creature retains all the special attacks of the base creature and also gains the following attack.

True Strike (Su): Once per day, a pseudonatural creature can gain a +20 insight bonus on a single attack roll. In addition, the creature suffers no miss chance against a target that has concealment or total concealment when making this attack.

Special Qualities: A pseudonatural creature retains all the special qualities of the base creature and also gains the following special qualities.

Resistance (Ex): A pseudonatural creature has resistance to acid and electricity based on the base creature's Hit Dice (see the table below).

Damage Reduction (Ex): A pseudonatural creature gains damage reduction based on the base creature's Hit Dice (see the table below).

Hit Dice	Acid, Electricity Resistance	Damage Reduction
1–3	5	—
4–7	5	5/magic
8–11	10	5/magic
12 or more	15	10/magic

Alternate Form (Su): As a standard action, a pseudonatural creature can take the form of a grotesque, tentacled mass (or another appropriately gruesome form, as determined by the DM). Despite the alien appearance, its abilities remain unchanged. Other creatures receive a -1 morale penalty on their attack rolls against a pseudonatural creature when it is in this alternate form.

Spell Resistance (Ex): A pseudonatural creature gains spell resistance equal to 10 + the base creature's HD (maximum 25).

Abilities: Same as the base creature, but Intelligence is at least 3.

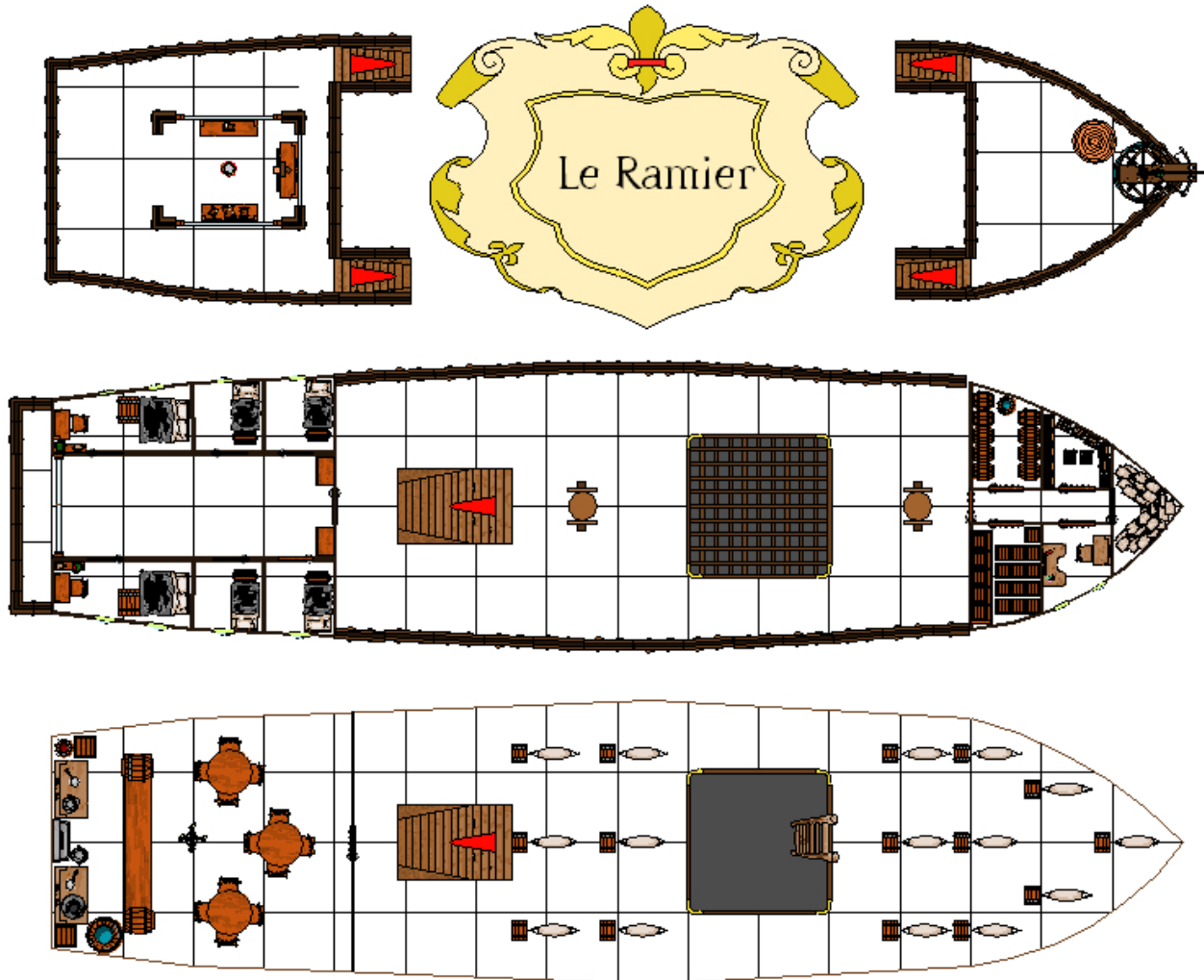
Environment: Any land and underground.

Challenge Rating: Up to 3 HD, as base creature; 4 HD to 11 HD, as base creature +1; 12 or more HD, as base creature +2.

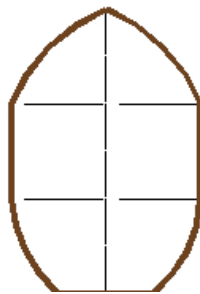
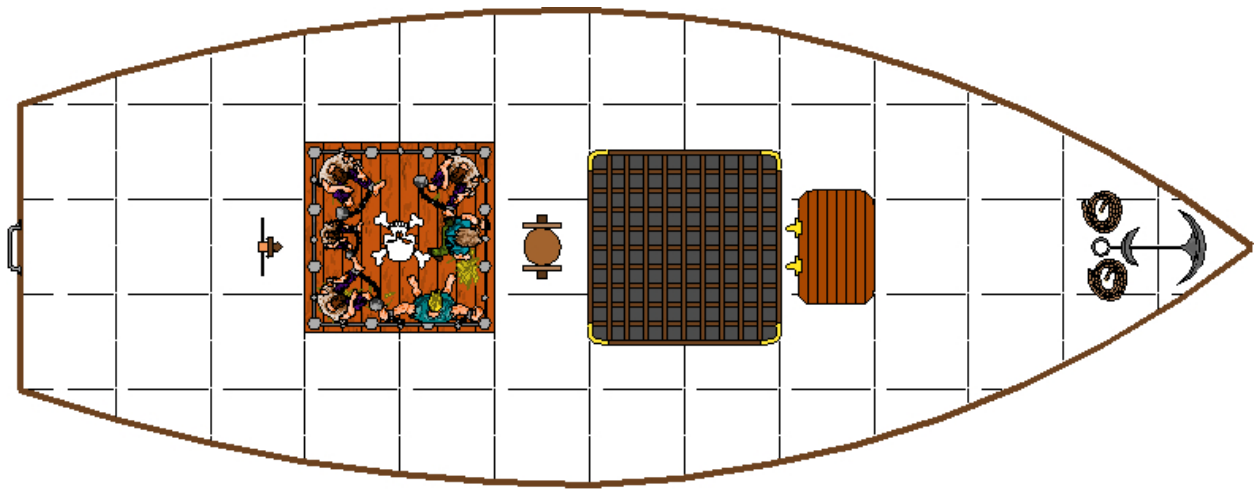
DM Aid 4: Map of Onnwal



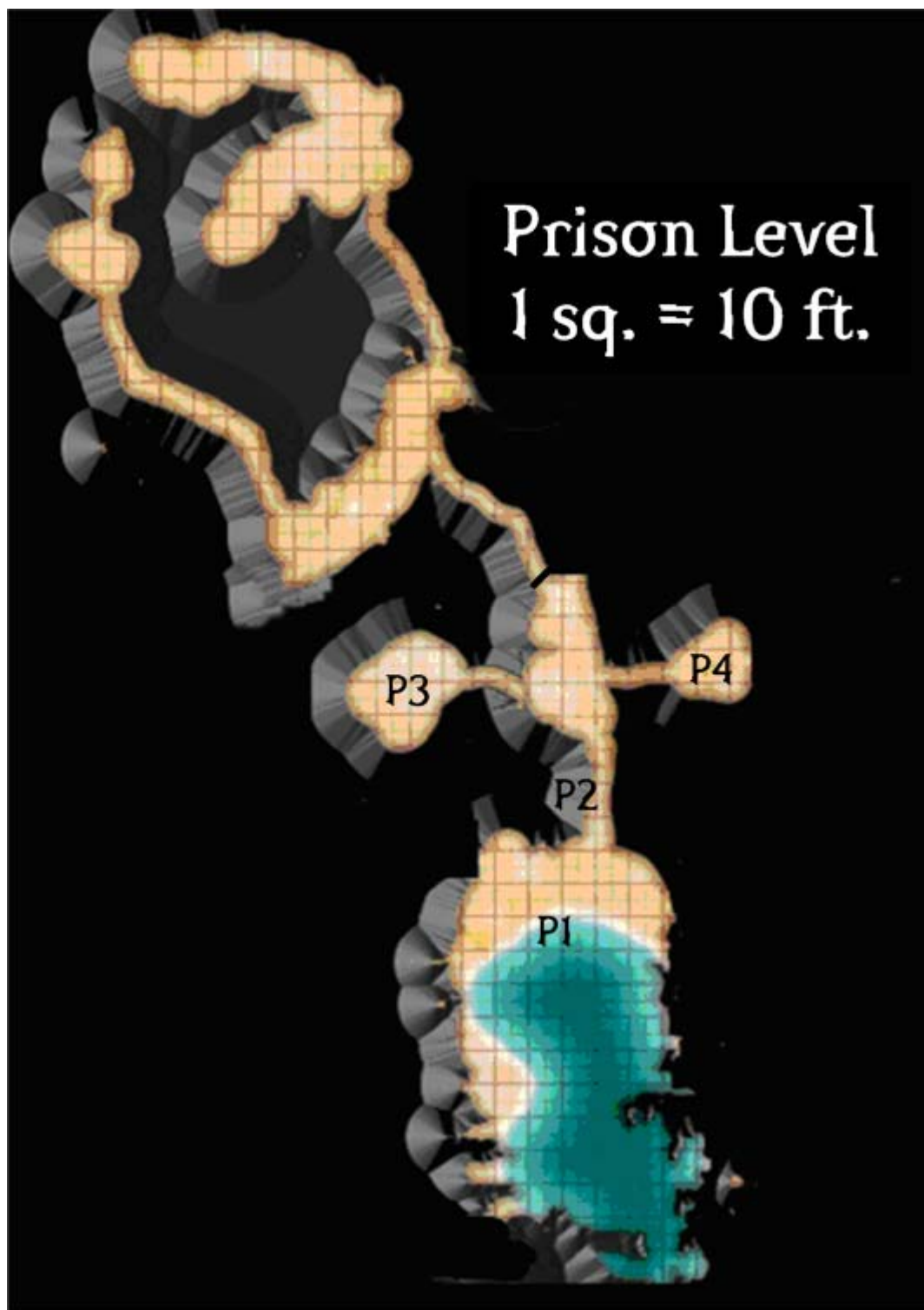
DM Aid 5: Le Ramier



DM Aid 6: Hochebi Keelboat and Launch



DM Aid 7: Sea Caves and Prison



DM Aid 8: Obelstone Keep Interior

