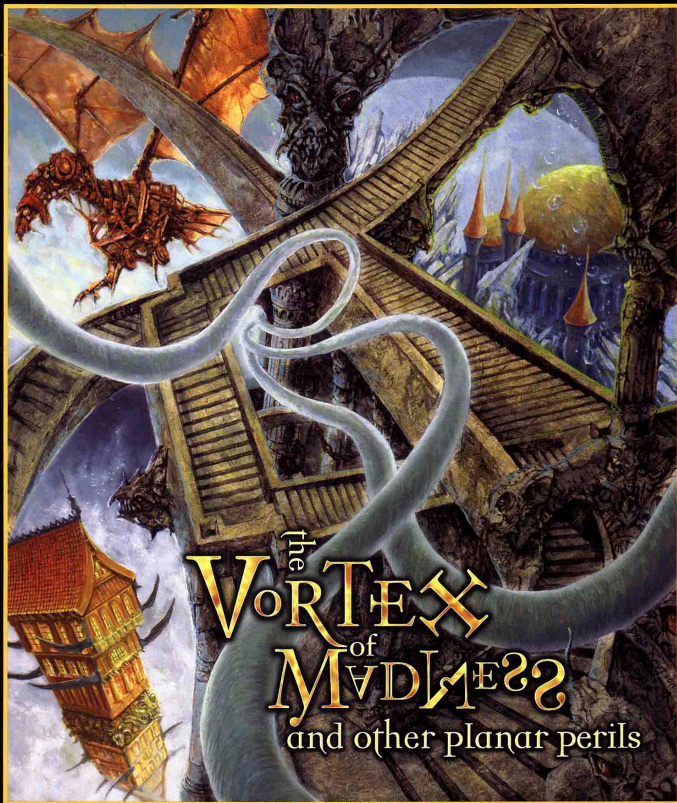


Advanced Dungeons & Dragons®

Accessory

For High-Level Heroes!

the VORTEX of MADNESS and other planar perils

Chris Pramas

Advanced Dungeons & Dragons[®]

Accessory

the Vortex of Madness[™] and other planar perils

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Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson.

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Introduction

Folktales are filled with fantastic lands and faerie realms, otherworldly places that enchant, deceive and challenge the heroic. At the heart of many stories is a mysterious locale whose challenges the heroes must overcome to complete their quest. Such are the hidden domains of the Inner and Outer Planes of the multiverse, each with its own madness and meaning, dangers and rewards.

The Vortex of Madness is the Dungeon Master's resource for developing new legends, built around strange and exciting locations for the **ADVANCED DUNGEONS & DRAGONS®** game. This book presents a variety of planar locales that can be integrated into any campaign, either as separate adventures or as a story cycle for bold planewalkers. Each chapter contains the seeds for mystical journeys, awaiting only the heroes' hearts and the DM's imagination.

All you need to use this book is the *Player's Handbook*, the *MONSTROUS MANUAL™* tome, and the *DUNGEON MASTER® Guide*. Important game information from other sources is summarized where necessary.

Manual of the Planes

Adventuring across the planes has been a staple of fantasy gaming since the first edition of the AD&D® rules. It began with the *World of Greyhawk* adventures and the Multiverse Appendix presented in the original *Player's Handbook*, where warriors braved balors and other fearsome fiends from the Abyss. These other realms were further detailed in *Manual of the Planes* and later expanded on with the *PLANESCAPE®* campaign setting.

The Vortex of Madness returns to the roots of planar adventuring. While these sites fit into a *PLANESCAPE* campaign, a copy of that set isn't necessary. Rather, they're intended for the DM looking for a change of pace and for players ready for the next stage in adventure: the planes, home to gods, demons, and the spirits of the dead.

Each chapter deals with a unique planar site and contains a detailed history, suggestions for traveling to its plane, and special conditions that affect adventurers, including likely events and encounters. This also covers any required spell keys (to counteract planar effects on wizardly magic) and power keys (to enhance priestly magic). Then follows a description of the location itself, including game statistics for creatures and major personalities that inhabit the site. Lastly, there are short adventure hooks to help a DM create new stories involving the site.

It takes powerful magic to travel the planes and doughty adventurers to face their challenges. They're no place for tyros; characters who brave these locales should ideally be of 10th level or above.

Quest across the Planes

Each of the sites detailed here stands on its own, but the first location, the Vortex of Madness, also presents an optional story to connect all of the planar locations, concluding with a dramatic confrontation. Within this artificially created domain on Limbo, a crazed intelligence recruits "operatives" to fulfill its mad scheme. Throughout this book there are notes labeled "The Machine's Quest." If you're not using the story arc, ignore these.

Inhabitants

Each chapter contains detailed descriptions and game statistics for important inhabitants of that planar location. Lesser creatures have abbreviated statistics for combat purposes; an example follows.

Cyclopskin miners (giant) (6-25): AC 3; MV 12; HD 5; hp 28 each; THAC0 15; #AT 1 (oversized pick); Dmg 1d10+4; SW -2 to use missile weapons; SZ L (7'6" tall); ML elite (13); Int low (7); AL CE; XP 270 each.

Details of special attacks (SA), defenses (SD), weaknesses (SW), and other skills and equipment follow the combat summary.

Major personalities inhabiting a site deserve more attention, since they're responsible for the unique nature of the place. Descriptions of these characters also include the following information.

- **Proficiencies:** Weapon proficiencies (including specializations) appear first, then nonweapon proficiencies. The number in parentheses is the proficiency score on 1d20.
- **Languages:** Often, natives of the planes speak strange languages and don't understand the Common trade tongue. One of the greatest challenges facing a planewalking hero may simply be communicating with a place's inhabitants.
- **Armor:** This lists any armor and shields (whether magical or nonmagical), as well as protective magic. It may also include defensive bonuses from camouflage, speed, or other natural abilities.
- **Weapons:** This category covers normal or magical melee and missile weapons, as well as any special knowledge, such as operating siege equipment.
- **Equipment:** This details normal gear and magical items, excluding weapons and armor.
- **Spells/Day:** This section lists the number of spells of each level available to the character. Spells are numbered beginning with 1st level.
- **Spellbook:** These are spells the character knows. Preferred spells, most likely to be prepared for an encounter, are indicated with an asterisk (*). Adjust these according to the needs of your campaign.
- **Special Abilities:** This is where to find information that doesn't fit into other categories.



Planar Travel

The easiest way to travel the planes is through the use of spells or magical items. An *astral spell* can transport a party to the Astral Plane, which connects to all of the Outer Planes.

Plane shift can carry them to any of the planes. A number of magical items also allow planar travel, such as an *amulet of the planes*, *cubic gate*, *oil of ethereality*, and the fabled *well of many worlds*. With planning, a DM can introduce these items into a campaign ahead of time, making planar travel possible when required by events.

Dimensional rifts offer another convenient type of planar access. Elemental vortices are wormholes between the Elemental Planes and the Prime Material Plane. Similarly, astral conduits connect the Prime worlds with any of the Outer Planes. Both may be temporary or permanent, but often present some peril that must be overcome.

Lastly, there are magical *gates* or portals, mystical doors that open elsewhere. The city of Sigil is the best-known place to find *gates* to any other world, but the planes are vast and contain still-unknown points of access. Some may offer only one-way travel, so users need to be wary. Each *gate* requires some key or key event to activate it. Keys may be specific items (a lotus from the Lake of Serenity, for example) or a general class of items (any flower), or they may be linked to a ritual or specific celestial event.



Planar Paradigms

Due to their very nature, the planes each have different natural and magical laws. Heroes from worlds on the Prime Material Plane often are surprised to find that their spells work differently or that their magical items are less effective on a particular plane. Each chapter summarizes the rules for that site's plane, providing all the information needed to simulate the strange properties of these planes without referring to any PLANESCAPE sourcebooks.

Getting There is Half the Fun!

The Dungeon Master needs to insure the heroes can get to where they need to go, and the story arc presented in Chapter 1: The Vortex of Madness offers one means. Be careful not to present too many options, though, or the campaign might become difficult to control.

Each otherworldly realm may be made a part of any campaign. Of course, this requires a way for the player characters to reach it. The resourceful DM can choose from many methods to transport would-be planewalkers to other worlds. In addition to the spells, portals, and magical devices described above, a creative bit of arcana may be introduced. As well, adventure hooks presented throughout this book offer ways to get the party quickly to the action.

Chapter 1: The Vortex of Madness

The Vortex of Madness is a pocket domain on the plane of Limbo. Normally, the plane's a sort of primeval soup, with an ever-changing landscape of elemental forms. However, portions of Limbo can be made stable by the will of a conscious mind. This is how the githzerai can maintain cities in such a chaotic environment.

The Vortex, though, is bizarre even by Limbo's standards. On the one hand, it's stable—at least on the outside. It's been in the same location for as long as anyone can remember and its boundaries never change. On the other hand, what's within the Vortex changes constantly, according to the few who have escaped its confines. The region is best described as barely controlled chaos.

No one, not even the gods who make their home on Limbo, has been able to figure out why the Vortex exists or what intelligence is behind its stability. The truth of its origin lies on the Prime Material Plane, many thousands of years ago. It all began with a petty warlord by the name of Baron Lum . . .

History

Lum and his Wondrous Machine

Recorded by Joena Scrivener of the Hall of Records

Baron Lum lived many ages ago on a Prime world. Most scholars agree it was Greyhawk, though no world is eager to claim such a tyrant as its own. A general of no small ability, he dreamed of unlimited power and led his army on many successful campaigns against his neighbors. In a conquered castle, he found a strange artifact: a large, horseshoe-shaped mechanism covered with dials, levers, and knobs. Intrigued, for he had more than a passing interest in mechanical devices, Lum began to study the machine. Through trial and error he learned to manipulate it, and in the process, unleashed some truly terrible things. Whether through the artifact's incomprehensible magic, his own lust for power, or a combination of the two, Baron Lum grew even more megalomaniacal.

Bolstered by his *Machine*, Baron Lum, now known as the Mad, once again led his armies into the field. Commanding both disciplined troops and mighty new powers, he carved out a vast empire. The petty warlord was now a brutal tyrant, and the terrible magic of his dreaded *Machine* assured his continued dominion.

As fate would have it, Lum was challenged by one of his own generals. This man, a powerful warrior named Leuk-o, found an artifact of his own, now known as the *Mighty Servant of Leuk-o*. Some believe that the *Mighty Servant* and the *Machine of Lum the Mad* were created by the same mysterious artificer, and that the appearance of the second device was no coincidence.

Lum's and Leuk-o's armies clashed repeatedly but neither side could gain an advantage. Finally, the two leaders met in a climactic battle. Each unleashed terrible powers from his device, laying waste the whole kingdom and burning the land to a lifeless desert. In the end, neither was victorious. A strange cloud of vapor descended on Lum and his *Machine*; when it cleared they were gone, as





were Leuk-o and his *Mighty Servant*. The artifacts are commonly believed to have been destroyed, but my research has uncovered periodic rumors claiming that they escaped the final battle.

The Fate of Baron Lum the Mad

The origin of the mysterious cloud is uncertain. It may have come from the *Machine* itself, or it may have been the work of a powerful wizard or even a god. The cloud transported Lum and his *Machine* to the plane of Limbo and trapped them there. Lum found that he couldn't exit the *Machine's* crystal chamber, try as he might, nor could he find a way to move the massive device. No matter what combination he tried, there was no escape from this hellish prison. Already maddened by his long association with the cursed artifact, Lum snapped completely. While he prayed for death, the *Machine* and the magic that trapped him here has kept him alive.

Within the swirling chaos of Limbo, the vicinity of Lum and his *Machine* remained stable. The entire area is a physical manifestation of his madness. The domain took on some solidity, but its form makes no logical sense. Willpower keeps the place stable, but Lum's mind is so unstable that the interior changes all the time. Few who enter the Vortex ever leave, and those who have left have usually been driven insane themselves. No one outside the Vortex knows what lies at its center, or the ultimate fate of Baron Lum the Mad.

Lum's *Machine*

Lum believes the Vortex of Madness is his domain—and his jail—but in truth it's the creation of a mind even more twisted than his own. The *Machine* was never simply a tool but an aware creation with a long-forgotten purpose, crafted in a time and place beyond mortal knowledge. It remembers something about its original existence but needs the assistance of living beings to help it achieve its goal of self-discovery. Associating with the warlord Lum was to its advantage, since widespread conquest brought both new experiences and access to untold volumes of knowledge.

The interference of the rebel general Leuk-o disrupted the *Machine's* plans, though, and now it's not only lost its earthly tools but has been severed from the rest of existence. It's as trapped as the Baron and no more capable of releasing him—or itself. The only model it has for life is Lum, who isn't exactly representative of the human race.

Everything the *Machine* has learned since it was transported to the Vortex comes either from Lum's twisted memories or the minds of other beings that have come here. It's capable of opening brief windows to observe distant things, but must first know of them.

Note: This presents one possible version of the fate of Lum the Mad. Nothing written here is set in stone; Dungeon Masters are free to use Lum and his *Machine* in whatever way best supports their campaigns.

The Pure Chaos of Limbo

Limbo is a roiling stew of primal matter subject to unpredictable changes. Chunks of raw elements bob about in this cauldron along with echoes of other realities. Within the primal chaos there's no universal "up" or "down," for such references apply only to finite locales. It's all a matter of perspective. And if you don't like a setting, just wait—it'll change.

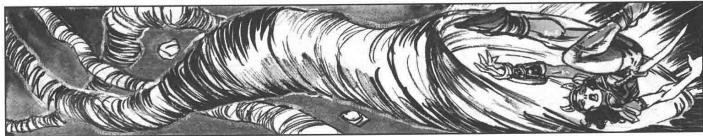
Limbo responds to a being's conscious will, which allows him or her to create a stable pocket for a time. But only the natives can maintain such a pocket unconsciously. Local phenomena can also anchor reality. Only natural forms can be created, such as meadows, forests, and stone. Artificial items must be fashioned from this raw matter.

Many of Limbo's natives have adapted to the chaos completely and build temporary bodies from whatever element suits their mood. They'll usually adjust their bodies to more traditional forms when interacting with others, though, so they can focus on tasks. Wild creatures revert to their true form, if they have one, only when unconscious or dead. This true form may be viewed using magical sight or a *gem of true seeing*.

An Unstable Environment

Arriving on Limbo can be as dangerous as visiting an Elemental Plane. It's impossible to know what form the chaos will take: unformed and relatively benign, or a hazardous environment of flame, toxic gas, solid stone, or acid. The key thing to remember is that Limbo's infinitely mutable, through simple force of will.

A traveler's likely to panic at first on entering a dangerous environment, but each round after the first there's a chance to collect his or her wits and shape the surroundings into something survivable. This requires a successful Wisdom check, though panicking characters suffer a -4 penalty. Once someone succeeds, no one else in his or her party need check; that person's in control of the local environment for as long as he or she concentrates. Concentrating limits actions to movement and talking. Sleep interrupts this and returns the stable pocket to chaos, though as long as one member of the party is awake at all times that person can maintain the bubble. Eventually, travelers here will need to find a pocket of independent stability that suits their needs. These exist around most intelligent creatures found on the plane.



Planar Effects on Magic

Luckily for travelers here, most of the peculiar laws of Limbo aren't applicable within the Vortex, which is a relatively stable domain. However, the chaotic nature of Limbo does affect spellcasting.

The one constant on Limbo is change—frequent and often drastic. This creates unpredictable results for magic. For one thing, spells can break loose from a caster's control. Casting any wizardly spell requires an Intelligence check; failure means the spell is lost with no effect. If the failed spell was being cast in or into disordered matter, a wild surge automatically occurs, producing a random and sometimes improbable event. If cast in stable terrain, this result happens only if a natural 20 was rolled on the Intelligence check. The *Tome of Magic* accessory (TSR #2121) lists possible outcomes in Table 2: Wild Surge Results, but if you don't have access to this book you can create your own table of random results based on a percentile die roll.

Special Rules for Magical Schools

Astral and extradimensional spells function fairly normally here, as do those from the schools of Abjuration, Enchantment/Charm, Invocation/Evocation, and Necromancy. Spells and magical effects don't work on Limbo if they must contact the Ethereal or Inner Planes. The effects on other kinds of magic depend on the school.

- **Alteration:** Limbo's fluidity has unpredictable effects on these spells, often producing results very different from the expected. Roll percentile dice, adding the spell's level and subtracting the caster's, and consult the following table.

Table 1: Alteration Spells on Limbo

% Roll	Effect
≤ 20	No special effect
21–40	Slightly modified form
41–60	Slightly modified form & effect
61–80	Moderately modified form & effect
81+	Drastically modified form & effect

Form is the way a spell looks; *effect* is how it works. The exact nature of a result is left to the DM's imagination. For example, slightly modifying a *light* spell's form might tint it with a strange color, while a *stone to flesh* spell moderately modified in form and effect might change its target to a tree.

- **Conjuration/Summoning:** Spells from this school behave capriciously, especially *limited wish* and *wish*. Limbo will interpret a *wish* as literally or as mischievously as possible.
- **Divination:** In addition to the Intelligence check, the caster must also make a saving throw vs. paralysis when casting a Divination spell. On a failed roll, the information's garbled.
- **Elemental:** Because Limbo's filled with raw material, elemental spells have double their normal duration and area of effect. Spells of instantaneous duration last 1d6 rounds instead, and single-target spells affect an area with a radius of 1d10 feet.
- **Illusion/Phantasm:** There's a 10% chance that whatever illusion is created will become real and permanent.
- **Wild:** It's no surprise that wild magic, already chaotic, is even less controllable on Limbo. Even when a spell is successful, the caster must make *two* rolls on Table 1: Level Variation in the *Tome of Magic* accessory, using the more extreme result. If either result indicates a wild surge, it occurs.

Spell Keys

Spell keys on Limbo let a caster avoid the chance of spell dissipation and wild surges. They come in two types, depending on whether they affect *change* or *balance*. Keys of change are most useful for Alteration, Enchantment/Charm, and Illusion/Phantasm spells. They're ever-changing themselves; an example would be a dissipating smoke ring. Keys of balance affect the schools of Abjuration, Conjuration/Summoning, and Invocation/Evocation and are often items of chance, such as a flipped coin or die. Spell keys are always changing on Limbo and require a Spellcraft check to recognize.

Power Keys

Through priestly magic isn't subject to the caprices of wizards' spells, it's still less effective the farther a caster is from the patron deity's plane. Power keys either let a spell have maximum effect or reduce the distance penalty. Powers on Limbo are more likely to bestow keys than many, often using them as a test of the priest's character. They're usually religious symbols that affect specific magical spheres, usually Charm, Creation, and Elemental. But these power keys also tend to be fickle, requiring a successful Religion check at the start of an encounter for proper function.

Getting There

Finding a way to Limbo is just like traveling to other planes. Magical spells or devices and portals may transport

an adventurer to the realm of chaos, as might great releases of chaotic energy, perhaps a surge of wild magic or a spell misfire. Native beings with the innate ability to *plane shift* (such as the githzerai or slaadi) or an eldritch power akin to that which created the Vortex may bring a traveler here.



How to incorporate the *Vortex of Madness* into a campaign? A good approach is weaving a challenge into an ongoing adventure whose resolution results in a “dramatic interlude” that drops a party onto Limbo. Below are some starting ideas; also see the “Adventure Hooks” section at the end of this chapter.

- **Final Strike:** A powerful sorcerer, cornered by the party, plays her last card and hurls herself and her enemies across the planar sea.
- **The Vanishing Isle:** The PCs encounter a capricious faerie power. As they attempt to penetrate the mystic domain, they lose their way and instead wander into Limbo.
- **Lost in Space:** A climactic battle involving mighty spells and/or artifacts causes a magical surge that drags everything in the area out of one reality and into the formless realm.

Hazards of Limbo

Traveling about Limbo is random at best. Until the characters can talk to a native and get reliable information, they’ll have to take their chances with the plane’s hazards. Here are some ideas for challenges to an adventuring party. Choose an appropriate situation or roll 1d12 and consult the following table.

Table 2: Events and Encounters on Limbo

Die Roll	Encounter
1	Anarch
2	Chaos beast
3	Chaos imps
4	Elemental of chaos
5	Githzerai
6	Miniflux
7	Petitioner
8	Primal soup
9	Reality waves
10	Shapechange
11	Slaadi
12	Whirlpool path

Explanation of Results

A summary of game information for most creatures appears in Table 3: Creatures of Limbo.

1. **Anarch:** The anarch’s guild is a sect, founded by the githzerai, whose purpose is to train others in the unique proficiency of Chaos-Shaping. (If someone’s demonstrated the raw talent, an anarch can show them how to use this skill.) Other than planar natives, only they have the skill to maintain reality without conscious focus. Anarchs are responsible for maintaining cities and don’t usually wander about in search of adventure. Encountering one might be a great asset

to a party. Anarchs can be of any character class or race but are most often githzerai.

2. **Chaos beast:** Chaos beasts haunt Limbo. Fortunately they’re encountered very infrequently, and no more than one shows up at a time. One of these could look like anything, or like all things. Let your imagination run wild! Though its claws (regardless of looks) never do much damage, such a creature is feared for its *corporeal instability* attack. A mere touch to unprotected flesh can bring it on; the victim melts away into a formless puddle unless he or she can control it (Wisdom check or lose –1 Wisdom). When Wisdom is gone, the unfortunate victim becomes a chaos beast.

3. **Chaos imps:** These pests invade a traveler’s items, preferably magical ones, hoping to thus leave the plane (material of Limbo can’t be infested). They flock around and distract a person until they see their chance. An infested item can change shape at the imp’s whim; sowing chaos is a love of theirs. Freeing an infested item requires destroying it, tricking the imp into believing it’s on a new plane, or casting *abjure*, *animate object*, *banishment*, *dispel magic*, or *dismissal*. Chaos imps are encountered in nests of 2d6 creatures.

4. **Elemental of chaos:** Though of elemental nature, such creatures care nothing for order. An elemental of the appropriate material will be found in or near a region of that element. They might help, harm, or ignore adventurers completely, as the mood takes them.

5. **Githzerai:** Among the more numerous of Limbo’s inhabitants, the githzerai didn’t start out as natives. Descended from humans enslaved long ago by the mind flayers, they fled to Limbo after their revolution became a civil war won by their kin, the githyanki. Githzerai are suspicious and insular, fanatical in their hatred of both illithids and githyanki. Outside cities they’re encountered in small groups of 2d4 individuals, though large raiding parties of up to 60 warriors rove the planes in search of their hated enemies. The exact composition of the githzerai party is up to the DM (see the *MONSTROUS MANUAL* for details).

6. **Miniflux:** The randomness of Limbo is never under perfect control; even in relatively stable areas the smaller details grow fuzzy and forgotten without a conscious mental effort. So a little-used item in the bottom of one’s backpack or an obscure spell component might just . . . not be there the next time it’s sought. A successful Wisdom check is needed to retain it.

7. **Petitioner:** Limbo’s petitioners (spirits of the dead) are as unordered as the plane itself, but they can manifest in any way they see fit. They’re curious and love stories, but they’re also mercurial—they can’t be counted on to offer help or provide trustworthy information.

8. **Primal soup:** The carefully maintained pocket of local reality collapses into Limbo’s normal chaos. This is unbreathable, so suffocation is possible, though *water breathing* magic helps. Also, the unformed matter eats away at physical being, causing 1d6 points of damage per turn of exposure; *protection*



from lightning works against this. Wisdom checks must be made to reestablish control.

9. Reality waves: With a shudder the immediate vicinity suddenly changes. Even if the party is maintaining a stable pocket, treat this as though they'd just stepped into a hostile environment, requiring Wisdom checks to stabilize it once again. This may be a single shift or a series over a period; the exact nature is at the DM's option.

10. Shapechange: A party member discovers latent anarchy talent (available only to chaotic alignments) that lets him or her adapt to the raw matter of Limbo. This usually manifests on first arriving, but a particularly chaotic region might trigger such raw ability as well.

11. Slaadi: These froglike scavengers are common on Limbo, their native plane. They're ruthless fighters who can't be bargained with; their society values only naked strength and individual prowess. Hunting parties wander through Limbo, though they prefer individual combat when they meet enemies. The numbers encountered depend on the type: red, 3d6; blue, 2d6; green, 1d6; and gray, 1d4.

12. Whirlpool path: Very rarely a swirling eddy of primal matter actually remains in one place. Such phenomena connect with other parts of the plane, though where they lead isn't easily discerned. The DM may use these as ways to shorten travel between sites of interest on Limbo.

Table 3: Creatures of Limbo

CREATURE	HD	AL	ML	MV	AC	hp	THAC0	#AT	DMG	ABILITIES	XP
CHAOS BEAST	8-12	CN	19	6	4	7/HD	13/11/9	2	1d3/1d3	MR 20%; corporeal instability	2,000-6,000
<i>Special Abilities:</i> Corporeal instability—save vs. death or lose all actions and MV is 3, save vs. death or lose 1 Wis, die at 0 Wis.											
CHAOS IMP	3	CN	19	12	3	21	17	1	Nil	Infest an item	175
<i>Special Abilities:</i> Infest item by touch (save 14 +1 per +1 or additional power), enter item, can transform item's shape at will.											
ELEMENTALS OF CHAOS: +1 or better weapon to hit; immune to poison, 1st- and 2nd-level spells; detect invisibility; cast spells at 9th level.											
<i>Eolium (Air)</i>	8	C	13	fly 36(A)	2	56	13	2 or 1	2d4/2d4	Suffocate, spell use	5,000
<i>Special Abilities:</i> SA—suffocate (hit vs. AC), save vs. death or 1d8 damage/rd., spells (3/day)—cloud kill, detect magic, dispel magic, (1/day)—control winds, control temperature, 10' radius; SD—immune to air; SW—double damage from earth.											
<i>Erdene (Earth)</i>	10	CN	14	18	0	70	11	2	1d12/1d12	Spell use	7,000
<i>Special Abilities:</i> Spell use (at will)—transmute rock to mud, (3/day)—detect magic, dispel magic, earthquake; SD—immune to earth; SW—vulnerable to air (+3 damage per die).											
<i>Pyrophor (Fire)</i>	7	CE	12	12/36(A)	3	49	13	2	2d6/2d6	Set fires, spell use	3,000
<i>Special Abilities:</i> SA—Set fires (anything flammable, save vs. wands or 1d6/rd.); spell use (at will)—affect normal fires, (3/day)—detect magic, dispel magic, fire storm, Melf's minute meteors; SD—immune to fire; SW—water causes maximum damage.											
<i>Undine (Water)</i>	8	CG	13	9/sw 24	4	56	11	1	2d8	Coil, whirlpool	4,000
<i>Special Abilities:</i> Swim up to 48 to form whirlpool (1/turn); SA—on successful hit coil for 1d10/rd., spell use (3/day)—detect magic, dispel magic, ice storm, transmute dust to water, web (ice); SD—immune to water, regenerate 3 hp/rd. in water; SW—double damage from fire, dehydrate (lose 1 hp/rd. out of water).											
SLAADI: Can attempt to gate in other slaadi twice per day.											
<i>Blue</i>	8+4	CN	12	6	2	60	13	5	2d6 (x4)/2d8	MR 40%; rot bite, spell-like powers	9,000
<i>Special Abilities:</i> SA—Rot bite 10% (save vs. disease or mummy rot), gate 1-2 blue or 1 green slaadi 40%, bite transforms into red slaad as per lycanthropy (3 mos., cure disease to stop); spell-like powers (at will, 1/rd.)—hold person (1), passwall, telekinesis.											
<i>Gray</i>	10+6	CN	16	12	-2	76	11	3	2d4+2(x2)/2d8	MR 60%; shapechange, spell-like powers	15,000
<i>Special Abilities:</i> Spell-like powers (at will, up to 5)—advanced illusion, darkness, 15' radius, fear, flame strike, infravision, invisibility, know alignment, lightning bolt, wind walk, (1/day)—power word, blind, symbol (pain); gate 1-4 gray slaadi 60%; SD +1 or better to hit.											
<i>Green</i>	9+5	CN	14	9	0	68	11	3	1d6+2(x2)/2d8	MR 50%; polymorph, spell-like powers	11,000
<i>Special Abilities:</i> Spell-like powers (at will, up to 4)—darkness, 15' radius, detect invisible, detect magic, ESP, fear, locate object, produce flame, telekinesis, (1/day)—delayed blast fireball; polymorph into shape of human host; gate 1-6 red, 1-4 blue, 1-2 green, or 1 gray slaadi 50%; SD +1 or better to hit.											
<i>Red</i>	7+3	CN	10	6	4	52	13	3	1d4/1d4/2d8	MR 30%; stun, lay egg, regenerate	2,000
<i>Special Abilities:</i> SA—stun with croak (20' range, save vs. petrification or stunned 2 rds.), lay egg 25% (kills in 24 hrs unless remove curse); gate 1-2 red slaadi 40%; SD—regenerate 2 hp/rd.											



Into the Vortex

From the outside, the Vortex isn't immediately obvious. A thick layer of earth encloses the mad domain, presumably drawn in by the winds that form its boundary. The boundary itself looks like a roiling bank of impenetrably thick fog, but anyone who touches the "fog" is instantly sucked inside.

Movement within the Vortex is completely random, though this isn't apparent to a traveler. Whenever the PCs move from one location to the next, secretly roll 1d6 and consult the following chart (if you wish, make the rolls ahead of time so you don't tip off the players).

Although explorers are unlikely to realize it at first, each area within the Vortex represents a different part of Baron Lum's life, as seen through the lens of his madness and simulated by the *Machine*—which is nearly as insane. This would be clearer if the locations could be experienced in logical order, but insanity is devoid of logic.

Table 4: Vortex Movement

Roll (1d6)	Location
1	Womb
2	Childhood
3	First Love
4	Warlord
5	Last Battle
6	Uncertain Future (see below)

On a roll of 6, one of two things happens. If the PCs have been to all the other locations and, when applicable, judged satisfactory (as explained in "The *Machine's* Quest" below), they proceed to the center of the Vortex to meet Lum and his artifact. Otherwise, they're expelled from the Vortex and find themselves once more outside the wall of fog.

Area 1: Womb

This location is a physical expression of the Baron's longing for the comfort of the unborn state, a time long before the pain and struggle of his life and his current imprisonment. It's a fundamental human urge—one whose allure is hard to resist.

You're surrounded by water on all sides, as though drifting in the Elemental Plane of Water. You panic momentarily, until you realize that you can breathe. There's no sense of up or down. The only feature in this seascape is a distant light, bright but diffuse. The water is warm and nurturing; being in this place makes you feel safe and complacent.

The urge to drift endlessly is overwhelming, so on any round that a hero wants to take an action, he or she must first make a saving throw vs. spell. Those who fail the save are

The *Machine's* Quest

The *Machine* is a sentient being, though it doesn't realize the extent of its self-determination. It still labors under the delusion that it requires an organic "partner" to work properly—at least, until it is once more whole. Thus, it will not release Baron Lum, but uses his memories and emotions to build simulations for testing potential "operatives."

The *Machine* and its desires can be the basis of an optional story arc to link all of the sites in this book.

Oral Exam

The *Machine* observes the characters' responses to a simulation, both to glean information about sentience and to determine whether they have what it takes to complete its missions. To that end it's established a subdomain, the "Examination Room," which isn't a literal room but a rest area between encounters where it can quiz the PCs on their experiences. It doesn't wish to reveal itself, out of (well-justified) fear that greed will overcome them and thwart its desires. Instead, a disembodied voice addresses the party.

The *Machine* doesn't bother examining the party after the Womb simulation. That's really just an "entrance exam" to cull the weak and easily distracted. Each of the other experiences, however, provides information about the party's ability to handle a given task and can lead to special missions.

An Irresistible Offer

If a group of adventurers prove capable of surviving a given encounter and demonstrate a measure of insight into its meaning, the *Machine* offers an opportunity to "advance themselves" by going on a mission for it. It starts out appealing to simple greed: Bring it what it wants and they can keep any other treasure they come across. If that doesn't work, it may try telling a tale to convince the heroic or the gullible ("The safety of the multiverse is in your hands!").

Only if neither of these do the trick will it offer a rare and potentially powerful reward: a control sequence for one of the *Machine's* own functions (though it will couch the offer in vague terms, such as "something I don't know the dark of"). This sequence is in fact valid, providing some benefit to the operator, such as planar protection, but not threatening to the *Machine's* interests. (It has the added benefit of duping someone into touching the artifact should they come upon it later.)

If the PCs don't go for any of these offers, they're unceremoniously kicked out of the Vortex. They're free to enter again or be on their way. The *Machine* is no longer aware of their actions at that point, since the Vortex is cut off from the rest of existence; if they return, each en-



counter proceeds as though the *Machine* had never met them before. Adventurers all look about the same, after all.

Machina ex Deo

If the PCs agree to embark on a mission for the *Machine*, a device materializes before them that the voice says can guide and protect them as long as they are in contact with it. This is a nonfunctioning control knob or lever of the machine, *animated* and imbued with the required abilities. It can *plane shift* to get the heroes to the appropriate realm. (The *Machine* doesn't have the power to do this to its entirety, or it would have no need of agents.)

Unbeknownst to the party, the device is also a monitor that remains in contact with the *Machine's* intelligence, much like a *crystal ball*. It both reports on the party's activities and can transmit suggestions and directions to them if needed. Should the PCs attempt to abandon their mission, they will be forcibly returned to the Examination Room via a *word of recall* cast by the device. (The device returns alone in the unlikely event they're able to divest themselves of it.)

Each time the PCs return successfully from a mission, the *Machine* creates a shimmering portal through which they can move to another randomly determined experience. Should the party encounter one they've already negotiated, reroll for a new event. A roll of 6 should send them to the *Machine* itself only if the others have been completed and the missions undertaken.

If the PCs return unsuccessfully or decline to go on the mission, the portal appears. Again, they move randomly, but might repeat an encounter. A roll of 6 throws them out of the Vortex. There's no way to the center without playing the *Machine's* game. At this point the *Machine* is simply observing them. However, if they encounter a previous location they have another chance to respond "correctly" and accept the offer.

unable to rouse themselves and float limply in the warm water instead. Each previous success provides a +1 bonus to the next save.

Once a turn has gone by, the PCs notice that it's getting harder to breathe. This continues for 3 more turns, at the end of which the water becomes completely unbreathable. Anyone without appropriate spells or magic items must escape quickly or drown. They have little choice but to swim towards the light and hope for the best. Even with survival magic, there's no other way out of this location but the light.

Reaching the light takes 4 rounds of swimming. Those who started as soon as they detected trouble should be in good shape, but anyone who floated around aimlessly will have to struggle. Characters can hold their breath for a number of rounds equal to $\frac{1}{2}$ of their Constitution score

(rounding up, minimum 1). Each additional round without air requires a Constitution check. The first of these is made normally, but the rest have a cumulative -2 modifier. Any character that fails the check drowns.

The swim isn't an insurmountable challenge, but the soothing water may be. Its magical effect remains even after the water stops being breathable. Despite being at risk of drowning, the PCs must continue to make saving throws each round to avoid giving in to lassitude. Each previous save still adds a +1 bonus.

As each party member swims into the light, he or she is magically transported to the next location as determined by Table 4: Vortex Movement. (Unless you're feeling cruel, roll only once for the entire party.)

Area 2: Childhood

Baron Lum remembers his room from boyhood. At a young age, he was rewarded for thinking and planning but punished for frivolous or disobedient behavior. The PCs soon find out which toys he was encouraged to play with.

You tumble into the middle of a huge square room (100 feet on a side) with walls of solid stone. The ceiling is 35 feet up, and there are no visible doors or windows. Scattered about the room are oversized versions of children's toys, including a set of wooden blocks, a jack-in-the-box, and a jigsaw puzzle. There's also a wooden dresser with two drawers; this too is oversized, well over a tall man's height.

The locations of these items are unimportant; set the room up as you please. Characters are free to search for secret or concealed entrances, but there are none.

Jack-in-the-Box

The big metal box is illustrated with fanciful paintings of unicorns, faeries, griffins, and the like. There's a large crank on its side; turning this produces a tinkling music that fills the room.

Those who attempt to open the box without turning the crank (including casting a *knock* spell) or damage the box in any way will find that it's made of a hard metal, similar to adamantite, and is impenetrable. It does appear magical (but not strongly so) if anyone casts a *detect magic* spell.

At the end of a round of cranking, a purple worm materializes in the box, its enormous size bursting open the top. The purple worm attacks the nearest person.

Purple Worm: AC 6; MV 9, burrow 9; HD 15; hp 87; THAC0 5; #AT 2 (mouth) or 1 (tail); Dmg 2d12/2d12 or 2d4; SA swallow, poison sting (tail, save vs. poison or die); SZ G (25' long); ML steady (12); AL N; XP 13,000.

Special Abilities SA—Swallow whole if hit roll is 4 above required (interior AC 9, victim has a cumulative -1 to hit, suffocates in 6 rounds).



Blocks

There are sixteen building blocks, wooden cubes 1 foot on a side. Each is inscribed with a different letter of an unknown alphabet.

The script isn't magical, so casting *read magic* is of no help. Thieves can try to decipher the letters using their *Read Languages* ability; characters from the world of Greyhawk receive a +10% bonus. Successfully translating the blocks reveals that the letters can be arranged to spell the following message: *Freedom isn't free*. When the blocks have been placed in the correct order, an *unseen servant* is conjured and presents a bar of chocolate to the character who solved the scramble.

Dresser

This ornate piece of furniture is carved with woodland scenes of arboreal beauty. Its two drawers are full of clothing and armor made to fit someone about 10 feet tall. The top drawer contains two robes and a pair of gloves; the bottom, a chainmail shirt and a helmet. All of these items radiate magic if a *detect magic* spell is cast, though its type of enchantment is unrecognizable. The PCs are likely to try on these items in hopes they will shrink to size and provide some benefit. Putting on the items has no immediate effect, but if at least two characters have done so, they get a surprise.

Suddenly, a firbolg comes waltzing right through the wall! The giant is dressed in the robes of a schoolmaster and holding a thick leather belt in his hand. He looks down sternly at you and adopts a scolding tone: "If I told you children once, I've told you a thousand times: no playing dress-up with my things! Now come here and face the belt."

Firbolg: AC 2; MV 15; HD 13+7; hp 92; THAC0 9; #AT 2 (longsword); Dmg 1d8+7; SA spell-like powers; SD swat away missiles or catch boulders 75%; MR 15%; SZ L; Int high (13); ML champion (16); AL N; XP 8,000.

Special Abilities: Spell-like powers, once per day—*alter self*, *detect magic*, *diminution* (as double the potion), *fools' gold*, *forget*.

The giant moves to attack the guilty parties, swishing the belt, which has spikes and hooks all over it. Those wearing the oversized clothes and armor on now find they can't take it off. They'll have to fight with substantial penalties, depending on which item they chose:

1. **Robes:** Spells take an extra round to cast.
2. **Gloves:** Thieves have no backstab bonus, and weapon attacks are at a -2 penalty.
3. **Chainmail:** Movement is halved, and all attacks are at a -4 penalty.





4. **Helmet:** No missile attacks can be made at all, and melee attacks are at -4 penalty (-2 if the character has the Blind-fighting proficiency).

The firbolg treats the characters like children, and any questions they ask receive patronizing and uninformative answers. Even when he takes serious damage, he responds with quips like "Stop being fresh, youngster!"

Whether or not anyone puts them on, the oversized items vanish when the party leaves this area.

Puzzle

The jigsaw puzzle is just a pile of wooden pieces, much larger than normal (several inches across). The puzzle itself looks to be about 3 x 5 feet.

Putting the puzzle together requires an Intelligence check each turn. Multiple characters can work on the puzzle to complete it more quickly; it takes a total of ten successful Intelligence checks to solve the puzzle. If you prefer having the party play out this situation rather than just rolling dice, try using a small children's jigsaw (perhaps sketching or pasting an image onto the backs of the pieces).

As the puzzle comes together, you can see it forms an ornate archway studded with sizable gems. The center is various shades of gray. When the last one is put into place, the pieces meld into a long, flat board with a picture of the archway on it.

When this board is placed against any wall, the archway becomes real, filled with a swirling mist where before there was only grayness. Anyone who tries to take gems from the archway finds they can be pried out easily, but like everything else, disappear once the party leaves this area. As each party member enters the archway, he or she is magically transported to the next location. If the PCs have visited this location before, or if you aren't using the *Machine's* quest, consult Table 4: Vortex Movement. Otherwise, the party is translated to the Examination Room. (See the "Oral Exam" section above.)

Area 3: First Love

This part of Lum's delusion is a twisted memory of his first, painful experience with the opposite sex. His sense of shame and resentment have transformed what ought to be a romantic setting into a vicious trap.

You're walking on an expansive, rolling grassland. About 50 yards ahead lies a hill, and beyond it, a tower. Even from this distance, you can clearly hear the sound of voices crying for help.

When you crest the hill, you see a group of bestial creatures assaulting a two-story stone tower. The attackers are humanoid in appearance, with long tails, clawed hands and feet, and snaky beards dripping with foulness. They're armed with sawtoothed gloves, with which they try to chop down the tower's thick door. From the windows above, an exceptionally beautiful human couple are dropping vases on the creatures' heads and shouting for assistance.

The assailants are barbazu, vicious lesser baatezu (devils) often used as shock troops in the Blood War of the Lower Planes. By the time the PCs arrive, they've already driven themselves into a berserk frenzy (this is reflected in their profile below). They will not stop fighting until destroyed.

Barbazu, berserk (lesser baatezu) (6): AC 6; MV 15; HD 6+6; hp 40 each; THACO 11; #AT 2 (glave) or 6 (claws, beard); Dmg 2d6+2/2d6+2 or 1d2+2/1d2+2/1d8+2/ 1d2+2/1d2+2/1d8+2; SA cause disease, spell-like powers, wounding; SD +1 or better weapon to hit, immune to fire and poison, half damage from cold and gas; MR 30%; SZ M (6' tall); ML fearless (20); AL LE; XP 6,000 each.

Special Abilities: SA—25% chance of disease from beard strike, glave wounds bleed for 2 hp/rd. until bound; spell-like powers, continuous—know alignment, at will—advanced illusion, affect normal fires, animate dead, charm person, command, fear (by touch), *infraision*, produce flame, suggestion, teleport without error, 1/day—gate in 2d6 abishai (50%) or 1d6 barbazu (35%).

The Machine's Quest

If the PCs successfully negotiate this simulation, they're transported via the archway to the Examination Room. The *Machine* quizzes them as follows:

1. What was the meaning of that experience?
2. What things did you prefer to play with?
3. Should you ever stop playing with toys? If so, when?

Those who indicate that they preferred the thinking games and toys will be considered suitable candidates for the *Machine's* mission. If they appear frivolous, it will kick them to another random encounter, but at this point it's interested only in observation. A roll of 6 bounces the party out of the Vortex completely.

If the PCs appear sufficiently goal-oriented, the *Machine* asks them to retrieve something from the Demi-plane of Invention (see Chapter 3: Leonis). It's curious about the magics that the wizard Leonis somehow harnessed to make his fanciful inventions work, and it believes this is a key to reuniting with the *Mighty Servant* of *Leuk-o*. It's also fascinated with the being called Vita, who has apparently been granted life and free will entirely by accident! The *Machine* will go to any lengths to learn how this feat was accomplished, the nature of the crystal within Vita's breast, and ways to stabilize such a thing. It'd be content with a sample of Leonis's technology and his sketchbooks, but would be most pleased to obtain Vita itself, perhaps as an operator who can guide it to the Servant. Alternatively, a way to get the *Machine* itself into Leonis would be quite satisfactory.

The monitor device is able to cast *trap the soul*, once only by touch. Note that this spell will not work against the *Machine*.



Once all the barbazu have been slain, the tower's occupants throw open its doors and rush out to thank their saviors. There's a beauty of the appropriate sex and race for each of the characters, who immediately attempts to shower that person with kisses. Secretly roll a Wisdom check at a -4 penalty for everyone who accepts a kiss. Those who fail are too aroused to notice that they've just lost a level to a succubus or incubus.

While the barbazu are created from Limbo by the *Machine* and the Baron's distorted thoughts, these tanar'ri (demons) are the real thing. They act independently, preying on mortal souls wherever they can find them. Some time ago they discovered this endlessly repeating nightmare and replaced its original fabrications in the tower. They have no interest in gaining control of the *Machine*, nor in revealing its location to their fellows. The hunting here is easy; mortals come to them.

The fiends don't want to blow their cover, so they'll answer questions without providing any useful information. No, they have no idea how or why they got here. They don't even know where "here" is. They just woke up in this tower, and the next thing they knew, they were attacked by horrible monsters!

Should the PCs realize their peril or resist being kissed, the wily tanar'ri use their natural powers of *charm person* and *suggestion* to force the issue. When the heroes finally realize the truth and attempt to defend themselves, the demons *plane shift* away. Their work here is done—for now.

Succubi/Incubi (lesser tanar'ri): AC 0; MV 12, fly 18 (C); HD 6; hp 35 each; THAC0 15; #AT 2 (fists); Dmg 1d3/1d3; SA *energy drain*, spell-like powers; SD never surprised, +2 or better weapon to hit, immune to electricity, normal fire, and poison, half damage from cold, gas, and magical fire; MR 30%; SZ M (6' tall); ML elite (14); AL CE; XP 11,000 each.

Special Abilities: Telepathy; spell-like powers, at will—become *ethereal* (as oil of *ethereality*), *charm person*, *clairaudience*, *darkness*, 15' *radius*, *ESP*, *infravision*, *plane shift*, *shapechange* (to human or demihuman form), *suggestion*, *teleport without error*, 1/day—*gate* in 1 balor (40%).

Once the fiends are gone, the party can investigate the tower, but just like Lum's first experience with love, it's empty. The only thing of interest is a doorway built into the outer wall of the second floor. Though it would seem to lead only to a long drop, the door once open reveals a swirling mist. As each party member enters the doorway, he or she is magically transported to the next location. If the PCs have visited this location before, or if you aren't using the *Machine's* quest, consult Table 4: Vortex Movement. Otherwise, the party is translated to the Examination Room. (See the "Oral Exam" section above.)

The Machine's Quest

If the PCs successfully negotiate this simulation, they're transported via the doorway to the Examination Room and quizzed as follows:

1. *What was the meaning of that experience?*
2. *Would you ever trust someone again?*
3. *Is the chance of delight worth risk and pain?*

If they indicate that they wouldn't hesitate to go to the aid of those in trouble, the *Machine* asks them to undertake a mission of heroism to Tarterus. (See Chapter 2: The Black Acropolis.) The Titans Themis and Mnemosyne have been unjustly imprisoned and are struggling to escape. The *Machine* knows of their need for a powerful artifact to engineer the escape, and suspects that the Black Acropolis might simultaneously serve its own purposes. It needs to know just how the artifact chamber works: Does it destroy what's inside or work with it? What would happen if two artifacts were held in such a chamber simultaneously?

The *Machine* needs to study the material of the black godstone in more detail and requires a good-sized sample of it. However, it's also open to negotiating with the Titans—for example, getting them to build a bigger chamber in exchange for some way of transporting the *Machine* (and the *Servant*, once found) to Carceri.

The monitor device provides *protection from fiends*, 10' *radius* three times per day.

Area 4: Warlord

Long years as a ruthless warlord took their toll on Lum, the blood of countless victims on his hands. Now, trapped in reflection, he's haunted again by the accusing voices of the dead.

The first thing you notice is the stench of death. It washes over you, nearly overwhelming in its potency. Now you find yourselves standing in the midst of hundreds of bloated corpses decaying in the midday sun. As your eyes adjust to the light, you can see you're in a battlefield extending for miles in all directions, with countless more corpses strewn across it. Before you, a city burns in the distance; behind you is a forest, the only part of the landscape that seems untouched by the carnage.

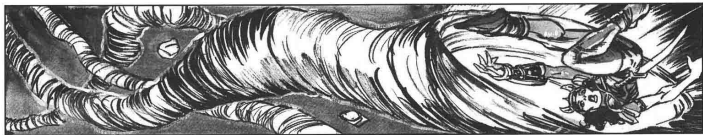
As you survey the scene, you feel a cold wind cut through you, then see shades rise from the corpses of the nearby dead. The ghostly figures congregate around you, their spectral bodies still hacked and bloody. As one they point their fingers at the party and howl accusations:

"You killed me with your greed!"

"You killed me with your lust!"

"You killed me with your arrogance!"

"You killed me with your pride!"



These “ghosts” are figments of Baron Lum’s imagination: his victims, come back to haunt him. They’re not true undead but more like persistent hallucinations, so clerical attempts to turn them have no effect. As a warlord, Lum had to face his ghosts so he could live at peace with himself. This he managed to do through strength of will and a hefty dose of rationalization. Likewise, the PCs must face down the dead to escape their haunting.

The shades grow thicker. Within seconds they number in the hundreds, more joining each moment from far-flung corners of the battlefield. They don’t respond to attempts at conversation but only hurl more detailed accusations.

“You promised me gold and threw my life away.”

“You sacked my city and enslaved my family.”

The images of the dead claw at the party but cause no damage, being only shades. They’re insubstantial, but anyone trying to pass through finds he or she is unable to—some psychological barrier inhibits progress. No matter where the PCs run, the ghosts follow and harass them. They can flee into the forest (the only place free from ghosts) but have no way out; the shades encircle the wood and will not leave. However, when anyone strikes at a ghost, it instantly winks out of existence. Once the PCs realize this, they can cut their way through the shades, laying the dead to rest one by one.



As their numbers dwindle, the ghosts’ voices grow fainter and the accusations fade. Eventually the remaining shades dwindle away to nothingness.

Once they’ve faced down the dead, nothing more impedes the party’s progress across the battlefield. If they go to the burning city, they come upon a graveyard outside its walls, the gate hanging open from torn hinges. Inside the gate is a closed coffin standing on end. Opening the lid reveals a swirling wall of mist.

The coffin is the gateway out; as each party member enters, he or she is magically transported to the next location. If the PCs have visited this location before, or if you aren’t using the *Machine’s* quest, consult Table 4: Vortex Movement. Otherwise, the party is translated to the Examination Room. (See the “Oral Exam” section above.)

The Machine’s Quest

If they successfully negotiate this simulation, the PCs are transported via the coffin to the Examination Room and quizzed as follows:

1. *What was the meaning of that experience?*
2. *Is conquest worth the cost?*
3. *Does a righteous cause justify spilling blood?*

If the PCs appear to be the sorts who would lend their assistance to a fight even when it doesn’t directly concern them, the *Machine* asks them to journey to an unusual githyanki fortress on the Astral. (See Chapter 4: The Citadel of Gith Reborn.) There they will be confronted with the unexpected situation of githyanki fighting other githyanki, and even more surprising, willing to work with alien races in this fight.

What the *Machine* wants isn’t easy to find—nothing less than the essence of a dead god! It suspects that Zethik, the citadel’s librarian, possesses knowledge of how godessence can empower mighty artifacts—and perhaps even a sample of that mysterious energy.

The monitor device can imbue the party with immunity to Astral hazards such as psychic winds while they’re in contact with it.

Area 5: Last Battle

This encounter is an abstraction of Baron Lum’s showdown with his former general, Leuk-o. The battle itself was a bloody draw, with Lum and his *Machine* sent here; Leuk-o’s fate is unknown. This was not the outcome Lum desired, and he thirsts for closure.

You appear on a podium suspended 12 feet above an oversized chessboard, 100 feet on a side and apparently made of marble. The podium floats over a set of white chess pieces; another podium faces you above the black pieces, where an iron golem sits atop a throne.



The golem is crafted with ornate armor and an elaborately plumed helmet, and it carries a sword of archaic design. The chess pieces are human-sized and look like smaller versions of the golem. Looking around, you can see that the chessboard is floating high in the sky. The ground is so far below that it's impossible to see.

The golem addresses you in a surprisingly human voice and says, "You may move first."

Unless they want to attack immediately, the PCs have little choice but to play a game of chess. They can play as a group or appoint an individual. To make a move, a character simply announces it; the pieces do the rest.

The PCs can attempt to question the golem as the game goes on, though its answers are of limited value. If they ask its name, it replies, "You may call me 'General.'" If asked why they must play this game, it says, "Too much blood is between us. Our feud ends today." Further questions get vague and unhelpful answers, like "You know as well as I," or "One of us must triumph."

To resolve the chess game, the party makes a Gaming proficiency check (or a Charisma check at a -2 penalty if no one has Gaming), using their average score (if they play as a group) or the nominated character's score. The DM rolls for the golem. If you prefer, have the players actually play out the chess game, since its outcome is unimportant. No matter what the result, at the end of the game the board resets. The golem announces, "The game is a draw. We must play another."

The second game too is declared a draw, regardless of its outcome, and the golem insists on yet another. It will continue to do this indefinitely. As the games go on, the golem's voice becomes more and more agitated. "The game must end. One of us must be victorious!"

Eventually, the PCs are likely to become tired of the game and have at the iron golem. (You might have to nudge them, though, if they don't resort to this; for example, taunts and insults from the golem.) Once they attack it, the golem jumps down to the chessboard and rallies its black "troops." This force charges the party and their white pieces, which are likewise able to fight in the characters' defense.

Iron Golem: AC 3; MV 6; HD 18; hp 80; THAC0 2 (*short sword of wounding*); #AT 1; Dmg 4d10+1d6+1; SA poisonous gas once per 7 rounds, *short sword of wounding*; SD +3 or better weapon to hit, immune to poison and most magical attacks, healed 1 hp/die by magical fire; SW *slowed* by electrical attack, vulnerable to rust monster; SZ L (12' tall); ML fearless (20); AL N; XP 15,000.

Special Equipment: *short sword of wounding*—damage can't be regenerated, inflicts 1 additional hp per wound. Note that this sword is part of the golem's construction and is destroyed when the golem is.

Chess Golems (32): AC 3; MV 6; HD 6; hp 25 each; THAC0 15; #AT 1; Dmg by weapon +3 (see below); SD +1 or better

weapon to hit, immune to poison, fear and charm spells; SZ M (6' tall); ML fearless (20) AL N; XP 1,400 each.

Notes: Pawns are armed with spears; bishops, footman's maces; knights, heavy lances; queens, longwords; and kings, two-handed swords. Rooks use a crushing attack for 1d12+3 points of damage.

Rather than fight out the details of the chesspieces' combat, you can use a simple resolution system. Have the party make a Gaming proficiency check each round, using the same rules as for the chess game above. Each successful check removes two black pieces from the board; each failure removes two white pieces. If the iron golem is defeated, proceed.

The iron golem falls to the ground with a resounding crash. All the remaining chesspieces crumble, leaving the board strewn with debris. With its last pulse of life, the golem says, "The battle is over at last. You are the victor, Baron."

A stair leading up shimmers into existence on the party's podium. This is the way out; as each party member reaches the top, he or she is magically transported to the next location. If the PCs have visited this location before, or if you aren't using the *Machine's* quest, consult Table 4: Vortex Movement. Otherwise, the party is translated to the Examination Room. (See the "Oral Exam" section above.)

The Machine's Quest

If the PCs successfully negotiate this simulation, they are transported via the stairway to the Examination Room. The *Machine* quizzes them as follows:

1. What was the meaning of that experience?
2. Was there any way to win without a fight?
3. How much is a final answer worth?

If the PCs give satisfactory responses, it then asks them to retrieve something from the City of Glass (see Chapter 5: The City of Glass).

The *Machine's* heard that the marids who founded that marvelous city maintain a vast repository of lore there; their library supposedly contains a tome called *De rebus antiquis* that mentions the origins of both the *Machine* and the *Mighty Servant of Leuk-o*, and that may contain a hint as to the latter's fate. Though this information might not be true or useful, it triggers the *Machine's* obsession.

The monitor device imbues the PCs with *water breathing* as long as they're in contact with it.

Area 6: Uncertain Future

Once the party has visited all the other areas of the Vortex and experienced this twisted version of Baron Lum's life, they can finally find the domain's center and uncover the truth. Here they are challenged by the greatest temptation of all: the most powerful artifact known among the planes.



You've finally come to the real center of the Vortex: an island of earth floating in the chaos of Limbo. Dominating the small isle is an enormous horseshoe-shaped contraption made of black metal. The downward-sloping inner walls hold control panels covered with levers and dials, and a switchboard full of sockets, plugs, and wires. Within the horseshoe's center is a crystal box large enough to fit four human-sized creatures and containing many of the controls. There, secure in the crystal box, is the decrepit form of a withered little man in the regalia of a warlord.

The device is, of course, the Machine of Lum the Mad, and trapped within it is Baron Lum himself. Lum has prayed for death longer than he can remember. Unbeknownst to him, the reason he hasn't died of old age is that the Machine itself cursed him. Every time he used its powers, he aged unnaturally, and he can never die without yielding control of the artifact—something he couldn't bring himself to do. Even if he did, though, Lum still can't leave the crystal chamber. His paranoia and possessiveness were the Machine's only models for sentient behavior; they helped create this domain and make it deadly. Thus, Lum is the agent of his own misery.

When the PCs finally confront Lum and the Machine, resolving the encounter depends on the reason for their arrival and their personalities. If they have completed the various missions assigned by the Machine (see above), it now demands the ultimate quest from them. If not, the Machine must find a way to keep greedy adventurers from seizing it for their own purposes or destroying Baron Lum.

The Machine's Quest

The Machine wants the party to find the *Mighty Servant* and return it to the Vortex, but it knows they will probably just walk away with the powerful artifact, or worse, use it against the Machine. So it will tempt them into following its wishes.

If the PCs were given a control sequence before, the Machine now invites them to claim their reward by activating the panel. When anyone touches the artifact, however, he or she is struck by a *geas* to locate the *Mighty Servant* and surrender it to the Machine. (Treat the Machine as a 30th-level caster for purposes of dispelling this compulsion.) This *geas* is negated if the Machine is destroyed or in some way dismissed to another planar location.

Showdown

Once the party arrives in the presence of the Machine and its occupant, there's an opportunity for a climactic face-off and a thrilling dramatic conclusion to the adventure. The trapped Baron Lum may see the approaching party as a threat to his control of the artifact, or as a way to finally meet death. However, the Machine may have its own agenda. The resulting

struggle of wills, and Lum's access to some working controls, can quickly bring things to a head.

The Machine's Quest

Lum hasn't been privy to the Machine's plotting, though he's troubled by strange dreams and visions that are shadows of his keeper's thoughts. There are two ways the encounter can go at this point.

If I Can't, No One Can!

One possibility is that the Baron will interfere with the Machine's plans. Crazy by the curse that has kept him lingering for centuries in his crystal prison, he wants nothing more than to die—even if that means disabling his precious artifact. The last thing he wants is to see the Machine become even more powerful, especially since it seems to "like the others better."

If one or more characters approach the Machine to collect their "reward," the Baron screams at them to stay back. He starts banging at controls from inside the chamber, no longer concerned about the effect on himself or the outside world. The Machine, for its own part, is trying to cancel out the Baron's actions. The resulting effects are random and devastating, though there should be a chance for the PCs to take action before things get totally out of hand.

It's quite possible that the whole party will be *plane shifted* randomly, requiring them to return to the Vortex if they want to get back to the Machine. Or there could be a catastrophic series of explosions that destroys the Vortex utterly as the PCs flee through Limbo. Lum and his Machine vanish from mortal ken once more. See "Operating the Machine" below for more information about malfunctions and their possible effects.

Even if the PCs apparently destroy or disable the artifact (which expels Lum from the crystal chamber), there's no opportunity for them to loot it. It vanishes into a thick cloud, once more to be lost among the planes. The party's most recent monitor device will retain its ability to *plane shift* and use protective magic, but its connection to the Machine is gone. In effect, it's a minor artifact of great utility to planar travelers.

History Repeats Itself

Another, more dangerous, showdown could occur if the PCs actually attempt to return the *Mighty Servant* to the Machine. This requires developing a separate quest to find the second artifact, which is a challenging adventure all in itself. Assuming they find the *Servant* and successfully transport it back to the Vortex, the *geas* is discharged once they hand the artifact over.



Clever players will likely realize that they can avoid the penalty by destroying the *Machine* first, and have their characters use the *Servant* against it. The DM will have to detail the powers of the *Servant* to some extent, but the ultimate result should be a spectacular firefight with tons of destructive effects, culminating in the disappearance of the two artifacts (and the unfortunate Lum) in an echo of the climactic battle on Greyhawk.

What happens after the showdown, or if you're not using the *Machine's* quest? The storyline will need a satisfying conclusion that also accounts for the ultimate fate of the baron and his cursed artifact.

Lum's Wish

After vicariously reliving his life through the heroes and his connection with the *Machine*, Baron Lum finally comes to understand the curse laid upon him. Should he actually be released from his prison, he'll ask for an honorable death in battle. He staggers out from the crystal chamber, leaving it for the first time in centuries, and shakily draws his ancient sword from a decrepit sheath. "Defeat me and my treasures are yours," he says, launching an off-balance attack.

If the PCs kill him, they're free to take his magical and mundane equipment. If they won't engage him, he begs piteously for a warrior's death. Should they still refuse, he howls like an animal and hurls himself off the island into the swirling chaos of Limbo. Once again, Baron Lum's ultimate fate is a mystery.

Pumping the Baron

The party may have their own plans for Baron Lum, regardless of his wishes. Instead of accepting the *Machine's* quest or clashing with the baron for possession, they might consider subtlety. By playing along with Lum's delusions, they can learn more about his *Machine* and eventually seize and control it safely. Lum is easy to persuade; he'll gladly preside over a mad charade that recreates his glory days, perhaps with the heroes taking the roles of his generals and advisors. This would open up even more crazy fantasies of the baron's life, which may contain cryptic information.

On the other hand, paladins or other lawful good characters might insist on taking Lum back to Greyhawk to stand trial for his crimes. The historically minded may argue in favor of extracting every bit of information from the old warlord and not care about the mass of machinery.

Now What?

Just possibly the party will make its way to the center of the Vortex and encounter the *Machine* without any fireworks. For example, the artifact may recognize that its chances are better

with these new "masters" than the crazy old husk it's currently stuck with. In this case it would summarily eject or dispatch Lum and create a tempting vacancy. Or the PCs might be able to suppress the most dangerous magical aftereffects and stabilize the *Machine*. Either way, now they're in possession of a legendary device—that weighs many tons and is stuck in Limbo. There's no better limit to the artifact's reach!

The Machine of Lum the Mad

The immense *Machine of Lum the Mad* is the single most potent artifact ever known. Its powers were once virtually limitless, though over time many of its controls have broken so that relatively few abilities remain. Nevertheless, such an artifact can ruin a campaign if the DM doesn't properly control its powers and the characters' ability to use them.

The *Machine* has two types of powers: internal and external. Internal powers affect the *Machine* itself and those inside the crystal box, while external powers affect the environment and targets outside. Many of the control devices are accessible from inside the crystal chamber, but as the artifact became more self-directed, it was able to transfer some of its abilities to the external devices and keep them from the Baron's meddling fingers.

The *Machine* can have virtually any power. Some have been described in this chapter (like the ability to create bizarre new creatures) but the remainder are entirely at the DM's option, depending on the nature of the campaign. It's best to work out an overall direction before the party encounters the artifact, which includes working up a list of its abilities.

It should be obvious just from looking at Baron Lum's condition that there's unspeakable peril in possessing the *Machine*. The very nature of its curse ensures that repeated use will drive anyone insane. And if it was indeed built by ancient gods, they'll probably want their creation back. This could be used to hook into other adventure sites in this book: For example, the forgotten god on Tarterus (see Chapter 4: The Black Acropolis) may have an ancient, heretofore unknown connection to the *Machine*.

Building Your Own Machine

Major artifacts break the normal rules of magical enchantment. Such constructs may have divine or extradimensional origins, crafted by beings far beyond the petty laws observable by mortals. Their primary purpose in a game is to drive a plotline, not to be stuffed into a *bag of holding* and trotted out in combat. So it's important to consider carefully what role they will play in the campaign. The following basic rules should assist a Dungeon Master in designing appropriate powers for the *Machine*, or any other major artifact.



- **Artifacts Cheat:** It's fine for an artifact to do something not possible according to the spell lists or the rules of the game. Such an item answers to a different set of laws that aren't knowable by mere mortals. If it suits the needs of a campaign for an artifact to be able to stop time indefinitely or create its own domain, for example, then it can do so.
- **Artifacts are Legendary:** Rumors, songs, sagas—the great power of an artifact will birth them all. Some, of course, aren't true; others hold a key to its nature. Coming up with some of these stories and planting them will weave the device into a campaign more effectively and direct the PCs to the adventure's conclusion.
- **Artifacts are Cryptic:** The exact nature of an artifact isn't knowable unless the artifact itself reveals it. These constructs are jealously possessive of their secrets and cloak themselves with various magical shields. Thus a *detect magic* spell will show only a faint aura, with no clue to its nature. An artifact can never be found by detection or location spells, nor is it understood through *identify*. *Legend lore* and spells that contact other planes won't reveal its location, and nothing will give an alignment reading. Even powerful Divination spells can't do more than offer a cryptic clue.
- **Artifacts are Eternal:** It's not possible to just smash a mighty construct and disable it. Artifacts are quasi-living things able to protect themselves. Ordinary or magical damage has no effect unless it exploits a fatal weakness (see below); even then, the artifact is more likely to spirit itself away and slowly heal than submit to destruction. Their magical boons and curses are permanent too unless otherwise noted, and not even a *wish* can undo them.
- **Artifacts Just Are:** The origin of a major artifact is always cloaked in mystery. There's no need to explain it if it doesn't advance the plot. On the other hand, if the storyline revolves around learning the history of the device, then it makes sense to spend some time coming up with the details. That way you can seed the campaign with people and locations to provide the needed clues leading to a satisfying climax.
- **Artifacts Have a Price:** There's always a catch. It's a standard element of myth and fairytale: Access to power comes at some cost. Working out the appropriate downside to the artifact, whether curse or obsession, misfortune or pain, will give it a unique character and distinguish a campaign.
- **Artifacts Change:** These powerful creations are self-determined to varying degrees and can alter themselves over time to better suit their surroundings or their goals. Often an artifact changes its possessor, usually for the worse (as in the case of the unfortunate Baron Lum). It might curse the owner or change his or her shape, perhaps conferring unwanted abilities. Conversely, the current owner imprints his or her personality onto the artifact over time; thus, the

Baron's life story has become part of the *Machine's* thought processes.

- **Artifacts aren't Perfect:** Just as Achilles had his heel, it's a truism of legend that the inhumanly powerful has a secret flaw that can overcome it. In fact, discovering such a weakness can be the pretext for an entire campaign built around the artifact. Though the device will do its best to save itself from such a fate, those who are clever and resourceful may find a way to defeat what seemed unbeatable.

Operating the Machine

The surfaces of the *Machine* are covered with wires and sockets, levers, switches, and dials. They could produce a nearly infinite number of combinations, but due to damage over the ages, only around thirty still function.

Some of its powers are known from legend (such as its ability to create monsters) and others should fulfill its role in the campaign (being able to confer plane-hopping magic, for example), but the rest can be randomly determined by picking and choosing from any number of possible effects. The *Book of Artifacts* rulebook (TSR #2138) has many useful tables as well as suggestions for customizing the *Machine*, but you can just as easily come up with effects using the spell lists in the *PHB* and the magic items in Appendix 2 of the *DMG*.

External Effects

Most of the *Machine's* remaining abilities affect its environment or those interacting with it. First determine how many different effects there should be and which of them are present. It will probably be helpful to come up with a panel diagram so that different combinations can be tested. Remember too that the *Machine* itself controls many of its abilities now, so random fiddling might not do anything at all—or worse, trigger a disastrous malfunction.

Internal Effects

The *Machine's* internal powers affect the occupant of the crystal chamber. This person (or persons) is completely protected from all external attacks but is also completely at the mercy of internal effects. Some have already been described in the site description: unnatural aging, the inability to die, and the curse of madness. The rest can be chosen randomly or tailored to the storyline.

Malfunctions

Every time someone twiddles a knob or flips a switch, there could be an unpredictable result. And the artifact's continual evolution means that even a previously known combination might later produce a different effect. One way or another, there's always a chance of failure. The following table gives guidelines for possible results, though the precise details



should be tailored to the campaign. Roll percentile dice and consult the appropriate row.

Table 5: Machine Failure

Die Roll	Result
01-50	No effect
51-65	Sparks and noise; no effect
66-70	Control breaks
71-75	Internal explosion
76-80	Random internal power
81-85	Random external power
86-90	Random curse
91-95	Large explosion
96-00	Machine vanishes

Explanation of Results

Sparks and noise. Annoying but harmless effects; bad smells and smoke are also an option.

Control breaks. One of the control devices in the combination is ruined and can't be used again.

Internal explosion. A major malfunction: 1d4+1 controls break.

Random internal power. The occupant of the chamber is targeted by one of the Machine's internal powers.

Random external power. The environment around the Machine is affected by one of its external powers.

Large explosion. A disastrous malfunction: all within 20 feet suffer 2d10 points of damage.

Machine vanishes. A mysterious cloud swirls about the artifact, transporting it once more to an unknown destination.

Major Inhabitants

Not counting the Machine itself, there's just one real inhabitant of the Vortex of Madness.

Baron Lum the Mad

14th-level male human invoker
Militant wizard

Alignment: Chaotic Evil

AC: 6

Move: 6

THAC0: 16

Hit Points: 30 (40)

Strength: 7 (14) **Intelligence:** 16

Dexterity: 8 (12) **Wisdom:** 5 (11)

Constitution: 11 (16) **Charisma:** 6 (15)

Note: Lum's ability scores are reduced by his decrepit state.

The original scores, in parentheses, should be used if he ever recovers from his ordeal.

Weapon Proficiencies: Battle-ax, dagger, longsword, warhammer.

Nonweapon Proficiencies: Ancient History (15), Dancing (8), Endurance (11), Engineering (13), Etiquette (6), Gaming (6), Heraldry (16), Hunting (4), Navigation (14), Reading/Writing (17), Riding (8), Swimming (7), Spellcraft (14).

Languages: Common, Suloise.

Armor: Ring of protection +4 (+2 to saves).

Weapons:

◦ Longsword +1

◦ Dagger

Equipment:

◦ Spellbook

◦ Gold medallion with 2 rubies (12,000 gp value)

◦ Fine clothing (now rotting)

Magic Items:

◦ *Cloak of the Hellfurnaces* (half damage from normal heat, protects against ash and sparks, +3 to saving throws vs. poison, +2 to saving throws vs. magical fire or dragonbreath, -1 hp/die fire damage)

Age: Unknown

Height: 5'2"

Weight: 90 lbs.

Hair/Eyes: Gray/Black

Spells/Day: 6/6/6/5/5/3/2

(1 extra spell/level from *Invocation/Evocation school*)

Opposition Schools: Conjuraction/Summoning, Enchantment/Charm, Illusion.

Spellbook:

1st—*detect magic, feather fall, magic missile*, read magic, shield*, shocking grasp, wall of fog**.

2nd—*flaming sphere*, knock, spectral hand, stinking cloud*, strength, web**.

3rd—*fireball*, haste, lightning bolt*, Melf's minute meteors*, protection from normal missiles.*

4th—*fire shield*, ice storm*, Otiluke's resilient sphere*, shout*, wall of fire**.

5th—*avoidance*, cone of cold*, dream*, sending*, wall of force**.

6th—*Bigby's forceful hand, chain lightning*, death fog**.

7th—*delayed blast fireball**

* Favored spell

Baron Lum lived his mortal life obsessed with the power of war. He relished the infamy that came from bringing death and strife to his neighbors while he battled on until he was victorious against any who faced him. After his discovery of the Machine, the baron's prowess was unmatched. Lum's name brought dread to all who heard it.

The baron continued his warring ways until he met his match: the formerly loyal general Leuk-o. The two undertook a titanic battle, which it seemed neither could win. With casualties piled all around them, a mist of unknown origin appeared seemingly out of nowhere and covered Leuk-o's



opponent. When the cloud lifted, Baron Lum and his mysterious *Machine* had vanished.

For millennia there's been no trace of the baron on any Prime world. Lum himself has long since forgotten how he came to be where he is, and he has no conception of how much time has passed since he arrived. He's now quite insane after spending what seems an eternity in close contact with the *Machine*, sustaining a madhouse of his own design. He looks back over the years, endlessly replaying the events that stand out most clearly in his tortured mind.

In his prime, Baron Lum was a rugged man. Though his handsome features were marred here and there by battle scars, there was still a look of power and youthful vigor about him. But now he's shriveled and decrepit, seemingly shrunken within his skin. His eyes are sunk in their sockets, and his head is nearly bald but for a few wispy strands of shocking white. His posture is no longer that of a confident military man; instead he's stooped and frail. His bony hands tremble at his sides when they should be still, and when he walks he can take only a few short steps in an uneven gait before he must grasp a nearby object to steady himself. No more can he be seen as a threat to anyone looking on his frail form. The former warlord wants desperately to die but cannot rest while he's a prisoner of his own glorious, accursed *Machine*.

No visitors have made it to the center of the Vortex in all the time Lum's been on Limbo, so just the sight of other people is nearly enough to drive the unstable man out of his head. He initially reacts with bewilderment at the sound of voices not his own and seems startled and confused by others moving around the small island of earth that's been his solitary world for so long.

Adventure Hooks

"The *Machine's* Quest" is suggested to link the various sites described in this book, but it may not suit every Dungeon Master's needs. There's also the sticky problem of getting the party to the Vortex in the first place. Here are some other ideas for integrating this domain and its marvelous artifact into an ongoing campaign.

Straight Artifact, No Chaser

The easiest way to get adventurers to brave Limbo and the Vortex of Madness is to set them on a quest to find the *Machine of Lum the Mad*. The site itself is the climax of the adventure, which would first set up the reason for such a quest and during the course of the campaign yield clues pointing to Limbo. Perhaps the party finds a book purporting to reveal

the activation codes for the *Machine*, which would make it much easier to manipulate. Or maybe they need something only the artifact can provide. Since the potential powers of the *Machine* are limitless, it can be tailored to fit any story.

Sucked Into the Vortex

The heroes may end up at the Vortex through no desire of their own. They could stumble on it while exploring Limbo, dive in to escape certain doom, or simply hear about it from the natives and decide to investigate. A mishap involving a conduit or a malfunctioning portal might also drop them here. This area of unusual stability in an unstable place is clearly associated with immense power—and also obviously dangerous. Still, adventurers have a way of exploring such places with little more prodding than a couple of well-placed rumors.



Is He That Mad?

The heroes may not be interested in the *Machine* at all, but Lum himself. Who'd have thought the old villain would still be alive after all these years? Despite his decrepit condition, Baron Lum retains knowledge from a bygone age that could be invaluable to historians and researchers. He might know the secrets of lost magic, hidden tombs, or fabulous treasures. Of course, even if the baron can be recovered, his insanity is a stumbling block. The party may have to take Lum on a journey of redemption before he could be of any help. This is an excellent way to introduce further planar travel, especially to the realms of healing gods. Even if his sanity returns, however, there's no guarantee that Lum won't resume his life as a bloody-handed warlord.



Chapter 2: The Black Acropolis

The Titans, primordial Greek gods, have languished in the pit of Tartarus (known to planewalkers as Carceri) for millennia. They were imprisoned there after Zeus and the other Olympian gods overthrew them in a tremendous battle known as the Titanomachy. At first the Titans were chained and guarded by the Hecatoncheires (the “hundred-handed,” mighty giants who allied with Zeus). Haphaestus, god of the forge, eventually convinced Zeus that chains were unnecessary, for escape from the Great Cage was nearly impossible. Since that time Cronus, Zeus’s deposed father, has ruled the fallen gods from his crumbling palace on Mount Othrys. Despite this small mercy, the Titans have never forgiven Zeus for their treatment—nor forgotten.

History

Themis and Mnemosyne

Not all of the Titans were immediately exiled to Tartarus after the Titanomachy. Two, Themis (Law) and Mnemosyne (Memory), were married to Zeus for a time. Themis, an earth goddess, was his second wife and mother of the Horae (the Seasons, Olympus’s gatekeepers) and the Moerae, or Fates. Mnemosyne was Zeus’s fifth wife and gave birth to the nine Muses. Despite these marriages and their offspring’s exalted status in Olympus, Zeus later banished both these Titans to the pit of Tartarus.

Themis and Mnemosyne continue to harbor a grudge against Zeus. Seeing their children continue to serve the Olympians only makes their hatred burn hotter. They’ve searched for an escape their prison, but recognizing that Cronus is as much a despot as Zeus, they hoped for a method that would leave him behind. Ironically, it was Cronus himself who gave them the key.

A campaign using traditional Greek myth, which places Mnemosyne and Themis still in the court of Olympus, may substitute other Titans in their role. For example, Coeus embodies cunning and the mystic arts; he is grandfather to Hecate, Artemis, and Apollo. Crius, a Titan of war, is grand-sire to the winds, stars, Nike (victory), Cratus (strength), Bia (violence), and Zeus (rivalry). The other imprisoned Titans are Hyperion, Iapetus, Oceanus, Phoebe, Tethys, and Thea.

There’s more information about the Titans in sources such as *Bulfinch’s Mythology* or translations of Hesiod’s epic poem *Theogony*.

White and Black

Cronus’s palace on Mount Othrys is built of white marble, translated along with the Titans to the prison plane. As the centuries passed, the palace started to crumble, one chip at a time. Beyond being an eyesore, its dilapidation is a constant reminder of lost glory and a source of pain to the Titans. Even others who look at it for long succumb to a black despair eventually.

An age ago Cronus decided to try repairing the palace. Unsurprisingly, there’s no white marble to be found on the prison worlds of Carceri, and the Titans’ pride and anger precluded importing the needed stone. So Cronus turned to Themis, who had an affinity with rock. The Titan king ordered her to scour Tartarus for stone of a quality suitable to repair his palace. Themis believed the request was impossible to fulfill but acquiesced to her lord’s wishes.

After spending years searching the prison plane to no avail, Themis finally consulted Mnemosyne, hoping the goddess of memory would have some useful piece of knowledge. Mnemosyne did recall a legend of an extinct god whose body was supposedly buried beneath Mount Chrystos, a lonely peak many leagues from Mount Othrys. Themis traveled to the mountain and explored it; there, deep beneath the surface, she found a vein of strange black rock. Whether the remains of a god or just a peculiarity of Tartarus Themis couldn’t say, but the marble-like stone was undeniably magical. Gleaming with points of light like stars in the sky, it resisted the goddess’s efforts to command it. The stone had to be quarried by hand.

A Secret Plan

With difficulty, Themis obtained a sample of the mysterious stone and brought it back to Mnemosyne, who recognized its value. According to legend, the god interred below Mount Chrystos had once been connected to magic and planar travel. Whether of his body or not, this stone still resonated with the god’s power and might be the key to escaping Tartarus. Mnemosyne explained the significance of their find to Themis, warning that Cronus must not know of its potential power. Together the goddesses formed a plan.

Themis then returned to Cronus’s palace. She told him of her travels and showed him the black marble. The Titan king was pleased with her find and ordered her to begin mining the stone. Themis then revealed a portion of the truth, that the stone seemed to have strange properties, and expressed concern that it might be dangerous. She suggested that she and Mnemosyne build a prototype temple to test it. The vein was substantial, so there’d be plenty of stone left over for palace repairs. Cronus saw the wisdom of her words and agreed to constructing the Black Acropolis. He ordered the temple to be built near the quarry site, far from his palace, as a precaution.

The Titans’ plan had worked perfectly. With Cronus thus deceived, they began work on their true goal. Themis recruited a



number of cyclopes and a throng of cyclopskin to do the mining and construction. Mnemosyne continued to study the stone and the legends; she believes that once the building is complete, it can activate tremendous powers. A sufficiently powerful surge of magic would *plane shift* the entire structure and all within. The Titans would then be free to wreak their vengeance on Zeus, without interference from their brother-king.

The Cruel Prison of Carceri

The Black Acropolis is located on Othrys, the outermost layer of Carceri, which the Titans call Tarterus. Squatting amid noisome swamps, Mount Othrys is the ugly twin of Mount Olympus—an irony not lost on the imprisoned gods.

Carceri is the plane of vengeance, the Great Cage, the Red Prison. Here are exiled liars, traitors, and thieves. This realm breeds dark passions, corrupting its visitors and reflecting its natives. None here, except perhaps those once called gods, ever speak the full truth; lying isn't just second nature—it's the only nature.

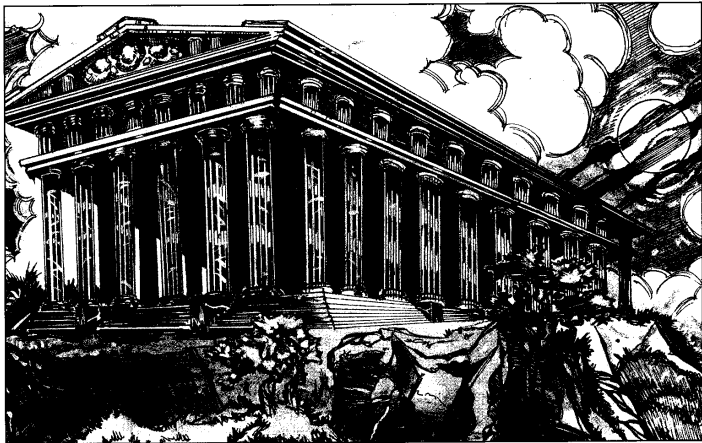
Carceri has no day or night, unless a fallen power wills it. No sun or moon or stars illuminate the sky, only a necklace of

planets trailing away into the void from the highest mountain peak, etching deep shadows with their silvery light. The place is lit with a sullen glow, fading all other colors. Its air is breathable, but the wind carries a stench of rot that turns the stomach and unhinges the mind.

The Titans' Prison

Swampland predominates on Othrys, dotted with bogs and channels. Islands of dry ground exist, mostly around the edges of the Titans' great mountains, but this land is soft, like peat, and split by chasms. The inhabitants live in villages mounted on stilts. The swamps themselves are pestilential, filled with reptiles, trolls, and venomous creatures of all types. There are patches of green-glowing quicksand, as shallow as 2 feet or as deep as 2,000. This too is treacherous, hidden beneath patches of grass or black waters and sometimes even migrating from place to place.

The River Styx's poisonous water saturates the ground, and beneath its greasy surface the current is swift and dangerous. Those who drink of it must make a saving throw vs. spell or forget their past life; even those who succeed still





forget the past day. A diluted draft causes forgetfulness for 1d6 days or an hour. Drinking water must be drawn from springs carefully tested to be free of the Styx's taint, or collected from rainfall.

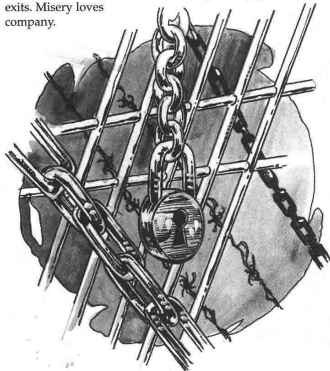
Prolonged exposure to the dank air of this realm (for a week or more) affects people's attitudes. It increases Intelligence by +1 but encourages lying, selfishness, and scheming. This effect wears off after an equal time away from Othrys.

Clouds of biting insects hang in the air, driving travelers mad. The stinkweed bush is used by the locals as insect repellent, but its juice is also effective against humans, acting as a *stinking cloud* (1d4 rounds). The flora is a mix of water plants and weeds, both benign and deadly. Tangles of mangroves and cypresses provide the only wood.

The people here are as treacherous as the land: slick politicians, religious frauds, and unrepentant traitors. Though outwardly friendly, each has a personal agenda and can be trusted only if they stand to gain. They're smooth talkers who won't take "No" for an answer.

Getting There

Getting to Carceri is easy. It's the getting out that's tough. Many portals to the plane exist, including bottomless pits, volcanoes, spells of banishment, and the blood of betrayed innocents. The River Styx connects it to other Lower Planes, and the Astral contacts it. But for those consigned to eternal imprisonment here, no release exists. Though visitors can, in theory, come and go, the inhabitants spitefully guard the exits. Misery loves company.



A number of different events might bring a party to the Black Acropolis. Usually these will involve plots by one of the opposed groups of gods, or their servants. See the "Adventure Hooks" section at the end of this chapter for more on these possibilities.

- **A Mission from Zeus:** Priests of the Olympian gods seek heroes to thwart the Titans' plan and reveal a cave mouth to the Underworld.
- **Object of Desire:** The party is drawn to Tarterus along with a powerful item that's been stolen. This could be a cursed relic they were trying to destroy or a holy object they were guarding.
- **It Seemed Like a Good Idea At the Time:** The Titans need mortal agents who can leave the Great Cage for a needed ingredient; Mnemosyne may create a false memory to lure an adventurer here along with his or her friends.

In addition to how a party arrives, the DM needs to decide where. Their point of arrival could be nearly anywhere, but should be reasonably near the Acropolis.

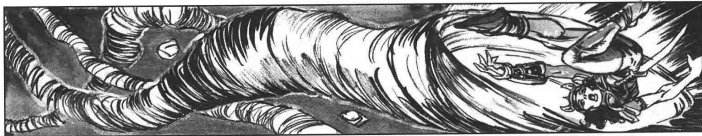
- **Down in the Dumps:** The party splashes down in one of Othrys's many bogs. The only dry land visible is a jagged mountain in the distance. During their perilous journey through this marsh they may encounter natives; none can be trusted wholly, of course, but they'll have stories about a strange black building that they'll sell for the right price.

The Machine's Quest

If the party has accepted a mission from the Machine of Lum the Mad (see Chapter 1: The Vortex of Madness) to obtain a sample of the Acropolis's stone, they'll be transported directly to Othrys by the Machine's monitor construct. Due to the chaotic nature of the plane, though, it can't control the exact arrival point. Randomly choose from the possible locations given above or decide on an appropriate spot; the only condition is that it should be within reasonable striking distance of Mount Chrystos.

The PCs also will discover, on attempting to activate the device for the return trip, that it doesn't function properly. How this manifests is up to the DM; the party might end up on another layer of Carceri, find themselves bobbing in the Styx, or even appear in the palace of Cronus himself! They'll either have to find the gate near Mount Chrystos and defeat its monstrous guardian or figure out what form of spell key is needed to get the mechanism working.

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Planar Effects on Magic

In a realm filled with lies and betrayal, selfless works have no place. Using magic without regard for others is rewarded; trying to help someone else is penalized, requiring a spell key to work or even a saving throw vs. spell to avoid an unpleasant misfire.

In short, magic used for selfish gain takes effect as though the caster were 1 level higher. Spells that benefit others function as though the caster were 2 levels lower—if at all—unless a spell key is used. Spell effects generally manifest in the most hideous way possible.

Special Rules for Magical Schools

Magic on Carceri is chaotic, but usually spells from the schools of Abjuration, Enchantment/Charm, Illusion/Phantasm, and Wild Magic will function normally. Other schools are affected as set out here.

- **Alteration:** These spells always produce the most evil result. If no evil effect is possible, they take a terrible form.
- **Conjuration/Summoning:** Creatures called by these spells are not bound to serve the caster and may attack if not given a show of good faith or a bribe for their services.
- **Divination:** Such spells require spilling a comrade's blood to form a scrying pool.
- **Elemental:** This varies with each layer depending on the nature of its dominant elements. In Tarterus, Earth and

Water spells are enhanced by 1 level, while Fire spells are diminished by 1 level. Air spells aren't affected.

- **Necromancy:** Healing spells are at half normal effect. Spells that harm inflict 1 additional point of damage per level of the caster. Undead are automatically free-willed and may attack their creator, much as summoned creatures.

Spell Keys

Spell keys are pretty easy to find here, but since it's the plane of betrayal they're quite likely not to work or have the expected result. As well, the form of a given spell key may change unpredictably, making old ones worthless.

The normal form of an Alteration key is a lead necklace wrapped about the wrist. A spell key for Conjuration/Summoning is a fist-sized lodestone sphere. Divination spells require a quantity of the caster's own blood. And the key to Necromancy is the carved thighbone of a farastu ghebreleth. There are no known keys for Elemental spells.

Power Keys

The deities imprisoned here don't usually give their priests power keys, seeing them as tools of the weak and dependent. Those that exist are temperamental and may fail to function at a crucial moment. The form of keys usually relates to the sponsoring power: Cronus might use an hourglass; Themis, a crystal; and Mnemosyne, a quill or a lock of hair.

- **Up to Their Necks.** The PCs discover that the other end of the portal they've just entered opens underwater. They bubble up to the surface of a noxious pool or even quicksand, from which they must rescue themselves. Once free, they'll need to get their bearings and scout out the land.
- **Out of the Hole.** The party discovers a "bottomless" pit that ultimately brings them to a strange land lit by an angry red glow. Just figuring out they're on Carceri might be part of the adventure. They might even appear in the black stone quarry.
- **Drowning Their Sorrows.** The adventurers splash down into a poisonous tributary of the Styx. Even those who make a successful saving throw vs. spell will suffer amnesia for 1d6 days. Only the powers of Mnemosyne can fully restore the lost memory. Under the effects of the vile waters, the PCs can be easily misled by locals or even enslaved to work the mines.

Hazards of Tarterus

Traveling about Tarterus is a hazardous proposition. The land itself, let alone its inhabitants, is hostile and untrustworthy. This section describes some likely encounters, which may be used to create challenges for wandering heroes. Choose a suitable event or roll 1d12 and consult the table below.

Table 6: Events and Encounters on Tarterus

Die Roll	Encounter
1	Black mist
2	Con artists
3	Fetid wind
4	Fortuitous find
5	Ghebreleths
6	Gigante
7	Insect swarm
8	Lesser Titan
9	Quicksand
10	Shambling mound
11	Terlen
12	Vargouilles

Explanation of Results

Game information for monsters is summarized in Table 7: Creatures of Carceri below.

1. **Black mist:** Sliding from the waters of the Styx, this mist seems almost intelligent, attracted as it is to thoughts. It feasts on the memories of its victims, who must make a



saving throw vs. spell each round or forget 1d6 levels of spells or one proficiency for a day. The mist can be dispersed by rain or fire (AC 10, hp 99) or may be avoided by submerging oneself for 1d6 rounds. Of course, the waters of Othrys may be an even greater hazard!

2. Con artists: This realm is filled with slippery folk. Hawkers abound, willing to sell maps, a boat, fresh water, or just advice. They seem very sincere and problems with their "aid" rarely surface until sometime after they depart.

3. Fetid wind: When the wind rises, everyone suffers. It blows for 2d4 hours; nonnatives must make a saving throw vs. poison at a -2 penalty or be overcome with nausea for 2d12 rounds. Those affected are unable to take any actions other than defending themselves (-4 penalty).

4. Fortuitous find: A party member spots some valuable piece of jewelry or a minor magical item lying in the muck. If taken, this item periodically *teleports* into the possession of a companion or disappears from its owner, with an apparent duplicate discovered a short time later.

5. Geheleth: These fiends are made from the bodies of those luckless enough to die in the Great Cage. Their only goal is to commit random violence. They travel alone but can *gate* in reinforcements. Farastu geheleths are slender humanoid covered with tar, with large mouths and vicious

claws. Kelubar are ebony and toadlike, secreting a vile slime. Shator are the shortest geheleth and the most powerful. The flesh of these bulldog-like fiends hangs in great rolls.

6. Gigante: The Gigantes, a race of elder giants, hate the Olympian gods and will never pass up a chance to hurt them or their minions. Each has a special power that gives it a strength and a corresponding weakness. Examples include gain +1d8 damage each round up to +5d8 while in contact with the ground, but lose all attacks when out of contact; regenerate all damage in 2 rounds in home area but suffer double damage elsewhere; or duplicate powers and weaknesses of target touched.

7. Insect swarm: The swamps are filled with clouds of gnats and stinging bugs. Most are a mere annoyance, but when great masses of the creatures gather they're a traveler's nightmare. Treat this encounter as the 5th-level priest spell *insect plague*; the swarm persists for 1d4 turns.

8. Lesser Titan: The semidivine children of the original Titans who sided with their parents against the Olympians were also cast into Tarterus. They spend eternity either in the court of Cronus or in solitary wanderings brooding on their fates. Frequenting the region are Antymony and Chius, who act as proxies for Mnemosyne and Themis, respectively. For more information see "The Titans" later in this chapter.

Table 7: Creatures of Tarterus

CREATURE	HD	AL	ML	MV	AC	hp	THACO	#AT	DMG	ABILITIES	XP
Geheleth											
<i>Special Abilities:</i> SD—Immune to acid, fear, illusion, and poison; MR 50%; group memory; <i>gate</i> once/day; infravision 120'; spell-like powers— <i>detect good</i> , <i>detect invisibility</i> , <i>detect magic</i> , <i>dispel magic</i> (x2), <i>ESP</i> , <i>fear</i> , <i>fog cloud</i> (x3), <i>invisibility</i> , <i>tongues</i> , <i>weakness</i> (x3).											
Farastu have Str 19 (+3/+7) and may <i>gate</i> 1–2 farastu (40%).											
Kelubar have Str 20 (+3/+8) and may <i>gate</i> 1–2 farastu (60%) or 1–2 kelubar (40%).											
Shator have Str 21 (+4/+10) and may <i>gate</i> 1–6 farastu or 1–4 kelubar (100%) or 1–2 shator (30%).											
<i>Farastu</i>	11	CE	15	15, fly 30(C)	-1	77	9	3	1d6+1(x2)/3d4	Wpn +7, frenzy, tar, resistance	14,000
<i>Special Abilities:</i> Spell-like powers (11th level); SA—frenzy after 6 rds. or half hit points for double damage, +2 to hit, tar (5% chance those touching stick, attack stuck victims at +4, 25% chance stuck weapon lost); SD—half damage from cold and fire, +1 or better to hit.											
<i>Kelubar</i>	13	CE	16	12, fly 24(C)	-2	91	7	3	2d4 (x2)/4d4	Wpn +8, slime, acid, immunity	17,000
<i>Special Abilities:</i> SA—Spell-like powers (13th level) plus <i>ray of enfeeblement</i> , <i>spider climb</i> ; slime—stench (30' range, save vs. poison or incapacitated 1d10 rounds), +1d6 per attack (save vs. poison for half); SD—immune to cold and fire, +2 or better to hit.											
<i>Shator</i>	15	CE	17	9, fly 18(C)	-3	105	5	3	d8+1 (x2)/5d4	Wpn +9, immunity, toughness	22,000
<i>Special Abilities:</i> SA—Spell-like powers (15th level) plus <i>beguile</i> , <i>cloudkill</i> , <i>ray of enfeeblement</i> (x3), <i>stinking cloud</i> (x3), +2 to surprise rolls; SD—immune to nonmagical damage, +3 or better to hit, edged weapons -1 to hit and damage.											
Gigante	16	CN	16	15	1	128	5	2	2d8	Special power	15,000
Shambling mound	11	N	17	6	0	77	9	2	2d8/2d8	Entangle, immunity, surprise	9,000
<i>Special Abilities:</i> SA—Entangle on hit (victims suffocate in 2d4 rounds, Bend Bars to escape), -3 to opponent's surprise; SD—immune to blunt weapons and fire, half damage from cold and S/P weapons, electricity adds 1 HD per attack.											
Terlen	4+3	N	13	3, fly 15(C), swim 15	5	30	17	1	2d8	MR 10%, hide 75%, surprise (-2)	975
Vargouille	1+1	NE	9	fly 12(B)	8	8	19	1	1d4	Poison, shriek, kiss, hates light	650
<i>Special Abilities:</i> SA—poison (save or permanent damage), shriek (save vs., spell or paralyzed), kiss transforms to vargouille.											



9. Quicksand: A movable puddle of the stuff appears underfoot. Those falling in must make a Strength or Intelligence check each turn to stay afloat or be sucked under in 1d4+2 rounds.

10. Shambling mound: These intelligent heaps of rotting vegetation are found throughout Othrys; some swear the place breeds them. Almost totally silent and invisible in the swamp, shambling mounds are hard to detect; they're excellent swimmers and wait in shallow bogs to ambush travelers.

11. Terlen: These winged sharks are as at home in the sky as they are in the water. They use hit-and-run tactics to wear down their prey, leaping out of the water or diving from the sky with nearly complete surprise.

12. Vargouilles: Up to 20 of these creatures appear at a time: hideous humanoid heads with batlike wings, fangs, and writhing tentacles. They have 120' infravision. Their kiss transforms a victim into a vargouille in 3d6 hours.

The Mount Chrystos Region

The Black Acropolis is being built on a rocky pinnacle at the base of Mount Chrystos. This bleak mountain stands alone amid the swamps, its 25,000-foot peak dominating the landscape. The construction site is near the mines where the black stone is quarried; both are staffed by cyclopes and cyclopskin. These creatures live in caves nearby and work in shifts, so that construction rarely stops.

A. The Mine

When Themis discovered that her command of earth had no effect on the mysterious black stone, she had to recruit cyclopean artisans to quarry and shape it. She used her powers to shape a tunnel into the roots of the mountain, as close to the black veins as she was able. The main shaft corkscrews down at least a thousand feet into the rock, 100 feet wide and 30 tall. At its bottom the passage branches into a series of tunnels that honeycomb the earth where the miners have followed veins of the stone.

The mine is bustling at all times. Cyclopskin, under the supervision of cyclopes, cut large blocks of stone and haul them to the surface on sledges pulled by giant lizards. These are large versions of the ferrous sled favored as transport on Carceri; each is 20 feet long and 10 feet wide, and can carry several tons of cargo. They hover slightly above the surface, though if a harness breaks the sledge slides back down the tunnel ramp with serious results (Dmg 6d8, save vs. petrification at a -2 penalty).

If the PCs visit this site openly, they'll be set upon by the workers. Sneaking in won't be easy, though, for a steady stream of cyclopskin moves up and down the main tunnel. The initial opposition is three cyclopskin per party member, led by one cyclops. Within 5 rounds a reinforcement of equal

numbers will arrive. This continues until the heroes flee or are captured. The mine captain, Erythrope, will seize captured

Hecatoncheires and the Court of Cronus

In addition to creating the Titans and the cyclopes, the union of Gaia and Uranus brought forth the *gigantes*, or elder giants. Embodiments of volcanic power, these ancient beings are nothing like the giants who inhabit mortal realms. Elder giants are unbelievably powerful: Their form is a powerful human upper torso with serpent tails for legs. In the ancient days when the Titans were imprisoned in the ground, the giants too were trapped with their kin.

The Hecatoncheires ("hundred-handed") were the mightiest of the gigantes, each with a hundred arms and fifty heads. Cronus feared the giants' power and kept them in the earth even after overthrowing his father, Uranus. When Zeus went to war against the Titans, he convinced the Hecatoncheires—Cottus, Briareus, and Gyēs—to aid him. With their help Zeus routed the Titans and consigned them to Tartarus, but he also sent the hundred-handed ones there to guard them.

The Hecatoncheires were fine jailers and performed their duties admirably for countless ages. As time passed, however, it became clear that they were also prisoners in all but name. Zeus considers them too great a threat to roam free, so he trapped the hundred-handed with the same magic that keeps the Titans in the Great Cage. When the Hecatoncheires finally realized this, they turned against the Olympians and agreed to work with the Titans in the hope of escaping from Tartarus.

The Hecatoncheires are now in the service of Cronus and spend most of their time wandering Othrys looking for agents of the Olympians. The Titan king is jealous and suspicious; he requires all visitors to report to his court and pay their respects. Cronus can read the thoughts of any mortal and will know if they're here at the behest of an Olympian. The party may or may not want to risk a meeting with Cronus, depending on the nature of their mission. Generally, it's in their best interest to complete the task quickly and bypass the Titan's court. Cronus knows when he's been defied, though, and will send one or more Hecatoncheires to bring back interlopers within 2d6+2 days—dead or alive. It's up to the Dungeon Master whether the Hecatoncheires will come calling, but even one is more than a match for an entire party.

Hecatoncheire: AC 0; MV 15; HD 50; hp 300; THAC0 5; #AT 10 (fists); Dmg 3d10/3d10/3d10/3d10/3d10/3d10/3d10/3d10/3d10/3d10; SA hurl up to 10 boulders per round for 2d10 each (range 500 yds.); MR 25%; SZ G (100' tall); ML fearless (20); Int exceptional (16); AI CN; XP 45,000.



heroes' weapons and valuables, storing them in the caves below, and force the captives into hard labor in the mines.

The mines aren't mapped out since there's nothing of interest there other than the black stone. However, if the party is captured and enslaved, a rough map might be necessary.

Mining Hazards

The black stone has an unnerving tendency to coalesce, trapping the occasional minor (see "The Dark of the Stone" below). It's also hard to cut (1d4 hours to remove a single block); in addition, the mine depths are hellishly hot.

There are other dangers present as well, as if the land resents efforts to unearth the god's body. The miners are aware of standing hazards and stay away from those locations, but many events are unavoidable. Choose one of the following as appropriate or roll 1d6 and consult the table below.

Table 8. Mine Hazards

Roll	Event
1	Black blood
2	Earthquake
3	Hailstone
4	Lodestone
5	Quickstone
6	Stone soldiers

Explanation of Results

1. Black blood: In places the veins weep a black viscous fluid that reeks of sulfur. It's extremely slippery (a -4 penalty to Dexterity checks) and flammable. Potential ignition sources have a +4 chance to set it aflame; it burns for 3d6 turns, causing 2d8 points of damage to anyone caught in it and 1d8 points to all within 20 feet. There's a 25% chance that a poisonous, flammable gas is also present, which explodes for 4d8 points of damage.

2. Earthquake: Every time a block of stone is cut away the ground shudders, sending up a choking cloud of dust. Once every hour there's a 25% chance of a larger earthquake, resulting in either a cave-in lasting 1d4 rounds (save vs. petrify or suffer 3d8 points of damage per round) or a chasm that traps all caught within.

3. Hailstone. If blood is spilled on the stone, within 2d6 rounds a screaming wind rises, filled with shards. The wind blows for 1d10 rounds (save vs. petrification or suffer 1d8 points of damage per round).

4. Lodestone. Cave-ins and rock falls may expose a boulder of lodestone in the wall or ceiling, creating a barrier that must be removed. Anyone having Strength 18 or less and wearing metal armor who approach within (1d4+1) × 10 feet are drawn violently to the stone (treat this as falling damage). Further,

unrestrained metal tools and weapons within range will fly toward anyone so trapped, attacking with a THAC0 of 15.

5. Quickstone. Whether caused by the black stone or a naturally occurring formation of Tartarus, sections of stone function just like quicksand. (See "The Titans' Prison" above.)

6. Stone soldiers. If magic is used on the black stone, within 3d6 rounds it generates 1d6 stone warriors who try to drive interlopers away.

Stone soldier (1d6): AC -2; MV 6; HD 14; hp 98 each; THAC0 7; #AT 1 (fists); Dmg 3d8; SA *slow* every other rd; SD +1 or better to hit; ML fearless (20); Int low (5); AL N; XP 8000 each.

B. The Cyclopean Caves

These caves were hastily excavated from the side of the mountain to make quarters for the miners and construction crew. Rubble and boulders are piled before their dark maws. They're cold and smoky, rank with the stench of refuse and livestock kept in pens within. Outside the mouth of each cave is a firepit and a cistern filled with nasty-tasting water.

There are two ferrous sledges stored outside. On a command word, the sledge will levitate and can move under its own power at a movement rate of 2. Each can carry up to 10 tons but functions only on Carceri.

Caves 1-4: Cyclopskin

The brutes who inhabit these foul holes have at best a rudimentary sense of hygiene; their few possessions and supplies are buried amid the filth.

Twenty-five cyclopskin live in each cave, but only a half-dozen will be there at any given time, usually in a deep sleep following a backbreaking shift. The others are hard at work in the mines or the construction site.

Cyclopskin resemble gangly hill giants with one red eye. They aren't the brightest blokes and defer to the cyclopes in most matters. Among themselves they're given to roughhousing, with good-natured punches and slaps. Like all bullies, though, they love to harass anyone smaller than themselves.

Cyclopskin miners (giant) (6-25): AC 3; MV 12; HD 5; hp 28 each; THAC0 15; #AT 1 (oversized pick); Dmg 1d10+4; SW -2 to use missile weapons; SZ L (7'6" tall); ML elite (13); Int low (7); AL CE; XP 270 each.

Cave 5: Cyclopes

This larger excavation is quarters for six cyclopes who supervise their smaller kin; at any given time there will be two to three here. These giants make sure the work proceeds apace and dispense beatings as required. Although they're the ranking authorities at the construction site, the cyclopes don't know any details of the Titans' plans. They've just got a job to do.



The cyclopes are one-eyed giants over 20 feet tall, who wear brigantine armor (a soft, light leather-and-plate jerkin) and wield large *spiked maces* +2 (minimum 18 Strength to use). They're cunning and avoid fighting when it's not to their advantage, but don't hesitate to attack when the odds favor them. Cyclopes are expert rock throwers and prefer to soften up a target with missile bombardment before closing.

Cyclopes (giant) (2-6): AC 2; MV 15; HD 13; hp 78 each; THACO 7 (5 with *spiked mace* +2); #AT 1 (*spiked mace* +2 or fists); Dmg 2d10+8 or 6d6; SA hurl boulders for 4d10 damage (range 150 yds.); SZ H (20' tall); ML champion (16); Int low (5); AL CE; XP 6,000 each.

The cave contains several kegs of deceptively potent mushroom ale. It intoxicates on a failed Constitution check (-4 penalty to all actions). Imbibers who aren't cyclopes will pass out in a number of rounds equal to their Constitution score. There's no treasure in sight. The cyclopes store valuables (and any items taken from enslaved characters) in several disguised niches in the wall, 30 feet overhead.

Erythrope is the most clever of the cyclopes, directing the mining shifts and handling security. He questions any strangers to the site, inviting them to a feast of roast beef and the black mushroom ale. When the ale has done its work, he pours diluted Styx water down the throats of his unconscious

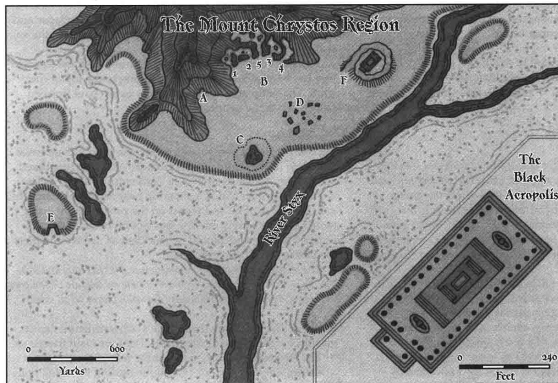
"guests." The amnesiacs are stripped of weapons and made into slave laborers.

Erythrope, mine captain (giant, cyclops): AC 0; MV 15; HD 13; hp 93; THACO 7 (5 with *spiked mace* +2); #AT 1 (*spiked mace* +2 or fists); Dmg 2d10+8 or 6d6; SA hurl boulders for 4d10 damage (range 150 yds.); SD *buckler* +1; SZ H (20' tall); ML champion (16); Int average (9); AL CE; XP 7,000.

Special Equipment: *Buckler* +1 (*globe of invulnerability* on invoking Cronus); magic bracelet (summons Themis's proxy in 1d6 turns); several *potions of enlargement* (to improve workers' performance).

Slaves are penned in a cage in the cyclopes' cave. They're hobbled with iron shackles and must work 16-hour days on meager meals and only a few hours' sleep. Each day requires a successful Constitution check or they lose 1d4 hit points. Slaves aren't just free labor; they're also food! There's a 25% chance per day that one will become dinner for the brutes.

A chamber at the back of the cave holds a sweet-water spring. This room is barricaded with boulders (Strength 20 to move). The water keeps the cyclopes from losing their memories and may help restore the heroes', if they've been dosed with the Styx draft. This is also where Erythrope stores his special *buckler* +1 when not in battle.



C. Giant Lizard Pen

The cyclopeskin use giant lizards as beasts of burden. When not dragging huge blocks of stone from the mine, the lizards are locked up here. Their size makes this "pen" more like a fort, with thick wooden walls 30 feet high surrounding a muddy yard.

There are twenty lizards altogether, but only six or so are in the pen at any given time. They're usually so exhausted from their labors that they have no energy to attempt an escape; they simply collapse in the mud and sleep. Still, two cyclopeskin are always on



guard just in case. These lucky fellows are also in charge of feeding the lizards, which they do by hurling raw meat over the wall. (Thus, anything coming over the wall is likely to be viewed as food by the beasts.) A large gate faces the mountain, which is kept barred except during shift changes. Harnesses hang beside the gate; once a lizard is in harness it's more docile (attacks only on a successful Morale check). The lizards will not attack cyclopskin or those with their scent.

To one side of the wall in the corral's center is a sandy area, surrounded by steaming fumaroles, which serves as a hatchery. Dozens of eggs are buried in the ground, and every hour there's a 20% chance that a ravenous hatchling will emerge. Young lizards are half the size of an adult and are protected by all the adults.

Lizards, Giant (6-20): AC 5; MV 15; HD 3+1; hp 19 each; THACO 17; #AT 1 (bite); Dmg 1d8; SA chew for double damage on attack roll of 20; SZ H (15' long); ML average (8); Int animal (1); AL N; XP 175 each.

D. Stonecutters' Field

This area, between the mine entrance and the construction site, is where miners bring the blocks of black stone. Cyclopskin stonecutters dress and finish it, then haul the completed sections up the temple ramp on sledges. There are no buildings here, just stone in various stages of carving. The pieces are kept separate so they won't meld back together.

At any time, there will be around ten artisans working in the field, with one cyclops supervising.

Cyclopskin artisans (giant) (8-12): AC 3; MV 12; HD 5; hp 28 each; THACO 15; #AT 1 (giant chisel); Dmg 1d6+4; SW -2 to use missile weapons; SZ L (7'6" tall); ML elite (13); Int average (8); AL CE; XP 270 each.

E. Gate

Miles of swampland surround the base of Mount Chrystos. The bog begins near the Black Acropolis along the banks of the River Styx and widens downstream. A low hill rises from the midst of the swamp.

This swamp is the original home of the giant lizards; thought most of them have been captured, a few remain. Other creatures continue to infest the area, mostly snakes and annoying insects. Table 7: Creatures of Tarterus can be used for encounters here.

Built into the side of the hill is an ancient *gate* that leads to another plane. This portal's destination is entirely the DM's choice, perhaps one of the other planar locations in this book. For example, it may be the only reliable way to return to the Vortex of Madness (see "The Machine's Quest" above).

Unfortunately for anyone trying to leave Tarterus, this exit's guarded. Carceri's prisoners resent the easy comings

and goings of planewalking mortals and make escape as difficult as possible. A monstrous twelve-headed hydra, combining the worst features of the Lernaean and cryohydra varieties, lurks near the gate at all times and attacks anyone who tries to pass through. The only way to avoid fighting the hydra is to win the favor of Themis and Mnemosyne.

Guardian Hydra: AC 5; MV 9; HD 12; hp 96; THACO 9; #AT 12 (bite, up to 4 attacks on a target); Dmg 1d10x12; SA breath weapon, regrow heads; SD body immune to attacks; SZ G (30' long); ML elite (14); Int semi (2); AL N; XP 8,000.

Special Abilities: SA frost breath (10' wide, 20' long, Dmg 2d8); SD regrow severed head in 1d4 rounds unless stump is cauterized.

F. The Black Acropolis

The Black Acropolis is more than just the temple. It consists of several elements: the rocky spire on which the building stands, a ramp to reach the top, and the temple itself. Its surface shimmers like firelight's play upon black waters.

Spire: *The temple is built on the flat top of a 100-foot pinnacle of the mysterious black stone. Its sheer cliffs offer no handholds, only a long drop.*

Although it looks like a natural feature at first, closer inspection reveals that the stone is not weathered. The smooth spire formed from the original blocks of black stone when a work party of four cyclopskin were caught in a collapse and subsequently absorbed. When the temple plane shifts, the spire will go with it.

Ramp: Ordinary stone removed during the mine's excavation has been piled into a ramp winding to the top of the spire. The ramp is in continual use as teams haul finished stonework to the temple.

The Temple

Depending on the campaign's needs, the party can arrive at any stage of the temple's construction. An adventure based around the "Great Escape" (see "Adventure Hooks" below) would likely have the PCs show up near its completion, while a mission to explore and report on the project might bring them here quite early on. The description below is of the finished temple and should be modified as needed to reflect the desired stage of construction.

The temple is literally a titanic structure, 500 feet long and 310 feet wide. Soaring columns support an ornate entablature 50 feet above the base of the temple, which is decorated with friezes on all sides.

Exterior: The friezes on the temple's superstructure depict events of significance to the Titans. The four main friezes are:

- *The Titanomachy.* This image, at the rear of the temple, shows Zeus atop Mount Olympus hurling lightning bolts



down on the Titans. He's aided by the three Hecatoncheires, who are throwing boulders. Cronus is the most recognizable of the Titans and wields his signature sickle.

- *The Children of Themis.* Themis is in the center of this frieze on the temple's side, holding the ambrosia and nectar she fed the baby Apollo. To her left are the Horae, her first set of triplets by Zeus and associated with the seasons: Dike (Justice), Eunomia (Order), and Eirene (Peace). To her right are the Moerae: the three Fates Clotho, Lachesis, and Atropos. Those familiar with Greek mythology know that both the Horae and the Moerae are faithful servants of Zeus, despite their mother's imprisonment.
- *The Children of Mnemosyne.* This frieze is similar to that of Themis on the opposite side of the temple. It depicts Mnemosyne and her children by Zeus, the nine Muses: Clio, Calliope, Erato, Euterpe, Melpomene, Polyhymnia, Terpsichore, Thalia, and Urania. Embodying the arts and intellectual pursuits, the Muses are invoked by poets. They also sing for the gods on Mount Olympus.
- *The Fall of Zeus.* This frieze graces the front of the temple and is the last piece to be set in place. Unlike the others, it represents nothing from known Greek myth, as anyone familiar with the Olympian gods would recognize. Its imagery partially reverses the Titanomachy frieze, with Zeus in Tartarus and Themis and Mnemosyne triumphant on Mount Olympus. Curiously absent is Cronus—or any other Titan.

The interior of the temple is simple to the point of severity; there are no rooms or walls at all. The vast space between the pillars is adorned with only two statues flanking a central altar, all carved from the same black rock as the temple. Both statues are 35 feet tall and face the center. The figure nearer the temple's front is that of a woman holding scales in one hand and a sword in the other. Facing her at the rear of the temple is a statue of another woman, holding a book and quill and posed as if writing.

Interior: The figure holding scales a sword is Themis, in her aspect of Justice. Facing her is the image of Mnemosyne. Those with knowledge of Greek myth can recognize them fairly easily.

The altar is atop a large platform that raises it 10 feet above the floor. It's sculpted to resemble an open book whose pages are inscribed with Greek characters. Anyone able to read the script learns that the pages detail the "Crimes of Zeus," which include treachery, rape, and patricide.

The top of the altar is also the lid of a secret compartment. It folds down, as if shutting the book, to reveal the spherical chamber below. This secret door is *wizard locked* (20th-level caster) and can be opened only by a successful *dispel magic*.

The function of the chamber isn't obvious, but those who make a successful Spellcraft check notice magical script on the inside walls. The text is obscure even when translated, but a

reader can understand enough to learn that anything placed within the chamber will be destroyed and its energy channeled . . . elsewhere. Depending on when the party arrives and the nature of their mission, there may or may not be an artifact inside the chamber. Greedy characters beware: breaking the *wizard lock* will attract the Titans' attention, and any attempt to make off with the artifact will earn their swift wrath!

The Dark of the Stone

The mysterious stone of the Acropolis is jet-black with silver marbling, resembling a starry sky with gemlike points of light. The "gems" melt away in 1d4 days if cut loose. There's one main vein and several smaller channels of stone, something like the outlines of a body.

This is in fact the remains of an ancient, nameless god (fans of Greek mythology might identify it as the primal sky god, Uranus). The former deity is no longer conscious and doesn't remember its previous existence, but still retains an echo of divine ability to manipulate space and time. As Mnemosyne learned, charging its substance with magical energy activates these powers.

Unfortunately, Mnemosyne had access only to a part of the truth. (It's impossible to remember what's never been said.) What she doesn't realize is that by feeding it magical energy she will awaken the god. Nor did she know at first that the rock also craves life energy, though this has become obvious since mining began. The stone coalesces if pieces are brought together, and sometimes an unfortunate miner or sculptor is trapped within.

Lives lost to the stone in this way have restored part of the dark god's awareness. The Titans' plan to have the altar absorb an artifact will provide the final energy needed to awaken this colossus. Mnemosyne's power to summon memories may awaken it also, if she's tricked into doing so in the temple or on its spire.

The Black Colossus

Though once a greater power, the ancient god is now weakened and incomplete; it's incapable of planar travel, nor can it create avatars, cause life or death, or communicate beyond fleeting visions. After it's awake, though, it senses things on any plane and can hide its presence from other gods. It's immune to mortal magic and 75% resistant to the Titans' magic, and fails a saving throw only on a 1. For more on the general abilities of gods, see "The Titans" below.

The godstone can reshape part of its own form into any inanimate object but can't alter its size; it can also create any stone item and *animate* it. However, this is exhausting and the colossus must rest for 1 turn per ton of created material. It may reproduce any of the mine hazards (see above) and can move earth or cause earthquakes and small eruptions at will.



The partially awakened god uses its innate ability to create a sort of avatar, a black colossus with the form of a many-fingered arm. This construct starts with 2d4 digits and can take as many actions as it has digits without penalty. The awakening and its aftermath make a spectacular conclusion to any adventure.

Black colossus, F25/M20/P20: AC -2; MV 6; hp 375; THAC0 5; #AT 2 per digit; Dmg 8d8 +14 per attack; SA absorb energy, earth control, spell use; SD +1 or better to hit, *regenerate* 5 hp/rd., spell use; MR 100%/75%; SZ G (110'); ML fearless (20); Str 25, Dex 23, Con 25, Int 20, Wis 20, Cha 20; AL NE.

Special Abilities: SA—Absorb energy from magical items or life energy from trapped beings (by touch), earth control, spells (at will): *animate rock, conjure earth elemental, darkness, 15' radius, delayed blast fireball, dig, distance distortion, earthquake, energy drain, Evard's black tentacles, fireball, glitterdust, grease, heat/chill metal, Melf's minute meteors, meteor storm, move earth, passwall, pyrotechnics, reverse gravity, shatter, sink, statue, stone shape, stone-skin, stone tell, stoneskin, transmute rock to mud, wall of stone.*

Note: Destroying the colossus' physical form won't kill it, though it will need to absorb life and magic energy again before it can reawaken.



The Colossus's Motives

When first awakened, the god, in its black colossus form, lashes out at anyone in range. Once it absorbs a combination of life and magical energy levels totaling 100, it changes tactics and instead seeks to raise the rest of its body, causing earthquakes and other black arms to thrust up from the ground (one per 100 additional levels absorbed). It hopes to awaken fully and regain freedom and followers.

Realizing it can't escape Tarterus on its own, the dark god tries to get others to carry pieces of its body away. It reasons that it might be able to re-form once off the prison plane, especially if its bearers establish places of worship. It won't hesitate to use deception or exploit greed to achieve this effect. Alternatively, it works to encourage the sacrifice of an artifact to *plane shift* out.

The Machine's Quest

The dark god's interest in escaping its plane would make an interesting tie-in to the *Machine's* desire for freedom and self-determination. One possibility is that the ancient god is the creator of both the *Machine* and the *Mighty Servant of Leuk-o*. The Titans and the PCs are now caught between two unbelievably powerful intelligences striving to achieve much the same effect—quite possibly by working together.

Each piece of stone is a magic item with unlimited charges, and manifests 1d6+2 colossus powers. The stone's tendency to rejoin makes it impossible to carry more than one chunk; two or more will meld together and possess only half their former powers. Should the god be utterly destroyed, they become mere curiosities with no innate magic.

Ultimate Defeat

The only way to still the dark god forever is to obliterate its memory. The waters of the River Styx would serve this purpose, but a huge quantity is required. The river's flow must pour over the temple's altar and fill the hidden chamber, or be diverted to flood the mines. Mnemosyne's control of memory presents another option. If she can fill an artifact (or selfless hero) with the power to rob memory and trick the black stone into absorbing it, this will destroy the threat.

Either way, though, once the colossus has been nullified, the Titans' escape route will no longer exist.

The Titans

Themis and Mnemosyne might not have many worshippers these days, but they're still gods, albeit imprisoned ones. Some say the Titans personify the building blocks of the Prime; after all, the full might of the Olympians and the Hecatoncheires couldn't destroy them. Perhaps they can't be killed at all—how can you extinguish earth or memory?



What follows is a brief write-up of each Titan, following the format established in the *Faiths & Avatars* expansion for the FORGOTTEN REALMS™ campaign setting (TSR #9516). This is an excellent resource for detailing gods and their worshipers; a brief synopsis is presented here.

- **PORTFOLIO:** The sphere(s) over which the deity exercises control.
- **DOMAIN:** The deity's home plane.
- **SUPERIOR:** The power(s) to which the deity reports.
- **ALLIES:** Other friendly deities.
- **FOES:** Other hostile deities.
- **PROXY:** A powerful, but lesser, being who represents the god's interests. (The Titans are unable to create avatars.)

Mnemosyne

Intermediate Power of Carceri, LN

PORTFOLIO: Memory, art, faith
DOMAIN: Carceri, Othrys (imprisoned)
SUPERIOR: Cronus
ALLIES: Themis
FOES: Cronus, Zeus
PROXY: Antymony

Mnemosyne is memory incarnate, mother of the Muses, the font from which spring song, poetry, and the arts. She gave Zeus her love and bore fine children who serve him still, yet she was rewarded with imprisonment. She remembers,

Dealing with Deities

Gods aren't in the same league as even the most powerful mortal creatures. Their ability is nearly infinite. The Titans should be considered intermediate powers. While capable of almost anything, they're not quite as strong as the greater powers who control them. Zeus was able to defeat them, after all. Nevertheless, they're able to perform divine feats, as follows.

- **Immortality:** Even if their physical form is destroyed it's reconstituted later. On their home plane, the physical form is basically indestructible.
- **Teleportation:** They can instantly appear anywhere (though the imprisoned Titans can't leave Carceri).
- **Initiative:** They always have initiative when encountering mortals, though more often than not they'll wait to see what the other side does.
- **Communication:** They understand all languages and can communicate instantly with anyone, anywhere. This can be telepathic or by means of omens and dreams.
- **Magic:** They can cast any spell of any level at any time. They can also invent new spells or variations of existing ones.
- **Immunity:** It takes a weapon of +2 or better just to strike intermediate powers, and they're immune to any effects that would kill them on a failed save. At any rate, intermediate powers fail a saving throw only on a roll of 1.
- **Shapeshifting:** They can change their shape to anything, though it can't be larger than the biggest example of that item.
- **Magic Resistance:** Intermediate powers are 95% resistant to mortal magic and 50% resistant to that of other intermediate powers. However, they have only 25% resistance to the magic of greater powers.
- **Sensing:** They always know what's happening within 100 miles of themselves or any worshiper, though equal or greater powers can block this.

- **Creation:** They can't create from nothing but can duplicate any object if the material is available on that plane. This requires resting for 1 turn per 100 pounds created.
- **Life and Death:** They can raise any being from the dead regardless of elapsed time or condition of the body, but can't directly will a being's death. ("Accidents," however, work fine.)
- **Multitasking:** They can perform up to a hundred tasks simultaneously.

Lesser Titans

The lesser Titans are the offspring of the original twelve Titans, not as powerful as their divine parents but quite impressive beings nonetheless. They often serve as proxies to the greater Titans. They resemble avatars, but unlike those mortal emissaries, the lesser Titans are as immortal as their parents and are equally unable to leave the Great Cage. The destruction of a lesser Titan's physical form is only a temporary setback.

Lesser Titans share many divine attributes, including those of teleportation, initiative, and communication. They have 90% resistance to mortal magic, 45% resistance to magic of lesser powers, and 20% resistance to magic of intermediate or greater powers. They can be hit only by magical weapons of +1 or greater and share the immunities of their parents; they fail saving throws on a 2 or less. Each has a special attack that may be used every other round.

Lesser Titans can *raise dead* affecting a number of levels equal to their Hit Dice, once per day. They're considered spellcasters of 20th level and can use the following spell-like powers at will: *advanced illusion, alter self, animal summoning II, astral spell, bless, charm mammal or person, commune with Nature, cure light wounds, eyebite, fire storm, hold monster or person, hold undead, invisibility, levitate, light, mirror image, pass without trace, produce fire, protection vs. evil, 10' radius, remove fear, remove curse, shield, speak with plants, summon insects, whispering wind.*



always. Every promise, every utterance of love, every moment of treachery—they reside in the vault of Memory, who weighs them equally. Mnemosyne will never forget Zeus's crimes and believes that with Themis, Justice, at her side, vengeance must follow on his transgressions once revealed. Having seen so much betrayal, she's grown incredibly suspicious and asks many probing questions to help her decipher the truth of matters. Knowledge is power; every detail must be preserved. That's why she commissioned the friezes and the book of stone, to record forever the crimes of Zeus.

Standing some 35 feet tall, Mnemosyne has delicate features, wide eyes, and a petite frame. Her hair is the color of honey. She has a beautiful, mellifluous voice for singing or recitation. She loves songs and stories and recalls a vast number of them, though imprisonment has increased her repertoire of tragedies and dirges. Despite her fragile appearance, Mnemosyne is still a god—and a vengeful one. Woe to anyone who misjudges her.

Antymony, Mnemosyne's Proxy

This lesser Titan has power over fear. He appears handsome at first, but as the fear builds he becomes nightmarish. In addition to the powers shared by all lesser Titans, he has the ability to *create fear* for 3d6 rounds. This effect can't be negated. Antymony's special attack is a cacophony of shrieks that can flatten structures.

Antymony, male lesser Titan F16/M20/P20: AC -3; MV 36, fly 24; HD 40; hp 200; THAC0 5; #AT 4; Dmg 2d10+8/2d10+8/2d10+8/2d10+8; SA *create fear*, spell use, shriek, painful memory; SD spell use; MR 90%/45%/20%; SZ G (27' tall); ML fearless (20); Str 20, Dex 20, Con 20, Int 25, Wis 23, Cha 23; AL LN.

Special Abilities: SA—*create fear* (3d6 rounds, save vs. paralysis at a -4 penalty), fear-causing spells (at will) *phantasmal killer*, *shadow monsters*, *demi-shadow monsters*, *shades*, spells from the Enchantment school (at will), shriek for 7d8 damage, painful memory (attacks like *weird*, but recreates any moment in the target's past).

Themis

Intermediate Power of Carceri, LN

PORTFOLIO: Elemental earth, justice
DOMAIN: Carceri, Othrys (imprisoned)
SUPERIOR: Cronus
ALLIES: Mnemosyne
FOES: Cronus, Zeus
PROXY: Chius

Themis is an earth power and the embodiment of Justice. But the land of Tarterus is damp and crumbling, unresponsive to her might, and the injustice of her incarceration enrages her. She longs to feel real, dry soil beneath her feet, to see the har-

vest's bounty again, and to sculpt proper stone as she wishes.

Themis's existence has been a succession of bleak and barren days, her misery relieved only by plotting ways to repay Zeus for his treachery. Soon, she's certain, she will complete the temple and make her escape. She keeps her sword honed and ready for that day when its righteous blows will smite her oppressor. Until then her heart is consumed by passionate hatred.

Standing some 35 feet tall, Themis cuts a strong and attractive figure: muscular, curvy, and well defined. She dresses in classical Greek robes and sandals. Her dark hair falls in waves across her shoulders; her eyes are bright with intelligence but have a grim, serious cast. Themis is not to be trifled with. Long imprisonment has left no room in her heart for levity, but she won't hesitate to use craft, flattery, and manipulation to gain freedom.

Chius, Themis's Proxy

Chius represents the law of aging; she holds influence over infirmity and appears as a withered old crone. She wanders battlefields and Cairns talking to the invisible shades of the dead. In addition to the powers shared by all lesser Titans, she can inflict symptoms of old age on any creature with her breath. This effect can't be negated. She can also cast spells at will that mimic old age. Chius's special attack is a form of *energy drain*.

Chius, female lesser Titan F16/M20/P20: AC -2; MV 24; HD 45; hp 216; THAC0 5; #AT 3; Dmg 2d8+14/2d8+14/2d8+14; SA spell use, breath weapon, *energy drain*; SD spell use; MR 90%/45%/20%; SZ G (35' tall); ML fearless (20); Str 25, Dex 20, Con 25, Int 23, Wis 23, Cha 20; AL N.

Special Abilities: SA—Withering breath produces symptoms of aging (3d6 rounds, save vs. paralysis at -4), aginglike spells (at will) *cause blindness or deafness*, *irritation*, *ray of enfeeblement*, *weakness*, *wither*, and so on, *energy drain* by touch (7d8 damage, drains 1 level).

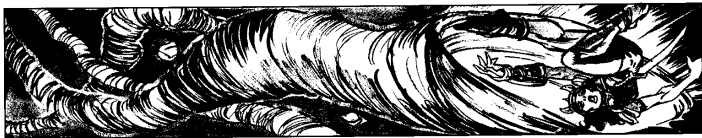
Adventure Hooks

If you're not using the *Machine's* quest to send the party here, they'll need some other reason to come.

The Great Escape

Themis and Mnemosyne require a potent artifact to energize the temple's power and *plane shift* them out of their prison. But none of the Titans are free to leave Tarterus in search of a suitable one. For their plan to succeed, they must find mortal agents.

Rare though they are, some sects still worship the Titans. The party is contacted by a priest of Themis on her behalf. If appealing to simple justice isn't enough to move them, the pot will have to be sweetened. After all, they're being



Encountering the Titans

Any adventure involving the Black Acropolis must eventually bring the characters into contact with these fallen gods. Presenting such an encounter is a challenge indeed, but dealing with the Titans offers a number of ways to advance the storyline. Here are a few suggestions.

Sponsors

In this scenario, the two Titans have called on the adventurers to help their escape plan, most likely to locate and recover a powerful artifact that can provide the temple's magical energies. This is probably the easiest option. Certainly Themis and Mnemosyne are sympathetic figures: treated as chattel, sundered from their children, and imprisoned for ages.

Assisting the Titans has some unique advantages. It gives the PCs a closer relationship with an ancient power than they otherwise could, even providing the chance to become the Titans' proxies off Carceri. Divine sponsors

represent an obvious way to introduce epic stories that span the planes; they can also protect the PCs from the whims of other powers. resent an obvious way to introduce epic stories that span the planes; they can also protect the PCs from the whims of other powers. They might even be a way of dealing effectively with the *Machine of Lum the Mad*. The "Adventure Hooks" section below contains useful advice for hooking the PCs up with the Titans.

Distant Enemies

If the PCs approach the Black Acropolis antagonistically, for example as agents of the Olympians, it's best not to pit them directly against two ancient gods. Remember, the Titans are also trying to pull the wool over Cronus's eyes, and he's even worse than Zeus: He mutilated his father and swallowed his children. They don't want to draw attention to the temple's importance by spending all their time there. Instead, they watch from afar, occasionally sending their proxies to check on the progress of construction.

A party of adventurers can foil the Titans' plot by finding out the purpose of the temple, defeating the cyclopes and proxies at the site, and then reporting back. Once Cronus or Zeus take care of the problem, the PCs will be in their favor. This would certainly earn the enmity of Themis and Mnemosyne, but they can't strike directly if the PCs never return to Carceri. Then one day years later, the Titans' proxies attack! Immortal enemies never forget.

Big Monsters

There will always be some players who see gods not as the higher powers of the multiverse but only as especially powerful monsters to kill. Groups with this style of play may insist on a showdown with the two Titans. Under normal circumstances, this simply isn't an option: Mortals can't defeat gods on their home plane. DMs who really want to have a climactic battle against the two powers will need to give the party some chance of standing up to them.

As an example, the PCs might have to find the secret weaknesses of the Titans, a legendary weapon that could harm them, or the like. This in itself is the stuff of fantastic adventure, quite possibly involving the powers of other planes or their representatives. They might seek the favor of a god like Zeus, in essence becoming his weapon to destroy ancient enemies. In short, this is no ordinary combat. Make the party work for their chance and the Titans oppose them as befits powers. Even if the party prevails, destroying their physical forms can't actually kill gods. In time their consciousness will coalesce and they will regain physicality. When that happens, they will go to any lengths to take their vengeance.





asked to risk their lives finding an item of legendary power, only to give it up. Depending on the nature of the PCs, this could be anything from cold hard cash to information, power, or mighty magic once the Titans are free. The sponsorship of the Titans themselves might make a suitable offer.

In this case, the Black Acropolis itself is less important than the “prequel” adventure of locating and delivering the artifact. The party will attract the attention of agents for both the Olympians and Cronus, if they catch wind of the Titans’ plot. If a climactic showdown with the gods is what your players want, the Black Acropolis is the best place for it.

If the two Titans do break free from the Red Prison, there will be repercussions no matter which side the PCs take. The Olympians will be displeased (especially Zeus), and heroes who helped the Titans escape will earn special attention—perhaps paladins of Athena come calling, spears in hand. Themis and Mnemosyne will certainly attack Zeus, though perhaps not right away. A new war with the Olympians raging across the planes can provide great seeds for further adventures, but the heroes may come to regret helping the Titans.



Something Fishy in Tarterus

It’s equally possible that Zeus or Cronus will have heard of suspicious goings-on at the construction project and send agents to recruit the heroes. Zeus is more likely to bribe the PCs into investigating the site and figuring out what Themis and Mnemosyne are up to, whereas Cronus is prone to using coercion. A party that shows up in Tarterus for some other reason might be compelled to do his bidding before being allowed to leave. The Titan lord is simply too powerful to argue with. Of course, Zeus is hardly above using such tactics if he can’t get his way by other means; for instance, he might dump the PCs in Tarterus “with the rest of the trash” until they do what he wants.

An Old-Fashioned Quest

Agents of the Titans steal a holy relic from the temple of the heroes’ patron deity. The PCs are sent on a *quest* to find the artifact and return it to its rightful place. They’ll probably spend a good deal of time searching their home world before realizing that the artifact isn’t there. This is a great way to introduce the party to a planar campaign; to find a *gate* to Carceri would likely entail traveling to other planes first.

Once the PCs understand what’s happening, they have a number of options, which can in turn hook into other ideas presented here. They could decide not to mess with beings as powerful as the Titans—but then they’ll face the wrath of their own patron. Or they might try to find a substitute artifact to trade for the one they were sent after. They might even decide to travel to Olympus and warn Zeus, though making contact with a major power will be quite the challenge.

Chapter 3: Leonis

The Demiplane of Invention, known as Leonis for its discoverer, is unique even among the bizarre realms of the multiverse. Here an obsessed wizard makes his dreams come true, creating a mechanical-magical preserve for his own delight.

Those who hear the call of magic are a varied lot. Some seek power, others knowledge or fame. The wizard Leonis sought none of these things. He wanted nothing less than the miracle of creation.

History

Visions of the wonders he would create had danced in Leonis's head since he was a boy. When his father wouldn't let him apprentice with a local wizard, he ran away from home and found his own magical mentor in a distant city. He absorbed his master's teachings voraciously, always looking forward to the day when the magic would whisper to him the secret of true creation. Somehow, that day never came.

Once Leonis finished his apprenticeship, he sought his fortune in the world. His magical powers grew, as did his mastery of spellcasting. Nonetheless, he was frustrated. Copying spells from ancient tomes and successfully casting them was simply parroting others' invention—nothing like what Leonis had hoped for in magic. At first he tried to create spells of his own, but the attempts always failed. Eventually he turned his energy toward engineering in hopes of making some of his childhood dreams a reality. But though he could shape the form of the elaborate devices he'd envisaged, the desired function never followed. Seemingly the laws of both magic and physics were arrayed against him, and Leonis despaired.

He buried himself in wizards' libraries, hoping to find some words of wisdom. While plowing through a pile of scrolls in one keep's musty stacks, he discovered a tattered piece of vellum inscribed with words so faded they were barely visible. Intrigued, Leonis smuggled the scroll back to his laboratory and deciphered it. He could hardly believe his good fortune when he realized it contained a *wish* spell.

Leonis's excitement knew no bounds. The wise course was to copy the incantation into his spellbook and wait until he was more skilled before attempting to cast it, but thus far the cautious path had gained him nothing. Here was his chance! Leonis hastily gathered some needed supplies, then read the scroll. His wish was simple: "Take me and my tower to where my creations will work."

The Demiplane Discovered

No one, especially Leonis, is exactly sure how the *wish* interpreted his request. The wizard prefers to believe the realm that now bears his name has always existed and the *wish* simply transported him there; others think the spell actually created it. But none can doubt the demiplane's reality or its strange physical and magical laws. Leonis had found a home at last.

When he first arrived, the demiplane looked like an enormous junkyard, with piles of twisted metal and broken cogs littering the landscape. This evidence suggests that the place is a secret garbage dump of Mechanus, though natives of that plane are quick to point out that the rule of law there is perfect—it can generate no refuse. Leonis, for his part, cared not a bit where it came from; he was overjoyed just to be here, and the scrap provided a seemingly inexhaustible supply of resources.





Since he'd had the foresight to *wish* his tower along with him, Leionis was immediately able to get started. He chose a design from his old sketchbooks: one of the many flying machines he had imagined in his youth. Working feverishly, he completed the mechanism in less than a month and then spent a week enchanting it, hoping that engineering and magic would prove effective at last. For the first time he knew success. As he cast the last spell on the cumbersome machine, its ungainly form launched into the air.

This strange fusion of magic and machine was only the first of Leionis's many creations. Intent on his work, he's barely left the demiplane in the last hundred years. Whether he is genius or madman none can decide, but Leionis ignores the outside world in his delight at making real what others can only dream.

The Dynamic Spark of Leionis

The ground's surface must once have been perfectly level and flat. Over time, though, it's become wrinkled with low rolling hills as rotting heaps of junk became encrusted with filth, rust, and the refuse of later ages.

Everywhere mounds of broken machinery, chunks of metal and glass, and even fragments of what appears to be bone are heaped amid the hillocks, while pools of stagnant and rusty water collect in the low spots. Though foul, the water is potable—barely—but juxtaposed with these pools are caustic mires of bubbling sludge in which float bits of trash. Mighty automata creep and grind about the land; some even paddle through the toxic ponds.

Like other demiplanes, the little-known realm of Leionis floats in the Deep Ethereal sea. It's a contrast of clean geometric perfection and the clutter and refuse of technology. Shaped like a pyramid, the realm has a base 4 miles on a side; the "sky" reaches to a peak 3 ½ miles up. A dull gray light, like that of an overcast day, suffuses the demiplane round the clock. The temperature is constant.

However, the realm's limited size and shape aren't immediately apparent. Its borders "wrap" in an endless band:

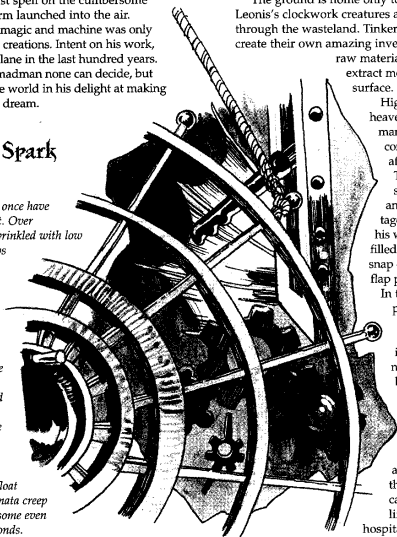
Traveling north will eventually bring one back from the south, and east similarly connects with west. Overhead seems to stretch up forever, since there are no reference points against the dreary "walls" of the pocket plane. Just as on the ground, a flying traveler who doesn't know the way things work would simply loop around the dome, bent away by the barriers of force that separate Leionis from the Ethereal.

The ground is home only to intruders and machines. Leionis's clockwork creatures and failed experiments room through the wasteland. Tinker gnomes came here seeking to create their own amazing inventions, and now they process raw material from the heaps of rubble and extract metal-rich sludge from below the surface.

High above, close to the apex of the heavens, rides Leionis's tower. After many years of work, the wizard constructed sorcerous engines and affixed them to its base and roof. Their windmill-like vanes constantly churn, raising the tower and keeping it aloft. From this vantage point Leionis can look out upon his world and his creations. The air is filled with the creak of wood and snap of canvas as flying contraptions flap past.

In the center of Blackwater Lake, a pond of nameless waste, floats an artificial island 100 yards across built of scraps and rusting metal drums. It resembles nothing so much as a turtle's back, riding the viscous ripples as easily as light balsa. Pump machinery clanks and chugs, drawing up the mysterious fluid for Leionis's experimentation. The machine housing also frames a little-used portal to the Prime, since the demiplane can't provide all the necessities to life. Leionis placed it in this inhospitable spot to keep intruders from gaining entrance to his tower. The

portal mechanism resembles a great vault, with a heavy iron door opening into a short passageway that ends in another closed door. Each door has a locking wheel on its inner surface. A number of clockwork guardians move about the lake and on the island to protect the *gate*. (See "Leionis's Automata" below.)





Getting There

Traditional methods of interplanar travel—spells, devices, and portals—will transport a traveler to Leonis, but the pocket dimension must first be located. A party that searches for Leonis in the shifting Ethereal mists will have no luck unless they can talk to inhabitants who have information.

The pocket domain does contain functioning *gates*, though they're difficult to find. The so-called Garbage Chute (see below) may be a one-way *gate* from the plane of Mechanus into the apex of this realm, though that's hotly disputed. A doorway may suddenly appear in Sigil one day—and vanish as quickly the next. Leonis's artificial portal to the Prime is another way to gain access. Unfortunately, the demiplane's randomness makes its outgoing destination variable. Even hitching a ride with a

tinker gnome expedition isn't out of the question—for those who don't mind living dangerously. Here are a few suggestions for delivering a party to this pocket realm.

- **Is That What I Meant?:** A *wish* similar to the one that transported Leonis here can drop the heroes onto one of its heaps of shifting rubble.
- **The Belly of the Beast:** The PCs are swallowed by a gargantuan automaton in Mechanus, whose maw is the *gate* to the demiplane. They might drop from the "sky" onto Leonis's tower or be scooped up by a patrolling flyer.
- **Bring Them to Me:** The party is charged with finding one of Leonis's fabulous inventions and bringing it back intact. They're sent here or given directions by their sponsor, who has the good sense not to attempt the journey on his or her own.

Demiplanar Effects on Magic

Bizarre the Demiplane of Invention may be, but its approach to magic is straightforward. The general rule is "If it looks like it ought to work, it probably will." Conversely, if its appearance isn't obviously related to an item's function, it's likely not to work. The demiplane's nature is what empowers Leonis's creations. There are just two laws of magic, and spells of all schools must obey at least one to function properly.

Rule 1. Dominant Randomization

The generative principle is wild and unpredictable, and Leonis reflects that. Here, the more random an action, the more contrived a device, the more likely it is to work. This is why Leonis's creations often look ungainly, ornate, and oversized.

In campaigns using the optional Wild Magic rules, wild mages will thrive: They receive a +5 bonus to rolls for effective caster level on Table 1: Level Variation in the *Tome of Magic* accessory. They may also add or subtract up to 5 to or from any roll on Table 2: Wild Surge Results, allowing more control over the shape the magic takes.

Rule 2. Function Follows Form

Above all, the principle of *sympathy* governs magic on the Demiplane of Invention. Spells and enchanted items won't function at all unless their physical shape and features reflect the nature of the effect being invoked. Thus, for example, Leonis's flying machines are outfitted with rotor blades or enormous, flapping wings.

Many magic items just don't work here. For example, unless an item of jewelry or clothing is intended to make its owner look fine (such as a *ring of human influence*), it'll have no effect. Magical weapons and armor should still confer benefits to attack and defense—their form matches their

purpose. But if they have secondary powers, these can't manifest without the proper shape. Spells work if they require material components whose form relates to the function; somatic components are problematic, and spells requiring only verbal ones will likely not produce the desired results. They'll need some improvised material component to work properly, if at all.

Sometimes just adding an appropriate bit of ornamentation can get something working. For instance, a plain gold *ring of flying* won't function here, but it might if adorned with the wings of a griffon. The tinker gnomes of Leonis are happy to try "fixing" things to make them work and perhaps learn more about the demiplane's nature. True to their nature, they'll add all manner of bells and whistles, though few such additions actually help. There's a variable chance of such an alteration being successful, depending on its complexity, but failure may destroy the item or forever change its function. For more information, see the "Tinker Engineering" sidebar.

Spell Keys

Spell keys help magic work on the Demiplane of Invention by effectively acting as material components. They might be devices to model the desired effect, such as a magic-lantern apparatus to cast *shadow monsters*, or a handful of slivered glass for *magic missile*. They can also be dolls or charms related to the spell's function; an example might be a soft clay figure that can be shaped to cast *enlarge*, *polymorph self*, and the like.

Power Keys

Clerical spells aren't affected as wizardly ones are, though as always the farther away a deity's home plane, the less effective the spell. No powers inhabit Leonis; however, power keys brought to the demiplane might function if they meet one of its two rules.



The Machine's Quest

If the PCs have accepted the mission of Baron Lum's *Machine* to bring back technology from the demiplane of Leonis, the artifact itself transports them here with the aid of its monitor construct. The *Machine* heard of this unique domain many years ago and became fascinated with it, sensing that this could hold the key to ultimate self-determination; it has studied the lore to determine the demiplane's location and can send a party there directly.

The *Machine* is particularly interested in Vita (see below) and will impress upon the party the importance of seeking out that being, providing them with appropriate Divination magic if needed.

Tinkerhome

It was inevitable that the tinker gnomes would find Leonis. The first to come here was the planewalker Reauth the Ready. Although his visit was short (Reauth tends to skip over the part of the story where Leonis chases him out), the intrepid gnome wasted no time in telling his kinfolk about the fabulous realm and its intriguing devices. While most scoffed at Reauth's story, the tinkers took it all too seriously, forming parties to go look for the fabled land.

Tinker gnome devices being what they are, those early attempts to travel the planes often ended in disaster. Nonetheless, about twenty years ago the first band made it to the Demiplane of Invention. They were enthralled. In addition to its magical properties and its wealth of metal, the demiplane is a good source of coal, which they call the "Father of Steam," and "earthblood," or oil—in other words, everything a tinker could ever need. Leonis himself ignored them, being completely engrossed in his studies, and the gnomes set up a base camp. As the years went by, other explorers arrived; the camp expanded into a permanent settlement, cleverly called "Tinkerhome."

At the moment, there are about sixty tinker gnomes in residence on Leonis. The demiplane's barren nature requires them to obtain food and supplies from the Prime, and interplanar foraging expeditions can be very dangerous. Most of the gnomes remain in Tinkerhome, but small camps have been established elsewhere on the demiplane to explore and exploit the resources there.

Sadly, the tinker gnomes haven't really found their paradise, though they continue to believe it. They still can't grasp the idea that Leonis's devices require both technology and magic to function. They see flying machines overhead and are certain that it's only a matter of time until they can perfect such devices for themselves. All that's needed is a good look at what makes the machinery tick. But as the frequent explosions in Tinkerhome prove, the gnomes are a long way yet from their goal.

The Church of Leonis the Creator

"When you have shed the self and become one with Leonis, you will ascend to the apex and take your place at his side."

—Flant, High Priest of Leonis

The meaning of their continual failures hasn't been lost on some of the brighter thinkers among the gnomes. They argue constantly over the nature of the missing ingredient, the one thing that can successfully end so many Life Quests.

One such thinker was Flant, who'd spent many years traveling the multiverse and came to understand how the souls of the dead migrate to the planes of their deities. Merely copying Leonis's inventions wasn't enough, so maybe they were missing something very important about him—namely, his godhood. Flant reasoned that since other pocket realms exist by the will of the powers inhabiting them, the same rule must apply here. It made perfect sense. Who but a god could ruse such a place and create such wonders? Surely Leonis was divine and deserving of worshippers. Perhaps if the numbers of the faithful increased, he would grant his followers a portion of that divine power.

So Flant founded the Church of Leonis the Creator, naming himself high priest. So far the Divine Leonis hasn't granted him any miraculous powers, but Flant isn't worried about that. They will come, he's sure, once the church is well established. Its first (and only) place of worship is a tent set up in an exceptionally huge crater—a legacy of one of Leonis's disastrous early experiments. Flant has arrayed the broken husks from dozens of such failures around the tent as a reminder of the hard path to perfection all worshippers of Leonis face. If they act more like their god, Flant asserts, the power of creation will truly be theirs.

Flant's congregation numbers about a dozen gnomes to date. They come to church every five days, as measured on a gargantuan steam clock set to the Krynnish cycle (which is fairly reliable when it's not flying into pieces). Inside the tent they listen to Flant's words of wisdom and offer up hopeful prayers to the Creator. The fact that none of the tinker gnomes really know what their god is like hasn't stopped them. Were Leonis actually to take the time to see what they're doing, he might be amused at the apocryphal life story that Flant has cooked up for him.

Flant, "High Priest" of Leonis, male tinker gnome T7: AC 5, (leather, Dex bonus); MV 6; hp 32; THAC0 17; #AT 1 (short sword) or 3 (darts); Dmg 1d6 or 1d3/1d3/1d3; SA backstab (x3), thieving skills; SD resistant to magic (+4 to save), +4 AC vs. giant-class creatures, thieving skills; SW 20% chance of magic malfunction; SZ 5 (3'8" tall); ML steady (11); Str 8, Dex 17, Con 15, Int 13, Wis 7, Cha 15; AE CG; XP 1,400.

Thief Abilities: PP 20%, OL 75%; F/RT 95%; MS 60%; HS 55%; DN 25%; CW 45%; RL 30%.

Special Equipment: Thieves' picks, metalworking tools.



Features of Note

Vita

Vita is a pathetic figure that wanders the demiplane endlessly, looking for some meaning to its existence. It began as a humanoid automaton but was abandoned by Leonis when it became self-aware. Not content to exist as its creator's puppet, Vita ventured off to find its own answers. Leonis considered it a failed experiment and left Vita to roam, though he occasionally tracks it down to check that his creation is still functioning.

Vita is roughly humanoid in size and shape. Its body is a metal casing bound together with bolts and wire sutures. Jagged metal flanges, resembling lightning bolts, are welded to its head and forearms. Its movement is unnatural and clearly mechanical, its limbs powered by internal gears. Its head is bolted to a short, thick neck and can turn around 360°. Its face resembles a human face in form if not in function.

The pitiful construct is searching for a way to leave and find its place in the wider world. Vita has never considered that it might cease to function outside of the demiplane. It's curious and trusting, approaching any it meets in this confined setting.

For more about Vita, see "Major Inhabitants" at the end of this chapter.

Blackwater Lake

While it's possible there's water in it somewhere, Blackwater Lake's composition remains a mystery. It's certainly sludgy—in places, chunky. The lake sits at the lowest point of the demiplane's lumpy floor, and the tinker gnomes theorize that it's runoff from all the garbage that ends up here. The few brave souls to have touched the lake quickly regretted it. Merely dipping a hand or foot in the nasty stuff is enough to suffer 1d8 points of damage, but further harm can be avoided if the affected extremity is immediately cleaned off. Anyone unfortunate enough to be immersed in the lake takes 2d8 points of damage per round.

The "Garbage Chute"

New collections of scrap materialize frequently here, reinforcing the idea that it's the dumping ground of some other plane. Tinker gnomes of an more inquisitive bent than most have racked their brains trying to figure out how the junk gets to the demiplane.

The leading theory is that a "Garbage Chute" between planes opens up as needed. The gnomes think that if they locate this while it's open, they can follow it back to its origin. They've built a number of scrap-metal towers with this purpose in mind, but so far none of the gnomes have met with success. There is in fact a *gate* from Mechanus at the pyramid's apex, but it opens only briefly and irregularly; its mouth also shifts about, so the chance of being in the right place during its brief activation is vanishingly small.

Hazards of Leonis

Leonis is a small place, but it's a dangerous one. In addition to the "natural" hazards of its landscape, the presence of tinker gnomes always raises the risk factor. As well, Leonis's automata wander about the demiplane. Below are some possible situations that might arise when traveling in this realm; choose one that's appropriate or roll 1d10 and consult the following table.

Table 9: Events and Encounters in Leonis

Die Roll	Encounter
1	Acidic pool
2	Automata
3	Explosion
4	Gnome artisan
5	Gnome camp
6	Rain of debris
7	Sludge heap
8	Toxic gases
9	Vita
10	Worshiper





Explanation of Results

1. **Acidic pool:** Blackwater Lake is the biggest and most dangerous of these, but there are other puddles of toxic waste about the place. The effects are the same as those of Blackwater.

2. **Automata:** One or more (depending on the type) of Leonis's patrolling creations comes upon the party. The exact nature of the encounter is left to the DM. It could be something as innocuous as a small flyer carrying off the wizard's hat or as life-threatening as a monstrous juggernaut bearing down on the party. See "Leonis's Automata" below for game information on the various constructs.

3. **Explosion:** The party's gotten too close to a tinker forge or device. Treat this as a grenadelike missile; a direct hit causes 2d6 points of fire damage (a saving throw is allowed), with 1–3 points of splash damage.

4. **Gnome artisan:** One of Leonis's tinkers meets up with the party and expresses great interest in any magic items or mechanical devices they might be carrying. He or she can provide information about the plane, to the extent known, but will more likely want to know if the PCs have learned something about Leonis's magic. The tinker also offers to "fix up" any nonfunctional magic items. (The "Tinker Engineering" sidebar below has more about the methods and madness of gnomish improvements.) If party members are unwilling to relinquish their possessions, the gnome may try to lift something as they leave (see the thief tinker stats below).

5. **Gnome camp:** The party stumbles across one of the smaller gnome outposts or a group in the process of setting up a new one. This will be a small group of 2d4 tinker gnomes, mainly scouts (thieves) with a fighter or two. They're friendly—some would say too friendly—and can be a good source of information, though they prefer to talk shop in rapid, high-pitched conversations that are nearly impossible to follow.

Tinker gnomes, female & male F2 (1–2): AC 5 (scale, Dex bonus); MV 6; hp 14 each; THAC0 19 (18 with short sword, specialization); #AT 1 (short sword); Dmg 1d6+2; DR resistant to magic (+5 to save), +4 AC vs. giant-class creatures; SW 20% chance of magic malfunction; SZ S (3' 6" tall); ML steady (10); Int average (9); AL NG; XP 65 each.

Tinker gnomes, female & male T1 (2d4): AC 7 (Dex bonus); MV 6; hp 5 each; THAC0 20; #AT 1 (knife); Dmg 1d3; SA backstab (x2); SD thieving skills, resistant to magic (+4 to save), +4 AC vs. giant-class creatures; SW 20% chance of magic malfunction; SZ S (3' 6" tall); ML average (8); Int very (12); AL NG; XP 65 each.

Thief Abilities: PP 25%; OL 55%; F/RT 40%; MS 30%; HS 20%; DN 25%; CW 55%; RL 0%.

6. **Rain of debris:** At unpredictable intervals a temporary gate opens in the demiplane's apex (see "The Garbage

Chute" above) and dumps a fresh heap of junk. The trash fall can occur at any place, at any time, and being directly below it isn't healthy. Treat this as 1d8 thrown boulders, each of which deals 2d10 points of damage if it scores a direct hit.

7. **Sludge heap:** The hazard of a sludge heap isn't immediately apparent; to the inattentive it looks like just another hillock. Stepping into one can be a fatal mistake, though. The goo traps the unwary, with the added peril of poison. Those falling in must make a successful Strength or Intelligence check each turn to stay afloat or be sucked under in 1d4+2 rounds. Every 4 rounds spent in the sludge requires a saving throw vs. poison or the victim loses 1 Constitution point.

8. **Toxic gases:** Belched from the demiplane's gooey substrate or an inadvertent side effect of gnomish industry, a puff of gas envelops the party. Treat this as a grenadelike missile: Those suffering a direct hit must make a saving throw vs. poison at a –2 penalty or fall unconscious for 2d4 turns, while those on the periphery must save vs. poison or be *stunned* for 1–3 turns.

9. **Vita:** The living machine that calls itself Vita travels restlessly about the demiplane in search of meaning and freedom. The party encounters the inquisitive being on its unending journey.

10. **Worshiper:** The party's come across one of the half-dozen worshipers of Leonis the Creator, who is eager to tell them of the deity's wonders and possibly convert them to the faith. This gnome is a noncombatant and won't assault the faithless, but he or she is quite likely to tag along and continue proselytizing.

The Tower of Leonis

The tower of Leonis flies high above the rest of the demiplane, near the very apex of the pyramid. Those familiar with the wizard's home before he left his world would hardly recognize it now, mounted on a platform of obsidian and levitated by strange sorcerous engines.

Now that the structure's airborne, Leonis has modified it to better suit its new role. The lower level has become a weird sort of aviary, allowing Leonis's various flying machines to enter and exit the tower. The top level still houses his personal quarters, workshop, and library, but is now capped with whirling blades that keep the structure aloft. The whole thing precesses slightly, thanks to its thrumming engines, so that it drifts in slow circles through the demiplane's sky.

First Level

1. Archways

Leonis restructured his tower with three great archways at its base so that his flying creations could come and go easily. However, the wizard fears trespassers, so he's taken precautions against intrusion. Although they look open, the



Tinker Engineering

Tinker gnomes are curious, clever, and inventive, but whatever they build tends to go wrong somehow. This unpredictability can add a lot of fun to a campaign or adventure. There are detailed rules for tinker gnome inventions in the now out-of-print *DRAGONLANCE Adventures* book (TSR #2021); the following summary provides some basic guidelines.

Determine Complexity

The more complicated a device, the greater the chance of failure or unexpected results. A number of factors determine the degree of an invention's complexity; these can be estimated by answering the questions below (skip any that don't apply).

- Does it deal damage?** If the amount of damage is low (single points, or rolled on one die), the device is considered *simple*. Devices that deal moderate damage (up to 3d6) are of *moderate* complexity; high damage (3d10 and above), *intricate*. Damage on an enormous scale pushes the device into the realm of the *outrageous*. Shift the complexity up one level if it affects multiple targets (up to a dozen or so), and another for large numbers of targets (hundreds and more).
- Does it produce motion?** Devices may launch other things or move themselves. A *simple* device can move an object up to 20 feet or itself up to 40 feet. *Moderately* complex ones can propel things up to 200 feet, or themselves 800 feet; *intricate* ones, several miles. *Outrageously* complex inventions might send things into space, through time, or across the planes. The larger the object to be transported, or the longer the effect, the more complex the device. Shift the complexity up one level for each size category above S (small) and for each duration category beyond rounds (hours, days, weeks, months, years).
- Does it alter the environment?** Slight changes in things like temperature, light, sound, and so on require *simple* devices; for example, producing a chiming tone. *Moderately* complex ones can effect fairly large changes (such as boiling water). *Intricate* ones are needed for extreme modifications (like a blinding explosion of light). *Outrageous* devices can do things like shifting material onto other planes or disintegrating it. The more material affected, the more complicated the device. For each 1000

cubic feet beyond the first 100, shift the complexity up a level. Things outside a device are harder to manipulate than those inside: Shift the complexity up one level in this case.

- Does it alter an existing object?** This category covers anything that refines a raw material, or that enhances the function of a simpler item or machine. (Gnomish "improvements" to devices can make the bravest warrior tremble.) Slight adjustments, like cutting wood or an improved casing, are *simple*. Industrial processes like smelting ore or adding components require *moderate* complexity. *Intricate* devices are needed for massively retooling a machine or converting large quantities of material. The *outrageous* embraces things that produce finished devices from raw material, such as turning a tree into a boat or a hill into a castle.

The complexity of the invention is equal to its most complex activity. *Outrageous* is the highest rating and *simple* the lowest; ignore modifications that would push the device beyond either limit. After assessing a device's complexity, determine its size. In general the bigger it is, the simpler. For each size category of the device above S, shift its total complexity rating down by a level. There's a reason gnome inventions tend to be enormous steam-powered brutes! Once you've determined how complex the device is, roll 1d20 and consult the following table whenever it's used. (The roll may be modified depending on the situation.)

Table 10: Gnomish Invention Results

Complexity	Success	Unpredictable	Failure
Simple	16+	13-15	12 or less
Moderate	17+	10-17	9 or less
Intricate	19+	3-18	2 or less
Outrageous	20+	3-19	2 or less

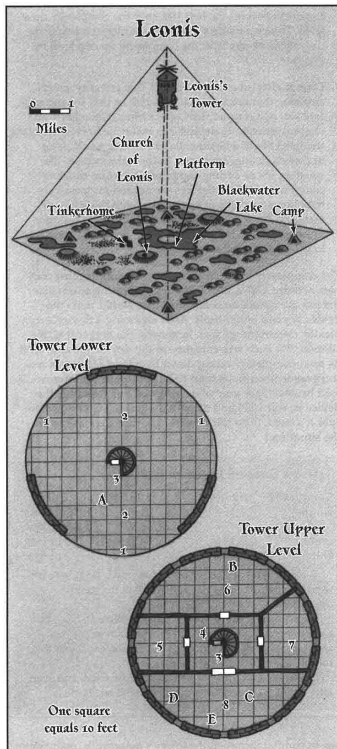
Success: The device works as intended. Each time it's used successfully, add +1 to the die roll for its next operation.

Unpredictable: The device works after a fashion, but something's gone wrong: a part breaks, there's a bad smell, or it may even blow up! In general, the lower the roll the more extreme the result.

Failure: It's a dud. The device has to be fixed, and even after repair a -1 modifier is applied to the result roll.

archways are in fact sealed by permanent *walls of force*. To meet the magical requirements of the plane, Leonis made small models of the arches fitted with glass panes. These now

rest in padded niches on the tower's inner walls, maintaining the enchantment. All of Leonis's airborne inventions are enchanted so they can pass through; the demiplane's rules



required him to affix sharp "beaks" to their prows for this purpose. The continual passage of these strange parodies of birds through the tower's base reinforces its open appearance.

2. Aviary

The entire first level of the tower is a big open room. This "aviary" houses flying machines when they're inactive or in need of repair and is a storage facility for projects too large to fit into Leonis's upstairs workshop. At any given time there are 1d4 flying automata of varying sizes docked here (50% chance of size S, 20% size M, 20% size L, 10% size H). At least half of them are damaged in some way. For more information, see "Leonis's Automata" below.

A. Work in Progress: At the moment, one-quarter of the aviary's floor space is occupied by a massive project. Only the frame is complete, so it's difficult to tell exactly what the final creation is supposed to be. Judging by the number of wheels in the area, most of which have scythe blades attached to them, it's most likely another ground-based war machine.

3. Stairway

A spiral staircase winds up through the center of the aviary's ceiling. It's surrounded by a stone wall, and its door is usually wizard locked.

Second Level

4. Foyer

When his tower was still on the Prime, Leonis used its foyer as a receiving room for guests, often other wizards or academics. At the time it was tastefully decorated, featuring a number of comfortable chairs and a glass case that displayed some of Leonis's magical curiosities. The reception area is now a glorified closet: Spare parts are strewn across the floor, books lie stacked haphazardly, and the furniture is piled into one corner. The glass case is cracked and dusty, with a long-forgotten trinket wasting inside.

Since coming to the demiplane, Leonis has had few visitors. Perhaps once in a decade he might entertain a planewalking wizard or other traveler; on these rare occasions he uses illusionary magic to spruce the place up. The rest of the time the foyer is a way station between his library and workshop. These rooms are located on opposite sides of the foyer, so Leonis often drops things off in the central space until he can return them to where they belong. Since he's such a busy man, however, Leonis often loses track of what he'd intended to do, with the result that most of these items have never left this "temporary" location.

The spiral staircase from the first level is in the center of the room, its stone wall rising like a pillar to the foyer ceiling. There's another door here that can also be wizard locked in an emergency. Three of the walls feature single doors; while the fourth has an elaborate double door into the workshop.



5. Bedroom

A large four-poster bed takes up most of the room; its draperies are threadbare and torn, and it's best not to speculate on when the sheets were last changed. A small dresser against the outer wall holds a limited selection of soiled robes and worn-out sandals, while a tarnished mirror hangs on the opposite wall.

This is the one room in the tower that isn't a mess—likely because Leonis spends so little time here. More often than not he nods off at a workbench in his lab or with his head pillowed by sheaves of notes in the library.

6. Library

With a lot of effort it's possible to imagine a time when the library was a tidy place, with row upon row of well-ordered books and scrolls neatly shelved. That time is long past, if indeed it ever was. Perhaps Leonis knows where to find a given document, but anyone else is doomed to spend hours or even days searching at random through the heaps of paper and parchment that litter every surface. There are thick piles that clearly haven't been touched in years, crumpled balls of paper black with crabbed scribbles, and pages torn from books in no discernable order. Shelves line all the walls, many with their contents pulled out and spread over the room. Two tables stand in the middle, each with one rickety old chair; a shabby but comfortable-looking wingback chair is near the window, books heaped all about it.

There appears to be no rhyme or reason to the books' organization, with one exception. Two shelves in a far corner are full of tomes, neatly arranged but thickly covered with dust. Anyone examining the texts will find that they're totally orthodox, describing many common spells and writings on magical theory. These are spellbooks from Leonis's first years of study. He keeps them around to remind him of the stifling intellectual world that he escaped, but he never uses them for anything. He has, so he tells himself, gone beyond standard spellcasting and the mere regurgitation of someone else's work.

Most of the other books and scrolls are either written by Leonis or come from distant planes. His own notes are practically impossible to decipher. In addition to his unorthodox theories and methods, he writes in a shorthand code understandable only to him. Often important formulas are left unstated, making the instructions useless to others. To make matters worse, his writing is a bizarre mix of his native tongue, gnome, and dwarven. The secrets of Leonis are beyond reach.

B. Reading chair: Being transported to this demiplane had an unforeseen effect on some of Leonis's existing mechanical devices. One of these is the wingback reading chair, which he'd built as an early engineering project. The young Leonis outfitted the chair with rollers for more easily moving about and extended the wide "wings" of its back, adding hinges for ease of storage and extra padding for comfort. He also cast a *continual light* spell on a wrought-metal sculpture of a sun-

flower, which he affixed with a flexible stem to the back of the chair as a reading light.

Under the influence of the demiplane's curious magic, this chair became a semi-aware automaton. It knows the purpose it was built for and activates whenever someone enters the room, pushing itself towards the nearest person with its winklelike appendages and lifting the sunflower-lamp to eye level. (The item's shape fulfilled the demiplane's rules, so its light shines yet.) Leonis worked out a magical command to deactivate it, but others will find themselves pursued in slow motion by the eager furniture until someone takes a seat. It then adjusts the lamp to provide the best reading light for its occupant and begins to cruise slowly about the room. If it gets no instructions it will eventually return to its original place by the window. Leaving the room won't deactivate the chair; it rolls back and forth, chasing them slowly into the foyer. Even if the door is closed it will bang loudly until it gets through or 15 minutes pass, whichever comes first.

Chair, automaton: AC 4; MV 3; HD 4; hp 20; THAC0 20; #AT 0; Dmg 0; SZ M; ML 20; Int semi (2); AL N; XP 15.

7. Pantry

Even eccentric geniuses need to eat. The pantry is the one nod to Leonis's humanity, though as one might expect he takes a practical attitude to the act of refueling. The place is crammed with barrels of preserved meat, dried fruit, and cheap wine. Since no food grows on the demiplane, and its water isn't too nice either, Leonis must return to the Prime from time to time and stock up on supplies. Planar travel just to get food is quite a bother, not to mention an irritating distraction from more important work, so Leonis buys in serious bulk when he does go. (More likely, he'll impose on rare visitors to run a shopping errand for him.)

8. Workshop

This cluttered room is the figurative heart of the tower. Leonis spends most of his time here, tinkering with his inventions and pursuing arcane research. He's obsessed with the idea of intruders stealing his secrets, though, so the room is under the influence of a permanent *vacancy* spell, making it look unused and cluttered with trash. (An enchanted curtain surrounds the inside of the room.) Unless someone bumps into a hidden object or catches Leonis in the act of working on an item, the illusion won't be apparent.

The workshop is a strange mix of the magical and the mundane. A bucket filled with thick goo from Blackwater Lake rests next to vats of everyday solvents and acids. Enchanted candles and mystic powders share workbenches with hammers and saws. Engineering sketches and spell formulas cover the walls equally; mysterious apparatus and half-finished experiments are everywhere.



Leonis's Automata

Those few besides the tinker gnomes who've seen Leonis's creations assume they're golems. After all, they're magical constructs that come in a variety of sizes and materials. But Leonis's automata are fundamentally different. Golems are animated by bound elemental spirits, but these constructs are actually alive. This can be explained only by the nature of the demiplane itself. Those who try to build such devices on any other plane, even Mechanus, always meet with failure. Similarly, automata taken off the demiplane cease to function.

While there are dozens of variants of Leonis's creations, they do share some characteristics, which are summarized here.

- **They obey Leonis.** The wizard creates everything for a reason. If he takes the time to invent a living machine, it's going to be one he can use. The automata are incapable of defying him, with the exception of Vita (see "Major Inhabitants" below). They always attempt to fulfill Leonis's orders to the best of their ability.
- **They have intelligence but not emotion.** Machines don't know fear, hate, love, or any other human passion. Thus they're immune to spells that produce or in any way deal with emotions (such as *cause fear*). Those who fight the automata will quickly find out they don't know mercy either.
- **They require neither food nor fuel.** The automata owe their continued existence to magic alone and don't need to be recharged in any way.
- **They do not breathe.** Automata are immune to gas-based attacks of any kind and can survive in airless environments.

Below is a summary of game information for three dominant types of automata here. However, Leonis has done a lot of experimenting over the last century, and it's possible to find any number of forms, or variations on these adapted to different environments. Designing your own variants can help bring this setting to life.

Leonis's Automata

	Flyer	Juggernaut	Organ Gun
Climate/Terrain:	Leonis	Leonis	Leonis
Frequency:	Common	Rare	Uncommon
Organization:	Work group	Solitary	Tactical
Activity Cycle:	Any	Any	Any
Diet:	Nil	Nil	Nil
Intelligence:	Low	Low	Low
Treasure:	Nil	Nil	Nil
Alignment:	Neutral	Neutral	Neutral
No. Appearing:	1d4	1	1-2
Armor Class:	4	-4	0
Movement:	3, fly 16 (D)	9	6
Hit Dice:	S: 3-10	15	8
THAC0:	3 HD: 18	5	13
	6 HD: 15		
	8 HD: 13		
	10 HD: 11		
No. of Attacks:	2	2d4	0
Damage/Attack:	3 HD: 1d6	2d6+2	0
	6 HD: 1d8		
	8 HD: 1d10		
	10 HD: 1d12		
Special Attacks:	None	Overrun	See below
Special Defenses:	See below	See below	See below
Magic Resistance:	None	20%	None
Size:	3 HD: S	G	L
	6 HD: M		
	8 HD: L		
	10 HD: H		
Morale:	Fearless (20)	Fearless (20)	Fearless (20)
XP Value:	3 HD: 270	8,000	5,000
	6 HD: 975		
	8 HD: 1,400		
	10 HD: 2,000		

From the state of things, it seems that Leonis likes to work on many projects simultaneously. Some currently underway include the following, all of which respond to *detect magic*. Feel free to add some interesting minor items of your own design.

C. Clockwork Dolls: One workbench holds about a dozen 6-inch dolls filled with moving clockwork. A switch engages their gears so that they begin to walk forward; they keep walking until the switch is flipped again. It's unlikely that Leonis would waste his time creating children's toys, so the purpose of these dolls is a mystery.

D. Spell Stamper: One corner of the room is occupied by an ungainly machine that looks something like a Gutenberg

printing press. (Such a device may be unfamiliar to characters in a traditional fantasy setting.) There's a heavy wooden block, a metal slab, and a press or vise with a huge wheel to screw it tight. The imprinting surface doesn't hold cast letters, though; instead, there are metallic pen nibs, clusters of gems, and strangely carved gewgaws scratched with symbols. Further investigation reveals that the machine does not deposit ink on paper, but rather stamps symbols into thin sheets of copper. Wizards can recognize these as magical script, but it conveys no meaningful information. The machine is apparently intended to mass-produce spell formulas *once it's complete*. Perhaps Leonis wants to permanently preserve his work—or does he have some other purpose in mind?



E. Deep Planar Suit: Another section of the workshop seems to be given over to the production of armor. There's what looks like a suit of full plate, including a round enclosed helmet with a clear visor, sized for an 8-foot-tall humanoid. Its metal is about half an inch thick and composed of several different layers. Closer inspection shows that the armor is made to form a tight seal with the helmet, creating an entirely self-contained environment. However, there are no apparent air holes in the helmet, nor any obvious apparatus for sustaining life. There's a set of plans close at hand; from the drawings and notations, it seems that the suit is supposed to protect the wearer from the hostile environments of the Inner Planes. It clearly isn't safe for use yet, though.

Flyers

Leonis has a particular fascination with flying, which is no doubt why he lifted his tower above the landscape. He's built more flyers than any other type of automaton. There are small constructs with string-and-canvas pinions akin to those of birds, and ungainly flying coffins with hinged metal batwings that could never get aloft without the aid of magic. Most have clawed legs similar to those of birds of prey, though Leonis has experimented with hooks and wheels on some.

The flyers were built for a variety of purposes. Some are strictly meant for combat, others carry passengers strapped below their bellies in slings (a not-entirely-comfortable ride), and still others haul cargo.

Juggernauts

The wizard constructed two devastating war machines to protect the demiplane. Mounted on rollers and festooned with wicked, rotating blades, juggernauts are designed to break infantry formations and cause fear in the enemy. In obedience to the demiplane's rules, these automata are in the shape of charging beasts: one is a bull and the other is a rhinoceros. Each has a cargo compartment that can hold up to ten soldiers, but Leonis has no troops to exploit these—yet. One day, perhaps, he'll get around to crafting metal myrmidons to fill their bellies.

A rolling juggernaut can work up a respectable speed, and with its enormous momentum it's nearly unstoppable in close combat. Anyone in its way must move aside or be crushed. Each round, the juggernaut can overrun enemies within its movement range. Those who make a successful Dexterity check can leap out of the way; anyone who fails takes 2d20 points of damage from the impact. Close-combat opponents smaller than size G can't stop the juggernaut's advance; it can move up to its full movement rate every round as well as attack normally. Its whirling blades slash at all within reach. Each round, 2d4 of these blades strike for 2d6+2 points of damage each.

The juggernaut's solid construction and magical nature give it unnatural toughness: Piercing and slashing weapons inflict only half damage. It's also completely immune to attacks by nonmagical missiles, except those of siege engines.

Organ Gun

It's probably for the best that Leonis's creations don't function off the demiplane. The organ gun would have made warfare truly terrible. This automaton looks more like a weapon or a perverse musical instrument than a sentient being, but it does have intelligence. It's basically a wheeled, self-propelled carriage made of metal, with five small cannons on rotating mounts. The cannons sprout from an adamantite box enchanted to store up to 25 *delayed blast fireballs*.

The organ gun can fire in two ways. It can shoot all its barrels at once, producing a *delayed blast fireball* causing 10d6+10 points of damage. Alternatively, each barrel can fire separately to create five smaller, separately targeted fireballs for 2d6+2 points of damage each. With either option, the fireballs can detonate instantaneously or be delayed up to 5 rounds, as per the *delayed blast fireball* spell.

Once the stored spells are used up, the automaton can't fire its guns again until recharged. However, mounted underneath the five barrels are what looks like a pair of human hands made of gleaming bronze. These can cast *burning hands* once per round for 1d3+20 points of damage; this attack can't be combined with cannon fire.





Apart from its spell-like powers, the organ gun has no natural attacks. It's immune to fire-based attacks.

Major Inhabitants

Leonis

18th-level male human wizard

Alignment: Neutral

AC: 0

Move: 12

THAC0: 15

Hit Points: 42

Strength: 12 **Intelligence:** 18

Dexterity: 16 **Wisdom:** 8

Constitution: 10 **Charisma:** 11

Weapon Proficiencies: Dagger, dart, staff, stiletto.

Nonweapon Proficiencies: Ancient Languages (18), Blacksmithing (12), Carpentry (12), Engineering (15), Leatherworking (18), Read/Write (19), Rope Use (16), Spellcraft (16), Stonemasonry (10), Weaponsmithing (15).

Languages: Common, Gnome, Dwarven.

Armor: Bracers of defense, AC 2.

Weapons:

° Staff of striking (20 charges)

° Dagger

Equipment:

° Carpentry tools

° Forge and anvil

° Gems and rare powders (spell components)

° Metalworking tools

° Mirrors

° Reading glasses

° Scrying lens

° Sewing kit

° Supplies of sheet metal, lumber, canvas, rope, etc.

° Toolbox containing bolts, nails, wire, and the like

Magical Items:

° Everfull inkwell

° Oil of slipperiness

° Paper of writing (records spoken or thought words)

° Pens of swift writing (scribe at twice normal speed)

° Pouch of accessibility

° Sovereign glue

° Wings of flying

Age: 138

Height: 5'4"

Weight: 135 lbs.

Hair/Eyes: White/brown

Spells/day: 5/5/5/5/3/3/2/1

Spellbooks:

1st—armor*, burning hands*, cantrip, enlarge*, feather fall, grease, identify, jump, magic missile*, read magic, shield, shocking grasp, sleep, spider climb*, wizard mark.

2nd—bind, invisibility*, continual light, deepockets, detect invisibility, knock, levitate*, magic mouth, Melf's acid arrow, ride the wind!*, web*, wizard lock*.

3rd—Alamir's fundamental breakdown, blink*, clairvoyance, dispel magic*, explosive runes, flame arrow*, fly, gust of wind, haste, hold person*, lightning bolt, protection from normal missiles*, wrathform.

4th—dig*, dimension door, enchanted weapon*, fire trap*, minor creation, stoneskin*, vacancy*, wizard eye.

5th—advanced illusion, fabricate*, passwall*, stone shape*, telekinesis, teleport, wall of stone*, wall of force*.

6th—enchant an item*, etherealness*, glasse*, move earth*, stone to flesh, transmute water to dust.

7th—delayed blast fireball, limited wish*, simulacrum*, statue*, teleport without error.

8th—permanency*, polymorph any object*.

9th—elemental aura, foresight*.

* favored spell

¹ From *Tome of Magic*

² From *PLAYER'S OPTION™: Spells & Magic*

After more than a hundred years on the Demiplane of Invention, Leonis bears only a slight resemblance to the man he once was. Before he was transported to the place where all his creations could work, he struggled day and night to find the key to making his elaborate dreams into tangible reality. That he was a haunted and frustrated man showed in every line on his face. His hair began to prematurely gray and his forehead was etched with lines of worry and concentration. Even so, he was well-kept and reasonably charismatic.

Perhaps already driven beyond sanity, Leonis was even more consumed by his visions once he reached the demiplane. When he beheld his first success after merely a month of work, he tasted the pure joy of creation. In the years since, he's devoted himself utterly to the task of putting into form every idea he'd ever conceived. His hair long ago turned white and now falls wildly about his face; he ties it in a crude knot at the back of his neck, but only enough to keep it out of his eyes and away from the components of his creations. Though unshaven, he crudely hacks at his beard when it gets unmanageably long, for the same utilitarian reasons. If not for the risk of getting caught in the gears of his next grand machine, his beard might well have straggled to his knees. His eyes have a glazed, almost unfocused quality, as if seeing something just beyond what's in front of him. He no longer remembers or cares about social graces.

Having invested decades in creating inventions, Leonis has lost all sense of connection to humans. He's utterly insensitive to the needs of any who might cross his path and will remove



interlopers from his sanctum with no more thought or regret than someone swatting a bug from the pages of a book.

What should be thought his greatest triumph, a creation with the semblance of human life, Leonis views as only a minor achievement and an ongoing disappointment. The fact that this being, which calls itself Vita, appears to have developed a will and desires of its own is evidence to Leonis that he failed. Incapable of compassion and benevolence, he sees Vita's blossoming consciousness as wasted effort; he refuses to acknowledge his relationship to it. In the end, Leonis wasn't interested in creating true life or a truly free being, but a replica that would be like him in all ways.

Vita

Humanoid automaton, neutral

AC: -2

Move: 5

Level/Hit Dice: 8

Hit Points: 64

Morale: Champion (16)

Strength: 18 (80)

Intelligence: 16

Dexterity: 6

Wisdom: 8

Constitution: 20

Charisma: 8

THAC0: 13

No. of Attacks: 2

Damage/Attack: 2d4+4 (fists)

Special Attacks: At will—*shocking grasp*, 2/day—*lightning bolt* (8d6 damage).

Special Defenses: Permanent *protection from normal missiles*.

Magic Resistance: Nil

Size: M (6' tall)

Notes: Vita, being an automaton, shares the immunities of Leonis's other intelligent creations unless otherwise specified. Attempts to dismantle Vita's inner workings may cause a fiery explosion; see below.

Being alive is hard when you spring fully-formed into the world, standing eye to eye with your creator, only to realize he doesn't want you. To inventors with a less fevered vision, Vita's mere existence would have been the success of a lifetime. To Leonis, its creation was a letdown.

Leonis had toiled to bring the semblance of life to his construct but quickly lost interest once he realized that it was nothing like him. Vita, feeling hollow and directionless, and finding no welcome from Leonis, wandered away. It usually believes that Leonis has completely forgotten his wayward creation but does sometimes wonder if its creator actually wishes its end.

Vita's face somewhat resembles a human one, with a hairless dome that becomes a forehead above dark, eyeless sockets. Lower on its face is a lipless slit of a mouth; a hinged lower jaw moves up and down when speaking. The jaw's

eerie, flapping movement never changes pace but matches Vita's methodical style of speech. A ridge of metal that could be taken for a nose lies between the eyes and mouth. A spiked fringe surrounds its neck, the visible component of its *protection* enchantment.

It's clearly a machine, and an imperfect one at that. Gross body movements are somewhat jerky and require continual readjustment; Vita's pace is plodding, and it has little capacity for fine motor skills. It might take dozens of tries to do something as simple as inserting a key into a lock and turning. Such an action is something that Vita could not accomplish in one fluid motion, as a natural being might. On the positive side, Vita is infinitely patient, since it knows no other existence.

The construct's internal workings are apparent only if it's killed and disassembled. The center of Vita's consciousness lies in its chest, surrounded by a complex series of gears, cranks, and cables. Where the heart would reside in a human there is instead a radiant, ruby red gem the size of two fists. The gem pulsates with power and feels soft, smooth, and almost fleshy to the touch, yet it still firmly holds its shape. If removed from the demiplane, however, the gem will explode into thousands of fiery crystal shards, inflicting 6d8 points of damage on all within 10 feet. A successful saving throw vs. spell halves this damage.

Only the special nature of the Demiplane of Invention allowed Vita to live at all; whether it could survive on the outside is a great mystery. What a cruel fate it would be, if Vita ever realizes its desire to escape, for that act to bring its life to an end.

Adventure Hooks

Leonis can come from any Prime world, so stories about him fit easily into whatever setting is desired.

The Great Sage?

The party may have need of rare knowledge or a particular piece of information. Wizards especially may have heard of the archmage Leonis and suggest him as a source of expert advice. (This might be a cruel joke on the part of some who've not been well received.) Investigation into the whereabouts of the great sage, based on anecdotes and tips of varying reliability, could lead the PCs eventually to the demiplane of Leonis.

Anyone expecting to find a wise and kindly old man, however, will be disappointed. Leonis is only interested in pursuing his own work. He will offer no aid to "charity cases," nor will he consider providing a service without getting something in return. It could be something as mundane as restocking the wizard's dwindling food supplies, or the party might end up running all over the planes hunting up legendary tomes or rare components for his creations (which would tie in handily to other locations in this book). Those unwilling to



deal with Leonis, or foolish enough to insult him, will quickly make the acquaintance of his war machines.

Leonis Is the Place

Leonis is legendary among the tinker gnomes. The PCs may hear about the unique demiplane through the gnomes or their associates; those who possess strange artifacts, or the desire to create them, might naturally gravitate there. Leonis is the perfect place, for instance, to investigate the *Machine of Lum the Mad* (see Chapter 1: The Vortex of Madness). The party might also come into the possession of mysterious but nonfunctional magic items, necessitating a trip to Leonis to learn of their nature and perhaps activate them.

Another potential draw is Leonis's army of war machines. Any general worthy of the rank would love to have a juggernaut or two, or a squadron of flying automata. The problem, of course, is that they don't work off the demiplane. If Leonis could figure out a way to imprint its magical conditions on the inner workings of his creations, he'd happily sell them to the highest bidder. The heroes might hear about a "secret weapon" being built for an evil power and attempt to thwart

the purchase. If Leonis succeeds, Vita will be extremely interested in securing the secret so that it can be truly free.

Rumblings from Below

There are persistent rumors in the Lower Planes about a new weapon in the Blood War that could tip the balance in favor of the baatezu. Garbled information mentions a new portal to a previously undiscovered demiplane filled with the raw materials for war machines, as well as the potential to craft deadly constructs. The PCs might be dispatched to investigate the story or even be sent on behalf of the tanar'ri. The possibility of one side gaining an advantage is too dangerous to the multiverse for anyone to ignore.

The party's investigation takes them to Leonis, where they discover a nascent mining and manufacturing outpost. It's staffed mainly by grimlocks, forced to dig and smelt the waste material below the demiplane's ground, and supervised by a few lesser baatezu. They've begun to raid Tinkerhome for supplies and the occasional slave. Leonis, wrapped up in his studies as usual, hasn't noticed the development—nor would he care if he did. The PCs will have to convince him of the threat if they're to secure his help against the forces of Baator.



Chapter 4: The Citadel of Gith Reborn

In the shining expanse of the Astral Plane drifts a chunk of translated stone, an island on which githyanki have built a fortress much like any other in the Silver Void. But this small citadel is a threat to the millennium-long rule of the githyanki lich-queen—and maybe to all the multiverse.

History

The legend of the warrior Gith is well known among her people. For countless generations in the distant past, illithids had enslaved humans—until Gith led a slave rebellion that toppled the mighty empire of the mind flayers. A civil war ensued, which divided the former slaves into the githyanki, who remained loyal to Gith and settled on the Astral Plane, and the githzerai, who lost the war and fled to Limbo.

What no one knows is the true fate of Gith. After the war, she descended to Baator to seek an alliance with the goddess Tiamat. The details of the negotiation are unknown, but a short time thereafter a red great wyrm named Ephelomon arrived on the Astral to announce an eternal pact between the githyanki and the red dragons. He also informed the surprised githyanki that Gith would not be returning to the Astral Plane and had named her advisor, the wizard Vlaakith, to succeed her. The descendants of Vlaakith have ruled the githyanki ever since.

For the past thousand years the githyanki have been ruled by Vlaakith CLVII the lich-queen, the last blood relative of the original Vlaakith. She rules pitilessly, devouring the life essence of any subject who becomes too powerful. With her lichdom and her potent magic, Vlaakith seems fated to reign in perpetuity.

The Story of Zellor

Zellor was a knight of the lich-queen, sworn to uphold her regime and keep the other githyanki in line. She served Vlaakith faithfully for many years and was well rewarded with power and influence. As she grew in might, Zellor was sent to the Prime more and more often. But whenever she was away from the Astral, she was plagued by increasingly frequent dreams about the early days of the githyanki. These dreams were so clear and vivid they almost felt like memories, and Zellor was at a loss to explain them. Every time she returned to the Astral Plane, the dreams ceased.

The last time Zellor went to the Prime, she led a war party of githyanki on a search for a lost *silver sword*. The hunt was long, and once again Zellor was haunted by the dreams. The trail finally led to an illithid lair. During the vicious combat that followed, Zellor manifested potent abilities that came unbidden to her and devastated the mind flayers. As she struck the head off the illithid leader, everything suddenly became clear. The memories and the powers must be those of Gith—reborn in Zellor!

Seeds of Rebellion

Zellor knew better than to confess such a revelation to the lich-queen; she'd seen Vlaakith destroy too many powerful





githyanki. Instead she returned to her citadel and solidified her soldiers' personal loyalty. Word of Zellor's feats in the illithid lair spread quickly, and there were many in the fortress who shared her belief that her strange powers marked her for a great destiny. Finally she challenged the leader of her citadel to a duel—something unheard of in githyanki society. Breaking the ultimate prohibition against fighting other githyanki would never be tolerated normally, but Zellor had cultivated a fanatical following. The fight was brief, and none opposed the

victorious Zellor when she took control of the fortress, newly renamed the Citadel of Gith Reborn.

Since that time the citadel has drifted through the Astral Plane while Zellor searches for allies to overthrow the lich-queen. The task is doubly difficult since the proud and insular githyanki must overcome their unwillingness to deal with "lesser" races. War parties of githyanki loyal to Vlaakith have found and attacked the citadel twice, but both assaults were beaten off. Through these and other engagements, though,

Planar Effects on Magic

Magic is much easier to use on the Astral. The Silver Void is pure mental energy, so spells cast here are more potent than elsewhere. Spell ranges are increased by 50 percent; mind-influencing spells last 50 percent longer, and saving throws against them suffer a -1 penalty. Spells' casting time is reduced by 1 (to a minimum of 1), and none take more than 1 round to cast. On the other hand, since "matter" here is just a mental analog, spells affecting time, space, distance, and movement function weirdly, if at all.

Everything radiates magic on this plane, so *detect magic* is useless. Spells that affect time don't function here. Spells dealing with physical matter, such as *disintegrate*, don't work; those that have a physical effect, such as *lightning bolt*, are translated into mental energy. Magic affecting movement or terrain, such as *dig* or *levitate*, has nothing to act on. *Wall* spells are limited to surrounding their target. The Astral has no link to the Ethereal or no extradimensional space.

Special Rules for Magical Schools

- **Alteration:** Spells that deal with physical matter, time, and space are modified as above. Spells that affect creatures' bodies work normally, but their effects may be altered. For example, *slow* reduces the number of actions taken by the target, but its Intelligence still governs movement.
- **Conjuration/Summoning:** Spells from this school function as if the caster were 1 level lower, with a 25% chance of failure. Since there's no connection with the Ethereal and Inner Planes, creatures native to them can't be summoned.
- **Elemental:** Because the Astral is cut off from the Inner Planes, elemental magic can't exist. Spells duplicating an element's effect, such as *fireball*, will work here if they have a tangible manifestation.
- **Illusion/Phantasm:** Stray thoughts drift about on the Astral. Illusory spells have a 30% chance of being perverted into a random shape.
- **Wild:** Spells from this school function as if the caster were 1 level higher; saving throws against them suffer a -1 penalty.

Spell Keys

Spell keys help magic function properly by imposing some order on the Astral's infinite variability. These take the form of mental exercises: A caster must clear his or her mind and focus in a certain way for a spell to work.

Power Keys

There aren't any gods on the Astral (at least, none living) to grant power keys. Those provided by powers on the Outer Planes and brought here will function normally, though.

Spellshadows

Spells cast on the Astral or bordering planes create magical echoes, called *spellshadows*. A spellshadow retains information about its nature, who cast it, the caster's level, and some idea of the situation in which it was cast. It's even possible to learn a spell from its shadow. They manifest as dark shapes with no substance, though there may be strange sights, sounds, or smells associated with them.

Magic Addiction and Psychosis

Because spellcasting on the Astral is so easy, it's very pleasurable and can even become addictive. For each day that passes outside there's a 1% chance of succumbing to addiction. Characters whose Wisdom exceeds 13 check only every other day; those with Wisdom over 16 check but once per week. Anyone whose Wisdom is over 18 never needs to check.

A magic addict craves the pleasure of casting and under stress will do so as often as possible, to the point of wasting spells. Even in periods of calm a Wisdom check is required each hour to avoid casting. A wizard who's out of spells becomes despondent until they're replenished (-1 to all actions).

Repeated exposure to the Astral's energies is very dangerous to wizards; there's a 1% chance per visit of developing violent psychosis, accompanied by paranoid delusions. Only *restoration* can cure magical addiction or insanity. (For example of types of insanity, refer to *PLAYER'S OPTION: Spells & Magic*.)



Zellor has now lost half of her troops. With the citadel below strength and in constant danger of more attacks, she's seriously considering leaving the Astral Plane. It's only a matter of time before the lich-queen's forces find them again.

The Infinity of the Astral

The Astral's unnatural stillness is broken by occasional splashes of color pools, windows to the multiverse, and writhing contrails of vapor, the astral conduits that connect realities. Occasionally a psychic disturbance roars through the Silver Void like a storm. Islands float in the void. Whether they're rare clumps of matter translated to this realm somehow or concepts given substance is unknown. Sometimes an island is all that's left of a traumatic moment or a fallen god.

The Astral Plane connects all of the Outer Planes with the numberless worlds of the Prime. The Astral isn't really a "plane," though, so much as an absence of space, of time—a realm of the mind. It's the "between" of the planes. Nothing physical truly exists here. Yet the Astral is perceived by travelers as a gleaming expanse punctuated by scattered lights, a Silver Void. The mind conceives of space, believes in substance, and understands time, creating its own reality.

The mind may perceive the passage of time, but nothing actually ages here. However, time instantly catches up with anything that leaves. Magic behaves unpredictably. There's no air to breathe nor food to eat, but there's no need for either, though sleep is still necessary. However, floating islands mimic the physical world somewhat.

The watchword for travelers on the Astral is: Anything can happen. The unique mental powers of its denizens and the influence of godstuff on its surroundings can rewrite the rules in bizarre ways without warning.

Movement

In this barren, otherdimensional expanse there's no gravity, no up or down, no direction; the mind moves the body where it

will. A character can travel up to (Intelligence \times 30) feet per round but must concentrate on objects to move them. There's no sound here, so stealthy activity is easy: Thieves have a 100% chance to Move Silently. On the other hand, there's nowhere to conceal oneself, so the Hide in Shadows chance is always 0%.

Combat

Combat on the Astral is also mental: Intelligence substitutes for Strength, and Wisdom replaces Dexterity. A character's initiative bonus is equal to his or her magical defense adjustment, determined by Wisdom. The speed factor of normal weapons is 3—for magical weapons. 1. Movement is fully three-dimensional, so attacking "downward" gives a +1 bonus to hit. Missile ranges are doubled but have a -2 penalty to hit unless the shooter is native to the Astral.

Getting There

There are two ways to reach the Astral: mental projection and physical translation. Either can be done with spells, magical devices, or portals.

Astrally projected travelers, such as those using an *astral spell*, create a mental construct of their being but remain connected to their mortal bodies by silver cords. If an astral form is destroyed, the cord draws the mind back to the traveler's physical body. Only cutting this cord will truly kill the projected individual, loosing the soul into the void and leaving the body to die. An astral form is bare; only magical gear is duplicated.

Someone whose body is physically translated to the Astral, perhaps by an artifact or a *plane shift* spell, brings mental copies of all of his or her possessions. These are perceived as keeping their normal qualities but are only mental constructs. The destruction of this translated body results in the character's death.

Here are some ideas to get your heroes involved in the adventure:

- **Along for the Ride:** Characters are brought to the Astral Plane by a fleeing or friendly astral creature. Alternatively, a powerful villain banishes them between the planes.
- **Marooned:** An accident, or possibly an attack, strands the party between the planes. This could even be githyanki raiders who sever the party's astral conduit and drop them into the Silver Void.
- **An Ill Wind:** The party is already traveling on the Astral when an *ether cyclone* blows them to the vicinity of the citadel.

Table 11: Astral Events and Encounters

Dice Roll	Encounter
1	Astral searcher
2	Astral ship
3	Bebelith
4	Brain collector
5	Color pool
6	Dhour
7	Emotional tempest
8	Foo creature
9	Kodragon
10	Psychic wind
11	Spectral hound
12	Stray thought

The Machine's Quest

If the party accepts the *Machine's* mission to recover information about god essence (and if possible, samples) from Zethik's library, then its monitor device can transport them



to a region very close to the island. However, gaining access to the place is their problem—githyanki fortresses have magical defenses to prevent intrusion by Astral travelers.

Astral Hazards

Finding one small island in the limitless depths of the Astral is a time-consuming proposition. A party will have to track down the psychic emanations of githyanki or learn of the rebel stronghold from other inhabitants of the plane. Unless they've been transported directly to the Citadel of Gith Reborn, the party is at risk from the many weird and often dangerous phenomena of the Silver Void.

Dungeon Masters may use the following to create suitable hazards to travelers. Roll 1d12 and consult the table below; a brief explanation of each result follows.

Explanation of Results

A summary of game information for monsters appears in Table 12: Creatures of the Astral below.

1. Astral searcher: Violent death or astral combat may create these ghostlike beings, searching for a body to inhabit. They attack the victim's mind (the target is considered AC 5), and if they reduce his or her hit points to 0 or less, destroy that personality. This psychic damage "heals" at 1d6 points per round, though, and astral travelers connected by silver cords are immune to their attacks.

2. Astral ship: Githyanki use these to carry attack forces and cargo. They vary in size but are usually the size of a keelboat. Most have harpoons for spearing astral whales, but the larger ones may be armed with ballistae. They move at 75 and carry around 100 githyanki.

3. Bebelith: These arachnid creatures primarily feed on tanar'ri but are actually Astral deizens. They'll attack anything they see. The spinneret of a bebelith can fetch up to 2,000 gp from mages and alchemists who believe it's useful in crafting spells and devices of binding.

4. Brain collector: Called *neh-thalggu* in their own tongue, these extraplanar beings are weird, lumpy things with six legs and four eyes. They devour the brains of their victims and add them to their own heads. The more brains they eat, the more powerful their spellcasting ability. Once a *neh-thalggu* has collected twelve brains it departs to its home plane. They use the Astral mainly to rest and aren't prone to hunt there.

5. Color pool: These windows to random planes look like splashes of color but are visible from only one side. Most are one-way only. It's possible to see a pool's destination by concentrating on it.

6. Dhour: Amorphous soul-eaters, dhours roam the Astral but can follow prey once they've spotted it. They have psionic abilities but don't use them unless forced to. Githyanki look favorably on anyone who's eliminated some of these predators.

7. Emotional tempest: Powerful surges of emotion are a type of Astral storm that can drain those caught in them or fill them with unwanted feelings. Characters who fail a saving throw vs. paralysis suffer one of the following effects (DM's choice):

Drain—subject feels no emotions for 1–2 days.

Drain one emotion—subject can't feel one emotion for 1d4 days.

Infuse—subject is overcome by one emotion and might overreact (Wisdom check required).

Overload—subject loses consciousness for 1d4 days; for each of the next 1d10 days must save vs. paralysis or suffer an *Infuse* result.

8. Foo creatures: Foo creatures are usually found on the rare floating islands and are either dogs (2d4) or lions (1d4).

Table 12: Creatures of the Astral

CREATURE	HD	AL	ML	MV	AC	hp	THAC0	#AT	DMG	ABILITIES	XP
Astral Searcher	2	N	19	12	10	19	19	1	2d10	MR 50%, +1 or better to hit	175
Bebelith	9	CE	16	9(web 18)	-5	63	9	3	2d4/2d4/2d6	MR 50%, poison, web	13,000
<i>Special Abilities:</i> SA—Poison (save at a -2 penalty or die 1d4 rds), web (4 /day) 20' cube (permanent, only 25% chance of being ignited by fire).											
Brain Collector	10	CN	14	18	2	70	11	1	1d10	Spell use, 1 per brain (level 1-3)	2,000
Dhour	7+7	NE	16	9	5	56	13	1	4d4	Engulf, acid, psionic abilities	7,000
<i>Special Abilities:</i> SD—Engulf on 19 or 20 to cause 2d6 acid damage/rd.; SD—immune to B weapons, half damage from S weapons; use <i>psychportation</i> to pursue between planes.											
Foo Creatures											
<i>Special Abilities:</i> SA—Improved THAC0 vs. evil, do +1 damage per die to LE creatures, 20% chance to <i>gate</i> in other foo creatures; SD—become astral, ethereal, or invisible at will, evil creatures are -1 to hit and do -1 damage per die against them.											
Foo Dog	7+7	CG	13	27	0	47	13 (11)	3	1d4/1d4/1d12	MR 45%, <i>gate</i> 1d6 foo dogs	6,000
Foo Lion	11+1	CG	15	21	-1	78	9 (5)	3	2d4/2d4/2d8	MR 55%, <i>gate</i> 1-2 foo lions	10,000
Kodragon	5	N	13	fly 24(A)	5	24	15	3	1d2/1d2/1d6	Breath weapon, spell-like powers	975
<i>Special Abilities:</i> SA—Breath weapon (10' diameter, shrinks target to 5% original size or cancels previous breath attack); SD—spell-like powers (at will) <i>plane shift</i> , <i>teleport</i> .											



They're implacable enemies of evil and sometimes ally with good beings.

9. Kodragon: Tiny, artistic, and endlessly curious, kodragons flit about the citadels inhabited by the reclusive astral dragons, who often use them to collect information or run errands. They prize knowledge above all else and usually carry tablet and stylus. A kodragon looks like a foot-long furry dragon, with skinny humanoid arms.

10. Psychic wind: Huge storms covering hundreds of "square miles," psychic winds are grave hazards. They blow physical travelers off course, with a 20% chance of dropping them through a color pool. Projecting astral travelers are at greater risk: There's a 20% chance the silver cord will be damaged (traveler immediately returns to real body), and if so a 10% chance of its being severed (traveler is slain). Travelers' minds are affected as well, with disorientation and unconsciousness the most common result—but there's a 1% chance of permanent insanity.

11. Spectral hounds: The githyanki keep these beasts to hunt enemies and protect their fortresses. A hunting pack contains 1d6 hounds. They're fast, smart, and mean. For more information, see "The Citadel" below.

12. Stray thought: Bits of mental energy, random memories, and the like swirl through the Astral. An idea may pop into a character's head, usually something minor like "I'm bored." The creepy thing is, it's not that character's thought.

The Rebel Fortress

The citadel is built on a funnel-shaped floating island. The funnel's wide end was quarried flat and the surplus stone used to build the citadel's many towers and fortifications. Most of its buildings are at this end. A single tower juts from the narrow end of the island, which both defends the bottom and provides a place for ships to moor. The most unusual feature of the citadel is the fringe of wicked iron spikes protecting the funnel's sides.

When the party arrives there aren't too many githyanki about. Recognizing her vulnerability to attack, Zellor has taken the offensive, leading two astral ships against forces loyal to Vlaakith. However, the remaining defenses aren't exactly slouches, and if the PCs are still here when the raiders return, things won't go well for them.

Spike Forest

The fringes of spikes, each roughly 10 feet long and lethally sharp, are anchored in the rock of the island. Their original function was to prevent hostile ships from getting close, but a later enhancement made them even more deadly. Several powerful wizards working together permanently enchanted them with a modified *lightning bolt* spell. Anyone who gets within 10 feet of the spikes will be hit by 1d4 lightning bolts per round that each do 6d6 points of damage. Even without magic the spikes themselves are formidable: A character pushed onto them will be

struck 1d3 times, with each attack inflicting 3d6 points of damage.

The Citadel

The citadel proper consists of the fortress and buildings on the top of the floating island. A sturdy wall, some 15 feet thick and curved inward slightly, rings the complex. The curving top of the wall is crenellated to provide cover for defending githwarriors. Four bladed towers reinforce the wall and provide strongpoints of defense.

Within the courtyard are a variety of structures. The very center of the citadel is the keep, an impressive round tower soaring 75 feet to a heavily fortified roof.

The Garrison

The disposition of troops about the citadel is described in detail below. This section lists the various types of forces referred to in those descriptions.

Gish, female or male githyanki F3/M3: AC 4 (banded mail); MV 12, Astral 96; hp 14; THACO 18 (17 with longsword, specialization); #AT 3/2 (longsword); Dmg 1d8+2; SA spell use; SZ M (6' tall); ML 13; Int genius (17); AL NE; XP 650.

Special Abilities: Plane shift at will.

Spells Memorized (2/1): 1st—*burning hands, color spray*; 2nd—*strength* (gish start with a Strength of 15).

Gith's Guard, female & male githyanki F3: AC 4 (banded mail); MV 12, Astral 96; hp 18 each; THACO 18 (17 with

Githyanki Triple Ballista

Zellor's people have designed a new war machine to protect the Citadel of Gith Reborn. Inspired by the githyanki triple crossbow, the "triple ballista" is basically three light ballistae stacked together. It's an ideal defensive weapon for the Astral Plane, with enough range to shoot as far as the eye can see and firing bolts with a flat trajectory that makes targeting easy. The githyanki have mounted several triple ballistae on swivel mechanisms that let them aim in any direction. Furthermore, the mechanism's enchanted so that each individual ballista automatically re-cocks after firing. This drastically cuts down reload time.

A triple ballista normally requires a crew of two, one to load and one to aim and fire. It shoots only once every 3 rounds, but fires three bolts at a time. A single githyanki can still operate the weapon, but in this case it takes 5 rounds to reload. All three shots must be targeted within 5 feet of one another, so they hit multiple opponents only if bunched together.

Weapon	THACO	Range	ROF	Damage
Triple Ballista	12	-/11/22/33	1/3	6d6/9d6

halberd, specialization); #AT 3/2 (halberd) or up to 3 (triple crossbow); Dmg 1d10+2 or 1d4/1d4/1d4; SZ M (6' tall); ML champion (16); Int exceptional (16); AL LE; XP 270 each.

Special Abilities: Plane shift at will.

Novice githwarriors, female & male githyanki F1: AC 5 (chainmail); MV 12, Astral 96; hp 6 each; THACO 20 (19 with bardiche, specialization); #AT 3/2 (bardiche); Dmg 2d4+2; SZ M (5'10" tall); ML elite (13); Int exceptional (15); AL LE; XP 120 each.

Special Abilities: Plane shift at will.

Sarth, female or male githyanki F4: AC 3 (banded mail, Wis bonus); MV 12, Astral 96; hp 25, 28; THACO 16 (15 with two-handed sword, specialization); #AT 3/2 (two-handed sword); Dmg 1d10+3; SZ M (6' tall); ML champion (15); Int exceptional (16); AL LE; XP 420 each.

Special Abilities: Plane shift at will.

Tower guards, female & male githyanki F2: AC 4 (chainmail, shield); MV 12, Astral 96; hp 13 each; THACO 19 (18 with longsword, specialization); #AT 3/2 (longsword) or up to 3 (triple crossbow); Dmg 1d8+2 or 1d4/1d4/1d4; SZ M (6' tall); ML elite (14); Int exceptional (15); AL LE; XP 175 each.

Special Abilities: Plane shift at will.

Warlock, female or male githyanki M4: AC 10; MV 12, Astral 96; hp 11; THACO 20; #AT 1 (staff); Dmg 1d6+2; SA spell use; SD spell use; SZ M (6' tall); ML elite (14); Int genius (18); AL NE; XP 420.

Special Abilities: Plane shift at will.

Spells Memorized (3/2): 1st—armor, burning hands, magic missile; 2nd—hypnotic pattern, Melf's acid arrow.

B. Barracks

This two-story building houses the youngest of the citadel's githwarriors. At the moment, there are only ten novice githwarriors here, plus two sarth (see statistics in "The Garrison" above). The sarth continue to drill the soldiers in the adjoining parade ground, even though most of them are veterans who fought off the last assault by the lich-queen. Others of the citadel's garrison routinely come here to sharpen their skills as well, making this area a de facto military academy.

C. Crematorium

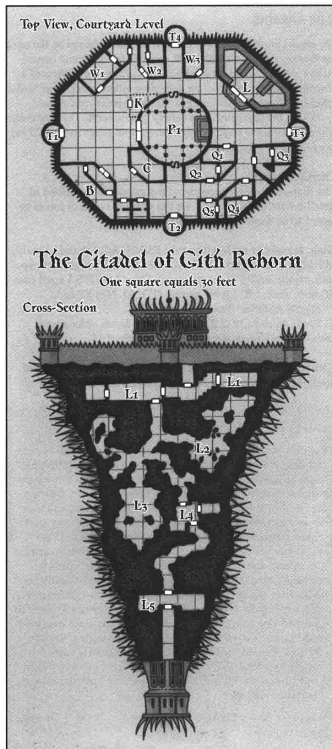
The githyanki burn their dead; every community, no matter how small, has a crematorium. This building is dedicated to sending the departed on to whatever fate awaits (the rebels don't commend the souls of their dead to Vlaakith as do their kin). It consists of an outer room, for short ceremonies to honor the dead, and the crematorium proper, which houses a large furnace. The building is empty most of the time. Githyanki usually burn only a few bodies a day, lest the smoke interfere with the citadel's lookouts; time doesn't really pass on the Astral Plane, so decomposition isn't a problem.

K. Kennel

This small building houses a pack of eight spectral hounds to assist in the defense of the citadel. The githyanki claim to have bred the creatures originally, which seems in keeping with their ability to track prey even across the Silver Void. This pack has been specially trained to detect and neutralize other spectral hounds. So far, they've kept the citadel hidden from most of the lich-queen's forces.

Spectral Hounds (8): AC -2; MV 15; HD 5; hp 25 each; THACO 15; #AT 1 (bite); Dmg 2d6; SA bite; SD detect invisible 50%, +2 to surprise rolls, hit only by magical or silver weapons; SZ M (5' long); ML fearless (19); Int semi (4); AL CE; XP 975 each.

Special Abilities: Tracking as ranger (25); SA—bite causes victim to save vs. spell or be transferred to the Astral plane within 24 hrs. (no effect on Astral).





The Machine's Quest

A party retrieving information about godseance for the Machine of Lum the Mad may have to find a way into the library's inner sanctum. If Zethik does indeed have a sample of a dead god and has made significant discoveries about it, he'll protect both the material and his notes with the highest security. Here's a chance for an Astral "dungeon crawl"; the DM will have to come up with at least a rough map as well as some fiendish traps and guardians.

L. Library

The magical center of the citadel is here. The inside of the library building is one enormous room. Shelves line the walls and even the ceiling, all filled with books and scrolls from across the planes. Beneath the building lie the real treasures, though: a sublevel housing the laboratories and vaults of the chief librarian, a powerful warlock named Zethik who trains the citadel's spellcasters.

See "Major Inhabitants" at the end of this chapter for details on Zethik.

Q. Leaders' Quarters

These three buildings are the living quarters for the citadel's ranking officers.

Q1. Kith'rak of the Wall: Githyanki captains are known as *kith'rak*. Za'a'lik is Kith'rak of the Wall, in charge of the citadel's outermost defenses. While he does sleep in his quarters, he's more likely to be found walking the walls or inspecting the defenses.

Za'a'lik, Kith'rak of the Wall, male githyanki F8: AC 0 (platemail, shield, Wis bonus); MV 12, Astral 96; hp 50; THAC0 13 (10 with *longsword* +2, specialization); #AT 2 (*longsword*+2); Dmg 1d8+4/1d8+4; SZ M (6'2" tall); ML champion (16); Str 12, Dex 17, Con 12, Int 15, Wis 16, Cha 11; AL LE; XP 2,000.

Special Abilities: Plane shift at will.

Q2. Kith'rak of the Keep: Quithaar commands the defenses of the keep. Since Zello herself lives here, though, he often must defer to her authority.

Quithaar, Kith'rak of the Keep, male githyanki F8: AC 2 (platemail, shield); MV 12, Astral 96; hp 62; THAC0 13 (11 with *two-handed sword* +1, specialization); #AT 2 (*two-handed sword*+1); Dmg 1d10+3/1d10+3; SZ M (6'4" tall); ML champion (16); Str 15, Dex 14, Con 16, Int 12, Wis 10, Cha 11; AL LE; XP 2,000.

Special Abilities: Plane shift at will.

Q3. Gish Commander: In githyanki society, fighter/wizards are known as *gish*, which means "skilled." Gish are rare at the best of times; they've suffered heavy losses in battles with the lich-queen's army, and only a few remain. Vl'ithik is the senior gish of the citadel and so has quarters here.

Vl'ithik, senior gish, female githyanki F6/M6: AC 4 (banded mail); MV 12, Astral 96; hp 28; THAC0 14 (13 with *longsword*, specialization); #AT 3/2 (*longsword*); Dmg 1d8+4; SA spell use; SZ M; ML 13; Str 15, Dex 15, Con 12, Int 18, Wis 13, Cha 11; AL NE; XP 2,000.

Special Abilities: Plane shift at will.

Spells Memorized (4/2/2): 1st—*burning hands*, *color spray*, *hold portal*, *shocking grasp*; 2nd—*ESP*, *strength*; 3rd—*hold person*, *lightning bolt*.

Q4. Empty: These quarters belonged to a gish who was killed some time ago.

Q5. Warlock: Technically, these are the quarters of Zethik, the chief librarian. However, he spends most of time at the library or in his laboratory and has a cot set up there.

W. Workshops

Githyanki crafters are known as *mlar*. Their powers are very similar to those of wizards but specifically geared toward building and artistry rather than combat. Fifteen *mlar* live at the citadel, divided among its three workshops. All turn their hands to works of art from time to time, and they've created many of the sculptures and frescoes found throughout the citadel.

W1. Fortifications: This building is set up for engineering and constructing fortifications. Most of the inside is an open plan with lots of floor space devoted to large projects; a rear laboratory with a reinforced door is set aside for working with dangerous materials.

W2. Armory: Artisans here specialize in arms and armor. Half-finished items cover the work surfaces, with completed armaments in a locked storeroom at the back of the building.

W3. Studio: Household goods are made here. This workshop also serves as a studio, with partially finished sculptures and paintings along its walls.

Towers

The citadel's four towers share an identical layout. Each has four levels, including the battlements. Since there's no gravity on the Astral, the towers don't require proper stairways. Instead, each level simply has a circular hole cut into the floor, allowing the githyanki to move between them as needed.

T1. Barracks: The lowest level of the tower is given over to housing for the githwarriors assigned to its defense. There's enough room for ten githyanki, but due to losses most of the



towers have only five defenders at present. A stout door, which can be barred if needed, leads out into the courtyard.

T2. Warlock/Sarth Quarters: Each tower is assigned one warlock (1), a githyanki wizard specializing in spells of destruction, and one sarth (2) to command the githwarriors. Both have their quarters on this level.

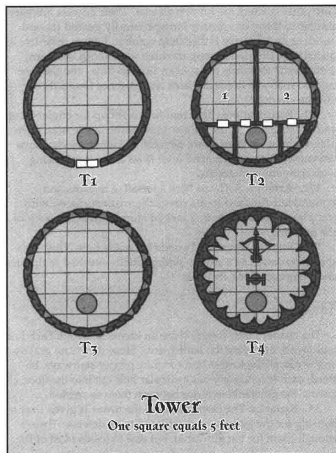
See statistics in the "The Garrison", above, for the githyanki in this area.

T3. Common Area: This level is where the soldiers of the tower spend most of their "on duty" time. Four tower guards are here at any given moment. There are a number of tables and chairs, as well as stores of extra weapons (especially crossbow bolts).

See statistics in the "The Garrison", above, for the githyanki in this area.

T4. Battlements: At least one lookout is always on duty here, scanning the Silver Void for hostile forces. Each tower is fitted with one triple ballista and a warning bell. A trapdoor, which can be locked from the inside with a crossbar, leads to the rest of the tower.

See statistics in the "The Garrison", above, for the githyanki in this area.



Keep

The keep is the literal and figurative heart of the Citadel of Gith Reborn. This is the center of Zellor's power and the most heavily defended part of the island. Its walls are 20 feet thick and pierced with arrow slits. There are three interior levels, each quite spacious, with a 25-foot-high ceiling. Like the defense towers, the keep has no stairs: Circular trapdoors, which are usually open but can be closed in times of trouble, connect each level.

P1. Great Hall

The whole bottom level of the keep is set aside for gatherings and ceremonies. The walls are decorated with baroque githyanki weapons, *objets d'art*, and trophies such as illithid skulls. There is also a dais from which Zellor addresses her troops. A reinforced door with an interior crossbar provides access to the courtyard.

P2. Inner Sanctum

This level is divided into three parts. One is a foyer, containing the trapdoors between levels so that soldiers can move around the keep without disturbing Zellor. Her personal chambers occupy most of the remaining floor space. These are scattered with ancient scrolls that delve into the history of the githyanki. The rest of the level forms the citadel's treasury, the key to which remains in Zellor's possession at all times.

P3. Barracks

This level contains quarters for Zellor's elite fighters, Gith's Guard, who alone have the honor of defending her inner sanctum. At the moment, there are twelve Gith's Guard in the keep, of whom eight are off duty at a given time.

See statistics in the "The Garrison", above, for the githyanki in this area.

P4. Battlements

There are always four members of Gith's Guard on watch. The defenders have four triple ballistae at their disposal, as well as two warning bells. During an assault on the citadel, the Kith'rak of the Keep and at least one warlock are likely to be found here.

See statistics in the "The Garrison", above, for the githyanki in this area.

Undertower

The undertower is a key point in the defense of the citadel, heavily fortified and thickly crusted with defensive spikes. It's also where visiting ships come to dock. As with the fortified buildings at the island's other end, movement through the tower is by means of holes cut between its levels.



U1. Warehouse

The level closest to the ground is used to store cargo unloaded from tradeships. At any given time the warehouse is packed with dozens of crates, earthenware vessels, and casks. However, the githyanki take care that there's always a clear path to the undergate, which opens through the center of its floor and leads to the island's interior.

U2. Docks

Here, ships moor and unload cargo. There are two entrances to the tower at this level, one on each side, where there are no spikes. The doors are larger than most to accommodate large cargo containers. However, the docks are well defended by a number of measures. Retractable gangplanks built into the tower are the only way to enter easily. As well, the wooden doors are reinforced with strips of iron and fitted with heavy crossbars to lock them from the inside. Finally, the battlements at the end of the tower curve outward to give defenders a clear field of vision—and fire—in the event of an assault on the gates.

U3. Barracks

The middle level of the undertower is where its defenders are billeted. In better days its complement would number several dozen, but now there are only fifteen githwarriors here. At any given time, ten of these are off duty and resting in the barracks.

See statistics in the "The Garrison", above, for the githyanki in this area.

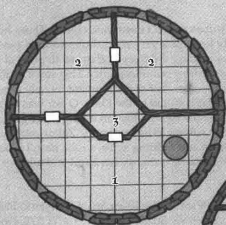
U4. Officers' Quarters

Just below the battlements are living spaces for the undertower's senior officers. Zaka'li is Kith'rak of the Undertower; her quarters (1) take up one-quarter of its floor space. There are also two rooms for gish (2), though only one is on duty at a time. The remaining half of the level is a mustering area for the garrison (3). For the gish here, See statistics in the "The Garrison", above.

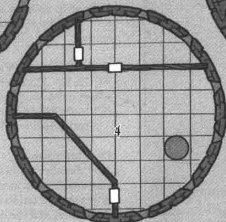
Zaka'li, Kith'rak of the Undertower, female githyanki F8: AC 1 (platemail, shield, Wis bonus); MV 12, Astral 96; hp 50; THACO

Keep

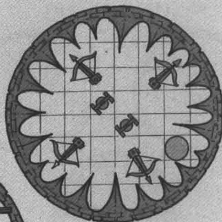
One square equals 15 feet



P2.
Inner Sanctum



P3.
Barracks



P4.
Battlements



13 (10 with *longsword* +2, specialization); #AT 2 (*longsword*+2); Dmg 1d8+5/ 1d8+5; SZ M (6'1" tall); ML champion (16); Str 14, Dex 12, Con 10, Int 16, Wis 15, Cha 15; AL LE; XP 2,000.

Special Abilities: *Plane shift* at will.

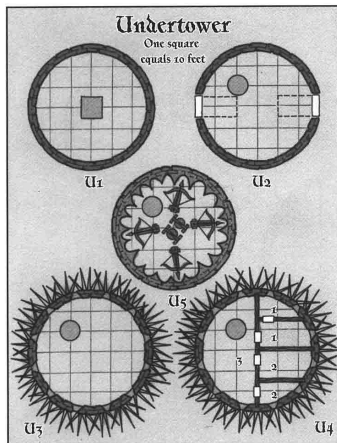
U5. Battlements

The undertower battlements are guarded as heavily as those of the keep. In addition to the five githwarriors, one gish is always on watch here. There are four triple ballistae and two warning bells. A reinforced trapdoor, with a strong crossbar on the inside, leads to the mustering area "below."

See statistics in the "The Garrison", above, for the githyanki in this area.

Sublevels

The island itself is riddled with underground passages and caverns where many of the githyanki live for safety. These connect the citadel proper and the undertower; tunnels are generally 15 feet wide and hexagonal in shape. Some githyanki walk along the walls, while others prefer to simply float down the center. Reinforced doors at key sections can seal them off in the event of an attack.



L1. Living Quarters

The bulk of the noncombatant githyanki, including mlar, live on this level. There are recreational facilities here, as well as a crèche in which the community's young are reared.

L2. Fungus Garden

There are a few naturally occurring chambers in the floating island, and this is one of them. It looks similar to the inside of a geode, but all the surfaces are covered with a pallid fungus-like plant. This is the only local food the githyanki produce; they don't need much since eating is unnecessary while on the Astral. A small number of githyanki farmers, called *g'lathek*, cultivate this crop. They live in area L1.

L3. Egg Chamber

Despite their human ancestry, githyanki are egg-layers. This large, roughly spherical chamber is also natural and has been converted to a hatchery. The eggs are tended by caretakers known as *varsh*, who must frequently *plane shift* them to the Prime so they can mature. Usually this is a lengthy process and so the githyanki birth rate is quite low, but due to recent losses, Zellor has the varsh working to quickly produce the next generation of githwarriors. Most of the eggs here are in the last phase of development.

L4. Prison

The githyanki prison doesn't need much room: Those held here are usually kept for a very short time and then executed. The walls of the holding areas are enchanted to prevent prisoners from *plane shifting* out of captivity. This small facility has cells for ten inmates, but at the moment its only prisoner is Q'nor, the former Kith'rak of the Keep. Q'nor was appalled when Zellor broke the age-old ban on killing other githyanki, and he refused to submit to her authority. Zellor could use his leadership abilities and fighting skills, so she hasn't killed him yet in hopes that he'll change his mind and join her cause.

Q'nor, former Kith'rak of the Keep, male githyanki F7/M7: AC 10; MV 12, Astral 96; hp 39; THAC0 13; #AT 3/2; Dmg by weapon; SA spell use; SW currently without spellbook; SZ M (6'2" tall); ML steady (12); Int genius (18); AL LE; XP 975.

Special Abilities: *Plane shift* at will.

L5. Storeroom

This chamber is filled with boxes and all sorts of goods. It's also designed to be used as a fallback point in case the undertower should fall to the enemy. It has reinforced doors on both sides, and the crates are arranged to give cover to defenders but not to attackers.



Major Inhabitants

Supreme Leader Zellor, "Gith Reborn"

11th-level female githyanki knight

Alignment: Neutral Evil

AC: -4

Move: 12, Astral 96

THACO: 9 (4 with supreme *silver sword*)

Hit Points: 84

Strength: 17 **Intelligence:** 16

Dexterity: 11 **Wisdom:** 14

Constitution: 16 **Charisma:** 17

Weapon Proficiencies: Bardiche, dagger, flail, lance, longsword, triple crossbow, two-handed sword.

Nonweapon Proficiencies: Ancient History (15), Astral Combat, Astral Navigation (14), Blind-Fighting, Endurance (16), Etiquette (17), Reading/Writing (17).

Languages: Common, Githyanki (Contemporary and Ancient), Illithid.

Armor: Full plate +5

Weapons:

° Supreme *silver sword* (two-handed sword +5, acts as a vorpal blade, 5% chance to cut silver cord, can affect *mind barred* targets)

° *Dagger* +2

Equipment:

° Golden circlet

° Fine clothing

° Jewelry

Magic Items:

° *Amulet of proof against detection and location*

Age: 198

Height: 5'11"

Weight: 160 lbs.

Hair/Eyes: Black/Black

Special Abilities: Like all githyanki knights, Zellor has all the abilities of a paladin, but turned towards evil. They include: +2 to saving throws; immunity to disease; aura of protection from good; spell-like powers: at will—*detect good*, once per day—*cause wounds* (by touch, 22 points of damage), twice per week—*cause disease*.

Zellor has also manifested the following powers, which she claims come from Gith: *regeneration* (heal 1 point of damage per round); *smite foe* (once per turn, triple damage on one attack); *null zone* (immune to psionics).

Zellor dedicated herself to the role of a githyanki knight, serving Vlaakith even as she unknowingly strode toward a dark destiny of conflict with the ravenously lich-queen. In her early years of service Zellor didn't stand out from her peers; she performed well, and her skill and dedication were suitably rewarded. Until she left the Astral, everything in her life seemed to be moving in an unsurprising, linear progression.

Zellor's consciousness was troubled, though, the more time she spent on the Prime. Her nights were haunted by vivid dreams of battles she'd never fought and enemies she'd never faced. Her knobby, yellow skin grew even more other from lack of sleep. When in battle, her coal-black eyes narrowed to vicious slits; moving as though in a trance, she mowed down enemies with ruthless efficiency. The more victories she amassed, the greater her sense of power and loyalty in her followers.

Like sunshine to eyes long kept in darkness, Zellor's visions flared into knowledge as deadly as her ornate blade. Suddenly she knew that she was no simple githyanki warrior, but destined for a special purpose: nothing less than Gith reborn. Since her revelation, Zellor has wanted only to unite whatever forces she can and lead them into battle against the lich-queen. As the reincarnation of their savior, she has the chance to change the existence of all githyanki.

Gathering followers has been Zellor's real challenge. The prospect of taking up arms against other githyanki is a notion so blasphemous that only the most fanatical believers will join her quest. She's forced to look even to outside races for assistance. This doesn't endear her to many githyanki either. It's an unequal struggle, but her determination never wavers. Zellor knows her side is vulnerable on the Astral Plane and that she may have to abandon her base there. But she won't abandon the fight. To take that path would be to admit that perhaps she's not Gith Reborn after all; she won't consider that.

Appearing in her battle armor, Zellor has the bearing of a fearsome warrior. Her even gaze and upright stance exude self-confidence; it's clear as she stands before her followers that she feeds off their loyalty to her, while reflecting her devotion to the cause onto them. Her impeccable armor is elaborately decorated beyond even the usual githyanki standard, inlaid with opalescent jewels and pieces of polished ivory. The blade of her *silver sword*, taken from the former supreme leader of the citadel, is etched with a repeating design of overlapped circles and triangles; she customized its jeweledommel to match the design of her armor.

Her beautiful breastplate has one imperfection, though, from a blow she took during her fight with the supreme leader. The scar it left has been varnished, and along its length remain the jagged fragments of broken gems. Zellor considers this a holy wound, the emblem of her quest. Her githyanki warriors reverently avert their eyes when near enough to see the flawed armor clearly. When Zellor must inspire confidence in her most trusted leaders, she holds their hands pressed over the old scar and gazes evenly into their eyes.



Zethik, Chief Librarian

10th-level male githyanki warlock

Alignment: Lawful Neutral

AC: 2

Move: 12, Astral 96

THAC0: 17

Hit Points: 36

Strength: 10 **Intelligence:** 18

Dexterity: 16 **Wisdom:** 12

Constitution: 15 **Charisma:** 12

Weapon Proficiencies: Dagger, quarterstaff.

Nonweapon Proficiencies: Airborne Riding (10), Ancient History (17), Astral Navigation (16), Read Spellshadow (18, determine nature of spell, caster, target, situation),

Reading/Writing (19), Sense Emotion (18, locate source of emotional energy within 30 minutes' travel), Spellcraft (16).

Languages: Common, Elven, Githyanki (contemporary and ancient), illithid.

Armor: Bracers of defense, AC 2

Weapons:

◦ Staff +3

◦ Dagger

Equipment:

◦ Quill, parchment

◦ Scroll cases

◦ Fine clothing

◦ Jewelry

Magic Items:

◦ Pouch of accessibility

◦ Wand of enemy detection (57 charges)

Age: 712

Height: 5'8"

Weight: 145 lbs.

Hair/Eyes: Peppered black/Black

Spells/Day: 4/4/3/2/2

Spellbooks:

1st—burning hands*, charm person, color spray, detect illithid¹ (range 100'), identify, magic missile*, phantasmal force*, protection from good*, read magic, shocking grasp.

2nd—blur*, detect good, detect invisibility*, ESP, forget, invisibility, Melf's acid arrow*, spectral hand, Tasha's uncontrollable hideous laughter, web*.

3rd—dispel magic*, hold person, lightning bolt*, non-detection, probe spellshadow¹ (detect a known spellshadow or dissect it to learn the spell), protection from normal missiles, secret page, slow*.

4th—extension I, ice storm*, out of time's grip (prevents aging off Astral), stoneskin*, wall of fire.

5th—cone of cold*, feeblemind*, the clutches of time (ages beings on Astral).

* Favored spell

¹ From *A Guide to the Astral Plane*

Zethik's path through wizardry was a difficult one. Almost from birth he was at odds with his elder brother, Phirz. Whether jealous, disturbed, or simply bored, Phirz made his brother's life a nearly unbearable series of trials. He wouldn't give Zethik even a moment's peace, tormenting him with pokes and pinches as a small child and subjecting him to mean-spirited tricks as they grew older. Zethik's superior intelligence was his only advantage; as soon as he was able he began a rigorous study of magic in hopes of defending himself from his brother's unpleasant attentions.

Zethik drove himself feverishly, eventually living in virtual seclusion with his studies, until one day word came that his mother had died suddenly. Zethik mourned her passing, but Phirz grew more and more disturbed. He blamed Zethik for their mother's death, saying his reclusiveness and inattention to the family sped her demise. Zethik responded by retreating further, until finally Phirz forced a confrontation. He burst into Zethik's laboratory while the younger brother was in the midst of an experiment; the resulting explosion killed Phirz. Zethik, feeling both relieved and guilty, drove himself even harder to avoid the uncomfortable memories.

Now Zethik is the strict master of the citadel's library. All spellcasters here enter service under his tutelage. Zethik alone decides whether to release knowledge, delivering it personally to pupils as he judges them ready to absorb its lessons. Managing the cavernous library is itself a demanding task, and Zethik spends most of his time shuffling through scrolls and keeping the endless rows of shelves orderly.

An exacting mentor, Zethik demands that his students hone their skills to near perfection before he lets them advance. He will brook no argument in matters of discipline and learning. He secretly believes his own haste and lack of mastery over his experiment caused his brother's death, and he refuses to allow another to make that mistake. He's more upfront about asserting that his own magical ascension has been thwarted by the lich-queen. Zethik eagerly trains spellcasters for the day when she will finally meet her end, never again to block the path to magical mastery.

The warlock envisions a time when the githyanki rise to be a great power across the planes. He longs for the downtrodden to come to him with hopes of bettering themselves—but his motives are far from altruistic. Zethik intends to earn glory through the successes of many willing students. He cares little whether they achieve spiritual peace or inner harmony as long as they meet the goals he sets for them. It that comes at the cost of endless githyanki lives, so be it.

Zethik wears his long hair in intricate braids and knots, which he fingers somewhat absently as he roams through the great library. His robe is elaborately embroidered, adorned with jewels and feathers around the cuffs. Despite his age, there are few lines around his eyes and no noticeable wrinkles on his brow. His skin is unusually smooth for a githyanki and leaves the impression of being stretched tightly over his features. His



hands, however, are gnarled and bony, covered in rough, wrinkled flesh.

Adventure Hooks

Traveling to the Astral Plane isn't an everyday occurrence, let alone poking around in a githyanki fortress. Here are a few ideas for getting the PCs involved with Zellor's "holy war."

Give That Back!

Zellor needs all the help she can get against the lich-queen. In addition to recruiting other githyanki, she's also sent a number of expeditions to the Prime Material Plane in search of useful magic. Powerful characters, especially those with potent or legendary items, may come to the attention of Zellor's agents on the Prime. Suddenly they're ambushed by a githyanki war party, who appear from nowhere and attack with surprise. The raiders aren't there to kill the PCs, but rather to grab a particular item and retreat to the citadel.

Anyone whose items get nicked is likely to be angry and will want to pursue the thieving githyanki. This should eventually lead the party to the Citadel of Gith Reborn. At that point they have a choice of bartering with Zellor, trying to steal back their stuff, or simply attacking. Unless they're very powerful, though, they'll find the githyanki most formidable opponents.

A Few Good . . .

Even if the citadel survives another assault by the lich-queen's forces, its garrison will drop to dangerously low levels. Zellor may have no choice but to hire mercenaries to bolster her forces ("the enemy of my enemy" and all that). The problem is convincing potential candidates of her sincerity. Anyone who isn't totally clueless would be shocked at such an offer, since githyanki discourage visitors to their cities and are widely known for their xenophobia. Zellor would take whatever measures she felt necessary to secure the party's trust, including payment upfront and access to magic items. It's possible that the party is being attacked by githyanki loyalists and can be turned to aiding Zellor's cause.

Assuming the PCs are willing to accept the commission, working with the githyanki offers real perks. They can learn a great deal about the planes and receive training in unusual proficiencies such as Astral Combat. However, there are also some drawbacks. Zellor might feel that mercenaries are a necessity, but most of the githwarriors under her command would disagree. The party will have to overcome the prejudice of their "allies," or at least win their respect in battle.

A devious approach is to make Zellor's motives less honorable. Maybe she's hiring a party for a suicide mission (not that she'd present it that way, of course). Or she may decline to

inform them that her citadel is rebelling against the lich-queen and will shortly be attacked by overwhelming numbers of loyalists.

"Free" Real Estate

There may come a time when it's too dangerous for renegade githyanki to remain in the domain of the lich-queen. Zellor would be forced to abandon the citadel and lead her followers off the Astral Plane, most likely to the Prime. There she'd try to find a refuge where she could rebuild her forces.

A party of adventurers she could become involved in two ways. A githyanki expedition showing up in their homeland would cause confusion and alarm, and the PCs might be dispatched to investigate and deal with the problem. Alternatively, the PCs could stumble across the abandoned Citadel of Gith Reborn while traveling the Astral Plane on other business. The citadel would certainly have traps left behind to hinder the loyalists, but the prospect of a free Astral base may be too tempting to pass up. If they move in, though, the party will be subject to attacks from the forces of the lich-queen. Even if there were any chance of defeating Vlaakith (no mean feat), the PCs would still have to deal with the possibility of Zellor returning to reclaim her home and leadership of the githyanki.

The Githyanki Campaign

Those interested in a real change of pace could use the Citadel of Gith Reborn as the basis for an ongoing Astral campaign. All the PCs are renegade githyanki in the service of Zellor, fighting the good fight against the evil Vlaakith. This can lay the groundwork for potentially multiverse-shaking events. If Zellor can actually overthrow the lich-queen, she'll want to proceed with her campaign to inaugurate a Golden Age of the githyanki. Her wars of expansion would pit the PCs against longstanding enemies such as the illithids and the githzerai.

Dungeon Masters interested in going this route are strongly advised to pick up *A Guide to the Astral Plane* by Monte Cook, an official accessory to the PLANESCAPE campaign setting (TSR #2625). It's a valuable resource, with complete rules for creating githyanki and characters adventuring on the Astral Plane. For anyone interested in exploring a war with the mind flayers, the *Illithiad* trilogy by Bruce Cordell (TSR #9569) is also a must.





Chapter 5: The City of Glass

The City of Glass, on the Elemental Plane of Water, is the most famous city of the Inner Planes. Known as “the Sigil of the Elements,” it’s a nexus for travel through and between the wondrous planar realms, built in a pocket of air trapped between an island of ice and a glasslike dome.

From a high point within or the waters outside the dome, the view of the city is breathtaking. Its buildings are a bizarre amalgam of wildly varying cultures, with a definite Arabian flavor to the palace and some of the major structures. The sky is an umbrella of undulating aqua blue or a starless canopy of black, depending on the time of day.

Almost every traveler to the Inner Planes stops at the City of Glass first. This is the place to acquire information and gear necessary for survival when traveling the elemental planes. As long as trade keeps flowing and there is peace, the city will continue to grow and prosper.

History

Many Primes believe that conditions on most of the Inner Planes are too harsh to survive. What they don’t know is that each Elemental Plane is more like a stew, with bits of other elements dispersed in it; in these “elemental pockets” outlander life can thrive. The City of Glass is an excellent example. Though its builders are unknown, an aquatic race of genies, the marids, laid claim to it and built a grand city beneath the dome that’s friendly to air- and water-breathing creatures alike. Races as antagonistic as sea elves and sahuagin live here side by side, trying to set aside their cultural differences in the interest of trade and profit.

The City Today

A merchant council runs the City of Glass. To prevent imbalance, the council’s limited to a single representative from each of the fifteen races that inhabit the city. There’s a new election every five years. Councilors are usually the heads of major merchant houses. The marids, despite their loss of the city, have been represented on it from the beginning and still wield great power.

The city is divided into districts, largely along racial lines. Within each, merchant houses maintain fortified towers to defend their interests. The leading houses also control the watch in their district, staffed by those they serve; to prevent interracial friction, watches rarely work with those of neighboring districts.

The Dome and the Ice

The dome is one of the great wonders of the Inner Planes. Although it looks like glass, it is as tough as steel, 5 feet thick and able to withstand a leviathan. It somehow bars entry by *etheral* and *teleporting* beings, yet air passes through it from the surrounding water. The dome cyclically shifts from transparency to opaqueness, providing the city with a sort of day and night. None have been able to divine the secrets of its construction, but planar scholars theorize it’s a unique form of water, hard as glass.

Beneath the dome is a wonder of a different kind, a huge berg entirely of eternal ice. This rare substance is normally found on the Paraelemental Plane of Ice. Eternal ice never melts, no matter the temperature. This is both a blessing and a curse, for while it forms a stable foundation and offers ready-made food preservation and storage, it also chills the waters nearby to arctic cold. The city dwellers have adapted by adding thick insulating layers of crushed shell and coral aggregate; walls usually have a rubble fill or employ a wattle-and-daub technique using silt and reeds.

Thoroughfares are “cobbled” with shells, but the rest of the streets are icy and best traversed by sleds. To reduce slipperiness, city crews roughen the ice surface with huge grater rollers and scatter crushed coral and shell on top. This gives the city streets a distinct pinkish color. The underside of the iceberg is riddled with caves, most of which are occupied by merfolk. Inhabitants of the city help cellars from the ice to store perishables.

The watches’ primary responsibility is patrolling the *gates* against abuses of hospitality; they detain visitors until a delegation of their or a related race can be summoned to greet them. There’s also the matter of the entry tax (the equivalent of 1 gp per pound of weight) for visitors and goods. Those who arrive unprepared can sign a voucher for the debt, but must pay it in full before they leave. Need money? Pawnbrokers will buy “excess” gear, and the city hires temporary workers for its maintenance crews (earning 1–20 gp per month, depending on how dirty one’s hands—or whatever—get). The watch also instructs visitors in the rules of the city and directs them to lodgings. There’s no law against moving about the city armed, but the watch encourages visitors to leave armor at their inn and carry only minor weapons. Most accommodate these wishes.

The city council takes a hands-off approach toward planar travelers, since it wants to encourage tourism and commerce, but levies a 10% duty on all goods that travel through the city.



A Brief History of the City of Glass

By *Chrétien of the Brook*
Sigil edition, 2nd printing

The City of Glass is truly a wondrous place. But before describing its gleaming dome and sleek inhabitants, I would be remiss if I did not thank my blessed patron, the Honorable Keog Strohm. Noble by nature if not by blood, Master Strohm financed the humble tome you now hold in your hands. If foresight were coin, then my patron would be the wealthiest man in Sigil. Now, let my narrative commence, lest I embarrass myself with peans to a gentler man than I.

The origin of the justly famous City of Glass is one of the great mysteries of the Inner Planes. When the mind ponders the power and vision needed to seal an immense bubble of air under a glass dome on an eternal iceberg, all within the boundless water of the Elemental Plane, there can be no true understanding of how such a wonder came to be. Many of the races that now call the City of Glass home claim it was one of their patron deities who formed this marvel, as either a place of refuge or a prison. One popular story claims that a tentacled god of evil lies entombed in the ice beneath the city. Another affirms that the city was once a cruel weapon used to exterminate an ancient race of water-breathers; according to this tale, all that unknown race were trapped beneath the dome, which was then filled with air (an element, may I remind my gentle readers, that is poison to those who live beneath the waves). While these stories are certainly colorful, their veracity has yet to be proven.

But enough idle chatter, I hear you say—tell us what is truly known of this marvelous city! Never may it be said that Chrétien of the Brook fails to please; let me address the topic forthwith.

This mysterious artifact was discovered by the marids, genies of the Bottomless Deep, in the distant past. With their magical powers and command of the elements, the marids built a city on the ice beneath the dome. They called the city P'unkar, and it was ruled by a shah (which I'm told is akin to a prince). Now the marids, as you may know, rule an empire called the Padishate on the Plane of Water, and

P'unkar was but one jewel in its crown. The shah ruled the city for centuries, and so it grew and prospered. Many other beings found their way to the gleaming dome and petitioned the shah to live under his benevolent governance. He, being a genie of legendary greed, was won over by the gifts of his supplicants and allowed them to settle under the dome. As long as they paid tribute to their shah and refrained from fighting amongst themselves, all races were welcome in P'unkar. In this way sea elf, sahuagin, kuo-toa, and merfolk all learned to live together.

As decades of peace stretched into centuries, the shah's subjects came to know discontent. They outnumbered the marids, yet still they paid tribute. The great merchant houses of the city wanted the shah to share his power, but the noble marid laughed at them. The very idea of human or nixie mufti in the Padishate was preposterous!

Around this time one Jalal Dragonblood, scion of elf and gold dragon, visited the city and the court, where he impressed the shah with his storytelling. After an evening of entertainment, the potentate asked how he might repay Jalal. The half-dragon replied, "Your Eminence, I ask you to accept a wager. Within seven days I will attempt to make the sun shine on the City of Glass. If I succeed, you will turn over control of the city to the merchants. If I fail, I will stay at with you as long as I live and tell you stories every night."

The shah was amused by Jalal's arrogance and agreed. "I will see you in seven days," he said, "and you had best have new stories to tell me."

Jalal took his leave and vanished. Word of the wager spread through town, and townsfolk looked up expectantly as the week drew to a close. On the seventh hour of the seventh day, Jalal appeared above the city on the back of a dragon, flying through a portal from the Plane of Radiance. Though the gate opened for but a single minute, for that time unbridled glory illuminated the city. No one dared speak while the light shone, fearing that secrets might spill from their unwilling lips, for not only light but truth shone across them. In the face of such power, the shah bowed his head and honored his promise.

Thus did the merchant houses rise to rulership of the City of Glass.

The Dirty Secret

What few outside the city know is that the merchant houses are in a virtual state of war. While the races have learned to get along in the city council, it's too much to expect that sea elves and sahuagin can really live together in harmony.

The most important conflict is economic, as befits a trade center: Merchants compete ruthlessly for business. Sometimes, though, deals need to be backed up by muscle, so virtually every merchant house sponsors a street gang to

support its interests. These gangs protect shops, patrol territory, and enforce contracts. In keeping with the customs of the city, they wear little armor and favor light weapons. A war of rapier and dagger is fought in back streets under the cover of darkness.

Crime

The City of Glass has no organized thieves' guild, but there's still plenty of crime. Some gang members commit illegal acts,



but they're the exception; though they seem to disrupt order, gangs are as much a part of the law as the Watch. The true criminals of the city, the small-time pickpockets, con artists, cat burglars, and muggers, owe allegiance to no merchant house. These thieves don't have it easy; they have to duck both the watch and the gangs. Their one advantage is that district watches don't share information. Criminals who find the Ale District too hot, for instance, can transfer operations to Alcazar without fear of pursuit.

The Bottomless Deep

This plane is composed of water in its many familiar guises, as well as unique forms never seen in outside worlds. The Bottomless Deep has no surface; in fact, there's no up or down, nor gravity or pressure. There is a pull near any solid object the size of a ship or larger, drawing smaller objects gently toward it and permitting creatures to stand on it. Air bubbles may adhere to a tangle of weeds, a cavity within a giant creature, or a coral forest, but otherwise eventually dissolve. Pockets of earth float through the depths like onions in a stew.

Cool, sweet water is the norm here, but near the Paraelemental Planes it becomes slimy (Ooze), hot (Steam), briny (Salt), or semifrozen (Ice). There are also forms unfamiliar to inhabitants of the Prime: *hard water* strong as steel, created and shaped only by the races that possess its secret, and *airy water*, frothy with breathable air; *slow water* as thick and spongy as a jellyfish. There are colored and scented waters, murky and tepid waters, waters teeming with plankton and tiny life. There are dangers: whirlpools, currents, acidic *burn water*, and disease-filled red tides.

The whole plane is suffused with a rippling, blue-green glow. This has the properties of sunlight, and it nurtures plants. Due to the density of water, though, normal sight is limited to 60 feet. Denizens of this plane use vibrations, echolocation, and smells to detect and identify things farther away.

Freshwater and saltwater creatures survive here comfortably side by side. This nurturing plane supports inhabitants of diverse environments—arctic and tropic, shallows and deeps. However, because there's no surface, mammals (including dolphins, seals, otters, and whales), birds, and other air-breathing creatures can't survive here without magical aid.

Getting There

The only reliable way to reach the City of Glass is via magic, whether spell or device. A traveler can also get here from the Outlands, most of the Upper Planes, and several of the Lower Planes. Luckily, the city is home to many *gates* to and from the Inner Planes, which is what draws most people here in the first place. (A *gate* is much easier than searching the infinity of the Plane of Water for one tiny location.)

Portals to the Elemental Plane of Water can be dangerous. Frequently they lie underwater or flood the space in which they are opened, drowning the traveler. They may be deep beneath the surface of a Prime ocean, whose crushing pressure is nearly impossible to survive. Fortunately, *gates* to the City of Glass are mostly above water.

Arriving in the City of Glass might be greatly challenging or surprisingly mundane.

- **A Cold Bath:** The party materializes in the frigid waters near the City of Glass or in the Icelake district of the nixies. They'll not only have to avoid drowning, but might have to fight patrolling merfolk, nixies, or even giant water spiders. They might even be dragged into the city with nets.
- **Down with the Ship:** While the PCs are traveling by sea, a *gate* to the city opens in the maw of a whirlpool or during a storm surge.
- **High and Dry:** The party is adventuring underwater and finds an elemental vortex deep below the waves. But when they step through, prepared for the dangers of the deep, they find themselves in the round-the-clock party of Reverie!

The Machine's Quest

If the party has accepted the *Machine's* mission to seek the book *De rebus antiquis* from the shah's library, the monitor device can transport them to the Plane of Water. However, the dome prevents them from entering the city proper, so the PCs will have to deal with the outside patrols. Alternatively, it can send the party to a *gate* known to connect with the city.





Hazards of the City

Exploring the districts of the City of Glass can be exhilarating and risky. The DM will have to adjust events and encounters suggested here to suit the district. Choose one that suits the needs of your story or roll 1d8 and consult the following table.

Table 13. City Events and Encounters

Die Roll	Encounter
1	Crime in progress
2	Entertainers
3	Gang
4	Petty theft
5	Polymorphed marid
6	Selkies
7	Street sale
8	Watch patrol

Explanation of Results

- Crime in progress:** Some unfortunate is being victimized by a mugger or a gang. Time for heroics—or making a quick getaway.
- Entertainers:** In the more tourist-friendly parts of town, particularly Central, the street corners are populated by mimmers, buskers, soapbox preachers, and the like. These can be a good way to immerse a party in city life or set up a storyline.
- Gang:** This can be a source of information about the area or the start of a brawl, depending on both the party and the nature of the gang. The time of “day” is important as well, since the later it is, the more intoxicated and more belligerent the gang is likely to be.
- Petty theft:** One of the city’s pickpockets attempts to filch a party member’s purse.
- Polymorphed marid:** The shah usually keeps to his palace, but his security staff, led by General Ali Akbar (see “Alcazar” below) routinely move about the city in disguise to keep an eye on conditions. Their intent is to keep out of notice, but they won’t hesitate to break into a disturbance or detain dangerous-looking characters.
- Selkies:** It’s Selkie Week! A boisterous bunch of the faerie beings accosts the party. They might invite the PCs to join in the festivities or make sport of them. See the “Selkie Week” sidebar for game information.
- Street sale:** One of the local shops is offering a special, displaying wares outside the storefront. This can be an opportunity for the party to meet an NPC who can provide information, or simply a chance to get a deal on needed gear.
- Watch patrol:** The district watch crosses paths with the party. The nature of the encounter will depend both on the PCs’ behavior and the temperament of the locals. For

example, a kuo-toa watch is likely to try bullying helpless-looking humans; halflings, on the other hand, will be cautious (at least initially).

Key to the City

What follows are descriptions of the districts and factions making up the City of Glass. Each entry describes a district, who lives there, and the merchant house that controls it. There are also details on the local watch and gang, as well as locations of note, to help the Dungeon Master handle the setting and create adventure ideas.

Note: This section includes detailed write-ups and game information for the major players in the city, such as faction leaders and watch commanders. They’re the movers and

Planar Effects on Magic

Spells from the schools of Abjuration, Alteration, Divination, Enchantment/Charm, Illusion/Phantasm, Necromancy, and Wild Magic function normally. However, Elemental Planes have no contact with the Astral, so magic involving the Outer Planes is limited.

Special Rules for Magical Schools

The elemental composition of this plane has predictable effects on certain types of spellcasting.

- Conjuration/Summoning:** These spells can summon only creatures native to the planes of Water, Ice, Ooze, Salt, and Steam.
- Elemental, water:** The caster is considered 1 level higher. Saves against them suffer a –1 penalty.
- Elemental, others:** The caster is considered 1 level lower. Spells higher than 4th level are not allowed.
- Invocation/Evocation:** Spells that utilize fire fail. Spells of cold and ice create floating barriers, negating damage from motion; those that create air form bubbles or froth. Spells that involve electricity gain an area of effect similar to a *fireball*, centered on the point of origin.

Spell Keys

Spell keys help the casting of spells that would otherwise be altered, but none exist that will aid fire or ice spells. Each spell has its own key, usually made of shell, pearl, coral, ivory, or bone. So, for example, a key allowing the unaltered casting of *conjure earth elemental* might be a bit of limestone from a coral reef, carved into a humanoid shape.

Power Keys

Power keys reduce the penalties for casting clerical spells on planes far from the sponsoring deity. They’re similar to spell keys but bear an engraved holy symbol.

The City of Glass



One square equals 100 yards



shakers whose actions determine the course of events here, and usually they're involved in "offstage" activities. Encounters with these personalities should be momentous, not simply excuses to rack up experience points.

Ale District

Inhabitants: Dwarves, gnomes

Businesses: Brewing, gemcraft, mining

Major House: Silverpick

Councilor: Rolfi Silverpick

Watch Captain: Svorn "The Rock" Egilsson

Gang: The Hatchets

The first dwarves who settled in the City of Glass were brewers who knew that where there's a city, there's a demand for drink. Breweries abound here in this neighborhood, but they're only one of its business interests these days. The councilor keeps trying to change its name, but everyone still calls it the Ale District.

Buildings here are made of ground-shell plaster between beams of carved bone or sometimes coral. They're broad and squat, each story about 6 to 8 feet tall. This design provides extra insulation against the cold, which the dwarves don't tolerate well.

The first breweries imported hops and grains from Prime worlds, paying outrageous prices to the shah's jann servants, but soon developed local alternatives through trade with the city's ormyrr (and even sea elves). Element-Ale's frothy green lager and richer, golden brown "swill" appear deceptively light but are more potent than most Prime brews. Maybe it's something about elemental water.

The dwarves get along famously with the city's halflings and work closely with the Stouts of the Jewelers' District. The two races have much in common and tend to vote together on the council. The dwarves also work closely with the ormyrr of Wortmown. Though this appears strange at first, it really shouldn't be any surprise—the ormyrr covet magic, which dwarves don't much care for, and will pay handsomely for it. Gold speaks to the heart of any dwarf, so the merchant houses of both races do a lot of business with each other.

House Silverpick

The Silverpick family has controlled the Ale District for the last 200 years. Theirs was the first merchant house to organize expeditions to the Quasielemental Plane of Mineral, a move that made them rich selling gems of stellar quality to dwarves across the planes.

The head of the house is Rolfi Silverpick. In his youth he was a daring thief, but now he's a conservative merchant with a balding head. Despite his own great wealth, Rolfi's a classic penny-pincher. He constantly bemoans his poor

finances as he shaves every last percentage point off his deals. He's particularly ruthless when dealing with the sea elves, who sometimes seek out the exquisite stones he has to offer.

Rolfi Silverpick, male dwarf T12: AC 2 (leather +3, Dex bonus); MV 6; hp 78; THACO 15 (14 with *hand crossbow of speed*); #AT 1 (broadsword) or 2 (*hand crossbow of speed*); Dmg 2d4 or 1d3+1/1d3+1; SA backstab (x4); SZ M (4'5" tall); SD resist poison and magic (+4 save); ML elite (14); Str 12, Dex 17, Con 16, Int 13, Wis 13, Cha 14; AL NG; XP 6,000.

Thief Abilities: PP 90%; OL 95%; F/RT 90%; MS 45%; HS 40%; DN 50%; CW 60%; RL 80%.

Special Equipment: cloak of displacement, gem of seeing, ring of swimming.

Ale Watch

The watch in the Ale District is composed exclusively of dwarves, all under the command of Captain Svorn "The Rock" Egilsson. Rolfi Silverpick knows as well as any dwarf how much others covet his gem supply, so Svorn's well-armed patrols keep a close eye on the gate to the Plane of Mineral. Patrols attempt to apprehend troublemakers, but if outclassed instead try to hold them until reinforcements arrive.

A typical patrol consists of one sergeant and five to seven warders; there are a dozen or so in the district. There are usually two or three patrols in the immediate vicinity of the Mineral gate.

Svorn "The Rock" Egilsson, male dwarf F11: AC 0 (*chainmail* +4, shield); MV 6; hp 93; THACO 9 (5 with *battle-ax* +2, specialization); #AT 2 (*battle-ax*, specialization); Dmg 1d8+7/1d8+7; SD resist poison and magic (+4 save); SZ M (4'9" tall); ML champion (16); Str 18(50), Dex 9, Int 14, Wis 12, Con 17, Cha 15; AL NG; XP 5,000.

Special Equipment: Helm of underwater action.

Watch sergeant, male or female dwarf F5: AC 3 (*splintmail*, shield); MV 6; hp 37 each; THACO 15 (14 with mace); #AT 3/2 (*footman's mace*, specialization); Dmg 1d6+3; SD resist poison and magic (+3 save); SZ M (4'7" tall); ML elite (14); Int average (10); AL NG; XP 975.

Ale warders, female & male dwarf F3 (1d4+3): AC 4 (*chainmail*, shield); MV 6; hp 22 each; THACO 18 (17 with *warhammer*); #AT 3/2 (*warhammer*, specialization) or 1 (*sling*); Dmg 1d4+3 or 1d6; SD resist poison and magic (+3 save); SZ M (4'7" tall); ML elite (13); Int average (10) AL NG; XP 175 each.

The Hatchets

Young dwarves looking for action who don't meet the watch's requirements end up joining the Hatchets. This gang defends the interests of the Silverpick family with gusto—their enemies say it's the ale talking, but the Hatchets know better.



Their weapon of choice is the handax, using a unique two-weapon style that puts them a cut above average street thugs.

The gang also includes a number of thieves, who are used for more delicate missions. The roving bands of fighters are the real threat, usually numbering between one and two dozen dwarves.

The Hatchets, female & male dwarf FI (8d4): AC 8 (padded); MV 6; hp 7 each; THAC0 19; #AT 5/2 (handax); Dmg 1d6+2/1d6+2; SA two-weapon fighting at no penalty; SD resist poison and magic (+3 save); SZ M (4'7" tall); ML champion (15); AL CG; XP 35 each.

Sites of Interest

1. Silverpick Tower

No one builds fortifications like the dwarves, and Silverpick Tower proves it. The ancestral home of the Silverpick family is a study in defensive engineering. Made entirely of an unusual stone imported from the Plane of Mineral, its thick walls are full of cunning traps, and a small number of defenders can hold it against an army. One detachment of the



watch is always on duty here. Beneath the tower there are extensive works cut into the eternal ice, including a treasure vault and sizeable warehouse, as well as secret escape routes.

2. Rutger's Outfitters

Rutger's is the place to find dwarf-made equipment. Being of high quality as well as in an unusual location, equipment here costs double the normal price. Because so many travelers come to the City of Glass on their way to other elemental planes, Rutger's specializes in gear tailored to such expeditions. Some of these items, such as *potions of water breathing*, are both magical and expensive. If you really need that certain something, however, there's no better place to visit.

3. Element-Ale

One of the oldest brewhouses in the city, Element-Ale runs a tavern onsite. Merchants purchasing ale in bulk and thirsty souls looking for a pint are equally welcome here. The owner and operator is a cheerful old dwarf named Hilly Crystaller (NG male dwarf 0-level). Hilly hears all sorts of rumors and gossip about events around town. He's one of the first to know when there's trouble and is happy to repeat idle chatter he hears about unnatural phenomena.

Lately Hilly's been experimenting with live music in the tavern to increase attendance and consumption. It's having the desired effect; however, the proprietors of Reverie's entertainment establishments are less than pleased. They have a nasty tendency to send in hired muscle to disrupt things, which is the cause of many scraps with the Hatchets.

Alcazar

Inhabitants: Marids, jann
Businesses: None
Major House: Alrahad
Councilor: Shah Tamuz Alrahad
Watch Captain: General Ali Akbar
Gang: None

The district known as Alcazar comprises the shah's palace and the surrounding buildings. These are built in an Arabian motif, done large in order to accommodate the genies. Its buildings incorporate a variety of materials, including blocks of eternal ice, carved leviathan bone, and shell aggregate. Gilt trim and precious stones are everywhere, further evidence of the marids' opulent lifestyle.

After the shah lost that bet with Jalal Dragonblood, the marids didn't leave the city. They remained in their palace and continued to exert influence, though of a more subtle nature, over the council. They're still subjects of the padishah and owe fealty to the shah. The marids dutifully hold elections every five years, and the shah wins by acclamation each



time. The current shah, Tamuz Alrahad, has been in power for three centuries.

Since the marids are long-lived and bear few children, only twenty are currently in residence (though numerous inhabitants of other races share the district). As is their way, all sport elaborate titles and consider themselves nobility. Their wishes are carried out by hundreds of jann who serve them. At any given time, two-thirds of these jann are away, for they work in two-day shifts and then return to the Prime Material Plane to rest. The shah is willing to "lend" a janni to adventurers who wish to leave the city, but he requires a significant bribe (5000 gp or equivalent).

House Alrahad

Marid society and traditions stretch back to long before the founding of the city. All of the marids in Alcazar District are related and all serve the shah, who is at once leader, patriarch, and councilor. Though they operate no businesses in the usual sense of the word, Shah Tamuz Alrahad is treated as the head of a merchant house by the council.

The marids control seven jann tribes whose sheiks were sworn into the shah's service centuries ago; they have served faithfully ever since. They make excellent agents for the marids' trading concerns because they can travel between the Prime Material and the elemental planes at will. In fact, jann must return to the Prime after 48 hours or they sicken and die. Each sheik's client tribe is based on a different Prime world and sets up trade deals with the inhabitants. The jann transport goods both ways using their unique abilities.

To an outsider it may seem that the marids do little but spend endless days listening to stories and feasting in their luxurious gardens. Despite their languorous appearance, the marids represent an active and powerful economic bloc in the City of Glass. They control a sizeable portion of the trade with Prime worlds, primarily through the jann, and occasionally disguise themselves to move unnoticed among the common rabble. However, marids prefer court intrigue to outright pressure tactics.

Shah Tamuz has a dark secret: He's happy. Others of the Padishate think his life must be unbearable, trapped in a realm lost to the empire and cut off from the rest of marid society. In truth, the shah is more than willing to let the city's other races take care of humdrum administrative details. He has a title, prestige, and the means to do as he wishes within the City of Glass. He enjoys playing games with "lesser" races, especially those that think they can really win. After all, he's a genie noble. Blood and tradition are always on his side.

Shah Tamuz Alrahad, male noble marid (genie): AC -2; MV 12, fly 21 (B), swim 30; HD 16; hp 97; THACO 5; #AT 2; Dmg 4d8/4d8; SA *water blast*, spell-like powers; SD immune to water and steam, resist cold (+2 save, half or no damage);

SW fire (-2 save, +2 damage per die); MR 50%; SZ H (22' tall); ML fanatic (18); Int supra-genius (20); AL CN; XP 21,000.

Special Abilities: Infravision 120'; *water walk* (as ring); SA—*water blast* 300' (dmg 2d6, save vs. breath weapon or be blinded for 1d6 rounds), spell-like powers (as 30th-level caster) 12/day—*gaseous form*, *lower water*, *part water*, *wall of fog*, *water breathing* (on others, lasts 1 week); 4/day—*detect evil/good*, *detect invisibility*, *liquid form*, *polymorph self*, *purify water*; 1/day—*airy water*, *cone of cold*, *control weather*, *solid fog*; 1/month—*maelstrom*.

Special Equipment: *Mirror of opposition*, *rug of welcome*. The jann are allowed their own council representative. Sheik Yasuf is the current janni councilor, and like all his predecessors, always sides with the marids. This ensures the shah at least two votes on any issue, a trick equaled only by the crafty giant Dolomite (see "Reverie" below).

Sheik Yasuf, jann leader (genie): AC 2 (chainmail); MV 12, fly 30 (A); HD 10+2; hp 62; THACO 11 (10 with *great scimitar* +1); #AT 1 (*great scimitar* +1) or 2 (longbow); Dmg 2d8+4 or 1d8/1d8; SA spell-like powers; MR 20%; SZ M (7' tall); ML champion (16); Int genius (17); AL N; XP 8,000.





Special Abilities: *Speak with animals*; travel to elemental planes (can bring up to 6 others, must return after 48 hrs. or lose 1 hp/hr.); *ethereality* once per day (as armor, 1 hr.); spell-like powers (as 7th-level priest) 1/day—*create food and water* (as 12th-level wizard); 2/day—*enlarge, reduce* (as 12th-level caster); 3/day—*augury, detect magic, divination, invisibility*.

House Alrahad does not support a street gang; such hooliganism is not worthy of the shah. Let the rabble fight among themselves in the filth. When an unpleasant situation arises, the marids take advantage of their tremendous wealth and hire agents to do the dirty work.

Alcazar Watch

The watch functions a little differently in Alcazar than in other districts. Few are crazy enough to try breaking into the shah's palace, so the watch maintains a state of readiness against larger threats to the marid community. It bears an unsettling resemblance to a military organization, due to the influence of General Ali Akbar, the Most Holy and Puissant Master of Arms. Formerly in charge of the entire city's defenses, General Ali now concerns himself mainly with the security of the shah's palace and its surrounding grounds. Nevertheless, in the event of an attack on the city, he can bring a considerable force to bear.

The general and his small staff of three marids can take care of most problems that arise. He also commands the jann in the shah's name and calls them into service when needed. There are usually twenty to thirty jann on hand at any given time, and hundreds more can be summoned quickly if there's an emergency.

In keeping with his role as defender of the city, General Ali is also in charge of the merfolk patrols circling it. (See "The Berg.") It's obvious to him that such an inferior race can't be completely trusted with this important job, so he's taken it upon himself to ensure the city's safety. Despite his distaste, however, he respects the work the merfolk do and supplies them with good equipment and training.

General Ali and his aides use their *polymorph* ability to maintain an advantage over the city's enemies, listening in on secret plans and occasionally sowing discord in enemy ranks.

General Marid Abilities: Infravision 120'; *water walk* (as ring); SA—*create water* 60' (Dmg 1d6, save vs. breath weapon or be blinded for 1d6 rounds); SD—immune to water and steam, resist cold (+2 save, half or no damage); SW fire (-1 save, +1 damage per die); spell-like powers (as 26th-level caster) 7/day—*gaseous form, lower water, part water, wall of fog, water breathing* (on others, lasts 1 day), 2/day—*detect evil/good, detect invisibility, liquid form, polymorph self, purify water, 1/year—alter reality*.

General Ali Akbar, the Most Holy and Puissant Master of Arms (*genie, marid*): AC 0; MV 9, fly 15 (B), swim 24; HD 13; hp 72; THACO 7(4 with great scimitar *front broad +3*); #AT 2 (scimitar); Dmg 5d8+3/5d8+3; MR 25%; SZ H (18' tall); ML fanatic (18); Int genius (18); AL CN; XP 19,000.

Special Abilities: See general marid abilities.

Special Equipment: *Crystal ball*.

General Ali's aides, marids (*genie*) (3): AC 0; MV 9, fly 15 (B), swim 24; HD 13; hp 67, 75, 58; THACO 7; #AT 1; Dmg 4d8+3; MR 25%; SZ H (18' tall); ML fanatic (18); Int genius (18); AL CN; XP 16,000 each.

Special Abilities: See general marid abilities.

Jann warriors (*genie*) (3d4+3): AC 2 (chainmail); MV 12, fly 30 (A); HD 6+2; hp 34 each; THACO 15; #AT 1 (great scimitar); Dmg 2d8+3; SA spell-like powers; MR 20%; SZ M (7' tall); ML champion (15); Int exceptional (15); AL N; XP 3,000 each.

Special Abilities: *Speak with animals*; travel to elemental planes (can bring up to 6 others, must return after 48 hrs. or lose 1 hp/hr.); *ethereality* once per day (as armor, 1 hr.); spell-like powers (as 7th-level priest) 1/day—*create food and water* (as 12th-level wizard); 2/day—*enlarge, reduce* (as 12th-level caster); 3/day—*invisibility*.

Sites of Interest

4. Shah's Palace

The palace of the shah is visible from every part of the city, partly to remind the populace of his power and partly because marids are up to 22 feet tall. Its scalloped walls are a triumph of artistry and design, and its spacious halls are filled with objects of beauty from across the planes. With such power and opulence already at his command, the shah has never needed to build a tower like so many of the district heads.

One whole wing of the palace is said to be full of water, so the shah can relax in his element without leaving the privacy of his palace. It's also rumored that the wing is filled with powerful aquatic creatures who loyally serve and protect the noble marid.

The Berg

Inhabitants: Merfolk
Businesses: Herding, waste disposal
Major House: Elinore
Councilor: Chief Malefon
Watch Captain: General Ali Akbar
Game: Bloody Fist



The merfolk don't so much live in the City of Glass as swim around it. Having no feet, only tails, they can't negotiate its streets. Instead, they live in a complex of caves on the underside of the great ice platform, known as the Berg. The city itself is like a dream to the merfolk: Though they can see it, it's always out of reach. The occasional tourist who ventures under the dome must use litters and other expensive services that most can't afford.

The ancestors of the merfolk came here in the early days of the city, refugees from a war with *ixtixtli*. They asked for a sanctuary, which the marids granted in return for a pledge of loyalty. Having little choice, the merfolk agreed and took up residence in the freezing caves beneath the city.

The Berg's really just an aquatic slum filled with unfortunates who have no place under the gleaming dome. Their caves, enlarged with the aid of mottled worms, tend to be cylindrical and are sparsely furnished with shells, living seaweed, and various corals. They're chill even for creatures accustomed to arctic waters; to the impoverished merfolk they are miserable holes, but the only home they have.

The merfolk are truly the underclass in the City of Glass; few of the many aquatic beings who live in the city ever visit their caves. Their primary jobs are to clean the dome of algae and barnacles and dispose of the city's waste. The rest of the citizens take these services for granted, not realizing how quickly the city would degenerate without them.

House Elsinore

The only family of merfolk that has gained any respectability is that of the chief, now called House Elsinore. Chief Malefon is head of the house and the only merman who lives in the city. He leases the basement of a fortified manor from a lesser marid noble. While the manor serves as a library for both the shah and the courthouse, Chief Malefon has filled the basement with water. Located on the outskirts of Alcazar, this residence is staffed with tasked genies (both artist and

guardian) in the service of the marid landlord. A guardian genie is always at the door of the chief's residence. Malefon infrequently allows the rest of his family to visit him, but these calls are short and scheduled so as not to interfere with business. Rumor has it that the chief hasn't even been outside the dome in five years.

Chief Malefon makes most of his money by trading fresh seafood harvested by his people. He also collects 15 percent of the fees garnered from dome cleaning and waste disposal. He invests much of his takings in fine works of art, which he protects jealously.



Chief Malefon (merman leader): AC 7; MV 1, swim 18; HD 6+6; hp 37; THAC0 14 (13 with *trident of fish command*); #AT 1 (*trident*); Dmg 1d6+2; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (6' long); ML average (10);

Int very (12); AL N; XP 650.
Special Equipment: *Trident of fish command* (range 60', fish save vs. spell, if fail will not attack anyone within 10' of possessor and can be directed by possessor).

Artists (genie, tasked) (4): AC 5; MV 9; HD 7; hp 31, 27, 40, 35; THAC0 13; #AT 1; Dmg 1d6; SA spell-like powers; SD spell-like powers; SZ M (7' tall); ML unsteady (7); Int genius (17); AL CN; XP 975 each.

Special Abilities: Spell-like powers, 2/day—*duo-dimension*.

illusion, mirror image, polymorph self, stone shape.

Guardian (genie, tasked) (1): AC -4; MV 15; HD 14; hp 77; THAC0 7; #AT 4; Dmg 1d10/1d10/1d10/1d10; SA breath weapon, spell-like powers, speed (-4 to initiative); SD spell-like powers, can't be surprised, immune to Illusion and Enchantment/Charm spells; SZ L (10' tall); ML fanatic (18); Int high (14); AL LN; XP 13,000.

Special Abilities: SA—Fire breath once per day (30' diameter cloud, Dmg 14d6); spell-like powers, 2/day—*alarm, detect invisibility, glyph of warding, hold portal, sepi snake sigil, shout, silence, 15' radius, water breathing.*



Berg Watch

The merfolk have little reason to fear intruders in their ice caves—no one ever goes there, and they don't own anything of worth. Their watch does, however, have a very important job. They act as the border patrol for the City of Glass, intercepting strangers and ascertaining their business. The watch must detect threats such as *ixitxachtli* as quickly as possible and prepare an organized response. It's dangerous work, especially the deep patrols that are sometimes gone as long as a week. Still, serving in the watch is a popular choice among merfolk—it's certainly more glamorous than hauling garbage.

There are twenty patrols in all, each composed of ten merfolk led by a sergeant. As with all merfolk, these patrols are accompanied by barracuda. One patrol is always circling the city, on guard against the constant threat of *plane shifting* intruders. Others cover tunnel entrances in the ice, both those leading to the Berg and those dug out by inhabitants such as the *ormyrr*. These access points represent weakness in the city's defense and are never left unguarded, though legitimate users (even *sahuagin*) aren't molested. Two deep patrols of the same size go out every month to check local conditions and search for gathering enemies.

The marid commander, General Ali Akbar, is in charge of the merfolk watch and has provided the watch sergeants with a *bell of calling* to warn him instantly of intruders. (See "Alcazar" above.)

Watch sergeant (merfolk leader): AC 5; MV 1, swim 18; HD 5+5; hp 34; THAC0 15; #AT 1 (trident); Dmg 1d6+3; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (6' long); ML steady (12); Int average (10); AL N; XP 650.

Special Equipment: *Bell of calling* (instantly contacts General Ali Akbar).

Watch patrollers (merfolk, patrol leaders) (2): AC 6; MV 1, swim 18; HD 3; hp 20 each; THAC0 17; #AT 1 (trident); Dmg 1d6+2; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (5'-6' long); ML steady (11); Int average (10); AL N; XP 175 each.

Berg wardens (merfolk) (7): AC 7; MV 1, swim 18; HD 2+2; hp 13 each; THAC0 18; #AT 1 (trident or light crossbow); Dmg 1d6+1 or 1d4; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (5' long); ML average (10); Int average (10); AL N; XP 120 each.

Barracuda (3): AC 6; MV swim 30; HD 3; hp 21 each; THAC0 17; #AT 1 (bite); Dmg 2d4; SZ M (4' long); ML steady (11); Int animal (1); AL N; XP 65 each.

Sites of Interest

The Bloody Fist

This gang isn't under the control of House Elsinore; Chief Malefon is too caught up in his private world to notice the struggles of his own people. The angry young mermen (for there are no mermaids among them), tired of waiting for Malefon to address their needs, have taken matters into their own hands by organizing the Bloody Fist.

Some thirty merfolk left the Berg for the wide-open blue of the plane. Their life is uncertain, and they haven't found a home. They survive by plundering caravans traveling to the City of Glass, especially those hired by races traditionally regarded as enemies. Through contacts with other disgruntled merfolk still in the city, they learn of trading expeditions from all across the plane, allowing them to make unpredictable attacks in any number of locations. Recognizing the pattern of the caravan raids would require far more coordination than the city's squabbling merchant houses can muster. So each suffers in silence, unaware that it shares a common bond in victimhood.

At the moment, the members of the Bloody Fist are content to raid while they look for a base. Once established, though, they'll expand their operation and eventually make explicit their people's demands. How the city council will react to this group of rebellious merfolk remains to be seen, but they might not be above discreetly hiring *kuo-toan* bounty hunters.

The leader of the Bloody Fist is the ferocious Palemon. He has excellent organizational skills and military prowess honed during years as a mercenary. He's been training the gang members to work together, and they've become quite adept at wolf-pack tactics. Typically the gang breaks into two or three groups to cut off retreat and fire the prey. Each of these is also accompanied by 1d3 barracuda.

Palemon (merman leader): AC 5; MV 1, swim 18; HD 4; hp 25; THAC0 16; #AT 1 (trident or javelin); Dmg 1d6+2 or 1d6; SA *javelin of lightning*; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (6' long); ML elite (14); Int very (12); AL CN; XP 420.

Special Equipment: 2 *javelins of lightning*.

Bloody Fist warrior (merfolk) (25+2d4): AC 7; MV 1, swim 18; HD 1+1; hp 8 each; THAC0 19; #AT 1 (trident or light crossbow); Dmg 1d6+1 or 1d4; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (5' long); ML steady (12); Int average (10); AL CN; XP 35 each.

Barracuda (3): AC 6; MV swim 30; HD 3; hp 21 each; THAC0 17; #AT 1 (bite); Dmg 2d4; SZ M (4' long); ML steady (11); Int animal (1); AL N; XP 65 each.



5. Shrine of Eadro

Eadro is the god of the merfolk and their creator. Until recently, Eadro lived on the Elemental Plane of Water with his followers. A little over a decade ago, though, he left his domain to attend to “an important matter” and hasn’t been seen since. Of late his shamans have begun to lose their granted powers, a cause of great concern among the faithful.

The Shrine of Eadro is a large cave on the underside of the iceberg, lined with coral and seashells that form a converging spiral pattern. Despite the disappearance of their deity, the merfolk still pack the shrine daily. They fervently pray for Eadro’s return and their own salvation. They’re served by Calfinon, shaman of the Berg.

Calfinon (merman P3 of Eadro): AC 7; MV 1, swim 18; hp 18; THACO 18; #AT 1 (trident); Dmg 1d6+1; SA spell use; SW dehydration (lose 2 hp per round out of water), double damage from fire; SZ M (6’ long); ML elite (12); Int high (12); AL N; XP 175.

Spell Memorized (4/2): 1st—*bles*, *command*, *cure light wounds*, *entangle*; 2nd—*silence*, 15’ radius, *chill metal*.

Central District

Inhabitants: Humans

Businesses: Transportation, lodging

Major House: Andromeda

Councilor: Eleni Andromeda

Watch Captain: Vasilios Andromeda

Gang: Teamsters

Unlike many of the other races in the City of Glass, humans have no common history here. There was no great migration, no visionary leader who brought his or her people to a new home. Rather, humans from across the planes trickled into the city over the years, and for whatever reason, decided to stay. As they arrived in this haphazard way, humans generally settled wherever there was space. In the early years, the city resembled a group of armed camps, with kuo-toa, sea elves, and marids clustered in their own areas. The humans moved into the spaces between the isolated communities, transforming P’unkar into a real city.

Today the human district is known as Central. It features an eclectic mix of architectural styles and building materials, befitting the varied origins of its inhabitants. As in the Ale District, most structures feature bone and shell plaster. Social customs are as varied as the people who live here, with some families inflexibly following tradition and others (usually more successful) as flexible as business requires.

Many small merchant houses operate out of Central, selling and trading such items as wine, cloth, foodstuffs, and luxury goods. However, the humans’ true contribution to the city is in the area of transportation. Since they get along with

most of its races and occupy its center, humans are in the best position to transport natives and visitors alike. There are a variety of vehicles, including traditional human-drawn carriages and litters, rare horse-drawn coaches imported from the Prime, and even dogsleds to travel the icy byways.

The Central District also provides excellent accommodations for travelers. Many inns and pubs dot the streets (though anyone can tell you that the Ale District is the place to go for a real drink). In addition, it houses the city’s one true prison, carved into the berg. Though conditions are less than comfortable, prisoners are treated fairly—because the city hires them out as laborers. Human jailers pick up a share of the profit.

House Andromeda

The merchant leader of the Central district is House Andromeda. Once it was just another carriage company, but with a judicious mix of payoffs and strongarm tactics Andromeda Coaches has come to dominate the transportation industry s. Now all the other transport companies are owned by Andromeda or pay it a cut of their take. In addition, the house has secured sole rights to service the lucrative Reverie lift terminal, in return for certain considerations to Dolomite’s escort services.

The house leader is Eleni Andromeda. A widow for the past twenty years, Eleni has not hewed to family tradition. When her husband died, her firstborn son was expected to inherit the business. But Eleni had helped run Andromeda Coaches behind the scenes for all those years, and she had no intention of turning it over to the inexperienced Vasilios. Some doubted her ability to be tough when needed, but she allayed these fears by ordering the brutal shutdown of a long-time rival. Eleni is now sixty years old and firmly in control.

Eleni Andromeda, female human T14: AC 5 (leather, Dex bonus); MV 12; hp 52; THACO 14; #AT 1 (short sword); Dmg 1d6; SA backstab (x4); SD thieving skills; SZ M (5’6’ tall); ML champion (15); Str 11, Dex 17, Con 13, Int 14, Wis 16, Cha 12; AL N; XP 8,000.

Thief Abilities: PP 35%; OL 75%; F/RT 60%; MD 90%; HS 90%; DN 95%; CW 60%; RL 50%.

Special Equipment: 3 beads of force, pouch of accessibility.

Central Watch

More than any other district, Central thrives on tourism. Its leaders are intensely aware revenue would dry up the moment the district became too dangerous for visitors. To keep the peace, Central maintains a large, well-trained, and effective watch. Priority is given to neighborhoods popular with travelers, though patrols are frequent throughout.

The watch captain is Vasilios Andromeda, Eleni’s eldest son. Vasilios realized long ago that his mother wouldn’t let



him run the family business, so he opted for another career. For a number of years he traveled the planes as a mercenary, but eventually he returned and joined the watch. His family name and skill at arms ensured him quick promotion. Two years ago he became watch captain and has done a creditable job at the post. His underlings might grouse about his powerful mother's influence, but Vasilios is a competent commander and has successfully kept the peace.

Fifteen patrols circulate through the Central District, in addition to four on duty at the prison and two more assigned continuously to the defense of Andromeda Tower. Watch patrols consist of one sergeant and seven warders. Two members of each carry longbows in addition to their other weapons.

Vasilios Andromeda, male human F7: AC 1 (chainmail +3, shield); MV 12; hp 57; THACO 14 (11 with scimitar of speed, specialization); #AT 2 (scimitar) or 1 (dirk); Dmg 1d8+4/1d8+4 or 1d4; SZ M (5'8" tall); ML steady (12); Str 15; Dex 12; Int 10; Wis 9; Con 15; Cha 14; AL NG; XP 2,000.

Special Equipment: Helm of underwater action, scimitar of speed.

Watch sergeant, male or female human F4: AC 4 (chainmail, shield); MV 12; hp 28; THACO 17 (16 with scimitar, specialization); #AT 3/2 (scimitar) or 1 (dirk); Dmg 1d8+2 or 1d4; SZ M (5'10" tall); ML steady (11); Int very (11); AL LN; XP 420.

Central warders, female & male human F2 (6): AC 4 (chainmail, shield); MV 12; hp 14 each; THACO 19 (18 with footman's mace, specialization); #AT 3/2 (mace) or 2 (longbow) or 1 (dirk); Dmg 1d6+3 or 1d6/1d6 or 1d4; M (5'8"-6' tall); ML average (10); Int average (10); AL LN; XP 120 each.

Teamsters

The teamsters who work in Central deal with the other races on a daily basis and have strong opinions about some of them. While the hard-working dwarves treat them with respect, haughty types like the sea elves look down their noses at manual laborers. The teamsters rankle at this, and after a few beers they're ready for a fight. The teamsters weren't established as a gang, but they serve the same role in the Central District. Eleni and other local merchants know they can always find needed muscle at the pubs.

Teamsters are simple, working-class folk who prefer to scrap with clubs and gaffs (hooks used to unload cargo) rather than fancy swords and such. What they lack in firepower, though, they make up for in numbers and sheer meanness.

Teamsters, female & male human F1 (16+2d6): AC 8 (leather); MV 12; hp 6 each; THACO 20; #AT 1 (club or gaff); Dmg 1d6 or 1d4; SZ (5'6"-6'2" tall); ML average (10); Int average (10); AL CN; XP 35 each.

Sites of Interest

6. Coach and Horses Inn

Popular with tourists, the Coach and Horses is conveniently located near a *gate* to a Prime world and the Reverie lift. The inn was opened by Gunnar and Holz, two ex-coachmen who decided to go into business for themselves. Although both have a bit of a problem with alcohol, they generally keep it under control during business hours. Being veterans of a service industry, they know what travelers like and serve up hot meals, cold beer, and good times. The rooms are cozy, with hot water bottles always ready.

7. Andromeda Tower

This beautiful, whitewashed building recalls the Prime world of House Andromeda's founders but would be at home in any sunny climate. Surrounded by classical columns covered with mother-of-pearl, Andromeda Tower is the home of Eleni and her family. Her personal guards staff the place, and the watch pays special attention to the tower and its environs. The first floor holds several large meeting rooms, with living quarters upstairs.

8. Prison

This squat, blocky edifice is built entirely out of blocks carved from the eternal ice; the excavation forms the two lower levels. The various district watches can detain prisoners for a short time, but those convicted by the court system end up in the "Deep Freeze," where they are literally on ice. Since it's within the city proper, security around the prison is very high. Four patrols of the Central watch are always on duty here.

Coral District

Inhabitants: Sea elves
Businesses: Trading, entertainment
Major House: Meladrial
Councilor: Caradil
Watch Captain: Elefal
Gang: Steelcross Duelists

The Coral District is home to sea elves. It's one of the oldest parts of the city, second only to the shah's palace. The district is quite beautiful, designed as it was to remind the sea elves of their lost underwater homes. As its name hints, most of the buildings are built from living coral, winding towards the dome in unusual shapes. To keep the coral from dying and turning brittle, the elves must regularly douse it in water, so the streets of the district are usually sopping wet.

The sea elves were the first race that sought permission from the marids to settle in the City of Glass. The original colonists were cast out of sea elf society because they insisted on interacting with other races (even trading for profit). They



were accused of having human blood—or worse, of having been corrupted by *malenti*, sahuagin throwbacks that resemble sea elves. Such stains on their honor were intolerable, so they left to find a new home under the leadership of the merchant Meladril. The shah of P'unkar, as the city was then known, was only too happy to offer the renegades sanctuary. A group of hard workers experienced in trade was quite an asset, and the elves paid well for the favor.

The sea elves thrived in the City of Glass and have turned the Coral District into a bustling hub of trade and commerce. Although the original settlers were part of one band, several merchant houses now divide control of the district between them. They compete keenly for business but save the really rough stuff for rival races. They've found it best to present a unified front despite their own disputes.

In the early years of the Coral District, most of the settlers made constant use of spells that allowed air breathing and took frequent swims. Within two generations, however, children were born who could breathe both air and water. Mages speculate that constant exposure to magic caused the change, or perhaps a heritage of contact with their landbound kindred. Whatever the cause, by the third generation, all newborn sea elves of the city could breathe air and were equally at home on the streets and in the water. This only increased the populations' estrangement from others of their race, who began referring to them as *remalli* (an unpleasant word that roughly translates to "deceived by evil").

House Meladril

House Meladril is the most prominent merchant family among the sea elves. Its members are descended from Meladril himself. The house took advantage of its leadership position and social talents to build a trading empire that's second to none. Merchants of House Meladril trade on dozens of worlds, often with other elves. The landborn have no knowledge of the *re-*

malli's outcast status, nor do they have enough contact with other sea elves to find out. This lets House Meladril play up the salvage and information angle that sea elves are renowned for, while haggling like the city slickers they are. Long residence in the City of Glass, with its many *gates*, has also given the house access to all sorts of exotica from other planes that fetch high prices on the Prime (and vice versa).

The aged head of the house is Caradil. He's been a city counselor for as long as anyone remembers and is dutifully reelected every five years. A wily trader and consummate politician, Caradil protects his family's dominance in business. He gives his word rarely, but when he does, he keeps it without fail. In the City of Glass, any deal transacted to all parties' satisfaction is said to be "sealed with Caradil's word."



Caradil, male sea elf F7/T6:
AC 0 (*bracers of defense*, AC 4, Dex bonus); MV 9, swim 15; hp 48; THAC0 14 (10 with *trident* +3. specialization); #AT 2 (*trident* +3); Dmg 1d6+6/1d6+6; SD 90% resistant to *sleep* and *charm* spells; SZ M (6' tall); ML champion (15); Str 12, Dex 18, Con 9, Int 14, Wis 11, Cha 16; AL CG; XP 3,000.

Thief Abilities: PP 35%; OL 20%; F/RT 20%; MS 100% (*boots of elvenkind*); HS 60%; DN 95%; CW 95%; RL 50%.

Special Equipment: Wand of magic missiles (38 charges), *boots of elvenkind*.

Coral Watch

The watch in the Coral District are a suspicious and xenophobic bunch—even more than usual—since nearly every crime in the district is committed by members of other races. They're particularly suspicious of other elves, for the nearby sahuagin district means the ever-present possibility of *malenti* infiltration. Elves of the watch try to ensure that only legitimate merchants and other professionals enter the district. They also closely guard the *gates* within that lead to other planes, since these are their main source of *livelihood*.



The captain of the watch is a bold warrior named Elefal. She bears a grudge against the sahuagin far beyond the normal hatred held by others of her race. Though she won't speak of the reason, the commonly accepted story is that she lost her only sister to a raid by the sea devils. Elefal's state of mind is a continual concern for the merchant houses. So far she's kept her temper under control, but Caradil fears her attitude will cause trouble in the district sooner or later.

Sea elf patrols are composed of one sergeant and five warders, at least one of whom is a seasoned warrior. There are a dozen patrols in all. They're typically armed with trident and net, preferring to capture criminals rather than kill them.

Captain Elefal, female sea elf F8: AC 0 (chainmail +4, Dex bonus); MV 9, swim 15; hp 60; THAC0 11 (7 with two-handed trident +3, specialization); #AT 2 (trident); Dmg 1d8+6/1d8+6; SD 90% resistant to *sleep* and *charm* spells; SZ M (6'2" tall); ML champion (16); Str 12, Dex 15, Int 15, Wis 9, Con 14, Cha 13; AL CG; XP 3,000.

Sergeant, male or female sea elf F5: AC 4 (chainmail, Dex bonus); MV 9, swim 15; hp 34; THAC0 15 (14 with two-handed trident, specialization); #AT 3/2 (trident); Dmg 1d8+3; SD 90% resistant to *sleep* and *charm* spells; SZ M (6'4" tall); ML elite (14); Int high (14); AL CG; XP 1,400.

Coral warders, female & male sea elf F2 (5): AC 6 (leather, Dex bonus); MV 9, swim 15; hp 7 each; THAC0 19 (18 with trident, specialization); #AT 3/2 (trident) or 1 (net); Dmg 1d6+3; SA net tangle; SD 90% resistant to *sleep* and *charm* spells; SZ M (6' tall); ML elite (13); Int high (14); AL CG; XP 175 each.

Special Abilities: SA—Net tangle (weapon 50%, opponent 50%, hit vs. AC 6), entangled victim escapes on Bend Bars test or Dex check at -3.

The Steelcross Duelists

If House Meladril is responsible for the sea elves' prosperity, the Steelcross Duelists are responsible for their honor. The sea elf version of a gang, the Duellists represent the ultimate adaptation to city life: a well-educated group of patriots who train relentlessly with the rapier. The group takes its name from the first fencing school founded in the Coral District, and the gang's activities still center around it.

The fencing masters instill pride, discipline, and skill in their young charges, impressing on them the superiority of their culture; as a result, small groups of students band together and challenge all comers. They take it upon themselves to avenge any slight to the elven race, be it real or imagined. While the Duellists aren't under the direct control of House Meladril, Caradil easily manipulates them when he requires their aid. The merest hint that the honor of their race has been besmirched sends these elven hotheads out the door with steel drawn.

Members of the group are easily recognized by their dueling scars (each receives at least one mark on the face as a sign of entry) and the simple steel crosses they wear pinned to their tunics. They are also the only group of sea elves to eschew the traditional weapons of spear and trident for the more city-friendly rapier. Their current leader is a truculent swordsmaster named Thoniel. He's led the Duellists in several clashes against the Sea Devils gang and is itching for more action with the sahuagin gladiators.

Thoniel, male sea elf F6: AC 0 (leather, Dex bonus, single-weapon style, *ring of protection* +2); MV 9, swim 15; hp 42; THAC0 143 (13 with rapier +1, specialization); #AT 3/2 (rapier); SD 90% resistant to *sleep* and *charm* spells; SZ M (6'3" tall); ML fanatic (17); Str 11, Dex 17, Int 14, Wis 8, Con 15, Cha 14; AL CG; XP 2,000.

Steelcross Duelists, female & male sea elf F3 (2d6+2): AC 4 (leather, Dex bonus, single-weapon style); MV 9, swim 15; hp 16 each; THAC0 18 (17 with rapier, specialization); #AT 3/2 (rapier); Dmg 1d6+3; SD 90% resistant to *sleep* and *charm* spells; SZ M (6' tall); ML elite (14); Int 14 (high); AL CG; XP 270 each.

Note: All Steelcross Duelists specialize in rapier and have devoted two weapon proficiency slots to the single-weapon style, giving them a +2 AC bonus and the ability to take combat actions with the free hand. They lose these benefits if they use a shield, and they do not gain the shield's AC bonus.

Sites of Interest

9. The Spire

The tower of House Meladril is known as the Spire. It soars above all the other buildings in the Coral District, though it maintains the distinctive sea elf architecture, twisting gracefully toward the dome. What's unusual is that the Spire's coral was grown over a structure of thick stone quarried off-world. The living coral, while beautiful, only provides a decorative casing for the true tower.

10. The Wandering Minstrel

The Wandering Minstrel is a sea elf institution, a fine restaurant serving the delicacies of the sea. The scions of the various houses meet here routinely to discuss business or other issues of pressing importance to the sea elf community; debate rages over sea-dragon omelets and steamed kraken with kelp. It's literally an integral part of the Coral District: a cave within the living coral reef from which grow the neighborhood's buildings. It is expensive—and exclusive, catering specifically to the district's merchants. Outsiders are not welcome and can dine here only if accompanied by a regular.



11. The Dueling Ground

While most street gangs of the City of Glass take their fights anywhere, the Steelcross Duelists adhere to a formal dueling code. In theory, a duel may take place in any location; in practice, it's often conducted in the Dueling Ground, a "full service" entertainment establishment. The owner of the place, Galatil (N male elf T2), recognized the potential business opportunity in providing a proper *salle à manger* for both participants and spectators. A lengthy bar wraps about three walls, with tables and chairs set against it. In the center of the main room is a roped-off area where the fencing contests are held. Customers pay generously to watch duels (some to the death) in the evenings, but by day some of the fencers use this space for practice.

The Deeps

Inhabitants: Kuo-toa
Businesses: Bounty hunting
Major House: Lublaboorp
Councilor: Daboolba
Watch Captain: Pugloop
Gang: The Net

The Deeps is the district inhabited by kuo-toa, who were among the earliest arrivals in the city. Their goddess, the Sea Mother Bliibdoolpoolp, resides on this plane; her worshipers believe that to be near their deity is a sacred duty. The kuo-toa settled here to keep an eye on the other races that were flocking to the airy dome. To be allowed into the city they must have made the shah an offer he couldn't refuse. Scholars speculate that the marids secured promises of peaceful behavior, since the dreaded fishfolk gave up their predatory behavior when they settled here.

Since that time, the city's kuo-toa have been hit hard by two events. They protested loudly and violently when the shah welcomed in their sworn enemies, humans. But the fishfolk were lacking in both diplomacy and wealth, and they failed to gain enough support at the shah's court. The marids expected them to leave the city or attack the humans, but surprisingly the kuo-toa did neither. Rather, they continued their original mission of watching for signs of trouble. (Their definition of "trouble" can be quite broad, however.) They can't keep the hated mammals from entering the city, but the kuo-toa are ready to stop any further colonization of the Elemental Plane of Water.

Far worse even than the humans' arrival, though, was the terrible moment when the hated glare of Radiance illuminated the city. This remains a time of horror to the kuo-toa, who have never forgotten it or the agent of their suffering, Jalal Dragonblood. They resent his interference and harbor a fierce hatred of the half-dragons, considering them all responsible.

Although primarily water-breathing, kuo-toa can survive in air. Those inhabiting the Deeps have adapted enough to the city's environment; many live in buildings, though constructed with an eye to amphibian comfort. These structures are built primarily with a shell-aggregate concrete in the terraced style of Aztec pyramids, and contain many pools (some with kelp beds) and open courts planted with edible fungi. However, most of the Deeps lies underground, in silt-lined tunnels riddling the eternal ice. The numbers of kuo-toa are thus hard to guess, as is the nature of their hidden activities. This worries some who would prefer to know what the fishfolk are up to.

House Lublaboorp

Kuo-toa present the best face they can to the city's other inhabitants. They have strained relations at best with many of their neighbors, and fitting into so-called polite society is quite against their nature. The very term "house" implies a structure the kuo-toa don't have—a family. "House Lublaboorp" is a group of kuo-toa chosen by the priesthood to deal with the other races.

The kuo-toa organized this way to take advantage of prejudices held by many other races. House Lublaboorp has built an industry on hiring out professional bounty hunters to those who are unable or unwilling to perform such tasks for themselves, letting kuo-toa satisfy their natural aggression and be paid for it to boot. What most of the other races don't know or suspect from the smelly fishfolk is that this gives access to sensitive information from other communities. Information trading is another lucrative business in the Deeps, though its best customers (among them, the city's sahuagin) keep their affairs hidden.

The head of House Lublaboorp is Daboolba. Though he is councilor for the Deeps, he's not the leader of the kuo-toa, but the preeminent priest among the eight Eyes of the priest-king. Daboolba is best at dealing with other races, so he was chosen to attend council meetings. However, he never makes a move without consulting the priest-king, Baaplagoog, the true power in the Deeps. The priest-king himself is rarely seen by outsiders; his court lies deep in the uncharted warrens beneath the ice.

Daboolba, kuo-toa P7/T8: AC 4; MV 9, swim 18; hp 45; THAC0 16; #AT 2 (claws); Dmg 1d4+1/1d4+1; SA backstab (x3), pincer staff, lightning stroke, spell use; SD 75% chance Water natives won't attack; SZ L (7'2" tall); ML elite (14); Int very (15); AL NE; XP 4,000.

Special Abilities: SA—Hit with pincer staff gives 40% chance of one arm trapped (75% chance off hand) and 10% chance of both, no shield or Dex bonuses if off hand trapped; no attack or Dex bonus if weapon hand trapped; lightning stroke (1 target) with other priests, 2' wide, 1d6 damage per priest.



Spells-Memorized (5/4/2/1): 1st—create water, cure light wounds (x2), protection from good, shillelagh; 2nd—aid, augury, silence, 15' radius, spiritual hammer; 3—bestow curse, protection from fire; 4—imbue with spell ability.

Thief Abilities: PP 5%; OL 5%; F/RT 45%; MS 95%; HS 50%; DN 95%; CW 60%; RL 30%.

General Kuo-Toan Abilities: Infravision 60'; sense vibrations within 10 yds.; detect invisible/astral/etheral movement; SD—sticky shield traps weapon 25% (a successful Open Doors roll is required to free the weapon), can be grappled or snared only 25% of the time, surprised only on a 1; immune to poison, paralysis, and illusions, half damage from electricity, *magic missiles* do only 1 point each; SW—bright light (-1 attack penalty), susceptibility to fire (-2 save).

The Deeps Watch

The Deeps is well known as the deadliest part of town—those who cross the kuo-toa die quickly. Its watch is run by the Whips, fanatical devotees of the Sea Mother. They act more like inquisitors than a peacekeeping force, cornering and questioning any suspicious-looking strangers, especially humans. If detainees don't provide the right answers, the Whips take them into "custody." Such criminals are brought to the temple of Blibdoolpool and sacrificed to the Sea Mother. Anyone daring to enter the Deeps would be well advised to do so during the hours of light, when the kuo-toa are less active, and even then should stay out of the ice warrens.

The Chief Whip is a fearsome bully named Pugloop. His patrols are typically led by a Whip and comprise six kuo-toa warriors. Since kuo-toa are feared and shunned by most other races, just ten patrols are adequate to cover their territory.

Chief Whip Pugloop, kuo-toa F6/T6: AC 1 (shield +3); MV 9, swim 18; hp 36; THACO 14 (13 with weapons); #AT 2 (barbed harpoon or dagger and bite); Dmg 2d6+1/2d6+1 or 1d4+1/1d4+1; SA backstab (x3), harpoon snag, *net of snaring*; SZ L (7'8" tall); ML champion (16); Int very (15); AL NE; XP 2,000.

Special Abilities: See general kuo-toan abilities; SA—harpoon snag (roll 13+ to avoid or be knocked off feet and stunned for 1d4 rounds), *net of snaring* underwater only (range 30', save vs. breath weapon or be entangled, only broken by Str 20+ or dealing 5 damage to strands at AC -10);

Thief Abilities: PP 5%; OL 5%; F/RT 5%; MS 95%; HS 50%; DN 95%; CW 60%; RL 10%.

Whip, kuo-toa F3/T3: AC 4; MV 9, swim 18; hp 20; THACO 18 (17 with weapons); #AT 1 (two-handed harpoon or dagger and bite); Dmg 2d6+1 or 1d4+1/1d4+1; SZ M (6'2" tall); ML elite (13); Int high (14); AL NE; XP 420.

Special Abilities: See general kuo-toan abilities.

Thief Abilities: PP 0%; OL 5%; F/RT 5%; MS 35%; HS 30%; DN 90%; CW 60%; RL 0%.

Deeps warders, kuo-toa F2 (6): AC 4; MV 9, swim 18; hp 11 each; THACO 19 (18 with weapons); #AT 1 (trident or dagger and bite); Dmg 1d6+2 or 1d4+1/1d4+1; SZ M (6' tall); ML elite (13); Int high (13); AL NE; XP 175 each.

Special Abilities: See general kuo-toan abilities.

Note: There is a 75% chance that one warder is F4 (THACO 16, hp 23; XP 420).

The Net

The kuo-toan equivalent of a gang is a group of war bands known as the Net, each numbering around a dozen warriors. They take care of the dirty work that House Lublaboor can't be seen doing. This might include dealing with incursions by upstart races in the city, but the real focus of the organization is a trade near and dear to the cold hearts of all kuo-toa: slavery.

For the most part, the Net does not take slaves from the citizenry of the City of Glass. The council looks the other way on most business transactions within the city, but even that amoral body would act quickly were citizens getting snatched off the street. The Net avoids trouble by running its slave ring through the tunnels; the Deeps itself is only for temporary storage. The





gang travels in search of prey through *gates* set in the bowels of the berg, then bring captives back to the city to be held in slave pits until sold. No word of this has ever leaked from the Deeps. Nor is it likely to, since even those who manage to escape have no idea where they spent their imprisonment. One dark, stinking hole is pretty much like another.

The Net, kuo-toa F2 (4d4): AC 4; MV 9, swim 18; hp 11 each; THACO 19 (18 with weapons); #AT 1 (two-handed harpoon or dagger and bite); Dmg 2d4+1 or 1d4+1/1d4+1; SZ M (6' tall); ML elite (13); Int high (13); AL NE; XP 175 each.

Special Abilities: See general kuo-toan abilities.

Note: If the band numbers 12 or more, one is an F4 (THACO 16, hp 23, XP 420).

Sites of Interest

12. Temple of Blibdoolpool

Kuo-toa traditionally deal among themselves and with outside races in their temples. As befits this function, the great temple to Blibdoolpool serves as the district tower and is the largest structure in the Deeps. The edifice is carved of knobly black stone in the shape of a stylized lobster head, with great rubies for eyes and flanked by upraised claws. It is windowless; inside, banks of phosphorescent fungi cast a weird, dim glow.

The upper portion of the temple is set aside for trade negotiations and other such business. Furnishings are comfortable by kuo-toan standards, rather dingy and cold to most others. The dug-out complex below the tower is where most activity occurs and is consequently much larger. Here the kuo-toa have their spawning pools and conduct the worship of Blibdoolpool. As with other temples of this sort, sacrifices are common. Usually victims are acquired outside the city, even on other planes, but those unfortunate enough to be caught by the Deeps watch also feed the insane Sea Mother.

13. Harpoon & Net

"Harpoon and net" is a kuo-toan euphemism for bounty hunting. The establishment of that name is staffed by members of House Lublaboorp, who have all been trained to deal civilly with other races. While it's a bit disconcerting for outsiders to come face to face with a scaly clerk asking "if one requisness harpoon and net," the kuo-toa enjoy plenty of repeat business. They'll track down any fugitive for the right price and hurt to order. While it's possible to request that fugitives be taken alive, kuo-toa enjoy the "head option" most. This lets them act on their base instincts—and after all, a whole body is much more work to carry.

14. Communal Pool

The kuo-toa have built pools throughout the community, both above and below the surface and averaging 20 feet in depth. Seeing them lounging in the water, an outsider might think

the kuo-toa are taking their ease, but pools serve many purposes beyond recreation or keeping the skin wet. This communal pool is the center of daily life in the Deeps. Youngsters come here for education and training. Communal meals are taken in the pool, often consisting of living prey. Some religious rituals take place here as well. A kuo-toa Monitor guards against disruption or insane rampages. Underwater tunnels connect this large pool with living quarters under the ice and with the temple of Blibdoolpool.

Monitor, kuo-toa F7: AC 1; MV 18, swim 36; hp 56; THACO 14 (13 with weapons); #AT 4 (claw/claw/ bite/bite); Dmg 2d4/2d4/1d4+1/1d4+1; SA strike to subdue (up to 8' tall, 500 lbs., unconscious 3d6 rounds); SZ L (8' tall); ML fearless (19); Int very (15); AL NE; XP 975.

Special Abilities: See general kuo-toan abilities.

Icelake

Inhabitants: Nixies

Businesses: Tourism, aquaculture

Major House: Acquar

Councilor: The Acquar

Watch Captain: The S'quoar

Lang: None

There's only one completely water-filled district in the City of Glass, a fact that mystifies many visitors to the Elemental Plane of Water. Called "Icelake" by the locals, it's unnaturally cold, nestled in the berg. It was originally a source of drinking water for dwellers under the dome but was settled by a tribe of nixies hundreds of years ago.

The sprites chose the lake because, although they can breathe air, they prefer water and they can tolerate its frigid depths. Nixies normally dwell in more temperate waters, but were able to adapt, partly through their innate magical nature, partly through insulating material for clothing, and partly through trade with the other races of the city.

Nixies were early visitors to the City of Glass. They came out of curiosity but never stayed long. But as the city became known to planewalkers and developed into a jumping-off point for exploring the Plane of Water, a few clever nixies realized they could offer a valuable service to travelers with their ability to bestow *water breathing*. They'd traditionally exploited this power to keep human slaves alive, but its commercial potential was undeniable; Nixies made ideal guides for air breathers.

Their initial success led to an entire tribe of nixies settling in the city. The Acquar, or "water mother," the tribe's hereditary leader, approached the city council, who recognized the nixies' value and offered them Icelake. The tribe now numbers some 150 members, nearly twice the size of the average nixie community. The Acquar hasn't needed to break



up the tribe yet because the lake is fairly large, and at least half the population are away on jobs at any given time.

Icelake is filled with fish that the nixies raise for different purposes. They keep several giant pike as guards, which can obey simple commands. They love to ornament their living spaces with small, bright fish as pets. Since only a few species can survive in the chill Icelake, the nixies supplement these with aquatic plants and colorful invertebrates such as nudibranchs, importing sand, crushed coral, and even eel to provide a suitable bottom. They also herd schools of trout, bass, and catfish for food. Most of the nixie dwellings are woven from living seaweed and difficult to detect (5% chance, only within 20 feet).

In addition to acting as guides, the nixies also produce high-quality silk from giant water spiders they raise in burrows near the Coral District lakeshore. This spidersilk is a rare and desirable item that fetches top prices, especially from the sea elves, with whom the nixies are on good terms. It's also excellent insulation and prized for making warm clothing.

House Acquar

Unlike many of the races in the City of Glass, the nixies have maintained their traditional tribal structure. The Acquar rules the tribe and represents their interests on the city council. She in turn is advised by a council of elders whose speaker, the L'uquar, is keeper of the tribe's oral history. The Acquar resolves major disputes and appoints the S'oquar, or warlord. The others in the city treat the nixie tribe as a merchant house and so call it House Acquar. Bright-Flash-in-Deep is the current Acquar.

The nixies don't have an associated gang, as such concepts are foreign to them. However, all inhabitants of the district will fight fiercely if threatened by intruders.

Bright-Flash-in-Deep, female nixie Acquar (sprite): AC 7; MV 6; HD 1+1; hp 7; THACO 15 (dagger +2 longtooth); #AT 1 (dagger); Dmg 1d6+2; SD magic items; MR 25%; SZ S (3'8" tall); ML steady (12); Int very (12); AL N; XP 975.

Special Abilities: See general nixie abilities.

Special Equipment: Amulet of proof against detection and location, wand of conjuration (54 charges).

General Nixie Abilities: Cast or dispel water breathing once per day, duration 1 day; SA—charm in groups of 10 or more (–2 to save, 75% chance to break before entering water, 10% thereafter), net tangle (attack vs. AC 10, –2 AC per additional target, up to 5 targets); SW fear fire and bright light.

Icelake Watch

This nixie tribe is very wealthy. They charge high prices for their services and distribute the take equally. More than one

thief has been tempted by this wealth, diving into Icelake at night in the hopes of plundering a nixie home. The Icelake watch has learned to be ready.

The captain of the Watch is also the S'oquar, who in traditional nixie society is in charge of hunting and defense. Since the urbanized nixies in Icelake purchase most of their food, hunting is of minor importance—little more than a sport. Instead, the S'oquar focuses on community defense. The current S'oquar is Wind-Ruffles-Water, who's held the position for many years.

Only one watch patrol is on duty at any given time, but a reserve body equivalent to two patrols stands by with the S'oquar in case the warders can't handle the emergency. A patrol numbers ten nixies armed with daggers, javelins, and a single large fishing net to snare hostiles. They prefer to take care of intruders with their charm ability, resorting to combat only as a last resort. Anyone caught in an attempted theft is charmed and forced to spend one year as a slave at hard labor, maintaining the district. Those who kill a nixie and are caught by the watch spend the rest of their lives in slavery, assuming they survive. The lake's many predators assist the patrol in defending their territory.

Wind-Ruffles-Water, male nixie S'oquar: AC 5 (spidersilk jerkin); MV 6, swim 12; HD 2; hp 16; THACO 18 (17 with two-handed javelin +1); #AT 3/2 (javelin) or 1 (dagger); Dmg 1d6+1 or 1d4; MR 25%; SZ S (4' tall); ML steady (12); Int very (12); AL N; XP 650.

Special Abilities: See general nixie abilities.

Icelake warders, female & male nixies (10): AC 7; MV 6, swim 12; HD ½; hp 4 each; THACO 20; #AT 1 (two-handed javelin or dagger); Dmg 1d6 or 1d4; SW see general nixie abilities; MR 25%; SZ S (4' tall); Int very (12); ML average (10); AL N; XP 270 each.

Special Abilities: See general nixie abilities.

Giant pike (1d4+1): AC 5; MV swim 36; HD 4; hp 20 each; THACO 17; #AT 1 (bite); Dmg 4d4; SA swift attack (–2 to opponent's surprise roll); SZ L (8' long); ML average (8); Int semi (2); AL N; XP 175 each.

Sites of Interest

15. The Waterways—Guides for Hire

The nixies maintain one building outside the lake, human-sized to make customers comfortable, on the Central district shoreline. At the Waterways, prospective travelers on the Elemental Plane of Water can hire nixie guides. The standard fee is 5 gp value per day (preferably in pearls or similar material), but barter is also acceptable. The guides are at least roughly familiar with much of the Plane of Water. They know



the locations of many *gates* and safe havens, as well as the disposition of local inhabitants. The nixies have a well-earned reputation for trustworthiness; most city dwellers will recommend them to travelers.

16. Acquar's Palace

The Acquar holds court in an immense dome on the lake's bottom, carved from the eternal ice by *charmed* slaves. This structure bulges from the nixies' woven-weed dwellings and also houses the tribe's treasury. The nixies divide their earnings equally among all members but keep items precious to the community under guard here. They've coaxed a water naga to make her lair within the treasury to ensure the safety of its contents, a nasty surprise for many an intruder. She's a devoted and cunning guardian whose defenses include both traps and spells.

Ilishan, water naga: AC 5; MV 9, swim 18; HD 8; hp 50; THACO 13; #AT 1 (bite); Dmg 1d4; SA poison type F (save vs. poison or die), spell use; SZ L (10' long); ML steady (11); Int very (11); AL N; XP 3,000.

Spells Memorized (4/2/1): 1st—*charm person, color spray, magic missile, shield*; 2nd—*invisibility, spectral hand*; 3rd—*hold person*.

17. Spidersilk Farm

This area has been built up by the nixies to provide burrows for the giant water spiders whose silk they harvest. The 8-foot-long spiders live in air-filled burrows lined with silk, where they drag their prey. They can't breathe water but carry an air supply in a bubble trapped between their hind legs. Water spiders hunt fish and other small creatures in the seaweed tangle floating in front of their burrows, and incidentally help protect Icelake from intruders.

Giant water spider (1d8+2): AC 4; MV 3, swim 15; HD 3+3; hp 21 each; THACO 17; #AT 1 (bite); Dmg 1d4; SA poison type F (save vs. poison or die); SZ L (8' long); ML elite (13); Int semi (2); XP 420 each.

Jewelers' District

Inhabitants: Halflings
Businesses: Jewelry, law
Major House: Sharpeye
Councilor: Max Sharpeye
Watch Captain: Kerl Sharpeye
Gang: The Bushwhackers

The halflings of the City of Glass are nearly all Stouts, who came to the city once the dwarves began to mine the Quaselemental Plane of Mineral. Buildings here are similar in style and materials to

those in the Ale District, though of course more with an eye to ease and comfort. These make considerable use of glass windows, often colored or artfully faceted.

Halfling jewelers from all over flocked here to take advantage of the incredibly fine raw materials the dwarves were bringing back. They settled next door to their dwarven friends, and jewelry shops sprang up by the dozen. Although other businesses arose to support the halfling community, jewelers still predominate. Another area of halfling expertise is the law. Justice in the City of Glass is hit-and-miss, since it's a mercenary place whose first rule is "whatever you can get away with"—most of the time, the watches take the law into their own hands. (The gangs often take on a little extralegal activity as well.) The halflings realized there was a place for skilled legal practitioners in a city where the letter of the law (let alone the spirit) was so rarely enforced. So they opened the only law school of the Inner Planes here about a hundred years ago, and its graduates command the highest rates. Halfling lawyers congregate about the courthouse in Drake's End (see below) and have close professional ties to the halfragon judges.

House Sharpeye

The first jewelers to organize the halflings as a political force were the Sharpeyes. This family of Stouts came to the city in large numbers, adding many other jewelers to their family through marriage. They've been the major merchant house of the district for nearly as long as there's been a district.

Max Sharpeye is the venerable head of House Sharpeye. Still sprightly at the age of 155, Max runs his business with the enthusiasm of a youngster. He loves the topsy-turvy ride of the deal and the thrill of a big score. He's a close ally of the dwarven House Silverpick, and the two merchant houses have profited greatly from their relationship.

Max Sharpeye, male halfling T13: AC 4 (leather, Dex bonus, ring of protection +2); MV 6; hp 48; THACO 14 (12 with *short sword* +2 or 13 with sling); #AT 1 (short sword or sling); Dmg 1d6+2 or 1d4+1; SA backstab (x4); SD thieving skills; SZ S (3' tall); ML elite (13); Str 9, Dex 16, Con 12, Int 14, Wis 15, Cha 15; AL LN; XP 7,000.

Thief Abilities: PP 40%; OL 50%; F/RT 95%; MS 95%; HS 95%; DN 95%; CW 45%; RL 65%.

Special Equipment: Short sword +2, teleporting.

Jewelers' Watch

The halflings know that their reputation as fine jewelers can't help but attract thieves. They've managed to keep theft to a minimum through two strategies. First, the streets and buildings of the Jewelers' District are confining to larger races. While humans and elves can navigate the district, they find it small and difficult to maneuver in. This design helps the



watch crner and subdue criminals, offering great opportunities to use missile weapons and set up ambushes.

The second strategy lies in the disposition of the watch. While most districts are policed by a few good-sized patrols, the halflings disperse their wardens in many pairs. That way, no one group is very far from another, and when trouble arises, reinforcements can arrive quickly. This also prevents easy diversion of the watch. The wardens all know a special code of whistles to send messages, specifying the nature of the problem and the required assistance. There are twenty-four pairs of wardens in all.

The watch captain is Kerl Sharpeye, a distant cousin of Max. An excellent tactician who knows the district intimately, Kerl treats her people well, and they're unwaveringly loyal to her.

Kerl Sharpeye, female halfling F7: AC 2 (chainmail, Dex bonus); MV 6; hp 44; THAC0 11 (*short sword of quickness*) or 9 (*shortbow* +1); #AT 2; Dmg 1d6+4/1d6+4 or 1d6 +1/1d6+1; SZ S (3'4" tall); ML elite (14); Str 10, Dex 16, Con 14, Int 12, Wis 11, Cha 15; AL LG; XP 2,000.

Jewelers' wardens, female & male halflings F3 (2): AC 6 (leather, Dex bonus); MV 6; hp 18 each; THAC0 18 (15 with shortbow); #AT 1 (short sword) or 2 (shortbow); Dmg 1d6 or 1d6/1d6; SZ S (3'2" tall); ML steady (12); Int very (12); AL LG; XP 175 each.

The Bushwhackers

The Bushwhackers are the district gang, who do House Sharpeye's dirty work. Originally a ring of thieves operating out of the Jewelers' District, the Bushwhackers were caught by the watch and brought before Max Sharpeye. Max offered them a choice: jail or work. The thieves continue to burgle and pick pockets, but only in locales designated by Max, who may also ask for a special task from time to time. Thus House Sharpeye puts covert pressure on competing houses by causing unexpected losses in money and wares.

As their name implies, the Bushwhackers never face rival gangs in straight-up fights but prefer to attack from a

well-defended position with surprise. Fools deride them with accusations of cowardice, but the diminutive halflings know their strengths and play to them. No one underestimates the Bushwhackers twice.

The leader of the gang is an unusually slim halfling named Bebe [BEE-bee]. Rarely seen but always deadly, Bebe controls the gang with quiet authority.



Bebe, male halfling T9: AC 2 (*bracers*, AC4, Dex bonus); MV 6; hp 38; THAC0 14 (*short sword of life stealing*) or 13 (*sling*); #AT 1; Dmg 1d6+2 or 1d4+1; SA backstab (x4), *short sword of life stealing*; SD, *thieving skills*; SZ S (3'2" tall); ML elite (14); Str 9, Dex 16, Con 13, Int 11, Wis 13, Cha 12; AL N; XP 3,000.

Special Equipment: Sheet of smallness.

Thief Abilities: PP 65%; OL 70%; F/RT 50%; MS 95%; HS 95%; DN 50%; CW 75%; RL 10%.

Bushwhackers, female & male halflings T4 (3d4): AC 6 (leather armor, Dex bonus); MV 6; hp 17 each; THAC0 19 (16 with sling); #AT 1 (short sword or sling); Dmg 1d6 or 1d4+1; SA backstab (x2); SD *thieving skills*; SZ S (3' tall); ML steady (11);

Int very (12); AL N; XP 270 each.

Thief Abilities: PP 55%; OL 20%; F/RT 20%; MS 75%; HS 70%; DN 20%; CW 45%; RL 5%.

Sites of Interest

18. The Watchtower

The Watchtower is the center of House Sharpeye's power. Built with the aid of the dwarves, it's a tall, sturdy structure made of limestone with a wooden facing. Max Sharpeye's predecessor was strangely obsessed with the idea of seeing the whole city. Reportedly, he spent hours at the top of the tower, scanning the city for "threats" while contemplating business deals. Max feels no such need, but the watch (and sometimes even the Bushwhackers, surreptitiously) make good use of the high vantage point.



19. Hoffer's Emporium

The Hoffers are another halfling family with a long history in the City of Glass. Also jewelers, they've never been interested in political power but concentrate on expertise in their craft. Hoffer's Emporium is one of the largest jewelry shops in the city. The shop is run by Rolf Hoffer, the patriarch of the house (N male halfling T2), and is staffed by his extended family. Its artisans make pieces to order and fix and reset old jewelry. They are known for their honesty and skill with detail work. They also offer free evaluation and of course buy gems and jewelry (at 40 to 70 percent of suggested value) and sell (at 80 to 150 percent).

20. The Scales Academy

This is the only school of law to be found on the Inner Planes, and one of the finest anywhere. The university complex is a group of six buildings around a central courtyard filled with potted plants and ice sculptures. The Scales is renowned for its academic excellence, and professors teach through example with many debates and presentations in moot court. Post-graduate students gain real-life experience in the law by staffing storefront offices that provide advice on simple or petty legal matters—for a fee, of course, but a reduced one. Senior and graduate-level students are a common sight around the courthouse in Drake's End, scribbling notes and following the robbed attorneys through its halls.

The academy offers classes in other traditional halfling interests: philosophy, literature, history, and jewelry crafts, such as gemcutting and goldsmithing. However, these are supplemental to its main curriculum and are not given the in-depth treatment found in institutions specializing in those fields.

Drake's End

Inhabitants: Half-dragons, humans
Businesses: Law, government
Major House: Jalal
Councilor: Faqir ibn Jalal
Watch Captain: Mustapha ibn Jalal
Gang: None

When Jalal Dragonblood won the wager long ago, the shah kept his word and relinquished control of the city to the merchant houses. However, the marids offered no assistance in reorganizing, leaving such details to the half-dragon. "If that presumptuous mongrel wants control of the city," the shah sniffed, "then let him see to its administration."

Jalal couldn't refuse the responsibility, so he organized the first city council, calling for representatives from each district's major merchant house to draft new laws. One of the shah's former carriagehouses was cleared out and made into the new city hall. Other buildings sprang up around this, and the

region became the Council District, though everyone calls it "Drake's End" in reference to the half-dragons that control it.

Even once the laws existed, actually enforcing them became a sticking point. There was no formal judicial system in place; till then, legal disputes had been handled either within a family or by petitioning the shah himself. Most preferred to let their district watch handle such things, but Jalal's gold-dragon nature couldn't tolerate such vigilante justice. He insisted on establishing a court of law to handle trade disputes and decide criminal cases. The council eventually agreed to his demand, with the proviso that Jalal's own house take on the judicial duties. With no other option, Jalal agreed.

House Jalal

Jalal Dragonblood, like many half-dragons, was something of a loner. Only through a keen interest in justice did he offer himself as stakes in his wager with the shah. Even after the city was given over to the merchant houses, he felt a need to stay involved in its development. Jalal also saw its potential as a true home for half-dragons, and so he called to his far-flung kin and founded a merchant house of his own in the City of Glass. He offered a position in his house to any half-dragon that wanted one.

The original members of House Jalal were descended from elves, dwarves, gnomes, and silver, gold, and bronze dragons. Interbreeding among them produced children, apparently identical to their parents, who are also called half-dragons—even though that's not technically true. Now there are nearly one hundred members of the house. The best and brightest of these are judges, while others serve in the watch or as agents of the city council.

The leader of the house is Faqir ibn Jalal, a blood descendant of Jalal Dragonblood and also part gold dragon. He both sits on the council and oversees the courthouse. He's alarmed by the rise in gang activity lately but hasn't yet found a good solution to the problem. He can't really take action until the city council approves it, and since council members support most of the gangs, that's not likely to happen anytime soon.

Needless to say, House Jalal does not sponsor a gang.

Faqir Ibn Jalal, male half-gold dragon F18: AC 0 (*elven chainmail* +2, shield, Dex bonus); MV 15; hp 126; THACO 3 (0 with *longsword* +3); #AT 5/2 (*longsword*) or 2 (claws); Dmg 1d8+5/1d8+5 or 1d6/1d6; SA breath weapon, dragon fear, spell-like powers; SD immune to fire and gas; 90% resistant to *charm* and *sleep* spells; SZ M (6'7" tall); ML steady (11); Str 14, Dex 17, Con 16, Int 13, Wis 13, Cha 13; AL LG; XP 15,000.

Special Abilities: SA—Fire breath 2/day (10' range, damage 3d6), dragon fear 3/day; infravision 90%; spell-like powers, at will—*water breathing*, *speaking with animals*; 2/day—*detect lie*, *sleep*.

Special Equipment: Boots and cloak of elvenkind.



Drake's End Watch

As Jalal envisaged things, the City of Glass would have a system of district watches overseen by a central command with headquarters in the Council District. The captains from each district are supposed to report to the watch commander for the city. In reality, the district watches are near autonomous and the city commander has little real power outside of Drake's End.

The watch commander is Mustapha ibn Jalal, a half-gold dragon and a distant relative of House Jalal's founder. He works closely with General Ali Akbar of Alcazar on formulating the defense of the city at large. He also attempts to oversee the district watch captains, but to little effect. They apply a rough street justice, explaining prisoner deaths with typical excuses like "resisting arrest" or "trying to escape." Detainees who actually make it to court get a fair trial before its half-dragon judges, but all too often those apprehended by a district watch end up maimed, dead, or vanished.

The majority of the Drake's End warders are human, although usually the watch officers are half-dragons (mostly descended from bronze dragons). The district is small and requires few patrols, but Mustapha maintains a large force under his direct command for defending the city and as a reserve to respond to trouble spots. Six patrols guard the district, typically consisting of a half-dragon lieutenant and nine human soldiers.

Mustapha ibn Jalal, male half-gold dragon F12: AC 0 (chainmail, shield +2, boots of speed); MV 15 (24 with boots of speed); hp 90; THACO 9 (5 with longsword +3, specialization); #AT 2 (longsword or claws); Dmg 1d8+5/1d8+5 or 1d6/1d6; SA breath weapon, dragon fear, spell-like powers; SD immune to fire, resist poison and magic (+4 save); SZ M (6'8" tall); ML elite (14); Str 11, Dex 14, Con 15, Int 13, Wis 11, Cha 16; AL LG; XP 10,000.

Special Abilities: SA—Fire breath, 2/day (10' range, damage 3d6), dragon fear, 3/day; infravision 90'; spell-like powers, at will—water breathing; 2/day—detect lie, sleep.

Special Equipment: Longsword +3 (+5 vs. chaotic opponents), cloak of elvenkind.

Watch lieutenant, female or male half-bronze dragon F7: AC 4 (chainmail, shield); MV 15; hp 50; THACO 14 (13 with longsword, specialization); #AT 2 (longsword or claws); Dmg 1d8+2/1d8+2 or 1d4/1d4; SA breath weapon, dragon fear; SD immune to electricity, 90% resistant to charm and sleep spells; SZ M (6'6" tall); ML steady (12); Int average (11); AL LG; XP 3,000.

Special Abilities: SA—Lightning breath, 2/day (8' range, damage 3d4), dragon fear, 1/day; infravision 60'; spell-like powers, at will—water breathing.

Special Equipment: Ring of animal friendship, blinking, swimming, or warmth (choose one).

Drake's End warders, female & male human F3 (9): AC 4 (chainmail, shield); MV 12; hp 20 each; THACO 18 (17 with longsword, specialization); #AT 3/2 (longsword) or 1 (club); Dmg 1d8+2 or 1d6; SZ M (5'10" tall); ML steady (11); Int average (11); AL LG; XP 175 each.



Sites of Interest

21. City Hall

This large structure, formerly a carriagehouse, was built tall to suit the marids' stature. It's a good place for the city council to meet, since several councilors are over 20 feet tall. Two sections have been added, proportioned for those of human size. Here are the cramped cubbies of the city's bureaucrats, who maintain records, catalog tariffs, assess taxes, and toil at other administrative duties.

22. Courthouse

Unlike the city hall, the courthouse is a new building, financed personally by Jalal Dragonborn after he took on judicial responsibility for the city. A gleaming monument to justice, it rises from the heart of the district. The courts lie beneath a golden dome in the classic Arabian style, symbolizing the light that Jalal brought to the city.



Besides the half-dragons who serve as judges, halfling lawyers are everywhere—it's impossible to walk down the corridors without tripping over the wee folk.

Since much of the city's justice is meted out by the watch, this courthouse is quieter than most. Despite Jalal's vision of fairness for all, it's generally the city's middle and upper class who have cases argued before the half-dragon judges. The poor take their chances on the street. As befits a mercantile city, many of the cases heard in the courthouse involve trade contracts and the like.

23. Royal Library

This ornate, multistory building at the edge of the Alcazar District is a manor house owned by one of the city's lesser marids, who lets out space to a number of users. Most of it holds the shah's collection of rare books, scrolls, and etched story bones. Jeweled musicboxes are also kept here, enchanted with magic mouth spells that record particularly charming recitations or performances. This library is staffed by tasked genies, and a guardian genie protects the shah's treasures. The courthouse also leases some space here to store books of statutes and legal records. Chief Malefon of the merfolk lives in the water-filled basement, but access to this area is through a mean, small entrance at the back of the building.

Guardian (genie, tasked) (1): AC -4; MV 15; HD 14; hp 85; THACO 7; #AT 4 (great scimitar); Dmg 2d8+8/2d8+8/2d8+8/2d8+8; SA breath weapon, spell-like powers, speed (-4 to initiative); SD spell-like powers, can't be surprised, immune to Illusion and Enchantment/Charm spells; SZ L (10' tall); ML fanatic (18); Int high (14); AL LN; XP 14,000.

Special Abilities: SA—Fire breath 1/day (30' diameter cloud, Dmg 14d6); spell-like powers, 2/day—alarm, detect invisibility, dimension door, glyph of warding, hold portal, sepia snake sigil, shout, silence, 15' radius.

Special Equipment: Bowl commanding water elementals.

Reverie

Inhabitants: Cloud giants, nereids, sirines, others

Businesses: Entertainment

Major House: Dolomite

Councilor: Dolomite

Watch Captain: Bella (Queen Bee)

Gang: The Cleaners

Reverie is the entertainment hub of the City of Glass, the most popular district in town—for those who can afford it. Built and maintained by a clan of cloud giants, Reverie floats above Ice-lake on a magically conjured cloud (a rare sight indeed on the Plane of Water). In this glittering precinct high above the toiling masses, nereids cavort in crystal pools, skilled chefs concoct

Law in the City of Glass

by Wilf Roykin, senior of the Scales Academy
(excerpt from a term paper)

The city council has enacted many laws over the years, and only we halflings have the training and the temperament to manage them all. An imposing body of law is aimed at protecting the merchant houses; these statutes deal only with trade issues and prescribe the harshest of penalties. Breach of contract, for example, is one of the most serious crimes on the books, punishable with exorbitant fines and hard prison time. The city's established merchant houses can do business nearly unhindered, paying a very reasonable tax on their earnings. Outside merchants, though, must obtain costly licenses from city hall and must pay steep tariffs as well. Thus the established trade houses retain control over the city's commerce—as is only proper.

The City of Glass has a standard set of laws regarding theft and murder. Both are punishable by imprisonment for terms set by the judges. There are laws on the books against public drunkenness and brawling, but these are rarely enforced; unfortunately, roaming gangs seem to be tolerated here, if not actively supported. Marriage and divorce are left in the hands of the various religious officials. The only crime legally punishable by death is treason, though vigilante justice (of which there is a deplorable amount) is often fatal. Treason is defined as attacks against the city council, individually or as a group, or any action that puts the city in danger.

Only one resident of the City of Glass has ever been formally put to death. Davide the Fool was a merchant who lost a fortune in a failed business arrangement. With his remaining wealth this malcontent hired a band of mercenaries from a barbaric Prime world to plunder the city. The attack caused severe damage until the district watches united under the command of His Glory, the Most Holy and Pissant Master of Arms, to neutralize the mercenaries. Davide's execution was a public spectacle still remembered today.

exotic dishes, and unctuous attendants offer every sort of pleasure. Visitors with plenty of coin have their choice of delights—as long as they play by the rules. The giants are amicable hosts, but they tolerate no foul play in their soaring retreat.

Reverie is the brainchild of an enterprising cloud giant named Dolomite, who arrived in the City of Glass some two hundred years ago with big plans and a seemingly inexhaustible supply of wealth. Money talks, especially where the shah is concerned; within three days Dolomite had permission to build his enterprise. He first created and levitated a huge fog cloud, then began construction of hidden marvels within the mists, ferrying workers and material to and fro.

Six months later the rest of Dolomite's clan arrived and



proceeded to recruit entertainers of all kinds. The money was so good that skilled performers flocked to the City of Glass. Exactly one year after Dolomite's arrival, Reverie opened for business. It's been open every day since, a testimony to both the giant's skill and the city dwellers' taste for luxury.

Reverie's staff is composed of many races, though humans predominate. Since humans also form the largest customer base, this is no surprise. Entertainment is aimed primarily at humans and demihumans to discourage those races considered less civilized by the giants. Creatures such as sahuagin and kuo-toa aren't barred from visiting, but they're none-too-subtly persuaded to try other establishments.

House Dolomite

Dolomite and his clan control all the action in Reverie. There are six cloud giants in all, each in charge of a different part of the operation. Dolomite oversees the escort service and represents the district on the city council, while the rest handle food, liquor, music, gambling, entertainers, supplies, and security. It's a tight operation, and the entire thing is run by House Dolomite. Reverie has no competing merchant houses.

The giants have become incredibly affluent thanks to the vices of their fellow citizens. They spend enormous sums of money on specially tailored clothing, and their wild style set trends in the city at large. Dolomite often throws lavish parties at his own expense, hiring legions of chefs to produce exquisite culinary creations and importing the finest potables the Planes have to offer. In short, the giants are living the high life.

Dolomite, elder male cloud giant: AC -4 (natural toughness, *cloak of protection* +4); MV 15; HD 17; hp 101; THAC0 4; #AT 2 (giant morningstar or fists); Dmg 6d4+11/6d4+11 or 1d10+11/1d10+11; SA spell use, throw boulders (ice chunks) for 2d12 damage (range 240 yds.), *ring of human influence*; SD spell use, surprised only on a 1; SZ H (24' tall); ML fanatic (18); Int very (12); AL NE; XP 17,000.

Special Abilities: Spell-like powers (as 6th-level wizard) 3/day—*levitate* (own weight + 2,000 lbs.), *fog cloud*, 1/day—

wall of fog; priest spells (3/2), 1st—*cause fear*, *curse light wounds*, *purify food & drink*; 2nd—*charm person*, *chill metal*.

Special Equipment: Ring of human influence, decanter of endless water, medallion of ESP (60' range).



Cloud giants, female & male (4): AC 0; MV 15; HD 16; hp 62 (Scapolite, see below), 82, 74, 89; THAC0 5; #AT 1 (giant morningstar or fists); Dmg 6d4+11 or 1d10+11; SA spell-like powers, throw boulders (ice chunks) for 2d12 damage (range 240 yds.); SD surprised only on a 1; SZ H (24' tall); ML fanatic (18); Int very (11); AL N; XP 10,000 each.

Special Abilities: Spell-like powers (as 6th-level wizard) 3/day—*levitate* (own weight + 2,000 lbs.), *fog cloud*, 1/day—*wall of fog*.

The Lagoon

Dolomite's biggest money-makers are the nereids, who inhabit a water-filled wing of the palace called the Lagoon. These aquatic beauties are his most sought-after escorts, and Dolomite demands and receives outrageous sums of money to reserve their companionship. Only within House Dolomite is it known that the nereids aren't willing

entertainers but are slaves completely at the giant's mercy.

Dolomite is cruelly pragmatic when it comes to making profit, and cares not a bit whether an "employee" is willing. He subdued the nereids with the help of his *ring of human influence*. He then stole their shawls and locked them away under the tightest security. The nereids know the destruction of their shawls means death, so they must do whatever Dolomite requires of them. They wear phony shawls to keep up appearances and are forbidden to speak of their situation to outsiders. Dolomite's never far away and soon learns of guilty thoughts through his *medallion of ESP*. Those few nereids who dare to defy him dissolve into formless water before the eyes of their sisters. Now the rest do as they are told out of fear. Though forbidden to speak of their plight, the nereids might nevertheless risk their lives to persuade a likely rescuer to come to their aid.



Despite their servile status, the nereids actually have their own council representative. Dolomite justifies this by pointing out that they're a distinct race who constitute a substantial part of the city's population. Felalla, an older nereid who's an unofficial speaker for the water kin, is Dolomite's puppet on the city council. She always follows his lead, providing a much-coveted extra vote. Other council members grumble about this state of affairs, but they don't do anything about it because Reverie draws so many visitors to the City of Glass.

Nereids (elemental, water kin) (4d4): AC 10; MV 12, swim 12; HD 4; hp 18 each; THACO 17; #AT 0; Dmg 0; SA spit venom, control water, kiss; SD water form, 95% undetectable in water; SW shawl; MR 50%; SZ M (5' tall); ML steady (11); Int very (12); AL CN; XP 975 each.

Special Abilities: SA—Venom spit blinds for 2d6 rounds (20' range, -4 to target's AC, attack, and saving throws), control water 30' range (slow movement by 1/4, increase drowning chance 10%, deafen for 3d4 rounds within 60', or create a "water weird" of HD 4, #AT 1, Dmg 1d4), kiss requires -2 save vs. breath weapon or drown; SD—water form (save vs. poison to avoid weapon damage or escape); SW enslaved if shawl stolen, killed if it's destroyed.

Reverie Watch

The watch on Reverie is run by the formidable Bella. Known by everyone as the "Queen Bee," she's more than simply Dolomite's wife—she's a full partner in the "family business" and an expert administrator. Malicious whispers claim Dolomite is as much under Bella's control on the council as Felalla is under his own.

The Queen Bee oversees security, a demanding task in this often wild district; she's solved its problems in a unique manner. Since Reverie's business is intimacy and relaxation, she can't very well have armed soldiers patrolling its secluded gardens. So she's recruited a security force of two dozen sirines. They're beautiful, wear fine clothing, and carry no apparent weapons, so they blend right in with Dolomite's escorts and entertainers. When trouble breaks out, however, the sirines have an array of magical powers at their disposal. The Queen Bee also had them trained in the martial arts, making their delicate hands and feet into deadly weapons.

The sirines of Reverie are quite social, unlike many of their kind, and spend much of their time moving from room to room engaging in small talk with the clientele. Most visitors depart without ever realizing that the beautiful woman at the bar was a member of the watch. In their off hours, sirines sometimes prowls the gardens, luring its patrons into brief liaisons. Queen Bee turns a blind eye to this occasional *charming* of a visitor, even though it doesn't translate into revenue. If these little infractions keep the sirines happy, who is she to interfere? Besides, it's usually what the men came here looking for.

Bella ("Queen Bee"), female cloud giant: AC 0; MV 15; HD 16; hp 90; THACO 5; #AT 1; Dmg 1d10+11 (fists); SA magic items, spell use, throw boulders (ice chunks) for 2d12 damage (range 240 yds.); SD spell use, surprised only on a 1; SZ H (24' tall); ML fanatic (18); Int very (12); AL N; XP 13,000.

Special Abilities: Spell-like powers (as 6th-level wizard) 3/day—levitate (own weight + 2,000 lbs.), fog cloud; 1/day—wall of fog; wizard spells (2/1), 1st—charm person, magic missile; 2nd—spectral hand.

Special Equipment: Pearl of the sirines, Quaal's feather tokens sewn onto robes (2 avalanche stone +2 to hit, 2d12 stones causing 1d4 damage each), bird, 3 whip).

Reverie warders, sirines (24): AC 3; MV 12, swim 24; HD 7; hp 36 each; THACO 13; #AT 1 (longsword or javelin) or 2 (martial arts); Dmg 1d8+2 or 1d6 or special; SA martial arts, song, mental drain, spell-like powers; SD resist poison (+2 save), immune to gas; SZ M (5'8" tall); ML 13; Int exceptional (16); AL N; XP 5,000 each.

Special Abilities: Infravision 120'; save as 11th-level wizard; spell-like powers (as 11th-level wizard) 1/day—fog cloud, improved invisibility, polymorph self; SA—Song 1/day (charm person as 11th-level wizard), mental drain by touch (save vs. poison or Int reduced to 2), martial arts (preferred attacks: kicks and punches to vitals and head, Dmg 4-5, knockout chance 15%).

The Cleaners

There are a variety of messy jobs in Reverie, and these are handled by the Cleaners. Mostly human, this group is the equivalent of a guild, comprising stevedores, laborers, and caretakers. They do all the unpleasant work that helps Reverie run smoothly and are well paid for it. When they're off duty, the Cleaners usually hit other parts of the city for entertainment; they've earned a reputation as troublemakers. Drunkenness and brawling are the worst of their crimes—as far as most people know.

In fact, the Cleaners organization conceals a clandestine gang who report directly to Dolomite and handle jobs that require discretion. This includes things like bringing back "contract employees" who skipped out on their agreements, leaning on deadbeat gamblers, and occasionally breaking kneecaps. Individual Cleaners are recognized as Dolomite's enforcers, but it's not widely known that they're part of a larger outfit.

Enforcer, female & male human F5 (2d4): AC 5 (studded leather, Dex bonus); MV 12; hp 35 each; THACO 16 (15 with club, specialization); #AT 3/2 (club) or 1 (dagger); Dmg 1d6+2 or 1d4; SZ M (6'4" tall); ML elite (14); Int average (10); AL NE; XP 420 each.



The Cleaners, female & male human F1 (5d4): AC 8 (leather); MV 12; hp 7 each; THACO 20; #AT 1; Dmg 1d6 (club) or 1d4 (dagger); SZ M (6' tall); ML steady (11); Int average (9); AL CN; XP 35 each.

Sites of Interest

24A. The Cloud Palace

The palace complex is built in an opulent style as befits cloud giant tastes, but with a décor suited to the watery locale: shells, nets, coral, and scalloped walls. Seafoam has been magically hardened and shaped into furniture that glimmers with a translucent play of light. Thickened mists form cushions, carpets, draperies, and ever-changing paintings. Fountains and cascading waterfalls are everywhere, fed by Dolomite's decanter of endless water; curtains of mist separate rooms. The water tumbles in a silvery sparkle to Ice-lake, whence it is conjured into cloudstuff once again.

House Dolomite is based in this sumptuous edifice, a giant-sized marvel of architecture at the center of the Reverie. All six cloud giants have quarters on the building's second floor, while the first floor is given over to ballrooms, dining halls, and the like. When House Dolomite throws its weekly parties, they take place in the ballrooms. Sometimes the palace also hosts gala events for visiting dignitaries; at other times, it's a venue for theatrical or musical performances by traveling entertainers.

Gardens: Amidst the hedgerow mazes and blooms are secluded grottos where revelers drift to find intimacy. Dolomite's nereids know the gardens well and have developed a system of secret signs to indicate that an area is in use. Hidden about the place are cabanas for those who desire additional privacy. These can be booked in advance through the Lagoon.

Lift: There's only way to get to Reverie (unless you can fly), and that is the Lift. This is a large wooden platform with wrought-iron railings that ferries customers up and down from the cloud once each hour. It's operated by Scapolite, the youngest of the Dolomite clan, who wears a colorful uniform made of sumptuous material. This giant uses his *levitate* ability to bring the Lift and its passengers to and from the delights of Reverie. It's also his job to keep out unwanted guests, a simple enough task for someone over 20 feet tall. Just the high cost to ride the Lift (5 gp value) is enough to keep the rabble safely away from Dolomite's domain.

House Andromeda of the Central District has secured exclusive rights over surface transportation to and from the Lift's base. A platform housing built on the Central shoreline of Ice-lake offers some comfort to passengers descending from or waiting for carriages. Eleni Andromeda even convinced the giants to fund most of its construction by pointing out the benefits of reliable transportation.

Sharktooth

Inhabitants: Sahuagin
Businesses: Coliseum, hunting
Major House: Victrox
Councilor: Gorgaata
Watch Captain: Neataan
Lang: Sea Devils

Sharktooth is the city's sahuagin district. The sahuagin are another race that arrived here when it was under marid control. Unlike many others, though, they didn't come by choice. The marids had built an aquatic coliseum for gladiatorial contests, and they needed vicious combatants to fight for their entertainment. The sahuagin, whose society is built around ritual duels to the death, filled the bill. The marids used their powerful magic to capture scores of the creatures and brought them to the cells beneath the coliseum. The sahuagin were then compelled to fight one another and other aquatic predators. Masters of underwater combat, sahuagin always put on a good show, especially when in a blood frenzy.

When the marids lost control of the city, they decided to make the transition difficult for its new rulers. Their first act was to free the sahuagin from slavery and hand over the coliseum to them. The marids were sure the warlike sahuagin would cause no end of problems for the new city council. What they hadn't taken into account, however, was the native intelligence of the "devils from the deep"; despite their bestial appearance, sahuagin are quite savvy. Once freed, the aquatic gladiators decided to keep the coliseum running—this time under their own control. The marids in their arrogance had never considered this possibility, and were shocked when the "savage" sahuagin turned their former prison into one of the most successful businesses in the city.

Today all of the sahuagin live in water-filled caves beneath the coliseum, dug from the cramped cells that had once housed them. Since they can operate in the dome's airy environment for only a limited time, they focus on running the gladiatorial games and hunting on the Plane of Water. These hunts bring in both food and monstrous creatures to fight in upcoming shows.

House Victrox

Despite being surrounded by air-breathers and pursuing their strange enterprise, the sahuagin retain most of the traditional ways of their people. They're still ruled by the strongest member of the community, with advancement exclusively through death duels. The key differences are that the duels are open to the paying public, weapons are allowed, and the sahuagin make a hefty profit. The local baron at any given time is the gladiator who fought his way to the top and killed



Selkie Week

Perhaps the most unusual inhabitants of the City of Glass are the selkies. These creatures resemble seals but are faerie beings who can breathe water, unlike the mammals whose shape they wear. Selkies roam the Elemental Plane of Water in tribes, hunting and scavenging as they go. For one week each month, a selkie can transform into human form.

Selkies have no use for the coins and pearls they collect in their wanderings, but the City of Glass provides a uniquely satisfying opportunity to dispose of this weight. On the third week of each month, without fail, dozens of selkies in human form descend on the city in a peculiar custom that's come to be called "Selkie Week." These forays are vacation time for the selkies, who cash in the valuables they've acquired in the previous three weeks to indulge in all the pleasures the city has to offer. They're particularly fond of wine, something they can't enjoy in their underwater form. Those who've accumulated enough wealth immerse themselves in the haven of Dolomite's Reverie.

The overall effect is akin to loosing a few hundred drunken sailors on a port city. Brawling is common, as are attacks on the selkies by criminals. Although many citizens complain about their escapades, the city council has never taken action against the selkies because of the money they bring in. In fact, the selkies were able to win a seat on the council with their economic might; despite being in the city for only one week a month, they argued, the influx of cash they provided should make them eligible for citizenship. The council, greedy for continued revenues, agreed to this and authorized the appointment of a selkie representative. (Strangely enough, since that point few important votes take place the third week of the month.)

Most of the city's inhabitants have made a mockery of council elections, using bribes and gangs to get their way. The selkies, though, were quite taken by the idea of democracy and threw themselves into it with gusto. The City of Glass soon found out the only thing worse than Selkie Week

is Election Week. During that time, all members of the selkie tribes who regularly visit the city show up at once, causing mayhem. Leaders of rival tribes compete fiercely for the coveted council seat, squeezing entire political campaigns into just one week. The selkies rent out the coliseum from the sahuagin for a day to hold their raucous popular election. The victory celebrations are so boisterous that even the greediest merchants are glad Election Week happens only once every five years.

Selkies can be found almost anywhere in the city, but most often in the camp (50%), Central District (25%), Jewelers' District (15%), Reverie (5%), or other (5%).

31. Selkie Camp

Each month during Selkie Week, a transient camp springs up in the Central District on the shore of Icelake. The selkies rent tents and pavilions from outfitters, who wisely stock up beforehand, and lay down temporary floors of seaweed covered with soft cushions (another luxury unavailable in their water-dwelling form). These camps are like big neighborhood parties, with plenty of music, drinking, and carousing. The selkies are sociable and invite all anyone to join the festivities; though once things get rambunctious, a visitor is like as not to be chucked into the lake.

Selkie leaders (12): AC 5 (10 in human form); MV 12, swim 36; HD 3+3; hp 21 each; THAC0 17; #AT 1 (short sword); Dmg 1d6; SA spell-like powers; SD shape change; SZ M (6' tall); ML steady (12); Int exceptional (15); AL N; XP 420 each.

Special Abilities: Spell-like powers, 1/day—*augury, cure light wounds, cure disease, 1/week—weather summoning, control weather.*

Selkies (40d6): AC 5 (10 in human form); MV 12, swim 36; HD 3+3; hp 17 each; THAC0 17; #AT 1 (dagger); Dmg 1d4; SD shape change; SZ M (5-6' tall); ML steady (11); Int high (13); AL N; XP 175 each.

the previous leader. He's also the sahuagin representative on the city council. House Victrox isn't a "family" as such, but rather the current baron and his entourage.

With such frequent duels and changes in position, it's amazing that the administration of the coliseum runs so smoothly. The secret is the sahuagin females, who've quietly made themselves indispensable to the community. The baron and gladiators are always male, as is traditional, but it's the females who really run the business, just as they've always been in charge of community households. They schedule games, arrange hunts for new combatants, and deal with the council's bureaucrats on a variety of matters. The baron is technically the sahuagin councilor, but in practice council

business is handled by Herliatt, a senior priestess who's taken care of such matters for the past twenty years.

The current baron is Gorgaata, a huge four-armed warrior. Despite his hulking form, Gorgaata's an incredibly agile combatant. He defeated all comers by mastering an unusual combat style using multiple rapiers.

Gorgaata, sahuagin baron: AC:5; MV 12, swim 24; HD 7+7; hp 62; THAC0 13 (10 with rapier); #AT 5 (rapier/rapier/rapier/rapier/bite); Dmg 1d6+8/1d6+8/1d6+8/1d6+8/1d6; SA foot rake (1d6/1d6); SZ L (7'6" tall); ML elite*(14); Int high (13); AL LE; XP 2,000.

Special Abilities: See general sahuagin abilities.



General Sahuagin Abilities: See up to 300' underwater, hear sounds up to 1 mile away; SW fear of magic, light sensitivity (-2 save), vulnerable to fire (-2 save, +1 damage per die), frenzy on failed morale check (save vs. paralysis or attack nearest target, immune to *fear* and *charm* spells, will not retreat).

Baronial guards, male sahuagin (9): AC 5; MV 12, swim 24; HD 3+3; hp 20 each; THACO 17; #AT 2 (two-handed trident/bite) or 3 (claw/claw/bite); Dmg 1d8+2/1d8+2/1d4 or 1d4+1/1d4+1/1d4; SA foot rake (1d4/1d4), poison, trident pin; SZ M (6'6" tall); ML elite (14); Int high (13); AL LE; XP 270 each.

Special Abilities: See general sahuagin abilities; poisoned crossbow bolts cause paralysis; trident pin for 1d6+1 damage per round, prevents opponent's attacks and defensive adjustments (opposed Dex roll to escape).

Herliatt, sahuagin senior priestess: AC 5; MV 12, swim 24; HD 5+5; hp 30; THACO 14; #AT 4 (two-handed trident/claw/claw/bite) or 4 (darts); Dmg 1d8+2/1d2/1d2/1d4 or 1d4/1d4/1d4/1d4; SA foot rake (1d4/1d4), poison, spell use, trident pin; SD spell use; SZ M (7'1" tall); ML elite (14); Int high (14); AL LN; XP 2,000.

Special Abilities: See general sahuagin abilities; poisoned darts cause paralysis; trident pin for 1d6+1 damage per round, prevents opponent's attacks and defensive adjustments (opposed Dex roll to escape).

Spells Memorized (5/4/1): 1st—*animal friendship, command, cure light wounds, entangle, darkness*; 2nd—*aid, charm person/mammal, hold person, speak with animals*; 3rd—*hold animal*.

Under priestesses, female sahuagin (3): AC 5; MV 12, swim 24; HD 3+3; hp 17, 21, 22; THACO 17; #AT 3 (claw/claw/bite) or 2 (dart/dart); Dmg 1d2/1d2/1d4 or 1d3/1d3; SA foot rake (1d4/1d4), poison, spell use; SD spell use; SZ M (6'4" tall); ML steady (12); Int high (13); AL LE; XP 420 each.

Special Abilities: See general sahuagin abilities; poisoned darts cause paralysis

Spells Memorized (4/2): 1st—*cause fear, command, entangle, darkness*; 2nd—*charm person/mammal*.

Sharktooth Watch

The district watch has two responsibilities. Most of the time they keep passersby away from the coliseum on its off days. This is fairly routine work; most reasonable people don't go near sahuagin haunts. They also provide eight security details to oversee gladiatorial shows, making sure that overenthusiastic





spectators don't get involved in the fights and protecting the audience from any sea monsters that get out of control.

The watch captain is a powerful gladiator named Neataan. A typical patrol comprises six sahuagin, of whom one is a lieutenant. A number of sharks accompany underwater patrols, much like attack dogs.

Neataan, sahuagin chieftain: AC 5; MV 12, swim 24; HD 4+4; hp 27; THACO 14 (11 with trident +3); #AT 3 (trident/claw/bite) or 1 (net); Dmg 1d6+5/1d2/1d4 or special; SA foot rake (1d4/1d4), net tangle, trident pin; SZ M (6'8" tall); ML champion (15); Int high (14); AL LN; XP 975.

Special Abilities: See general sahuagin abilities; net tangle hit vs. AC 10, prevents opponent's attacks and defensive adjustments (opposed Str roll to escape or deal 25 damage to net); trident pin for 1d6+1 damage per round, prevents opponent's attacks and defensive adjustments (opposed Dex roll to escape).

Watch leader, sahuagin lieutenant: AC 5; MV 12, swim 24; HD 3+3; hp 22; THACO 17; #AT 2 (two-handed trident/bite) or 1 (net); Dmg 1d8+2/1d4 or special; SA foot rake (1d4/1d4), net tangle, trident pin; SZ M (6'8" tall); ML elite (13); Int high (14); AL LN; XP 270.

Special Abilities: See general sahuagin abilities; net tangle hit vs. AC 10, prevents opponent's attacks and defensive adjustments (opposed Str roll to escape or deal 25 damage to net); trident pin for 1d6+1 damage per round, prevents opponent's attacks and defensive adjustments (opposed Dex roll to escape).

Sharktooth warders, sahuagin warriors (5): AC 5; MV 12, swim 24; HD 2+2; hp 16 each; THACO 19; #AT 3 (claw/claw/bite) or 1 (heavy crossbow or net); Dmg 1d2/1d2/1d4 or 1d8+1 or special; SA foot rake (1d4/1d4), net tangle, poison; SZ M (5'10" tall); ML steady (12); Int high (13); AL LN; XP 175 each.

Special Abilities: See general sahuagin abilities; net tangle hit vs. AC 10, prevents opponent's attacks and defensive adjustments (opposed Str roll to escape or deal 25 damage to net); poisoned crossbow bolts cause paralysis.

Sharks (1d4): AC 6; MV swim 24; HD 8; hp 40 each; THACO 13; #AT 1 (bite); Dmg 3d4; SZ L (9' long); Int animal (1); AL N; XP 650 each.

The Sea Devils

Gladiatorial combat is unforgiving. Losing a duel usually means death, so to better their chances sahuagin males, especially the young, have taken to honing their skills outside the arena. To this end they've created an informal gang, which they call the Sea Devils in defiance of air breathers' contemptuous name for their people. These sahuagin like the challenge of combat out of water and enjoy proving their superiority over other city dwellers. Roving packs of Sea Devils are most likely to be encountered in the vicinity of the coliseum.

Sharktooth's sahuagin are always seeking out new blood for the coliseum battles, but they're smart enough not to grab people in broad daylight. In fact, they rarely kidnap city dwellers, preferring to offer an enticing purse to any who will sign up, anywhere from 1 to 5 percent of the net take (if they survive). However, nothing prevents them from locating suitable talent outside the city.

Sea Devils, sahuagin gladiators (5d4): AC 5; MV 12, swim 24; HD 2+2; hp 13 each; THACO 18; #AT 2 (two-handed trident/bite) or 1 (net); Dmg 1d8+2/1d4 or special; SA foot rake (1d4/1d4), net tangle, poison, trident pin; SZ M (6'8" tall); ML elite (13); Int high (13); AL LN; XP 175 each.

Special Abilities: See general sahuagin abilities; SA—net tangle vs. AC 10 prevents opponent's attacks and defensive adjustments (opposed Str roll to escape or deal 25 damage to net), poisoned crossbow bolts cause paralysis, trident pin for 1d6+1 damage per round prevents opponent's attacks and defensive adjustments (opposed Dex roll to escape).

Sites of Interest

25. The Coliseum

The coliseum is the largest structure in the City of Glass, an ornate building adorned with countless statues and bas-reliefs. Designed specially for aquatic combat, the coliseum can seat up to five thousand. The interior is filled with water, and spectators must climb to the top and swim down to their seats. There are cheap spaces for air breathers around the top of the great bowl. The view from these seats is predictably terrible, though some devotees of the games bring small lenses made of eternal ice to improve the focus. Thick nets separate the crowd from combatants; these plus the security force keep the event from becoming more of a bloodbath than it is already.

Games are held at least once a week. Festivals to honor the shark god Sekolah occur twice a year, featuring mass battles and the fiercest combatants. Most of the gladiators are sahuagin, though brash youths of other races do enter the ring to prove their skill and ferocity. Indeed, the sahuagin are happy to take advantage of this opportunity for more sacrifices. Many a swaggering warrior has been goaded into a gladiatorial combat, only to fall beneath the tridents of frenzied sahuagin.

26. Menagerie

Beneath the coliseum is an extensive series of caves where the sahuagin live, lined with shell and ground coral. These caves are interconnected, with numerous tunnels through the ice to the surrounding water. Sharks also guard these lairs and can understand and follow simple commands from the sahuagin. One exceptionally large cave, separated from the others by stout bars, holds aquatic creatures awaiting combat in the next games. During the week preceding Sekolah's festivals, ferocious beasts fill the holding areas.



Wormtown

Inhabitants: Ormyrr
Businesses: Magic shops
Major House: Krokus
Councilor: Krokus Overseer
Watch Captain: Krokus Behemoth
Gang: The Hunters

What planar city would be complete without 25-foot-long worms roaming its streets? The City of Glass is unique in all the Inner Planes for the thriving community of ormyrr in its midst. Rare anywhere else, they're long, wormlike creatures, each having four arms and the gaping mouth of a frog. Though it's obvious to ormyrr themselves, others find it impossible to distinguish the sexes—"it" just sounds right when speaking of one. Yet, repulsive though their appearance might be, ormyrr are intelligent and generally peaceful.

The first ormyrr came to the City of Glass in the relatively recent past, looking for magic items. As a people, they're obsessed with magic because they have no skill with it at all. They're keen collectors of all things magical, especially those that grant the power of flight. Those pioneering ormyrr found that magic, like nearly everything else of value, flowed through the city like water; the best way to acquire it, they decided, was to stay right here. They quickly built a reputation as traders and have become popular business contacts. Since ormyrr value little beyond magic items, they'll gladly part with treasures or information to gain what they crave.

The city's ormyrr district is called by its inhabitants something unpronounceable to human throats, and "Wormtown" by everyone else. The strange creatures disgusted their neighbors, but greatly amused the marids, by importing a huge amount of elemental ooze to build their homes. Normally ormyrr hibernate in mud during cold weather, but since there aren't exactly seasons here, they burrow into the ooze to rest when it suits them.

There are two basic types of buildings in Wormtown. Business establishments follow human style, but are sized to accommodate ormyrr. These are for dealing with other races, so they're usually spacious and neat. The businesses ring the homesteads, keeping strangers out of the residential area. That's just as well; the homes of the great creatures look like piles of frozen muck that's slowly melting, filled with muddy water. This environment is homey to the ormyrr but tends to put most others off.

The ormyrr find it easier to get around their district by swimming, or just wriggling through ooze, so they've carved muddy canals into the ice. Being arctic natives, the endless cold doesn't bother them—in fact, they find it quite

refreshing. These canals run down the center of the streets and are crossed by footbridges for use by less water-loving races. Well mouths throughout the district lead to a series of tunnels connecting to the outside waters.

Krokus Squirm

Ormyrr society is tribal, the basic social unit being the squirm. The major merchant "house" of the ormyrr is the Krokus squirm. There are actually four squirms of ormyrr in the City of Glass, but no other races have succeeded in telling them apart. The Krokus settled the city first and have the most experience dealing with aliens. They've been very successful merchants as a result and over the years have accumulated an astounding cache of magic items.

Ormyrr refer to themselves by their squirm name first and their personal name second. Since most of their personal names are unpronounceable by other races, the ormyrr have taken to adopting public names related to their role in society. Hence, the councilor and head of the household is known as Krokus Overseer.

Krokus Overseer, ormyrr squirm leader: AC 3; MV 11, swim 15; HD 9+9; hp 64; THAC0 11 (9 with *bustard sword* +2, 10 with *longsword* +1); #AT 5 (weapon/ weapon/ weapon/ weapon/ bite); Dmg 2d4+3/2d4+3 (*bustard sword* +2, used one-handed), 1d8+2 (*longsword* +1), 1d8+1 (*battle-ax*), and 2d4 (bite); SZ H (2d' long); ML champion (15); Int very (12); ALL LN; XP 8,000.

Special Equipment: 2 *bustard sword* +2; *longsword* +1, *flying*; *ring of spell storing (raise water, Tenser's transformation)*; *ring of regeneration*; *oil of ethereality*; many potions.

General Ormyrr Abilities: SA—hurl rocks/ice chunks for 2d6 damage (range 40'), constriction for 2d6 damage per round and target is -1 to hit, -2 to damage (avoid on successful Str and Dex checks any round in which two or more hits are scored, escape on successful Str check); SD resist poison (+4 to save).

Wormtown Watch

Since ormyrr are widely known for hoarding magic items, Wormtown continually has problems with thieves. Thus, the watch's activities in this district focus on crime prevention. They might not seem to be any good at catching thieves, but the ormyrr have the advantage of being on their home turf. No one knows Wormtown like the worms.



The captain of the watch uses the public name of Krokus Behemoth. As one might infer, it's the largest and most fearsome ormyrr in the city. Unfortunate thieves caught by the captain were cut up so thoroughly with its four swords as to be unrecognizable.

An average patrol consists of four ormyrr warriors, one from each squirm.

Krokus Behemoth, ormyrr watch captain: AC 0 (ring of protection +4); MV 11, swim 15; HD 11+11; hp 77; THACO 9 (7 with two-handed sword +2); #AT 5 (weapon/weapon/weapon/weapon/bite); Dmg 1d10+3/1d10+3/1d10+3/1d10+3 (two-handed sword +2, used one-handed) and 2d4 (bite); SZ H (25' long); ML fanatic (17); Int very (12); AL LN; XP 10,000.

Special Equipment: 4 two-handed sword +2, ring of protection +4, amulet of life protection, horn of fog.

Wormtown warders, ormyrr (4): AC 5; MV 11, swim 15; HD 7+7; hp 48 each; THACO 13; #AT 5 (weapon/ weapon/weapon/weapon/bite); Dmg by weapon type +1 (x4) and 2d4 (bite); SZ H (20' long); ML elite (14); Int very (12); AL LN; XP 1,400 each.

Notes: Ormyrr prefer battle-axes and two-handed swords in close combat, but may use slings or spears at range. At least one ormyrr in each patrol will have a +1 magic weapon, with a 50% chance of wielding a second. There's a 35% chance of another ormyrr being so armed.

The Hunters

Ormyrr are trained to track and hunt from birth, even those who dwell in the cities. The Hunters are the ormyrr equivalent of a gang, developed from the traditional hunting bands of their people. They handle problems that the Wormtown watch can't deal with, but unlike the gangs of other districts, don't enforce the dominant house's interests.

Commonly, the Hunters are sent after those who have robbed the ormyrr and escaped their district. Wormtown gets little assistance from the watch in other parts of the city (often because the culprits are gangs sponsored by another district's house), so Hunters take care of the matter. Other gangs rely on numbers, but a single Hunter is usually all that's needed.

The Hunters take to the streets and the tunnels at night, looking for prey. They use nets to capture their prey alive, and harpoons otherwise.

Ormyrr Hunter: AC 5; MV 13, swim 17; HD 7+7; hp 42; THACO 13; #AT 5 (weapon/weapon/weapon/weapon/bite); Dmg 2d4+1/2d4+1/2d4+1/2d4+1 (two-handed harpoon, used one-handed) and 2d4 (bite); SZ H (20' long); ML elite (14); Int very (12); AL LN; XP 1,400.

Special Equipment: There's a 75% chance a Hunter is carrying a net of entrapment, and a 50% chance of a +1 magic weapon.

Sites of Interest

28. Krokus Tower

For years the ormyrr had no tower in their district. Such solid constructs were strange, and they preferred the comfort of their mudheap. But once they realized that towers were as much for prestige as defense, the Overseer was determined that Krokus should have its own. The problem was, the ormyrr had no building skill to speak of yet were unwilling to have outsiders construct the tower for them.

Much to the surprise of their neighbors, a tower appeared out of nowhere one morning in the middle of Wormtown. How the ormyrr were able to raise it in one night remains a great mystery to the rest of the city. In fact, they solved the problem in typical ormyrr fashion: magic. The tower is actually an extra large version of *Daern's instant fortress*. If the ormyrr ever need to move, they can simply collapse their tower into a small metal cube and take it with them.

The top level of the tower is set aside as a fortified treasury for all the ormyrr community's magic items. It's safer there under the watchful eye of Krokus Behemoth than scattered in the district's lightly defended households and shops.

29. Krazy Kroaker's

Krazy Kroaker runs a very successful shop on the edge of Wormtown, trading in magic. It runs on a straight barter system: In stock are many items that are useless to ormyrr due to their shape (such as boots, cloaks, and armor), and Krazy Kroaker will trade these for magical devices the ormyrr can use. The shop is very popular with planewalkers. Its proprietor has a reputation for being friendly and honest, and it provides a service found in few other cities.

Kroaker retains the services of Darien Rider, a human diviner (LN male human Div7), who inspects items brought for trade and determines their magical capabilities. Darien reports his findings to Kroaker, who if satisfied with the information, makes a deal. Most magic items aren't kept in the shop because of the risk of theft; when Kroaker is ready to trade it retrieves the needed items from the community treasury in Krokus tower and stores the acquired ones there.

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ISBN 0-7669-1326-6



U.S. \$17.95 CAN \$26.95