



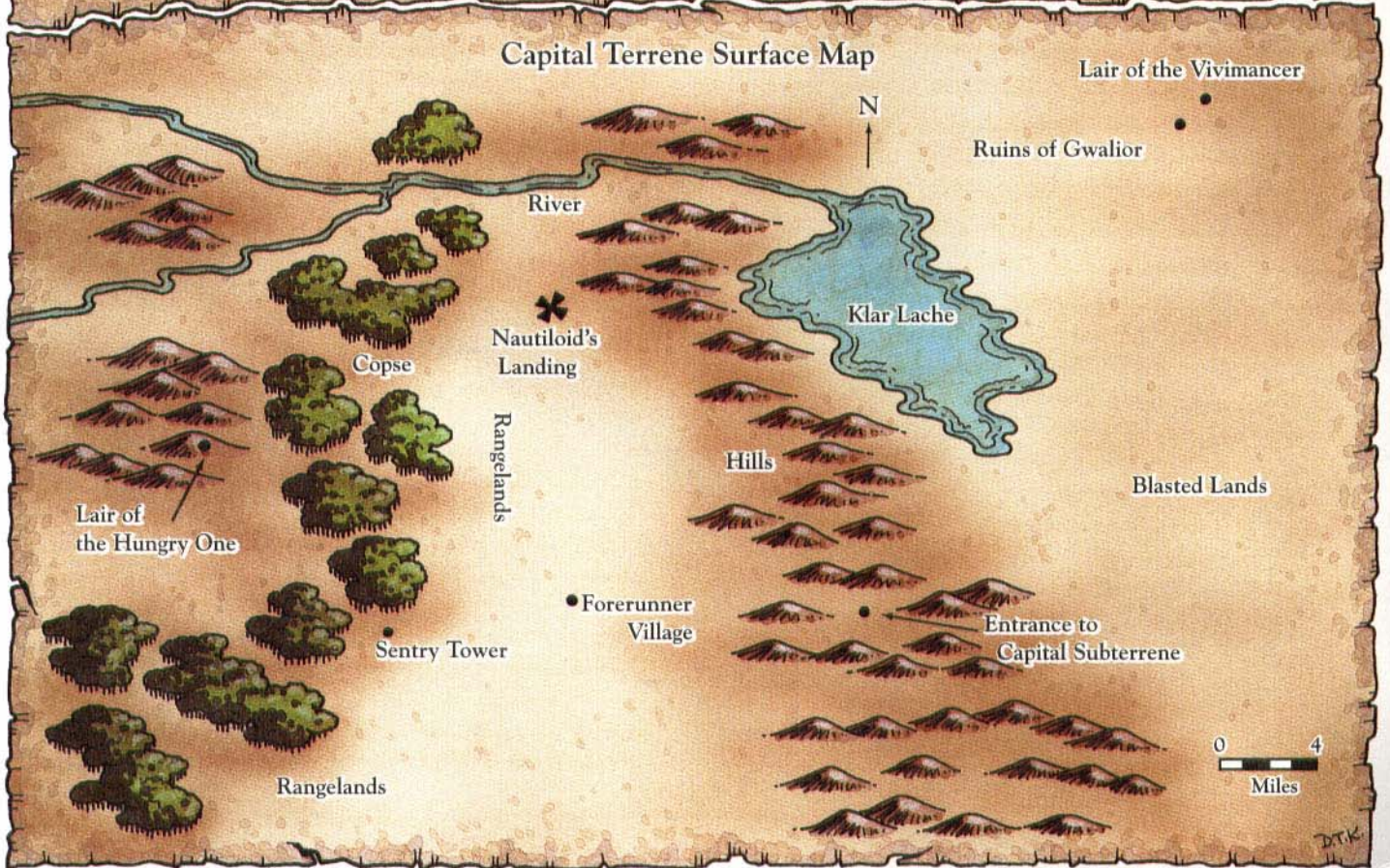
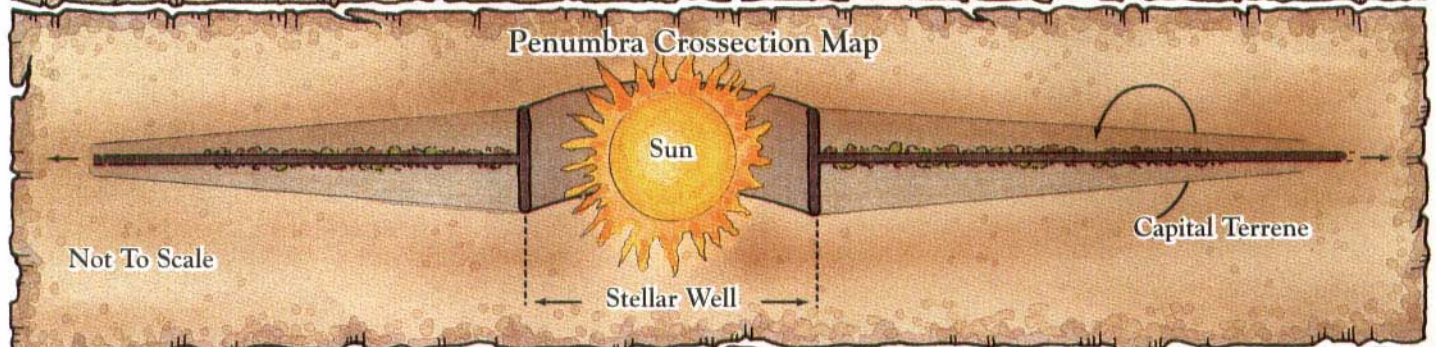
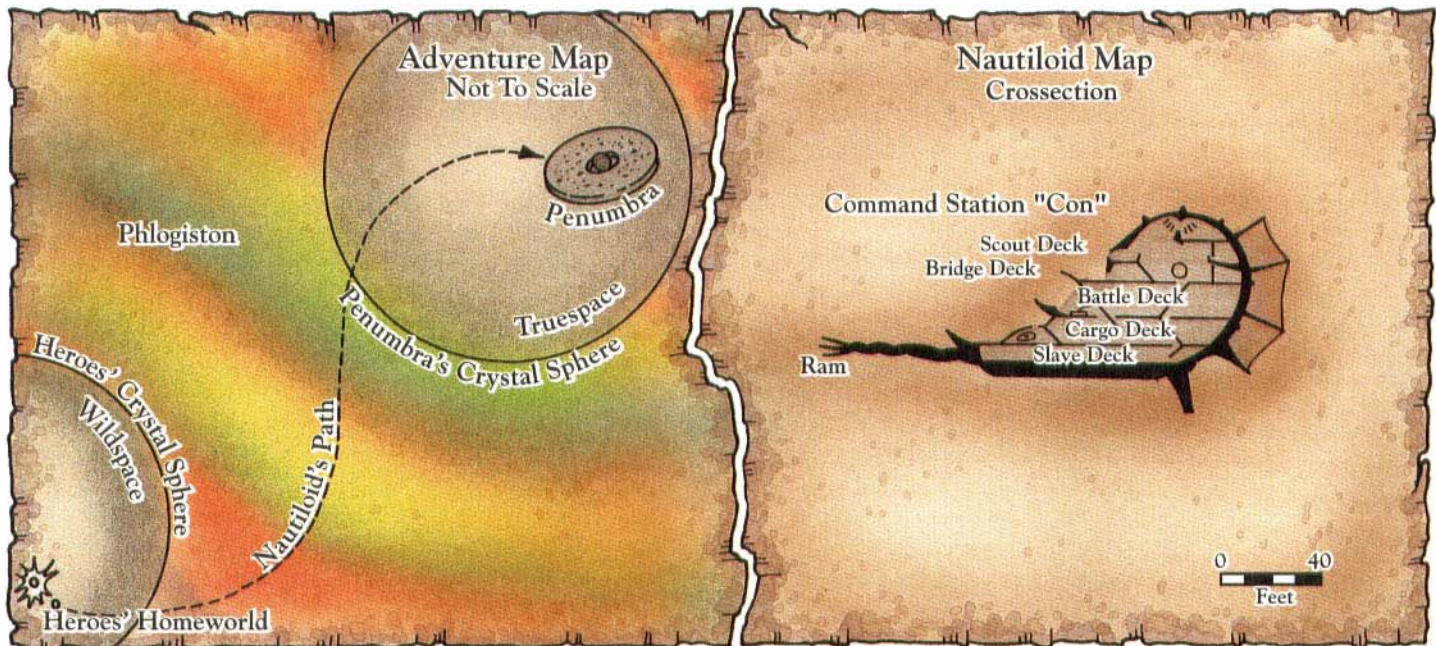
Advanced  
**Dungeons & Dragons**  
Adventure  
**Monstrous Arcana**

# Dawn of the Overmind



by Bruce R. Cordell







# Advanced Dungeons & Dragons<sup>®</sup> Monstrous Arcana<sup>®</sup>

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**Sources:** The illithid "homeworld" was inspired by the description of Alderson Discs in *Bigger Than Worlds* by Larry Niven. Githyanki statistics and motivations were derived from their excellent portrayal in *A Guide to the Astral Plane* by Monte Cook. *Monster Mythology* by Carl Sargent.

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# Commencement

The night went on and on  
The sun was rising slow  
Somewhere in the dawn  
The saddest feelings grow.  
—The Samples, *Waited Up*

## Introduction

*Dawn of the Overmind* is the third adventure in a trilogy originating with *A Darkness Gathering*, continuing with *Masters of Eternal Night*, and concluding in this adventure. The adventure pits four to six player characters of levels 8 to 10 (48–60 total levels) against the dark agenda of the mind flayers. DMs can run this adventure alone or link it together with the first two modules to form a seamless epic-length adventure.

The illithid trilogy supports *The Illithiad*, a MONSTROUS ARCANA® supplement. Although Dungeon Masters do not need that book to run the illithid adventure trilogy, they can use the additional mind flayer information contained within *The Illithiad* to add even more depth to this adventure.

The encounters detailed in this module are not pinned down to a specific world or campaign. However, descriptions and names of places and individuals critical to this adventure appear within the text. If necessary, the DM should change the names and locations found herein so that she can seamlessly slip *Dawn of the Overmind* into an ongoing scenario.

## Psionic or Arcane Illithids?

Although *The Illithiad* focuses on the psionic abilities of mind flayers, some sources suggest that illithids use arcane abilities and powers. Arguments exist concerning the forces tapped and manipulated by psionic devotions: Are psychic forces synonymous with the energy tapped by arcane spells? Whatever the truth, psionic effects are *actualized* according to a philosophy at odds with that used by spellcasters and arcane beasts. Of course, psionic abilities are not appropriate for every DM's campaign.

DMs whose campaigns do not employ psionics (as described in *The Complete Psionics Handbook* or *PLAYER'S OPTION®: Skills & Powers*) should substitute the abilities listed below for all illithid, elder brain, and forerunner psionic powers appearing throughout the remainder of this adventure. Arcane creatures can use each of the powers below at will, once per round, save for *mind blast*—which illithids and elder brains can use only once per turn. Illithids use their arcane powers at the 7th level of ability.

### Arcane Alternatives (Illithids):

*Astral spell, charm monster, charm person, ESP, levitate, mind blast\*, plane shift, and suggestion.*

### Arcane Alternatives (Forerunners)

*Charm monster, charm person, dispel magic, ESP, levitate, and spook.*

**\*Mind blast (for arcane illithids and elder brains):** The mind blast power, as differentiated from the unique illithid psionic attack described in *The Illithiad*, affects a cone-shaped area 60 feet long, 5 feet wide (in front of the mind flayer), and 20 feet wide at the far end of the effect. All within the cone must make a saving throw vs. wand or be stunned and unable to act for 3d4 rounds.

## Common Illithid Characteristics

At various times throughout this adventure, the player characters run across illithids or illithid-kin. Unless noted otherwise in a specific encounter, most illithids have the same ability to extract brains from their prey, and they possess similar psionic abilities (unless the DM substitutes arcane abilities, as noted above). To save space, the standard illithid combat summary and psionic complement appears below. Dungeon Masters unused to dealing with psionics can consult *The Illithiad*; however, rules for using psionics also appear in *The Complete Psionics Handbook* and *PLAYER'S OPTION: Skills & Powers*.

**Illithid:** AC 5; MV 12, Sw 12; HD 8+4; THAC0 11; #AT 4; Dmg 2 (see note below); SA cephalophagy, psionics; SD infravision; SW –10% penalty to hear noise checks; MR 90%; SZ M (6' tall); ML Champion (15); Int Genius (17–18); AL LE; XP 7,000 (9,000 if using arcane abilities).

Notes: SA—An illithid inserts its tentacles into a stunned victim's skull and draws out the brain (a process called cephalophagy), killing the hapless individual in 1 round. A mind flayer can also use its tentacles in close melee; each successful tentacle attack inflicts 2 points of damage and grasps the target's skull (removable with a successful bend bars/lift gates roll). When at least one tentacle holds the victim, each succeeding tentacle attack by the illithid gains a cumulative +1 bonus (to a maximum of +3 for the last tentacle attack). Once all four tentacles have attached to the victim, the illithid has sufficiently immobilized the struggling target to draw its brain out in the next round.

**Psionics Summary:** #AT 1; MTHAC0 10; MAC 5; Lv 10; PSPs 1d100+250; Psionic Attacks ego whip (EW), id insinuation (II), mind blast (MB); Psionic Defenses All; Psionic Disciplines astral projection, awe, body equilibrium, control body, domination, ESP, levitation, post-hypnotic suggestion, probability travel, taste link\*, and teleport.

\*Indicates a psionic power detailed in *The Illithiad*.

## Background and Adventure Summary

In *A Darkness Gathering*, the PCs uncovered a group of illithids intent on enslaving a city. Through force of arms and clever deduction, the heroes ended the threat by defeating the illithids living in the sewers below the human settlement. In doing so, the PCs discovered that the illithids' plot ran much deeper: The foul creatures planned to put out the sun! If the dimming of other stars in the firmament above is any indication, this nefarious plot affects more than one world.





However, the PCs rescued a friend from the illithids' vile lair; this companion possessed a mysterious palm print (a psionic seal that resembles magical circuitry) given her in a dream. The shadowed dream messenger named Strom imparted mental directions that would aid the PCs in their quest to stop the mind flayers.

In *Masters of Eternal Night*, the heroes followed the psionic palm print's urging to a barren steppe, all the while hunted by illithid trackers. The psionic impetus finally led the heroes to an impact site made by an illithid planetesimal (a large vessel) that crashed on the PCs' world. The player characters eventually uncovered an ancient illithid nautiloid (a strange flying ship) buried beneath the snow of the impact crater. Through great daring, they assembled four navigational components and activated the ship.

This adventure begins with the characters in possession of the knowledge and the means to locate an ancient world of the illithids. If the PCs use the nautiloid to travel, they will discover a former illithid world, Penumbra.

Penumbra is a vast realm, though not really a planet in the conventional sense. The characters can locate the site of a devastated illithid city with the help of the psionic palm print. Many dangers lurk in these ancient ruins. Buried deeply within them is a device known as the Annulus, a psionic artifact crafted at the height of the illithids' empire. If the PCs can recover this artifact, they will have a chance to derail the illithids' dark plan.

The discovery of the Annulus triggers the psionic seal to carry out its very last directive: It provides the heroes a means to find its creator, the mysterious and long-absent Strom Wakeman. Strom resides at the heart of the Overmind, a great engine of destruction built by the illithids in order to return their empire to its former glory. With his help, the adventurers have the opportunity to penetrate the Overmind and use the Annulus to stop the illithids. If the heroes fail, hope dies with them.

### Aleanor Pathsteader

In *A Darkness Gathering* and *Masters of Eternal Night*, the DM was encouraged to use a real PC or NPC from her campaign as the individual chosen by Strom. The module provided information on Aleanor Pathsteader, an NPC ranger, in case the DM had no one to fit the bill. Aleanor's stats reappear here for ease of reference:

**Aleanor Pathsteader, hf R7:** AC 2 (*studded leather* +1 and *Dex bonus*); MV 12; hp 55; THAC0 14 (12 *long sword* +2 and *short sword* +2; 8 against illithids); #AT 5/2; Dmg 1d8+2/1d6+2 (*long sword* +2 and *short sword* +2); SA two-weapon fighting, tracking (18), move silently (53%) and hide in shadows (65%) in natural surroundings, +4 to attacks against illithids (species enemy), animal influence, psionic seal; SZ M (5'8" tall); ML Champion (15); AL CG; XP 975.

Notes: Aleanor's move silently and hide in shadows percentages are halved in city or dungeon settings.


SA—She can shift the encounter reaction of a natural animal if the creature fails a save vs. rods (with a -3 penalty); her psionic seal gives Aleanor mental directions toward her required destination.


S 15, D 18, C 14, I 13, W 16, CH 15.


*Special Possessions:* Guardian (*long sword* +2), *short sword* +2, *studded leather armor* +1.

## Character Involvement Hooks

Dungeon Masters do not need to incorporate characters who have played through *Masters of Eternal Night* into this adventure. DMs who wish to run *Dawn of the Overmind* alone should use one of the bulleted points provided below to start the PCs on this adventure. Additionally, DMs running this module as a stand-alone adventure should have the brainmate (a lump of gray matter the size of four fused fists) rather than the psionic palm print give the PCs hints and information. The object communicates telepathically with the party and the nautiloid.

 In an unrelated scenario, the characters unearth a nautiloid (complete with a navigational brainmate) from an ancient tomb. After this discovery, one or more of the player characters receives prophetic dreams from concerned deities. The dreams inform the PCs that the nautiloid's discovery was destined to happen, and that the player characters must follow the brainmate's instructions in order to avert catastrophe.

 DMs who do not wish to include space travel in their campaigns may dispense with the material presented on the nautiloid. In this case, Penumbra lies on the PCs' very own home world. A map, a sage's report, or the report of a dying adventurer leads the party to Penumbra's location. If this information alone is not enough to tempt the characters, the DM should include hints of fantastic magic or psionic engines of destruction waiting for a daring party to find them.

 The carnival comes to town! Amid many strange sights and displays, the carnies offer interested folks the opportunity to see "an amazing discovery." The carnival workers pull over a large wagon covered with a great tarp. The tarp hides "a relic of the stars." For 1 gp, the PCs can have a look at the strange, terrible object beneath the tarp: It's the nautiloid! PCs who take a strong interest in the ship can pay an additional 10 gp to go inside for a look. Once inside, the nautiloid (complete with brainmate) launches itself toward its predetermined destination (Penumbra), despite the possibility of the characters wishing otherwise! The brainmate has chosen the PCs as Strom's agents for stopping the illithid dark agenda.



# Celestial Excursion

To reignite the foundering stars, the adventurers must chance an interstellar void while searching for the lost illithid world. Unfortunately, the unearthed nautiloid is the only craft available that can pierce the void—even though the ship is of hated mind flayer manufacture.

Magical shortcuts (attempting to scry for the illithid world and then using *teleport without error* to travel directly there, for example) cannot transport the PCs to Penumbra. Nothing but the coordinates locked in the brainmate and the impetus of the psionic palm print can direct the adventurers to the illithid world.

## The Nautiloid

The nautiloid uncovered in *Masters of Eternal Night* is not the same class of nautiloid used by present-day illithids. Though the characters may have absolutely no experience with such a craft, “modern” nautiloids rely on a device known as a “series helm” that links together the psionic talents of many illithids in order to power the craft’s passage through space. In contrast, the ancient vessel discovered by the PCs is self-powered and partially autonomous; it can move through atmosphere and space (as well as wildspace and the phlogiston) under its own power.

When the PCs first discover the craft, it is inactive. The PCs must take the brainmate they discovered in the previous adventure and return it to its cradle within the ship. When the player characters return the brainmate to its cradle in the Command Station (see the description in the “Inside The Nautiloid” section), the ship powers up.

## Inside The Nautiloid

The nautiloid map on the inside cover details a basic cross-section of the nautiloid interior discovered in *Masters of Eternal Night*, while the nearby illustration provides an excellent visual reference. This nautiloid is completely sealed, and it can maintain an internal atmosphere even when physical environments and natural laws fluctuate and vary between worlds (see the “Wildspace, Phlogiston, and Crystal Spheres” section). To gain entry, the PCs merely need to flash either the brainmate or the psionic palm print before the circular irising door that opens onto the battle deck.

The construction of the nautiloid is in some ways akin to terrestrial ships; however, every surface is molded and smoothed, alternating between mirror-bright surfaces and resin-like projections, struts, and other architectural elements. The information presented in this section gives a basic overview of the nautiloid’s interior, as keyed to the Nautiloid Map in cross-section. It’s not necessary to the adventure to present the nautiloid in more detail; however, the DM is free to sketch a top-down view of each deck if such is desired (or she can use the floorplans for a standard nautiloid as they originally appeared in the SPELLJAMMER® campaign setting).

Lastly, there is no natural source of visible light on the ship, although small orbs placed in the wall radiate in the infrared spectrum, providing significant light for those races possessing *infravision*. Those PCs who do not possess this ability must rely on alternative forms of illumination.

### Battle Deck

This deck is mostly devoted to one large assembly area, now vacant. Two irising doors lead directly out onto a small unprotected “beak head” (balcony). A large opening in the assembly area leads down into the cargo deck. Stairs lead up to the bridge deck, and behind the stairs are four small rooms. A few of the rooms apparently served as illithid quarters, but one chamber is filled with strange celestial charts, all “marked” up with *qualith* (illithid four-level touch script).

The *qualith*, if translated through the use of magic, actually contains several distinct celestial coordinates to alternate destinations (not Penumbra). Most of these destinations were worlds controlled by illithids long ago. Now, the coordinates point the way to various locales that include barren dead worlds, gas giants, and lonely asteroid belts around dying suns. If desired, the DM could spice up one or more of these destinations with customized encounters.

### Bridge Deck

This deck consists of a single area (the bridge floor) over which hang both the forward scout deck and the much-higher command station, creating a high, open space inside the shell-like swell of the upper nautiloid. The sides of the nautiloid’s hull are each set with large, circular observation ports made from clear crystal of a scarlet hue; these ports allow observers to peer into the abyss of space.

Separated from the main bridge floor by an irising portal is the main galley, where the illithids gathered for social “dining.” Several headstocks used for presenting their meals (thralls) sit ominously in this chamber.

Three separate irising doors open onto a shared, unprotected balcony on the leading curve of the outer hull. Moving back and forth between the protected interior of the nautiloid and the outer balconies could prove dangerous depending on the areas through which the craft travels (see “Passage Through The Void” for more information).

### Scout Deck

The two halves of this deck are on either side of the large open space that opens down to the bridge deck and up to the command station. A resin-contoured ladder provides access from the aft deck up to the Command Station.

### Command Station

This area comprises the upper reaches of the shell-like hull’s interior. The captain’s dayroom takes up a small area at the very rear of this deck, while a thin catwalk projects out over the open space far above the bridge deck below. The catwalk terminates at a pedestal holding an empty indentation. This is a brainmate “cradle”; PCs who place the brainmate in this cradle activate the ship. If an adventurer activates the nautiloid, the DM should read the following boxed text to the players:

A distinct click audibly and mentally reverberates throughout the craft, and dim phosphorescence pulses in slow rhythms along the walls like flowing blood. A ghostly voice, or perhaps a mental whisper, speaks: “*Reinvigoration protocols executed and successfully completed. Navigation coordinates successfully installed. Destination: Penumbra. Awaiting launch command, or alternate coordinates.*”





The brainmate itself is actually a very limited representative of its type; however, the information on Penumbra's celestial coordinates is invaluable. If any PC gives the mental command to launch, the nautiloid complies; refer to the boxed text under "Passage Through the Void."

Once the PCs successfully install the brainmate in its cradle, it becomes difficult to remove (a successful bend bars roll is required). In fact, the illithid object sends out mental warnings to anyone trying to remove it from the cradle. If removed, the brainmate no longer supplies power to the vessel. If the nautiloid is in transit when its power supply is removed, the ship stops dead and begins to drift. Depending on the cosmology selected by the DM for this adventure (see the sidebar "Wildspace, Phlogiston and Crystal Spheres"), the artificial gravity provided by the ship lapses, sending the vessel's contents (including the player characters) into freefall.

The illithid captain's dayroom is mostly bare; however, a search through the various rounded cabinets reveals gold-inlaid cloths, head-clamps, fine hacksaws, and small metal scalpels. To an illithid, these items serve as formal dinnerware.

### Cargo Deck

Accessible by the large hole in the floor of the battle deck above and a resin-molded ladder, the cargo deck consists of one empty large area. There are two empty cabins in the prow; a secret door hides the illithid captain's secret treasure vault. Those PCs who find the vault discover four humanoid skulls fused to form a gruesome treasure chest. The connected brainpans serve as a lid. The chest contains a psionic trap. If the PCs do not give the mental command word (Caramareena), a pyrokinetic blast of fire inflicts 4d6 points of damage to everyone within 10 feet of the chest. Successful saving throws vs. breath weapon reduce the damage by half. Five hundred crystal coins (worth 3 gp each) sit in carefully wrapped 25-coin rolls.

### Slave Deck

Though this area served as a holding pen for illithid thralls, the mind flayers built a few staterooms and crew cabins on this level. Of course, there are also a dozen small cells, each containing five sets of metal shackles; none of the cells contain slaves. A guard chamber located just off the common hallway connecting all the slave cells contains several tentacle-shaped keys on the wall. These keys work in the cell locks and shackles.







## Passage Through the Void

Once the characters have properly situated the brainmate in its cradle and commanded it to launch, the DM should read or paraphrase the following boxed text:

A subsonic vibration shakes the floor, accompanied by a noise not unlike bass horns being sounded by a rapidly approaching cavalcade. A ghostly voice, or perhaps a mental whisper, speaks: *"Launch initiated. Autonomous nautiloid control initiated. Calculating celestial indices to account for millennial drift. New calculations indicate a journey time of 19 sleep periods, plus or minus 3 sleep periods."*

On the heels of the telepathic announcement, the ground rapidly falls away as the craft rises. Streamers of rent clouds part and then recede even more rapidly than the ground. Seconds later, the broad bulge of a swirled blue and white sphere is visible below the vessel, dimly illuminated by the fading light of the sun. As you stare at the sphere that is your world, it grows smaller and smaller, finally disappearing as the nautiloid races out into the star-speckled night of space.

The player characters are on their way to a destination charted by the nautiloid: Penumbra. Refer to the Adventure Map on the inside cover for a cosmological perspective of the various spaces through which the nautiloid must pass in order to reach Penumbra. Depending on the medium through which the nautiloid travels, conditions outside the craft shift and change. However, the environment within the sealed nautiloid remains constant.

Note that the PCs can halt the nautiloid's progress at any time during its journey by mentally commanding it to stop. The DM should track the amount of time the ship spends floating in space and add that time to the trip's overall duration.

## Wildspace, Phlogiston, and Crystal Spheres

This text gives an overview of each of the mediums through which the nautiloid passes. DMs already familiar with the SPELLJAMMER campaign setting should substitute that knowledge for the brief overview supplied in this product.

### Crystal Spheres

Discrete crystal spheres surround the worlds of the Prime Material Plane. A finite number of celestial bodies and an associated light source (i.e., a sun) lie within each crystal sphere. The rest of the interior of the crystal sphere (except around areas of celestial bodies) is a weightless vacuum referred to as wildspace. In addition, crystal spheres are transparent to world-bound observers (thus one sees the many stars of other worlds sprinkling the sky on a dark night). However, the sphere appears dark on close inspection. Normally, passing through a crystal sphere requires special means, but the nautiloid breaks through the sphere as if it were composed of water.

### Wildspace

Many crystal spheres operate under convenient natural laws: Vessels launched into wildspace are wrapped in an envelope of breathable air and gain internal gravity. When the PCs' nautiloid first launches into the wildspace of their home crystal sphere, these helpful natural laws apply. However, the crystal sphere containing Penumbra possesses no such helpful atmosphere or gravity attachments. Penumbra's crystal sphere also contains countless millions of stars, all separated by huge tracts of empty space (see the "Penumbra" chapter for more information).

### Phlogiston

Between the crystal spheres is a turbulent, rainbow ocean of flammable ether called the phlogiston. There is no gravity within the phlogiston, though large objects, such as the nautiloid, carry gravity with them. The rainbow medium of the phlogiston does not contain any elements recognized by sages. In fact, particles of phlogiston cannot exist within the bounds of a crystal sphere or within any of the recognized planes of existence. In addition, travelers cannot reach the various planes of existence while within the phlogiston, as no connection exists. Spells or psionic effects that normally allow such movement fail within the phlogiston.

The phlogiston itself consists of flammable particles. Any flame exposed to the phlogiston expands immediately to three times its normal diameter and inflicts three times its normal damage (then burns out). Thankfully, the phlogiston is naturally fluorescent, so the PCs do not require any other light sources on exposed decks.

## Journey Through Wildspace

The journey to the edge of the crystal sphere takes five sleep periods (120 hours). While the nautiloid remains within the wildspace of the PCs' home crystal sphere, the adventurers can see a star-sprinkled landscape surrounding the ship. If a player character





makes a special effort to observe the stars, he has a 5% cumulative chance per day to notice that one or more stars have simply ceased to shine! This chance increases to 10% per day for druid characters. In addition, PCs with the astrology proficiency can detect the dimming stars with a successful proficiency check. Throughout this first leg of the journey, the PCs' star grows dimmer and dimmer as it recedes. If any player character leaves the ship to climb on an outer deck, the brainmate sounds a warning: "*Nautiloid environment compromised.*" However, while within wildspace, a pocket of breathable air continues to encapsulate the ship, allowing curious heroes to clamber over the nautiloid's surface safely—especially since gravity also continues to work, at least within the immediate vicinity of the craft.

The crystal sphere appears as a dark wall stretching in all directions as the nautiloid approaches its boundary. Without pausing or even slowing in any way, the nautiloid arrows through the boundary like a rock piercing the water's surface. Beyond lies the colorful expanse of the phlogiston.

## Journey Through the Phlogiston

Read or paraphrase the following boxed text to any PCs who peer out of an observation port when the nautiloid makes the transition between wildspace and the phlogiston.

Darkness is gone, giving way to rainbow colors that glow and swirl to the limits of perception in every direction. The nautiloid plows through the colorful medium like a shark through the deep sea.

A mental voice reverberates in your mind: "*Crystal sphere successfully penetrated. All psionic systems remain operative. Estimated time spent in the phlogiston calculated at eight sleep periods.*"

The journey through the phlogiston to the crystal sphere that contains Penumbra takes eight sleep periods (192 hours). Unless the player characters alter the nautiloid's course or damage the brainmate, all systems continue to function. Unfortunately, the phlogiston is not empty of dangers.

While in the phlogiston, no powers or spells that rely on the ability to contact the Ethereal, the Astral, the Inner, or the Outer Planes will function. In addition, a priest temporarily loses contact with his deity, and therefore does not receive any spells above 2nd level in answer to his prayers (though any spells currently memorized remain until cast). Also, priests cannot turn undead while within the phlogiston.

### Phlogiston Encounter: Ephemerals

For most of the trip through the phlogiston, the PCs can only

detect colorful wakes and streams through the observation ports. Unfortunately, the nautiloid's psionic passage through the phlogiston draws unfriendly attention like a flame draws moths.

Every six hours of travel through the phlogiston, there is a 10% chance that the vessel's psionic-actuated passage rouses a group of sleeping ephemerals from eons of stasis (DMs who wish to avoid rolling dice may place this encounter at any appropriate time). Ephemerals are the spirits of those who've died in the phlogiston too far from a crystal sphere to find their appropriate afterlife.

Ephemerals appear as dusty gray humanoids who, having neither an Astral connection to the Outer Planes nor an Ethereal connection to the Negative Energy Plane, are infused and animated by the essence of the phlogiston itself.

Attracted by the beacon of the psionic nautiloid, 1d8 of these poor remnants manage to "hop aboard," phasing their noncorporeal bodies easily into the nautiloid's interior. Once inside, they immediately move to possess the bodies of the nearest intelligent beings by draining Intelligence (see ephemeral statistics below). Note that the brainmate qualifies as an intelligent being in this case, and the characters should protect the heart of their craft! In fact, it takes 4 rounds for an ephemeral to possess the brainmate (and therefore the entire ship).

An ephemeral with a new living host immediately tries to return to any nearby crystal sphere. This may involve slaying anyone who attempts to stop it, including former allies. The ephemeral uses the physical abilities of the body it takes over but not any magical, psionic, or special abilities. For instance, an ephemeral could take over a mind flayer, but could not use its *mind blast* or other psionic abilities. When the host enters a crystal sphere, the ephemeral transforms into a formless spirit, immediately traveling to the Outer Planes to meet whatever fate awaits it there. The host body, left as a mindless shell in the wake of the creature's possession, can regain its full Intelligence through the use of a *wish* spell; otherwise Intelligence returns at a rate of 1d2 points per day.

**Ephemerals (1d8):** AC 2 (or as host); MV 18 (or as host); HD 5; hp 25 each; THAC0 15 (or as host); #AT 1 (or as host); Dmg 1d4 (touch); SA Intelligence drain; SD spell and weapon immunity; SW fire; SZ M (6' tall); ML Average (9); Int Very (11); AL NE; XP 3,000.

Notes: SA—The touch of an ephemeral drains 1d2 points of Intelligence from a victim. Once the creature drains all of a victim's Intelligence, it possesses the victim, completely controlling all physical and mental abilities.

SD—Ephemerals are immune to all nonmagical and nonpsionic weapons. In addition, *sleep*, *charm*, *hold*, and mind-affecting spells and psionic powers do not harm these creatures. They are also immune to all cold-based attacks. Finally, these creatures regenerate 1 hit point per round if in contact with the phlogiston. They always dissipate if reduced to 0 hit points.

SW—Ephemerals automatically suffer full damage from all fire-based attacks.





If the battle goes against the ephemerals, they will phase back out of the ship into the phlogiston, trailing it until they regenerate all of their hit points.

Without slowing, the nautiloid enters the crystal sphere containing the world of Penumbra. Unless characters gaze into the colorful maelstrom at just the right time, they miss the transition; no jarring or shaking accompanies the nautiloid's passage through this barrier.

## Journey Through Truespace

Read or paraphrase the following boxed text when the nautiloid makes the transition between the phlogiston and the interior of the target crystal sphere, no matter where the characters are located in the craft:

The whole ship is falling, and every object in the vessel begins to float! The mental voice of the brainmate resounds in your head: *"Artificial attraction field initiated. Air generators online. Heating filaments energized. Lockdown on exits successful. Psychoportive propulsion initiated. Remaining travel time to Penumbra estimated at six sleep periods."*

The sensation of falling ends as suddenly as it began. All of the floating objects thump to the floor. The steady thrum of newly awakened psionic devices reverberates faintly throughout the ship.

## The Laws of Truespace

Completely different sets of natural laws govern the crystal sphere containing Penumbra from normal wildspace. In order to differentiate the space within this crystal sphere from standard wildspace, it is referred to as Truespace hereafter.

Truespace is weightless and airless; however, objects cast adrift from worlds and planetary bodies do not possess a residual gravitational field, nor are they fortunate enough to gain an envelope of breathable air. Without this envelope of air, the surrounding vacuum becomes deadly, shifting between deadly cold or insanely hot (if a native sun shines too close). In short, the PCs must generate their own gravity, air, and heat if they wish to travel through Truespace physically. Thankfully, the nautiloid automatically supplies all these and more when it makes the transition to Truespace.







Any attempt to exit to one of the exterior balconies through one of the iris-ing doors brings a mental warning from the brainmate: "Exterior conditions are currently inhospitable to organic life." A player who persists in exiting manages to open a door to the exterior. Luckily, a psionic field temporarily provides an airtight barrier between the ship's atmosphere and the vacuum. The same barrier allows a physical object or living being passage to and from the ship with no problem.

However, any PC who leaves the safety of this barrier—either voluntarily or involuntarily—suffers the full effects of Truespace exposure. Exposed characters immediately suffer 5d6 points of damage per round from the cold (which pierces like hundreds of tiny knives), the vacuum (which pulls the air from the lungs in one long exhalation), and the loss of pressure (which bursts skin capillaries and causes bleeding from ears, eyes, and nostrils). In addition, they must make saving throws vs. paralyzation each round to remain conscious, as the terrible forces at play could prove too much to bear.

Player characters who gaze through the ventral observation ports see a star-sprinkled void not unlike the landscape visible during their trip through wildspace. However, the uncounted stars visible in Truespace all lie within the same crystal sphere.

In addition to the specific encounter described below, the DM is free to extend the encounter possibilities beyond the bounds of what space permits in this product.

Because of the unique nature (and size) of this crystal sphere, most (if not all) deities have at least a passing interest in it. Therefore, priests may successfully pray for spells as if they were in their home crystal sphere.

### Truespace Encounter: Voor Larvae

For most of the trip the PCs can see only streaming stars from the ventral observation ports. Unfortunately, the closest path to Penumbra lies through a region of space once claimed by the voor. The voor are long dead, but they once proved a terrible threat to the illithid empire. No record of their existence remains, save for a few relics left over from their fight against the illithids.

Every six hours the nautiloid travels through Truespace toward Penumbra, there is a 10% chance that it plunges through one of the many greenish nebulae ubiquitous to this portion of space (DMs who wish to avoid rolling dice may place this encounter at any appropriate time). In fact, the nebulae represent the blasted remnants of voor resistance destroyed eons past by the illithids. Unfortunately, these vast clouds of dust contain seeds of the voors' vengeance.

Like spores or seeds, motes of the interstellar dust settle upon the surface of the nautiloid as it races through the darkness. Each time the nautiloid passes through one of the greenish nebulae, 1d10 specks of dust stick to the side. Each speck of dust sprouts tendrils that bore microscopic channels into the side of the nautiloid. Thus rooted and planted, a speck "grows," utilizing the material structure of the ship itself to form a complete chrysalis. The process requires 1d4 hours.

Each chrysalis forms on the ship's interior, and throughout this

process, the integrity of the vessel remains intact. However, the brainmate has a 10% chance to detect the stowaways. If it does so, the brainmate simply reports, "Contact with abiotic organisms detected. Ship systems possibly compromised."

The PCs may ignore this warning, or they may attempt to detect and deal with the threat before it becomes too dangerous. A deck-by-deck search reveals chrysalises hidden in empty cabins, hanging down from hallway ceilings, and tucked into closets. Unfortunately, the search reveals all but one chrysalis (if more than one chrysalis has grown). The last one has grown inside a bulkhead or hidden space and requires a successful find secret door roll to discover.

PCs can easily destroy any chrysalises discovered before they hatch. A strong blow with a weapon empties a chrysalis chamber of a sizable quantity of disgusting smelling liquid and a half-formed wormlike creature that dies the instant the chrysalis bursts. Chrysalises that remain unmolested hatch in 1d6 hours after full chrysalis formation. The emerging creature is a voor larva.

Voor larvae consist of whatever material their spores used to form their chrysalises. In the case of the nautiloid-composed voor, the creatures consist of a metal- and mucous-mixed resin. These voor are eight-foot-long skeletal insectoids whose "wings" are bare of any membrane but serve as forward-swept, razor-tipped claws. Once birthed, voor larvae meticulously search the area of their new existence, seeking to kill all organic creatures. Though the voor larvae primarily hate illithids, the monsters assume that any PCs are illithid thralls. If many voor larvae hatch simultaneously, the PCs will have a running fight on their hands as these horrible creatures travel in twos and threes, scouring the various levels of the nautiloid in search of organic life to destroy.

**Voor Larvae (1d10):** AC -4; MV 16; HD 12; hp 48 each; THAC0 9; #AT 5; Dmg 1d6/1d6/1d6/1d6/2d6 ("wing" claw (×4)/bite); SA poison bite, trill; SD psionics immunity, regeneration; SZ L (8' long); ML Fearless (20); Int Low (7); AL NE; XP 8,000.

Notes: SA—The bite of a voor forces a victim to save vs. poison or suffer an additional 10 points of damage. Once per turn, a voor can produce a piercing noise that forces all who hear to make a save vs. paralyzation (with a -3 penalty) or suffer -2 on all die rolls for 3 rounds.

SD—A voor larva is immune to psionic attacks and any mind-affecting spells, items, or psionic abilities. In addition, it regenerates 1 hit point per round. If brought below 0 hit points, the creature drops to the ground but continues to regenerate, springing up again once it reaches 20 hit points. The only way to truly kill a voor larva is to reduce it to -20 hit points.

If the PCs successfully overcome all of the journey's dangers, they eventually reach the region of space once occupied by the capital of the illithid empire: Penumbra.



# Penumbra

Herein lies the dark heart of the ancient illithid empire. While the empire is long gone, the artificial structure that housed it yet endures.

To maximize the effect of this alien setting, it is imperative that the DM maintain a sense of unease in the players (and characters) during their exploration of Penumbra. This can be accomplished in a number of ways.

For instance, while the PCs travel across the twilight surface of Penumbra, draw the curtains and turn down the lights. As they explore Penumbra's strange underworld, consider playing eerie background music, rather than the heroic themes often utilized by gaming groups. Well-placed sound effects—such as the grammites' clicking or the random howl of a lost grimlock or forerunner soul—can also raise the tension level.

Less graphic methods can also have great effect. From time to time, ask one or more of the players to make a d20 roll, without explaining what it is for, and note the result. These rolls can be used for later saving throw results or ability checks; this prevents the players from determining specific causes and increases the general level of anxiety.

Evocative verbal descriptions help the players visualize what their characters are seeing. The key is to describe the alien in terms of the familiar. The forerunners look like they might be related to humans, but they clearly aren't quite human themselves. The characters have probably encountered giant spiders before, but what about a spider the size of the Hungry One? Mind flayers and lichens may be familiar, but it's unlikely they've ever met anything quite like the Vivimancer.

On the other hand, the DM should stress the alien nature of the Mothergrammite, the Penumbran grimlocks, the illithocytes, and the neothelid; these creatures should be unfamiliar—and terrifying—to the PCs. And of course, an unlucky encounter with the Tumerogenesis Tanks should definitely make the players' hearts beat a little faster ("My character's stomach just did *what?*").

## First Sight

As the nautiloid trip nears its end (when the appropriate number of sleep periods have elapsed), read or paraphrase the following boxed text to the players:

Outside is a gulf of black space resembling the velvet interior of a jeweler's case beset with countless points of light. One of the points shines far brighter than any other; in fact, it glows with a luminous glory akin to your own sun. Now that the light of the star becomes more pronounced, you can see the structure that surrounds and dwarfs it: an unimaginably large, flat disc with a hole for the sun at its very center! At this distance, you can see small nubs that must actually be walls thousands of miles high. These walls rise around the hub, ensuring that only glancing rays of the star's illumination actually strike the surface of the disk. However, you can dimly see vast bodies of water and cloud cover on and above the disk. As the nautiloid continues to move, the tableau grows, revealing a world far, far larger than that which you left.

The "Overview" section below provides a few facts regarding the massive artifact that the illithids once lived upon, while the "Landing" section thereafter describes the nautiloid's automated landing sequence and possible subsequent events.

## Overview

It is difficult to imagine the raw power of a race that held several crystal spheres—and even few alternate planes of existence—entirely within its psionic grip. The resources commanded by such a race stagger the imagination. The illithids, however, believed that wielding such power was their birthright as the most superior race in the multiverse. In the long millennia of their ascendance, they crafted a suitable seat for their empire. A thousand years of engineering produced the disc known as Penumbra. This wondrous artifact is *not* the illithid homeworld; the mind flayers' true homeworld remains a mystery.

The shape of the artificial world mimics a perfectly flat platter, with a star situated in a "little" hole at its center. To extend this analogy, the DM should think of the sun as if it were the size of a pea on a conventional plate. Thus, the radius of the disc itself is a bit larger than the orbit of a conventional world around its sun. The disc is a few thousand miles thick and consists of a nearly indestructible material called *substare* (the secret of making *substare* died with the fall of the illithid empire). The artifact is quite massive and weighs far more than the sun itself! At the height of the illithids' empire, mind flayers inhabited both sides of the disc.

The thickness and sheer size of the disc produces normal gravity on the surface, diminishing somewhat at its edges. Thus, the inner wall serves as convenient worldwide shade for those with light sensitivity, such as mind flayers. Because the sun always hangs below this artificial horizon, creatures on the disc live in perpetual twilight. The inner wall also keeps the breathable atmosphere from drifting into the sun! The outer edges of the disc do not require walls, as the atmosphere flows inward. In fact, the periphery of the entire disc lies in a vacuum that slowly thickens to breathable concentrations toward the hub.

In the time since the slave rebellion and the fall of the illithid empire, Penumbra fell into savagery. Besides humanoid thralls (the forerunners and the various enhanced versions of the forerunner race), many of the other thrall races also survived. Thrall races from hotter worlds lived near the inner hub, while creatures from colder climes lived out near the rim. Once civilization fell in the aftermath of the thrall insurrection, most illithids fled or were subsequently slain. However, some degraded remnants of that race have also survived to this day.

The present-day configurations of races, kingdoms, and interesting locales on Penumbra have the makings of a tremendous campaign world, although the detailing of such a world goes far beyond this product's scope. If the PCs wish to end the illithids' vile plan, they should confine their activities to the site chosen for landfall by the nautiloid. Of course, ambitious DMs are free to embellish the area, transferring their campaigns to this ancient illithid construction.





## Landing

Following the player characters' first view of Penumbra, they may choose to halt the flight of the nautiloid in order to assess the situation. If queried, the brainmate mentally indicates that, as indicated by its coordinates, it intends to set the craft down at a point upon the disc in the Capital Terrene. At the DM's option, the brainmate has a list of other possible touchdown sites; however, the specifics of such areas are completely in the hands of the DM.

If the PCs do not stop the nautiloid's approach, or if they resume their flight, the craft automatically sets down in the Capital Terrene (or at least in an area that once corresponded with the Capital). The DM should read or paraphrase the following boxed text as the nautiloid trip draws to a close:

The fantastic disc grows larger and larger; you're moving toward it at incredible speed. Suddenly, you can no longer see the edges of the disc, as the walls rising around the disc's stellar well eclipse the sun. Below is a great plane without apparent boundaries. Thunderhead clouds poke out of the murk here and there, lightning storms play across continents, and the pale glow of luminescent seas larger than most worlds slide below and past the path of the nautiloid.

Players with the inclination can make an Intelligence check to realize that the speed of the nautiloid has dramatically lessened. Still, the landscape below continues to rush past. After 1d4 hours of this (assuming the player characters do not pause the flight), the nautiloid suddenly angles downward and veers toward a dark mark on the land below.

The landing happens suddenly: With a bump, the craft settles. Though it is perpetually twilight, PCs who look through the observation ports can make out rough, rocky ground and a few strange growths. No obvious structures appear in their immediate field of view. The adventurers have arrived on Penumbra.

With their arrival, the player characters have many options to explore, not the least of which is to attempt to relaunch the nautiloid on another trip. Unfortunately, any such attempt is met with a negative response from the brainmate, as it has depleted the nautiloid's psionic reservoirs. The brainmate indicates that the craft can fly again after sufficient recharge time. The brainmate estimates the time needed to recharge the craft will be between 20 and 100 sleep periods.

## The Adventure Unfolds

Up to this point, *Dawn of the Overmind* presented a straight-

forward narrative-style adventure. The adventure changes to a keyed-map format while the characters remain on Penumbra. This provides characters with many possible avenues of exploration in the area where the craft touched down (Capital Terrene). DMs should note that these keyed areas are interlinked, and alliances and actions made by the PCs in one area affect situations in another. However, the PCs can explore the area and discover these connections in any order. In essence, the characters have one overriding goal: find and recover the Annulus. They may accomplish this goal by taking as much time as necessary and by using whatever methods are needed.

The DM may find that, without a clear course of action, her players may become confused as to what to do next. In such a case, players may require subtle prodding from the DM to ensure that their characters head in the right direction. For instance, a keen-eyed PC might spot a thin trail of smoke coming from the direction of the Forerunner Village (a hearth fire). If all else fails, an encounter with forerunner shepherds or hunters (as described on page xx) could lead the characters to a meeting with Unter.

Prompted by a psionic impetus from the palm print (or the brainmate, or some alternate method utilized by the DM), the player characters receive an image of the Annulus (see the "Arcana" section on page xx for a description of the Annulus) after the nautiloid settles itself on the ground. With this mental image comes the certainty that the artifact is the only thing that can avert disaster back on the PCs' homeworld and in the multiverse.

## Local Conditions

The natives of Penumbra have named the visible portion of the titanic walls that block out sun. To them, it is known simply as The Shine, since an observer can see only a slight shining along the top of the wall from most places upon the disc. The environmental and topographical features of the disc vary wildly, depending on an area's position relative to the Shine.

Within a few hundred miles of the locations marked on the Capital Terrene Surface Map, the average temperature is comfortable, if a bit on the warm side. The PCs can notice some humidity in this area, but it does not present any problems for the adventurers. In addition, the scarcity of sunlight never varies; normal humans can see for a distance of about 1000 feet before everything fades to obscurity.

Though Penumbra consists of unbreachable substare, a hundred feet or more of normal rocks, clay, and topsoil often covers this mysterious substance. Black vegetation grows on the surface, drinking in every possible iota of light from the available portions of the spectrum. Thus, black grass, ebony trees, and colossal lengths of obsidian creeper are common sights. Natural animals, both small





and large, live wild. Though they may appear strange in form, these creatures exist in a natural ecosystem not unlike that which exists on the PCs' homeworld. However, almost every creature on Penumbra—including the humanoid races—possesses exceptional night vision, heralded by eyes that glow visibly in firelight. Other creatures and races possess true infravision and move through the world by distinguishing heat signatures. Illithids are one of these races, but they possess an exceptionally refined version of infravision.

For the most part, the intelligent races inhabiting Penumbra have no inkling of the cosmology of their world. Though the player characters may realize that a large circular wall rings the inner well of Penumbra's disc, shading it from the sun, penumbrans believe that their world's perpetual twilight is natural. In addition, they think the Shine—visible as a perfectly smooth, glowing squat tower from most parts of the disc but resembling a massive wall stretching up into the heavens from close up—is the hearth fire of the gods in their high tower away on the horizon.

Of course, the only way the PCs learn of the natives' beliefs is through speaking with them in a mutually understood language. It is not too likely that the remaining thralls of Penumbra speak anything resembling Common, so the adventurers must rely on magical or psionic items, spells, or abilities to breach this particular barrier. Additionally, PCs who speak either the githzerai or githyanki languages can communicate with the natives on a very crude level.

Finally, the illithid builders incorporated artificial magnetic lines through the length and breadth of the substare comprising Penumbra. Thus, a lodestone or compass points the way north—toward the Shine.

PCs spend in the area specified on the map. If an encounter occurs, choose an appropriate encounter or roll randomly from the table above. To save space, the stats for each encounter appear under their keyed entry in the text, save for the natural critter entry, which indicates an encounter with a non-threatening natural creature, such as the penumbran equivalent of a bird, fox, or gopher.

## Nautiloid Landing Site

Unless the player characters somehow alter the course of the nautiloid, the craft lands at the point indicated on the Capital Terrene Surface Map. This site is an area of undifferentiated black grass. According to the best data available to the brainmate, the site should contain the bustling Capital Terrene, a continent-sized area covered with illithid architecture. Such a place existed millions of years past, but at present the area no longer contains even the ruins of the long-dead city.

When the nautiloid first touches down, the DM should roll an immediate check for an encounter. If the dice call for an encounter, the resulting creatures have witnessed the descent of the nautiloid from afar and have traveled to the site as quickly as possible in order to investigate. These creatures respond in a manner appropriate to their described temperaments.

## River

The river drains from Klar Lache toward a much larger body of water many miles to the northwest. Various natural swimming creatures are common to the river, many of them fishlike. However, to a nonnative, these creatures resemble blind cavefish. Most everything caught in the river is edible.

## The Capital Terrene

The Capital Terrene area appears on the Capital Terrene Surface Map. The named locales correspond to specific encounter and trigger information presented below. While the characters adventure on the surface, the following encounter table provides the DM with natural encounters:

**Capital Terrene Surface Encounter Table**

d6	Encounter	#	Ref Page
1	Forerunner shepherds	1d4	13
2	Forerunner warriors	1d8	13
3	Hungerers	1d12	15
4	Wastelings	1d10	17
5	Beastmen	1d6	15
6	Natural critter	1d2	n/a

There is a 20% chance of an encounter for every 6 hours the

## Rangelands

Forerunner shepherds (resembling normal, if gaunt, humans) watch over herds of domestic sheeplike animals throughout the rangelands. When the PCs first enter the rangelands, the DM should roll for an encounter. If the dice indicate an encounter, it is with these shepherds. All subsequent checks in the rangelands are unmodified.

When the PCs encounter the shepherds in the rangelands, the forerunners are 50% likely to run, as they assume the characters represent some nasty version of a wasteling or beastman. Otherwise, they will stand their ground and protect their flock. If communication is possible, the forerunner shepherds mention their village's chieftain, Unter. In fact, the shepherds refer the PCs to the chieftain or Hollerith, the village shaman, in response to any questions about the Annulus. The shepherds themselves have never heard of the Annulus or of anything matching its description.

Groups of 40-50 sheep accompany each group of shepherds.





**Forerunner shepherds (1d4):** AC 9; MV 12; HD 2; THAC0 19; #AT 1; Dmg 1d6 (staves); MR 10%; SZ M (6' tall); ML Average (9); Int Exceptional (15); AL N; XP 35.

**Tuul, forerunner T4:** AC 7 (leather armor, Dex); MV 12; hp 16; THAC0 19; #AT 1; Dmg 1d6 (bronze short sword); SA backstab ( $\times 2$  damage), thieving abilities; MR 10%; SZ M (5' 4" tall); ML Steady (11); AL N; XP 420.  
S 9, D 15, C 9, I 17, W 15, C 15.  
*Thief Abilities:* PP 46, OL 23, F/RT 12, MS 22, HS 28, DN 33, CW 67, RL 69.

## Forerunner Village

The forerunner village of Royl is a collection of many grass huts interspersed with a few log structures, all surrounded by an 8-foot-tall log palisade. The main gate faces northwest, and several other smaller access points exist around the palisade, though they are currently blocked up. Only the main gate allows entry. Eight forerunner warriors guard the entrance. If the PCs prove aggressive, the entire village can serve as reinforcements (see below).

**Forerunner warriors (8):** AC 9; MV 12; HD 3; hp 21 each; THAC0 18; #AT 1; Dmg 1d6 (bronze short swords); MR 10%; SZ M (6' tall); ML Average (9); Int Exceptional (15); AL N; XP 120.

The guards are very suspicious, especially of creatures as strange as the PCs. However, if the party can establish a channel of communication with the guards, the forerunners will escort the player characters to someone who can answer their questions. The primitive village contains 300 2-HD forerunners (see forerunner shepherd stats), and 150 3-HD forerunner warriors (see warrior stats above). The daily life of the village involves preparing food, shearing sheep, spinning wool, repairing homes, repairing breaks in the palisade, and a hundred other chores that keep a village running. Of course, the sight of the PCs' passage through the village is enough to make all observers pause and stare.

Player characters may want to use the village as a base of operations while they attempt to discover the location of the Annulus. Though the village is primitive, it does boast an inn where penumbran travelers can lodge. The forerunners call this inn "Lost City Rest." The Rest (as it is abbreviated) contains relics salvaged from the broken city of Gwalior to the northeast, including many implements of iron and objects obviously too complex for the village inhabitants to understand. Questions about the implements bring knowing smiles and comments such as: "Our ancestors made these things. We keep them around to honor their accomplishments."

While the characters remain in Royl, they will have to barter for their room and board, as the forerunners of this village do not use currency. This is also true while the characters remain at the Rest. If the heroes display an item of great "technology" while in Royl—such as small magical items—there is a 20% chance that a pickpocket by the name of Tuul notices the characters. Tuul makes a couple of pickpocket attempts, but he denies everything if discovered. The characters should exercise restraint in dealing with Tuul, as slaying him out of hand will sour their negotiations with Unter.

Assuming the PCs do not act aggressively, they are brought into a wooden lodge in which burns a large fire. Seated before the fire are four figures dressed in robes, while a young man sits back from the fire. This young forerunner is Tarahumara, the chieftain's son. A larger, scarred forerunner wearing yellow-dyed robes sits behind the fire. This figure is Unter, the chieftain of Royl, and the other robed figures are his advisors. By their placement around the fire, it appears that one advisor may be missing.

### Forerunners, Past and Present

The people collectively known as the forerunner race represent the root stock from which the githzerai, githyanki, and many other splinter races evolved (see "Tumerogenesis Tanks" on page xx for related information). The forerunners served the illithids as their primary thrall race when Penumbra was young. As such, the forerunners native to the area where the nautiloid landed resemble humans. These humanoids are long of limb, and their skin possesses a tawny, old-ivory tinge. Forerunner eyes are uniformly black, and their ears are just slightly peaked. Though strong psionic bloodlines once flowed within the forerunners' veins, that blood runs thin at present; only 1 in 100 forerunners on Penumbra now possess appreciable psionic abilities. However, all forerunners retain varying degrees of residual magic resistance.

There are millions of forerunners (and other races) spread across the two faces of Penumbra. The majority of these races do not know of the others and probably never will, since it would take several lifetimes of travel to move even a fraction of the distance across the disc. Thus, some thralls live in civilized nation states, others in divided kingdoms, while still others live at the primitive level ascribed to Royl in this adventure.

The forerunners of Royl were not always so primitive; 90 years ago they lived in the nation-state of Gwalior to the northeast. Unfortunately, the Vivimancer and his servants, called "wastelings" by the natives, infiltrated and destroyed Gwalior. Most of the city dwellers perished, but the remnant of that once great nation now live as shepherds in the village of Royl. To the people of Royl, the days of Gwalior are the most ancient they can recall; stories of mind flayer servitude and other truly ancient lore draws only unknowing looks.








Unter is a noble chieftain, but Royl is currently beset by two main threats—the beastmen and the hungerers. Though the beastmen prove an ongoing annoyance, the danger they represent is low. More worrisome to the forerunners is the hungerers' increasingly aggressive behavior (see the "Copse" section on page 15). Even now, Unter's council discusses possible solutions to this problem and brainstorms after a means to destroy the Hungry One, the father of the hungerers, without confronting it directly. Unfortunately, the chieftain's council is sorely diminished by the absence of Hollerith, the shaman.

The chieftain's warriors traced Hollerith's disappearance to a far more insidious evil than the Hungry One. The wastelings, servants to the Unliving King, spirited the shaman away. The council believes that the wastelings brought Hollerith back to the hated ruins of Gwalior to face the wrath of the Unliving King (see the "Lair of the Vivimancer" on page 17 for information concerning the Unliving King). Hollerith has long acted as the source of the council's wisdom; without him, the council seems greatly diminished. Furthermore, the Unliving King may use the shaman's knowledge of Royl to enslave the forerunner village. Currently, the council proposes that Unter order the village to migrate into the unknown southern lands—though no one considers this an attractive proposal.

The PCs have the opportunity to enter into the good graces of Unter and the people of Royl by offering to aid the chieftain in one or more of his problems. Questions about the Annulus or a hoop-shaped object bring only ignorant stares—though Unter offers that Hollerith's knowledge was both broad and deep; the Shaman may know something of such an artifact.

Other questions and/or promises of action may bring the following responses from Unter:

-  Wastelings are people (the forerunners do not call themselves forerunners) who have been warped by the Unliving King to serve its needs. They're not dead, but they might as well be.
-  No one has ever seen the Unliving King except its foul wasteling servants. It uses those it has perverted to infiltrate and conquer new territories.
-  Stories speak of the legendary hero Arack who climbed the Tower of the Gods and gazed in through the crystal windows from which the Shine glows. He was struck blind by the blazing glory of the gods' unearthly forms and their roaring hearthfire.
-  There may be some old ruins, older than Gwalior, buried below the earth. If the PCs help slay the Hungry One, the forerunners will provide them with a hill guide who can locate the entrance.
-  Hollerith may know more of the Annulus. If rescued from the clutches of the Unliving King, he can possibly tell the PCs what they want to know.

If the heroes offer to rescue Hollerith, Unter assigns a force of two warriors, named Ethen and Flar the Bold, to aid them in their efforts. They both possess the abilities and statistics of standard forerunner warriors. The chieftain's son, Tarahumara, also steps forward and bravely volunteers to aid in the shaman's return. The party may accept or deny this aid; however, Tarahumara secretly follows the party if denied, and he may show up during any later encounter to help, at the DM's option.

In any event, respectful PCs can enjoy primitive hospitality from their forerunners, who assume that the adventurers are magicians from far lands. The player characters can also requisition basic foodstuffs and clothes, but more advanced equipment is beyond the technological level of Royl.

The council members' stats are identical to standard forerunner shepherds. Unter's stats appear below. Note that Unter enters into any physical conflict if the PCs prove aggressive.

**Tarahumara F4:** AC 6 (leather armor, Dex); MV 12; hp 37; THAC0 17 (15 with longbow); #AT 1 (2 with longbow); Dmg 1d6 or 1d6 (x2) (crude sword or longbow); MR 30%; SZ M (6' tall); ML Elite (13); AL N; XP 270.  
S 15, D 17, C 13, I 15, W 16, C 14.

*Personality:* Confident and a bit headstrong.

**Unter (chieftain) F7:** AC 7 (leather armor); MV 12; hp 50; THAC0 14 (11 with Ashunath); #AT 3/2; Dmg 1d8+3 (with Ashunath); MR 50%; SZ M (6' tall); ML Elite (13); AL N; XP 975.  
S 14, D 16, C 17, I 14, W 17, C 16.

*Personality:* Decisive and intense.

*Special Equipment:* Ashunath, a psionic long sword that functions exactly as a *long sword* +3.

## Hills

A naturally-sculpted range of hills stretches for many miles to the north and south. The hills eventually level out into unremarkable grassy plains a few miles to the north, but the hills grow into true mountains as they stretch to the south. Wild versions of the forerunners' sheep wander these hills, as does the occasional catlike predator.

These high hills conceal the only local entrance to the buried Capital Terrene. It is unlikely that a general search will reveal the entrance. However, an experienced forerunner guide can easily locate the entrance. See the specific keyed entry for additional information.

## Klar Lache

This small lake contains crystal-clear water and sandy shores. An upwelling of water from deep below feeds the lake, keeping it circulating with fresh water.

Aside from the differences in anatomy due to the lack of light,





the ecosystem of this lake resembles that of a lake on the PCs' homeworld. The forerunner tribe tells a tale of a ferocious lake monster inhabiting the pool, but that creature has been dead for over a generation.

## Blasted Lands

Since the time of the illithids' mastery of Penumbra, large portions of the thrall population either left the area, died off, or survived at a much lower level of subsistence (such as the forerunners inhabiting the nearby village). Some portions of the thrall population managed to hang on, but at an even lower technological level than the forerunners. These feral creatures, called beastmen, are actually devolved forerunners eking out an existence in the harsh wilds of Penumbra.

The beastmen range in loose family groups across the Blasted Lands, a rockier, less-fertile version of the Rangelands. The beastmen are little better than animals: They no longer wear clothes, they eat whatever they can catch and kill with their hands (such as other bands of beastmen or forerunners), and they have lost the capacity to use language. While the adventurers remain in the Blasted Lands, replace all occurrences of forerunner encounters on the **Capital Terrene Surface Encounter Table** with beastmen, and replace all occurrences of encounters with the wastelings with beastman versions of the wastelings.

**Beastmen (1d6):** AC 10; MV 14; HD 4; THAC0 17; #AT 1; Dmg 1d6/ 1d4 + special (club or bite); SA poison bite; SZ M (6' tall); ML Average (9); Int Animal (1); AL NE; XP 270. Notes: SA—The bite of a beastman inflicts a wasting disease that drains 1 point of Strength per day to victims who fail their save vs. poison; the disease manifests 2d4 hours after the bite. Victims reduced to 0 Strength die from the disease. Lost Strength points return at a rate of 1 point per day once the victim receives a cure.

## Copse

Many subtle colors swirl through the bark of the broad leaf trees in this large copse—though the tree trunks look black from a distance. The copse shown on the map is simply an outlying extension of a much larger forest that stretches away to the southwest. Once the PCs enter the copse, they can see thick webbing entangling many tree branches and covering the spaces between tree trunks. The webs are the handiwork of the hungerers, the spiderlike young of the Hungry One. In appearance, hungerers are indistinguishable from huge spiders, save for their lack of eyes.

When the adventurers first enter the area below the trees, the DM should roll for an encounter. While the adventurers remain in the copse, substitute all beastmen and wasteling encounters with hungerer encounters. Any forerunners

encountered here are hunting the nasty creatures. Encounters with hungerers necessitate a surprise check (with a -2 penalty) for the heroes, as the nasty creatures drop from the trees above.

If possible, the hungerers attempt to web paralyzed prey and drag them up into the tree branches. If given enough time, the creatures bring any paralyzed prey to their progenitor (see "Lair of the Hungry One" below).

**Hungerers (1d12):** AC 6; MV 6, Wb 12; HD 2+2; THAC0 18; #AT 1; Dmg 1d6 (bite); SA poison bite; SZ M (6' diameter); ML Average (8); Int Animal (1); AL N; XP 175.

Notes: SA—The bite of a hungerer injects a paralyzing poison (with an onset time of 1d2 rounds) into the victim, forcing him to make a save vs. poison. Failure indicates that the unfortunate victim is paralyzed for 2d4 turns.

## Sentry Tower

Located on the edge of the copse, this crude tower of hewn logs serves as a base for forerunner warriors. The warriors stationed here guard the edge of the woods against the increasingly aggressive hungerers. Kurbur, a 5th-level fighter, leads the forerunner patrol; he is suspicious at the best of times.

The tower consists of one level, and it is open to the sky; the lower portion of the tower is really just a collection of 20-foot-tall stilts. Currently, 6 warriors reside in the tower. However, 6 more are canvassing the woods nearby, and respond to any trouble at the tower in 3 rounds. Refer to the forerunner stats on page 13 for combat information.

Player characters who can communicate with the warriors may learn of the danger to the community presented by the hungerers, as well as the existence of the Hungry One itself. Unless the PCs are very careful, the forerunner warriors may attack the party, believing that the player characters are a new variety of wasteling. On the other hand, if relations proceed smoothly, the characters may learn some of the information presented in the "Forerunner Village" entry. The warriors refer the PCs to Unter or Hollerith in the village if the party asks questions about the location of the Annulus.

## Lair of the Hungry One

A horrible, fetid odor issues from a dank crevice. The crevice itself measures some 30 feet in height and over 90 feet in diameter. A massive web, recessed about 10 feet in the darkness, covers the entire opening. At any one time, 1d6 hungerers crawl upon it and act especially aggressive toward any creature wielding fire—though the webs are spattered with a natural flame-retardant coating (a form of the Hungry One's own bodily fluids). The hungerers guard the web to the death; they never check morale (otherwise, use the combat summary that appears on page 16. There is a 20% chance that any conflict on the outer web or in the inner caverns lasting more than 5 rounds draws 1d4 hungerers from the surrounding trees.



The crevice extends some 100 feet into the hill, sloping gently downward and finally opening into a completely unlit cavern measuring some 150 feet to a side. A 10-foot-diameter eggsack is clumped on the ceiling. This is the lair of the Hungry One, a giant spider that stands 20 feet tall. Normally, the Hungry One lies curled in a ball sleeping (although it stirs once a day to access the pantry, as described below). Unless the party gained entry to the creature's lair without fighting the hungerers on the outer web, the spider knows of the PCs' presence and waits in ambush. Again, any conflict lasting more than 5 rounds is 20% likely to draw 1d4 reinforcing hungerers.

**The Hungry One:** AC 4; MV 9, Wb 12; HD 16+8; hp 136; THAC0 5; #AT 5; Dmg 1d12 (×4)/2d12 + poison (battering legs/bite); SA poison bite; SD weapon resistance; SZ G (30' diameter, 20' tall); ML Fearless (19); Int Low (5); AL CE; XP 10,000.

Notes: SA—The bite of this creature forces victims to save vs. poison (at -2) or die within 1 round.

SD—The Hungry One suffers only ½ damage from all weapons.

Immediately beyond the cavern holding the Hungry One is a smaller cavern measuring only 50 feet to a side. PCs entering this cavern encounter a grisly, surreal sight: Hundreds of cocooned victims hang suspended from the ceiling on lengths of pale webbing. Some of the cocoons are dried and empty, their contents long since eaten by the Hungry One, but 1 in 10 cocoons holds a slowly rotting body (animals, forerunners, or beastmen); the Hungry One likes its morsels tender.

If the PCs take the time to search, they discover one cocoon with a live creature within it; a soft whimpering issues from this cocoon. If cut down and opened, the webbing disgorges a live beastman. The creature is in shock, but it revives quickly enough when freed. The beastman has a 75% chance to "imprint" on a party member who cut it free; the creature follows that individual much like a loyal pet, going so far as to protect him from harm if endangered. See the beastmen statistics on page 15 for combat information on this pitiful creature.

A thorough search of the debris littering the floor reveals the battered knapsack of an unfortunate traveler. No portion of the traveler himself remains. However, the knapsack contains 50 feet of hemp rope, a dozen iron pitons, and a fairly detailed







map of the surrounding area. The map shows the location of the entrance to the Capital Subterrene, marked with an enigmatic ring symbol.

## Ruins of Gwalior

These crumbling buildings of mortared stone have been moldering for about 90 years. In that time, they've seen considerable degradation, and for the most part they appear more than a century old. Few of the buildings possess a serviceable roof, and most of the towers have fallen.

The DM should roll for an encounter when the PCs first enter the outskirts of the ruins and substitute all occurrences of forerunners with wastelings. Of course, the wastelings look just like forerunners, and they act like their former selves whenever they come into contact with other beings. This is merely a facade, as the Unliving King has transformed them into foul creatures, loyal only to him.

The Unliving King has charged its servants with cajoling, begging, or leading new humanoids to its lair of (see the "Vivimancer's Lair" below). For example, a group of these creatures may masquerade as salvagers who want to show the player characters "something interesting." If the player characters ask the wastelings about something called the Annulus, they pretend to know all about it and offer to lead the heroes to its location. If the PCs accuse the wastelings' master of wrongdoing, the creatures tell the PCs that their king works for the benefit of everyone and is often misunderstood. The creatures will then try and convince the PCs to return with them to the Unliving King's lair so that the "he" can help the party in its quest. Failing a diplomatic solution, the wastelings attack the PCs and bring any survivors to their master.

While in the company of wastelings that pretend friendship, one player character should make a Wisdom check (with a -4 penalty). If that player succeeds, he has a feeling that the strangers are lying.

**Wastelings (1d10):** AC 9; MV 12; HD 4; THAC0 17; #AT 3; Dmg 1d4/1d4/1d6 (claw/claw/bite); SD immunities; MR 10%; SZ M (6' tall); ML Average (9); Int Exceptional (15); AL N; XP 175.

Notes: SD—immune to *sleep*, *hold*, and *charm*-related magic.

## Lair of the Vivimancer

The Vivimancer, known to the forerunners as the Unliving King, is an undead creature that destroyed the city of Gwalior and took control. In fact, it was the Gwaliorians' penchant for tomb raiding that eventually proved their undoing; they unsealed the Vivimancer from its sarcophagus prison 90 years ago.

The Unliving King is a creature descended from a group of degenerate illithids that survived the thrall uprising on Penum-

bra. Sometime during its own lifetime, it discovered magic. Renouncing the teachings of its compatriots, the illithid eventually managed to transform itself into a lich. For thousands of years it ruled a distant island, using magic foreign to liches of other worlds. Instead of Necromancy, this illithilich practiced Vivimancy (a grand term coined by the Unliving King to indicate magic intended to affect and manipulate the living). With its power, the undead entity can reach back across the veil of death and manipulate the living in a sinister echo of a vital illithid's abilities. Eventually, the illithilich grew overconfident and was imprisoned within the sarcophagus.

Once freed, the illithilich consolidated its power and eventually destroyed Gwalior and began its domination of the area.

The keyed entries below correspond to the Lair of the Vivimancer Map.

### A. Entrance

There are always at least 4 wastelings guarding this entrance. The creatures always retreat before a determined approach and try to lead invaders to their master in **area D**. See the "Ruins of Gwalior" for the wastelings' combat statistics.

The cracked, ruined hallway leads south toward **area B**.

### B. Indoctrination Chambers

A row of cells lines the east-west hallway. A single wasteling sits on a wooden stool near one of the cells, keeping an eye on things. All of the cells have thick bars (-10% to bend bars/lift gates rolls). If "friendly" wastelings escort the PCs in an attempt to bring them to the Vivimancer, the creatures attempt to push the PCs past these cells with no explanation. If the player characters make any sort of concerted effort to free any of those currently held in the cells, the wasteling on watch raises the alarm, calling all of the Unliving King's servants in the complex; these reinforcements arrive at a rate of 2 per round. Eventually, the Unliving King himself investigates an ongoing disturbance (see **area E**).

Once the Vivimancer subdues a new "recruit," it orders its servants to bring the survivor to these cells for conditioning, a process that involves multiple castings of the spell *vivimancy* (see the "Arcana" section for more details). At the end of a three-week period, those confined to the cells are released; they are dead to their former lives and exist to serve the Unliving King.

The three cells marked with an X are currently occupied. The easternmost cell holds Hollerith. The easiest way for the PCs to open these cells is to unlock them with a key that hangs around the Unliving King's neck. An open lock attempt draws the attention of the wasteling guard but does not suffer any other particular penalty.

Hollerith is in a stupor, well along in his conditioning. If the party frees him, he can be restored to normal after just one day of rest or a *heal* spell. The shaman is very grateful to the party for his release, and he shares his knowledge of the Annulus to help the party. In fact, Hollerith not only suspects the location of the artifact (in the Land Beneath, also called Capital Subterrene);



he also knows a corroborating legend about the hero Arack who descended into the earth to slay the mythical Unredeemed Beast. Supposedly, Arack also sought this Annulus. Hollerith will also show the characters an entrance into the Land Beneath, if asked.

**Hollerith, shaman:** AC 9; MV 12; HD 3; hp 25; THAC0 18; #AT 1; Dmg 1d6 (by weapon); SA psionics; MR 35%; SZ M (5' 7" tall); ML Average (9); AL N; XP 270. S 11, D 14, C 13, I 16, W 18, C 15.

*Personality:* Confused (at first), helpful.

**Psionics Summary:** #AT 1, MTHAC0 14; MAC 9; Lv 3; PSPs 1d100+150; **Psionic Attacks** ego whip (EW), id insinuation (II); **Psionic Defenses** intellect fortress (IF), mental barrier (MB), mind blank (MBk), thought shield (TS), tower of iron will (TW); **Psionic Disciplines** ESP.

### C. Things to Do In Gwalior if You're Dead

A "clot" of 7 wastelings carpet each of the three rooms keyed as C. When not out scavenging for food and new recruits, the creatures have no drive. They simply drop to the floor, stare mindlessly, and drool. Only when given a command by the Master will these currently unused wastelings "reanimate" and take on the semblance of normal forerunners again. Thus, if the characters come into conflict with the Vivimancer, or otherwise raise its ire, it may reactivate these wastelings with a mental command; they appear at a rate of 2 per round.

See the "Ruins of Gwalior" section for the combat statistics of these creatures.

### D. Vivimancer's Workroom

This chamber resembles nothing so much as a wizard's workroom. Distillation coils, alembics, and glass tubing clutter tables, while tomes, scrolls, and arcane diagrams reside in numerous shelves about the room. There are also several small cages hanging from the ceiling; these cages contain small living creatures—including rodents, birds, lizards, and amphibians. These creatures serve as small-scale research subjects for the Unliving King's ongoing exploration of vivimancy.

All of the tomes and scrolls in this room are written in four-level touch-script (*qualith*). PCs who can read *qualith* (through magic) have a cumulative 5% chance per turn spent searching to finding the Unliving King's spellbook. However, the Vivimancer is sure to interrupt such a search—unless the PCs have already destroyed it. The spellbook possesses all the spells listed in the Unliving King's spell inventory under the next entry.

### E. Throne of the Unliving King

The DM should read or paraphrase the following boxed text to the characters when they gaze or enter into this chamber:





Open sarcophagi line the four walls of this hazy chamber, three sarcophagi to a side. A bonfire in the center of the chamber produces smoke and illuminates the contents of the upright graves: mind flayers frozen in gaunt death! Four figures also sit equidistantly around the bonfire, staring blindly into the fire's heart.

The center sarcophagus on the east wall, marked with an X, actually holds the Vivimancer. The rest of the upright graves hold mummified (but actually dead) illithids; they keep the Unliving King company in its undeath. Under normal circumstances, the Unliving King does not move either. Instead, he uses his psionics and spells in frozen rigidity. Only when physically threatened or investigating some other disturbance in the hall will the alhoon move from its resting place.

If the PCs were led into the hall by wastelings under false pretenses, they will not all suffer immediate attacks. In fact, the Vivimancer attempts to waylay player characters one at a time, by using *hold person*, *rainbow pattern*, *hypnotic pattern*, and similar spells, without stirring an undead limb (the Vivimancer's long centuries of training allow it to cast spells without any verbal, somatic, or material components).

As long as the player characters go along with the charade, the wastelings that have led the characters to this chamber (or those already sitting around the fire) ask the party members to seat themselves around the fire. The longer the PCs delay in taking aggressive action, the longer the Unliving King has to cast his spells unhindered.

As soon as the PCs physically or magically attack, all of the wastelings present attack with a ferocity beyond that of even the beastmen of the plains. Their sole objective is to keep the adventurers occupied while the Vivimancer continues to cast spells. If the battle progresses more than 6 rounds, a pair of additional wastelings from the three chambers labeled C arrive every round that the Vivimancer remains alive (or until there are no more wastelings waiting in the wings). If the PCs defeat the Unliving King, the wastelings all fall to the ground like puppets when their strings are cut. Without their master, the wastelings are mindless shells.

**The Unliving King (alhoon):** AC 5; MV 12; HD 8+4; hp 60; THAC0 11; #AT 4; Dmg 1d4 × 4; SA psionic powers, spells; SD infravision, immunities, unturnable; SW subject to spells that affect undead—excepting those detailed under Special Defenses below; MR 90%; SZ M (6' tall); ML Fanatic (18); Int Genius (18); AL LE; XP 9,000.

Notes: SA—Alhoons (illithilichs) can withdraw and dine upon the brain of creatures after the fashion of their living relatives—although brute undead strength replaces the action of flesh-dissolving enzymes. Even though cephalophagy isn't necessary to sustain alhoons, they continue to eat brains because they sometimes receive glimpses

of their victims' thoughts (25%) while dining. These thought glimpses occur at random, unless an alhoon concentrates on a topic, in which case the thoughts are closely related to the chosen topic. Illithilichs have a 10% chance to absorb a spell from a caster's devoured brain. They can then transcribe these spells into their spellbooks.

Alhoons normally cast spells as 9th-level mages. However, the creatures cannot cast spells in the same round in which they psionically or physically attack.

SD—Alhoons are immune to disease, poison, *sleep*, *hold*, and *charm*-related magic; they also remain unharmed by holy water, *protection from evil*, sunlight, cold-wrought iron, and silver weapons.

*Special Equipment:* Staff of Ancient Penumbra (see "Arcana" on page 57).

*Spells (4/3/3/2/1): 1st—charm person (×3), friends; 2nd—hypnotic pattern, misdirection, Tasha's uncontrollable hideous laughter; 3rd—hold person (×2), tongues; 4th—confusion, rainbow pattern; 5th—divinancy (see the "Arcana" section for more details).*

## Entrance to Capital Subterrene

As indicated under the "Hills" entry, only an exceptionally detailed search reveals the entrance to Capital Subterrene. PCs without additional information beyond the image of the Annulus cannot find the entrance.

If a hill guide accompanies the party, the PCs find the entrance in 1d4 days. If the party uses the map rescued from the Hungry One's lair, it takes 2d4 days to find the entrance. Finally, Hollerith can lead the adventurers directly to the shaft. The DM should read or paraphrase the following boxed text to describe the entrance:

A 20-foot-diameter circular shaft opens within the hollow of grassy hill. Grass does not grow immediately next to the ominous well, though small bones of animals litter the floor of the hollow nearby. A strange scent wafts up from the impenetrable darkness; it smells something like cinnamon.

As indicated on the Capital Subterrene Cross-section Map, the shaft is the topmost portion of an extensive series of ruins beneath Penumbra.



## The Capital Subterrene

The Capital Subterrene area is shown on the Capital Subterrene Crosssection Map and the three associated topdown-view maps. A relatively smooth shaft connects each successively deeper level. This shaft was bored within the last 1000 years by another team of salvagers who also sought the famed Annulus. That team, lead by the mythical hero Arack, failed to recover the artifact. However, their efforts now provide an easy passage for the player characters to descend. In fact, metallic pitons still protrude from the sides of the shaft in a line running downward every 20 to 80 (2d4 × 10) feet. Unfortunately, the effects of time have weakened the strange metal of the pitons, and now there is a 5% chance that a piton breaks when supporting more than 100 pounds.

While the player characters explore the subterranean area, the DM should use the following encounter table. The table serves for the entire complex of sublevels.

**Capital Subterrene Encounter Table**

d6	Encounter	#	Ref Page
1	Grammites	1d6	22
2	Lost Forerunners	1d2	23
3	Grimlocks (Hiao Pack)	1d12	25
4	Grimlocks (Gyor Pack)	1d12	25
5	Velvet Ants (20' x 20' swarm)	1	30
6	Illithocytes	3d10	34

There is a 20% chance of an encounter for every 6 hours the PCs spend in the Capital Subterrene. If an encounter occurs, the DM should choose an appropriate encounter or roll randomly from the table above. To save space, the statistics for each encounter appear under their keyed entries. The DM should weigh the encounters from the table by applying a -2 modifier to each roll while the party remains in the City Section, no modifier while the party remains in the Tunnelscape, and a +2 modifier to each die roll while the party remains in the Nethermost.



## The City Section

The DM should read or paraphrase the following text when the PCs catch their first sight of the City Section:

An extensive cavern, both wide and high, stands before you. Hidden light sources reveal hulking structures in the cave. The structures are smooth and rounded, with shell-like whorls and textures. Blind crystal windows and empty balconies provide the necessary visual clue: These alien structures are buildings, and this cavern contains a city far below the surface.

During the thrall uprising, the illithids sought to hide this portion of the Capital Terrene by sinking it below the surface. Thus, many of the buildings here are relatively intact, though age, water seepage, and occasional rockfalls have inflicted extensive damage. Likewise, buildings along the edge of the cavern are neatly sheared where they end and rocky cavern walls begin.

Though Penumbra did not possess an extensive underdark environment while the illithids held sway above, the mind flayers did delve hollows here and there, fashioning some especially important areas directly into the nigh-indestructible *substare* that makes up Penumbra. In the considerable time since the fall, however, surface life has migrated into the empty hollows left by the mind flayers, and expanded the scope of this hidden world considerably, creating true ecosystems in the utter darkness. The City Section is connected to an extended series of subpenumbran tunnels and contains denizens not original to this cavern.

The roof of the cavern slowly slopes downward in all directions and calciferous stalactites hang ominously from the ceiling. Likewise, the floor of the cavern, once smooth and tiled, is now mostly covered with stalagmites. The portions of the original floor that remain visible are cracked from the stalagmites. The whorled structures are mostly white, but they show the accumulated debris of calciferous deposits from ages spent below the surface.

Most rooms within the indicated buildings possess completely hollow interiors. Some of the structures are only 20 to 30 feet high, but others stretch more than 100 feet into the air, like perfectly hollow spires. Any unkeyed chambers are simply empty—though thick layers of dust cover them. The doors in this city consist of irisling plates made from a strange material (ceramic). Most are stuck closed (unless specifically noted otherwise) and require a successful open doors roll to force them open. Because of the way the irisling counterweights work, the doors tend to iris shut again if the PCs do not physically hold them open.





## 1. Below the Borehole

The distance between the borehole at the cavern's apex and the floor is approximately 200 feet. Player characters with enough rope will have no trouble reaching the cavern's floor.

When the adventurers first enter the city section, the DM should roll for an encounter on the **Capital Subterrene Encounter Table**. It is possible that a creature (or group of creatures) sees the PCs while the party descends from the ceiling or attempts to scale down the side of the cavern. In any event, indicated creatures (if any) draw near and react to the PCs in a manner consistent with their natures.

In addition to any other creatures drawn to the adventurers' entry, the grammites in **area 2** move to investigate.

A search of the immediate area beneath the borehole divulges some crude writing chiseled into the floor. Those who can read forerunner script see that the short message simply states: "Arack came this way."

## 2. Grammite Scavengers

Two grammites rest within the smashed housing of a hollow structure. The 9-foot-tall cockroachlike predators wait here

specifically to scavenge anything that might fall from the borehole. Usually whatever passes down the borehole does not put up too much of a fight, but the grammites are certainly capable of pacifying feisty prey. One disquieting feature of the grammites is their persistent click, which somehow seems nondirectional; in fact, it is nearly impossible to detect the source of the clicking (-40% to hear noise checks) until the attack has commenced. The creatures use this sound as a sort of sonar to operate in the darkness.

### About Grammites

Of all the creatures that inhabit Capital Subterrene, the grammite is the most pernicious and dangerous. The vast spaces beneath Penumbra and the equally long tracts of time since illithids have monitored and controlled these spaces have allowed the grammites to grow from simple pests to dangerous predators. These creatures now stand about 9 feet tall and weigh at least 350 pounds. Modern grammites possess tough, mottled gray exoskeletons and





gray exoskeletons and their anterior limbs end in nasty hooks. The creatures' buglike heads possess huge mandibles, ideal for tearing into tasty prey, but no eyes.

Experienced PCs may note a similarity between grammites and hook horrors, but they should also notice the lack of any birdlike characteristics. Recorded history sheds no light on this intriguing possibility, but the fact remains that despite the absence of a vulturelike visage, grammites share most other traits with hook horrors.

**Grammites:** AC 3; MV 9; HD 5; THAC0 15; #AT 3; Dmg 1d8/1d8/2d6 (hook/hook/mandibles); SA hook grasp; SZ L (9' tall); ML Steady (12); Int Low (5-7); AL N; XP 270. Notes: SA—If both of a grammite's hooks successfully strike a single target in the same round, its mandibles automatically hit each round until the victim dislodges at least one of the hooks with a bend bars/lift gates roll.

### 3. Goodies

An irising door (not unlike those found on the nautiloid) is stuck half open, leading to a moist nest where the grammites stationed in the adjoining chamber accumulate the most interesting bits of nonedible material before passing on the rest to the nest in **area 10**. Mixed in with dirt, sand, bones, and other unsavory leftover bits are some choice items. For every round spent turning through the mess, the party has a 20% chance to turn up one of the following items: a hide pouch filled with psionically charged dust that mimics *dust of illusion* in every fashion; a humanoid skull of pure silver, tarnished utterly black and fashioned to serve as a small chest (the skull chest is locked and trapped with Type J poison) containing 23 tiny gems each worth 20 gp; a normal horn (blowing on it underground requires the DM to make two checks on the **Capital Subterrene Encounter Table**); and a broken mirror.

### 4. Grammite Taint

Each of the locations on the City Section Map keyed as **area 4** contains 2d4 grammites engaged in their usual rooting and crawling. In fact, there is a 50% chance that when the party encounters a particular group of grammites, the creatures are crawling upon the roof of the structure in question. In those instances, the creatures drop down on unsuspecting prey (opponents suffer a -2 penalty on their surprise rolls unless they were actively searching the ceiling). See "About the Grammites" for these creatures' combat information.

### 5. Sealed Temple

This chamber has withstood the empty years better than most, due in part to the residual psionic charge that holds the irising door closed. Anyone who approaches within 5 feet of the door activates a psionic seal; the seal glows dimly as it

traces a complex circuit on the outer door. The psionic seal wards the door; any attempt to bypass the door physically subjects the trespassers to a mental discharge that inflicts 1d10 points of damage—though PCs can make saving throws vs. spell for half damage.

Even this feeble defense proves too much for the strained energies of the protective seal; the seal fades and the door simply collapses inward after this discharge. The DM should read or paraphrase the following to player characters who have breached the door:

A small sanctuary, mostly crumbled, lies beyond the fallen door. Some holy power must remain in this area, for a revenant arises from the crumbled altar and chunks of broken statuary! Though the figure is spectral, it has the form of a tall mind flayer with purplish-green skin and yellowed tusks. A silver crown levitates above its head.

This chamber once served as a temple to the god Maanzecorian—though no one has set foot in this temple for ages. Since that time, another force has killed the illithid god. A pale reflection of Maanzecorian's power remains in this area, forming a much-weakened avatar. This avatar attacks anyone near the door to this temple, and it fights until slain. Once vanquished, the last trace of the illithid deity's presence will have vanished from the multiverse.

A search through the rubble unearths a hidden cavity within a chunk of the altar. A silver crown, not unlike the one worn by the avatar, lies in the cavity. This tarnished silver crown possesses a central jewel that acts like a *gem of brightness* with no adverse affects on illithids in the area of affect.

**Avatar:** AC -2; MV 12; HD 8+3; hp 50; THAC0 11; #AT 1; Dmg 1d8 (touch); SA energy drain; SD immunities; SZ (6' tall); ML Fearless (20); Int Average (9); AL LE; XP 5,000. Notes: SA—The touch of the avatar drains one energy level. SD—Only silver or +1 or better magical weapons can hurt the avatar. In addition, it is immune to *sleep*, *charm*, and *hold* spells, as well as cold-based attacks, death magic, and poison. SW—Clerics can turn the avatar as a special undead, though it returns in only 1d4 rounds.

### 6. Expeditioners

Two forerunners, named Foraker and Conroe, shelter in this broken chamber, hiding behind broken blocks of masonry. If the player characters enter, the two rise from concealment and train what are obviously crossbows on the party—though the bolts crackle and sizzle with strange energies. The PCs can fight or parlay with the two, depending on how they approach the two forerunners.

Foraker and Conroe are explorers. Although they are obviously forerunners, the two do not hail from Royl. In fact, the two are originally from a distant area on Penumbra; they travel





the length and breadth of Penumbra searching for ancient treasures and other items of interest.

The salvagers discovered the borehole into the Capital Subterrene three weeks ago, and they entered it in hopes of discovering some serious salvage. At that time, their group numbered five forerunners. Unfortunately, this grammite-infested area proved too dangerous for the party. Now, only Foraker and Conroe remain, hiding in this chamber.

If the PCs open communication, they may offer aid, ask for help, or take any other action. If the party agrees to kill the grammites guarding the borehole entrance (**area 2**), the expeditioners will tell them off another borehole to an even deeper level they glimpsed (**area 11**). Unfortunately, the expeditioners explain that the borehole happens to be in the very heart of grammite territory! The two forerunners may trade one or two of their special bolts (looted from the remains of an ancient battle) for other magical or psionic items. However, Foraker and Conroe will not join the adventurers. The two only wish to win past the grammites guarding the borehole in **area 2** and escape from Capital Subterrene.

**Foraker and Conroe (F5):** AC 3 (banded mail and shield); MV 12; HD 5; hp 24, 18; THAC0 16 (14 with light crossbow); #AT 1; Dmg 1d8 or 1d4+1 (long sword or light crossbow); MR 10%; SZ M (6' tall); ML Elite (13); Int Exceptional (15); AL N; XP 420.

*Special Equipment:* 4 bolts of slaying mind flayers (kills mind flayers on a successful hit; treat as crossbow bolts +3 against nonillithids).

## 7. Guarded Nest Entry

When the adventurers move to within 45 feet of the entry of this hollow structure, the DM should read or paraphrase the following text (though a thief in the party may have detected the clicking earlier):

A musty odor overpowers the subtle background smell of cinnamon. A low drone crossing over into the threshold of hearing resolves into insectoid clicking. The sheer volume of clicking sounds indicates a huge concentration of something; but the actual source of the noise seems to shift and move from point to point.

In an obvious display of aggression, 6 grammites click loudly to warn off all possible threats; the creatures attack anyone who ignores this warning. Note that two grammites arrive from the chambers marked as **area 9** every 2 rounds that the battle continues. The battle ends only after the PCs destroy every grammite from this area and the subsidiary nests (the chambers marked as **area 9**). See "About Grammites" on page 21 for these creatures' combat stats.

All the irisng doors throughout this structure are stuck open.

## 8. Ambush!

Even if a conflict at the entrance draws out every last grammite from the two subsidiary chambers keyed as **area 9**, the four grammites crawling silently around on this high ceiling remain. Only if the PCs gain entry and move down this corridor do the grammites fall upon them, targeting any spellcasters first—if the party used any area of effect spells in the outer entrance. The PCs suffer a -2 on their surprise rolls when the grammites drop from the ceiling (unless the PCs were actively checking the ceiling before they entered the room. See "About Grammites" on page xx for these creatures' combat stats.

## 9. Subsidiary Nests

Bones, chunks of masonry, sand, and dirt cover the floor of this chamber to a depth of 1 foot. Large lumps rise up from the floor.

Each of the chambers keyed as **area 9** contains 10 grammites. Usually these creatures remain quiescent, only moving to forage in the outer ruined city section and the tunnels (see **area 12**). Otherwise, they remain here, content to let the junior members of the horde bring them sufficient food for survival. In addition, the more time a grammite spends close to the mothergrammite, the better its chance to be chosen as a prospective mate for the ruling "queen."

Unless the PCs stealthily gained entry into the City Section, they have most likely encountered the occupants of these chambers. See "About Grammites" on page 22 for these creatures' combat stats.

If the player characters thoroughly search through the filth, they have a 20% chance per round to uncover a psionically-charged javelin that functions exactly like a *javelin of lightning*. There are a total of four such javelins scattered through the two rooms.

## 10. Mothergrammite's Nest

A chorus of clacks and clicks mixes with cries of pain that almost sound as if they come from a humanoid throat! Past the circular doors, hulking insectoid forms, larger than any you have seen so far, dance around a group of prone figures, biting and jabbing the unfortunate victims. Most of the figures are motionless, but a few still struggle and cry out.

Squatting back from the grisly dance sits a truly monstrous creature, larger yet than the creatures dancing before it. It has no eyes, but its blank face gives the impression of deadly watchfulness. A smooth shaft opens beyond this frightening visage.



The nest in this broken, hollow shell-like structure contains 6 grammites that belong to the mothergrammite's elite harem. The mothergrammite is also here; it resembles a much larger and more bloated version of the male grammites. The creatures in this chamber will not investigate any noise made outside this chamber, as they are currently in the midst of playing with some penumbran grimlocks (see page 25 for more details on these grimlocks).

The moment the player characters enter this chamber or otherwise interfere with the situation, the elite harem attacks. The mothergrammite also joins in to defend her nest.

**Grammite, elite (6):** AC 0; MV 9; HD 7; hp 40, 36, 33, 29, 26, 23; THAC0 13; #AT 3; Dmg 1d10/1d10/2d10 (hook/hook/mandibles); SA hook grasp; SZ L (12' tall); ML Steady (12); Int Low (6); AL N; XP 975.

Notes: SA—If both of a grammite's hooks successfully strike a single target in the same round, its mandibles automatically hit each round until the victim dislodges at least one of the hooks with a bend bars/lift gates roll.

**Mothergrammite:** AC -2; MV 9; HD 10; hp 63; THAC0 10; #AT 3; Dmg 1d12/1d12/2d12 (hook/hook/mandibles); SA hook grasp; SZ H (12' tall); ML Steady (12); Int Low (7); AL N; XP 2,000.

Notes: SA—If both of the mothergrammite's hooks successfully strike a single target in the same round, its mandibles automatically hit each round until the victim dislodges at least one of the hooks with a bend bars/lift gates roll.

Player characters who defeat or drive off the grammites in this area can examine the grimlocks, search the filth comprising the floor of the nest, or check out the shaft. Only one of the tortured grimlocks yet lives. If the party does not give the creature aid, it dies. If the party rescues it and manages to communicate with it, they learn that its name is Qud. If the PCs treat the grimlock's wounds, it offers the characters a token of its pack: a small rattle that makes a distinctive thrum when shaken. This token may increase or decrease the party's odds of making it through the grimlock-inhabited lower levels—depending upon which pack they encounter first. Qud was a member of the Gyor Pack.

Each round spent searching through the filth provides a 20% chance to uncover one of the following items collected through the years by the curious grammites: a headmesh; a psionic staff that functions in all ways like a *staff of withering* (15 charges remain); a psionically charged gem of pale green that acts as a *periapt of health*; and a petrified illithid tadpole (the tadpole has no powers, but its discovery may divert the party for a few rounds).

Refer to **area 11** if characters decide to check out the shaft.

## 11. Shaft

The DM should read or paraphrase the following text to players whose characters gaze into the shaft:

The filth of the grammite nest is pushed back from the lip of a 20-foot-diameter shaft that plunges into the darkness. Unlike the shaft from Penumbra's surface, this dark tunnel contains various stands of ropelike webbing, descending in a silken spiral.

Arack bore this tunnel so long ago that the current inhabitants of this area consider it part of the original construction. In fact, once the grimlocks of the Tunnelscape (see the "Tunnelscape Section" below) discovered this shaft, their movement through the vertical layers of the Capital Subterrene increased a thousandfold. Unfortunately, the grammites have recently claimed this access point as their nest and have terminated most grimlock travel. Worse, grammite raiders occasionally descend for fresh grimlock meat.

The spiraling webway shifts with weight, but it proves strong enough to support the party if they wish to climb down it. The navigable borehole descends some 200 feet and then empties into **area 13** in the Tunnelscape Section Map.

## 12. Burrow Ways

The three tunnels marked as **area 12** are rough, wildly uneven, and obviously made by the burrowing of many small and large insects over thousands of years. These passages move into areas outside the focus of this adventure; however, if characters prove persistent in exploring one or more of these tunnels, the following pointers apply: Generally, the tunnels wend randomly, changing direction every 2d100 feet (roll a d8, assigning one face to a direction). Every 3d100 feet the tunnels open into wider natural caverns inhabited by grammites (1d10), velvet ants (hundreds), or other cave-dwelling creatures of the DM's imagining. In any event, these cavernous tunnels go on for hundreds of miles in this fashion, before opening into larger spaces. Even the most curious party is likely to give up the exploration in these circumstances, and head back to the areas covered in the text.

Alternatively, the DM can expand her campaign to include several side adventures within these tunnels. Perhaps the PCs can discover a subterranean race of thralls willing to assist them on their journey, or they can stumble into the midst of an underground war. The details are left up to the DM.

## The Tunnelscape

The Tunnelscape area appears on the Capital Subterrene Crossection Map as the "middle" layer. Called the Tunnelscape because of its unending maze of connected hallways, corridors, chambers, offices, storage rooms, and audience halls, this sub-penumbran layer is home to a wide array of cave-dwelling creatures. In fact, the creatures that live, hunt, grow old, and die within the Tunnelscape consider the artificial halls a natural environment.





One of the many life forms that now lives throughout the Tunnelscape includes a special variety of moss. This moss covers most of the floors and walls up to a height of 3 feet and lives off the strong electromagnetic currents and psionic impulses—called the psychosphere by the illithids—that still feebly pulse through the width of Penumbra to this day. The moss serves as the basis of a much larger food web, supporting dozens of cave-dwelling species—including various warring groups of Penumbran grimlocks.

### Physical Conditions of the Tunnelscape

The tunnelscape was created by grimlock slaves for grimlock use, under the direction of mind flayers. Thus, much of the passages possess similarities to standard dungeons, including square-cut stone passages and rooms, iron hinges, and some particularly hard-grained wood doors native to Penumbra's surface (normal weapons cannot affect these doors).

Unkeyed rooms shown on the Tunnelscape Map contain only a layer of detritus, though a DM is free to make additional encounters at her option.

### Penumbran Grimlocks

The grimlocks on Penumbra were once forerunners manipulated by the mind flayers' psychobiological sciences and transformed into a racially distinct species. The illithids dispersed their engineered thrall race throughout the various worlds of their empire to serve their needs in other subterranean places. The grimlocks on Penumbra, however, continued to adapt more fully to their environment, perhaps due to the influence of the psychosphere.

Penumbran grimlocks do not possess any eyes. Instead, the creatures sense their environment through their enlarged ears, enhanced olfactory senses, and highly developed sense of touch. In fact, the grimlocks constantly produce a clicking sound inaudible to normal human hearing that acts as a sort of sonar. In combination with their other heightened senses, grimlocks are able to "visualize" their environment to a distance of 90 feet. Thus, penumbran grimlocks can detect invisible objects. These creatures sometimes cease their sonar clicking and concentrate on their other remarkable senses in order to sneak up on prey or other grimlocks. When attacking from behind in this fashion, all penumbran grimlocks can backstab like a 5th-level thief, even when they use their special blades (see **area 17** for more details).

**Penumbran grimlocks (8):** AC 3; MV 12; HD 4; THAC0 17; #AT 1; Dmg 1d6/1d8 (claws or grimlock long sword); SA backstab; SD heightened senses, save as 6th-level fighter, sonar; SZ M (5 1/2' to 6' tall); ML Steady (11); Int Average (8-10); AL NE; XP 270.

Notes: SA—All penumbran grimlocks can backstab from the darkness as a 5th-level thief. Grimlocks gain +4 on their attack rolls and multiply their damage by three when backstabbing.

SD—Grimlocks gain +1 on their surprise rolls and can "see" invisible creatures with their heightened senses and sonar clicking. In addition, they save as 6th-level fighters.

### A Tale of Two Packs

For centuries, countless grimlock packs hunted the tunnelscape. For the most part, the packs hunted at a distance from each other, rarely coming into contact save for the occasional dispute over territorial boundaries—though even those conflicts were brief and quickly forgotten. The coming of the fore-runner hero Arack changed all of that, especially for the Gyor and Hiao packs.

The grimlocks often tell the tale of Arack's arrival from the overworld (the grimlock name for the surface of Penumbra) and his quest to slay the Unredeemed Beast. Arack resembled a god to the primitive grimlocks, and the creatures soon regarded his quest as holy. Members of two different packs, the Gyor and Hiao, followed Arack and his companions into an area never before breached by any pack (area 25 and area 26). Bypassing strange wonders (later named the Pools of Vigor by the grimlocks), Arack brought his power to bear, and he descended even deeper into the darkness to battle the Unredeemed Beast and find a holy artifact.

The two packs waited for Arack at the lip of a chasm, but he never returned. The grimlocks eventually revered the site for its holiness and the special qualities of the Pools of Vigor (area 26). The creatures sealed one representative from each pack within the chamber crafted by Arack to propitiate the Unredeemed Beast, lest he rise in anger at the "god's" instigation. For hundreds of years, the two packs regularly visited the area immediately outside the Pools of Vigor, and tales of the holy area moved far and wide through the tunnelscape. Sometimes, distant packs would travel to the area on pilgrimage. Of late, however, relations between the packs have soured: The descendants of the two original packs have begun to fight over the territory surrounding the holy site.

Thus, the entire area shown on the Tunnelscape Map serves as a battlefield between the Gyor and Hiao packs. The skirmishes have raged for many years now, and neither side has gained the upper hand, though both packs constantly attempt to destroy each other and claim the holy site.

### 13. Borehole Bottom

When the player characters first exit the bottom of the borehole that leads down from **area 11** above, the DM should read or paraphrase the following text:

This 30-foot-wide hall once possessed smooth tiling, but currently the stone is broken, cracked, and uneven. Even within the immediate vicinity of the borehole's bottom, the broken, unmoving carapaces of several grammites are visible. Near one of the dead grammites lies a complete humanoid skeleton, splayed out as if it died in combat.



Though most of this area of the tunnelscape serves as the battleground of an ongoing war between the Gyor and Hiao packs, the grimlocks consider this hall neutral due to the threat it represents for both tribes. The creatures still think of this area as holy because of the borehole from the overworld made by Arack, but a few generations past the hole changed from a blessing to a curse as grammites started to swarm down it in search of a good meal. In an attempt to stem this slow grammite invasion, the grimlocks placed trapdoor pits in the floor of this chamber. Every so often, representatives from one of the packs enter the area to reset the traps; however, these representatives leave the bodies of slain grammites (and grimlocks) where they fall, as this area still possesses some vestige of holiness.

None of the bodies hold anything of interest. The squares marked with a "T" on the map indicate the location of the trapdoors. Each trapdoor activates when at least 50 pounds of weight lies on top of them. Anyone standing on a trapdoor when it activates must make a saving throw vs. breath weapon (with a -3 penalty) or fall into a 20-foot-deep shaft. The fall delivers 2d6 points of damage, plus an additional 2d6 points of damage from the stone spikes placed at the bottom of each shaft.

#### 14. Tended Trap

This room shows cracks and breaks in its stone masonry, and a thick layer of accumulated debris covers the floor. Otherwise, the room appears empty. A thief actively looking for traps who makes a successful find/remove traps roll detects a 20-foot-square trapdoor hidden in the floor. A dwarven PC who makes his detect stonework trap roll likewise detects the trap. Grasping the handle of the door on the eastern wall causes the trapdoor to collapse, dropping everyone standing on it into a 10-foot deep pit. Any PC near the edge of the trapdoor when it collapses can make a saving throw vs. breath weapon (with a -3 penalty) to avoid falling in. The fall inflicts 1d6 points of damage, and the spikes at the bottom of the pit inflict an additional 2d6 points of damage.

In addition, the secret door in the northern portion of the eastern wall flies open, and any grimlocks remaining in **area 16** run into this room with 10-foot-long spears at the sound of the trapdoor collapsing. The grimlocks stand at the edge of the pit and stab downward at anything caught in the trap; the grimlocks attack anything in the pit with a +4 bonus on their attack rolls. Furthermore, PCs who attempt to climb out of the pit during combat lose all Dexterity bonuses to their Armor Class. A climbing player character struck by a grimlock spear must make a saving throw vs. breath weapon (with a -5 penalty) or fall back into the pit. (The grimlock attackers' stats are listed under **area 16** below.)

Those PCs who search the pit discover humanoid bones, grammite bones, and a few bones of creatures not immediately recognizable. In addition, they will find a pouch containing potent grimlock herbs that mimic a *potion of extra healing* lies under some grimlock bones. There are enough herbs in the pouch for four doses.

#### 15. Bitter Memories

Loose earth and stony debris fill this chamber—even opening the door causes a small quantity to spill out.

There is only 5 feet of clearance between the raised "floor" and the stone ceiling of this chamber. Two opposing grimlock tribes fought a fierce battle here, and the spirits of those slain do not rest easy. In an effort to quench the supernatural activity associated with this chamber, the grimlocks filled the place with earth and debris. The unquiet spirits remain, but they stay within this chamber.

If disturbed by curious party members, the spirits attack, going so far as to follow the party out of this chamber. Though the penumbran grimlocks have no name for the spirits, experienced player characters may notice similarities between the grimlock undead and revenants. The specific revenge-focus of the revenants of this chamber has dissipated, as they managed to slay their killers. Instead of dissipating, these unquiet spirits have remained in this room, attacking anyone who enters.

If the PCs overcome the revenants, they can safely search the chamber (a process requiring 1d4 hours). The search unearths the following: a pouch of four different grimlock herbs that mimic one dose of a *potion of hill giant strength*, one dose of a *potion of heroism*, and two doses of a *potion of vitality*.

**Grimlock revenants (3):** AC 10; MV 9; HD 8; hp 40, 36, 34; THAC0 13; #AT 1; Dmg 2d8; SA constriction, gaze; SD immunities, regeneration; SZ M (6' tall); ML Fearless (20); Int Average (9); AL N; XP 3,000.

Notes: SA—On a successful attack roll, the revenant hooks its clawlike hands around its victim's throat, automatically causing 2d8 points of damage per round. The creature does not let go until killed or until its victim makes a successful bend bars/lift gates roll. In addition, the creature's gaze paralyzes its original killer for 2d4 rounds if the killer fails his save vs. spell.

SD—A revenant is immune to acid, cold-based attacks, death magic, gas, holy water, poison, and turning, as well as *sleep*, *charm*, and *hold* spells. A revenant cannot be raised or resurrected. In addition, the creature regenerates 3 hit points per round (except for fire damage), and only burning permanently destroys a revenant. Finally, any dismembered parts of a revenant act independently in combat.

#### 16. Trap Tenders

This room is the temporary redoubt of 8 grimlocks of the Hiao pack. As such, it contains primitive moss mats, dead velvet ants that hang down from the ceiling to dry for later eating, and skins of water likewise hanging. The most important implements in the room are the eight 10-foot long spears lying near the north wall. With the collapse of the trap floor in **area 14**, the grimlocks drop whatever else they may be doing, grab spears, and rush through the secret door to deal with their





catch (see the description under **area 14** for more details).

If the player characters somehow enter this room without triggering the trap in **area 14**, they may be able to parlay with the Hiao grimlocks. Use TABLE 59: ENCOUNTER REACTIONS in the *DUNGEON MASTER® Guide* to determine the grimlocks' reaction to the contact, using the PC with the lowest Charisma to modify the reactions. A threatening or hostile result on the part of the Hiao indicates their immediate attack. Otherwise, they are more open to reason and may form a brief alliance with the party—if the party uses gifts to pacify the grimlocks. This fragile peace with the Hiao shatters if the party displays the token rattle given them by Qud (or if Qud accompanies the party), or if the party refuses to aid the Hiao against the Gyor in the event two packs encounter each other in the party's presence.

If the party remains in the good graces of the Hiao long enough, they can learn much of the information discussed in "A Tale of Two Packs" on page 25. However, the Hiao give only general directions to the Pools of Vigor, as they cannot leave their posts to guide the PCs for fear of a Gyor attack.

See the "Penumbran Grimlocks" section on page 25 for the combat statistics for these monsters.

## 17. Hiao Camp

This large chamber serves as a temporary camp for several Hiao grimlocks. Currently, 14 grimlocks call this chamber home. At the moment, however, they are busy elsewhere; the Gyor Pack has sent a raiding party, and these Hiao have responded with force! Depending on how this conflict (described under **area 18** below) ends, all 14 grimlocks may not return. Note that if the player characters have not investigated and dealt with the situation in **area 18**, they can hear the sounds of conflict emanating from that adjacent chamber.

Mossy piles serve as beds, and bits of bone, cast off water skins, silken lengths of gauzy rope (none longer than 10 feet), and other detritus litter the area. A search through the personal belongings of the Hiao does not reveal anything of interest, save for a discarded grimlock long sword.

The long swords used by the grimlocks of the tunnelscape are not made of metal. Instead, the grimlocks harvest special stalagmites from a cavernous area known as the Grotto of Teeth (not shown in this adventure). Special minerals in the Grotto of Teeth allow the grimlocks to carve the stalagmites in just the proper fashion, forming long swords the color of ebony. Using a secret "quenching" method, the grimlocks impart a temper to their blades that makes them as strong as iron, and as flexible.

## 18. Ongoing Conflict!

The DM should read or paraphrase the following text when the player characters first view the conflict in this area:

Grunts, cries, the sounds of stone striking stone and steel striking steel, as well as the terrible sound of rending flesh indicate that a battle rages in this open area. Humanoid forms pour from the darkness like oily shadows, slicing or jabbing silently with their wickedly long, black blades and then melting back into the darkness just as quickly. Other figures wrestle without weapons, clawing at their opponents in a bloody rage.

Unless the PCs somehow put a stop to the conflict, the battle between the Hiao and Gyor packs rages right on the doorstep of their holy site (**area 25**). If the player characters have come this far without making alliances with either of the grimlock packs, both forces automatically assume that the PCs represent a special attack group brought in by another pack. While the entire mass of grimlock warriors does not immediately attack the party, 1d4 of these creatures break off their struggle each round to attack the player characters. If they have not already done so, the PCs can forge a quick alliance with the Gyor pack by brandishing the rattle totem given them by Qud in **area 10**.

If the party has made an alliance with one of the packs, that pack immediately expects the player characters to aid them in their struggle against the other pack. The grimlocks label any PC who refuses aid as a traitor, and they immediately attack their former ally.

The battle between the two packs is wide ranging and occurs throughout all the nearby open chambers and hallways; there are several small, fluid battles taking place simultaneously.

The conflict continues for quite some time, sustained by the arrival of more grimlocks from other areas; these reinforcements arrive at a rate of 2 per round (1 from each pack). A total of 20 more grimlocks arrive before both packs have depleted their forces. When the conflict finally ends, both sides pull back to nearby posts (**area 17** for the Hiao and **area 21** for the Gyor). The only way the PCs can access the door leading to **area 25** is to deal with the grimlock conflict in some way.

See the "Penumbran Grimlocks" section on page 25 for the combat statistics of the grimlocks.

## 19. Supply Dump

Dozens of variously sized parcels lay scattered throughout this chamber, and large stone vats hold clear water. The carcasses of many strange animals hang along the side-walls of this chamber. This area apparently serves as a supply dump. Two humanoid figures suddenly appear in the open hallway to the east, glancing into the chamber to take a quick inventory.

As indicated in the boxed text, this chamber contains supplies for the Hiao pack. Actually, grimlock packs can number



in the thousands, and the Hiao currently “assigned” to gain control of the holy area represent only a small portion of the whole pack. In order to keep the effort alive, the Hiao keep a supply cache.

Two grimlocks keep an eye on the supplies, as well as the passage leading off to the extended tunnels to the east. Of course, these creatures do not tolerate strangers rifling through their cache, and they quickly attack anyone in the area. See the “Penumbran Grimlocks” section on page 25 for the combat statistics of the grimlocks.

A search through the supplies unearths dried foods, odd spices, spidery rope, pitch, water, incredibly strong liquor, and extra grimlock long swords (as previously described in **area 17**).

The tunnel to the east leads to a portion of the tunnelscape wholly claimed by the Hiao grimlocks. Passage in this direction brings the player characters into conflict with a large number of grimlocks. Unless the party has an alliance with the Hiao, a veritable army eventually moves from farther afield to deal with the PCs’ intrusion.

## 20. Gyor Trap

Small, dull-blue crystals hang thickly from the ceiling of this chamber. Though there is no movement of air through this chamber, the crystals whisper, rustle, and tinkle as if a breeze played through them. The rest of the chamber is empty, save for the ubiquitous carpet of earthen dust and debris.

The crystals hanging down from the ceiling are called *gandanto* stones by the Gyor pack, who prize the crystals for their ability to hold and amplify sound. There are about 20 mesh bags hanging down from the ceiling, each containing a jumble of 1d4+1 *gandanto* stones. In the corridors of the tunnelscape far to the west, canny Gyor grimlocks have utilized the stones to boost the loudness of sounds heard from far away, thus increasing a grimlock’s sonar distance dramatically (by 200 feet). A normal thief might use a single stone to increase his chance to hear noise by 30%, though more than one stone used in this manner creates too much distortion.

In this room, however, the Gyor pack has hung the *gandanto* stones as a lethal trap, especially for those with keen hearing. The clusters of hanging crystal pick up any sound made in this chamber and pass it on to neighboring clusters, such that even a rustle or a whisper reverberates like the sound of a loud yell for 1d10 rounds. Anything louder than a whisper causes a burst of pure sonic energy louder than 10,000 screaming grimlocks to detonate squarely within this chamber! Living beings within the area must make a saving throw vs. death magic or suffer 6d6 points of damage and remain deaf for 1d10 hours (grimlocks are killed outright by this trap). Normal humanoids who succeed at their saving throw suffer half dam-

age and remain deaf for only 1d10 rounds. Thankfully, once the stones have boosted any noise, they burn out and lose all capacity to carry and amplify sound.

In order to travel across the chamber without making any undue noise, each party member must make a successful saving throw vs. breath weapon. Failure indicates that the stones begin to thrum as they pick up the sound. If more than two party members fail their saving throws (or the PCs create a loud noise), the sound amplifies to deafening and destructive levels as described above. In addition, more than three words strung together in a normal sentence cause the stones to amplify the noise. Allow the speaking PC an Intelligence check to realize what is happening before he completes his sentence.

If any noise comes from this chamber, the 10 grimlocks in **area 21** stand ready to ambush anyone, thinking them members of the Hiao pack.

## 21. Gyor Camp

Ten Gyor stand guard in this chamber, ready to deal with any Hiao grimlocks that manage to slip through the trapped room in **area 20**. Opening the door between this room and **area 20** causes a loud squeal on the hinges, which has a 35% chance to touch off the stones. However, the sound is effectively confined to **area 20**, though it is still painful for the grimlocks in this chamber (they fight at a -1 penalty for 3 rounds).

Player characters have an opportunity to parlay with the Gyor in this chamber if they have not previously met any grimlocks representing the pack. Their best bargaining chip is the rattle totem given them by Qud (see **area 10**). The very fact that the PCs possess this distinctive rattle predisposes the Gyor pack members toward friendship, as no grimlock would give up its pack’s totem except under dire circumstances, and even then it would only give it to worthy keepers. If the characters do make an alliance with the Gyor, they can learn much of the information described in “A Tale of Two Packs” on page 25. The Gyor also offer their new allies a guide to lead them into **area 23**, where the leader of the Gyor Crusade lives in temporary residence.

If the PCs attack the Gyor or insult them in any way, the grimlocks will fight the party to the death. See the “Penumbran Grimlocks” section on page 25 for the grimlocks’ combat statistics. These grimlocks possess a vial that contains five doses of a mixture called *yanatay*; when spread upon the skin, this herbal oil repels velvet ants for 1 hour.

## 22. Gyor Bivouac

Several Gyor camp in this chamber; however, the grimlocks normally found here are in **area 18**. Depending on the nature of any conflict in **area 18** (detailed on page 27), all 10 grimlocks may not return. Note that if the player characters have not investigated and dealt with the situation in **area 18**, some or all of the Gyor present there may return to this chamber at any time. If the PCs are on good terms with the Gyor, the creatures lead the characters to the alpha male of the Gyor Pack living in **area 23**.





Piles of neatly trimmed moss and other foliage serve as beds along the eastern wall of this chamber. Hanging bits of food, neatly coiled ropes, and other primitive equipment is visible in the chamber. A search through the personal belongings of the Gyor yields nothing.

### 23. Alpha Gyor

In the unrelenting darkness, a red glow illuminates the form of a particularly tall and dangerous-looking grimlock. Though it has no eyes, the blank skin of its face gives the impression of watchfulness. Three smaller grimlocks are also present in the chamber and are currently speaking in hushed voices with the first creature.

Like the above-average specimens of most humanoid races, exceptional grimlocks rise in power over the normal members of their race. Such is the case for Inonu, the alpha grimlock of the Gyor pack. Grimlocks that run through the Tunnelscape occasionally come upon chambers untouched since the illithids were destroyed, and in those chambers, the inquisitive grimlocks sometimes unearth ancient relics of psionic power. Inonu currently wears such a relic, a gauntlet pulsing with a crimson glow of psionic energy (see the vibrissagauntlet in the "Arcana" section for more details of this item). Inonu has never seen an illithid, and it does not recognize the resemblance of the glove's power to the brain extraction ability of a mind flayer.

This chamber serves both as a command center and as Inonu's bedchamber. Inonu and his aides personally carry the only items of value in this room.

If the party tries to fight their way in to this chamber, Inonu calls all nearby grimlocks to his aid. If the heroes come as allies (using the Gyor rattle helps a lot), they can learn much of what is described in "A Tale of Two Packs" on page 25, if they have not already learned it.

Inonu also tells the party an additional bit of information: the location of a key that opens the tunnels to the Pools of Vigor. When Arack discovered the Pools of Vigor in his search for the Unredeemed Beast, he sealed access to the Pools after himself. However, before doing so, he placed the key to the vestibule (area 25) in a special vault sealed against those of the proper mettle who might come after him. The vault dates back to the illithid empire, but it served Arack in the current eon just fine. Inonu knows the vault's location and offers to share the information if the PCs agree to take Inonu on their mighty quest.

Player characters who accept Inonu's aid are shown to area 27. The alpha grimlock has never penetrated this area himself, so he does not know the actual protective qualities of the vault. If the PCs refuse Inonu's request to accompany the party, the grimlock grows upset and may even attack the PCs if a reaction check indicates a hostile reaction. However, the alpha grimlock offers each party member a bowl of velvet stew (see area 24) if relations proceed amicably.

The three normal grimlocks in the chamber possess stats identical to those listed in area 21; they have 30, 26, and 24 hit points respectively.

**Inonu (alpha grimlock):** AC 3; MV 12; HD 10; hp 70; THAC0 11 (9 with psionic *longsword* +2); #AT 2 or 4 (psionic *longsword* +2 or vibrissagauntlet); Dmg 1d8+2 or Special (*longsword* +2 or vibrissagauntlet; SA backstab (×4 damage); SD heightened senses, sonar; SZ (6' tall); ML Steady (11); Int Average (10); AL NE; XP 3,000.

Notes: SA—Inonu can use a backstab attack that receives a +4 attack roll bonus and inflicts ×4 damage. SD—Inonu gains +1 on its surprise rolls and can "see" invisible creatures with its heightened senses and sonar clicking. In addition, it saves as a 10th-level fighter.

*Special Equipment:* psionic *longsword* +2, vibrissagauntlet (see "Arcana" for more details).

### 24. Velvet Ants

The floor in this chamber is higher than in previous chambers, and a red carpet appears to cover its floor. A closer look reveals the carpet to be thousands of slowly moving ants, all coated with soft red fuzz. The ants cover the floor to the limits of sight in every direction.

The Gyor pack actually influences the swarming ants to remain in this chamber by using large amounts of nutritious moss and applying special pheromones. The ants serve the Gyor grimlocks as both a source of food and a defensive measure. When prepared with the proper ingredients, velvet ant stew is actually quite tasty and nutritious. If eaten raw, however, velvet ants are poisonous. The Gyor pack in this area eats velvet stew frequently, due to the pack's prolonged presence in the area.

The Gyor grimlocks negotiate this chamber by rubbing a special pheromone to the bottom of their feet which makes the ants ignore them. However, the biting creatures swarm anyone entering this chamber without such protection. Thus, the Gyor Pack protects this access to its holy site quite well. The ants cover the entire area keyed as 24, as well as the floor of the passage to the west to a distance of 40 feet; thus, PCs may need to use multiple areas of effect spells to battle their way past these guardians.

If the player characters bypass or otherwise deal with the ants, the corridor to the west leads to a portion of the Tunnelscape wholly claimed by the Gyor grimlocks. Passage in this direction brings the PCs into contact with more and more grimlocks; unless the party has an alliance with the Gyor, its members may need to deal with thousands of aggressive grimlocks.

**Velvet ants:** AC 8; MV 6; HD Special; hp Special, THAC0 Special; #AT 1; Dmg 1d4+poison (multiple bites); SA swarming;



SZ individual: T (1' long), swarm: H (at least 180' long and up to 30' wide); ML Unsteady (6); Int Animal (1); AL N; XP 975 (for the entire swarm).

Notes: Each point of damage inflicted on the swarm kills 1d20 insects; there are 100 ants per square foot.

SA—Any living being in contact with a swarm has an 80% chance per round of taking enough bites to suffer 1d4 points of damage. The victim must also save vs. poison or suffer an additional 1d10 points of damage and receive a -2 penalty on all attack and damage rolls for the next 2d4 turns due to the intense pain.

## 25. Vestibule

The exterior door leading to this area is made from black iron, and it possesses a dark keyhole in the center. The door is locked, and PCs cannot open it using standard methods—such as open locks attempts or *knock* spells—as the door possesses some special properties. Before the player characters can gain entry to the vestibule, they must bypass a protective field surrounding both **area 25** and **area 26**. The walls, floor, doors, and ceilings of both chambers are impregnated with hundreds of discrete droplets of quintessence. While the droplets do not actually stop time within the area of effect, they do nullify all magical or psionic attempts at bypassing the door—including, but not limited to, *teleportation*, *scrying*, *divination* of any sort, *passwall* and *stone to mud*. The only way to open this door is to apply the proper key (which lies hidden in **area 28**). Inonu, the alpha grimlock, knows of the key's location and may impart this info when the PCs meet it in **area 23**.

If the PCs find and use the key, the DM should read or paraphrase the following boxed text to the players:

The black door swings wide. There is a shout. Suddenly something moves forward from within the protected chamber, filling the doorway with its horrifying bulk.

The abomination is Kog, a grimlock trapped within this chamber when Arack visited long ago. Unfortunately, Kog mucked around a bit too much with the Tumerogenesis Tanks in the chamber beyond. Though the tanks prolonged its life and bequeathed it with unearthly powers through many years of exposure, the machine's side effects were not beneficial to Kog's sanity, beauty, or morality.

Kog has the basic penumbran grimlock outline, but he literally swells with muscle mass, glows with a greenish radiance, and possesses a central, lidded eye. The eye is closed when the party first meets the creature, and therefore not necessarily noticeable. However, when the eye opens and dilates, a burst of devastating bioenergy pummels the heroes. Kog attacks the party mercilessly, seeing some similarity between their garb and that of Arack's, the creature responsible for the grimlock's imprisonment and subsequent transformation.

Unfortunately, any grimlocks that accompany the party, save for the level-headed Inonu, see Kog as an avatar of their holy site, and they treacherously join Kog in the battle against the heroes, using their backstab attacks to good effect. Though Inonu attempts to call off the grimlocks, they are beyond reason and follow Kog's lead to the end. At the DM's option, an additional 1d10 grimlocks of either tribe may be drawn by the sound of the conflict and likewise throw in their lot with Kog.

**Kog, modified grimlock:** AC 0; MV 12; HD 14; hp 85; THAC0 7; #AT 2; Dmg 2d6+12 (clublike hands and great strength); SA bioenergy; SD infravision, weapon immunity; MR 45%; SZ H (16' tall); ML Fanatic (17); Int Low (5); AL NE; XP 9,000.

Notes: SA—Kog can direct a bolt of bioenergy from his third eye three times per day; this bolt inflicts 8d6 points of damage (save vs. spell for half damage).

SD—Kog's third eye grants him 60' infravision, even when closed. This creature is immune to nonmagical weapons.

## 26. Tumerogenesis Tanks

Two massive basins take up most of the floor of this large chamber. One is dark and empty; however, the other gutters and glimmers with emerald radiance. Against the far wall, a perfectly cut chasm plunges into the hard material of the floor. Striations cover the north wall, forming an alien script from which it is difficult to discern any meaning.

Besides the obvious elements described above, the PCs can easily recognize that the floor of this chamber is free from the detritus so prevalent in the other areas of the Tunnelscape.

The illithids, when they held mastery of much of the multiverse, encountered the vooor, dangerous creatures against which the mind flayers' psionic powers proved useless. When the illithids' standard thrall troops also proved inadequate to vanquish the vooor, the mind flayers began to fear. Out of desperation, a long-vanished Creed began to experiment upon selected thralls using the Tumerogenesis Tanks in this chamber (see the "Tumerogenesis Tanks" sidebar for more information; the striations upon the wall (*qualith*) contain the information presented in the sidebar).

Note that any githyanki or githzerai presented with this hypothesis becomes violently agitated and patently refuses to believe that their race relied on anything but their own indomitable will in gaining psionic power and destroying their masters. If the illithids introduced biogenetic factors for aggression into their thralls, it is possible that this trait survived and carried over into present-day races. Perhaps this genetic tampering is responsible for the long war between the githyanki and githzerai that rages to this day. However, the loss of all records during the destruction of the illithid empire makes it difficult to prove this hypothesis.





### Tumerogenesis Tanks

Though not a commonly accepted belief, some illithids think that it was the mind flayers' triumph over the vooor that planted the seeds of the slave revolt, as the illithid thralls faced most of the action against the vooor and therefore were often enhanced by the Tumerogenesis Tanks. These machines imparted special physical, spiritual, and even psionic gifts upon various groups of thralls serving as soldiers in the war effort. Entirely new battle races were developed and imbued with strange abilities. Some races even received psionic abilities akin to the illithids themselves.

With these new powers, the enhanced thralls eventually managed to destroy the vooor. With the vooor threat neutralized, the illithids euthanized all of the surviving enhanced thralls, or at least they thought so. Some few escaped into the general thrall population. Though they were hunted mercilessly, the survivors bred in secret with the unmodified thralls.

It is possible that these enhanced thralls overthrew the illithid empire and gave rise to the distinct githyanki and githzerai races. In fact, other races may have arisen from these modified thralls, though any surviving members of these new species must live on secluded worlds and varied planes. Thus, the illithids may have planted the seeds of their own undoing.

In the current eon, the tanks are simply dangerous. The empty pool, called the Quenching Basin, once "healed" any accidental damage inflicted upon an organism dunked into the second pool, called the Embedding Basin. The Embedding Basin yet bubbles with stagnant power, but nothing remains to direct this energy. Thus, the player characters are best served by steering clear of these areas. Those PCs who cannot resist a dip or a drink (a splash or a sip does nothing) must make a system shock roll with a -40% penalty. Those who succeed at this check suffer a seizure that lasts 1d6 rounds; the seizure inflicts 1d10 points of damage each round. When the seizure ends, the effects of the Embedding Basin pass.

Those PCs unfortunate enough to fail their system shock roll react just like their companions who succeed. However, when the seizure passes, the affected player character or NPC begins to morph horribly. Eighty percent of the changes from the pool are detrimental, while 20% are beneficial. The DM should consult the following tables to determine the precise effects, or she should simply create one specifically for her campaign. At the DM's option, a *heal*, *regenerate*, or even a *wish* spell may be required to counteract detrimental effects.

### Detrimental Effects (1d6)

#### Roll Effect

- 1 Arm drops off and crawls away
- 2 Eyes implode (4d8 points of damage and blindness)
- 3 Stomach climbs up esophagus and serves as an external organ (-4 Charisma)
- 4 Head enlarges to five times its normal size (victim suffers severe headaches that inflict a -2 penalty on all die rolls)
- 5 Vocal cords atrophy (victim cannot speak)
- 6 Body requires 2 quarts of blood per day to survive

### Beneficial Effects (1d6)

#### Roll Effect

- 1 Heightened attribute (random Ability Score raised by 2 points, to a maximum of 19)
- 2 Weapon immunity (immune to normal weapons and attacks by creatures of less than 4 HD)
- 3 Magic resistance (4d6%)
- 4 Energy attack (once per day attack inflicts 3d10 points of damage on one target; must originate from caster)
- 5 *Clairaudience* (3 times per day)
- 6 *Mind blast* (as the illithid power, once per day)

See **area 29** for a description of the shaft leading further into the bowels of Penumbra.

## 27. Puzzle Chamber

The entrance to this chamber is a sliding door, still cunningly hidden. If the PCs find and open this door, the DM should read or paraphrase the following boxed text to the players:

The chamber is completely empty, save for a single stone column rising from its center. Carved into the stone surface are two palm prints, each with only three fingers and a thumb.

A search of all the walls may uncover the secret door leading to **area 28**; however, without using the provided mechanism to open it, the strength of the secret door and its fine design incur a -30% penalty on all open locks attempts. A single *knock* spell will open it, though.

Of course, the secret door appears and opens if the PCs correctly utilize the psionically charged pillar. To activate it, one of the characters must place both hands in the proffered palm prints—even though most PCs probably have one finger too many, this is still sufficient to activate the column. It hums when activated. At the same time, the player character touching the palm print receives a riddle (chosen from the list below) in his mind. If he answers the question successfully, the secret door to **area 28** opens wide. If he answers incorrectly, or if he removes his hands from the palm prints without answering at



all, he suffers 2d6 points of damage from a jolt of electrical energy.

The heroes may make multiple attempts to answer the mental question, but each flubbed attempt inflicts the base 2d6 hit points of damage, plus a cumulative 1d4 points of damage for each wrong answer. For example, on the fourth attempt to answer the mental riddle, whoever has his hands stuck in the palm print suffers 2d6 + 3d4 points of damage.

What runs, never walks,  
Has a mouth, but never talks,  
A head, but never weeps,  
A bed, but never sleeps?  
*Answer: A River*

Runs over fields and woods all day  
Under the bed at night sits not alone,  
With long tongue hanging out,  
A-waiting for a bone.  
*Answer: A Shoe (or boot)*

What bites inside the stomach?  
*Answer: Hunger*

I never was, am always to be,  
No one ever saw me, or ever will.  
I never come.  
*Answer: Tomorrow*

## 28. The Vault

The vault is lined with stone, though it is not nearly as well preserved as the Tumerogenesis Tanks. If the player characters gain entry here, they discover the mummified corpse of a mind flayer! Shackled to its thin, bony wrist is a rusted metal band and chain. An untarnished silver key charged with psionic energy hangs from the end of the chain.

Arack left the key here for those who might follow him. The key fits the lock to the Vestibule of **area 25**, unlocking and opening the iron door that currently seals it.

## 29. Final Descent

PCs who gaze down this shaft see only blackness. There is nothing to aid the player characters' descent into the shaft. It is up to the PCs to utilize all their own powers of mind and body (and possibly magic) to descend approximately 600 feet into the Nethermost. The sides of the passage, though smooth, prove soft enough to drive a piton into—at least for the first hundred feet of descent. After that, the sides grow too dense to drive anything into them.

The final shaft actually descends below the soil, rock and clay, and it plunges into the skeleton of Penumbra's disc itself. Whatever method Arack used to create this passage must have been exceptionally powerful to melt through this nigh-unbreakable substance.

## The Nethermost

The Nethermost area is shown on the Capital Subterrene Crosssection Map as the "bottom" layer. Called the Nethermost because of its inmost position, this subpenumbran layer was once used by the illithid overlords to house their most important areas—including various pools for elder brains. As such, the illithids created the Nethermost without any physical connection to the surface of Penumbra or the Tunnelscape. Thus, only illithids with their psychoportive abilities could penetrate the *substare* and enter this most sacred of regions.

Of course, all that changed with the thrall revolt. Modified forerunners, brimming with lethal, never-before-revealed psionic abilities, launched a full-out attack on the Nethermost. In the end, the rebels succeeded in their surprise attack. They killed every elder brain and cast the illithid leaders adrift on the Astral Plane. All that remained were shattered chambers, empty basins, and literally billions of illithid tadpoles, bereft of their illithid caretakers. Of course, most of these helpless tadpoles died from starvation or the predation of their former poolmates. Those creatures that lived by feeding off their siblings grew larger and larger yet, becoming the blasphemy of nature the illithids call neothelids (see **area 37**).

In other places, a few tadpoles that did not prey on their own kind also survived. Forced by the extremity of starvation, these creatures triggered a limited version of a psionic power normally reserved for illithid adulthood. Searching desperately for nutrition, these tadpoles tuned into the penumbran "psychosphere," turning the undirected energy into nutrition for growth and development.

In fact, in the uncounted years since the fall of the illithid empire, these creatures have evolved into an entirely self-contained species called illithocytes. For the most part, illithocytes have divorced themselves from the need to swim through liquid and instead squirm in family masses across the bare *substare*. Though only possessing animal Intelligence, illithocytes are dangerous, as they have developed means of defending themselves after generations of predation by the few neothelids that wander the dark chambers of the Nethermost. See **area 31** for these creatures' combat statistics.

## 30. End of the Line

If the player characters stop short of **area 31** before entering, the DM should read or paraphrase the following boxed text to the players:

A blended slither, as of many small forms languidly moving in mud or some other thick, moist medium, reaches you from below. A powerful stench reminiscent of rotting fish at low tide also rises from the area beneath you, deadening your sense of smell to anything else but rot and brine.

The end of the last borehole appears on the Nethermost Map





and empties into **area 31**. The floor of the room lies some 100 feet below; thus, most light sources cannot reach the floor. However, if the PCs use a source of illumination with enough range, or if they drop a torch or other light source from above, they can make out the contents of the Atrium, as described below.

### 31. Atrium

This chamber is huge, and its floor is lost in a morass of snakelike forms, slithering, waving, and flailing blindly. It is difficult to determine if the mass is simply one creature or several hundred smaller creatures moving in one mammoth, purplish clump.

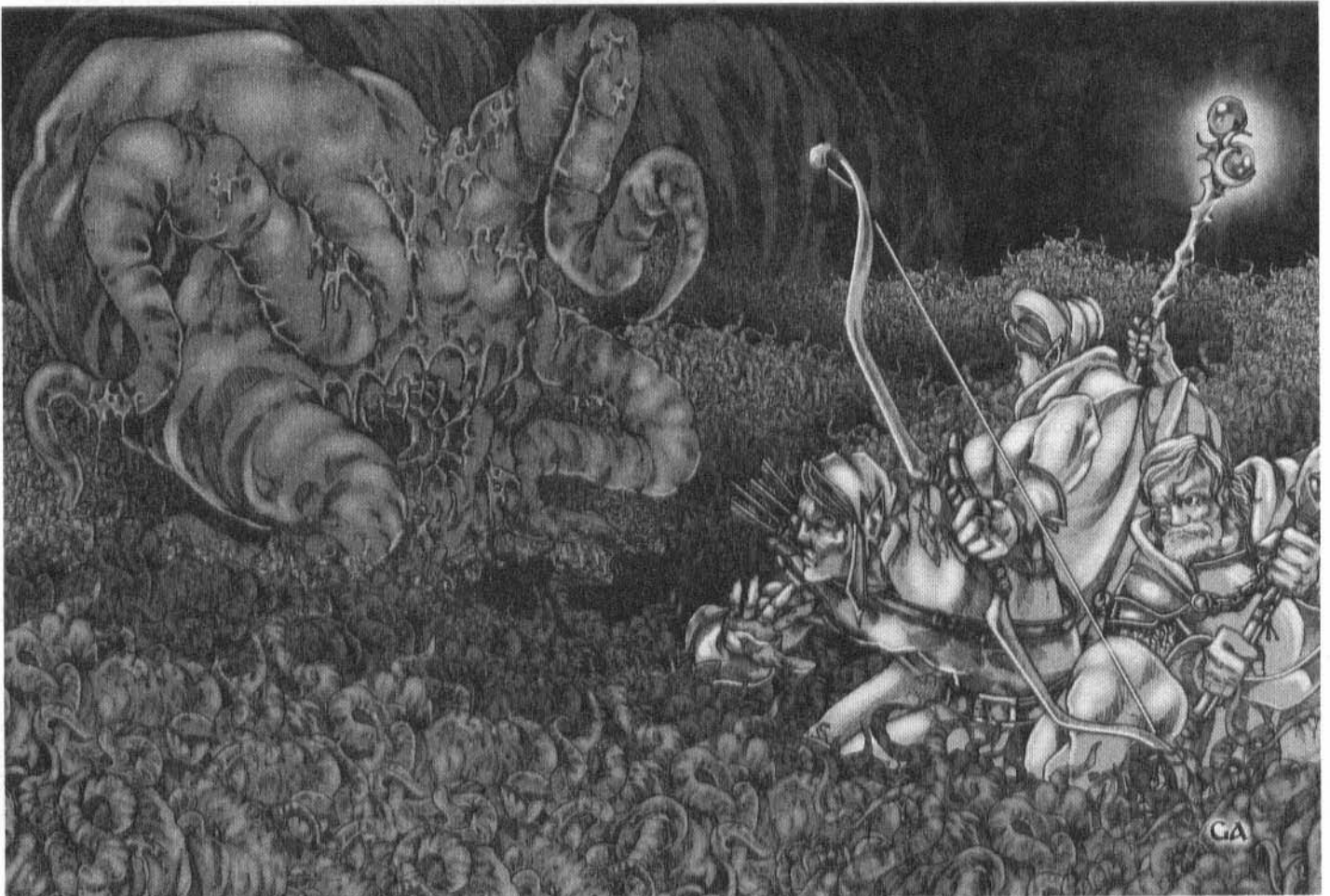
This atrium once served the Penumbran illithids as a grand gathering point associated with the nearby pool of an elder brain. Lit with infrared-radiating lamps, and paved with smooth tile and luxurious lounging pools, the chamber was a worthy entrance that celebrated the greatness of the elder brain in the chambers beyond.

Currently, several masses of illithocytes have migrated to this area to absorb a particularly rich spike of psychosphere radiation. None of the chamber's tiles, infrared lamps, or other luxuries remain; only the bare substage gives shape to the area.

The largest group of these creatures directly below the borehole (as shown on the map) consists of 10 masses of 30 illithocytes each. These particular groups are currently feeding, and they will not make any aggressive actions against the player characters unless one of the PCs drops directly onto the illithocyte mass. Those player characters who enter this mass are attacked by 32 tentacles per round (8 individual illithocytes for each PC in the mass, with each illithocyte possessing four attacks). The hapless PCs should try to move out of the mass as quickly as possible—though all normal movement across the mass occurs  $\frac{1}{2}$  slower than normal.

Because the mass is currently feeding, its members will not follow the PCs once they free themselves. If the neothelid from **area 35** enters this chamber, however, the illithocytes mobilize to deal with the perceived threat (see additional explanation for such a possibility under **area 34**).

The two smaller illithocyte masses (each discrete smaller





mass contains 20 individuals) in the chamber are not feeding. Thus, they respond to threats—such as the PCs' presence—with alacrity. These two masses pursue the party in whatever direction they flee, until either the party or the illithocytes are destroyed, or until the party can put at least 60 feet between itself and one or both of the pursuing illithocyte masses.

**Illithocytes (up to 30 per discrete mass):** AC 6; MV 6; HD 4 (each); THAC0 17; #AT 4; Dmg 1 hp × 4; SD acid resistance, psionic digestion, telepathic senses; SW fire; MR 25%; SZ S (4' long); ML Elite (14); Int Low (4); AL N; XP 270 (each).

Notes: SD—Illithocytes suffer only ¼ damage from acid. In addition, they feed off mental radiation unique to Penumbra. Finally, these creatures can telepathically sense intelligent beings within 60 feet and all flayer kin within 100 feet.

SW—Illithocytes suffer double normal damage from fire.

### 32. Nethermost Passages

Though the Nethermost does not possess any connection to either the surface world or even the Tunnelscape (save for the artificial one bored by Arack a thousand years now past), it consists of millions of miles of smooth passages carved through the substare. These passages connect the many separated complexes that once held elder brains, illithid secrets, and dangerous relics of conquered races.

Exploration of these side passages reveals mile after mile of meandering, smoothly circular passages averaging 30 feet in diameter. For every mile the PCs travel, they have a 30% chance to encounter a single mass (3d10 members) of illithocytes. For every hundred miles the player characters travel, they have a 30% chance to discover an ancient, shattered basin that once housed an elder brain. Only 1% of these basins contains an active neothelid like the one described under **area 35**.

If the PCs wish to explore these side tunnels, the DM should take great care to describe their seemingly endless twists and turns in an effort to discourage such endeavors (unless the DM wishes to expand this adventure, in which case she should fill the tunnels with other encounters specific to the needs of her campaign). Otherwise, the PCs could wander for several lifetimes before they stumbled upon any ancient illithid secrets.

### 33. Narthex

This wide portico is empty of all decoration, embellishment, or feature, save for fine dust and the occasional dried smear of mucous. A discoloration on the floor catches your attention; however, the small bits of litter and wreckage that accompany the mar indicate that the feature is a relatively recent addition to the chamber (at least when compared to the rest of this complex).

The "mar" in the center of the chamber is the remains of Arack and his companions after they ran afoul of the neothelid

in **area 35**. Though they put up a mighty fight, the hero and his band were not prepared to deal with such a terrible creature after all the trials and mental energy they had already expended just to pierce the hidden reaches of the Nethermost. Routed from the chamber beyond, Arack and his companions made it into this chamber before the pursuing neothelid destroyed them.

A close look at the discoloration reveals the disturbing silhouette of at least three humanoid figures burnt into the floor of the chamber. Small bits of crumbling bone, leather, crystal shards (see below) and other items, all of which appear melted, also remain—even though a thousand years has passed since their destruction. A search through these sad remains summons the shade of Arack.

The shade of Arack is just that—a powerless memory of the mighty forerunner hero who died here a thousand years ago. The PCs cannot bring it back to life in any way, even with a *resurrection* or *wish* spell. The shade rises up from one of the ashen silhouettes, remaining completely dark, but glowing with a pale nimbus. It says in a language understandable by all present, "The Unredeemed Beast lies beyond. If you seek to slay it, beware its terrible breath, which brought me low. Somewhere in the chambers beyond also lies the Annulus. If you can retrieve the Annulus without waking the Beast, your quest may not be in vain."

The shade of Arack answers three other questions before fading away completely, never to haunt Penumbra again. The shade can provide any background information on Penumbra, the neothelid, illithids, or its own quest that lies within this module. The shade's knowledge does not extend to events beyond Penumbra, and it does not know anything about the Overmind—though if asked about the psionic palm print that one of the party bears, Arack says, "It is in your interest to take heed of its pronouncements."

The ancient debris includes several blackened shards of a crystalline substance that was obviously once all one piece. This was the powerful psionic focus used by Arack to magnify his and his companions' mental abilities to incredible levels; the undamaged crystal allowed the expedition to bore down through the substare itself. Unfortunately, that last feat left the band exhausted, and the focus was not enough to save them from the neothelid. In fact, the last battle destroyed the focus; it can never be forged anew.

### 34. Nave

This expanse is wide, tall, and empty. There is nothing to draw the eye, nor is there any object to offer shelter from prying eyes.

As everywhere else in the Nethermost, darkness holds sway in the nave. Traditionally, the nave serves as the neothelid's primary killing ground for illithocytes that draw too close. Since





the PCs do not possess the same mental signatures as illithocytes, the dozing neothelid in the basin to the west (area 35) remains quiescent. However, if the PCs run to this area with illithocytes in pursuit, the terrible, slumbering creature will rouse.

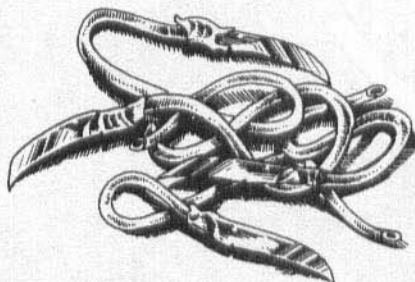
In addition, if the party possesses the vibrissagauntlet worn by Inonu (area 23), the PCs run the risk of waking the neothelid. The PCs note upon entry into this chamber that the vibrissagauntlet, whether in the possession of Inonu or a party member, begins to move of its own accord. In fact, the closer the gauntlet moves toward area 35, the more it moves and twists all by itself. If its wearer moves the item to the east, its activity subsides. However, if the gauntlet is brought to within 50 feet of the edge of the basin described under area 35, the neothelid resting there rears up, fully awake and completely aggressive.

Since the vibrissagauntlet initially draws the creature's attention, those PCs not slain outright by its terrible breath can draw the neothelid out of the chamber using the vibrissagauntlet while others remain behind to find and recover the Annulus before the neothelid can return. Note that this tactic buys 1d10 rounds by itself, but the party can gain more time if the neothelid enters area 31. If such a thing happens, there is a 50% chance that the illithocytes feeding on psychosphere radiation in that chamber attack the neothelid in a swarm. Assuming that the party has not already slain all of the illithocytes in area 31, this combat delays the neothelid another 2d10 rounds.

In the end, the neothelid destroys its lesser cousins and returns to its basin. Besides any damage inflicted on it by the party already (if any), the battle with the illithocytes inflicts an additional 30 points of damage to the creature. There is also a 50% chance that the neothelid uses one application of its breath weapon during the combat with the other illithid kin.

### 35. The Unredeemed Beast

The DM should read or paraphrase the following boxed text if the player characters come within 20 feet of the basin's edge, an action that automatically rouses the neothelid. If the PCs have somehow shielded their minds from psionic detection, they catch the neothelid napping, its tremendous bulk curled into the basin. In this case, the DM should refrain from reading the boxed text until the party does something else to rouse the creature—such as attacking it or accessing the secret door in area 36.



The lip of a wide basin is before you, its contents hidden in darkness, and silence—a silence that is shattered with a hunting scream so loud that your ears feel as if they were pierced with needles. Rising up in great loops like an uncoiling python, a horrible worm of dragonlike proportions unfolds upward, brushing the ceiling with its 100-foot-long body. Purple mucous glistens on the creature's flanks as it poises above you, and four daunting tentacles, each at least 20 feet long, surround the beast's eyeless face and circular maw, itself easily large enough to swallow a human whole.

The neothelid mentally thunders this statement to all unshielded PCs within range before it attacks: "I am Death. My breath can disperse your fleshy forms like mist, revealing the juicy sweetmeats beneath that I have been so long denied!" At the very end of the round, the creature brings its horrible breath weapon to bear on the characters, before physically attacking! If absolutely necessary, the neothelid may use its psionic abilities against the characters.

All queries to the neothelid fall upon deaf "ears." It continues to roar and broadcast terrible threats in order to render its prey less effective through terror; however, eating the party is the neothelid's only goal. Delaying tactics, as touched on under area 34, may be the characters' only hope, until they can find the secret location of the Annulus (area 38).

As described in *The Illithiad*, neothelids are bigger, meaner tadpoles that survived by killing and eating their siblings after the destruction of their parent elder brain. Their cannibalization allows the creatures to grow larger, until they become the monstrosities known as neothelids.

If not for the evolution of the illithocytes, the neothelids scattered about the Nethermost would have perished from starvation. But, the proto-illithocytes served as a new source of nutrition, and a few creatures that were once illithid tadpoles grew slowly over the centuries.

In the depths of the basin, the neothelid's nest is comprised of excess slime mixed in equal portions with illithocyte bodies in various stages of decomposition. Heroes with the stomach, desire, and 1 turn worth of time to search through this nest discover the following: 37 green data crystals (gems worth 100 gp apiece), 10 blue data crystals (gems worth 200 gp apiece), and 3 red data crystals (gems worth 500 gp apiece). Among the flossam, the players also discover a psionic amulet that mimics the abilities of an *amulet of proof against detection and location*, a pair of psionic gauntlets that mimic the abilities of *gauntlets of ogre power* (note that these gauntlets only fit a hand with three fingers and one thumb), and a *bonethriven of mastery* (see "Arcana" on page 35).

**Neothelid (1):** AC 1; MV 9; HD 16; hp 126; THAC0 5; #AT 1 or 4; Dmg 6d6 or 3d6 × 4 (bite or tentacle × 4); SA breath



weapon, poisonous mucous, psionics; MR 45%; SZ G (120' long); ML Fearless (20); Int Genius (18); AL LE; XP 20,000.

Notes: SA—This creature breathes a flesh-dissolving agent in a cone 5 feet wide at its origin, 60 feet in length, and 20 feet wide at its end. Any living creatures caught within the blast suffer 12d12+6 points of damage (save for half damage) as their flesh sloughs away. Those killed through loss of hit points completely melt, save for their clothing, possessions, and exposed brain. The neothelid's skin also contains a poisonous mucous; any living creature that comes in to contact with it (even the trail) must save vs. poison or perish in 1d10 turns.

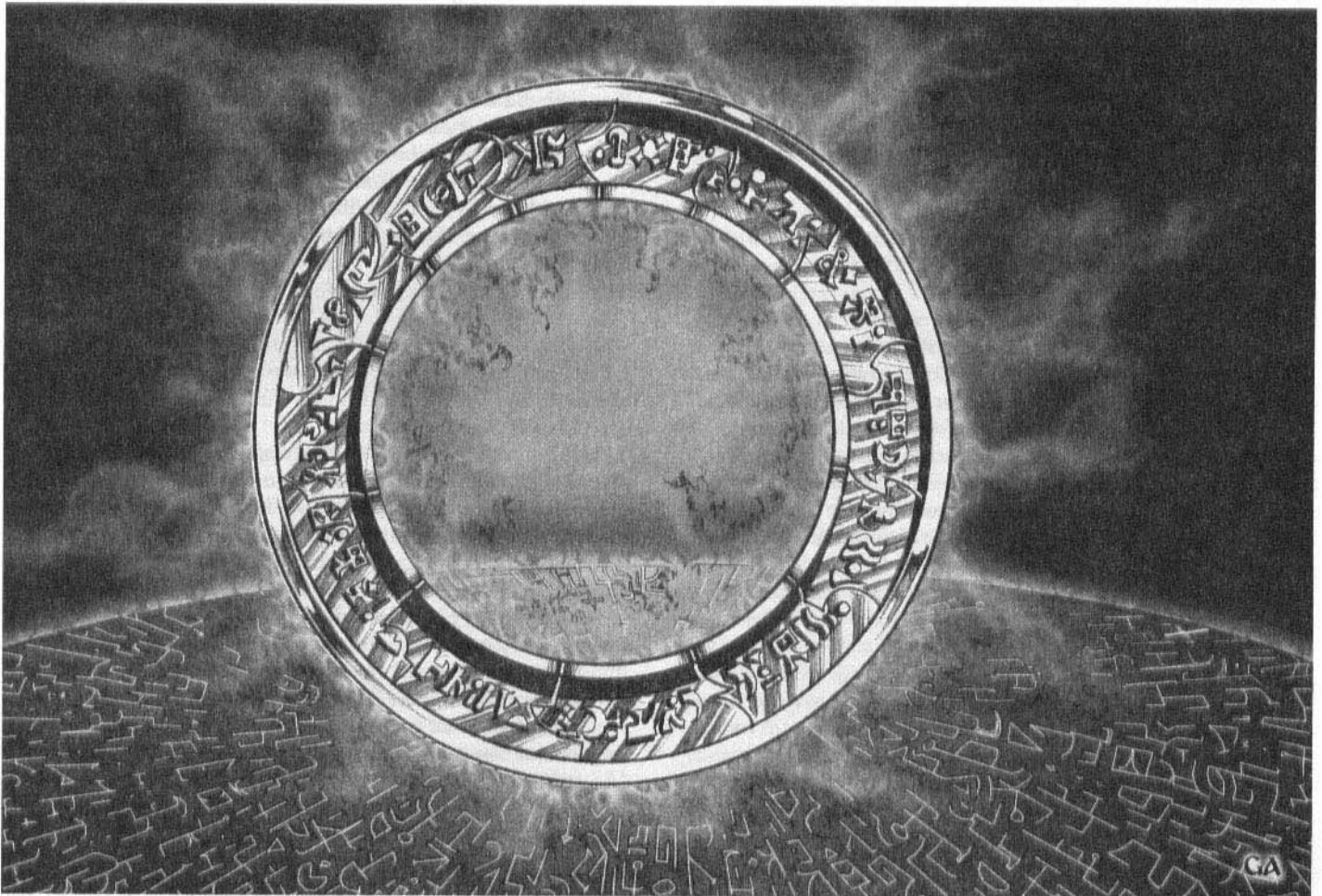
**Psionics Summary:** #AT 1; MTHAC0 11; MAC 5; Lv 10; PSPs 1d100+350; **Psionic Attacks** ego whip (EW), id insinuation (II), mind blast (MB); **Psionic Defenses** all; **Psionic Disciplines** awe, body equilibrium, control body, dimension walk, domination, ESP, post-hypnotic suggestion, and taste link\*.

\*Indicates a psionic power detailed in *The Illithiad*.

### 36. North Transept

A semicircular domed area connects to the larger chamber. This area is bare save for a 10-foot-diameter shaft that drops into utter blackness.

Player characters may wonder if this shaft is another borehole made by Arack in his search for the Annulus. Hopefully, the clue that the shaft is only 10 feet in diameter is enough to dissuade incautious exploration. The darkness begins at a depth of only 10 feet and remains impenetrable even under the glare of strong light. This shaft served the illithids as a very efficient garbage disposal for bodies that had been relieved of their gray matter. Any matter that enters this shaft disintegrates completely. PCs who climb or are lowered into the shaft receive a saving throw vs. death magic. Success indicates that the lucky player character resists the disintegration effect and only suffers 10d10 points of damage before scrambling back out. Anyone foolish enough to jump into the shaft without means of easily returning to the top (such as *levitation* or *flight*) is utterly destroyed.







### 37. South Transept

A semicircular domed area connects to the larger chamber. The area is bare.

A secret iris-ing door, still functional after all these centuries, remains hidden in the center of the south curvature here. A successful attempt to find secret doors reveals a stud. When a PC presses the stud, the iris slides open. If the neothelid remains alive anywhere within the area shown on the Nethermost Map, it moves to investigate. The player characters had best move quickly!

### 38. Reliquary of the Annulus

If the PCs discover and access the secret door in the South Transept, the DM should read or paraphrase the following boxed text.

The door opens like an eye blinking after long slumber, releasing a blaze of golden light! The sound of hundreds of whispering voices speaking in incomprehensible languages issues forth with the wave of light, then slowly dies away. Beyond the door is a chamber, empty except for a glowing grid of inscribed lines covering a 10-foot-diameter area on the floor. Above this intricate symbol floats a metallic hoop, 1 foot in diameter. The metal of the hoop, or ring, is silvery, and contains many strange and arcane devices and projections.

The object is the Annulus, kept perfectly preserved and protected by the psionic circuitry inscribed upon the floor below it. The psionic circuitry keeps the Annulus aloft, but it easily relinquishes the Annulus to the grasp of any that overcome its other powers.

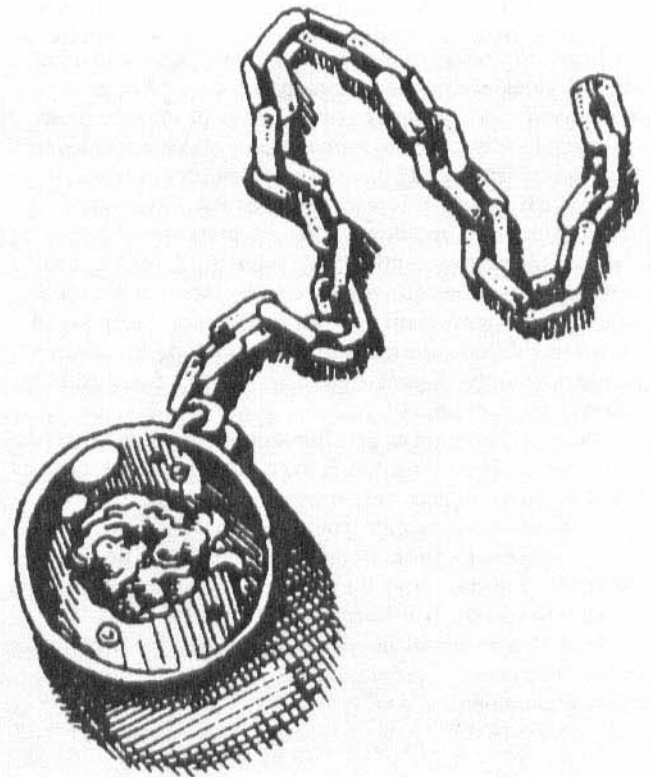
The psionic circuitry mentally scans any creature attempting to take the Annulus. Those found wanting (those not belonging to the Elder Concord, the governing body responsible for the building and storage of the Annulus), are subject to the terrible energies stored in the pulsing lines of the circuitry. Fortunately, time has leached most of the efficacy from this defense, and victims suffer only 2d6 points of electrical damage; affected player characters can attempt a saving throw vs. spell for half damage.

Once the party gains the Annulus, the PCs may make immediate use of it against the neothelid, if that threat still menaces the area. See the Annulus' description in the "Arcana" section on page 55 for a full explanation of its powers.

**NOTE: The psionic seal warns the party against using the Annulus' prime power against the neothelid, if the PCs prepare to do so.** If the PCs use the prime power in this fashion, they will probably lack the means to destroy the Overmind in the next part of the adventure, as the Annulus' prime power can only be utilized once per year! If a party does use the prime power, its members still have a chance to deactivate the Engine

Consummate, as described under **area 7** and **area 14** in the next chapter, by using a secret deactivation code. Using the deactivation code is more of a challenge, as the player characters must first find it, and then take the time to key it in. Even though this destroys the Engine Consummate, the illithids can attempt their scheme all over again, as described under the "Conclusions" section on page 53.

When the PCs have retrieved the Annulus and escaped from (or killed) the neothelid, they receive further guidance from the psionic palm print. See the next chapter for the details of these instructions.



# Dawn of the Overmind

An artifact of immense power now resides in the hands of the player characters. Events have reached a pivotal point, and the PCs literally hold the fate of the multiverse in their hands. If they hope to save it from utter destruction, they had best act quickly.

This chapter provides direction for the end events of this adventure and sets the stage for the PCs' eventual triumph (or failure).

## What Now?

If the PCs have reached this point of the adventure, they have recovered the Annulus and either defeated or escaped from the neothelid. After a time of rest and recuperation, the adventurers are probably wondering, "What now?"

Regardless of where and how long the player characters rest and recover from their grievous hurts, they will likely turn back to the psionic palm print. If they do not, the DM should let them know that the palm print glows more brilliantly than ever before when moved close to the Annulus. Since the palm print is keyed specifically to the Annulus, the psionic circuit delivers the following visual and verbal message to the PCs when brought into contact with the Annulus:

In your mind's eye, you behold a swirling, multicolored mist. A cloaked figure emerges from the mist like an air bubble rising to the surface of an oily pool. A hood hides the figure's identity; however, a resonant voice speaks, saying, "I am Strom, and I have placed you on this quest. If you have triggered this message, then you have retrieved the Annulus. Beyond hope I labored, preparing the way for those of the proper mettle. If you have the Annulus, then hope springs anew! However, one great work lies before you, perhaps more than you can bear. If you desire to put down the illithids' dark agenda for good, you must come to me now in the distant dimension where I dwell, into the heart of the conspiracy."

"Rest and prepare as you think necessary, but when you deem yourselves ready, touch the psionic palm print to any solid surface and give the command word 'Portal.' With this utterance, a brief gate shall open, through which you can pass to my location. Be swift and be wary. The illithids search for me even now. If I still live when you arrive, I will explain to you the true horror of the illithids' plans."

With this pronouncement, the figure and the vision fade into nothingness. The psionic seal, however, continues to glow with enhanced vitality.

Once the player characters receive this message, the psionic palm print continues to glow with enhanced brightness for three full days; however, its gleam fades a bit more each day. Mental queries to the seal all receive the same answer, "When my glow fades, so too, shall I." This should convey a sense of urgency to the characters.

If the PCs do not take the action described within three days of receiving Strom's mental message, their window of opportu-

nity closes. After this point, the psionic seal holds no more power; it cannot open a portal. The PCs can fly back to their homeworld via the nautiloid—which is capable of returning to the world and location of its original launch point—but the situation is extremely grave. See the "Conclusions" section on page 53 if this occurs.

## Triggering A Psionic Portal

If the adventurers trigger a portal by pressing the psionic seal against a solid surface that contains at least a 5-foot-by-5-foot area of smooth space and giving the verbal command word 'Portal', a doorway opens. The DM should read or paraphrase the following text to the players, modifying it to reflect the original location of the psionic seal:

An electrical discharge illuminates the psionic seal, erasing it from the hand upon which it resided and transferring it in much larger form onto the new surface. The still-sparking inscription measures 5 feet by 5 feet and appears to mimic the smaller version of itself perfectly, except for one thing: A point of darkness gathers at the sign's center. Second, it grows, finally rushing to the boundaries of the seal with the sound of a strong wind. A black void beckons, though nothing but darkness is visible beyond.

The seal is indeed gone from the character (or map) that carried it so long, never to return. Now, it serves as one end of a one-way gate to a faraway location. Creatures on the far side of the portal cannot use it to return. The newly created portal remains open for 1 turn before collapsing (there is ample warning of this possibility, as its boundaries flicker and shrink 3 rounds before it fully collapses). Any PCs who remain behind are cut off from those companions who have traveled through the portal. Of course, once a mage of sufficiently high level goes through, he or she can gain a mental "fix" on the opposite side of the portal, making it possible to return using powerful spells such as *teleport without error*.

Player characters who step, fall, or otherwise move through the portal feel a terrific rushing, as if they traveled at a speed beyond comprehension. This sensation is accompanied by a streak of small lights that stream by the characters in question, a roar like the crashing of a mighty waterfall, and (for those who fail a saving throw vs. paralyzation) brief nausea.

## Beyond The Portal

Beyond the portal lies the Overmind, an artificial structure located deep in the Ethereal Plane. The illithids created the Overmind to further their dark agenda (see the Overmind Overview Map). Player characters who travel through the portal created by Strom's psionic seal find themselves in a small observation pod fashioned of metal and crystal. Though small, the spherical crystal view ports offer amazing sights to those





newly arrived on the scene (refer to the entry keyed as **area 1** on the Overmind Detail Map on page 63).

The “Overmind” section immediately below gives the DM a basic understanding of the nature and the purpose of the massive structure and the strange phenomena that the structure encircles, known as an ether gap. Following this overview, sections keyed to both the Overmind Overview Map and the Overmind Detail Map follow. The player characters are free to chart their own course through the dangers of the Overmind, with the overriding goal of destroying the Engine Consummate with the Annulus.

## About The Overmind

The illithids know that their race once held an empire that stretched across the length and breadth of the multiverse. Every illithid living since the fall of that empire has wished that the empire still lived. Of course, all the wishing in the multiverse is not going to change things, *or is it?* The illithids are on their way toward resurrecting their empire through the use of ether gaps.

Ether gaps are strange phenomena that exist upon the Ethereal Plane. Gaps seem to be tiny rips in the Ethereal Plane, holes where the ethereal mists spiral inward like a whirlpool, compacting to form discs of solid ether (also called protomatter) that surround the actual rip. The illithids have discovered a very special ether gap, leading to an *alternate* multiverse that never came to pass. In fact, the singular ether gap discovered by the mind flayers marks a stillborn multiverse where the ancient illithid empire never fell!

Upon the discovery of this ether gap, a secret illithid conclave, with representatives from illithids across the multiverse convened an Elder Concord to discuss the ramifications of this phenomena. No object that the illithids passed into the gap—whether physically, psionically, or magically—returned. In fact, the mind flayers’ experiments yielded the conclusion that the ether gap functioned only in one direction. Not willing to admit defeat, the illithids studied the ether gap for years before finally devising a plan of terrifying proportions, one that would, in the end, make use of the ether gap to a spectacular degree and put the illithids back in power.

The mind flayers have contrived a method to reverse the polarity of the ether gap. In a sense, they hope to turn the gap “inside out” and thereby substitute the *what-if* multiverse (where the illithids still rule) beyond for the *real* multiverse. This would shunt the current multiverse into an ether gap itself, transforming all of existence into a small rip in the Ethereal Plane of the new multiverse. The illithids hope to reshape the multiverse in such a way that no one would remember a time when the illithids did not rule. The only memory of a relatively illithid-free multiverse would lie behind a new ether gap, a location easily forgotten and dismissed by illithid lords.

To this awful end, the illithids have built an impressive structure around the ether gap; it is a massive flayer-inhabited ring some three miles in diameter. The illithids have christened this artificial ring the “Overmind.” To turn an ether gap inside out, the illithids require an incredible amount of energy. Since these creatures were already building a device called the Engine Consummate—a complex psionic machine that would leach the heat from countless suns—they simply modified it and installed the device upon the Overmind. The illithids then placed conduits around the suns of selected worlds and began to drain their light and heat, sending the life-giving energy toward the Overmind. The Engine Consummate directs this force against the ether gap, attempting to “pry” the gap open through the massive release of several stars’ energy.

Though stellar fires are immense, the ring of the Overmind serves to filter, focus, and bleed off any excess energy in a relatively clean fashion. Though great arcs of fire and ragged bolts of massive electrical discharges constantly pour from the inner ring of the Overmind, bathing the gap in an unholy concentration of energy, the device itself possesses special structural and psionic precautions that prevent it from burning out.

Despite the mind flayers’ recent actions, the illithids did not just build the Overmind “overnight.” In fact, 300 years have passed since the discovery of the ether gap, during which time a select group of illithids labored ceaselessly. This select cadre of mind flayers hid their designs from the rest of their race; only recently have the average, planet-bound illithid communities been involved in subjugating surface races.

## Githyanki Resistance

Unfortunately for the illithid race, the githyanki recently uncovered the mind flayers’ plot. Though the githyanki are not exactly certain what the illithids hope to accomplish by bombarding an ether gap with insane energies, they do know that it cannot benefit other races. Mobilizing all possible warriors, a githyanki army plunged into the Ethereal Plane, a dimension alien to them, and even arrayed themselves around the Overmind, attempting to penetrate the illithids’ defenses. Some travel in serried ranks, while others ride massive red dragons called in this hour of desperation. Because the githyanki are not exactly certain what the ether gap represents, the invading force is cautiously attacking the station. If the githyanki knew the illithids’ real plan, they might dispatch a special strike team to aid the characters in their most important task (see the “Denouement” chapter for more details).

Opposing the githyanki army is an army of thralls from hundreds of humanoid races, called from their barracks in the Overmind. Small pods of illithids arrayed in battle gear fight alongside the thralls. Some of these mind flayers direct the thralls, while others (those of the militant Tamer Creed) directly oppose the githyanki. Scattered amidst the thrall army, nautiloid dreadnoughts exchange firepower with dragons in spectacular



displays of psionics, magic, and physical destruction.

Normally, the Overmind's hollow halls and galleries crawl with illithids and their thralls, and a small force would find it nearly impossible to pass through unopposed. However, the epic battle shaping up outside the Overmind has for the most part cleared the station of its normal residents. Thus, the war on the outside serves as the distraction the player characters will need to accomplish their quest.

Strom Wakeman, the Adversary, possesses full knowledge of the Overmind, and it may have an opportunity to pass some or all of this information on to the PCs if they come into contact (see **area 2** below). Further discussion of the ether gap and repercussions of its potential opening appear under the "Conclusions" section on page 53.

## Conditions Around the Ether Gap

Like all ether gaps, this special one manifests on the Ethereal Plane. However, the Engine Consummate uses a small amount of its energy to create an environment identical to that found on the Prime Material Plane. In fact, the Overmind is in many ways a miniature demiplane, abiding by its own natural laws. Therefore gravity, weapon damage, and all other physical factors are unaffected by the ethereal mists that swirl just outside the many crystal viewports. To those on the illithids' ring, "up" is toward the ring's center and the ether gap visible through the continuous crystal skylights situated throughout much of the Overmind's "ceiling." Down is outward and away from the ring.

All the normally obscuring ethereal mists are not present within a five-mile radius of the ether gap, allowing a view of the whirlpool-like gap ravenously absorbing all that falls into its black "mouth." Those who remain on the Overmind are immune from this pull, but those who venture off into the Ethereal Plane feel this pull. It really becomes serious at distances of 100 feet or more from the actual sucking maw, drawing characters in at a rate of 60 feet per round. The actual gap measures 40 feet in diameter, and disintegrates anyone falling into it. Lastly, ether gaps generally exert strange influences on the Ethereal Plane, influences that are stronger nearer to the actual gap. The location of the ring is sufficiently removed from the gap (1.5 miles) to avoid any possible deleterious affects.

Dungeon Masters interested in utilizing more elements from the Ethereal Plane in this adventure should reference the *Guide to the Ethereal Plane*, a PLANESCAPE® accessory suitable for use in any fantasy campaign.

## Overmind Overview

The following locations are keyed to the Overmind Overview Map on page 62. The descriptions provide an

overview of the Overmind structure. These descriptions are presented for the DM in case the characters' exploration lead them away from the Overmind Detail Map (presented on page 63).

### Thrall Barracks Section

At least 4000 thralls are stationed on the Overmind, completely in the grasp of their illithid masters, and trained to respond quickly to massed aggression against the structure floating amidst the Ethereal. The overwhelming majority of thralls are grimlocks (not the eyeless, penumbran variety, but the standard grimlock that appears in the *MONSTROUS MANUAL*™ tome and are described in the Overmind Detail Map under **area 5**). The thralls are broken up into units of 25 individuals, and each unit has its own small barracks chamber. Literally hundreds of barracks chambers fill each of the indicated Barracks Section of the Overview Map, all situated to either side of a wide central corridor. The corridor contains "evacuation" chutes in the floor every 100 feet, which are basically 10 foot x 10 foot trap doors that allow units to deploy to the Overmind's exterior simply by dropping through the hatch, out and away from the ring and into the Ethereal medium of colorful mists.

### Nautiloid Docks

Twelve Ethereal-adapted nautiloids hang in dock here under normal circumstances, though at the time of the githyanki attack, all the nautiloids are seeing action in the surrounding mists. The Nautiloid Dock facility contains a support staff of 1d10+20 illithids, plus an additional 40 thralls of predominantly human vintage.

The Ethereal-adapted nautiloids have series "spelljammer" helms, and in operation are quite unlike the nautiloid used by the characters earlier in this adventure. A crew of at least five illithids is required just to provide motive power, even within the Ethereal mists.

### Tamer Facility

The Tamer Creed believes that force is vital to seeing the illithid objective to its end. The other Creeds certainly have other primary focuses, but agreed that something as important as the Overmind required the best possible defensive capabilities. Thus, the Tamers claim an entire section of the Overmind for their own.

The Tamer section contains many associated areas connected by wide thoroughways, including an arena, barracks for specially trained illithid shock troops armed with the latest and greatest illithid combat-wear, armories with both standard implements and items specifically designed for illithid warriors, and private cells for the ascetic illithids that actually make up the Creed.

Approximately 500 Tamers normally reside in this section, but during the githyanki attack, only about a dozen illithids remain behind. Generally speaking, every Tamer either wears or has access to exoskeletons and tentacle-extensions (as introduced





in *The Illithiad*, exoskeletons improve an illithid wearer's AC to 1 and can temporarily boost a wearer's stats through PSP expenditure, while tentacle extensions increase an illithid's range and damage capacity normally allotted to tentacles so that an illithid has a +2 bonus to hit and does 1d4+4 hit points of damage with a successful tentacle strike).

### Nourisher Complex

Illithids of the Nourisher Creed care for thralls. As such, their section on the Overmind contains just a few very large areas, some of which are given over to crude sleeping quarters for thralls completely under illithid control. A small section also serves as a full-blown detention facility, where prospective thralls (captives) are temporarily kept, while a large section is devoted to growing crops and raising food palatable to humanoid thralls.

Usually, there are about 30 illithid Nourishers and over 1000 thralls within this section, but during the githyanki attack, only 1 illithid and 1d10 sickly thralls remain inside, while the rest are conscripts serving to fend off the attack.

### Elder Convergence

Even the Overmind requires a guiding elder brain. Unfortunately, elder brains of any competence are usually incredibly large, shunting their excess mass directly into the Astral. Of course, on the Ethereal, there is no connection to the Astral. Thus, the elder brain on the Overmind (whose name is also Overmind) had to pull its entire mass back into the Prime before being transported to the site of the Overmind ring a few centuries past. On the ring, the elder brain fills a pool over 100 feet long, and in fact, the entire ring section is but one massive chamber containing a wide lip for conferring illithids to commune with the elder brain, and then the pool and massive brain itself.

During the githyanki attack, the elder brain is concerned with directing the activities of the illithid forces which it commands. Thus characters attempting to move from their point of entry on the Overmind toward the Engine Consummate go unnoticed by the elder brain while the battle rages.

### Illithid Living Section

This section is made up of a wide central hall running down the spine of the ring, surrounded on either side by organically sculpted walls carved with stairs and balconies. The hall serves as the prime area of social congregation for the illithid population living on the Overmind. The floor of the hall holds a series of wide, shallow basins, perfect for illithid lounging following a long day of technical work in the nearby Creatives' section. In typical illithid fashion, every basin has at least two eating stocks situated nearby, so that a hungry illithid need not stir far for a quick meal. Normally, over 100 illithids can be found scattered throughout the basin of the hall at any time, while at least an equal number of thralls serve their needs; however, while the battle with githyanki continues, only 1d4 illithids can be

found in this chamber at any one time.

The four levels of balconies to either side mimic illithid cliff-dwelling architecture on real worlds. The balconies are connected to the floor level through zigzagging stairs. Each balcony opens into a small chamber. Though not all the illithids present on the ring rate private quarters, many of the high-ranking Tamers, Nourishers, and Creatives have quarters here. Regardless of conditions, each domicile is about 10% likely to contain a sleepy resident at any given time.

### Creatives' Section

Normally, illithids of the Creative Creed work in isolation from other Creeds, happy to crowd the edge of innovation regardless of what other illithids may think of their eccentric methods. However, on the Overmind, it is the Creatives that are deferred to. Without their persistent effort over the last several centuries, the Overmind would never have come to pass.

This section houses the Creatives' labs, hazard chambers, vaults, and controlled experiments. The section also abuts the control chamber for the Engine Consummate, as the Engine is the Creatives' prime concern. Of course, the Creatives being the eccentric lot they are, even that power is not enough for them, thus they are allowed additional space on the Overmind in which to conduct yet more research.

Generally, each lab chamber consists of a chamber 25 feet on a side, where a wide variety of esoteric research into psionic and psiomechanical systems is conducted. Each main lab possesses a subsidiary set of chambers used for storage, disposal, and occasionally, for sleep.

Half of the Creatives' Section is shown in detail on the Overmind Detail Map (see below); however, the portion of the section that is not shown is easily extrapolated from the detailed section, should characters decide to explore the Overmind further instead of dealing primarily with the Engine Consummate.

### The Engine Consummate

Most of this vast sphere is made up of solid psiomechanics, and thus does not contain chambers of any sort. The small portion that is accessible from inside the Overmind is detailed on page 49 in the Overmind Detail Map keyed entries below.

## Overmind Detail

The following locations are keyed to the Overmind Detail Map. The entries provide detailed information about the enlarged section of the Overmind where the party's activities are likely to be concentrated. In fact, the first entry describes the locale where the party first appears on the Overmind, if they used the portal generated by the psionic seal.

### 1. Observation Pod

Read or paraphrase the following boxed text to the players when they have their first opportunity to view the exterior,



which is the very first chamber they appear in if the palm print-generated portal was used for transportation.

You are in a spherical space, at least 25 feet in diameter, apparently fashioned of a some heavy, transparent material, possibly crystal. A steel panel 3 feet wide and 7 feet tall provides the only visible point of entry or exit into the chamber. A piece of parchment with writing visible on it lies upon the concave floor.

The parchment contains a simple message written in the Common tongue, saying, "After you've had a look outside, come find me in the chambers beyond. If I'm not there, wait for me until I return!" The message is signed Strom Wakeman, a.k.a. The Adversary.

Read or paraphrase the following boxed text to those players whose characters express any interest at all in the sights visible beyond the crystal sphere:

High above, something terrible writhes and turns. It is a gap, a hole, or perhaps a phantom maw hanging in nothingness. Around it lie a series of nested rings of some whitish-gray material, slowly churning round and round, like turbid liquid being sucked down a drain. At the center, the gap greedily sucks in all that falls into its influence.

Reaching up to either side of the sucking hole are what appear to be columns, very broad at their base, but quickly narrowing as they rise up on either side of the gap, just clearing the edges of the turbid halo. Though the rings of spiraling material and the gap itself obscure the columns as they rise beyond it, it almost looks as if the two narrowing spires meet to join in an arch high above.

Characters who study the "broad based" columns that meet at an "arch" may deduce the true nature of what they see on their own: they are on a massive ring, on its interior, looking at the gap which apparently resides at the ring's center. Characters that don't make this association on their own but do spend some time studying the phenomena in order to make sense of it should be allowed a Wisdom check to make the connection.

Heroes who look beyond the ring can refocus their eyes to note the battle between the githyanki and the mind flayer forces:

Beyond the columns, in a white space bounded much farther off by a limitless sheen of rainbow hues, battle wages. What must be thousands of figures, no bigger than pinpricks, move in military formations through the very air, coming together and falling away in bloody exchanges. At this distance it is difficult to determine the attackers from the defenders, though the defenders seem determined to keep the attackers from moving too closely towards the gap. Amidst the smaller forms move several giant juggernauts, like large versions of the nautiloid! Generally speaking, the juggernauts seem engaged in head to head conflicts with several equally large creatures of red hue and scaly wings. All doubt as to their nature is wiped away as they breath forth goutts of ravening fire, desperate to bring down the defending nautiloid juggernauts.

If the characters spend more than 2 rounds watching the battle, another event on the ring draws their attention. It is an energetic pulse of the Engine Consummate, prodding the ether gap with stolen sunlight from a hundred worlds, attempting to pry it open. Read or paraphrase the following text to those players whose characters happen to be studying the sides of the ring:

A blinding glow flows up one arm, around the arch, then back down to a large knob of obsidian darkness protruding from one column near your point of observation. As the glow is absorbed into the knob, a jagged discharge of energy that transcends blinding leaps from the knob, and blasting forth into the heart of the gap directly above!

Apparently, the transparent crystal sphere momentarily darkened during the brief discharge, because it now phases again toward clarity. The gap appears the same as before, or perhaps a bit larger.

The slender door in the chamber is made of a metal alloy. Like most doors on the Overmind, this door is opened by passing a hand (or tentacle) across the raised symbol to the right of the door (the symbol is a short stanza of *qualith*, the four-level illithid touch script, psionically charged to slide the door open or closed).

## 2. The Adversary

As are most of the chambers on the Overmind, this chamber is made of some illithid-derived iron alloy. By the many large throw pillows, sculptures, the small pool in the center of the chamber, and the floor-level mattress in one corner of the room, it's obvious this chamber serves as quarters. In fact, these are Strom Wakeman's quarters, and normally "he" is 75% likely to be in residence when the heroes enter the chamber. If he is out





CA



of his chambers when the characters first arrive, there is a 25% cumulative chance per hour that he arrives; at the end of four hours, he will definitely appear.

Of course, to outward appearances, Strom is an illithid! When he first spies the characters, he mentally projects, "At last! I thought you'd never come! Do you have the Annulus? With it, perhaps we can blast these illithids and their heinous plans straight into the Nine Hells!" Note that headmeshes and similar items that guard against mental attacks do not interfere with surface telepathy; however, whoever holds the Annulus in hand may have trouble communicating with Strom until the artifact is stowed.

It is probable that the heroes have many, many questions for Strom, not the least of which is his origin as a "friendly illithid." Strom's responses to this and other possible questions are below. Strom also relates as much information found in "About the Overmind" on page 39 as the adventurers are willing to listen to.

☞ "I was once a human, a single-minded student of all things illithid. I learned much, and eventually I discovered the barest tip of the plot that has finally culminated in the dawn of the Overmind, though at the time it seemed far less overwhelming.

"I allowed myself to be caught and implanted with an illithid tadpole! But prior to this, I had feasted on special herbs, saturating my body and mind with potent residues. While all others implanted with the illithid tadpole are consumed from within, brain first, my mind was spared. Though I became an illithid on the outside for all intents and purposes, on the inside I retained my mind and personality!

"Working in secret, I infiltrated all the illithid plans, and put a stop to them where I could. Though the illithids never discovered the viper in their midst, they suspected, and so the legend of the Adversary was born."

☞ "When I found out about the Overmind, I despaired, and could initially discover no way to foil its terrible purpose. This was many years ago, of course, and the dawn was yet far off. Seeking after a solution I into the farthest reaches of recorded illithid history, back even to the merest legends that remain of the illithids' time of ascendancy. Eventually, I learned of Penumbra, and the Annulus, though I doubt any living mind flayer or even Elder Brain would recognize these names as part of their ancient heritage. Though legend alone hints that the Annulus is sufficient unto any task, yet still I wonder..."

☞ "I worked from behind the scenes, preparing agents in my stead, lest I reveal my true nature to the hated illithids! If I were discovered, the last hope for the multiverse would have been extinguished. Thus, only through agents, prepared paths, and subtle clues could I

attempt to bring worthy heroes to the aid of all that exists. Though only you stand here now, know that I had many other agents also working towards this same goal, but on different paths. You succeeded where they failed, though their sacrifice was a noble one. Hopefully your success will redeem their deaths."

☞ "The githyanki learned of the illithid plans not long ago, but not through my doing. The battle is shaping up to last a few months, though the githyanki press hard, and bring ever more warriors from their far realm in the Astral into the fray. Unfortunately, the Engine Consummate requires only one more month before the illithid Creatives predict full gap reversal!"

☞ "The illithid Raebul created the Engine Consummate. Perhaps it knows how to destroy it without an artifact. You may run into it in its labs as you make your way towards the Engine Consummate."

When Strom has answered all the questions he is able to, his mental voice becomes quite solemn, and he says, "It all comes down to this. It's time to try the Annulus against the Engine Consummate. If we fail, all creation will soon be changed to fit the illithid point of view. I'll point you in the proper direction, while I attempt a distraction!"

Strom accompanies the party from his chambers when they are ready to go, and directs them in the direction of the Engine Consummate. The Adversary says that he'll remain behind, and begin a campaign of "mental assassination" for a distraction. It's now up to the party to destroy the Engine Consummate with their hard-won artifact.

If they try, the heroes are unable to convince Strom to accompany them or to take the Annulus. Strom indicates that if the characters are successful, they need to return immediately to his chamber, where he will be preparing a "means for escape." It wouldn't do, he says, for the characters to save the multiverse, only to die before they can appreciate their own achievement! If the characters indicate they have their own means of escaping, the Adversary indicates that it is still his duty to warn off the battling githyanki in the event of the characters' success, lest they also be annihilated when the Engine Consummate is shut down.

See "Conclusions" for more details regarding the characters' exit from the Overmind and Strom's final disposition. Strom's additional psionic powers are not detailed in this product; however, their use as either psionic or arcane abilities doesn't constitute anything other than "color" to this particular adventure.

**Abbreviated Combat Summary (illithid):** Strom Wakeman has 50 hp and the additional psionic abilities of passive fortification (allows Strom to absorb enough nutrition from "the cosmos" without recourse to eating brains), imprint psionic circuitry (introduced in *The Illithiad*), and facade (allows Strom





to disguise himself psionically as a human being).

See the stats under the “Common Illithid Attributes” section on page 2 for the detailed illithid combat summary.

*Special Equipment:* pouch stuffed with 2 doses of *laethen* (see Arcana)

### 3. Hall

Humid air slowly blows through the hall, redolent with brine. The hallway is constructed of some slick iron alloy; however, most of the native metal is covered in a layer of hardened purplish resin. The resin is heavily folded and patterned on the walls and ceiling; however, the floor is fairly smooth.

The above text describes the general conditions in the hallways of the Overmind. For every turn the heroes spend in any given hallway on the Overmind, there is a 20% chance that they encounter 1d2 standard illithids (hp 50 each; see page xx for standard statistics) who are merely passing by. The characters’ actions during such an encounter can aid their chances to bypass an unwanted combat; see TABLE 59: ENCOUNTER REACTIONS in the DMG to determine the actions taken by any illithids encountered. Any friendly, indifferent, cautious, or flight reaction on the part of the illithids means that they mistake the characters for independent thralls. Any hostile or threatening result means that the illithids realize that invaders have penetrated to the Overmind, and they attack!

Because of the discharges of the Engine Consummate and the ongoing battle with the githyanki, it’s impossible for randomly encountered illithids to get a message through to the elder brain farther along the ring. In the same vein, illithids can’t use psychoportive abilities that rely upon the Astral plane to go off to warn other illithids of an attack—it is up to the illithids to put down the invaders! Note that if arcane rules are being used instead of psionics, *astral spell* is still not an option, while *plane shift* might work for fleeing, but will not serve as an effective point-to-point means of transport.

### 4. Assorted Illithid Quarters

Though not the traditional “cliff dwelling,” each of the chambers keyed to 4 serves as a private chamber for senior illithid of the Creative Creed (Strom pretends to be a Creative, and thus rates his own private chamber, as well). As in Strom’s chamber, some of these quarters possess associated observation pods that are in every way similar to **room 1** (though these do not contain any written messages from Strom).

Besides low mattresses (some obviously sewn of human skin), divans, small tables, and various personal items, each chamber has a 20% chance to contain a sleeping illithid resident. Illithids wakened from sleep are none too happy and put

up a fight if given a chance, though the party has an opportunity to capture an illithid in one of these chambers and pump it for information, it’s likely that such illithids know less than what Strom has already told the adventurers. On the other hand, characters may attempt to use an illithid discovered in one of these chambers as a hostage. A hostage illithid works well for any other randomly encountered illithids, but this method isn’t enough to stop specifically keyed illithids in **rooms 12, 13, or 14** from attacking.

A search through these chambers has a 25% per chamber to reveal a unique item. Each chamber contains only one such unique item, if any. Once a unique item has been discovered, cross it off the list, as it is no longer available to be discovered in any other chamber.

#### d6 Unique Items

- 1 A human skull with removable top, gold plated. The skull is psionically enhanced to preserve any food material placed in it (usually brains).
- 2 A peaked illithid hood, brightly colored. The hood is psionically treated to keep its wearer warm in any natural cold, and reduce all damage from magical or psionic cold by 1d2 hp per damage die.
- 3 An illithid hand knife: delicate, silvery, and deadly. Though smaller than a dagger, it is psionically enhanced such that it acts as a *weapon +3*, doing damage as a longsword despite its small size. In combat, it can be wielded with the dagger proficiency.
- 4 Human mask. Made of real human skin, this mask appears horrifying when not in use, but when placed over a face (even an illithid face), the mask is psionically energized to animate, mimicking a human face so well as to be 90% undetectable as the real thing. “Look, I’m a human!”
- 5 Another distinctly illithid peaked hood, also brightly colored; however, this hood keeps its wearer cool in warm conditions, and reduces all damage from normal or magical fire by 1d2 hp per damage die.
- 6 A crystal fob. Within the 1-inch-diameter crystal, an eye floats, blinking now and then. Whoever holds the eye gains the ability to see simultaneously in both the visible and the infrared spectrum to their normal ranges. The fob doesn’t grant *infravision* to those that do not possess it.

### 5. Creatives’ Lounge

As in the central hall of the prime Illithid Living Section, these chambers hold a series of wide, shallow basins, perfect for illithid lounging following a long day of technical work in the Creatives’ section. Because the Creatives input is vital to the success of the Overmind, they rate their own private lounge. In typical illithid fashion, every basin has at least two eating stocks situated nearby, so that a hungry illithid need not stir far for a quick meal. Though both these chambers are quite large,



in current circumstances there is only a 50% chance that each chamber contains 1d2 illithids and 1d4 grimlock thralls (the non-penumbran variety). Quiet characters can probably get by the entrance without drawing the attention of those that might reside within. Otherwise, any illithids encountered in these chambers react as described for randomly encountered illithids in the hall (area 3).

See page 2 for randomly encountered illithid statistics.

**Grimlocks (1d4):** AC 3; MV 12; HD 4; hp 16 each; THAC0 17; #AT 1; Dmg 1d6 or 1d8 (claws or longsword); SD +1 on surprise rolls, make all saving throws as 6th level fighters; SZ M (5 ½–6' tall); ML Steady (11); Int Average (10); AL NE; XP 175.

## 6. And So On . . .

This broad hall provides access to the rest of the Creatives' Section, and from there, to the rest of the Overmind. See Overmind Overview for general information on these areas should the characters begin to explore. Of course, the Engine Consummate is in exactly the opposite direction, and hopefully, the characters have been apprised of that fact by Strom!

## 7. Raebul's Lab

At first glance, this long chamber looks like a wizard's laboratory. Neat benches alternate from either side of the broad room, each filled to capacity with esoteric devices that alternately bubble, whistle, glow, stink, and blink. While some devices look almost familiar, they all possess an organic, half-melted look that indicates their alien manufacture, and worse, hints of evil purpose.

The illithid Creative known as Raebul is one of the illithids responsible for the creation of the Engine Consummate. It was Raebul's genius alone that engendered the workings of the Sunleech to unfold as they have; all the worlds now dying in darkness have Raebul to blame. Though Raebul was the chief mind behind conceiving and building the Engine Consummate, illithid technicians now handle the hour-by-hour operation and maintenance of that device in rooms 13 and 14. Happily, this leaves Raebul free to pursue new directions.

Raebul is 100% likely to be encountered in this chamber, tending to one experiment or another (it grabs a bit of rest now and then on a cot in one corner of the chamber). If disturbed, Raebul protects itself if attacked, but is generally happy enumerate the intricacies of the Engine Consummate, and how well it darkens the suns. Raebul knows that the Engine Consummate will be his greatest success.

Raebul is exceptionally disappointed that its greatest invention has been appropriated as merely a means to an end (i.e., to provide enough power to reverse the ether gap), and skillful negotiation on the part of the PCs can induce Raebul to offer

some aid in putting a stop to the opening of the ether gap! In fact, Raebul offers the characters a "secret deactivation code" that must be keyed directly into the Engine Consummate at its Control Nexus. This code is a very lengthy string of numbers recorded on a strip of rolled human skin in raised illithid touch-script (*qualith*) that obviously will require several turns if not hours to fully key in; however, for those characters without the Annulus or who have already invoked the prime power of the Annulus, the secret deactivation code provides a viable means of achieving their quest.

If Raebul gives the characters the deactivation code, the illithid almost immediately begins to regret it, and offers no further aid to the PCs. Instead, it sits before one of the enigmatic devices set up in the chamber and sulks. The illithid begins to mentally mumble about its newest research into "universal genesis," but doesn't elaborate. Actually, the illithid is referring to its work in progress in areas 8-10.

The equipment in the room is unlikely to be of any use to any creature that is not psionic or does not possess a background in research. A mage may recognize some equipment as useful for analyzing, weighing, measuring, and distilling, and similar analytical tools, but no immediately useful items are discovered in a general search.

**Abbreviated Combat Summary (illithid):** Raebul has AC 1; hp 60; ML Fearless (20); AL LN.

See the stats under the "Common Illithid Attributes" section on page 2 for the detailed illithid combat summary.

*Special Equipment:* Psionically enhanced tentacle ring that gives illithids an AC of 1 (nonillithid wearers gain no benefit).

## 8. Genesis Subchambers

These chambers are set up almost exactly like area 7, and contain similar equipment. On the other hand, each of these chambers are also extended to follow the curve of an associated genesis chamber (areas 9 and 10), offering crystal views on the environments within (see areas 9 and 10, respectively).

Beneath the window looking into the genesis chambers (each observation room is the same) is a simple panel with various glows and associate illithid touch-script. No moving components are visible; however, running a tentacle or hand over some of the lights causes them to turn on, off, brighten, or dim. Most of these nontactile switches control specific alignments of the environment within the respective genesis chamber. One strip of light in particular, to the right of all the other controls, indicates how much energy (taken from the Engine Consummate, as a matter of fact) is currently being used to sustain the associated environment. If a character reduces this amount (by touching the top of the light strip and manipulating the strip to a shorter length) the environment visible through the window fades and loses clarity. If the light strip is shortened until it is





extinguished, the artificial environment visible beyond the window winks out altogether, and cannot be reinstated from the control panel.

If an environment is extinguished, an audio alarm resound throughout the Creative section, and brings 1d2+1 illithids to investigate in 2d4 rounds. These illithids possess stats exactly similar to those in **area 3**, but these responding illithids immediately attack the "escaped thralls."

## 9. Genesis Chamber

The genesis chambers currently hold strange environments, artificially created and maintained by devices in both the chambers keyed as **area 8**. Raebul (described in **area 7**) is fascinated with the unique qualities of the Ethereal Plane, and has initiated experiments in generating "new spaces" of specific, artificial design. In fact the environments qualify as temporary demiplanes! Normally, demiplanes form after massive density fluctuations of Ethereal mists (or through application of very high level enchantments). Raebul has hit on a method of manipulating "ethereal descriptors" through psionic machinery, while at the same time applying significant power (though quite minuscule compared to what is being brought to bear on the ether gap) to create designed environments.

If the characters look into or enter this spherical bounded chamber, read or paraphrase the following text:

Twilight crouches over a vast plain of sand as violet sheets of radiance burn, dropping motes of faded fire like rain in spring. The air is humid, but comfortable. Distant mountains throw up simple silhouettes on the horizon, but closer to hand, the sand shifts and tosses; something, or possibly several somethings, move immediately below the surface.

Though it seems like the environment here goes on for many miles, in fact it only stretches to the limit of chamber shown on the map. However, to those on the interior, it may very seem like the world stretches on forever. Raebul has been working on this environment for some time, attempting to create an illithid paradise. This environment is still a work in progress though, because sand is right out, and the "ready food supply" envisioned by Raebul has proven itself more likely to make a meal of any illithids that chance into the chamber. Raebul is considering discontinuing this world soon if he can't get the ether descriptors set properly.

Characters that enter the chamber discover the nature of the creatures that move just below the sand: hordes of sanddwellers. Sanddwellers are very strongly related to muckdwellers (from the *MONSTROUS MANUAL* tome), and in fact possess similar appearance (1-foot-tall "swimming" gila monsters). Indeed, sanddwellers possess identical stats, save for the fact that sanddwellers live in sand, and use this shifting medium for cover and transport just like muckdwellers use

water. In any case, this environment is crawling with these creatures, and a pack of 1d10+10 sanddwellers arrive every 10 rounds characters remain in the chamber, drawn to the sound of the heroes' movement across the roof of their world.

**Sanddwellers (1d10+10):** AC 6; MV 3, Sw (sand) 12; HD 1; hp 2 each; THAC0 20; #AT 1; Dmg 1d2 (bite); SA spit sand; SZ T (1' long); ML Average (10); Int Low (5-7); AL LE; XP 35. Note: SA—Packs of sanddwellers can simultaneously squirt sand up to 10 yards into a victim's eyes from ambush just below the sand (a successful saving throw vs. wands indicates the prey has eluded the blinding attack this round). Sand in the eyes blinds a victim; a blinded victim cannot act during the initial round of blindness, makes all attacks at a -4 penalty, loses all Dex bonuses to AC, and all attacks against the victim are at a +2 bonus. Furthermore, the victim must take a full round to clear sand from its eyes without taking any other action, or just deal with the penalties. Finally, if the fight takes place where foes stand in the sand, they lose all Dex bonuses and fight with a -2 penalty to attack rolls.

## 10. Genesis Chamber

See **area 13** for background on Raebul's experiments (Raebul is discussed under **area 7**) in creating artificial environments. If the characters look into or enter this spherical bounded chamber, read or paraphrase the following text:

A cavernscape lies before you, dark but for the bit of illumination that spills in from your vantage point. Though only a small, rock-strewn area is visible, the feeling of a vast, ongoing network of tunnels is hard to dismiss. In the immediate vicinity, several tall stalagmites and stalactites provide sharp relief to what would otherwise be rolling, water-carved surfaces—in fact, water continues to drip down even now in languid plops from some stygian height, only to collect in small rivulets and drain away into darkness.

This artificial environment is a truly an underdark delight, and to those on the inside, seems to extend in all directions forever. Though not exceptionally cutting edge or worthy of mention, this chamber does provide many of the illithids on the Overmind with a "touch of home." Usually, several dozen small parties of illithids can be encountered within the cavernscape, but during the githyanki offensive, there are only two creatures currently in the chamber.

Two of the nearby stalagmites are urophions (a flayerkin cross between an illithid and a roper). The urophions here are mightily curious of the heroes if they investigate this chamber, but initially make no moves to call attention to themselves. After only 1d4 rounds of observing the characters, the urophions recognize the threat the characters pose (aliens running loose and unnoticed in the heart of the Overmind), and attack from ambush, as is their wont.



**Urophions (2):** AC 0; MV 3; HD 12; hp 72, 65; THAC0 9; #AT 6; Dmg 1d4+2 (see Notes below); SA opponents suffer a -2 penalty to surprise if attacked by an urophion, psionic powers; SD organic infravision, immunities; SW -10% penalty to all hear noise checks, -4 penalty to saves vs. fire; MR 45%; SZ L (9' tall); ML Fearless (20); Int Genius (17-18); AL LE; XP 9,000.

Notes: SA—Urophion tendrils can reach up to 50 feet.

Against a victim stunned by the psionic attack, the urophion inserts its tentacle-like tendrils into the victim's skull and draws out its brain, killing the victim in one round. The urophion can also use its tendrils to melee at a distance, while its body remains safe up to 50 feet away, perhaps shrouded in darkness. Each successful tendril attack inflicts 1d4+2 hp of damage and holds the target (removable with a successful bend bars/lift gates roll by the victim). When at least one tendril holds the victim, each succeeding tendril attack by the urophion accrues a cumulative +1 bonus to hit (to a maximum of +5 to hit for the last attack). Once four tendrils have attached to the victim, the urophion has sufficiently immobilized the struggling target to draw its brain out in the next round. A drawn-out brain is immediately drawn back by one of the tendrils to the urophion's mouth, where it is eaten, while the remaining tendrils continue to melee with the victim's companions, if any. A tendril is AC 0 and requires 6 hp of damage from a single hit of an edged weapon to be severed.

SD—This creature is immune to lightning and suffers only ½ damage from cold-based attacks.

**Psionics Summary:** #AT 1; MTHAC0 10; MAC 5; Lv 10; PSPs 1d100+250; **Psionic Attacks** ego whip (EW), id insinuation (II), mind blast (MB); **Psionic Defenses** All; **Psionic Disciplines** astral projection, awe, body equilibrium, control body, domination, ESP, levitation, post-hypnotic suggestion, probability travel, taste link\*, and teleport.

\*Indicates a psionic power detailed in *The Illithiad*.

## 11. Technical Storage & Repair

The doors accessing the eight chambers keyed to this entry are all locked (the technicians in 13 and 14 all have small keys). A successful open locks roll provides entry.

The respective chambers are stuffed with racks, benches, scaffolding, and hanging storage. Keeping the Engine Consummate up and running is a big task, and having a large inventory of spare parts is a must. Of course, many of the spare parts for something as powerful as the Engine Consummate are psionic implements in and of themselves, and so these chambers are kept under lock and key to prevent theft by other Creeds for their own purposes.

The bulk of the items in these chambers are mundane, and include metal patches of all sizes, struts, braces, screws, nails, hammers, tongs, chisels, saws, anvils, tarps, oils of all grades, sandpaper, and hundreds of other related items. But, among all the mundane, there are gems to be discovered for the curious minded.

The following table lists a series of unique items. For every turn of searching, there is a 50% chance that one of the listed items turns up. Once an item is found, roll randomly on the table, then cross it off the table. Each chamber has a maximum of two unique items; if characters continue to search a specific chamber that has already yielded up two items, it is simply wasted effort.

### d8 Unique Items

- 1 Psionically enhanced gauntlets that are heavy and clumsy (-4 penalty to hit rolls, spells 50% likely to fail if gauntlets worn while cast); however, gauntlets render wearer immune to all electricity for 1 turn once every 24 hours.
- 2 Psionically enhanced gauntlets with same restrictions and durations as previous; however, these gauntlets render wearer immune to all fire
- 3 Psionically enhanced gauntlets with same restrictions and durations as previous; however these gauntlets render the wearer immune to all cold
- 4 Psionically enhanced gauntlets with same restrictions and durations as previous; however these gauntlets render the wearer immune to all acid
- 5 Psionically enhanced lenses that mimic the effects of the *ring of x-ray vision* in all ways
- 6 Psionically enhanced lenses that mimic the effects of *eyes of minute seeing* in all ways
- 7 Psionically enhanced lenses that mimic the effects of *eyes of the eagle* in all ways
- 8 Psionically enhanced lenses that render the viewer immune to blindness (whether through a sudden flash of light, *cause blindness* spell, or other methods). A wearer can see normally in non-magical darkness even if the wearer doesn't have that ability normally.

## 12. The Stars Go Out

The door to this chamber is unlocked, but shows in relief a sun in total eclipse. If the characters enter or look in, read or paraphrase the following text:

The chamber is vast and darkened, rising to some unspecified height above. A dim purple glow outlines the edges of a circular basin in the center of the floor, at least 40 feet in diameter. Hovering in space above the basin, and indeed throughout the entire upper air of this chamber is a starscape. Thousands of points twinkle behind a foreground of about one hundred larger orbs. The larger spheres are fist-sized, and range between glaring white and pale brown in luminosity. Actually, only a few of the orbs glow brightly; for the most part, the orbs are pale, wan things, and a few are no more than burnt-out cinders.





This chamber is more than an observatory: It is a real-time model of the hundred targeted stars being sucked dry to feed the ravenous hunger of the Engine Consummate. The stars exist around various worlds of the multiverse, in separate crystal spheres (solar systems), so the arrangement shown in this observatory is not necessarily a correct spatial arrangement.

Scrutiny of particular orbs is enough to confirm the heroes' suspicions that the magnified are indeed guttering stars. It's even possible to see small, pebble-sized planets around some, and someone with *eyes of minute seeing* (or the lenses found in **area 11** above) can even find his or her homeworld with 1d10+10 rounds of searching! From this vantage, details of topography and large cities can be viewed. This may be somewhat discouraging, as most familiar sights are covered in a layer of snow, while smoke spirals up from most large cities. The DM should also include some campaign-specific sights in this view, if applicable. Note that this minute viewing does not allow interaction with what is viewed in any way, nor is it possible to increase the resolution of the view to see more details.

Illithid technicians labor in the flanking chambers (**area 13**), but are too busy to worry about the sound of characters in this chamber, unless the heroes make some exceptionally loud noise. Of course, if enough of a disturbance is created in this chamber, it isn't more than a couple of rounds before at least one illithid pokes its head in from a flanking chamber, at which point the gig is probably up, and combat ensues. See **area 13 and 14** for specific details on the illithids.

### 13. Mechanisms of Maintenance

Read or paraphrase the following boxed text if characters enter or look into the two chambers keyed to this entry:

Hulking shapes are limned in soft glows in the dimness of this large space. The shapes are like great metal structures, with no apparent means for entry or exit, but with windows of flat light and blinking surfaces. Hums of varying pitch emanate from the square forms, though whistles, clicks, and even a few squeaks are sometimes audible. The spaces between the odd geometric devices are like narrow streets. Indistinct shapes move down these byways, stopping now and then to gaze into one of the lighted "windows" before moving on again.

The two chambers keyed to this entry are filled with networked psionic devices of large size (the "buildings") that regulate, initiate, monitor, and otherwise support the massive ebony orb of the nearby Engine Consummate. The complexity represented in this chamber is staggering, and only the most psionically adept has even a chance at understanding the barest intricacies of the specific duties of each of these hulking metal contraptions. On the other hand, the heroes are probably sophisticated enough to realize that these devices play some

sort of integral role in maintaining the Engine Consummate.

The illithid technicians in each of these chambers (there are 5 illithid technicians in each of the chambers keyed to this entry) at first ignore any casual observation of the heroes, assuming them merely to be curious thralls. If the characters enter into one of these chambers, an illithid queries the heroes as to their business. Unless a good answer can be given, the technician raises an alarm, bringing all the other technicians in the same chamber in 3 rounds. These chambers provide a good place for illithids to remain out of sight or in hiding, and may thus attack the heroes indirectly if possible, attempting to hide behind corners, or ambushing characters who explore the byways between the devices.

A combat that lasts for more than 10 rounds brings the illithid technicians from the other maintenance chamber (unless the characters have already neutralized them), and a combat that lasts 20 rounds brings the Head Technician in **area 14** to investigate!

Characters are right to assume that physically destroying a majority of the devices in this chamber will cause the Engine Consummate to fail. Unfortunately, destroying even one of the hulking devices takes at least an hour with magical weapons and spells, and destroying all of them is an investment in time that eventually sounds an alarm throughout the entire Overmind. If a general alarm mentally resounds throughout the Overmind, wave after wave of illithid defenders respond (a group of 1d6+3 illithids every 10 rounds) to put a stop to the destruction, not to mention getting the attention of the Head Technician in **area 14**. If the characters possess some particularly potent item or power that allows them to destroy the support machinery, see Conclusions.

Though the map indicates that one curving wall of each of these chambers borders on the Engine Consummate, a bulkhead of metal actually separates this space from the physical substance of the engine itself. Characters who decide to use the Annulus on the Engine Consummate here are stopped by a mental directive from the Annulus itself, cautioning the character that another area close by will be a better place to focus the fury of the prime power. That area is **area 14**, and a mental tug by the Annulus points the character wielding the artifact in that direction.

**Abbreviated Combat Summary (illithid):** The illithid technicians have 50 hp each.

See the stats under the "Common Illithid Attributes" section on page 2 for the detailed illithid combat summary.

### 14. Control Nexus of the Engine Consummate

The double doors leading to this chamber are unlocked, but show the relief carving of a gargantuan illithid with six tentacles extinguishing suns by grasping and smothering them with its tentacles alone. If the doors are opened and the characters enter or gaze into this chamber, read or paraphrase the following boxed text:



The hum that fills this chamber is the quintessential boom, grading into depths of sound below which the ear cannot define, but from which an ominous vibration is born that pierces your body like light through glass. The sound fills this chamber that is otherwise almost bare of features, and draws attention to the expanse of ebony that serves as the far wall. The wall's subtle convex bulge suggests that it is but the barest part of a massive sphere that extends beyond the limits of this chamber. At the base of the "wall" a single figure stands, gazing at some small panel affixed to the onyx surface, lost in the majesty of the hum.

This is the control nexus of the Engine Consummate. The massive black sphere of psionically charged mineral is the lodestone, the coil, and the *prima matera* that simultaneously draws off the energy of a hundred stars, rechannels it, and directs it against the ether gap. While the subsidiary machinery in the chambers keyed to **area 13** are also vital, without this artificial relic of illithid genius, the Sunleech and the subsequent redirec-

tion of these unimaginable energies would not be possible.

The figure standing in solemn meditation has the form of an ulitharid; it is a foot taller than other illithids, it wears far grander attire, and it has six tentacles, where its cousins have only four. This is the Head Technician, though it's only recently taken up this position, when the previous Head Technician fell to a mysterious ailment. Though even the elder brain on the Overmind believes the Head Technician's name is simply Kusk, in fact, its secret name is Lugribossk, a proxy of the mind flayer god Ilsensine!

Unless the characters have already drawn the attention of the proxy in a previous encounter, Lugribossk is always found here, pondering the mysterious of the Engine Consummate and the ether gap. Lugribossk seeks to serve Ilsensine in all ways, and so when news of the Overmind project came to it, it dropped all other matters in order to directly bring about the change that would be sure to glorify Ilsensine above all else.

If the characters attempt to parlay with the faux-ulitharid, they find it remote, imperious, and commanding (i.e., "Begone from here, where matters far beyond your mortal intellect transpire."). Lugribossk doesn't initiate any conflict with the characters, unless they bring out the Annulus (see Arcana on page 55) or attempt to







key in the deactivation sequence into the panel (see below). If either of these events occur, it sends a mental hail for help to the illithids in **area 13**, if any yet remain alive. These illithids arrive in 3 rounds, and immediately attempt to break the concentration of whoever is holding the Annulus or is keying in the deactivation code. If concentration is broken for either action, that action must start again.

Once Lugribossk has called for nearby aid, it physically attacks the characters at its current size. Even one good blow or magical blast causes Lugribossk to collapse, seemingly out of the conflict. Of course, this is just a ploy to give the proxy time to take its true, terrible form (see the "Lugribossk" sidebar). If the characters are not specifically monitoring the fallen ulitharid, allow one of the characters a Wisdom check halfway (5 rounds) into its transformation to notice that the low moans and sounds coming from the fallen creature are not necessarily heralding a protracted end. In fact, the moans are becoming deeper, and the creature seems to be growing. Half of any damage taken by Lugribossk in its ulitharid form is applied to its changeling form. Note that characters may have time to do the deed they came to do before Lugribossk completes its change. A party that has already been beaten down by continual illithid encounters may be best served by simply running back to the promise of transport in Strom's quarters. Of course, the monstrously sized Lugribossk follows, smashing its way through walls as necessary (slowing its movement to 12), and generally providing a terrifying spur to leave.

The panel affixed to the side of the Engine is its single adornment. The panel holds a row of four glows. Each glow is a psionic switch, and when touched, momentarily dims, then springs back to full brightness a second later. It was with this panel that the completed Engine was finally activated with an arcane sequence of numbers manually entered by tentacle tip. This is also where the characters can enter the secret deactivation code possibly given them by Raebul in **area 7**. Keying in the sequence requires translating the scroll containing the sequence (*comprehend languages* or similar magic), then keying the long sequence in without breaking stride, a process requiring 10 rounds. If the hero keying in the sequence takes damage in an attack or is otherwise distracted, the hero must start over from the beginning.

Depending on the method used by the characters to deactivate or destroy the Engine Consummate, different events unfold. Of course, it's even possible that the characters fail altogether! For these and other possibilities and their consequences, refer to Conclusions below.

## Lugribossk

Lugribossk is a proxy of Ilsensine, and is usually involved in illithid activities of a particularly bold nature—the Dawn of the Overmind qualifies if anything does! Ilsensine's influence stands to be multiplied by many orders of magnitude in godly realms if the illithid plan to reverse the polarity of the ether gap succeeds.

Lugribossk has two forms. Normally, it appears as an ulitharid with the following stats:

**Lugribossk, ulitharid form:** AC 3; MV 12, Sw 14; HD 11+8; hp 160; THAC0 9; #AT 6; Dmg 1d4 x6 (tentacles); SA cephalophagy (see "Common Illithid Characteristics" on page 2), psionic powers (See Psionics Summary under Lugribossk's changeling form below); SD organic infravision; SW -10% penalty to all hear noise checks; MR 90%; SZ L (7' 6" tall); ML Champion (15); Int Genius (17); AL LE; XP 11,000.

When enraged or entering conflict, Lugribossk calls upon the power of its lord, gaining a more monstrous visage. Unfortunately for Lugribossk (but fortunately for the characters), the proxy is unable to gain its full powers while upon the Ethereal Plane. The change requires a full 10 rounds to complete. While the transformation rages, it cannot take any direct action (though its AC remains 0). This is probably the best chance the characters have to slay it. When its full changeling form comes upon it, Lugribossk's height is greater than 20 feet, its tentacles grow at least as long, and the nails on its four-fingered hands grow into menacing black claws. Its eyes glow like beacons, and its mauve skin leaves a trail of purple radiance in the air marking its passage.

The changeling's tentacles continue to secrete flesh-dissolving enzyme, however, the extreme size of the tentacles render them more akin to acid-soaked battering rams.

**Lugribossk, changeling form:** AC 0; MV 24; HD 20+20; hp 160; THAC0 -1; #AT 8; Dmg 1d10+6 (x6)/1d12 (x2) (6 tentacles/2 claws); SA psionics (See Psionics Summary below); SD organic infravision; SW -10% penalty to all hear noise checks; MR 90%; SZ G (30' tall); ML Champion (15); Int Genius (17); AL LE; XP 16,000.

**Psionics Summary:** #AT 1, MTHAC0 5; MAC 5; Lv 20; PSPs 550; Psionic Attacks ego whip (EW), id insinuation (II), mind blast (MB); Psionic Defenses intellect fortress (IF), mental barrier (MB), mind blank (MBk), thought shield (TS), tower of iron will (TW); Psionic Disciplines Lugribossk possesses all the powers given in the psionics summary under "Common Illithid Characteristics," plus the following powers introduced in *The Illithiad*: collapse time, crisis of breath, fatal attraction, shards.

DMs not using psionics rules should substitute the powers listed under "Psionic or Arcane Illithids?" on page 2, plus the following spell-like powers, each available to Lugribossk once per day, one power per round: *death spell*, *disintegration*, *true seeing*.

# Denouement

The heroes have tried their best to put down the illithid dark agenda. Have they succeeded, gracing a hundred suns with a reprieve, but more, saving the multiverse from eternal illithid domination? Or is this the end, as all hopes fail and happy memory dies an ignominious death?

This section provides alternate directions for the finale of this adventure, and in fact, the denouement of the entire trilogy of adventures.

## An Alternate Route to Success

If the PCs are unsuccessful in halting the illithids' dark agenda, doom seems certain. As suggested earlier in the text, the illithids predict that they'll reverse the ether gap with one more month of saturating it with stolen stellar fire. It's conceivable that despite failure, the characters yet survive, and they can regroup and attempt to destroy the Engine Consummate again at a later date.

Even without the Annulus, the secret deactivation code remains a viable alternative. On the other hand, the characters may feel that outright destruction of the machinery of maintenance in **area 13** is the best means to their end, though they lack the means on their own. Either way, the githyanki army assembled just beyond the ring could provide the allies the characters need to accomplish these ends. Contacting the elements of the githyanki army without alerting the illithids as to the characters' penetration into their base could prove tricky, but resourceful characters may be able to manage such a feat through magic or subterfuge (i.e., *teleportation* or "joining" the illithid thrall army only to "desert" to the githyanki side when battle is joined).

If the player characters successfully contact the githyanki and convince them of the real peril, a strike team is assigned to the characters. This githyanki strike team works with the characters, despite possible alignment differences. With githyanki aid, the heroes have a much greater chance of winning through.

**Githyanki knight, 7th-level fighter:** AC -3; MV 12; hp 70; THAC0 13; #AT 3/2; Dmg 1d10+1 (+1 *two-handed sword*); SA psionics, *detect good*, *cause disease*, *protection from good*, *cause wounds*; SD Immune to disease, +2 bonus to all saves; SZ M (6' tall); ML Elite (14); Int Genius (17); AL CE; XP 975.

**Psionics Summary:** #AT 1, MTHAC0 12; MAC 7; Lv 7; PSPs 1d100+150; **Psionic Attacks** ego whip (EW), id insinuation (II); **Psionic Defenses** intellect fortress (IF), mental barrier (MB), mind blank (MBk), thought shield (TS), tower of iron will (TW); **Psionic Disciplines** levitation, body equilibrium, probability travel, teleport, domination, awe, ESP

**Githyanki warlock, 5th-level mage:** AC 8; MV 12; hp 40; THAC0 19; #AT 1; Dmg 1d6 (staff); SA psionics, cast spells as 5th level mage; SZ M (6' tall); ML Elite (14); Int Genius (17); AL CE; XP 650.

**Psionics Summary:** #AT 1, MTHAC0 14; MAC 9; Lv 5; PSPs

1d100+150; **Psionic Attacks** ego whip (EW), id insinuation (II); **Psionic Defenses** intellect fortress (IF), mental barrier (MB), mind blank (MBk), thought shield (TS), tower of iron will (TW); **Psionic Disciplines** body equilibrium, probability travel, teleport, ESP


**Githyanki warrior, 3rd-level fighter (4):** AC 0; MV 12; hp 30 each; THAC0 18; #AT 1; Dmg 1d10 (two-handed sword); SA psionics; SZ M (6' tall); ML Average (9); Int Exceptional (15); AL CE; XP 270.


**Psionics Summary:** #AT 1, MTHAC0 14; MAC 9; Lv 3; PSPs 1d100+150; **Psionic Attacks** ego whip (EW), id insinuation (II); **Psionic Defenses** intellect fortress (IF), mental barrier (MB), mind blank (MBk), thought shield (TS), tower of iron will (TW); **Psionic Disciplines** probability travel, ESP


DMs running a non-psionic campaign can substitute the powers listed on page 2 for arcane illithids, deleting mind blast, but adding *spook*, *suggestion*, *charm person*, and *dispel magic* for the githyanki. These powers can be used one at a time up to 3 times per day each.


## Worst-Case Scenario

If every hope comes to naught, and the characters simply cannot stop the illithids, things seem grim. The worst-case scenario is possibly too intrusive for most DMs' campaign worlds, so the DM may have to throw in some ameliorating factors to somehow see to it that the illithid plan doesn't proceed:

 Strom mentioned that he had other agents working on different paths to put a stop to the illithids. If the players are willing, have them roll up temporary characters who are another group of Strom's agents. Perhaps this new group can succeed where the original characters failed?

 Though the characters personally failed, their disruption on the Overmind ring itself provided just enough distraction for the githyanki army to break through! A githyanki-ridden dragon of excessive size quickly melts the globe of the Engine Consummate away from the ring. The black sphere quickly falls into the ether gap, followed by the destabilized Overmind. The universe is saved, and light returns to those stars that were being drained.

 The illithids were wrong: No matter how much energy they throw into the ether gap, it isn't ever going to open up! All the resources are wasted. The illithids give up their project in disgust, and the luminosity of a hundred suns is restored.

 The illithids were right: The polarity on the ether gap reverses, and suddenly the multiverse is CHANGED. Changed except for the Overmind ring, which due to its proximity to the reversal, is unaffected. But the unaffected Overmind still encircles an ether gap. This ether gap holds a *what-if* universe where the illithid empire





fell long ages ago. Perhaps the heroes can undo the damage done if they act quickly?

In a multiverse where illithids never lost their ancient empire so long ago, things are strange. World after world after world is utterly enslaved by illithids. Whole planes are under illithid sway, as they always have been, even some few of the outer planes! Many races that existed in the prior multiverse have been entirely exterminated long ago, including dwarves, gnomes, and halflings. Rumor speaks of rebels that work against the thrall of the illithid Masters, but most thrall races toil in mindless subservience under twilight skies. A campaign set in such a universe would be decidedly dark, with elements of futility and rage thrown in for good measure. Characters in this multiverse might take on the role of rebels, possibly attempting to topple the decadent illithid hold on reality, as it was done in the prior multiverse.

Hopefully, this grim scenario never comes to pass, and instead, the characters' actions prevent this terrible outcome.

## Conclusions

Depending on the route used by the characters, different concluding events transpire.

## Using the Annulus

If the adventurers disable the Engine Consummate by using the Annulus, they've discharged their quest as their long-hidden mentor, Strom, envisioned. Unfortunately, using the Annulus on the Overmind means that the Engine Consummate has disintegrated, disturbing the Overmind's placement around the ether gap. Worse, the accumulated energy stolen from a hundred stars begins to feed into the ring itself, building towards a blast of amazing proportions!

Unless the characters have their own alternative means of vacating the Overmind, their only option is to use the new portal held open by Strom back in his quarters. This requires that the PCs race back to that locale (area 1), possibly while being pursued by Lugribosk! If the characters race back to Strom's quarters at top speed, only 1d4 rounds of additional time remains before the feedback blossoms into a devastating blast; the characters had best waste no time in hopping through the glowing portal (much like the one they used to arrive on the Overmind in the first place). The far end of the portal takes the characters back to their homeworld. If Lugribosk continues to follow the party, one or more characters may have to remain behind, dealing with this creature, selflessly allowing the others to escape with their lives.

When the blast comes, it is so violent that all within a five-mile radius are annihilated. Luckily, the githyanki note the

buildup of energies and withdraw to a safe distance. The blast is so large that the ether gap itself is cauterized, snuffed out for all time. The illithids will never again be able to embark on such a diabolical plan.

Back on the heroes' homeworld, the sun returns to full brilliance, and the late winter recedes like a memory. The illithid-held cities are easily taken back, as the return of the sunlight is more than the twilight-loving creatures can stand. The characters are free to rest, or move onto new adventures. The PCs deserve a story bonus award of 150,000 XP to be divided among the party.

## Using the Deactivation Code

If the adventurers disable the Engine Consummate by using the deactivation code supplied by Raebul, the threat to the multiverse is ended, though not in the grand manner initially planned by Strom. When the deactivation code is entered, the vast noise filling the control nexus (area 14) falls mute. Strange noises as of metal on metal resound through the chamber for 1 round. At the beginning of the next round, massive clamps holding the sphere of the Engine Consummate disengage, dropping the sphere like a rock. The black sphere, bursting with stolen stellar fire, drops silently into the maw of the ether gap below and is never seen again!

The Overmind ring is rocked, but retains its stability, for now. As described in the previous entry, the characters may have to use the portal prepared for them by Strom back in his quarters, but there is not necessarily a race against time to beat the destruction of the Overmind. On the other hand, Lugribosk could well remain a threat, and fleeing it could provide some final bits of tension as the party attempts to return to their homeworld.

With the main component of the Engine Consummate destroyed, the light being leached from stars across the multiverse returns at once and the snows are melted. The illithid-held cities are easily taken back, as the return of the sunlight is more than the twilight-loving creatures can stand. Because the ether gap yet remains, there is a small possibility of the illithids attempting again the task they just failed; however, such an effort would require hundreds of years of refining another sphere as potent as that which was the Engine Consummate. The characters deserve a story bonus award of 100,000 XP to be divided amongst the party.



## Destroying the Support Mechanisms

If the characters manage to destroy the support mechanisms through some esoteric ability or item of their own, the Engine Consummate is rendered useless. Without the delicate machinery used to tune, channel, filter, and otherwise regulate its massive energies, the sphere is just so much mineral, albeit nigh-unbreakable. In any event, light blooms again in all the guttering suns, and the illithid plan is put off, hopefully indefinitely.

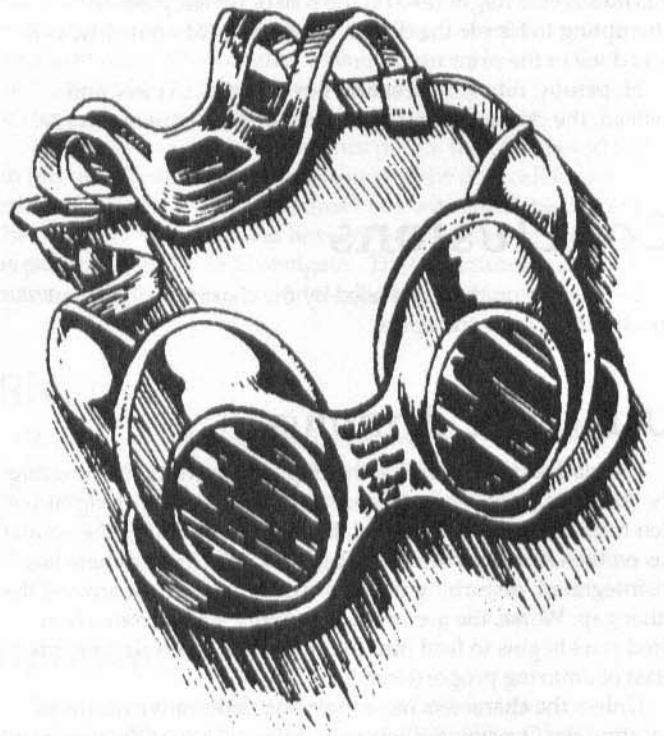
In this scenario, however, the illithids retain the black sphere of the Engine Consummate. As long as they hold it, there is always some chance that the mind flayers could rebuild the destroyed machinery, and attempt their plan all over again. Thankfully, several years of rebuilding would be required. The characters deserve a story bonus award of 50,000 XP to be divided up amongst the party.

## Consequences

No matter how much or how little contact the characters have with the githyanki, these masters of the Silver Void learn of the PCs' pivotal role in bringing down the illithid dark agenda. Unless the characters do something to invoke githyanki ire, from this time forward, the characters are counted as "githfriends." The characters are accorded special honors and privileges if ever the paths of the characters and githyanki cross in the future. Player characters who travel the Astral Plane can obtain githyanki guides, and are put up in githyanki communities. So long as the characters do not presume too much on this status, they can count the githyanki as friends indefinitely.

Not so for mind flayers. Unless all the heroes possess extraordinary means of blurring their identities and proofing themselves against all types of scrying, the masters of eternal night learn of the characters' pivotal role in bringing down their dark agenda. From this time forward, the characters can count on an implacable enmity with illithids.

Every time the characters enter into an underdark setting, they stand a 10% chance to run into a pod of 3d6 illithids who, sensitive to the psychic plane, have tracked the characters to their current location. Mentally calling out to the characters such things as, "Now you'll pay for your meddling!" the illithids attack from ambush. Worse, every year there is a 10% chance that a random illithid community sends forth a "vengeance pod" to track and assassinate the characters even if they remain on the surface. These illithids are accourted in all the latest illithid protections against sunlight and detection by thrall races, and could prove to be quite dangerous. Such danger is really a small price to pay when weighed against the salvation of the multiverse.





# Arcana & Bestiary

## Arcana

A listing of new artifacts, items, and spells germane to the Dawn of the Overmind.

## Annulus

The Annulus appears as a 1-foot-diameter ring of silvery metal of some unknown alloy. Slots, antennae, spheres, and other arcane projections decorate the exterior of the hoop; however, there is sufficient space to grasp the annulus around two smoothed lengths of the ring.

**History.** The Annulus is the ultimate psionic nullifier. Developed over a thousand years of steady effort by an Elder Concord of ancient Penumbra, the Annulus served as the ultimate tool to keep peace among the various illithid Creeds. At the height of the illithid empire, there were literally thousands of Creeds, all of them with their own vision of how the empire would best be served. In this chaos of differing viewpoints, however, one Creed in particular was viewed as a dangerous liability. That Creed was called The Friends of Man.

The Friends of Man was an offshoot of a Creed that today is known as the Nourishers. Deemed a danger too great to ignore, an illithid Elder Concord convened, and with its blessing, the Annulus was brought to bear on the Friends of Man, wiping them from existence!

In the aftermath of the Friends of Man's destruction, the Elder Concord felt that such power was a thing not to be used lightly, and so it was stored for all eternity, practically within reach of an Elder Brain. After centuries, it was almost forgotten, and when the thrall uprising commenced, the Elder Brain guarding the site of the Annulus' internment was taken unawares. If it had been able to bring the Annulus to bear, perhaps the revolt might have gone differently.

**Campaign Use.** An item as powerful as the Annulus is not something that an average party of adventurers discovers often. If used on a frequent basis, the artifact could wreak terrible havoc on psionic beings everywhere; however, in current circumstances, the Annulus is probably best used in nullifying the Overmind project, lest the illithid empire long past come again, as if it had always been.

**Powers.** The Annulus has several powers that can be utilized in various ways, but all of which require a wielder to tightly grasp the ring with at least one hand. When the Annulus is first grasped, knowledge of the Annulus' powers and limitations immediately flood the wielder's mind.

**Constant powers.** While the wielder grasps the Annulus, space-time within a 100-foot-radius about the wielder (the wielder's space is unaffected) is subtly altered such that all psionic activity within the area requires three times the normal initial cost and maintenance. Secondly, while the Annulus remains in hand, the wielder is absolutely immune to direct psionic attacks or effects of any type. This effect also extends to arcane powers used in place of psionic abilities.

**Minor invoked powers.** While grasping the Annulus, the wielder can trigger an affect not unlike the metapsionic ultra-

blast once per day. When triggered with a mental command, waves of psionic force wash forth to a distance of 50 feet in all directions. All psionic creatures within this area must save vs. paralyzation; those that fail their save have their psionic power burned out of them (this usually causes the affected creature to pass out). Those that make their save still temporarily lose 5d20 PSPs (lost points return normally).

The other minor invoked power of the Annulus is called anchor. While grasping the Annulus, the wielder can trigger the anchor affect 3 times per day. When triggered with a mental command, waves of psionic force radiate in a 50-foot radius. All psionic creatures within the area of affect must make a save vs. paralyzation; those that fail their save are unable to access any psychoportive power for 48 hours (this also includes *plane shift* and *astral spell* if these arcane powers are possessed instead of psionic abilities). Those that make their save are still temporarily unable to access these powers, but only for 2d10 rounds.

**Prime invoked power.** The prime power of the Annulus is psionic nullification. While grasping the Annulus, the wielder can trigger the psionic nullification effect once per year. The wielder must specify a target or group of targets within 500 feet. The target can be as specific as a particular psionic individual or psionic item or as general as a particular grouping of psionic beings that share the same philosophy (such as an illithid Creed) that are clustered within a 100-foot radius of a center point. Once the target is identified, the nullification begins. After 10 full rounds of concentration, accompanied by blasts of light, heat, and sound from the Annulus, nonpsionic creatures and items are unaffected; however, the targeted psionic entity (or entities) or psionic device, regardless of any protection it may possess, is nullified with a terrific explosion. In effect, nothing is left but floating dust!

A single being, item, or small group of beings or items are easily nullified. A more powerful entity (such as a demigod) or item (the Engine Consummate) will tax the Annulus to its limits. If the Annulus is used to nullify such a target, the Annulus succeeds, but it is then also completely destroyed, and cannot be retrieved by any means (including *chronomancy* or *wishing*).

**Suggested Means of Destruction.** Using the Annulus on a demigod or a singular item of stellar power (as described above) destroys the artifact completely.

## Bonethriven of Mastery

XP Value: 3,000

GP Value: 10,000

A bonethriven is an illithid "musical" instrument (introduced in *The Illithiad*). It is a massive assembly of tubes carved of discarded thrall bones surrounding a resonating chamber. Normally, those proficient with the instrument can produce a wide range of sounds by blowing through the mouthpiece while opening and closing the 12 different stops with fingers (and tentacles). A master thrivenist (a player of the bonethriven) can elicit sounds of such horrible intensity that humans and demihumans must check morale (or save vs. paralyzation) each round they hear the instrument played. Victims failing a single check suffer a -1 to all die rolls while the "music" continues. Those not proficient with this instrument



are unable to inflict the die roll penalty to foes, nor can they trigger the psionic effects described below.

The bonethriven of mastery is imbued with psionic energy, and thus has endured the centuries with little degradation of its sound. Once per 24 hours, the bonethriven allows a proficient user to issue a psionic effect similar to a suggestion to all within a 60' radius (a successful proficiency check is required to trigger this effect). A successful saving throw vs. spell negates this effect (but only for that individual). The person using the bonethriven may direct the command at a single being (giving a penalty of -3 to the saving throw) or at all the beings within the radius (each gets a normal saving throw). The suggestion effect is mentally induced, so only the sound of the bonethriven is heard to those not affected.

The proficient thrivenist can also elect to play a song of resistance once per day (a successful proficiency check is required to trigger this effect). While the song of resistance lasts, all those within 10 feet of the thrivenst (and the musician herself) gain a +4 bonus to their saving throws to resist psionic effects. If a psionic effect does not normally allow the victim a saving throw, grant one (vs. spell with a +4 bonus) while the thrivenist continues to play. If there is any break in the music (if the thrivenist is distracted, falls, attempts to move faster than a walk, or is hit in combat), the protective aura fades and cannot be reproduced for 24 hours.

## Laethen

**XP Value:** 500

**GP Value:** 3,000

This potent concentration of herbs is not magical; however, it has a very potent affect in the right situation. The secret of laethen's preparation is known only to one individual, Strom Wakeman (a.k.a., the Adversary), and he doesn't plan on revealing the recipe any time soon. In any event, if a humanoid eats a pinch of laethen, the eater has a 40% chance to mentally survive in the unlikely event he is captured and chosen as a form-donor for the illithid life cycle (the illithid life cycle and ceremorphosis is fully described in *The Illithiad*). One pinch is effective for up to 1 week after ingestion, after which its mentally protective qualities fade.

Those whose personalities survive ceremorphosis wake in the body of a young illithid, of adult size, but far from adult illithid psionic ability. The surviving personality retains its original alignment, and eventually regains all the memories of its former life after 1d4+2 weeks. While full memory of the former life remains uncertain, the young illithid functions as a 1-HD illithid with associated hit points, only 4% magic resistance, and no psionic abilities (though the potential is there), as is normal for newly formed illithids (see "From Neophyte to Adult" in *The Illithiad* for full details).

Although a tricky path to negotiate, a young illithid with the personality of a form donor may be able to fool real illithids that it is also just another mind flayer. Unfortunately, the

biggest hurdle the pseudo-illithid must overcome is brain hunger! If the pseudo-illithid gives in to this growing hunger, the shock disintegrates the surviving humanoid personality, and the quiescent illithid mind "waiting in the wings" immediately takes over. The former mind is lost for good, and cannot be returned by any means whatsoever.

Once full memories of the full life return, any associated class skills and abilities also return; however, hit points do not change. Thus, a 7th level human fighter may possess his former proficiencies and THAC0, but as an illithid, he has only the hp appropriate to his age. Likewise, a mage has the ability to memorize and cast spells at her previous spellcasting level, if her old spellbooks can be discovered. Unfortunately, as an illithid, further class advancement requires double XP for all additional increases in levels.

Further class advancement is frozen altogether if the pseudo-illithid chooses to develop its natural illithid psionic abilities. Thus, the controlling personality must choose which track to take: that of his or her former class, or the illithid ability track. Normally, an illithid comes into its full powers over a 21-year period, in increments of HD, THAC0, PSPs, MR, and psionic abilities (additional details are provided in *The Illithiad*).

## Ilensine's Ring

**XP Value:** 10,000

**GP Value:** 20,000 (more to illithids)

This ring is an item of vast power. To mind flayers, it is a sign of favor from their many-tentacled god. To other races it is the physical symbol of the illithid's racial goal of mastery. To the derro specifically, it is the physical embodiment of imprisonment.

**Description:** Ilensine's Ring bears a marquise-cut archon gem "claw" prong mounted on a nephelium (transparent iron) band. The claws of the mounting are also forged of nephelium, but careful study reveals that each prong actually resembles a tentacle. The archon gem is a smear of purple and white, but it glows with a faint greenish radiance if magically or psionically invisible objects or creatures come within 20 feet of it.

**History:** Long ago, the mind flayer god Ilensine caught a pair of derro godlings named Diirinka and Diinkarazan stealing secrets from its realm. In order to escape, Diirinka betrayed his brother Diinkarazan, leaving him behind to suffer Ilensine's wrath. Ilensine magically bound Diinkarazan to a stone throne somewhere in the endless levels of the Abyss. The stone throne of Diinkarazan's imprisonment was set with all manner of gems and stones. To ensure that the binding remained permanent, Ilensine plucked an archon stone from the throne and declared that only upon the destruction of this singular stone would Diinkarazan ever be free of his sentence of stone.

Ilensine mounted the stone to a band and imbued it with such great magical power that it is now a near-artifact level item. It is Ilensine's policy to allow one of its favored proxies to wear





the ring as an additional sign of the god's favor. Most recently, the entity known as Lugribosk possessed Ilsensine's Ring.

**Powers:** As described above, the archon stone glows in the presence of invisible objects or creatures. If the ring wearer specifically concentrates upon a suspected invisible presence in the room, the mental knowledge of that object's nature and immediate intention (if any) is revealed to the ring's wearer.

If mentally called upon, the ring can call forth a ring of whirling debris around the wearer for a duration of one turn, 1/day. The effect extends to a radius of 10 feet. All creatures within the area of effect must successfully save vs. paralyzation each round or suffer 1d6 hit points from the tumbling debris. Creatures that take the time to study the whirling bits of debris detect bits of rock, bone, and hardened bits of purple mucous.

Once per week, Ilsensine's Ring can be used to summon 1d4+1 illithids from Ilsensine's personal retinue in the Outer Planes. This power functions no matter where the wielder is; such is the power of the ring. The summoned illithids arrive within 1 round in a burst of oily radiance. The summoned illithids possess the average statistics of mind flayers as presented in the MONSTROUS MANUAL tome. They gladly attack as commanded by the wearer of the ring until they or their opponents are slain, or until six turns have elapsed, whichever comes first, at which point they return to Ilsensine's realm. Each time this power is used, there is a 1 in 20 chance that instead of illithids, a crazed avatar of Diinkarazan appears. The avatar immediately attacks the wearer of the ring with the ultimate goal of stealing the ring and destroying it, and thus freeing its greater self from its age-long imprisonment. The avatar fights until slain, or until it gets its hands on Ilsensine's Ring, in which case both it and the ring disappear, never to be seen again (it's possible that Diinkarazan himself may ultimately be freed in this circumstance). If the avatar is slain, Ilsensine's Ring goes dead for 1 full month, and a new avatar doesn't have a chance to appear for 1 full year. The avatar's stats are located at the end of this entry.

The most terrible power of the ring is usable once per month. The wearer can choose any target visible within 100', who must make a saving throw vs. death magic at a -4 penalty. If the save succeeds, the target loses 1d10 hp and suffers a terrible headache for 1d4 hours during which time he is at -1 on all actions due to the pain. If the target fails his save, his skull bursts asunder as his brain leaps forth to land within the hand of the ring bearer.

**Curse:** Non-illithids that don the ring face the ring's curse. Once Ilsensine's Ring is worn for more than 48 hours, or immediately after the wearer triggers one of the powers, the wearer begins to hunger for a certain something, something that at first he can't quite put his finger on. If the wearer continues to wear the ring for another 96 hours, the nagging feeling of hunger suddenly crystallizes: the wearer of the ring must successfully save vs. death magic or become addicted to brains! Taking the ring off won't help; this is a permanent condition that can only be lifted with a wish spell or an equally all-powerful effect. For

every month the wearer goes without ingesting gray matter, he loses 1 Intelligence point permanently. If his Intelligence reaches 0, he dies of brain atrophy.

If the victim of the curse indulges this horrible appetite, his alignment shifts towards lawful evil. If the victim continues to wear Ilsensine's Ring in spite of the curse, his form becomes more and more illithid-like over a period of three months, until for all intents and purposes, the wearer is an illithid, body and soul.

**Diinkarazan's Avatar:** The avatar appears as a tall, gaunt derro with a staring, insane face dominated by glowing red eyes with black pupils. His hair is constantly streaming out behind him, changing color, texture, and appearance randomly.

**Diinkarazan's Avatar, 14th level thief, varying level wizard:** AC 0; MV 12, Fl 36; HD 10; hp 80; THAC0 11; #AT 1; Dmg 1d2 (fists); SA Thief abilities, spell casting abilities, random effects (see Note); SD Spell reflection; MR 10%; SZ M (5 feet tall); ML Fearless (20); Int Genius (18); AL LE; XP 6,000. **Notes:** SA—The avatar's spellcasting ability varies randomly round by round; roll 3d6 to determine his effective spellcasting level each round. He prefers abjuration and invocation/evocation spells. Swirls and gusts of wind play constantly about him, and each round he can employ one of the following effects in addition to his regular action (not at will; the DM should roll a d6 round by round): *whispering wind, gust of wind, feather fall, stinking cloud, wind wall* or a single-target *wind blast* for 5d6 points of damage (saving throw versus spells for half damage). SD—The avatar is 25% likely to reflect any spell cast at him on the spellcaster in addition to his magical resistance. Any being which attempts ESP (or similar effects) with the avatar is driven insane instantly (no save).

## Staff of Ancient Penumbra

**XP Value:** 3,000

**GP Value:** 15,000

This psionically endowed staff is an artifact from ancient days, when Penumbra was indeed the seat of the illithid empire. The staff is sentient, but quiescent until used. The stories of its passage through the epochs since its creation to the present day would fill volumes. Suffice it to say that it was most recently in the hands of the Unliving King (a creature descended from a group of degenerate illithids that embraced magic, and who eventually managed to transform itself into a lich).

**Description:** The staff of ancient Penumbra is crafted of solid substare, the nigh-indestructible material of which the "bedrock" of Penumbra itself is formed. The staff measures 5 feet in length and is 2 inches in diameter. The head of the staff is carved to form a stylized illithid's head, with a high swept-back brow and cavernous sockets where eyes might otherwise be (if gemstone eyes once resided here, they're gone now). The



six tentacles meld perfectly with the shaft. The shaft is intricately carved with a multitude of squirming tadpoles—their arrangement provides the perfect rough surface for easily grasping the staff. Scrutiny of the tadpoles reveals four-lobed tails; they are illithid tadpoles.

**Powers:** The staff is selective about those that it allows to use it. Whenever a character touches the staff, a reaction check is made as if the individual were meeting another creature; use **TABLE 59: ENCOUNTER REACTIONS** in the *DUNGEON MASTER Guide*. If a hostile result is obtained, the staff of ancient Penumbra reacts poorly: It lashes out with a defensive pyrokinetic blast, automatically igniting the character holding the staff. The fire inflicts 1d6+2 hit points every round. After the first round, the character can begin making saving throws against death magic. The fire continues to burn every round that this save is failed, but goes out permanently the first round the save is made. If the victim is killed, his remains burn completely, leaving only ashes. Once the staff reacts badly to a prospective new owner, the staff is automatically hostile if the character renews an attempt to use it.

However, if the staff of ancient Penumbra reacts positively to a prospective owner, it mentally reveals its powers. However, the new owner may not be completely happy with what he finds. The staff has an Intelligence of 15 and an Ego of 21. Its special purpose is the promulgation of illithid rulership. Anyone wielding the staff who refuses to acknowledge illithid superiority and who does not actively work towards that end must check ego against the staff of ancient Penumbra any time the wielder's combined Wisdom and Intelligence total drops below 20 (see the intelligent weapon rules in the DMG; even though the staff is psionic and not magical, the same rules apply). If the staff gains mastery, it forces the wielder to give the staff up to the nearest illithid. If this means a journey of several days, too bad. If the staff is used against an illithid in combat, there is a 20% chance per strike that the staff inflicts its damage upon the wielder instead of the target (assuming the wielder is not an illithid).

In combat, the staff acts as a *staff of striking*, and thus is the equivalent of a +3 magical weapon inflicting 1d6+3 points of damage per successful attack (and expending a charge). If two charges are expended, bonus damage is doubled (1d6+6); if three charges are expended, bonus damage is tripled (1d6+9). No more than three charges can be expended per strike. On any attack of a natural 20, the staff of ancient Penumbra lashes forth with a pyrokinetic blast, igniting the foe as described above. The wielder of the staff can elect to trigger the pyrokinetic blast manually at a target within 10' by expending 5 charges. The target automatically catches fire and burns every round as described above until such time as a successful saving throw is made.

Should the holder fail any saving throw vs. spell, he may expend 2 charges to gain an additional saving throw. No more than one extra chance at a saving throw is possible, even if additional charges are expended.

At any time, the staff of ancient Penumbra may be called

upon to heal damage that its holder has taken. When this is done, a psionic effect similar to that of a *cure critical wounds* affects the wielder. This effect cannot be used on anyone but the wielder of the staff. Note that this functions identically for undead creatures. Each use of the staff's healing ability drains 3 charges from the staff.

The holder of the staff can expend 1 charge to gain a temporary ability to see through fog, smoke, or other visibility-reducing conditions. This effect allows the wielder to see for a distance of 30' in such conditions for a duration of 1 turn. The holder of the staff can expend 2 charges in order to look through solid objects, including lead, metals, stone, wood, and even flesh, to a distance of 6 inches for a duration of 3 rounds.

The staff automatically regains charges at a rate of 1/week. The staff can hold a maximum of 25 charges at one time. If the charges are ever completely drained, the staff strikes at its owner with its pyrokinetic blast before going quiescent for a week until 1 charge has regenerated.

## Vibrissagauntlet

**XP Value:** 2,000

**GP Value:** 6,000

This gauntlet is fashioned of heavy leather, and is obviously designed for a humanoid with only three fingers and a thumb. An obviously artificial hole in the material allows a five-fingered humanoid to draw on the gauntlet, though the finger inserted through this hole remains bare.

The vibrissagauntlet is a creation of ancient illithids, and as such, is a potent psionic item. With a mental command, the four fingers grow and lengthen into four 3-foot long tentacles in 1 round. The tentacles appear ominously similar to standard illithid tentacles. To the observer, it almost appears as if the wearer's hand ends in four tentacles instead of fingers. In combat, the wearer can use his or her off hand to hold a shield or make an offhand attack; however, as directed by the wearer, the four tentacles can also be brought to bear on a victim just like an attacking illithid.

The wearer has four attacks, one with each tentacle, at his or her own base THAC0. Each successful tentacle attack inflicts 2 hp of damage and grabs onto the target at the wearer's option. When at least one tentacle has hold of the target, each succeeding tentacle attack accrues a cumulative +1 bonus to the wearer's attack roll (to a maximum of +3 for the last tentacle attack). Once all four tentacles have attached to the foe, the wearer has sufficiently immobilized the target to draw out the victim's brain in the next round, instantly killing the foe! Foes can attempt to free themselves with a successful bend bars/lift gates roll at a +30% bonus against only one tentacle, +20% against two tentacles, +10% against three tentacles, and with no bonus if all four tentacles have hold of the foe.

Using the vibrissagauntlet openly in areas where mind flayers are feared and/or hated soon generates similar feelings against the wearer of the gauntlet by the locals.





## Vivimancy (7th Level Spell)

(Necromancy, Enchantment/Charm)

Range: 5 yd./level

Components: V, S, M

Duration: Permanent

Casting Time: 3 weeks

Area of Effect: 1 creature

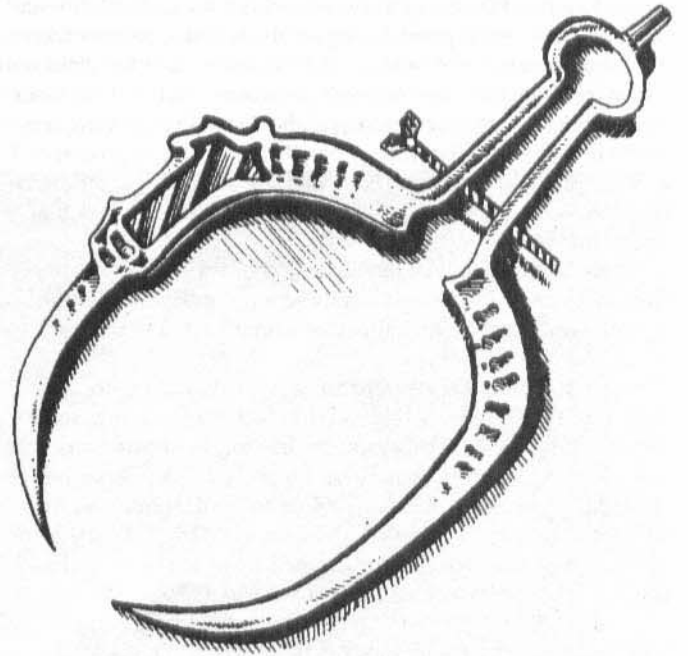
Saving Throw: Special

*Vivimancy* is a rare spell known only to a select group of illithilichs on the world of Penumbra. The spell requires a period of three weeks for proper casting, during which time the caster is required to spend one hour out of every 24 hours intoning the spell on the target (this usually requires the target be bound or otherwise incarcerated). If a single day passes without the requisite one hour of intonation, the spell fails and must be begun anew.

If the working proceeds normally for the requisite three-week period, the target is allowed a saving throw vs. spells. If the target fails the save, he comes under the control of the caster, wholly and completely. In fact, the target is dead to his former life, mentally hollow like a cored apple, and lacking all will power and purpose in life but to serve the caster. If ordered to do so, the victim can draw upon the memories of its former life, erecting a façade that may fool former associates; however, beneath the mask, the victim is little more than a still-breathing zombie. When not carrying out an order from the caster, the victim collapses in a heap, like a marionette when its strings are cut. If not ordered to eat, drink, and attend to other bodily functions, the victim eventually dies of thirst, starvation, and squalor. *Restoration* or *wish* have a 45% chance of returning a victim to himself; however, if an attempt is made and failed, the victim is lost forever to the vivimancer.

If the target of *vivimancy* makes a save following the three-week casting, he is safe for the day. However, if the caster returns again during the next 24-hour period, the target must save again, this time with a -1 penalty to his saving throw. Every time the target makes his save, the caster is forced to come again the next day to continue the intonation, but each additional day of casting after the three-week period inflicts an additional cumulative -1 penalty to the target's save. For example, on the 5th day of casting following the initial 3 weeks of casting, the target has a -5 penalty to his save. If the caster fails to continue the spell during any 24-hour period, all negative penalties fade, and the caster must begin the spell from the very beginning.

The material components for this spell include a personal belonging of the target, a tear collected from someone that has lost all hope, and a dead worker ant.



# Illithocyte

CLIMATE/TERRAIN:	Subpenumbra: The Nethermost
FREQUENCY:	Common
ORGANIZATION:	Mass
ACTIVITY CYCLE:	Any
DIET:	Psychosphere radiation
INTELLIGENCE:	Animal (1)
TREASURE:	Nil
ALIGNMENT:	N
NO. APPEARING:	3d10
ARMOR CLASS:	6
MOVEMENT:	6
HIT DICE:	4
THAC0:	17
NO. OF ATTACKS:	4 (tentacles)
DAMAGE/ATTACK:	1 × 4
SPECIAL ATTACKS:	Nil
SPECIAL DEFENSES:	½x damage from acid
MAGIC RESISTANCE:	25%
SIZE:	S (4' long)
MORALE:	Elite (14)
XP VALUE:	

Illithocytes are squirming subpenumbran lifeforms that subsist on random psychic energy alone, but whose lashing tentacles are capable of delivering painful stings to those that encounter them.

Mucous-coated eyeless slugs, illithocytes are mottled violet and brown, pushing their way through darkness with four long tentacles. Illithocytes are four feet long with tentacles comprising one fourth of that length, but they generally move only in groups of 3 to 30 individuals, entwining bodies and tentacles in an undifferentiated mass of squalid flesh, leaving behind a wide track of slowly drying mucous.

Though only of animal intelligence and lacking any language, illithocytes are able to telepathically sense living creatures within a 30-foot radius, and other illithocytes within a 100 foot radius.

**Combat:** Though not a carnivorous species, illithocytes are quite aggressive. Because they are the chief source of nutrition for ravening neothelids, illithocytes attack before being attacked, attempting to drive off all possible threats. Though not always successful, sometimes these aggressive tendencies cause a predator neothelid to move on in search of smaller illithocyte masses on which to dine. Though it hasn't happened yet, it's possible that enough illithocyte masses could bring down a neothelid.

In melee, illithocytes work together against a single target. Seeking to swarm a foe, illithocytes flail with their tentacles, inflicting only 1 hp of damage with each successful hit. Singly, illithocytes are not too dangerous, but in their customary masses, these size S creatures can concentrate on a single foe to deadly effect (up to eight of the creatures can simultaneously attack a foe of size M).

Illithocytes have developed some resistance to the neothelid flesh-dissolving breath weapon, and as such are equally resistant to more common acids, taking 1/4 damage from all such exposure. Unfortunately, their bodies prove particularly susceptible to fire, suffering double normal damage from flame.

Due to their ancient illithid kinship, illithocytes possess a residual 25% magic resistance.

**Habitat/Society:** Since the fall of the illithid empire, what were once tadpoles have evolved into an entirely self-contained species.



Forced to adapt or die, a minuscule population of bereaved illithid tadpoles managed the former. Illithocytes divorced themselves from the need to swim through liquid, and instead squirm in family masses across the bare substare. In fact, these family masses are made up of members that have budded from other members: illithocytes are not illithid tadpoles, but in fact are an entirely new species able to reproduce in their own limited fashion.

An illithocyte is ready to bud once it has achieved its full length of four feet. Then, after entering a 24-hour period of torpor in which the illithocyte gorges itself on psychospheric radiations, it begins to bud off a new illithocyte. The actual budding process takes 48 hours, at the end of which time the "parent" illithocyte has lost about 25% of its mass, while the "daughter" illithocyte is only 1 foot long. With sufficient nutrition, the new illithocyte can expect to reach full length in about 360 sleep periods (approximately one Penumbran year).

**Ecology:** Forced by the extremity of starvation, illithocytes feed from the penumbran "psychosphere" just like the more primitive mosses do, turning the undirected energy into nutrition for growth and development. In turn, illithocytes serve as the only food source for the few neothelids living within the disc of Penumbra.

Because the intensity of psychosphere radiations wax and wane according to several random factors, illithocyte masses constantly migrate through the bare tunnels of Penumbra's Nethermost passages. No natural access exists between the Penumbra's two surfaces and the realm of the creatures that were once illithid tadpoles; illithocytes are fated to remain forever within the moist darks of the Nethermost.



## Voor Larva

CLIMATE/TERRAIN:	Truespace nebulae
FREQUENCY:	Rare
ORGANIZATION:	Hive
ACTIVITY CYCLE:	Any
DIET:	Any
INTELLIGENCE:	Low (5-7)
TREASURE:	Nil
ALIGNMENT:	NE
NO. APPEARING:	1d10
ARMOR CLASS:	-4
MOVEMENT:	16
HIT DICE:	12
THACO:	9
NO. OF ATTACKS:	5
DAMAGE/ATTACK:	1d6 × 4/2d6 + special
SPECIAL ATTACKS:	Poison, trill
SPECIAL DEFENSES:	Immune to psionic influence, regeneration
MAGIC RESISTANCE:	25%
SIZE:	S (4' long)
MORALE:	Fearless (20)
XP VALUE:	8,000

Voor larvae are 8-foot long skeletal insectoids whose "wings" are bare of any membrane, but instead serve as forward-swept, razor-tipped claws. Their bodies are composed of organic elements, often mixed with metallic, crystal, glass, stone, or other unlikely substances. More than any other creature, voor hate illithids, and break off any other activity in order to destroy any illithids sensed.

**Combat:** In combat, voor larvae use their naked, forward-swept "wings." Each is tipped with a terrible claw, which inflicts 1d6 hit points of damage with a successful attack. Voor larvae are also able to deliver a bite attack in the same round. In addition to the 2d6 hit points a successful bite attack delivers, voor also inject a poison that inflicts an additional 10 hp of damage to those that fail their saves.

Voor of all varieties are immune to direct mental attack by mind-affecting spells, items, or psionic abilities. This attribute makes them a particularly lethal foe against illithids. Unfortunately, voor larvae are too "programmed" to distinguish humanoid foes from illithids; in the absence of mind flayers, voor larvae attack anything else that lives.

Once per turn voor larvae can rub their "wings" together so quickly as to produce an unnerving trill. When making a trill, the voor larvae can take no other actions. The trill is a grating, piercing buzz, and all that hear it must make a Con check at a -5 penalty or act with a -2 penalty to all actions while the trill continues. Usually, one voor larva produces a trill, while other larvae in a group press the attack. Note that voor larvae are immune to this affect.

Because of their strange metabolism (see Ecology), voor larvae regenerate 1 hp per round, even if brought below 0 hp. A voor larva that is brought to 0 hp or below drops, but continues to regenerate, only to spring back into action after regenerating at least 20 hp. If a voor larva is brought below -20 hp, it is permanently destroyed.

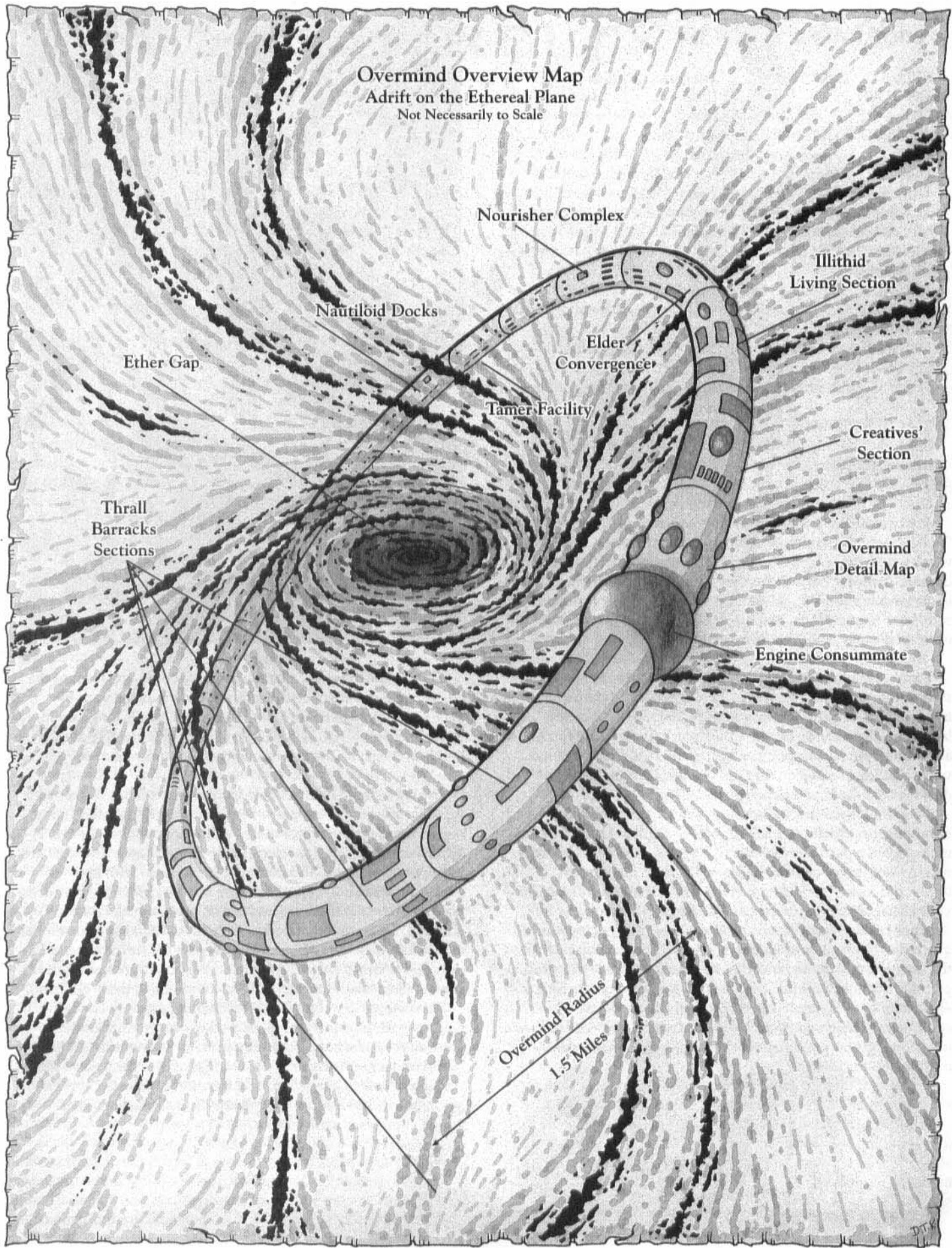


**Habitat/Society:** Voor larvae represent only one form of the creatures that were once collectively known as the voor by ancient illithids. In the present, that entire race is long annihilated, and only small voor larvae eggs float in lonely solitude between the stars, the last remnant of a murderous race.

**Ecology:** Great nebulae float in Truespace. Some of them are lightly seeded with the dust of the murdered voor race. If any object, living or inert, passes through these nebulae, there is a 10% chance that 1d10 specks of voor dust adheres. The dust are like spores, or seeds, and once contact is made with any medium, a particular speck sprouts tiny tendrils. These tendrils bore microscopic channels into the object to which it has adhered. Thus rooted, it begins to "grow," utilizing the material of the object itself as building blocks towards development. In only 1d4 hours, a chrysalis forms (if the object possess interior spaces, like a ship, the chrysalis forms in one of these hollows).

Chrysalises discovered before hatching are easy enough to destroy with physical weapons: a strong blow empties the chrysalis chamber of a sizable quantity of disgusting smelling liquid and a half-formed worm thing that dies the instant the chrysalis bursts. Chrysalises that remain unmolested eventually hatch in 1d6 hours after full chrysalis formation. That which emerges is a voor larva.

Overmind Overview Map  
Adrift on the Ethereal Plane  
Not Necessarily to Scale



Nourisher Complex

Illithid  
Living Section

Nautiloid Docks

Elder  
Convergence

Ether Gap

Tamer Facility

Creatives'  
Section

Thrall  
Barracks  
Sections

Overmind  
Detail Map

Engine Consummate

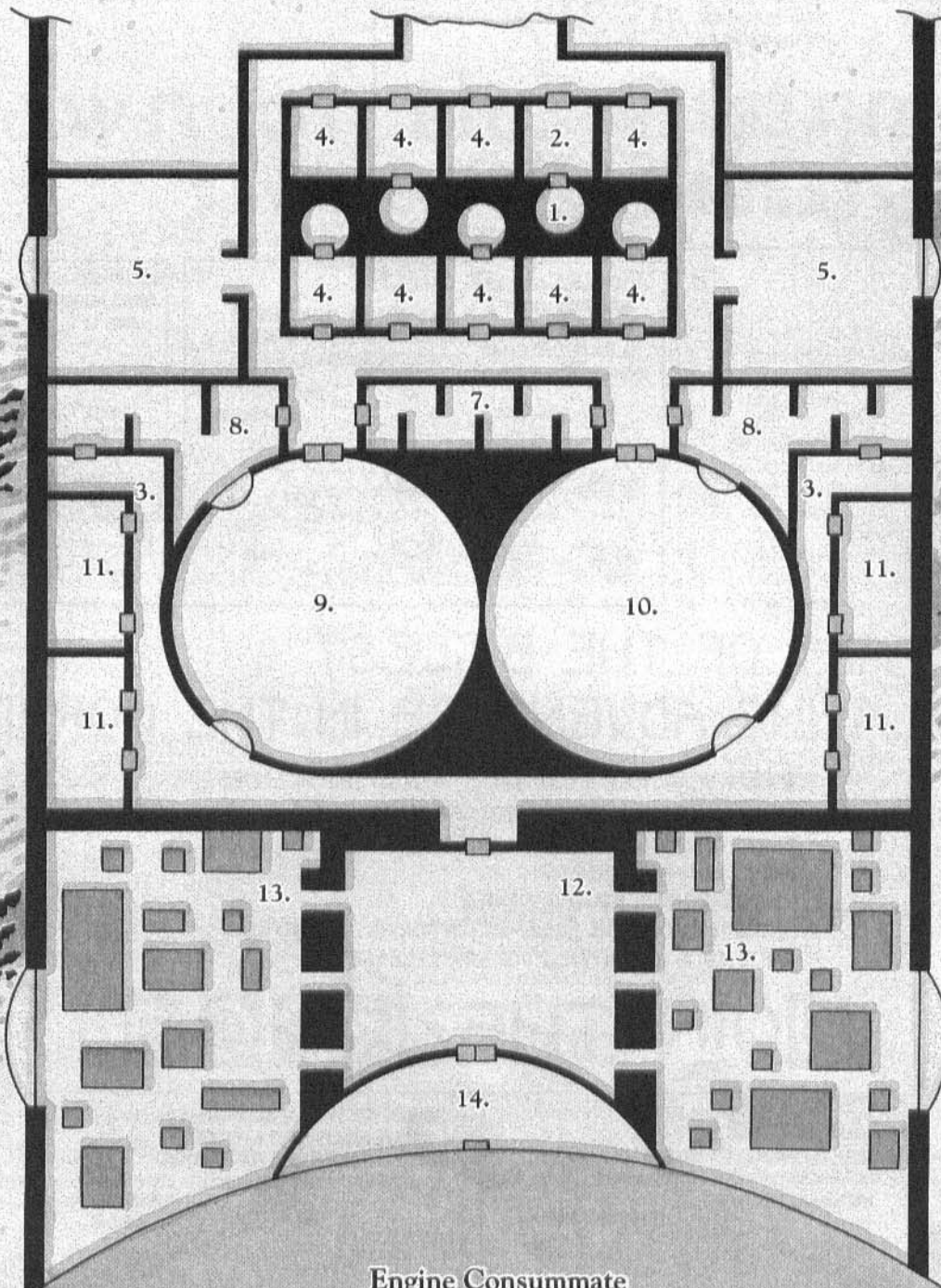
Overmind Radius  
1.5 Miles



# Overmind Detail Map

## Key

- = 10 feet
- ⏏ = door
- ◡ = window
- = exterior observation pod



Engine Consummate

# KNIGHTS OF THE DINNER TABLE

## GARD CARRYING MEMBERS

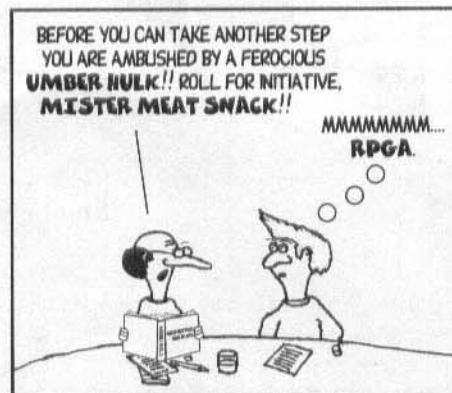


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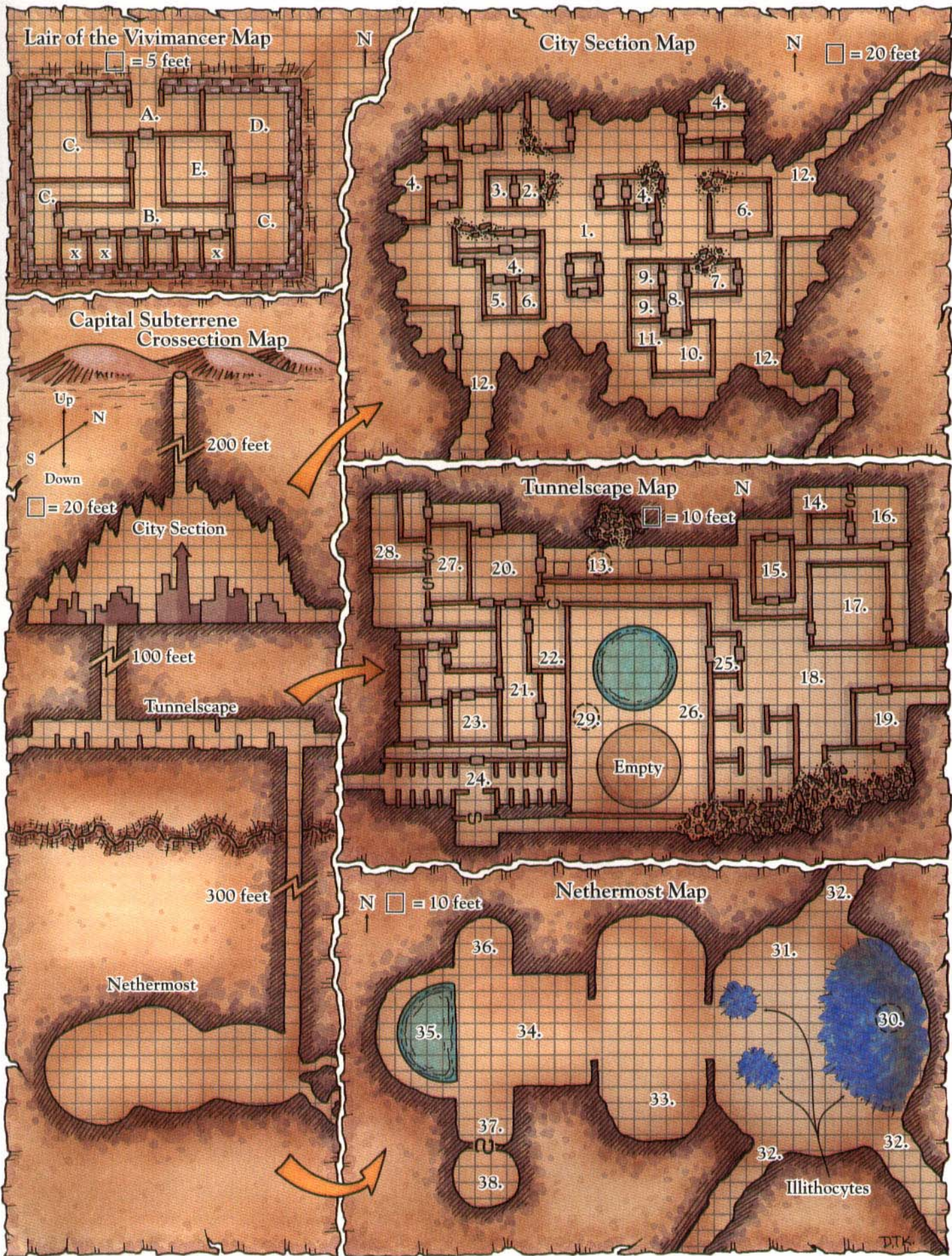
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# Dawn of the Overmind

by **Bruce R. Cordell**

A new age dawns . . . an age of terror!

*They are close. I can feel them even stronger, now. It won't be long before the Masters come again. I have waited for them, waited for their return. Once they extinguish the Light, the true Dawn can begin.*

The illithids once ruled a mighty empire that stretched across many worlds. These foul creatures enslaved or destroyed whole races in their quest for ultimate power—until a rebellion spread like fire on dry plains. The mind flayer empire toppled, and the multiverse was freed from eternal servitude.

Now, a hundred suns burn toward extinction, their light stolen by the flayers to reinvent their past. If the PCs do not stop the new dawn, the Dawn of the Overmind, the illithids will rule once again! Following the clues left by their benefactor, the adventurers journey over a vast world of ancient ruins. Buried deeply within these ruins lies an artifact of ancient illithid manufacture. This item is all that stands between the illithids and their nefarious goal: complete and utter domination.

*Dawn of the Overmind* is the third adventure in a trilogy (originating with *A Darkness Gathering* and continuing in *Masters of Eternal Night*). It can be played alone or linked with the other two parts of the trilogy to form an epic-length adventure. The illithid trilogy supports *The Illithiad*, a MONSTROUS ARCANA, supplement that contains invaluable information on every facet of illithid life, psychology, technology, and ability.

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