



THE FLOW OF FRESH BRAINS

A Short Adventure for Four 11th-Level Player Characters Featuring Material from *Lords of Madness*

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Lords of Madness details the D&D game's most unusual and unsettling creatures—the aberrations. The book also offers invaluable tips for overcoming these creatures, as well as new feats, spells, and equipment based on their abilities. In addition, several organizations dedicated to the eradication of aberrations are presented.

The Flow of Fresh Brains is a short D&D adventure for four 11th-level player characters (PCs). The scenario is not setting-specific; you can place it in any populated section of your campaign world that is a near a medium or large city. The action begins along one of the major trading routes between cities, then progresses to an illithid nautiloid. As always, feel free to adapt the material presented here as you see fit to make it work with your campaign.

This adventure uses the horrific adventure guidelines presented on page 13 of *Lords of Madness*. Since the encounter levels (ELs) of several encounters are higher than normal for the character level of the PCs, character death is a very real possibility. At the very least, the PCs will find themselves severely taxed during this adventure, so be sure to provide ample opportunities for healing.


PREPARATION

You (the DM) need the D&D core rulebooks—the *Player's Handbook*, the *Dungeon Master's Guide*, and the *Monster Manual*—as well as the *Expanded Psionics Handbook* and *Lords of Madness*—to run this adventure. The information presented here utilizes the D&D v.3.5 rules.

To get started, print out the adventure, including the maps. Read through the scenario at least once to familiarize yourself with the situation, threats, and major NPCs (particularly their motivations). Text that appears in shaded boxes is player information that you can read aloud or paraphrase for the players at the proper times. For monster and NPC statistics, refer to either the Appendix or the appropriate pages in *Monster Manual* or *Lords of Madness*.

MINIATURES

You may find that some of the miniatures produced by Wizards of the Coast, Inc. greatly enhance your players' enjoyment of this adventure. The warbands presented in a recent web article (<http://www.wizards.com/default.asp?x=dnd/mi/20050317a>) are of particular interest.



The miniatures indicated below are particularly useful during play. Some are not exact matches for the designated NPCs, but they do an adequate job of capturing the nature of the monster, or at least its relative size.

Xhux'uto: Aberrations—Mind Flayer Telepath (39/60).

Other Mindflayers: Harbinger—Mind Flayer (50/80).

Narulin: Harbinger—Human Blackguard (45/80).

Kigrid: Deathkneel—Ambush Drake (30/60).

Black Thorne Mercenary: Aberrations—Man-at-Arms (8/60).

Black Thorne Sorcerer: Deathkneel Renegade Warlock (23/60).

ADVENTURE BACKGROUND

Mind flayers, otherwise known as illithids, are horrific creatures that originated in the far future. Faced with the imminent demise of their kind, they fled to the past with their elder brain leaders, plus certain ferocious and twisted creatures that inhabited their homeworld, as well as numerous spacefaring ships called nautiloids. Upon arrival, they took refuge in the dark corners of various worlds and began to build their empire anew by enslaving the native humanoid races. Since then, the illithids have manipulated events in both overt and subtle ways to assure the eventual evolution of their own species.

Most of the illithids sought refuge beneath the surfaces of their new worlds, establishing colonies that thrived and grew strong where the light of the sun could not penetrate. However, a large number of them avoided inhabited areas altogether and made their homes among the stars instead. Several elder brains and their illithid followers settled on small moons or large asteroids, where they could plot out their future without interference from the native creatures of the inhabited worlds. But while this solution helped to ensure the safety of the illithid masters, it also distanced the settlements from their primary food source: the brains of sentient creatures. The vast majority of the illithids in such stellar settlements addressed this issue by using their *plane shift* ability to capture sentient creatures for food. As luck would have it, however, a few settlements were established on stellar bodies that happened to be rich in valuable minerals. The residents of these colonies quickly discovered that mining these substances and trading them for living slaves presented

considerably less personal risk than any other means of acquiring food. Deals were made, and avenues were opened for slave trade with the inhabited worlds. As a result, several nautiloids now ply the space lanes among the various illithid colonies, exchanging living captives for gold, gems, and spices.

The illithid captain Xhux'uto commands a nautiloid that services five asteroid settlements. A two-way *gate* within the ship links to the subterranean stronghold of a mercenary company with which Xhux'uto has maintained a long-standing relationship. Composed mostly of humans, the Black Thorne Company rounds up humanoids and brings them to Xhux'uto's nautiloid for transport to the various asteroid settlements. Xhux'uto charges his clients twice what he pays the mercenaries for the slaves, keeping the difference as pay for himself and his crew.


The Black Thorne Company began as a simple group of highwaymen who brazenly defied the laws and the protectors of their lands, waylaying travelers and caravans with increasing frequency. Xhux'uto took notice of the group as its infamy grew. Eventually, the mind flayer contacted Narulin, the ruthless fighter who led the band, and offered him a chance to gain even more wealth from each raid by selling captives for illithid consumption. Since the Black Thorne Company had quite a bit to gain from this arrangement and nothing to lose, the leader agreed to a partnership with the illithid captain.

Since then, the Black Thorne Company has become even more infamous in the surrounding lands because its members no longer leave survivors, or even corpses, behind in the wake of an attack. Some claim the mercenaries are cannibals; others insist that they are slavers. Only the members of the company and their client, however, know what really happens to victims of their attacks. All live captives are turned over to the illithids, and any corpses are taken back to the band's hideout and fed to the kigrids that serve as their guards.

Xhux'uto's nautiloid is a relic from the distant future powered by magical technology that has not yet been invented. The illithids run the ship with a skeleton crew and do not even bother to man the weapons. Since few if any spacefaring races exist at the present time, the chances of attack by another ship during any regular trading run are vanishingly small.

ADVENTURE SYNOPSIS

Several groups of travelers have recently disappeared along a busy trade route. Investigation leads the PCs to



a cave complex, where they encounter several mercenaries as well as numerous strange creatures belonging to the illithidae family of monsters. In the innermost chamber of the complex, they discover a magic portal.

PCs who pass through the portal find themselves in the bowels of a nautiloid ship. After fighting their way past numerous illithids and mercenaries, they can confront Narulin and Xhux'uto, the mercenary leader and the nautiloid captain, respectively. If they defeat these two leaders, they can rescue the people held in the nautiloid's slave deck. The PCs cannot control the ship, however, so they must then decide whether to allow it to drift in space, or destroy it before leaving.

ADVENTURE HOOKS

As DM, you know best how to involve your characters in an adventure. However, if you're stuck for an idea, you can use any of the following suggestions to draw the PCs into the action.

- While traveling along a busy trade route, the PCs are attacked by a vicious band of thugs. The mercenaries fight hard and seem particularly determined to win, even though the PCs clearly outmatch them. After the battle, the surviving thugs attempt to flee underground. Any thugs who are captured and forced to talk reveal that they are part of a slaver band that captures people and sells them to a mysterious client.
- Lord Dannis, a wealthy noble, was expecting his nephew Garris to arrive in town two days ago. The young man was traveling by coach with a group of friends from a nearby city, but the coach never arrived. Dannis has heard the recent tales of bold brigand attacks, and he fears that Garris and his friends have fallen prey to such a band of outlaws. Thus, the nobleman has offered a 5,000-gp reward to any adventurers willing to track down his nephew and return him safely.

The PCs belong to an organization that opposes aberrations, such as the Circle of the True, the Darkrunner Guild, the Society of the Sanctified Mind, or the Topaz Order (see *Lords of Madness*, pages 217–222). Their organization has learned about the illithids' covert activities in this area through an informant who was once a member of the Black Thorne Company. The leaders of the organization have passed this information along to the PCs and asked them to investigate this matter and eliminate the threat.

BEGINNING THE ADVENTURE

The Flow of Fresh Brains is a site-based adventure in which the action occurs in two places: inside the subterranean stronghold of the Black Thorne Company, and aboard Xhux'uto's nautiloid ship.

You can place the Black Thorne hideout in any subterranean area you desire, so long as it is near enough to a city to permit easy acquisition of supplies. You must decide how the PCs learn of its location—perhaps by following the mercenaries after an attack, or by interrogating captured members of the company, or by some form of divination. The journey to the stronghold is uneventful, though you may add a random encounter along the way if it lies some distance from the PCs' base of operations.

The adventure begins when the PCs approach the dungeon that the Black Thorne Company uses as its hideout.

A. BLACK THORNE STRONGHOLD

The Black Thorne Company operates from a subterranean stronghold dug out of a sandstone cliffside. Created more than fifty years ago by a group of slave traders, the cavern complex has been occupied by one criminal organization after another ever since. Heroes have cleared it out on more than one occasion, and one group even went so far as to collapse the cave entrance, but new villains continually re-excavate the complex. The authorities of the nearby towns have dismissed the complex as a possible hideout for the mercenary company that has been plaguing the roads because they assume the interior of the cliff to be unreachable.

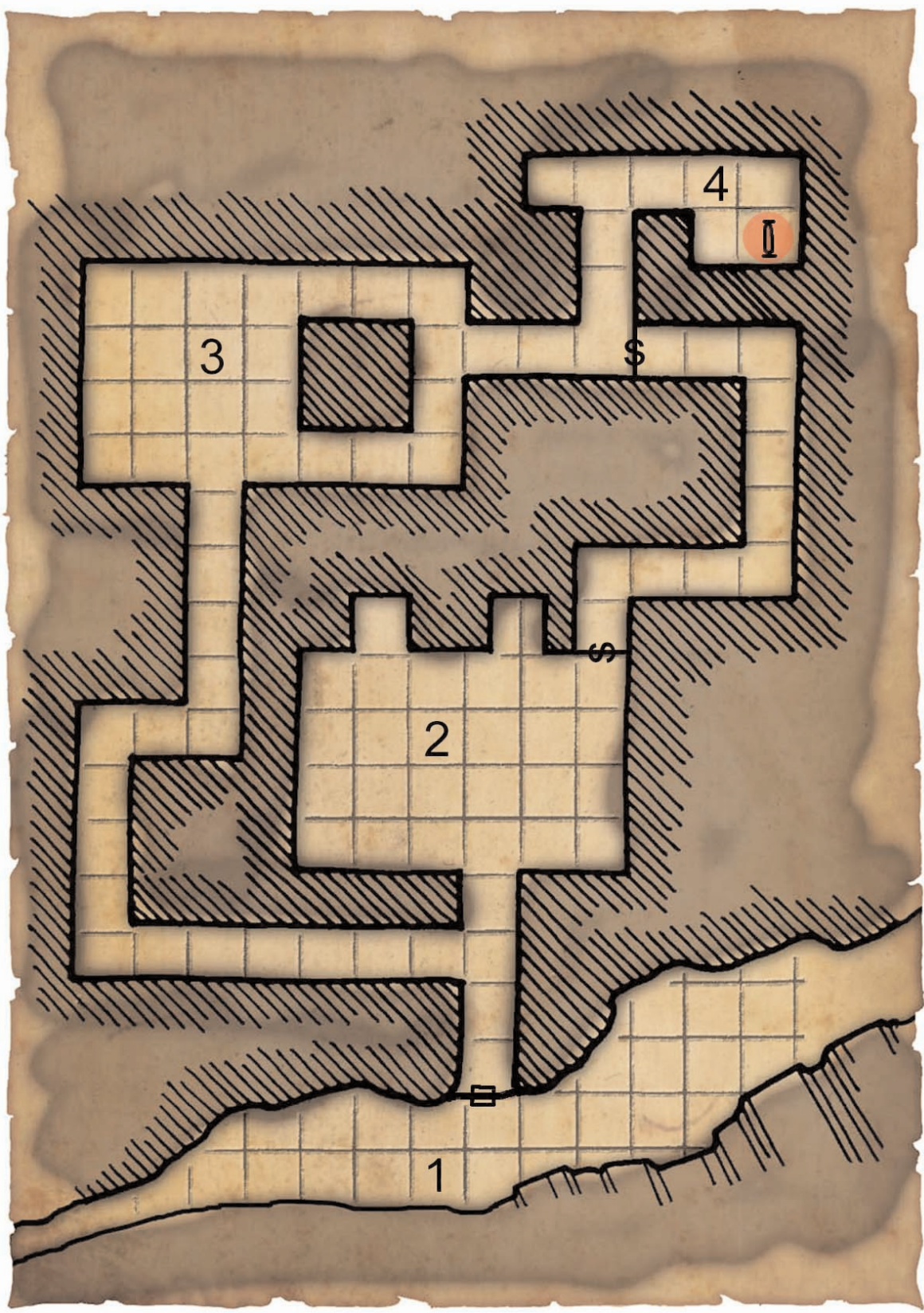
A1. ENTRANCE (EL 12)


The entrance to the stronghold is located on a ledge midway up the face of a steep, forested cliff. When the PCs reach the area outside the door, read or paraphrase the following.

Set into the face of the sandstone cliffside is a thick, wooden door. Just in front of it runs a narrow ledge overlooking the perilous drop below.

The door is locked but not barred.

◆ **Strong Wooden Door:** 2 in. thick, hardness 5, hp 20, break DC 23, Open Lock DC 30.





Creatures: A patrol of six Black Thorne mercenaries (four fighters and two sorcerers) guards the entrance.

Black Thorne Fighter (4): hp 53 each; see Appendix for statistics.

Black Thorne Sorcerer (2): hp 23 each; see Appendix for statistics.

Tactics: Because of their recent raids, the mercenaries are wary of intruders, and their guards are especially alert. This vigilance manifests as a +2 circumstance bonus on each mercenary's Spot checks when the PCs approach. If they spot the PCs before they can close to melee range, the Black Thorne mercenaries attempt to hide in one of several nooks beside the door, on side farthest from PCs. This tactic grants each a +2 circumstance bonus on his untrained Hide check.

The mercenaries attack as soon as any PC comes within 25 feet of the door. If the PCs approach by climbing the cliff face, the mercenaries fire arrows at them until someone gets close enough for melee. If the characters approach via the ledge, the mercenaries bull rush them and attempt to push them off the cliff. Any character forced off the ledge falls 50 feet, taking 5d6 points of damage.

When melee combat begins, the fighters quickly form a line in front of the PCs to protect the sorcerers in the back. If the PCs protect a spellcaster behind their own lines but are within 15 feet of the fighters, the latter use Spring Attack to attack the spellcaster, then return to their starting squares.

Development: The six guards fight to the death. They have made a pledge to Narulin to protect the stronghold, and they fear the mind flayers more than they fear death. If the battle goes poorly for them, they focus on trying to force the PCs off the edge of the cliff.

These mercenaries have no keys for the locked door. They expect their relief to open it for them at the end of the watch.

A2. MAIN QUARTERS (EL 11)

The mercenaries spend most of their time in this chamber. When the PCs enter, read or paraphrase the following aloud.

This chamber has a lived-in look. The floor is covered by a clutter of personal belongings, bedrolls, various items of clothing, and other odds and ends. The two wooden tables that occupy the center of the room are heaped with the bones of small animals. Against the north wall stand two empty 5-foot-by-5-foot cells, each with an iron door.

Eight of the mercenaries are currently outside the complex in search of targets for raiding. The rest of the group, including Narulin, is aboard the nautiloid concluding a deal for a group of prisoners.

Creatures: Currently, a group of five mercenaries remains within the complex. At present, they are resting, but they will relieve the group on watch outside within the hour.

Black Thorne Fighter (4): hp 53 each; see Appendix for statistics.

Black Thorne Sorcerer: hp 23 each; see Appendix for statistics.

Tactics: The Black Thorne fighters immediately rush to attack when the PCs approach the room. If they spot the characters in the hallway, they stand three abreast in front of the entrance to block it and try to inflict as much damage as possible. If the PCs manage to get into the room, the fighters form a defensive line to shield the sorcerer, who casts spells at the intruders from his position of safety.

Treasure: Within this room are two locked chests containing the mercenaries' pay. Between them, they hold 847 gp, an emerald (worth 300 gp), and four *potions of cure moderate wounds*.

◆ **Wooden Chests (2):** Hardness 5, hp 25, break DC 30, Open Lock DC 30.

Development: If the PCs kill or disable two of the mercenary fighters, one of the remaining pair attempts to flee to area A3 and rouse the kigrids, which then chase him back into this room. At that point, the creatures readily engage any PCs who are still standing.

A3. LAIR OF THE KIGRIDS (EL 11)

Read or paraphrase the following aloud when the PCs enter this area, adjusting the text as needed if the kigrids have already fought the PCs in area A2.

Bones, fur, and other grotesque remains of once-living creatures litter the floor of this cavern. The stench of rotten meat lingers in the air.

Eight feral-looking creatures with stone-gray fur look up from a bloody meal. Each of these vaguely feline quadrupeds has muscular legs, a thick neck, and a flat, broad head. The creatures' eyes glow a dull red color, and their jaws are lined with small, sharp teeth.

Creatures: This room is the lair of the kigrids—horrific creatures from the illithidae family of monsters. Xhux'uto gave them to the mercenaries as a gift to seal their pact, and Narulin placed them here to protect the

route leading to the *portal* in area A4. Although kigrids are natural hunters, the mercenaries keep them inside, feeding them meat from any animals they hunt as well as the corpses of any humanoids killed during their raids.

Kigrids (8): hp 61, 62, 64, 66, 66, 70, 72, 73; see *Lords of Madness*, page 155.

Tactics: The kigrids attack any creature that enters the room—including the mercenaries—that does not have a mind flayer escort. They immediately close to melee, using their rake attacks to deliver poison. The creatures use their numbers to advantage by attempting to flank the intruders whenever possible. If they outnumber the PCs at least two to one, a few of the kigrids attempt to grapple the group's primary melee combatants so that the others can swarm any PCs who are trying to stay out of combat and cast spells.

Development: The kigrids are fierce creatures, but they are not stupid, and they value their continued survival. If the PCs eliminate half the kigrids, those remaining attempt to surrender to the party. If their surrender is not accepted, they flee the stronghold.

If the kigrids are winning the fight and their opponents attempt to flee, the creatures pursue them anywhere within the complex. The mercenaries in area A2 may use this fact to their advantage by luring the kigrids there to fight the PCs (see the Development section in area A2).

A4. PORTAL ROOM

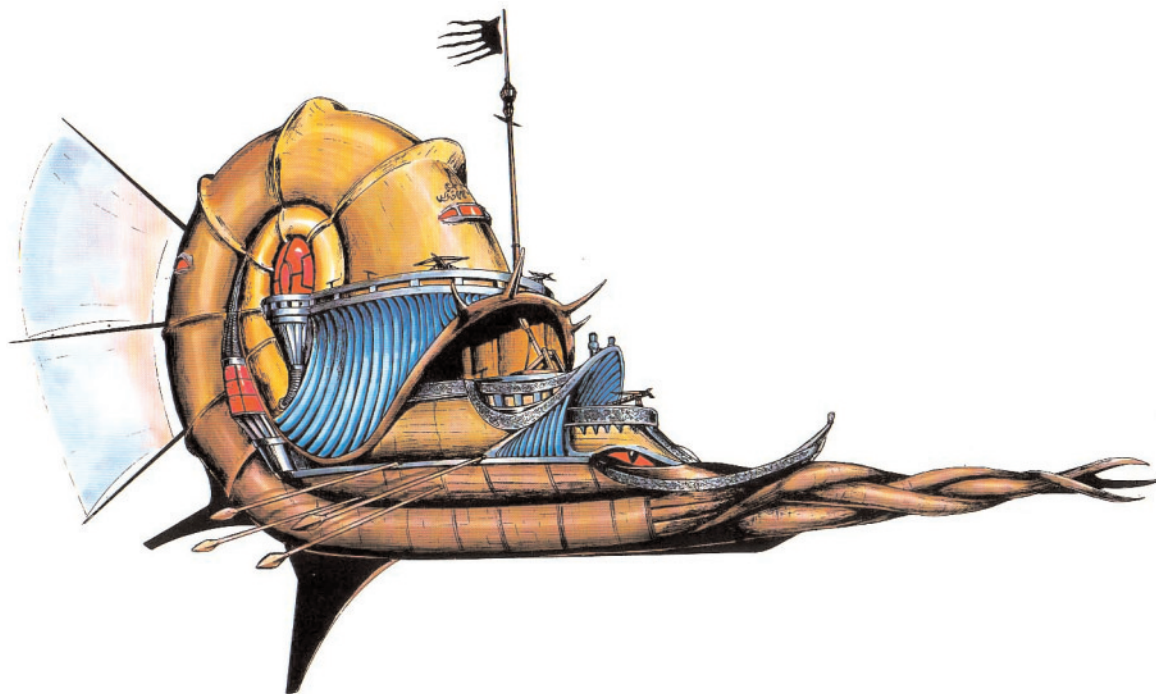
The portal that connects this complex with the nautiloid is the sole feature of this chamber. Read or paraphrase the following when the PCs enter.

A 6-foot tall object resembling an ornate mirror dominates this chamber. Its reflective surface emits a slowly pulsing red light.

This object is the portal to the nautiloid. As soon as anyone steps into the square adjacent to the portal, the light becomes a brilliant ruby red, and a room becomes visible beyond the surface. Anyone who steps through the surface is instantly transported to area 2 on the bridge deck of the nautiloid (see Nautiloid Map).

B. NAUTILOID SPELLJAMMER SHIP

Xhux'uto's nautiloid is one of many ships that the mind flayers brought back in time with them when they escaped their race's grim future. Each nautiloid is constructed from the shell of a massive snail harvested from a world as yet unknown. Xhux'uto's nautiloid is currently 12 hours away from the illithid settlement called Q'marr, which is headed by an ancient and powerful elder brain.



NAUTILOID FEATURES

This particular nautiloid measures more than 100 feet in length. The bottom is shaped much like that of a standard oceangoing vessel and is covered by a black, chitinous substance. The upper portion consists primarily of the massive snail shell. Two massive red eyes are set in the top front portion of the ship, and large intertwining tentacles protrude from the area just below them.

The ship has six decks, each of which is divided into numerous rooms, as shown on the map. All these rooms are currently empty except as described below.

Floors

The floor of each deck is a 3-inch-thick sheet of solid crystal. The walls are equivalent to regular stone dungeon walls.

◆ **Crystalline Floor:** 3 in. thick, hardness 10, hp 600, break DC 25.

Crew

Because this region of space currently has very few inhabitants other than the mind flayer colonies, the nautiloid carries only a skeleton crew.

Power

A series spelljamming helm provides propulsion for the nautiloid. This device also forms an air envelope around the ship that extends to a distance of 20 feet from the outer hull at all points.

In addition, the helm creates a gravity plane that runs along the bottom of the ship. Any character or object that drops over the edge of the nautiloid falls until it crosses the gravity plane, then continues an equal distance on the opposite side. The following round, the object repeats the process in the reverse direction, this time stopping 10 feet short of the position from which it originally fell. This process continues until the object finally stops at the gravity plane.

If the helm is destroyed, all creatures aboard the ship move at one-half their normal speed. The air envelope dissipates in 3d10 rounds, after which each creature still aboard the ship takes 1d12 points of damage per round until it either dies or finds a way off the ship.

B1. COMMAND STATION

When the nautiloid was fully staffed, the captain would sit here to oversee ship's operations. This vantage point offers an excellent view of both the scout deck and the bridge deck. Since he runs with only a skeleton crew, however, Xhux'uto prefers a more hands-on approach to command. All the chambers are empty except for a few oddly shaped pieces of furniture.

B2. SCOUT DECK (EL 13)

The front of the scout deck consists of two rooms, one in the stern and one in the fore.

B2a. Fore Chamber

Two open "eyes" look out into space from the forward wall of this chamber. When the ship was fully staffed, at least one mind flayer was always stationed here to watch for potential hazards. Presently, however, the chamber is unoccupied.

B2b. Stern Chamber

The series spelljamming helm is housed in this chamber. Central to this device are five iron chairs, all linked together, which siphon the psionic energy from the mind flayers seated in them. This energy provides propulsion for the ship and powers its navigational system. Read or paraphrase the following when the PCs enter this area.

On a dais stand five linked iron chairs, each containing a seated mind flayer wearing an odd steel helmet. The helmets are wired together and attached to a large device that stands behind the chairs. Energy visibly coruscates along the wires, and the air around them crackles with power.

The helm is the source of the ship's power. Without this device and the mind flayers that provide energy for it, the nautiloid is dead in space (see Power, above).

Creatures: All five of the illithids whose minds are currently powering the ship are attached to the helm when the PCs arrive.

Mind Flayers (5): hp 44, 46, 47, 48, 55; see *Monster Manual*, page 186.

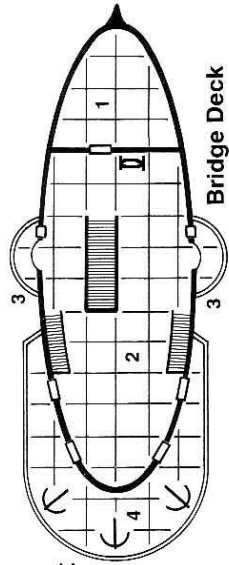
Tactics: Unless the mind flayers are prepared for the arrival of the PCs, it takes them a full round to extricate themselves from their chairs. Once they have done so, they attack immediately.

The illithids begin by trying to incapacitate as many PCs as possible with their *mind blasts*. If this technique proves ineffective, they use their spells, employing the most powerful effects in their magical arsenals first in hopes of gaining the upper hand. Should the PCs close with them, the illithids use their improved grab and extract attacks to feast on the brains of their opponents, beginning with spellcasters if possible.

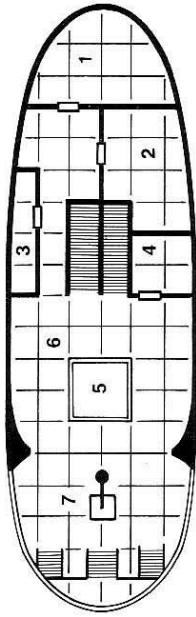
Development: If the PCs gain the upper hand in the battle, the mind flayers attempt to surrender. If the PCs refuse to accept, the illithids flee to the bridge deck below.

NAUTILOID

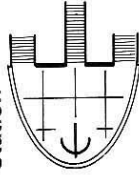
One Square = 5 Feet



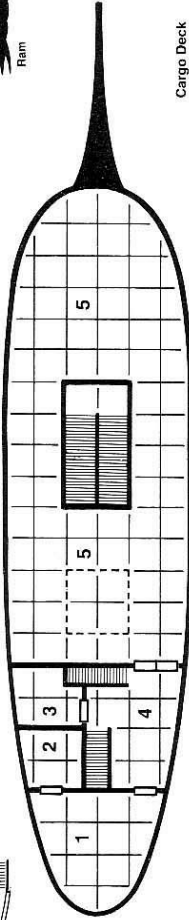
Bridge Deck



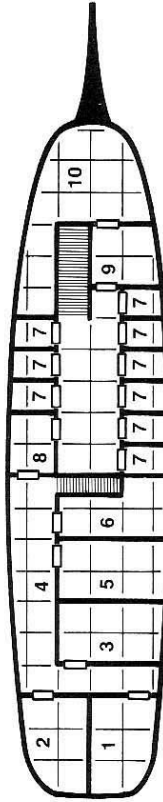
Battle Deck



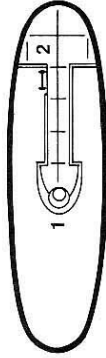
Lower Battle Station



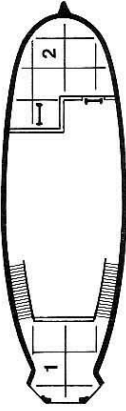
Cargo Deck



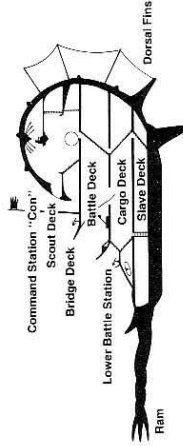
Slave Deck



Command Station



Scout Deck



- Command Station
1 Captain's Chair
2 Captain's Day Room

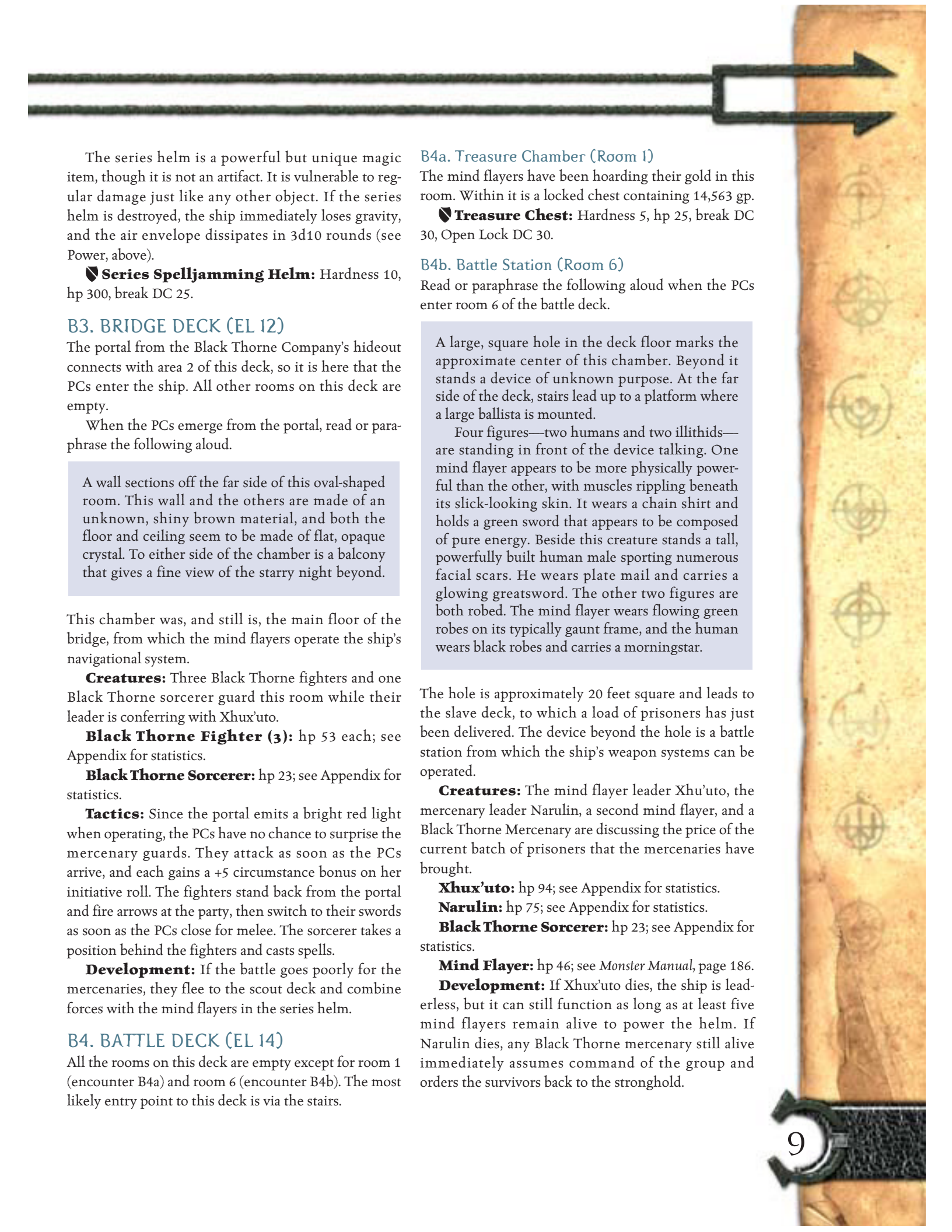
- Scout Deck
1 Forward Observer
2 Series Helm

- Bridge Deck
1 Main Saloon
2 Bridge Floor
3 Ventral Observers
4 Upper Battle Station

- Battle Deck
1 Officers' Quarters
2 Officers' Quarters
3 Sail Storage
4 Chart Room
5 Cargo Bay
6 Assembly Deck
7 Middle Battle Station

- Cargo Deck
1 Captain's Cabin
2 Captain's Chart & Treasure Room
3 Crew Quarters
4 Galley
5 Cargo

- Slave Deck
1 Stateroom
2 Stateroom
3 Stateroom
4 Passageway
5 Stateroom
6 Crew Quarters
7 Slave Quarters
8 Guard Post
9 Jettison & Storage
10 Jettison & Storage



The series helm is a powerful but unique magic item, though it is not an artifact. It is vulnerable to regular damage just like any other object. If the series helm is destroyed, the ship immediately loses gravity, and the air envelope dissipates in 3d10 rounds (see Power, above).

◆ **Series Spelljamming Helm:** Hardness 10, hp 300, break DC 25.

B3. BRIDGE DECK (EL 12)

The portal from the Black Thorne Company's hideout connects with area 2 of this deck, so it is here that the PCs enter the ship. All other rooms on this deck are empty.

When the PCs emerge from the portal, read or paraphrase the following aloud.

A wall sections off the far side of this oval-shaped room. This wall and the others are made of an unknown, shiny brown material, and both the floor and ceiling seem to be made of flat, opaque crystal. To either side of the chamber is a balcony that gives a fine view of the starry night beyond.

This chamber was, and still is, the main floor of the bridge, from which the mind flayers operate the ship's navigational system.

Creatures: Three Black Thorne fighters and one Black Thorne sorcerer guard this room while their leader is conferring with Xhux'uto.

Black Thorne Fighter (3): hp 53 each; see Appendix for statistics.

Black Thorne Sorcerer: hp 23; see Appendix for statistics.

Tactics: Since the portal emits a bright red light when operating, the PCs have no chance to surprise the mercenary guards. They attack as soon as the PCs arrive, and each gains a +5 circumstance bonus on her initiative roll. The fighters stand back from the portal and fire arrows at the party, then switch to their swords as soon as the PCs close for melee. The sorcerer takes a position behind the fighters and casts spells.

Development: If the battle goes poorly for the mercenaries, they flee to the scout deck and combine forces with the mind flayers in the series helm.

B4. BATTLE DECK (EL 14)

All the rooms on this deck are empty except for room 1 (encounter B4a) and room 6 (encounter B4b). The most likely entry point to this deck is via the stairs.

B4a. Treasure Chamber (Room 1)

The mind flayers have been hoarding their gold in this room. Within it is a locked chest containing 14,563 gp.

◆ **Treasure Chest:** Hardness 5, hp 25, break DC 30, Open Lock DC 30.

B4b. Battle Station (Room 6)

Read or paraphrase the following aloud when the PCs enter room 6 of the battle deck.

A large, square hole in the deck floor marks the approximate center of this chamber. Beyond it stands a device of unknown purpose. At the far side of the deck, stairs lead up to a platform where a large ballista is mounted.

Four figures—two humans and two illithids—are standing in front of the device talking. One mind flayer appears to be more physically powerful than the other, with muscles rippling beneath its slick-looking skin. It wears a chain shirt and holds a green sword that appears to be composed of pure energy. Beside this creature stands a tall, powerfully built human male sporting numerous facial scars. He wears plate mail and carries a glowing greatsword. The other two figures are both robed. The mind flayer wears flowing green robes on its typically gaunt frame, and the human wears black robes and carries a morningstar.

The hole is approximately 20 feet square and leads to the slave deck, to which a load of prisoners has just been delivered. The device beyond the hole is a battle station from which the ship's weapon systems can be operated.

Creatures: The mind flayer leader Xhu'uto, the mercenary leader Narulin, a second mind flayer, and a Black Thorne Mercenary are discussing the price of the current batch of prisoners that the mercenaries have brought.

Xhux'uto: hp 94; see Appendix for statistics.

Narulin: hp 75; see Appendix for statistics.

Black Thorne Sorcerer: hp 23; see Appendix for statistics.

Mind Flayer: hp 46; see *Monster Manual*, page 186.

Development: If Xhux'uto dies, the ship is leaderless, but it can still function as long as at least five mind flayers remain alive to power the helm. If Narulin dies, any Black Thorne mercenary still alive immediately assumes command of the group and orders the survivors back to the stronghold.

B5. CARGO DECK

The cargo deck is currently empty. Near the fore, in room 1, two massive ruby eyes are set into the wall. Any character looking through them gains darkvision with a range of 250 feet as long as he continues to use them.

B6. SLAVE DECK (EL 11)

This deck is empty except for rooms 7, 8, and 9, where the humanoid prisoners destined for the asteroid colonies are held.

When the PCs enter this area, read or paraphrase the following aloud.

Whatever its original purpose, this deck is now clearly being used to house prisoners. The walls are lined with small 5-foot-by-5-foot cells, each apparently occupied by one or two humanoids. Three mercenaries guard the chamber, taunting the prisoners with comments about the fate that awaits them.

The cargo currently consists of seventeen prisoners, including Garris, the nephew of Lord Dannis (see Adventure Hooks). Eight of the nine cells contain two prisoners each, and the ninth cell contains only Garris.

Creatures: Three Black Thorn fighters guard the room.

Black Thorne Fighter (3): hp 53 each; see Appendix for statistics.

Tactics: Since they lack any sort of magical support, these mercenaries stand toe-to-toe with the PCs and focus their attacks on the strongest fighters. They immediately surrender if two of them are reduced to fewer than half their original hit points, or if the PCs produce the keys to the cells, since possession of the keys means they have already slain both Xhux'uto and Narulin. If the PCs continue to attack, the mercenaries fight to defend themselves.

Development: Once they have defeated the mercenaries, the PCs can rescue the prisoners from the cells.

◆ **Cell Lock:** Hardness 15, hp 30, Open Lock DC 30. The locks can be opened with Narulin's keys.

CONCLUDING THE ADVENTURE

The nautiloid ships are among the illithids' most valuable possessions, since they cannot be recreated in this time period. If the PCs manage to clear the ship of foes

but leave it intact, mind flayers from one of the asteroid colonies eventually try to reclaim it and put it back into service as a slave ship. PCs who don't want it used for such an evil purpose can eliminate the threat by destroying the series helm that powers it.

If the PCs rescue the prisoners held on the slave deck and return them safely to their families, they receive 500 gp as a reward, in addition to any other rewards they were offered for this service.

FURTHER ADVENTURES

If the PCs decide to let the mind flayers operating the series helm live after dispatching the illithid and human leaders, the ship continues onward to the city of Q'marr. Should the characters choose to remain aboard the ship and attempt to fight the entire mind flayer community, they will soon find themselves overwhelmed. The elder brain easily senses their presence and coordinates the city's mind flayer inhabitants to end the threat. PCs who choose this option will be attacked mercilessly until they either flee the city or perish.

APPENDIX: NPC STATISTICS

This section provides complete statistics for the NPCs that appear in this adventure.

◆ **Xhux'uto:** Male mind flayer soulknife 4; CR 12; Medium aberration; HD 8d8+24 plus 4d10+12; hp 94; Init +7; Spd 30 ft.; AC 22, touch 15, flat-footed 19; Base Atk +9; Grp +13; Atk +13 melee (1d4+4, tentacle) or +15 melee (1d6+5/17–20, +1 *mind blade*) or +9 ranged (1d8+1/[TS]3, +1 *longbow*); Full Atk +13 melee (1d4+4, 4 tentacles) or +15/+10 melee (1d6+5/17–20, +1 *mind blade*) or +9/+4 ranged (1d8+1/[TS]3, +1 *longbow*); SA extract, improved grab, *mind blast*, psionics, psychic strike +1d8, throw mind blade; SQ spell resistance 25, telepathy 100 ft.; AL LE; SV Fort +6, Ref +9, Will +13; Str 18, Dex 17, Con 16, Int 20, Wis 16, Cha 14.

Skills and Feats: Bluff +12, Climb +9, Concentration +15, Diplomacy +6, Hide +15, Intimidate +12, Jump +7, Knowledge (psionics) +20, Listen +11, Move Silently +18, Sense Motive +11, Spot +18, Tumble +5, Cleave, Combat Casting, Improved Critical (*mind blade*), Improved Initiative, Power Attack, Weapon Focus (*mind blade*)^B, Wild Talent^B.

Extract (Ex): If Xhux'uto begins its turn with all four tentacles attached and makes a successful grapple check, it automatically extracts the opponent's brain,

instantly killing it. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads, such as ettins and hydras.

Improved Grab (Ex): To use this ability, Xhux'uto must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. Xhux'uto can grab a Huge or larger creature, but only if it can somehow reach the foe's head. If Xhux'uto begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple or Escape Artist check, but Xhux'uto gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp): This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 15 Will save or be stunned for 3d4 rounds. Xhux'uto often hunts using this power and then drags off one or two of its stunned victims to feed upon. This ability is the equivalent of a 4th-level spell.

Psionics (Sp): At will—*charm monster* (DC 16), *detect thoughts* (DC 14), *levitate*, *plane shift*, *suggestion* (DC 14). Effective caster level 8th.

Psychic Strike (Su): See *Expanded Psionics Handbook*, page 28.

Thorn Mind Blade (Ex): See *Expanded Psionics Handbook*, page 28.

Possessions: Mithral shirt, ring of protection +2, +1 longbow with 50 arrows, 225 gp.

Narulin: Male human fighter 10; CR 10; Medium humanoid; HD 10d10+20; hp 75; Init +5; Spd 20 ft.; AC 21, touch 11, flat-footed 20; Base Atk +10; Grp +14; Atk +18 melee (2d6+10/19–20, +2 greatsword) or +12 ranged (1d8+1/[TS]3, +1 longbow); Full Atk +18/+13 melee (2d6+10/19–20, +2 greatsword) or +12/+7 ranged (1d8+1/[TS]3, +1 longbow); AL CE; SV Fort +9, Ref +4, Will +2; Str 18, Dex 13, Con 14, Int 13, Wis 8, Cha 10.

Skills and Feats: Climb +12, Intimidate +13, Jump +6, Ride +14; Cleave^B, Combat Expertise^B, Combat Reflexes^B, Dodge^B, Great Cleave, Greater Weapon Focus (greatsword), Improved Initiative^B, Mobility^B, Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Possessions: +2 full plate, +2 greatsword, +1 longbow with 50 arrows, cell door keys, 450 gp.

Black Thorne Sorcerer: Male or female human sorcerer 8; CR 8; Medium humanoid; HD 8d4;

hp 23; Init +2; Spd 30 ft.; AC 15, touch 13, flat-footed 13; Base Atk +4; Grp +4; Atk +5 melee (1d8+1, +1 morningstar) or +7 ranged (1d4+1/19–20, +1 hand crossbow); Full Atk +5 melee (1d8+1, +1 morningstar) or +7 ranged (1d4+1/19–20, +1 hand crossbow); SQ familiar benefits (Alertness, empathic link, share spells), toad familiar; AL CE; SV Fort +2, Ref +4, Will +7; Str 10, Dex 14, Con 11, Int 10, Wis 12, Cha 16.

Skills and Feats: Bluff +11, Concentration +9, Diplomacy +5, Intimidate +5, Knowledge (arcana) +8, Listen +3, Spellcraft +10, Spot +3; Alertness, Combat Casting, Craft Wand, Exotic Weapon Proficiency (hand crossbow).

Familiar: The Black Thorne sorcerer's familiar is a toad. The familiar uses the better of its own and its master's base save bonuses. The creature's abilities and characteristics are summarized below.

Black Thorne Sorcerer's Familiar: Male or female toad familiar; CR —; Diminutive magical beast; HD 1/4 d8; hp 11; Init +1; Spd 5 ft.; AC 19, touch 15, flat-footed 18; Base Atk +4; Grp –13; Atk —; Full Atk —; Space/Reach 1 ft./0 ft.; SQ amphibious, deliver touch spells, improved evasion, low-light vision, speak with amphibians, speak with master; AL CE; SV Fort +2, Ref +3, Will +8; Str 1, Dex 12, Con 11, Int 9, Wis 14, Cha 4.

Skills and Feats: Bluff +5, Concentration +9, Hide +21, Listen +4, Spot +4; Alertness.

Deliver Touch Spells (Su): The toad can deliver touch spells for the Black Thorne sorcerer (see Familiars, page 52 of the *Player's Handbook*).

Improved Evasion (Ex): See Monk, page 39 of the *Player's Handbook*.


Speak with Master (Ex): The toad familiar can communicate verbally with the Black Thorne sorcerer. Other creatures do not understand the communication without magical help.

Skills: The toad has a +4 racial bonus on Hide checks.

Familiar Benefits: The Black Thorne sorcerer gains special benefits from having a familiar. His toad grants him 3 extra hit points (included in the above statistics).

Alertness (Ex): *The toad grants its master Alertness as long as it is within 5 feet.

Empathic Link (Su): The Black Thorne sorcerer can communicate telepathically with his familiar at a distance of up to 1 mile. The master has the same connection to an item or a place that the familiar does.



Share Spells (Su): The Black Thorne sorcerer may have any spell he casts on himself also affect his familiar if the latter is within 5 feet at the time. He may also cast a spell a target of “You” on his familiar.

Sorcerer Spells Known (6/7/7/6/3 per day; caster level 8th): 0—*acid splash, detect magic, light, mage hand, mending, message, ray of frost* (+6 ranged), *read magic*; 1st—*color spray* (DC 14), *mage armor, magic missile, ray of enfeeblement* (+6 ranged), *true strike*; 2nd—*scorching ray* (+6 ranged), *summon monster II, web* (DC 15); 3rd—*dispel magic, fireball* (DC 16); 4th—*ice storm*.

Possessions: *Bracers of armor* +2, *ring of protection* +1, +1 *morningstar*, +1 *hand crossbow* with 10 bolts, 135 gp.

✦ **Black Thorne Fighter:** Male or female human fighter 5/rogue 3; CR 8; Medium humanoid; HD 5d10+10 plus 3d6+6; hp 53; Init +1; Spd 20 ft.; AC 24, touch 11, flat-footed 23; Base Atk +7; Grp +9; Atk +10 melee (1d10+3/19–20, +1 *bastard sword*) or +9 ranged (1d8+1/[TS]3, +1 *longbow*); Full Atk +10/+5 melee (1d10+3/19–20, +1 *bastard sword*) or +9/+4 ranged (1d8+1/[TS]3, +1 *longbow*); SA sneak attack +2d6; SQ evasion, trapfinding, trap sense +1; AL CE; SV Fort +7, Ref +5, Will +2; Str 15, Dex 13, Con 14, Int 10, Wis 10, Cha 12.

Skills and Feats: Appraise +3, Climb +1, Disable Device +6, Handle Animal +6, Hide +1, Intimidate +12, Jump –10, Ride +8, Sleight of Hand +1, Swim –6; Cleave^B, Dodge^B, Exotic Weapon Proficiency (bastard sword)^B, Great Cleave, Mobility^B, Power Attack, Spring Attack.

Sneak Attack (Ex): The Black Thorne fighter deals 2d6 extra points of damage on any successful attack against flat-footed or flanked targets, or against a

target that has been denied its Dexterity bonus for any reason. This damage also applies to ranged attacks against targets up to 30 feet away. Creatures with concealment, creatures without discernible anatomies, and creatures immune to extra damage from critical hits are all immune to sneak attacks. A Black Thorne mercenary may choose to deliver nonlethal damage with her sneak attack, but only when using a weapon designed for that purpose, such as a sap (blackjack).

Trapfinding (Ex): The Black Thorne fighter can find, disarm, or bypass traps with a DC of 20 or higher. She can use the Search skill to find, and the Disable Device skill to disarm, magic traps (DC 25 + the level of the spell used to create it). If her Disable Device result exceeds the trap’s DC by 10 or more, she discovers how to bypass the trap without triggering or disarming it.

Possessions: +2 *full plate armor*, +1 *heavy steel shield*, +1 *bastard sword*, +1 *longbow* with 50 arrows, 75 gp.

ABOUT THE AUTHOR

Darrin Drader was born in Pullman, Washington in 1973 and stayed there long enough to attend WSU. He then moved to western Washington and eventually landed a job at Wizards of the Coast, Inc. After an eight-year stay in the Seattle area, he decided to move back to eastern Washington so that he could be closer to his family. He has been an RPG freelancer since 2000, and has done design work for *Dragon* magazine, *Star Wars Gamer* magazine, *Bastion Press*, *Mongoose Publishing*, and *Wizards of the Coast, Inc.*