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# SWORD & SORCERY™



# The Bonegardener™

by Lance Hawvermale and Rob Mason

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# The Bonegarden™

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# Introduction

“Men fear death as children fear to go in the dark; and as that natural fear in children is increased with tales, so is the other.”

—Francis Bacon

## Adventure Background

The Bonegarden is a vast arena of death. Quite simply, it is a circular cemetery one mile in diameter, circumscribed by a 9-foot wall of fire-blackened stone. Beyond the gate lies one of the true blights of the Domain, a scorched and pock-marked graveyard that serves as the prison for the restive spirits of thousands of history’s most awful criminals.

According to legend, the Bonegarden was created centuries ago, back when the region was first being rid of the marauders and brigands who sought succor in the Domain. All manner of thieves and killers were buried here, many the victims of execution—usually by hanging or protracted torture—others the unfortunate criminals who were killed while trying to escape incarceration. Sometimes the authorities of the day would rout an entire bandit gang, round up the survivors, and kill them on the spot in order to save the fledgling judicial system an unnecessary burden. Dozens of bodies were dragged to the Bonegarden in wagons, at times buried in individual boxes of thin pine, at other times simply heaped into mass graves and left to the worms. Many famous outlaws were interred here. In some cases, friends of the deceased paid for expensive vaults, the corpses placed on catafalques inside, the doors sealed for eternity. The more common criminals, however, rarely rated more than a shallow ditch and an unadorned wooden marker. The Bonegarden, then, is a jumbled, chaotic place, with a few dozen tall marble vaults, hundreds of tombstones, a few thousand plain wooden stakes, and countless unmarked graves, all arrayed in no order whatsoever, making the graveyard into a horrifying labyrinth, a dark and weather-blasted monument to the gods of the dead.

The Bonegarden has not been formally used for nearly a century. No bodies have been sunk into the sterile soil, no coffins lowered into pits. In fact, no sane person dares venture within a quarter-mile of the place, afraid that the tortured souls bound within the black wall might one day find a way to escape. Such beliefs are not entirely unfounded. When the mighty graveyard was first seeing use, those in charge of its upkeep grew increasingly superstitious. What if the dead did not rest easy? What if the souls of those criminals returned from beyond and slipped through the copper gate like smoke? To safeguard themselves against such a grim fate, the custodians of the cemetery placed upon it a series of highly involved and

## The Containment Field

Getting into the Bonegarden is as simple as passing through the gate or climbing over the wall. However, the complex matrix of warding magic placed upon the site is so powerful that no person, living or dead, can find egress without divine assistance. This assistance is relatively minor; all that is required is for a cleric in good standing with his deity to place a hand upon the gate or wall and invoke one of the deity’s many names. At that point, the cleric may pass without restriction from the Bonegarden, along with any other living creatures who are physically touching him. Any cleric may so affect the containment field, as long as they are currently in good standing in the eyes of their god, regardless of that god’s alignment.

Even spirits find no easy release. Even with the assistance of a living cleric, no “soul” may pass beyond the barrier, including souls that once inhabited living bodies but were killed and “raised” as undead. Likewise, no incorporeal form may exit the Bonegarden, such as a ghost or someone traveling via the spell *gaseous form*, nor do transportation spells function unless the caster is the cleric who is touching the wall and calling upon his deity. In other words, though a wizard couldn’t escape with *teleport*, a cleric following the guidelines above could make use of any transportation magic at his disposal. **Remember: The containment field forms a sphere around the Bonegarden, extending one half mile into the air and one half mile below ground.** Anyone attempting to fly out of the Bonegarden or dig underneath it encounters an impenetrable, invisible barrier much like a *wall of force*. The field cannot be seen with any sort of vision.

potent incantations, ensuring that no spirit—no matter how powerful—would ever be able to leave the perimeter described by the wall. Within that one-mile diameter, the souls could roam freely, but they would be unable to penetrate the magical barrier placed upon the wall itself. In essence, they erected a *wall of force* that cannot be breached by practically any means.

However, their warding spells proved more effective than they anticipated. Not only did their magic prevent souls from escaping the Bonegarden, it barred them from leaving the mortal realm altogether. In other words, the layers of spells were so confining that they prohibited any spirit from passing on to the afterlife. By trying to keep the dead villains confined inside the wall, the spellcasters of that bygone age

## Breaking the Field

The question that every trapped soul in the Bonegarden wants to answer is this: How does one escape? If the PCs find themselves without a cleric—perhaps their party's cleric is killed, or they simply entered the cemetery without one—then they are hard pressed to get out. They may be trapped for all time, each day bringing the renewal of life-and-death combat. However, through years of research and thought experiments, several individuals have suggested at least the theoretical possibility of breaking the field to varying extents.

Sages have surmised that a potent *dispel magic* spell could release the spirits of the Bonegarden. The spell has a very difficult Dispel check (DC 60), with failure likely resulting in a backlash of negative energy that would utterly destroy all living things within sight of the cemetery walls. Some have suggested that an enormous magical disruption, such as the destruction of an artifact or relic, would have similar results. See Area 10 for details of this possibility.

A devilish young woman calling herself Odelia believes that the field could be collapsed and the undead set free if priests of evil alignment held hands and formed a ring around the cemetery wall and simultaneously directed their will toward such an end. However, taking into account the size of the average human, it would take at least 3,000 priests to accomplish this task. Though bent on a seemingly impossible mission, Odelia is currently making preparations to attempt it, a most appropriate path for a priestess of Orcus.

Finally, a more satisfactory method for the people of the surrounding Domain has been offered by the wizard Calamus. He has opined that any force able to destroy all of the undead denizens in a single night would break the enchantment. Theory suggests that if all of the souls were laid to rest at the same time, they would remain that way forever. This too is an impossible task, though some have tried and paid dearly for their failure.



also succeeded in trapping their spirits for all eternity within the confines of the Bonegarden. Now everything inside belongs to the undead. It has become a war zone of the damned.

Even to this day the dead rail against the walls of their prison, opening wide holes or flattening entire sections; yet still they cannot escape. Graffiti tells the story of years of tortured existence and the future of the citizens of the Domain should the magic wards ever fail. Though the wall is chipped and crumbling in places, its magic remains strong, preventing all attempts at escape by anyone not accompanied by a priest of a living god (see **The Containment Field** sidebar for details). Even the living are affected by the wards, so that any creature venturing inside can only pass back through the gate or over the wall if in the presence of a cleric.

## Adventure Summary

This adventure defies a cohesive summary. The heroes have come to the Bonegarden in search of something—a certain wondrous item, the lure of treasure, a missing friend, the answer to a lost riddle, a rare spell component, or anything else you can devise. *The Bonegarden* is a completely free-form adventure, unique in the fact that it has no overarching storyline. The framework of the plot is yours to construct. You should view the various sites described in this book as “mini plots,” a network of NPCs and perilous locations around which you can formulate a larger tale. The section entitled **Adventure Hooks** suggests several possibilities for this larger storyline, though you are encouraged to invent one of your own.

Whatever their ultimate reason for coming here, the PCs soon find themselves in a continuous battle for survival. As the undead inhabitants can never be truly destroyed, each night sees renewed fighting, forcing the PCs to combat the very undead they defeated the night before. The PCs soon learn that the cemetery is a place of attrition, where they are persistently rampaged by legions of undead. The nature of the Bonegarden is such that it transforms any master plotline into a punishing battle for survival. If refereed correctly, the relentlessness of the Bonegarden should quickly be apparent to the players; the party’s goal is likely to be supplanted by the simple need to stay alive.

## The Status Quo Inside the Wall

The tortured earth inside the wall is a battleground. At least half of the bodies interred here have transformed into one kind of undead or another. Almost every type of undead imaginable roams this

ruin, driven by madness, bloodlust, or an unquenchable thirst for revenge. Many of these creatures roam about mindlessly, shuffling through the maze of broken granite like rats looking for carrion, while others have formed semi-organized factions with the sole intention of wiping out their enemies and taking control of the cemetery. Though quite a few of the undead are active regardless of the hour, nightfall always brings the periods of heaviest fighting. Literal swarms of undead move through the Bonegarden with the setting of the sun.

To make matters worse, these armies have a never-ending supply of soldiers, thanks to a special side effect of the warding magic. When one of the undead is “killed,” its body falls quiescent until the next night, at which point its spirit is forced back into the corpse, whereupon it reanimates, fully invigorated. If the body proves too mutilated for further use, the spirit prowls the graveyard until a suitable replacement is found. **Remember: Slain undead always return fully invigorated the next night.** This holds true for PCs who perish within the wall. The soul of any mortal who dies in the Bonegarden is not permitted access to the afterlife. Certain undead, such as shadows, transform their victims into shadows by reducing them to 0 hit points. But even if a PC is slain by a creature without this spawn-creation special ability, he or she nonetheless becomes an undead the following night when their tortured spirit is forced back into their body. This usually results in the hero becoming a wight, as per the **Dead Heroes** sidebar. *Always keep this effect in mind during the PCs’ stay in the Bonegarden.*

Furthermore, the concentration of negative energy is so pervasive that all undead benefit from a +2 turn resistance, in addition to any turn resistance they already possess. A cleric’s ability to turn undead works normally in that undead successfully turned flee the scene for 10 rounds (1 minute), *but only for 1 minute*, after which time they immediately turn around and hunt down the person responsible for their turning. Even if the cleric’s turning attempt is sufficient to destroy a certain number of undead, they only rise again upon the next nightfall, completely restored.

Finally, the Bonegarden is very resistant to all attempts to use *consecrate* and similar magic. Consider the cemetery to have spell resistance (27) that a PC must overcome in order to cast *consecrate* inside the wall.

The war of the dead is thus a perpetual one. The soldiers are destroyed only to return the following evening, and the fight goes on. The two largest and most capable factions are under the tenuous command of a pair of old enemies named Ristiko and Karthe. Years ago, Ristiko and Karthe were allies, co-leaders of a successful robber band. However, the love of a woman drove an eternal wedge between the two

## Dead Heroes

Unless otherwise specified in the description of the monster that killed them, PCs slain in the Bonegarden return as wights, as per the new monster template, **Wight Player Character**, detailed in the Appendix.

Wight PCs are different from standard wights, retaining some of the abilities they had in life. If a PC is killed within the cemetery walls and not raised from the dead by the next nightfall, the PC becomes a wight and remains in this state until transformed by the power of *wish* or greater magic. The character becomes an NPC under your control, retaining just enough memory of its former life to view its old companions as its first potential victims.

friends, and the resultant battle for her charms eventually led to the death of both outlaws. They are now tenants of the Bonegarden, each leading an army against the other. For more information on these two belligerents, refer to Areas 14 and 16.

Though many undead of exceptional ability and ferocity haunt this grim necropolis, none is more feared than the lich known as the Blood Governor. In many ways, the Blood Governor is the true power in the cemetery, the hand that pulls the strings. Like Karthe and Ristiko, the Blood Governor wants only to escape entrapment in the Bonegarden. He too has a plan to realize this goal. The lich is detailed fully in Area 12.

The Bonegarden possesses one other frightening attribute. No one can sleep peacefully due to a massive *nightmare* spell that encompasses the entire cemetery. Powered and greatly amplified by a major artifact known as the *windmill of woe*, this spell affects every living creature with an Intelligence of 6 or higher exactly like the spell *nightmare*. Any time a PC tries to sleep, regardless of the time of day, they must make a Will save at DC 15 or take 1d10 points of damage during their vision-wracked slumber. They awake weary and unrested. Spellcasters cannot regain arcane spells for a period of 24 hours. The only way to avoid the *nightmare*, other than shutting down the *windmill of woe* (located at Area 10) is to make a successful saving throw every night or simply refrain from sleeping. Going without sleep for one day causes no ill effects, but after a second day without at least 8 hours of undisturbed sleep, a character is considered fatigued, suffering a -2 penalty to Strength and Dexterity. After three days, the character is exhausted, in which case the penalties increase to -6. No one can go more than three days without sleep; at that point they collapse unconscious while their body recuperates. Refer to the *DMG* for more information on

these conditions. Elves and others not requiring sleep are immune to *nightmare*. Note that the *nightmare* effect does not extend underground, so PCs exploring the town of Descent gain a brief respite from the *windmill of woe*.

## Major Machinations

This section is designed to help you gain a more complete understanding of the plots of the pivotal NPCs, as several storylines are simultaneously in motion and respond to the PCs' actions.

### Chapter One

The Blood Governor seeks escape via the spell *trap the soul*, the casting of which requires a gem the size of *Starfire*, which he hunts with an obsession bordering on mania. If he learns of the PCs' presence, he appears before them and attempts to kill the party's wizard or sorcerer as quickly as possible, on the chance that that person might carry in his books the spell the lich seeks. *Starfire* is actually hidden at Area 14I.

**The Midnight Peddler** is an enigmatic junk-seller who acts as a source of information, so long as his price is met. He is especially interested in obtaining a *talisman of ultimate evil*, currently in the Blood Governor's possession. If the party's cleric is killed, the Peddler may hold the only key to the PCs' escape from the cemetery.

**The Valder Family**, the members of which are now all ghosts, once comprised a powerful crime syndicate, and still in undeath their legacy resonates. Beyond the cemetery walls, living Valders carry on the family trade. One Valder cousin has made a deal with Esbat (see Chapter Three) to export a certain substance in return for helping Esbat escape.

A **shadow elemental** inhabits the *windmill of woe*, a castaway from another plane, using the power of the artifact to protect itself.

### Chapter Two

**Karthe and Ristiko** are old and abiding enemies, each planning the destruction of the other. Escaping the Bonegarden is a secondary goal for these beings; each intends to manipulate the PCs into undermining the encampment of the other.

**The Denizen** is a cacodaemon accidentally trapped here, now the master of an extensive underground warren. If the PCs aren't slain outright by the insane Denizen, there's a chance a bargain can be sealed to the benefit of both parties.

**Devisha Parneux** and her rebel band are living, breathing people who are making a stand against the undead onslaught. Parneux's band is barricaded inside the crematorium, facing imminent destruction.

## Chapter Three

**Lord Slan** the abyssal vampire commands a team of miners who are digging up a strange magical substance with the hopes of making a trade with a band of drow, a barter for his release from the containment field.

**Esbat** the pit fiend is Lord Slan's chief rival. He too has a mining unit, but he has allied with the Valder crime family. He wars with Slan over the product of the mines, with innocent townsfolk caught in the middle. Both Slan and Esbat attempt to recruit the PCs.

**Rani the Protector** is one of the only good-aligned NPCs strong enough to hold her own in this realm of the raging dead. She is an extraplanar being sent here by her god to turn the tables against chaos, a battle in which she gladly accepts all assistance.

The individuals described above are by no means the only creatures in the cemetery with driving goals. Indeed, the passions of many of the lesser NPCs are just as compelling, though they might bear less impact on the overall action. Treat every NPC as a vital component to the adventure, rather than simply a collection of statistics.

## The Six Demanding Dicta

Keep these six important facts in mind when referring to this adventure:

- No living being can leave the cemetery unless accompanied by a cleric of an active god; short of divine intervention, no character class other than a cleric can escape unassisted. Undead beings, spirits, and incorporeal creatures cannot escape at all, even with the help of a cleric; they must contrive to escape through other, thus far undiscovered means (such as the lich's attempt with *trap the soul*).
- The containment field is a sphere one mile in diameter, extending half a mile into the air and half a mile into the ground.
- Undead enjoy a +2 turn resistance, in addition to any standard turn resistance they possess.
- Undead cannot be permanently slain; the night after they are "killed," they rise again with their full complement of hit points and powers.
- Any PC who dies, unless restored to life before the next nightfall, rises as an undead, the exact type of which depends on the circumstances of the PC's death.
- A permanent *nightmare* is cast across the entirety of the cemetery every night, affecting every living creature within the walls, requiring a new saving throw every night to avoid its effects.

## Preparation

*The Bonegarden* is an adventure best suited for 4 characters of 12th to 14th level. You, the DM, should have at your disposal the core rulebooks, including the *PHB*, *DMG*, and the *MM*. Many of the creatures presented herein are described fully in the *Tome of Horrors*, by **Necromancer Games**. If you don't have access to this reference book, simply replace the listed monster with a similar one from the *MM*. For example, the vampiric ooze could become a standard gray ooze.

Before play, read through this module completely, familiarizing yourself with the subtler aspects of the Blood Governor's machinations, as the lich manipulates the story's many participants to enact his escape. The module has several other major NPCs, each with his or her own agenda, and these beings do not simply wait around while the PCs conduct their exploration.

Read or paraphrase boxed and shaded text to your players. Regarding monster statistics, the first time a certain creature from the *Tome of Horrors* or an advanced version from the *MM* appears in the text, a complete stat block is presented, with the exception of special attacks and special qualities, which can be found in the *MM* or *Tome of Horrors*. For all subsequent appearances of a creature or for creatures directly from the *MM*, an abbreviated stat block is used. Look to the extensive Appendix for descriptions of new monsters, magic items, and other pertinent information.

At certain times you'll come across a reminder in bold face. These statements appear at critical junctures in the story, serving to clarify the dynamics of a particularly complicated encounter. An example of this would be the following prompt: **Remember: A statement in bold type explains a complex encounter or reminds you of an important plot point.**

The adventure itself is divided into three chapters, but you may play them in any order. Your players will not proceed through these chapters in a linear fashion, so you must be fully versed in the module to facilitate smooth play and give the illusion of a seamless script. Chapter One describes the majority of the sites found in the cemetery. The second chapter concentrates on four of the larger, more detailed encounter zones. Chapter Three consists of a single location—the subterranean town of Descent.

This adventure takes place in the Domain of Hawkmoon, a region detailed in previous **Necromancer Games** products. However, care has been taken to ensure that the Bonegarden itself can be inserted effortlessly into nearly any other campaign setting. As always, feel free to adjust the

## Scaling the Adventure

Although this adventure is designed for 12<sup>th</sup>- to 14<sup>th</sup>-level characters, the module may be adapted to accommodate characters of 10<sup>th</sup> to 11<sup>th</sup> level, as well as for characters of 15<sup>th</sup> to 16<sup>th</sup> level, by simply following these guidelines.

**10<sup>th</sup>- to 11<sup>th</sup>-level PCs:** Cut the frequency of wandering monsters by half; subtract 2 Hit Dice worth of attack bonuses, hit points, and spells from Karthe (Area 14), Ristiko (Area 16), the Denizen (Area 15), the Blood Governor (Area 12), Hezmon (Area 19), Lord Slan (Area 32), and Esbat (Area 33).

**15<sup>th</sup> - to 16<sup>th</sup> -level PCs:** Make the *nightmare* effect impossible to dispel; add 2 Hit Dice to all the NPCs listed above.

names of places, deities, and NPCs as appropriate. For more information on Hawkmoon and its environs, refer to the **Necromancer Games** modules *What Evil Lurks* and *A Lamentation of Thieves*.

A quick caveat: it should be evident by now that this adventure is intended for experienced DMs and players. More than just a series of high-level monstrous encounters, *The Bonegarden* presents two types of challenges that might be inappropriate for less-seasoned participants.

First, certain elements require thoughtful roleplaying on the part of the PCs; indeed, the outcome of the entire quest pivots upon how the heroes communicate with and respond to certain NPCs. This module assumes that there's no such thing as an irretrievable soul, so even the most blatantly evil NPCs have at least one redeeming quality. An experienced DM should know how to explore this quality and bring it to the players' attention. For their part, experienced players should be able to recognize these nuances and attempt to exploit them, rather than always resorting to melee.

Secondly, the combat encounters are very difficult. This is intentional. At times, the undead crash upon the PCs in wave after wave, harrying them across the cemetery. Undead do not grow weary in pursuit, so they never give up the chase until the heroes are dead.

## Adventure Hooks

The best adventure hook is one tailored specifically to your own campaign. Endeavor to select a hook that involves multiple locations within the Bonegarden, one that requires the PCs to explore a good deal of the cemetery. Perhaps an important map has been torn in pieces, the various sections hidden throughout the Bonegarden. Listed here are

three options, each linked to a specific NPC or series of locations and each demanding that the party visit various places within the cemetery walls.

- The PCs have been sent to recover the fabled *pieces of her heart*. The *pieces* are shards of a magic item detailed in the Appendix. Either someone has hired the heroes to find the *pieces*, or they have learned of it and decided to hunt it down for reasons of their own. The seven fragments are scattered throughout the Bonegarden, found in the following locations: 4, 15F, 15J (3 pieces), 16P, and 33B.
- A representative of the infamous Valder crime syndicate approaches the PCs with a unique opportunity: enter the Bonegarden, discover the phylactery of the Blood Governor, and destroy it, making it impossible for the lich to return after being destroyed. Even though the Valders are willing to pay handsomely, this is a cruel hook for the PCs. The phylactery has long been lost and ruined, but the immense power of the Bonegarden has allowed the Blood Governor to remain a lich. The Bonegarden itself is his phylactery. Only the extraordinary efforts described above in **Breaking the Field** can end his condition.
- A church hires the PCs to rescue someone held prisoner inside the cemetery. This hostage NPC could be a captive of any of the powerful beings inside the wall, forcing the party to explore a wide range of the various sites. For example, if the hostage is being held by the Denizen in the Ossuary (Area 15), the PCs might first visit Karthe's domain, then the town of Descent, and any other number of places before finally discovering the captive. Place the captive wherever you feel he would make the greatest impact upon the PCs and the campaign. If the NPC holding the captive learns of the PCs' search, he or she swiftly acts to use this to their utmost advantage.

## Researching the Bonegarden

Wise players rarely venture into danger unprepared. While equipment and weaponry are extremely important, information often means the difference between life and death. Never was a truer maxim spoken as in the case of the Bonegarden. Entering the Bonegarden without at least a rudimentary knowledge of the environs makes any task infinitely harder. If the PCs poke around Hawkmoon or any of the towns near the Bonegarden, they can make use of the Gather Information skill. Consult the table below to determine what they discover. If, after learning some of these details, the PCs wish to dig for additional intelligence, you may at your discretion provide further specifics, depending on the depths of their research. No map of the Bonegarden is available to the PCs at this point, as no city official or historian ever bothered recording the location of dead thieves and outlaws.



**DC Information Gained**

- 8 The PCs hear something entirely untrue, that everyone who enters the Bonegarden is forever trapped, held inside by the cemetery's dark and unbreakable magic.
- 10 Give the PCs a general summary from the information regarding the Bonegarden's history, as detailed in the Adventure Background.
- 15 The PCs hear a false rumor that leads them to believe that there is a pack of 27 vampires inside that rule over the inhabitants; at times smoke can be seen issuing from a strange furnace the vampires have built to burn the bodies of those who oppose them. (The PCs may mistake the crematorium for this nonexistent furnace.)
- 20 A priest is required for living beings to exit the Bonegarden, though spirits of the dead cannot escape at all; give the PCs details of the containment field and its attendant dangers.
- 25 For some reason, it is practically impossible to sleep inside the Bonegarden.
- 30 The PCs learn specific names and histories, such as that of Karthe, Ristiko, or any other of the cemetery's major figures; the most powerful entity is a lich.
- 35 Somewhere inside the cemetery wall exists an enclave of living beings, men and women who have managed to stay alive, though they surely can't hold out for long.

## Getting There

Never let it be said that the region of Hawkmoon isn't a dangerous place, especially the territory surrounding the Bonegarden, as few travelers venture here. Roll 1d12 for every 10 miles the heroes travel en route to the Bonegarden, consulting the table below. Refer to the **MM** for the complete statistics of these creatures. The Hawkmoon Domain Map shows the location of the Bonegarden in relation to other important places in the Domain.

**Dire Wolverine:** CR 4; hp 42 each; see the **MM**.

**Highwayman, Male and Female Human Rog2:** CR 2; SZ M; HD 2d6+8; hp 16 each; Init +4 (+4 Dex); Spd 30 ft.; AC 14 (+4 Dex), touch 14, flat-footed 10; BAB/Grp

1d12 per 10 miles	Encounter	EL
1-2	10 wolves	8
3-4	4 owlbears	8
5-6	5 dire wolverines	9
7	Highwaymen (10 2nd-level rogues)	9
8	20 stirges	8
9-12	No encounter	NA

+1/+2; Attack +2 melee (1d6+1, short sword, crit 19-20) or +5 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ evasion, trapfinding; AL NE; SV Fort +4, Ref +7, Will +1; Str 12, Dex 18, Con 18, Int 16, Wis 13, Cha 13.

**Skills:** Appraise +7, Climb +6, Craft (rope making) +7, Diplomacy +7, Disguise +6, Escape Artist +9, Hide +4, Listen +1, Move Silently +9, Open Lock +9, Perform +3, Read Lips +7, Sense Motive +6, Spot +2, Swim +3, Tumble +8, Use Magic Device +6. **Feats:** Blind-Fight, Point Blank Shot.

**Owlbear:** CR 4; hp 47 each; see the **MM**.

**Stirge:** CR 1/2; hp 5 each; see the **MM**.

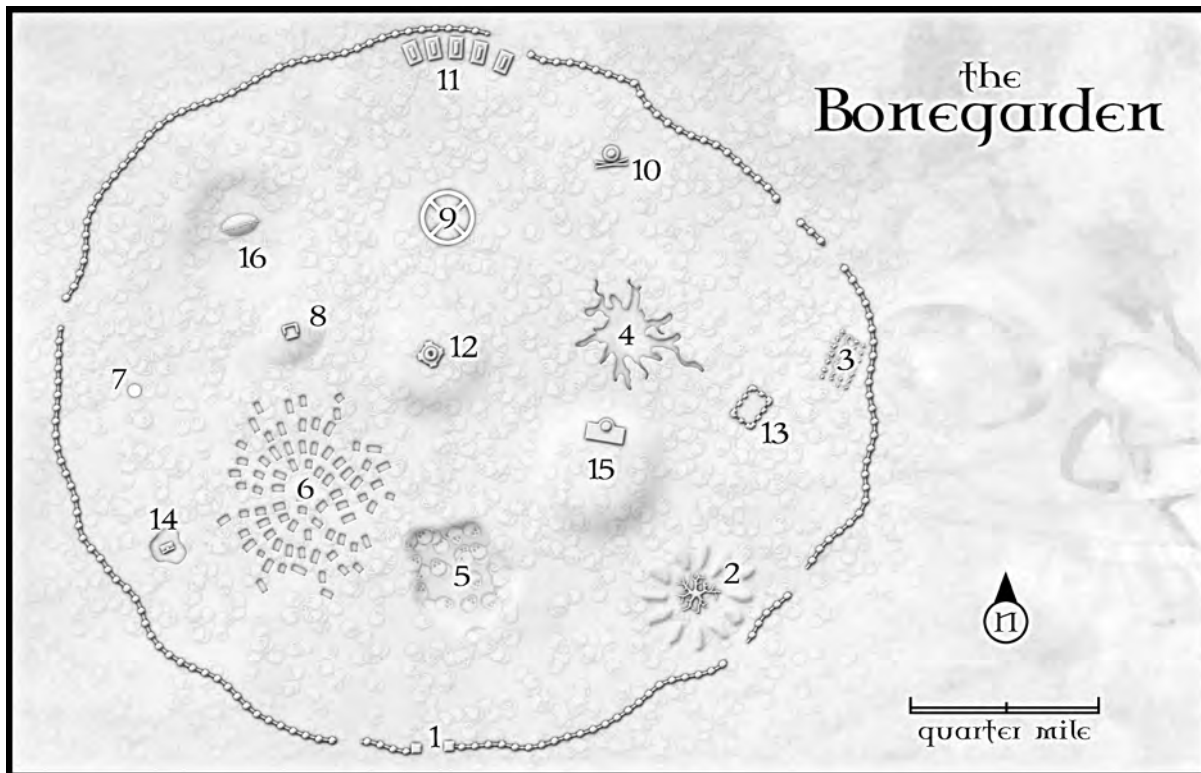
**Wolf:** CR 1; hp 13 each; see the **MM**.

## Arriving at the Cemetery

The PCs are here to complete a certain quest. To this end, they must essentially roam through this horrible place until they discover the various components of that quest, either by accident or by design. But the cemetery is an ever-changing, dynamic locale, and certain NPCs move about in constant pursuit of their own complex agendas; once these entities become aware of the PCs, they act quickly to use them to further their plans. Ristiko, Karthe, and the Blood Governor all take a keen interest in the PCs. The lich, for instance, is seeking a large gem and a copy of the spell *trap the soul*. In return for these items, he tells the PCs' the approximate location of whatever it is that they seek. If there's no deal to be made, the lich attacks as detailed under area 12I. Karthe and Ristiko also know the general whereabouts of this item, and they're willing to part with this information as barter. Familiarize yourself thoroughly with these individuals, as they are all quite proactive with regard to the PCs' presence in the Bonegarden.

## Getting In

Some would say entering the Bonegarden takes courage, some would say foolishness, but all that's really needed is a leg up. Scaling the 9-foot wall is accomplished with a Climb check at DC 20, though some places have crumbled entirely, forming an easy passage. Depending on the point the PCs choose to breach the wall, some landmarks may be visible from the top of the wall. Refer to the Bonegarden Overview Map. The Mausoleum (Area 14), the Ossuary (Area 15), the Crematorium (Area 13) and the tomb of the Blood Governor (Area 12) are all visible if the PCs crest the wall in the quadrant containing each. The dead tree (Area 2) and the *windmill of woe* (Area 10) can be spotted from the ground beneath the section of wall that they border. The PCs may choose to climb the wall based on the location of these visible locales, or they may simply try the front gate (Area 1). Additionally, anyone sitting atop the wall can plainly see the shambling figures of various undead



wandering amongst the fallen headstones and blackened hills.

### Bonegarden Wandering Monsters

The cemetery teems with undead. During the daylight hours, roll for a random encounter once every hour the PCs spend inside the wall. At night, roll once every 30 minutes. At the rate these horrors are likely to appear, the heroes face wave after wave of attackers. The Bonegarden very much resembles a scene from one of the Lower Planes, where an interloping, mortal soul must fight for each foot of ground it advances. *Do not forget to roll for wandering monsters, as their continual presence is integral to the Bonegarden environment.* Each of these encounters is briefly described below. For full descriptions of these creatures' special attacks, qualities, and other traits, refer to the **MM** and **Tome of Horrors**, as appropriate.

**Special Encounter:** A roll of 2 indicates the chance for a unique encounter, one that occurs no more than once during the PCs' stay in the graveyard. Roll another 1d12. On a result of 1-8, the PCs meet any of the possible wandering monsters listed above, as you see fit. On a roll of 9-12, one of the cemetery's most powerful denizens confronts the PCs. 9: Karthe (Area 14), 10: Ristikio (Area 16), 11: the Midnight Peddler (Area 7), 12: the Blood Governor (Area 12). Refer to their individual areas for the tactics each creature uses during these encounters.

1d12	Roll	Encounter	EL
1	4	darnocs	10
2		See <b>Special Encounter</b> , below	NA
3-4	12	shadow mastiffs	12
5	2	spectres	9
6	11	shadows (night) or 12 ghouls (day)	10 8
7-8	16	ghasts	11
9	2	will-o'-wisps	8
10-12		No encounter	NA

**Darnocs (4):** CR 6; SZ M Undead (Incorporeal); HD 8d12; hp 52 each; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft.; AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; BAB/Grapple +4/+5; Atk +5 melee (1d6+1, slam); SA frightful presence (30 ft. radius, 8 HD or less, Will DC 16, shaken 4d6 rounds), hit point drain (damage by slam permanent), symbol of discord, create spawn; SQ undead, ghost form, turn resistance (+2); AL LE; SV Fort +2, Ref +4, Will +7; Str 12, Dex 14, Con -, Int 12, Wis 12, Cha 14.

**Skills:** Hide +12, Intimidate +12, Listen +11, Search +11, Spot +11. **Feats:** Blind-Fight, Combat Reflexes, Improved Initiative.

**Ghasts (16):** CR 3; hp 26 each; see the **MM**.

**Ghouls (8):** CR 1; hp 13 each; see the **MM**.

**Shadows (11):** CR 3; hp 19 each; see the **MM**.

**Shadow Mastiffs (12):** CR 5; hp 30 each; see the **MM**.

**Spectres (2):** CR 7; hp 45 each; see the **MM**.

**Will-o'-wisps (2):** CR 6; hp 40 each; see the **MM**.

# Chapter One:

## A Coward's Death

"Only when one cannot sleep does one know how long the night is."

—Chinese Proverb

### I. Lane of Revenge (EL8)

Remnants of smashed headstones and ruined casquets litter the ground, surrounding the dented metal bars that guard the lone entrance to the Bonegarden. Broken cages and toppled crosses are all that remain of the object lessons once taught here. Beyond the wall, someone has erected his own objects of scorn, a warning to any who wish to enter. Along the path inside the gate, ten poles protrude from the ground, each bearing human or demihuman remains. These impaled bodies hang limply while two rotting, though quite animated, figures patrol the barred entrance. The figures are oblivious to all but their own stilted gait and endless vigil. Strangely, someone has erected a scarecrow directly in front of the gates. As the PCs approach, its tilted head begins to speak an ominous warning: "Turn Back! Only loss and sorrow lie ahead."

This is the main entrance to the notorious Bonegarden. The PCs do not have to enter here if they prefer to climb the wall at some other point. A Search check (DC 20) on the inside of the pillars supporting the gate reveals a secret door opening upon a stairwell that delves beneath the wall and under the cemetery. This passage is detailed in Area 14H. Finding this door leads to quite the ominous beginning, as it empties directly into the main chamber of one of the most powerful inhabitants of the Bonegarden. The passage can only be found from inside the cemetery.

With a head made from rotting vegetable matter and a body of moldy straw, the scarecrow makes a fitting gatekeeper for this frightful place. The scarecrow is a magical messenger of sorts, programmed to warn would-be adventurers of the dangers of the Bonegarden. The PCs may ask the scarecrow any question, though its answers come at random from a list of things it is able to relate. Once it exhausts the list, it begins to repeat itself. Here are the things the scarecrow says:

"Leave the Blood Governor be; the tomb on the hill is no place for mortals."

"The Midnight Peddler knows more than he tells."

"If trouble you find, seek for descent down the Screamer's Shaft."

"Ware the windmill of woe, for 'tis many a sleepless night it has caused."

The scarecrow has no statistics and cannot attack. It has no intelligence, being little more than a form of *magic mouth* that responds to the presence of living creatures. The scarecrow was erected by a traveling bard who wanted to give warning to those who would come here. By listening to the scarecrow's rantings, the PCs can learn the names of a few of those who await their arrival beyond the gate, as well as some tiny clues about the best course of action to take once inside.

The two guardians are actually 2 **bhutas**. They ignore the PCs until they breach the wall, at which time they attack. Likewise, the bodies hanging from the poles remain lifeless until the PCs enter. As the PCs pass, the bodies animate and reach out and moan in hatred, though they are securely affixed to the spits upon which they are displayed.

**Creatures:** These two monsters belie the unused state of the Bonegarden, as they are quite fresh and could almost pass for living beings. They are in fact bhutas, a unique form of undead whose only goal is to find and destroy their killers. They have only recently come to the Bonegarden. They were once living men, but they were killed, their bodies thrown over the wall by a local merchant who murdered them when a business deal went sour. They rose as undead. There may be other bhutas in the Bonegarden, as it is a convenient place for killers to dispose of inconvenient bodies. To stave off decay bhutas need fresh meat, so they attack anything that enters the cemetery. Refer to the *Tome of Horrors* for more information on the bhuta.

**Bhuta (2):** CR 6; SZ M Undead; HD 7d12; hp 45 each; Init +2 (Dex); Spd 30 ft.; AC 15 (+2 Dex, +3 natural), touch 12, flat footed 13; BAB/Grapple +3/+6; Atk +7 melee (1d6+3, claw); Full Atk +7 melee (1d6+3 [x2], claws); SA improved grab, death grip (grapple does claw damage, no verbal spells); SQ find target, gentle repose, turn resistance (+2), undead; AL LE; SV Fort +2, Ref +4, Will +7; Str 16, Dex 14, Con -, Int 12, Wis 14, Cha 14.

**Skills:** Escape Artist +12, Hide +12, Listen +12, Move Silently +12, Spot +12. **Feats:** Alertness, Power Attack, Weapon Focus (claws).

**Possessions:** Each bhuta wears the clothing he had on when he was killed, and it is in fairly good condition. Searching the bodies reveals a +1 *dagger*, a pouch of 4 tarnished sp, and a letter detailing the location and time of their final meeting with one Ilvéray Leluz, a merchant in the town of Hawkmoon. Concealed in the false heel of one boot is a gold scarab with the letter "L" etched into the surface (250 gp).

### Adventure Hooks

Ilvéray Leluz resides in the town of Hawkmoon, not far from the Bonegarden, where he operates a small though successful trading business. His wares include various and sundry trinkets of peculiar origin: talismans, ancient relics, religious paraphernalia of several gods, antique jewelry, et cetera. It is rumored that he can procure almost anything if the price is right. This is true, albeit in a macabre sense. Ilvéray actually trades in flesh in three different ways. First, he runs a gentleman's club with a very exclusive membership; the club is actually an upscale brothel. Secondly, he is in league with a local gang of bandits, capturing unwary travelers and selling them into slavery. One of the apparently legitimate ship captains buys these slaves and transports them to a distant market. Finally, some customers seek out Ilvéray for human body parts. What they do with these body parts is anybody's guess.

### 2. The Tumuli (EL 10)

Swelling up from the black earth is a circle of bare hills surrounding a thick-boled tree with leafless limbs and bark the color of bone. Each tumulus is approximately 15 feet long and between 3 and 6 feet tall. Twelve in number, these barrows form a ring around what appears to be an ancient ironwood, the branches of which are bare and twisted, as if the tree has suffered through a disease that not only stripped

it of all life, but also deformed it in some subtle yet unsettling way. Because of a vaguely mouth-shaped hole in the trunk, the tree looks as if it's issuing a silent and eternal scream. A strange lavender light emanates from this cavity.

Buried within these twelve tumuli are the remains of an outlaw band executed over a hundred years ago for crimes as varied as robbery, cattle rustling, kidnapping, and murder. Their leader was named Jathe. What made Jathe and his cohorts unique among bandits is that they were all stone giants.

The giants were all eventually tracked down and killed for their crimes, their huge corpses buried here in the Bonegarden. Several years ago, the Blood Governor animated the creatures as **12 huge skeletons**, intending to use them as a personal squad of enforcers. Unfortunately, the skeletons' restive spirits had a tendency to rampage when the Blood Governor wasn't present to exert his influence over them, wreaking destruction upon the tombstones, burial vaults, and any creatures that crossed their path. The Blood Governor put an end to this by commanding the skeletons to return to their graves, and then sealing them there by placing a simple bit of warding magic upon a piece of marble. If this glowing rock is removed from the poisoned heart of the tree (Strength check [DC 15] to pry it loose), the giant skeletons rise from their barrows and attack unceasingly.

The ironwood itself, once living, was long ago mutated by the dark energies of the Bonegarden into a terrible thing known as a **hangman tree**. The tree



remains quiescent until the rock is taken from the stinking orifice in its trunk, at which point it attacks. Due to terrible maligned nature of this foul obscenity, the hangman tree does not respond to such spells as *speak with plants*.

As long as the hunk of marble is not removed, the skeletons remain inert. Anyone probing into a tumulus strikes worm-covered bone a few inches below the surface. The PCs may completely excavate any number of skeletons without provoking an attack, so long as the rock in the hangman tree isn't disturbed. The skeletons are immense, their bones showing evidence of many battles.

**Creatures:** The skeletons require 1 combat round to cast off their shallow dirt coverings and come to their full height. The hangman tree is able to attack anyone within 15 feet of its trunk. It is detailed in the *Tome of Horrors*.

**Hangman Tree:** CR 6; SZ H Plant; HD 6d8+30; hp 62; Init -2 (Dex); Spd 0 ft.; AC 17 (-2 size, -2 Dex, +11 natural), touch 6, flat-footed 17; BAB/Grp +4/+20; Atk +10 melee (1d6+8, vine constriction); Full Atk +10 melee (1d6+8 [x3], vine constriction); Face/Reach 15 ft./0 ft. (15 ft. with vine); SA constrict (1d6+8), improved grab, swallow whole (1d6+4 plus 2d6 acid); SQ blindsight (30 ft.), hallucinatory spores (50 ft. radius, Will DC 18, no interest in attacking tree 3d6 rounds), plant, SR (12), vulnerabilities; AL NE; SV Fort +10, Ref +0, Will +1; Str 27, Dex 6, Con 20, Int 8, Wis 10, Cha 10.

**Skeleton, Huge (12):** CR 2; hp 35 each; see the MM.

**Treasure:** Searching each tumulus is time-consuming, requiring 3d6 minutes for a thorough investigation. Of the twelve graves, three contain items hidden in the bug-infested soil, giving each site a 25% chance of being one of the three that contain treasure. Within these certain graves, anyone making a Search check (DC 20, DC 24 if the PC fails to spend the requisite time) uncovers one of the following: a vampire skull filled with 38 small gemstones (50 gp each), a *cursed hat of disguise* and a pair of *duping bracelets* (16 charges). The hat is a dashing affair that might be worn by a swashbuckler, but its magical properties are tainted with a special curse. The disguise affect still functions, but it produces a visage that looks nothing like the intended image. Invariably, the PC using this hat appears much less attractive than normal (-4 to Charisma). The hat may be removed at any time with no adverse side effects. The PCs might mistake the glowing purple rock within the hangman tree for the *Starfire* gem being hunted by the Blood Governor. In reality, this piece of marble is virtually worthless (12 gp). The *duping bracelets* are fully detailed in the Appendix.

### 3. Where Bad Flowers Bloom (EL 9)

Anyone approaching this area sees what appears to be row after row of carefully tended white rosebushes. The stems artfully pruned, their petals the color of the moon, these bushes are as fragrant as they are beautiful. At first glance, it seems as if some loving gardener has managed to bring life to this barren place; the roses are a pleasant and almost redeeming sight for any who look upon them. Standing nearly 8 feet high in the center of this garden patch is a statue of an angelic figure. The statue holds what appears to be a large gemstone.

These plants are in fact **5 vampire roses**. The gem in the statue's stony fist is bait, set here by an independent **ghast** known as the Quiet Gardener in order to lure victims within the bushes' killing range. Anyone who walks down the rows is subject to attack from as many of the roses as are within striking distance. The rows are but 2 feet wide, which ensures that multiple roses are able to attack anyone passing down the aisle.

Before he died, the Quiet Gardener was a druid, as well as an aspiring sage of botany. He spent his days experimenting with hybrid plants of his own design. One fateful night, a certain specimen of vine—imbued with sentience by the Gardener's spells—attacked and strangled a visiting herbalist. Terrified that he would be blamed for the murder, the Gardener buried the body and told no one what had happened. Eventually, however, the authorities uncovered his crime, and the Gardener was forced to fight for his life. He was killed in the ensuing struggle, his body buried in the Bonegarden along with the rest of the Domain's worst criminals. Over time, the ill magic of the cemetery transformed the druid's soul into a ghast.

**Creatures:** Over the course of the last several decades, the Gardener has renewed his interest in his former hobby. However, nothing grows in the Bonegarden. In fact, the graveyard's soil is so polluted by the toxins of evil spirits that the only plants that thrive here are ones that feed on misery. These vampire plants drink blood instead of water. They are fertilized by the life essence of those they murder. When the PCs arrive, the Gardener is lying among the rows, hidden by several of his plants. He comes to his senses if the rosebushes attack the PCs, joining the fray immediately so that his beloved plants are not destroyed. He attacks with a pair of rusty pruning shears.

**Vampire Rose, Advanced (5):** CR 4; SZ S Plant; HD 6d8+18; hp 44 each; Init +0; Spd 5 ft.; AC 15 (+1 size, +4 natural), touch 11, flat-footed 15; BAB/Grp +4/+6; Atk +7 melee (1d4+3, stalk); Face/Reach 5 ft./10 ft.; SA blood drain (1d4 temp. Con damage/round), improved grab; SQ blindsight (30 ft.), cam-

oufflage, plant; AL N; SV Fort +8, Ref +2, Will +3; Str 14, Dex 10, Con 16, Int -, Wis 13, Cha 8.

**Quiet Gardener, Ghast:** CR 3; hp 40; see the **MM**.

**Tactics:** The Quiet Gardener—who never speaks or makes a sound—attempts to steal upon the PCs from behind, pruning shears open wide. He has Exotic Weapon Proficiency (pruning shears) as a bonus feat. He can attack with his shears at his full melee bonus. They deal 1d6+1 points of damage. The vampire roses continue to feast until sated, at which time their petals turn from white to red.

**Treasure:** Searching the garden reveals very little. The Gardener has no possessions other than his shears. Examining the statue reveals that it was once part of a tomb decoration, but was apparently broken off and placed here upon several large, cracked headstones as a centerpiece of the roses. Though the PCs might first assume that the gemstone is something of great value (perhaps the *Starfire* jewel sought by the Blood Governor), it is nothing more than a piece of colored quartz (2 gp), as is discerned on a successful Appraise check (DC 10). Moving the statue reveals an earthen hollow in which the Quiet Gardener has buried the few trinkets he has found, including a wispy, black key, an oilskin-wrapped garlic clove, three vials of holy water, and a tightly rolled scroll. The key opens the outer door of the *windmill of woe* at Area 10. However, the key is actually only partially on this plane. When not specifically possessed by someone, the key resides on the Plane of Shadow; only its shadow can be seen on the Material Plane. The key can be grasped by making a Wisdom check (DC 18), willing the key temporarily to this plane. It returns to the Plane of Shadow as soon as it is released. The scroll is actually a treatise concerning the moon, including various details of that planetoid, such as mass, axial tilt, atmospheric composition, et cetera. Moving the headstones that form the base of the statue, or Searching the base (DC 20) reveals a dark shaft leading down. Protruding from the wall are various humanoid bones forming a ladder of sorts, allowing access to the caverns below at Area 26.

#### 4. The Plague Bog (EL 9)

Throughout the Bonegarden's varied topography, this area is the cemetery's lowest point. The land here forms a slight depression, a shallow basin that has the misfortune of serving as the final resting place for the cemetery's accumulated liquid runoff. As fluids always move downhill at the behest of gravity, everything eventually pools here—all the blood, feces, and bodily juices, all the effluvium of death and decay, stagnated in a slime pit of pollution. The locals refer to this fetid wetland as the Plague Bog.

The Plague Bog is a swampy region 50 feet in diameter, 20-foot-deep at its center. The stench that

rolls off the Bog is eye watering in intensity. Dead trees stand in the Bog, their wood pockmarked by years of exposure to the toxins. The plants that rise up from the mire are black and twisted and poisonous. The fluid itself contains bacteria of types never catalogued by sages. The fluid is completely motionless, stirred not even by the ripple of mosquito wings, as any insect that alights here is instantly snuffed out by the powerful vapors constantly created in this vile cauldron of disease.

Anyone approaching within 20 feet smells the ghastly odor, getting fair warning of what lies ahead. Standing at the Bog's edge requires unprotected PCs to make Fortitude saves (DC 15) or become nauseated, as per the conditions described in the **PHB**. The fumes rising from the surface cause eyes to moisten, penalizing Spot, Search, and other vision-related checks by -2. A character can protect himself against these effects by breathing through a wet rag and constantly fanning the fumes from his eyes. Certain spells also provide protection.

If one of the PCs comes to the Bog's edge, make a secret Spot check (DC 14), with success indicating that the character notices what appears to be a human arm clinging to a floating log in the center of the Bog. It seems as if someone is submerged below the surface, one arm wrapped over a blackened limb. There is no sign of movement.

#### Why Are the PCs Here?

It would seem as if no one in his right mind would come here without a very good reason, as this place holds little other than death. However, simple curiosity alone might compel the PCs. When they notice the strange arm holding fast to the log, they might venture forth to investigate. If they have discovered that one of the *pieces of her heart* lies at the Bog's bottom, this too is a strong motive for being here. Finally, you can place any objective of your own within the Bog, forcing the heroes to brave its black depths. Whatever their impetus, the PCs stand a chance of contamination if they make physical contact with the Bog's fluids at any time. The PC is permitted a single Fortitude save (DC 20). Success means that the character's immune system is capable of warding off the hordes of bacteria and virus-bearing parasites. Failure means that the character is instantly nauseated. Within 1d6 minutes his condition degenerates to incapacitated, and 1d6 hours after that, he dies. The DC increases to 30 if the fluid is imbibed. Only *cure disease*, *heal*, or *wish* can save the character from dying.

**Creatures:** Three types of creatures inhabit the Bog, all of them new monsters fully described in the Appendix. Anyone wading into the fluid is secretly set upon by 3 **life leeches**. So stealthy are the life leeches that it's likely they'll adhere to the PCs



without being discovered until the heroes reach dry land and inspect themselves. As one of the *pieces of her heart* lies submerged at the Bog's bottom, there is little the PCs can do to avoid the life leeches. The fluid itself is completely opaque, being a thick, green and black morass of blood, pus, excrement, and other less mentionable substances. Meanwhile, hovering above the surface and completely invisible is the dreadful **visceryl**, which attacks anyone who is using *fly*, *levitation*, or similar means to move above the Bog. Finally, the human arm and the log it clutches are actually an **undead mimic**. This corrupted mimic waits until it is disturbed, then attacks with its soul cohesion ability. See the Appendix for details.

**Life Leeches (3):** CR 2; SZ T Vermin; HD 1d8; hp 5 each; Init +0; Spd 5 ft., swim 10 ft.; AC 12 (+2 size), touch 12, flat-footed 12; BAB/Grp +0/+0; Atk +2 melee (energy drain, bite); Face/Reach 2 1/2 ft./0 ft.; SA attach (Str check [DC 10] to remove), energy drain (1 negative level/minute, Fortitude [DC 10] to remove); SQ blindsight (30 ft.), salt vulnerability (1d6/pound of salt), vermin; AL N; SV Fort +2, Ref +0, Will +0; Str 10, Dex 10, Con 11, Int -, Wis 10, Cha 9.

*Skills:* Move Silently +10.

**Visceryl:** CR 7; SZ M Undead (Incorporeal); HD 10d12; hp 85; Init +9 (Dex, Improved Initiative); Spd fly 20 ft. (perfect); AC 15 (+5 Dex), touch 15, flat-footed 10; BAB/Grp +5/—; Atk +11 melee (dehydration, incorporeal touch); SA dehydration (1d6 points of subdual damage plus 1 perm. Con drain/4 subdual); SQ incorporeal, invisibility, undead; AL CE; SV Fort +3, Ref +8, Will +7; Str —, Dex 20, Con —, Int 10, Wis 10, Cha 10.

*Skills:* Hide +13, Listen +9, Spot +9. *Feats:* Combat Reflexes, Dodge, Improved Initiative, Weapon Focus (incorporeal touch).

**Undead Mimic:** CR 6; SZ L Undead (Shapechanger); HD 7d12; hp 61; Init +1 (Dex); Spd 10 ft.; AC 13 (-1 size, +1 Dex, +3 natural), touch 10, flat-footed 12; BAB/Grp +3/+11; Atk +7 melee (1d8+6, slam); **Face/Reach** 10 ft./5 ft.; SA soul adhesive (1 negative level/round, Will DC 13 to recover); SQ acid immunity, mimic shape, mitosis, undead; AL NE; SV Fort +2, Ref +3, Will +6; Str 19, Dex 12, Con -, Int 10, Wis 13, Cha 10.

*Skills:* Climb +14, Disguise +13, Listen +11, Spot +11. *Feats:* Power Attack, Skill Focus (disguise), Weapon Focus (slam).

**Treasure:** The only thing of value here lies on the floor of the Bog. Attaining this item without exposing one's self to infection is tricky business; be prepared for the players to invent creative means of acquiring the loot from the Bog's bottom, some 20 feet below the surface. Lying there is a human corpse, half preserved by the chemicals inherent in the fluid, half

devoured by the more destructive elements. If the PCs have some way of seeing in the dark slime, they may make a Search check (DC 18) to discover the body, which bears in its skeletal fist one of the *pieces of her heart*, or another item specific to your own campaign goals.

## 5. The Valley of Bones (EL II)

A large depression spans the next 50 yards, littered with the bleached bones of countless humanoids. It is a virtual sea of bones. A closer inspection reveals that some of the bones belonged to creatures decidedly inhuman. PCs lingering in this valley provoke the malevolent souls that permeate the area. After 1 minute of the PCs' presence, a slight breeze begins to blow on an otherwise calm day. For the next several minutes the wind increases in intensity, so that after only 3 minutes, swirling winds of considerable strength buffet the PCs, imposing penalties of -2 to missile fire and causing small bone fragments to skitter across the ground. If the PCs leave the valley at any time, the wind dies down almost immediately. If they remain for longer than 5 minutes, thousands of bones lift from the ground with the force of the wind and begin to assemble into some as-of-yet unrecognizable form. After 6 minutes, a **colossal skeletal creature** is fully formed and attacks anyone in the valley, though it does not pursue beyond that boundary. If defeated, the skeleton's bones fall randomly back to the earth. By the next day, the spirits have regrouped, and visiting here again has the same effect.

**Creature:** The skeletal beast formed by these bones has no distinct shape or identity. Two massive "arms" protrude from a jumble of bones that make up the body. The monster hammers at the PCs with its misshapen limbs. **Remember: The PCs draw the attention of the Blood Governor if they cause too much havoc in the Bonegarden; if they defeat the colossal skeleton once and then return again the following day to engage in combat with it again (to gain more XP, for example), then the lich sees them through his crystal ball and arrives to kill any obvious wizard with *power word, kill*.**

**Skeleton, Colossal:** CR 11; SZ C Undead; HD 64d12; hp 505; Init +5 (Dex, Improved initiative); Spd 40 ft.; AC 13 (-8 size, +1 Dex, +10 natural), touch 3, flat-footed 12; BAB/Grp +32/+56; Atk +32 melee (2d8+8, claw); Full Atk +32 melee (2d8+8 [x2], claws); **Face/Reach** 30 ft./25 ft.; SQ immunities, *freedom of movement*, undead; AL N; SV Fort +10, Ref +11, Will +18; Str 26, Dex 12, Con -, Int -, Wis 10, Cha 11.

*Feats:* Improved Initiative.

**Tactics:** One of the thousands of bones that comprise the skeleton is a human finger bone bearing a

ring of freedom of movement, rendering the skeleton immune to such spells as *halt undead*.

**Treasure:** The only item of note in this area is the ring of freedom of movement that is buried under an avalanche of bones when the skeleton is defeated and collapses. *Detect magic* or similar spells cannot reveal its location because of the mountain of bones covering it. A successful Search check (DC 35) indicates that someone has stumbled upon it.

## 6. Mass Graves (EL 15)

This vast and terrible landscape covers at least two acres and is pockmarked with ragged holes where hundreds of formerly interred bodies have clawed their way to the surface. Passing through this wasteland involves fending off endless attacks of **several hundred skeletons, zombies, ghouls, and shadows**. This army of undead advances in waves, one after the next, threatening to overwhelm the party by sheer force of numbers. Until the PCs distance themselves from the area, every round finds them under assault or watching the approach of the next wave of attackers. The unusual density of lesser undead here is due to the presence of several mass graves. During a particularly brutal era of Hawkmoon history, many thieves, pirates, and cutthroats were killed fighting the law, or were executed en masse and buried here in shallow mass graves. Normally, one of the two factions of undead (at the direction of either Karthe or Ristiko) can be found here exhuming bodies to fight for their cause.

**Creatures:** Throw a mixed bag of undead at the PCs when they enter this area as 5d10 various undead attack the first round, with 5d10 joining the fray each round. Each wave contains at least 1 shadow in its ranks. Optionally, in order to simplify the math, you may choose to send 20 undead per attack. If the PCs choose to engage them all without retreat, a total of no less than 200 creatures comes at them. Eventually the battle draws the attention of either Ristiko or Karthe, and possibly the Blood Governor himself. One of these three powerful beings comes to investigate, but only after fully preparing themselves with a wide range of protective spells and other defenses.

**Ghouls (60):** CR 1; hp 16; see the **MM**.

**Shadows (10):** CR 3; hp 19; see the **MM**.

**Skeletons, Medium-Size (70):** CR 1/3; hp 6; see the **MM**.

**Zombies, Medium (60):** CR 1/2; hp 16; see the **MM**.

**Tactics:** The undead attempt to use their superior numbers to overbear, grapple, and pin the heroes. Refer to the **PHB** for information on how this strategy works.

**Treasure:** Discovering anything of value in this morass is both tedious and dangerous. It takes at least

an hour to complete a search large enough in scope to have a chance at producing a find. Anyone spending less than an hour locates nothing but still faces the danger of contracting a disease (see **Disease**, below). Have all searchers make a Search check for every hour spent in the effort, and consult the following table.

Search DC	Discovery
10	Purse of 1d10 gp
15	The carcass of a griffon, bearing a saddle. Tooled into the saddle leather is the name "Antonikul." This is the name of a man being held prisoner in Area 15K.
20	Giant opal worth 3,500 gp
25	Magic item (such as <i>+1 longsword</i> , a potion, minor scroll, et cetera)
30	Cavern entrance (see <b>Entrance</b> , below)

### Disease

Rummaging through a mass grave has certain negative effects on hygiene. When the PCs enter this area on the map, make a secret Fortitude save (DC 15). Failure indicates that the PC has contracted a disease. Make an additional check if the PCs search for treasure, and again when they are leaving the area. Failing at any time means some of the rampant bacteria have attacked the PC. In 24 hours the PC begins to show signs of illness: fever, chills, physical weakness and swelling. After three days the swelling is more pronounced, as black, bulbous pustules form around the neck, under the arms, and in the groin. The disease saps the victim's energy, dealing 2d4 points of temporary Strength and Constitution damage. In the days following, he receives one more Fortitude save (DC 15), with failure indicating that he succumbs to the disease and dies. After 10 days the danger has passed and the PC begins to recover. A *cure disease* or *heal* spell stops the course of the disease.

### Entrance (EL 5)

Beneath these shallow pits lies a layer of granite that forms the roof of a small cavern complex. The caves are part of a larger system that spreads beneath the Bonegarden and houses the people of Descent (Chapter Three). As above, on a successful Search check, the PCs have stumbled upon a crack in the granite large enough to enter. This eventually leads to Area 14G. While the heroes are investigating this area, a **murder crow** makes a flyby attack. Refer to the Appendix for details of this new monster.

**Murder Crow:** CR 5; SZ M Undead; HD 9d12; hp 85; Init +9 (Dex, Improved Initiative); Spd 10 ft., fly







70 ft. (average); AC 18 (+5 Dex, +3 natural), touch 15, flat-footed 13; BAB/Grp +4/+5; Atk +5 melee (1d4+1, claw); Full Atk +5 melee (1d4+1 [x2], claw), +3 melee (1d6, bite); SA eye rake; SQ dismember, undead; AL CE; SV Fort +3, Ref +8, Will +8; Str 12, Dex 20, Con -, Int 2, Wis 14, Cha 8.

*Skills:* Listen +6, Move Silently +9, Spot +6. *Feats:* Dodge, Flyby Attack, Improved Initiative, Multiattack.

## 7. The Merchant of Death (EL 9)

The PCs have entered the cemetery in search of a certain object, perhaps one of the *pieces of her heart*, or a special item specific to your campaign. Either way, if the PCs are to succeed in their quest to recover this elusive object, eventually they must come into contact with a being known as the **Midnight Peddler**. The Midnight Peddler is a grave-robbing junk-dealer who purveys his grisly wares from the back of a dog sled pulled by a team of 8 **ghoul-wolves**.

Approaching on what appears to be a wheeled dog sled is some kind of junk-seller or traveling merchant. His sled is obviously fashioned from a casket, filled with all manners of macabre tokens, including the body parts of disinterred corpses, shrouds and funerary bindings, and other pillaged accoutrements of the grave. The sled itself, rolling on four rusty metal wheels, is pulled by a team of foul and unnatural wolves with mangy patches of iron-hard hair and

glowing green eyes. The low growling of the wolves is more like the moan of the dead. The figure who drives the dogs with a long whip wears a voluminous black cape, the cowl of which is thrown back to reveal a pale yet sickly handsome face, mouth split open wide in a smile shaped like a scimitar. His black whip cracks loudly. Shuffling alongside the rolling sled is a hunchbacked figure, trying to keep up.

Wretched in the extreme, the Midnight Peddler is an itinerant dealer in death, one who roams the known planes of existence only to haunt and torment those he encounters. Only recently did he discover the Bonegarden. For several days now he's been exploring the vast cemetery, collecting odds and bloody ends with the intention of using them to bring ill tidings to buyers on another plane. His initial plan was to gather many fiendish trinkets and then use *plane shift* to quit this place. But like everyone else who comes here, he now finds himself an accidental prisoner. However, the Midnight Peddler is unconcerned by his plight, as he's discovered one of the secrets of the cemetery, and he has in tow a ready means of egress; in the meantime he's content to ply his trade with all those in need of a dishonest barter.

As it happens, the Peddler plays a very important role in the drama. The hunchbacked human who accompanies the Peddler in his forays across the Bonegarden is a young man named Sebano. Though now he appears as a childish simpleton, barely able to

form a coherent sentence, Sebano was at one time a paladin and cleric, a shining follower of the goddess Inoska, deity of secrets and hope.

Sebano was part of a team of master adventurers who confined a black dragon named Umalajix to a prison on another plane of existence. In fact, Sebano was the one who actually sealed the final ward upon the prison door. But this ward required a terrible sacrifice: Sebano sealed the prison tower with a piece of his own soul.

As Sebano's soul is incomplete, the dark magic of the Bonegarden isn't able to transform him into an undead. Yet neither is he entirely alive. By giving up a portion of his life essence to imprison the dragon, Sebano forsook his claim on life, as well as his intelligence. He is now a babbling if kind-hearted simpleton captivated by shiny objects and quite content to follow the Midnight Peddler around the cemetery in search of baubles. Sebano has no recollection whatsoever of his past; his entire store of memories is locked in the bit of his soul that he left behind in the prison. But Sebano remains a paladin and cleric, still beloved of his goddess and thus still capable of freeing anyone from the confines of the Bonegarden. If the PCs entered the cemetery without a cleric, or if the party cleric was slain, then one of their few hopes of getting out lies with Sebano. Inoska is briefly detailed in the **Inoska** sidebar. Feel free to substitute any appropriate good-aligned deity in place of Inoska.

The only way for the PCs to discover that Sebano is a cleric is for them to get a look at the palm of his left hand. Branded there as if by a hot iron is the symbol of five keys, connected at their bases and fanning outward along the lines of Sebano's fingers. Anyone making a successful Knowledge (religion) check (DC 12) knows this is the symbol of Inoska, granted only to her most highly regarded priests. Make a secret Spot check (DC 20) for any PC who comes into close contact with Sebano. Anyone who stops to converse with the Peddler or rummage through his wares has a chance of catching a glimpse of the symbol on Sebano's palm. The Peddler himself knows of this symbol and what it portends, and if asked about a way out of the Bonegarden, he considers thoughtfully before responding. He knows that the object of the heroes' search is mere feet away, as printed on the hand of his guileless lackey. However, the Peddler doesn't vouchsafe this information without first weighing the benefits. The Peddler covets an item in the Blood Governor's possession, a *talisman of ultimate evil*. He proposes that the PCs retrieve this item for him, and in return he promises to tell them what he knows, including the location of one of the *pieces of her heart*, or even the secret of Sebano. If the PCs have already dealt with the Blood Governor, perhaps destroying him, the Peddler asks if they

recovered any of the lich's magic items, hoping that the *talisman of ultimate evil* was one of them. Optionally, the Peddler might send the heroes to Karthe's domain (Area 14), with instructions to bring back any interesting magic items. In either event, the Peddler is a clever debater, with an unsettling demeanor and a scheming mind. The PCs should not be comfortable speaking to him at length.

When the heroes discover the symbol on Sebano's hand, they are likely to pepper him with questions regarding himself, the symbol, and his role in the greater scheme of things. Sebano offers no answers, as he is able to conceive of little beyond his current state of blissful junk gathering. He knows only that he received the mark while "trapping the bad thing," though he can't remember what this means. He does not recognize any names but that of his goddess. Upon hearing the name of Inoska, he smiles broadly, as blissful as a babe in its mother's arms. The symbol on his hand radiates abjuration magic of the most powerful kind.

As Sebano has no soul, he cannot die. His body can take damage, though, so wise PCs should do what they can to keep him safe as they spirit him from the Bonegarden and into whatever dangers lay ahead. If Sebano is reduced to 0 hit points, his body rests inert until his wounds are healed. The moment his body is restored to at least 1 hit point, he reanimates, grinning stupidly, with no idea what happened to him. He gladly joins the PCs if they invite him along, wanting only to collect more "pretty things." As long as the heroes treat him decently, he attaches himself to them, much like a stray dog, following their instructions as best as his limited mental faculties permit. He is hesitant, though, to leave the Bonegarden. See **Adventure Hooks** below for details on convincing Sebano to render aid.

## Inoska

**Alignment:** Neutral Good

**Domains:** Good, Luck

**Symbol:** Five keys in a radial pattern

**Typical Worshipers:** Charity-givers, lovers, and good-aligned rogues

**Favored Weapons:** Falchion sword

Inoska is the patron deity of all those who harbor hope within the secret palace of their hearts. She favors finesse over combat and cunning over intimidation. As the goddess of secrets and hope, Inoska finds her way into many intrigues. She is found on the battlefield, comforting dying soldiers, and in the bedroom, sealing lovers' promises. Paradoxically, she is as clever at withholding secrets as she is at exposing them. Her priests are learned individuals who roam ancient libraries for lost secrets, always with a glimmer of optimism lighting their eyes.

**Midnight Peddler:** CR 6; SZ M Outsider; HD 7d8+14; hp 55; Init +1 (Dex); Spd 20 ft.; AC 22 (+1 Dex, +5 natural, +6 *bracers*), touch 11, flat-footed 21; BAB/Grp +7/+7; Atk +7 melee (death chill, touch); SA death chill; SQ darkvision (60 ft.), divination, plane shift; AL N; SV Fort +7, Ref +6, Will +9; Str 11, Dex 13, Con 15, Int 16, Wis 18, Cha 15.

**Skills:** Bluff +12, Craft (bone jewelry) +13, Craft (sculpture) +13, Hide +11, Knowledge (the Bonegarden) +16, Knowledge (the outer planes) +13, Knowledge (religion) +13, Listen +16, Profession (merchant) +14, Sense Motive +14, Spot +16. **Feats:** Alertness, Dodge, Skill Focus (Knowledge [the Bonegarden]).

**Possessions:** +6 *bracers of armor*, *ring of regeneration*, *horn of blasting*, and a velvet pouch containing 8 rubies worth 500 gp each.

**Ghoul-Wolves (8):** CR 2; SZ M Undead; HD 4d12+14; hp 26 each; Init +2 (Dex); Spd 50 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12; BAB/Grp +2/+5; Atk +6 melee (1d6+4 plus paralysis, bite); SA paralysis; SQ turn resistance (+2), undead; AL NE; SV Fort +1, Ref +3, Will +6; Str 17, Dex 15, Con -, Int 6, Wis 14, Cha 10.

**Skills:** Hide +6, Listen +7, Move Silently +6, Spot +7, Survival +8. **Feats:** Alertness, Weapon Focus (bite).

**Sebano, Male Human Clr8/Pal8:** CR 16; SZ M (6 ft., 0 in. tall); HD 8d8+8+8d10+8; hp 94; Init +0; Spd 30 ft.; AC 12 (+2 Dex); Atk +18 melee (1d3+4 subdual, unarmed) or +16 ranged; Full Atk +18/+13/+8 melee (1d3+4 subdual, unarmed) or +16/+11/+6 ranged; SQ (clerical abilities)\*, (paladin abilities)\*; AL LG; SV Fort +13, Ref +8, Will +13; Str 18, Dex 14, Con 12, Int 4 (12)\*, Wis 6 (17)\*, Cha 7 (15)\*.

**Skills:** Climb +5 (+7)\*, Concentration +1 (+10)\*, Disguise -2 (+5)\*, Handle Animal +4 (+8)\*, Heal -2 (+12)\*, Knowledge (religion) +3 (+7)\*, Listen +6 (+11)\*, Ride +4 (+12)\*, Search -3 (+5)\*, Sense Motive -2 (+6)\*. **Feats:** Alertness, Blind-fight, Endurance, Great Fortitude, Iron Will, Lightning Reflexes, Run.

\* Parenthetical entries indicate Sebano's former ability and skill scores.

**Languages:** Common, (Elven)\*.

**Possessions:** Many pouches full of worthless junk, glass trinkets, tufts of hair, et cetera.

**Personality:** Sebano has the mind of a child. He loves to talk to exotic-looking adventurers. He is kind-hearted and incapable of deceit.

**Special Note:** Blessed by the goddess Inoska, Sebano's touch is magical, enabling him to seal any door as per an amplified *arcane lock* (+30 to the DC of all attempts at forced entry; resists *dispel magic* as per 20th-level wizard), or to open any door as per a *knock* spell that always succeeds.

**Treasure:** The Peddler's sled is heaped with weird and fascinating objects, some useful, some simply curious. He is quite willing to trade items with the PCs, so long as they produce something he desires. He never trades for normal equipment such as lanterns, backpacks, and the like. He has the following items as barter:

Item for Trade	Will Trade For Item Worth . . .
<i>bysus of the afterlife</i> (see Appendix)	2,000 gp
vial of holy water	100 gp
any human or demihuman limb	300 gp
<i>potion of cause moderate wounds</i>	300 gp
garishly colored +2 <i>cloak of Charisma</i>	3,500 gp
gnome heart preserved in fluid-filled jar	400 gp
<i>gloves of storing</i>	2,000 gp
sack full of 246 petrified eyeballs	350 gp
flask of red dragon blood	500 gp
+4 <i>small steel shield</i>	10,000 gp
leather valise of garlic (2 lbs.)	400 gp
sentient fish in glass bowl (fish has Intelligence 12)	500 gp
divine scroll of <i>raise dead</i> as per 12th-level caster	5,000 gp

### Adventure Hooks

The Peddler is a major source of information about the Bonegarden. He knows of the town of Descent and parts with this information for the sum of 400 gp or the equivalent in treasure or magic items. He's heard that the people down there are mining a unique substance, and he'd like a sample. In return for 10 pounds of this substance (he has no idea regarding the nature of the substance, but he falsely assumes it's a metal), he offers to give the PCs his *ring of regeneration*, or any item you think would tempt the heroes into accepting the Peddler's quest.

A second hook involves Sebano himself. If the PCs are in need of a cleric and recognize Sebano as a representative of a living god, then they might try to persuade him to help them escape. Sebano is quite happy where he is, however, and the heroes must perform some smooth roleplaying to talk him into coming along. Sebano doesn't want to leave the Bonegarden before he finds his "puppy." Apparently, he befriended a dog, but the poor mutt has been missing for two days now. If the PCs locate the dog,

Sebano is overjoyed, throwing his arms around the scraggly beast and laughing so hard he nearly cries. The dog currently scavenges for food in the market in the town of Descent (Area 21).

## 8. Eternal Combat (EL 15)

A stack of headstones forms a small seat placed atop a pile of bones. Occupying the seat is a skeletal figure garbed in the purple and gold robe of a king. A circlet of gold sits askew on its dented brow and a massive sword rests across its lap. Its eyes burn with an inner fire, though it seems content to remain upon its throne.

As has been previously discussed, every night, just as the sun sets, any undead “slain” the previous day rise again, including the mortal foe of this skeletal king. With the setting of the sun, this **skeleton warrior** and his incorporeal foe re-enact their eternal battle. At all other times the skeleton warrior sits upon the pile of bones, showing no interest in any who pass. If the skeleton warrior is dispatched, its enemy, a **ghost**, still appears at sunset. Having no way to attack anyone on the material plane and only a few spells mastered, the ghost never tries to attack. The ghost tells its story to any who listen, including the history of the Crematorium at Area 13. The ghost then vanishes.

**Creatures:** As soon as the last sliver of sun disappears beyond the horizon, the ghost appears at the foot of the hill of bones. Immediately the skeleton warrior rises from its seat and descends to do battle. The fight is never quite the same as it was the night before, though it always takes about an hour and it always ends with the skeleton warrior’s victory, upon which it returns to its seat, waiting for tomorrow’s duel. The ghost was once a powerful necromancer who animated the skeleton warrior for his personal defense, though he has little offensive power left. The necromancer used the golden circlet to control the warrior. Before he could leave the Bonegarden, the necromancer lost control of his creation and perished within the cemetery walls. The bones he animated as a skeleton warrior once belonged to a prince who was assassinated before he could succeed his father, his body dumped here where it would never be found. Once the necromancer was slain, the skeleton warrior placed the golden circlet upon its head, expecting to be released from its torment. But the magic of the Bonegarden proved too strong and the skeleton warrior now exists as an anomaly, a free-willed skeleton warrior, existing to slay its creator night after night. It only fights the PCs if it is attacked first.

**Skeleton Warrior, Ftr13:** CR 15; SZ M Undead; HD 13d12; hp 120; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; BAB/Grp +13/+18; Atk +21 melee (1d10+1, +2 *life stealing bastard sword*, crit 17-20); Full Atk +21/+16/+11 melee (1d10+11, +2 *life stealing bastard sword*, crit 17-

20); SA fear aura (30 ft. radius, Will DC 19), find target; SQ damage reduction (15/+1), darkvision (60 ft.), spell resistance (23), turning immunity; AL LE; SV Fort +13, Ref +6, Will +8; Str 20, Dex 14, Con –, Int 10, Wis 15, Cha 16.

**Skills:** Appraise +2, Bluff +6, Climb +8, Diplomacy +8, Intimidate +14, Jump +8, Ride +6, Search +2, Sense Motive +11, Spot +6, Swim +6. **Feats:** Alertness, Blindfight, Cleave, Dodge, Exotic Weapon Proficiency (bastard sword), Great Cleave, Great Fortitude, Improved Critical (bastard sword), Improved Initiative, Iron Will, Power Attack, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

**Possessions:** +2 *life-stealing bastard sword*.

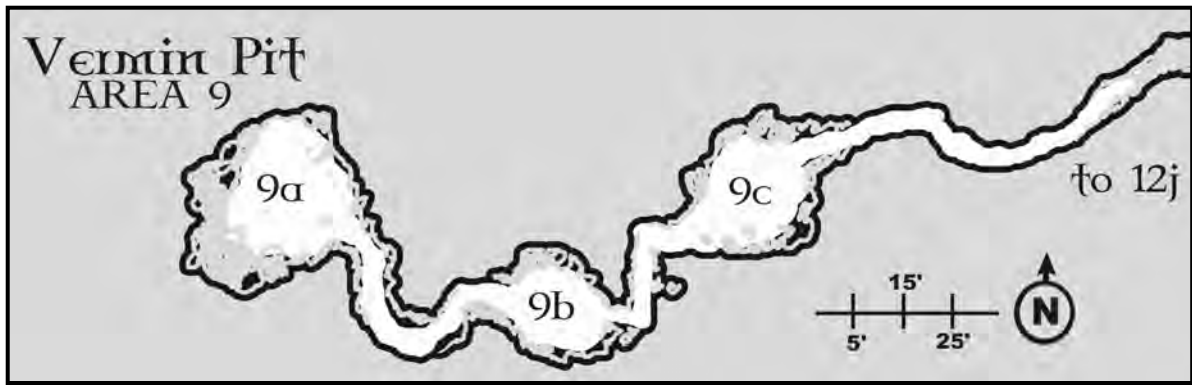
**Wazzell, Male Human Ghost, Nec14:** CR16; SZ M Undead (Incorporeal); HD 14d12; hp 90; Init +7 (Dex, Improved initiative); Spd 30 ft., fly 30 ft. (perfect); AC 14 (+3 Dex) ethereal or 14 (+3 Dex, +1 Cha) manifested; BAB/Grp +7/—; Atk +8 melee or +10 ranged; Full Atk +8/+3 melee or +10/+5 ranged; SA frightful moan (30 ft. radius, Will DC 20), horrific appearance (60 ft. radius, Fortitude DC 20, 1d4 perm. Str/Dex/Con drain), manifestation, telekinesis; SQ rejuvenation, turn resistance (+4); AL CE; SV Fort +4, Ref +7, Will +12; Str 12, Dex 16, Con –, Int 18, Wis 16, Cha 16.

**Skills:** Concentration +18, Craft (alchemy) +17, Decipher Script +19, Diplomacy +4, Knowledge (arcana) +18, Knowledge (history) +19, Profession (embalmer) +18, Sense Motive +10, Spellcraft +21. **Feats:** Combat Casting, Craft Rod, Craft Wand, Craft Wondrous Item, Improved Initiative, Armor Proficiency (light), Quicken Spell, Scribe Scroll, Silent Spell, Spell Mastery.

**Arcane Spells Prepared** (0/1/2/1/0/0/0/0/0; base DC 14 + spell level): 1st—detect undead; 2nd—ghoul touch, scare; 3rd—vampiric touch. Note the missing spells have already been expended by Wazzell.

## Adventure Hooks

The ongoing war between the skeleton warrior and the ghost offers the PCs an ample roleplaying opportunity. Though the skeleton warrior never speaks, the ghost of the necromancer is quite effusive, more than eager to recite the long and terrible tale of how it came to be caught in this plight. The ghost attempts to enlist the PCs in its efforts to be rid of its eternal foe. In return for their promise to destroy the skeleton warrior and remove the magic circlet from the cemetery, the ghost is willing to part with one of two pieces of vital information. If the PCs are having difficulties with the cemetery’s *nightmare* effect, the ghost tells them the source of the *nightmare* is the *windmill of woe*. If the PCs have yet to learn of the hidden town of Descent, the ghost informs them of this city . . . but only after the skeleton warrior is defeated.



## 9. The Vermin Pit

This section of the cemetery appears no different than any other. The dirt is black and ravaged. Slabs of cracked stone mark where graves lie beneath, with several stones toppled and many of the graves desecrated. However, anyone walking over the area indicated on the map plunges through a thin covering of dead limbs and soil, falling 40 feet into the rat-filled home of Yuj, who is an undead creature known as a **demiurge**. Yuj is cruel, keen, and sadistic. He is also obsessed with rats.

### 9A. Rat's Nest (EL10)

A year ago, Yuj captured an evil human priest who was exploring the Bonegarden. Through prolonged torture sessions, the demiurge compelled the priest to assist him in the construction of this pit, which now serves as his dwelling place. The priest excavated the shaft using *stone shape* and similar spells. He then cast *unhallow* upon the site, so that anyone within the pit becomes subject to a *dispel magic* effect, as per a 10th-level caster. Furthermore, *unhallow* grants the demiurge a +2 deflection bonus to his AC and a +2 resistance bonus to his saving throws. All checks to turn the demiurge suffer a -4 profane penalty. Refer to the spell descriptions of *unhallow* and *dispel magic* for more information. Beneath the moist, sticky layers of refuse covering the bottom of the pit is a man-sized tunnel, leading to an adjacent chamber, Area 9B. Refer to the Vermin Pit Map.

The demiurge makes nightly excursions to the upper world, hoping to encounter any mortal who has haplessly crossed over the cemetery wall. Falling into the pit deals 4d6 points of damage and provokes an immediate attack by Yuj and his host of **50 dire rats**. Other than his beloved rats, Yuj loves nothing more than inflicting pain. If he captures one of the PCs in his pit trap, he spends the remainder of the evening rendering upon their bodies an artistry of exquisite agony with his chill touch. If he finds himself outmatched, the demiurge asks for a truce, offering to trade what he knows of the Bonegarden for an opportunity to escape the containment field. Yuj knows all the primary players, Karthe,

Ristiko, the Denizen, and the Blood Governor, and he has witnessed living humans entering a cave at Area 6. He's aware that the lich seeks a mighty gemstone known as *Starfire*. If the demiurge becomes convinced that the heroes have something that might be of value to the lich, he tries to lure the party to Area 12, where he promptly betrays them to the master of that place. Though Yuj plays the part of the sycophant, he is actually quite conniving, always plotting to hand the adventurers over to whatever Bonegarden inhabitant most desires them.

**Creatures:** Anyone reaching the bottom of the pit is attacked by the rats in a mindless swarm, as they scramble across the PCs in a frenzied wave. The demiurge is a wicked combatant. Yuj boldly presents himself almost immediately, hoping to capture the PCs with his transfixing gaze. He then attempts to slay them with his soul touch ability. Keep in mind the boons granted the demiurge by the *unhallow* spell. More information on the demiurge can be found in the *Tome of Horrors*.

**Demiurge:** CR 6; SZ M Undead (Incorporeal); HD 8d12+14; hp 51; Init +6 (Dex, Improved Initiative); Spd 30 ft., fly 40 ft. (good); AC 16 (+2 Dex, +5 deflection), touch 12, flat-footed 14; BAB/Grp +4/—; Atk +8 melee (1d4 cold, incorporeal touch); SA chill, soul touch (Fortitude DC 18 or die), transfixing gaze (30 ft range, Will DC 18, *hold person* for 1 minute); SQ incorporeal, spell resistance (20), susceptibility to iron, undead, unnatural aura (30 ft. radius); AL CE; SV Fort +2, Ref +4, Will +8; Str -, Dex 15, Con -, Int 14, Wis 14, Cha 18.

**Skills:** Hide +13, Intimidate +15, Listen +15, Search +13, Sense Motive +13, Spot +15; **Feats:** Alertness, Combat Reflexes, Improved Initiative.

**Dire Rats (50):** CR 1/3; hp 5 each; see the **MM**.

**Treasure:** Those few items that Yuj has scavenged he hides beneath the extensive filth of the rats' nests at the bottom of the pit. The nests are matted with rat dung and other, less recognizable substances. Make a secret Fortitude save (DC 20) for anyone rummaging through the refuse, with failure indicating that the person has contracted a slow-acting yet insidious disease. The bacteria rampant in the rat droppings has been further tainted by constant exposure to the

*unhallow* spell. Those failing their saves notice nothing initially; don't reveal to the players that anything is wrong. After 2d4 days, infected characters notice a slight discoloration of their skin and a slight rash along their arms. At this time, a simple application of *remove disease* effectively cures the character. However, if left untreated for a period of 48 hours after the first appearance of its symptoms, nothing short of *wish* can halt the process. The corrupted blood cells amass in one of the PC's limbs (roll for either arm or leg), swelling that appendage to grotesque proportions. Within 1d3 hours of the swelling, the skin bursts open, exuding a terrible stench. By this time, the disease has consumed all muscle tissue in the limb and the majority of the bone, and a Fortitude save (DC 25) must be made or the PC dies. Whether or not the save is made, the limb is useless and may only be restored with *regenerate*.

A Search check (DC 18) reveals the following in the rats' nests: 212 gp, 428 sp, a cracked leather quiver containing *Hector's score of arrows* (see Appendix for details of this new wondrous item), and a battleaxe bearing the mark of two crossed lightning bolts. The axe belongs to the minotaur in area 16R. If the PCs have seen the minotaur, they might recognize this symbol. Also, here are the bones and tattered raiment of the evil priest who the demiurge tortured to death. The tunnel is easily found on a Search check at (DC 10).

## 9B. Rat Hole (ELII)

The tunnel opens into a low-ceilinged chamber only a few feet in diameter. As this room is already occupied by two humans, only two other Medium-size creatures can pack themselves in here. These two people, a man and a woman, are bound hand and foot and completely naked. Closer inspection reveals two unsettling facts: both the man and the woman seem unnaturally hairy and neither appears to have a tongue. They are 2 **wererats** that Yuj keeps as prisoners, out of his love of rats. For his own amusement, he forces them periodically to change forms, as both are capable of controlling their condition. Yuj removed their tongues just to be cruel. A narrow passage allows entrance to a natural cave at Area 9C about 10 feet from this hole.

**Creatures:** If the PCs take pity upon these two hapless victims of the demiurge, their kindness is returned, but evil for good. After long months of captivity, the wererats are far from reasonable, and they change to hybrid form as soon as they are free, launching a frantic attack in an attempt to escape.

**Lurid and Belfor, Female and Male Human Wererats Rog7 (2):** CR 9; SZ M Shapechanger; HD 7d8+7; hp 47; Init +7 (Dex, Improved Initiative); Spd 30 ft. or 40 ft.\*; climb 20 ft.\*; AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12, or 19 (+6 Dex, +3

natural) touch 16, flat-footed 13 as hybrid, or 20 (+1 size, +6 Dex, +3 natural) touch 17, flat-footed 14 as rat; BAB/Grp +5/+6; Atk +8 melee/+11 melee\* (1d4, bite) or +8 ranged; SA curse of lycanthropy (Will DC 15), sneak attack (+4d6); SQ alternate form, damage resistance (15/silver), evasion, rat empathy, scent, uncanny dodge, trap sense +2, trapfinding, evasion; AL LE; SV Fort +5/+6\*, Ref +8/+11\*, Will +4; Str 13, Dex 16 (22\*), Con 13 (15\*), Int 14, Wis 11, Cha 11.

**Skills:** Climb +11 (+17\*), Disable Device +12, Disguise +10, Hide +13 (+16\*), Listen +14 (+18\*), Move Silently +13 (+16\*), Open Lock +13 (+16\*), Search +16 (+20\*), Sleight of Hand +13 (+16\*), Spot +14 (+18\*), Use Magic Device +10, **Feats:** Dodge, Improved Control Shape, Improved Initiative, Mobility, Multiattack\*, Spring Attack, Weapon Finesse\*.

\* Indicates score or abilities while in animal or hybrid form.

## 9C. Drafty Cave

This naturally formed cavern appears to be empty. Yuj is more than a little frightened of this room and seldom comes here. His true master—and the master of the entire cemetery—has made numerous appearances in this very cavern, summoning Yuj here to instruct him in various plans. The Blood Governor travels here through a narrow passage that spans nearly 1,000 feet from beneath his tomb. The passage connects to this room by a small crack in the rock. Anyone making a Search check (DC 20) discovers the crack and senses the larger passage beyond, though the only way to reach it is by magic or digging. The Blood Governor travels here using *gaseous form* to pass through the tiny crack. If the PCs manage to access the tunnel, they find its end at Area 12J.

## 10. Windmill of Woe (EL4)

A great and horrible windmill towers above the ground. The structure's base is broad and circular, made of crumbling gray stone, the mortar between the bricks encrusted with sickly black moss. Four giant blades are attached high up the building's face, turning slowly despite the fact that the air is completely, utterly still. These colossal fans are made of bent wooden crossbeams that serve as a framework for tattered sails made of wide patches of mismatched fabric. As they turn, the sails produce a bleak grinding sound, a distressing noise somewhere between a creak and a scream. There is also the airy swoosh of the sails as they sweep toward the ground, only to rise up again in a never-ending arc. A patch of dead white grass surrounds the structure. In the base of the windmill is a thick wooden door, scarred and scratched but apparently quite solid. In the center of the door is a depression shaped like a large key. Midway up the wall is



a single round window, behind which can be seen the flickering of a pale and ghostly flame.

Welcome to the *windmill of woe*, which is not so much of a building as it is a major artifact. Though it appears as a common if somewhat foreboding edifice, it is actually a massive magical item, constructed by a cabal of otherworldly warlocks and brought to the Bonegarden as the result of a freakish rift in the fabric of reality. Unlike other new wondrous items in this module, the *windmill* is not detailed in the Appendix, but rather is described fully here for your convenience. Refer to the Windmill of Woe Map as necessary. Before the heroes can investigate any further, however, they must first deal with the patch of dead grass, which happens to be **witherweed**, which appears in the *Tome of Horrors*.

**Witherweed:** CR 4; SZ H Plant; HD 3d8+9; hp 27; Init +0; Spd 0 ft., climb 20 ft.; AC 12 (-2 size, +4 natural), touch 8, flat-footed 12; BAB/Grp +2/+11; Atk +1 melee (no damage, frond plus Dex damage); Face/Reach 15 ft./10 ft.; SA additional fronds, death smoke (30 ft. radius, Fortitude DC 14, 2d6/2d6 temp. Con damage), Dex damage (Fortitude DC 14, 1d4 temp Dex damage); SQ blindsight, camouflage, plant; AL N; SV Fort +6, Ref +1, Will +2; Str 12, Dex 10, Con 16, Int -, Wis 13, Cha 9.

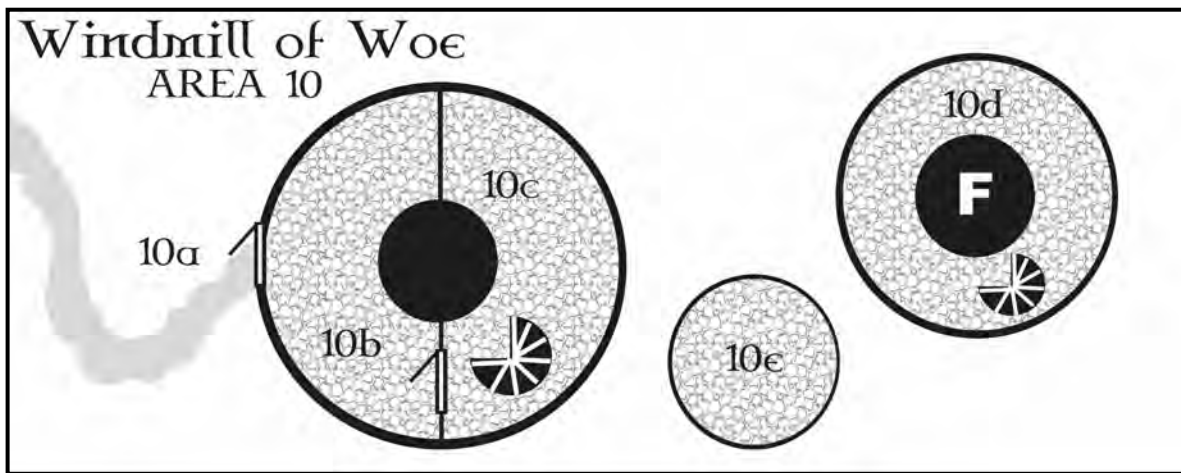
**Tactics:** The witherweed attacks anyone within 10 feet of it, slashing and striking with its fronds, incapacitating the PCs with its ability to deal 1d4 points of Dexterity damage (Fortitude save [DC 14] to halve the Dex loss). If the PCs subject the weed to fire, it releases a deadly cloud

of smoke that covers a 5-foot radius in a single round. Each round thereafter, the smoke covers an additional 5-foot radius, until it has covered a maximum radius of 30 feet. Any creature caught in this smoke must succeed at a Fortitude save (DC 14) each round or take 2d6 points of temporary Constitution damage. Another Fortitude save (DC 14) must be made 1 minute later to avoid another 2d6 points of temporary Constitution damage.

### How the Windmill Came to Be

The story begins in the Plane of Shadow. The inhabitants of that gloomy realm play an intricate and unending game of strategy, deployment, advance, and retreat. All who dwell there seek mastery of the plane, as it hides within its dark embrace the secrets of ancient magic—spells so old that even the immortals have forgotten them. One of the prime delegations in this extra-planar struggle is that of the shadow elementals, beings comprised of hardened shadowstuff, entities of vast intelligence and ruthless cunning. The mightiest of these beings rule over the lesser of their ilk, but even the weakest among them plots its ascension through the ranks.

It came to pass that a certain shadow elemental quite by accident discovered within the infinite darkness an artifact from either another age or another dimension; no one knows for sure. Either way, this artifact was brilliant in design and malevolent in purpose. Appearing as a large, dilapidated windmill, the artifact was capable of many unique enterprises, not the least of which was



transportation through the planes of existence. Recognizing a tremendous opportunity to gain the upper hand among its kind and perhaps control the entire plane, the shadow elemental entered the artifact and—after years of experimentation—learned the means of putting its fabulous and horrifying magic into motion.

But something went wrong. At the exact moment that the elemental was manipulating the artifact, a certain mortal wizard tore open a portal into the Plane of Shadow. What's more, the wizard simultaneously, and quite unwittingly, opened a door to the Plane of Negative Energy. The wizard had his own reasons for meddling with the unpredictable fabric of the multiverse, but regardless of his motive, he accidentally caused the elemental and the windmill to hurtle through the conduit he created. After a harrowing ride through space and time, the windmill entered the atmosphere above Hawkmoon and trailed like a comet across the sky.

The windmill passed over the Bonegarden, struck the invisible containment field, and came crashing down very near the wall. Because of the living being inside of it, the windmill was unable to pass through the barrier. It crash-landed in dramatic fashion, creating a blast zone several hundred feet in diameter, blasting a 20-foot-wide hole in the wall. Many unfortunate souls have since wandered through the gap to inspect the windmill, never to return. Being an artifact and thus all but impervious to harm, the windmill and the elemental inside survived the ordeal. The artifact is now known as the *windmill of woe*.

### What the Windmill Can Do

The *windmill of woe* boasts a considerable interior space, as depicted on the Windmill of Woe Map, making it both a shelter and a magic item. Anyone who gains access to the Millstone can attempt to manipulate it, producing an array of astonishing effects. For details on the Millstone operation, refer to Area 10E. The *windmill* is capable of the following powers, as determined by anyone controlling the Millstone:

- As long as the blades keep turning, the windmill generates a continuous *nightmare*, as described above in the Introduction. This function remains in effect until the heroes disable it.
- *Mind blank*, always in effect. Everyone standing in the Millstone room (Area 10E) cannot be scried upon or mentally influenced in any way.
- *Summon monster IX*, once per day, as per an 18th-level wizard. The summoned outsiders appear beside the Millstone and follow the orders of whoever called them. However, after 18 rounds they are free of this bond, and may very well attack the one who summoned them. Because of the containment barrier, they are trapped in the cemetery.
- *Discern location*, once per day, as per a 16th-level wizard. This can be used to locate anything or anyone the PCs seek within the cemetery.
- *Control weather*, once per week, as per a 12th-level wizard, centered on the Millstone. This affects the entire cemetery and much of the land beyond.
- *Circle of death*, once per week, as per a 12th-level wizard, centered on the Millstone. This spell has no effect on undead.
- *Elemental swarm*, once per month, as per an 18th-level cleric; roll 1d4 for each elemental to determine its plane of origin (1 = air, 2 = earth, 3 = fire, 4 = water); the final, greater elemental is always a shadow elemental (see Appendix). The elementals appear outside of the *windmill* and perform the bidding of the one who controls the Millstone. However, because of the containment barrier, the elementals cannot be dismissed, and after 3 hours they become free-willed, roaming the Bonegarden and wreaking havoc upon all they encounter.
- Anything of a non-magical nature placed between the turning stone and the floor is crushed immediately into a fine powder, regardless of hardness. Magical items receive a Will save (DC



25) to avoid being ground into dust. Major artifacts treated in this way cause an explosion upon rupturing, dealing 10d20 points of fire damage to anyone in the Millstone room (Reflex save [DC 20] for half damage). Additionally, the magical disruption of an artifact is sufficient to render any magic item within a mile inert for 1d4 hours and bring down the containment field surrounding the cemetery, releasing the undead to pass into the afterlife or the world beyond the Bonegarden. This final fact is not evident simply by controlling the Millstone; whoever controls the Millstone knows it can crush anything placed under it, but the effects of crushing an artifact are discoverable only by trial and error.

The *windmill* extracts a heavy toll from any courageous enough to call upon its powers. Every time a power is invoked, the user must make a Fort save (DC 18) as the extreme magic of the artifact spirals through his body. Failure results in 1 point of permanent Constitution damage. Each time a power is called upon, the user's own shadow grows to immense proportions. This effect persists only for a few seconds, but is visually dramatic. Prolonged contact with the Millstone also results in the following side effects:

- After the third use of any combination of powers, the user's shadow is absorbed by the *windmill*. The user never again casts a shadow.
- After the sixth use, the user's skin color changes to gray. The alteration is permanent and is accompanied by the permanent loss of 2 points of Charisma.
- After the ninth use, the user is transformed into a shade. This change is permanent barring a *wish* or similar magic. The shade is a monster template appearing in the Appendix. Though the character's alignment does not change, in all other respects he conforms to the shade's abilities and limitations.

## 10A. Entry

Being a major artifact, the *windmill* is nearly impenetrable. Most attempts to enter by force or by magic fail utterly. No type of spell short of that delivered by a god permits access. Only two ways exist for the PCs to open the door: Either they use the large black key from Area 3 (the key was thrown clear of its recess upon the crash and picked up by the Quiet Gardener), or they convince Sebano the simpleton to put his hand to the door. Because of the power of Sebano's goddess, no portal remains closed to his touch. See Area 7 for more details on Sebano.

**Doors, Window, and Walls:** Hardness 20; hp 1,000; Break (cannot be broken).

The entire structure radiates brightly of all schools of arcane magic if anyone bothers to check. Even if no one casts *detect magic*, all wizards and sorcerers feel a prickling

along their spine when they draw near the *windmill*, so pervasive is its magical pulsation. *Legend lore* and similar divinatory spells provide no information regarding the *windmill*.

## 10B. Foyer

The lower portion of the structure is divided into two areas of equal size. The *windmill's* interior is comprised of rough white walls and a perfectly smooth stone floor. The floor appears to be black marble but is unnaturally reflective. To anyone observing themselves in the mirror-like floor, it seems almost as if they are standing in space, as they seem to hover over a void rather than occupy a solid foundation. The walls seem to be made of sandstone, but are in fact all but unbreakable. Though the ceiling appears to be made from unfinished cedar beams, it is actually wood from a faraway plane of existence, just as hardened as the rest of the building; likewise, the floor is of alien manufacture and virtually indestructible. A decidedly spicy odor hangs in the room. One door made of shiny black metal stands in the wall opposite the entry, just to the left of a cylinder that forms a central core to the windmill. This core holds the passage described in Area 10D. A round window is set into the wall just above the entryway.

This foyer is typical of the *windmill's* overall design, somewhat strange but rather nondescript. There are, however, a few noteworthy items. The window above the door has been treated with a special form of *continual flame* that sheds soft, alternating shades of illumination. The entryway is flanked by paintings, two magical portraits that spin with vibrant colors. The hues shift and swirl, appearing as different images to all who look upon them. Some see visions of their homeland, while others see glimpses of their own childhoods. The paintings are part of the structure itself and cannot be removed. If no one looks at them directly, the paintings behave like kaleidoscopes, alternating between dazzling color and providing the foyer with a rainbow of light.

A *legend lore* spell or Bardic Knowledge check (DC 30) provides a bit of useful information regarding the paintings. Anyone who gazes upon them and consciously attempts to divine the future may make a Wisdom check (DC 22), with success granting that character a *vision*, as per the spell of the same name. Failing this check causes the painting being observed to discharge a *prismatic spray* at the viewer. This effect is not a trap, per se, and cannot be detected or disarmed.

## 10C. Guardians (EL 10)

This half of the *windmill's* lower portion appears exactly the same as Area 10B, with two exceptions. First, there are no magic paintings hanging on the wall, and secondly, this room is occupied by 3 **chaos beasts**. The original purpose of this room has long been lost. Any furniture or other articles once housed here have been

removed. All that remains is a spiral staircase of reflective black stone, leading up through a hole to Area 10D. The magic of the *windmill* keeps this room and all others free of dust. Occasionally the shadow elemental dispenses food into this room to keep the chaos beasts alive.

**Creatures:** The shadow elemental has used the *windmill's* monster-summoning power to call 3 chaos beasts into this room, where they are currently trapped. They mercilessly attack anyone who enters the room. The shadow elemental uses them to guard against intrusion into Area 10D.

**Chaos Beasts (3):** CR 7; hp 44; see the MM.

## 10D. Viewing Chamber (EL 10)

This room is the building's upper level, accessed via the spiral stairway from Area 10C. Anyone making a successful Listen check (DC 12) can hear the steady wind-like swoosh of the sails just beyond the wall. In common windmills, shutters would open onto the axis of the sweeping sails that are fastened to the outside of the structure, and this chamber would be filled with mechanical apparatus that moved as the sails turned. But other than the stairs, this room has no visible exits, and there is no way to access the sails, which aren't apparently connected to any sort of gear works within the mill. However, there is a single window that looks out onto the Bonegarden, although it is covered by a heavy drape and may not be immediately noticed; the PCs must make a Search check (DC 10). The window is not visible from outside the *windmill*—which appears entirely devoid of such apertures—but rather it is a magical viewing screen that permits the viewer to gaze out upon the cemetery without being seen by those outside. With the curtain drawn, the room is dark, and the PCs must provide their own source of illumination. Anyone hoping to explore the room must first deal with the **shadow elemental**, which hides in the gloom well away from the stairwell.

The shadow elemental uses this room to contemplate the meaning of its own existence and—more germane to the PCs' quest—as a repository for its accumulated treasure. The following items are heaped about in disarray: a crossbow inlaid with gold (500 gp), 4 +1 *shortspears*, a human skeleton with platinum bars for ribs (12 ribs at 200 gp each), a rag doll with a demon's head, a small shield ringed with huge pearls (10 pearls at 500 gp each), a scroll of the new arcane spell *Kristoff's solar window* (see Appendix), a copper statuette of a dog with three legs (20 gp), a sarcophagus shaped to fit a very large human and inlaid with silver and gold (1500 gp), a hollowed out femur filled with a white powder (one handful of *dust of disappearance*), a stuffed raven with rubies inset for eyes (20 gp each) and a clear, spindle-shaped stone sealed inside (clear *ioun stone*), a small clay pot of murky liquid (6 ounces of *sovereign glue*) and a large black litter of the kind used to carry the injured or infirm (this is actually a *travois of terror*, as detailed in the Appendix).

Anyone making a successful Search check (DC 22) discovers a secret trapdoor in the very center of the black stone floor. The door is really just a large slab that rests perfectly flush with the floor around it. Even after the PCs locate the door they must contrive to lift it, which proves very difficult, as the slab has no handles and weighs nearly 80 pounds. The most efficient means of raising the thick stone block from the floor is with magic such as *telekinesis*. The slab is as resistant to damage as the rest of the *windmill*. No dagger blade is thin enough to slip between the slab and the floor in order to gain leverage; the fit is tight enough also to prevent the passage of anyone in *gaseous form*. As the *windmill of woe* is a major artifact, its walls and floors cannot be manipulated by *stone shape* or any other spell, nor can they be bypassed with *passwall*. The only way to access Area 10E is to lift the slab. One creative way of doing this is to adhere a handle to the slab with something like *sovereign glue*, then use the handle to raise the door.

Below the door is a 3-foot-wide shaft lined with the same strange black stony substance. The shaft is completely without light and leads down 20 feet to Area 10E. The vertical wall is perfectly smooth and cannot be descended without the proper gear. Anyone advancing down the shaft, regardless of character class or alignment, feels a quickening of the pulse and a prickling sensation that all is not right. Have the climbing player roll 1d20 and pretend to consult your notes. Do everything you can to impress upon the PCs a sense that they are entering a place of ancient, unpredictable might.

**Creature:** The **shadow elemental** lairs here. It attacks the first PC who appears at the top of the stairs, perhaps preventing those below from advancing. The shadow elemental does not intend to relinquish control of the *windmill* to these interlopers, and it fights with astounding vigor.

**Shadow Elemental:** CR 10; SZ H Elemental (Shadow); HD 16d8+75; hp 171; Init +5 (Dex, Improved Initiative); Spd 30 ft., fly 40 ft. (good); AC 15 (-2 size, +1 Dex, +6 natural), touch 9, flat-footed 14; BAB/Grp +12/+27; Atk +17 melee (2d6+10, slam); Full Atk +17/+12/+7 melee (2d6+10, slam); Face/Reach 15 ft./15 ft.; SA *shadow evocation* (Will DC 18), strength damage (1d8 temp. Str damage); SQ damage reduction (10/+2), darkvision (120 ft.), elemental, *shadow walk*; AL N; SV Fort +10 Ref +11, Will +5; Str 24, Dex 13, Con 20, Int 16, Wis 10, Cha 10.

**Skills:** Hide +12, Knowledge (the planes) +22, Listen +19, Search +22, Spot +19; **Feats:** Cleave, Dodge, Flyby Attack, Improved Initiative, Mobility, Power Attack.

## 10E. The Millstone

This is the heart of the artifact that is the *windmill of woe*. At the bottom of the shaft is a small round chamber, in the center of which rests a stone made of the same eldritch black material found elsewhere in the building.

The stone is 3-feet-tall and 10-inches-wide. It stands on its edge, like a wagon wheel, but rotates in a manner that defies gravity, spinning slowly against the floor, as a coin does before rattling to a standstill. The Millstone never ceases its motion. So long as it spins, the great blades on the outside of the *windmill* turn an everlasting circuit. The only way to end the *nightmare* effect is to stop the blades, but the blades are impervious to all efforts short of those of godlike power. Likewise, the Millstone cannot be altered, shifted, or moved. It spins indefinitely unless one of the PCs successfully commands it to stop (see below).

The PCs may call upon the Millstone to use any of the *windmill's* powers listed in **What the Windmill Can Do**. Anyone touching the spinning stone instantly knows its history and the vast extent of its capabilities. The Millstone washes that PC in its magic, and for a moment, the entire shaft is bathed in an indigo light. In order to manifest any of the powers, the PC must make a Wisdom check (DC 18). Priests who favor gods of shadow and darkness receive a +4 bonus to this check. Success permits the character to use a chosen power. Failure deals one negative level to the character. Remember to keep a tally of how often the powers are used and inflict upon the user the appropriate consequences. To stop the movement of the sails and deactivate the *nightmare*, one of the PCs must touch the Millstone, issue a mental command, and make a Wisdom check (DC 18) (stopping the sails does not count toward the PC's tally of invoked powers). Each PC is allowed but one attempt to

stop the sails, with failure dealing one negative level. If this Wisdom check results in a roll of 1, a backlash of shadow magic pours into the PC's body, lifting him off the ground and affecting him as if he had drawn the Void card from a *deck of many things*. Though the PC's body remains, his psyche is swept away and imprisoned on the Plane of Shadow, where it remains until retrieved.

## II. Family Values (EL 14)

Looking out of place among the many unmarked graves, five stone structures rise from the earth, marking the final resting place of a notorious family of thieves. Of noble birth, the Valder family was revealed to be the mastermind behind the largest crime spree in the history of the Domain. The authorities discovered their true colors and executed all five together—Ronaldo Valder, his wife, Aleesa, their children Loiza and Ratic and the family matriarch, Genevive. Surviving family members provided for their relatively elaborate burial. Simply passing within sight of the monuments provokes an attack by their inhabitants 25% of the time, as they fiercely guard their territory. Attempting to open the vaults immediately draws the ire of all **5 ghosts**.

Not all of the Valders were interred in the Bonegarden. The same family members that buried their leaders continue to operate a more subtle criminal enterprise in the city of Hawkmoon. Now, after seventy years, Cristof Valder has inherited the vast family estate, the illicit fortune, and the business concerns of the family, both illegal and legitimate. At least one Valder enterprise



involves certain inhabitants of the Bonegarden: those living below in the town of Descent. One of only a few man-made entrances to the caverns and town lies under the central vault, that of Genevive. The vault slides to the side rather easily once the locking mechanism is found (Search DC 25). A staircase descends 300 feet, ending at Area 33, where the PCs can learn of the product that so interests the Valders.

**Creatures:** Inhabiting here are **2 male and 3 female ghosts** haunt this place—all that remains of the once-mighty Valder crime family. They attack anyone who tries to disturb their unrest.

**Genevive Valder, Female Human Ghost Rog9:** CR 11; SZM Undead (Incorporeal); HD 9d12; hp 90; Init +8 (Dex, Improved Initiative); Spd fly 30 ft. (perfect); AC 14 (+4 Dex) ethereal or 17 (+4 Dex, +3 Cha mod) manifest; BAB/Grp +6/+7; Atk +7 melee; Full Atk +7/+2 melee; SA corrupting gaze (30 ft. range, Fortitude DC 17, 2d10 plus 1d4 perm. Cha drain), horrific appearance (60 ft. radius, Fortitude DC 17, 1d4 temp. Str/Con/Dex damage), malevolence (*magic jar*, Will DC 18), manifestation, sneak attack (+5d6); SQ evasion, improved uncanny dodge, incorporeal, rejuvenation, turn resistance (+4), trap sense +3, trapfinding, undead; AL NE; SV Fort +3, Ref +10, Will +5; Str 12, Dex 18, Con -, Int 15, Wis 11, Cha 16.

**Skills:** Appraise +14, Bluff +15, Craft (calligraphy) +14, Decipher Script +9, Diplomacy +19, Disable Device +7, Disguise +7, Forgery +14, Gather Information +15, Hide +12, Intimidate +17, Listen +8, Profession (scribe) +12, Search +22, Sense Motive +8, Sleight of Hand +6, Spot +8. **Feats:** Dodge, Improved Initiative, Iron Will, Mobility, Spring Attack.

**Aleesa and Loiza Valder, Female Human Ghosts Rog7 (2):** CR 9; SZM Undead (Incorporeal); HD 7d12; hp 63; Init +7 (Dex, Improved Initiative); Spd fly 30 ft. (perfect); AC 13 (+3 Dex) ethereal or 15 (+5 Cha mod) manifest; BAB/Grp +5/+5; Atk +8 melee (1d4, corruption touch); SA corrupting touch, malevolence (*magic jar*, Will DC 20), manifestation, sneak attack (+4d6); SQ evasion, incorporeal, rejuvenation, turn resistance (+4), trap sense +2, trapfinding, uncanny dodge; AL NE; SV Fort +2, Ref +8, Will +3; Str 10, Dex 16, Con —; Int 12, Wis 12, Cha 20.

**Skills:** Craft (locksmith) +12, Craft (locks) +12, Diplomacy +10, Disable Device +11, Hide +20, Listen +18, Move Silently +12, Open Lock +16, Search +19, Sleight of Hand +12, Spot +9, Use Magic Device +15, **Feats:** Improved Initiative, Improved Unarmed Strike, Skill Focus (locksmith), Skill Focus (Open Lock).

**Ronaldo and Ratik Valder, Male Human Ghosts Ftr5 (2):** CR 7; SZM Undead (Incorporeal); HD 5d12; hp 54; Init +6; Spd fly 30 ft. (perfect); AC 12 (+2 Dex) ethereal or 17 (+2 Dex, +5 Cha mod) manifest; BAB/Grp +5/+8; Atk +10 melee (1d6+3, +1 *ghost touch rapier*, crit 18-20); SA frightful moan, manifestation, telekinesis; SQ incorporeal, rejuvenation, turn resis-

tance (+4), undead; AL NE; SV Fort +4, Ref +5, Will +3; Str 16, Dex 14, Con —; Int 14, Wis 11, Cha 20.

**Skills:** Climb +8, Craft (Ronaldo: weaponsmith, Ratik: armorsmith) +8, Handle Animal +11, Hide +10, Intimidate +13, Listen +8, Ride +11, Sense Motive +4, Search +8, Spot +8, **Feats:** Combat Expertise, Improved Initiative, Iron Will, Lightning Reflexes, Weapon Focus (rapier), Weapon Specialization (rapier).

**Possessions:** +1 *ghost touch rapier* (Ronaldo), +1 *ghost touch dancing rapier* (Ratiko).

**Tactics:** The members of the Valder family are as close to one another in death as they were in life. Any battle involves a concerted effort by the ghosts. Genevive appears first, a regal and severe, if spectral, semblance of her former self. Her stern gaze is meant only to gain the full attention of the PCs while the rest of the family appears from behind, attempting to catch the PCs flat-footed. She then uses her horrific appearance, corrupting gaze, and malevolence abilities, staying out of range of attack until she attempts to possess someone. Ronaldo and Ratik take separate victims fighting with ghostly rapiers, though Aleesa and Loiza focus their corrupting touch attacks on one opponent, their roguish and backstabbing ways not altogether forgotten.

**Treasure:** The Valders are among the few corpses buried here that retain any of their possessions. Each of the five sarcophagi contains at least one memento of their former lives. Genevive, the matriarch was buried with an extraordinary family heirloom: a gold necklace made of a spider-web of tiny chains surrounding and supporting a group of diamonds forming a “V.” It is worth 6,000 gp; her vault also sits atop the staircase to Area 33. Both men fought with fine rapiers in life and were buried with the weapons. Ronaldo’s is a +1 *ghost touch rapier* given to him by his father. This has long been the family sword of the Valders, in part because of its ability to *detect magic*. When the sword touches a magical item, it shimmers with a faint red aura. This effect can be quite unsettling if the sword hits magical armor in combat. Ratik has a +1 *ghost touch dancing rapier*. Aleesa still looks somewhat radiant in a tiara composed of rubies and rhinestones. Suitable for any princess, the item is worth 3,500 gp. Finally, Loiza used a magic rope as a lasso in life. It is actually a *rope of entanglement*. Each of these items is within the vaults, which is especially relevant in the case of the two swords, as the ghostly versions disappear from the hands of the ghosts if the real swords are taken from the tombs.

## 12. Governor’s Hill

The earth here rises to its highest point in the Bonegarden. Cresting the promontory is a small, round tomb, featuring a single door. The tomb is encircled by pillars. It appears that anyone standing on the tomb’s domed roof could see the entire cemetery. Suddenly a dozen crows take flight in a flurry of

black feathers and cries of protest. There are several words carved into the tomb door in a tongue few have ever seen.

This is the tomb of the Blood Governor. None of the cemetery inhabitants ever comes here of its own free will. This is a place feared by even the most powerful undead, as the tomb's lord is an ancient menace of mysterious motives and unmatched magical skill.

The lich's only goal is to escape the Bonegarden and find some rest for his weary soul. Among the first of those buried here, he knows every corner of the cemetery, and has had many years for his anger to abate. Unfortunately, that anger has grown in other ways. The lich no longer burns to punish his captors, but his inability to escape fuels another desire. He is convinced that his spirit might be conveyed beyond the walls in a gemstone, using the spell *trap the soul*. Once his soul is encased in a gem of sufficient size, the lich (correctly) assumes that he can then be carried out of the cemetery and then be released from the gem once he's beyond the wall. Though he remains a spellcaster of incredible power, he neither knows the spell *trap the soul*, nor possesses a suitable gem to enable the casting. Supposedly, the perfect gem is buried somewhere in the cemetery. Known as *Starfire*, it is a blue diamond cut into the form of a star, about as large as an elf's hand from point to point. The Blood Governor spends all of his energy commanding undead to systematically pilfer every grave, and to bring him news of any spellcasters encountered in the Bonegarden. The lich hopes that one day a visiting wizard might come to the cemetery bearing the spell *trap the soul*. Thus, the PCs undoubtedly draw the lich's attention, as he seeks them out upon hearing of their arrival, ever hopeful that one of them might bear the means of his escape.

## 12A. The Door

Refer to the Blood Governor's Tomb Map. Etched into the door are these few words: "Here lies a great man. He healed the sick, fed the hungry, and clothed the naked. His charity was equaled only by his magical brilliance. He was a sage, a scholar, a mighty wizard, and most of all, my loving father." Below these words, hastily scrawled in reddish ink, is the further epitaph, "He got what he deserved." These last words are in Common, while the carved words are in Draconic. Reading the carved words aloud causes the door of the tomb to open. The door is sealed with *arcane lock*.

**Stone Door:** 4 in. thick; Hardness 8; hp 60; Break (DC 35).

## 12B. The Remains

Utter darkness reigns inside the tomb. The PCs must provide their own light source, as most of the Bonegarden's inhabitants don't require light.

This room is a simple repository for the dead. At the far end of the circular chamber, lying atop a stone

bier, a single body rests in state. The corpse has obviously been well preserved, and looks much the same as it would have in life. The cloying smell of myrrh hangs heavily in the air, and ages of dust lie undisturbed on both the floor and the body.

This scene is a mixture of reality and illusion. The dust is quite real, as no one has entered here in years. The stone bier is as solid as the floor. The body, however, is an illusion, as is the smell of myrrh. Describe the body as matching the description of an infamous wizard from the history of your own campaign world, someone whom the PCs have a chance of recognizing by physical description alone. Perhaps there was a notoriously evil mage of the past, with whom your PCs are familiar; that man, long dead, could very well have become a lich after death, and the PCs may believe they have come upon that man's body. Otherwise, the corpse appears as a man of forty-five or fifty years old, with jet-black hair untouched by gray. He is tall and strong, though not particularly handsome. Still, there is an air of confidence and superiority about him, as if he might have been a good king, though never merely a prince. His appearance is nothing like the real Blood Governor, who waits below in Area 12I.

Anyone who examines the illusory corpse must make a Will save (DC 22) to determine whether or not they see through the *permanent illusion*. If the players pierce the illusion, the body disappears. Or, if they believe the corpse is real and "remove" it from the bier, they discover a recess in the top of the stone platform. A lever lies flush within this groove. Pulling the lever causes the floor to fall away in sections, forming a spiral staircase leading down to Area 7C. Anyone besides the person pulling the lever when the floor shifts must make a Reflex save (DC 15) or tumble down the stairs, taking 1d6 points of damage. The room is quite small and the only safe bit of floor is near the lever.

## 12C. The Room Below the Stairs (EL 5)

The Blood Governor has been interred in the Bonegarden as long as anyone. Some items found in his lair may seem out of place at first glance, but the lich has made a concerted effort to obtain anything from the world beyond that might have been carried here by hapless adventurers, hoping to find a copy of *trap the soul* and the requisite gemstone to cast it. This room, directly below the bier in Area 12B, contains a pillar supporting the secret stairs, a lever to operate them, and a single door made of wood scavenged from various coffins. A solitary, robed creature guards the door.

**Coffin-wood Door:** 2 in. thick; Hardness 5; hp 15; Break (DC 13).

**Creature:** The skeletal figure charged to guard this room is an undead abomination summoned by the Blood Governor known as a **crypt thing**. Its only purpose is to keep intruders from passing beyond this door. The crypt thing immediately uses its *teleport other* ability to better the odds before launching a physical assault. Refer to the *Tome of Horrors* for more details on this creature.

**Crypt Thing:** CR 5; SZ M Undead; HD 6d12; hp 60; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +5 natural), touch 12, flat-footed 15; BAB/Grp +3/+4; Atk +5 melee (1d6+1, claw); Full Atk +5 melee (1d6+1 [x2], claws); SA *teleport other*; SQ damage reduction (10/+1), darkvision (60 ft), turn resistance (+4), undead; AL N; SV Fort +2, Ref +4, Will +7; Str 12, Dex 14, Con -, Int 12, Wis 14, Cha 15.

**Skills:** Intimidate +11, Listen +13, Move Silently +13, Sense Motive +13, Spot +13. **Feats:** Alertness, Improved Initiative, Weapon Focus (claw).

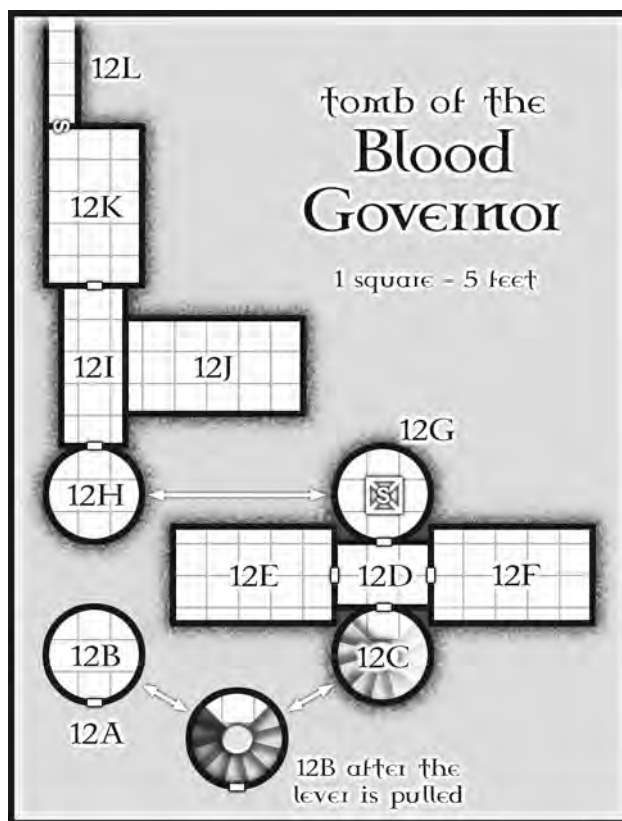
### 12D. Watching You (EL14)

Lying in wait beyond the door is just the first of the true horrors the PCs face in the domain of the Blood Governor. The lich has haphazardly thrown together a motley gang of henchmen, drawing from the meager resources of the Bonegarden, as well as any hapless creatures that have wandered or adventured inside the wall. He has augmented these forces with his own considerable summoning and enchanting skills. In this room, he has set as a guard a most appropriate watcher. Floating in the center of the room is an undead eye tyrant known as a **death eye**. Details of the death eye are provided in the Appendix. No longer among the living, the death eye is a particularly fearsome monster, firing eye rays the moment anyone opens the doors.

If the players dispatch the death eye, they can try their luck beyond one of the three doors leading to the north, east, and west. These doors are gruesome constructions, being formed from the gathered bones of the dead. The bones are lashed together with straps of dried sinew and affixed to the archways using hip joints as hinges. A sticky black tar imperfectly fills the gaps, giving the impression of the occasional toothless grin between radius and ulna.

**Bone Doors:** 3 in. thick; Hardness 5; hp 35; Break (DC 18).

**Death Eye:** CR 14; SZ L Undead; HD 11d12; hp 104; Init +5 (Dex, Improved Initiative); Spd fly 20 ft. (good); AC 21 (-1 size, +1 Dex, +11 natural), touch 10, flat-footed 20; BAB/Grp +5/+9; Atk +7 ranged (eye rays, ranged touch attack); Full Atk +2 melee (2d4, bite) and +7 ranged (eye rays, ranged touch



attack); SA eye rays; SQ all around vision, fly, reverse gravity cone, undead; AL CE; SV Fort +3, Ref +4, Will +9; Str 10, Dex 13, Con -, Int 16, Wis 14, Cha 14.

**Skills:** Hide +8, Knowledge (arcana) +14, Listen +13, Search +14, Spot +13. **Feats:** Alertness, Flyby Attack, Improved Initiative, Iron Will, Shot on the Run

**Tactics:** The death eye activates its *reverse gravity* ability as soon as the door is opened, then fires up to three eye rays at each character, trying to eliminate them as quickly as possible with *finger of death*, *circle of death*, and *energy drain*. It uses *animate dead* immediately against any PC it slays.

### 12E. Hanging Around (EL9)

A gruesome sight greets all who enter here. Suspended randomly from the ceiling are the bound bodies of at least a dozen people. All appear to be clerics, wizards, or spellcasters of some sort, their corpses in various states of decay. A few are in pristine condition, as if they were only placed here recently. Many of the victims obviously bled to death, as layers of long-dried blood cover the floor—with one exception. The lone anomaly is at the far side of the room, where a woman is lashed to a chair. The chair sits in the middle of a fresh pool of dark liquid. Her head sags so that strands of dirty, disheveled hair conceal her face. To examine her more closely would require one to weave through the silent stalactites that were once

living, breathing humans—not the most pleasant of prospects, to be sure.

Among the bodies hanging here are two that yet live. In obviously better condition than the others, these two are preserved by means of the spell *temporal stasis*. The Blood Governor relentlessly pursues wizards and sorcerers who enter the Bonegarden, subduing them by any means possible. His preferred attacks are *finger of death* and *power word, kill*, but in lieu of these, freezing his victims in suspended animation serves his immediate purpose. These two are detailed under **Dangling Bodies**, below. All the other bodies are rotting corpses. The stench amongst them is awful, forcing anyone who weaves through them to make a successful Constitution check (DC 12) or become nauseated as per the *PHB* for 10 minutes, even after they quit the room. The woman is the only animate being in the room, though no blood flows through her veins. The pool of blood at the foot of the chair is a ruse to conceal her true nature. She is not actually tied to the chair, but only appears to be. Unless the PCs take immediate action to silence her, they certainly hear the keening of the **groaning spirit**.

**Creature:** Though she is a mere phantom of her former self, the **groaning spirit** appears real enough from across the room. Before she can be unveiled, she uses her ability to detect the living, and if the PCs approach, she uses her keening before launching an attack. It is detailed in the *Tome of Horrors*.

**Groaning Spirit:** CR 7; SZ M Undead (Incorporeal); HD 7d12; hp 45; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+3 Dex, +4 deflection), touch 13, flat-footed 14; BAB/Grp +3/—; Atk +6 melee (1d8, incorporeal touch); SA fear aura (sight, Will DC 17, flee 16+4 rounds), keening (Will DC 17, *wail of banshee*, 1/night); SQ detect living (five miles), immunities, incorporeal, spell resistance (20), turn resistance (+4), undead, unnatural aura (30 ft. radius), vulnerability; AL CE; SV Fort +2, Ref +5, Will +8; Str —, Dex 17, Con —, Int 16, Wis 16, Cha 18.

*Skills:* Hide +13, Intimidate +14, Knowledge (history) +13, Listen +15, Search +13, Sense Motive +13, Spot +15. *Feats:* Ability Focus (keening), Alertness, Improved Initiative.

### Dangling Bodies

These two living bodies hang in suspended animation. They are both wizards with very different stories. The first, a human who goes by the name Tantilith, entered the Bonegarden many years ago in search of a lost friend. He explored most of the cemetery invisibly before discovering the town of Descent. Guessing that his friend, if still alive, must have been down there, he searched the mines and hovels extensively, but found nothing. Tantilith resolved to join the ranks of the Descent citizenry until he could discover a way out. Two years ago, when the Blood

Governor was on a rampage, the townsfolk surprised Tantilith, bound him, and delivered him to the Blood Governor, seeking to assuage the lich's fury. Tantilith is but a 10th-level wizard and of little interest to the Blood Governor, as he doesn't know the spell *trap the soul*; sheer chance saved him. He gladly tells the PCs all he knows of the Bonegarden in exchange for help in escaping. While he knows little that can help their exact quest, he can furnish rough information about nearly every site in the Bonegarden. He can also reveal some of the intrigues of Descent and direct the PCs to Rani the Protector (Area 20).

The second hostage is a gnome illusionist. His name is Jelver. Jelver is a most inquisitive type, and extremely covetous of all things magical and valuable. He is merely a treasure-hunter, but he does have a secret. Jelver claims to know for a fact that the Blood Governor, having been a powerful wizard in life, left behind a vast amount of wealth when he assumed an undead state. This wealth lies in a tower now virtually unguarded, far away from the Bonegarden. But no one knows the tower's exact location. Jelver believes that he can either find a map in the tomb or read the Blood Governor's thoughts to discern the location. He promises the PCs their fair share of the riches if they help him find and loot the tower. Of course, Jelver is without spellbooks or items, and he has already tangled with the Blood Governor once and lost. If the PCs ally themselves with Jelver in his quest, you should decide whether or not the information he seeks about the tower can be discovered. If so, be prepared to create a suitable domicile for an archmage, and permit the PCs to explore it later. Keep in mind the Blood Governor's penchant for populating his residence with many dangerous guards. Though he is no longer in residence, his tower remains formidable.

**Tantilith, Male Human Tra10:** CR 10, SZ M; HD 10d4+10; hp 41; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +5/+6; Atk +6 melee (1d3+1, unarmed) or +8 ranged; AL N; SV Fort +4, Ref +6, Will +8; Str 12, Dex 16, Con 13, Int 16, Wis 12, Cha 10.

*Skills:* Concentration +14, Craft (alchemy) +13, Craft (sculpture) +11, Knowledge (arcana) +16, Knowledge (dungeoneering) +6, Knowledge (the Bonegarden) +5, Knowledge (the planes) +16, Spellcraft +17. *Feats:* Brew Potion, Combat Casting, Craft Wand, Craft Wondrous Item, Improved Initiative, Scribe Scroll, Spell Focus (Transmutation), Spell Penetration.

*Arcane Spells Prepared* (4/5/5/4/3/2; base DC 13 + spell level, Transmutation DC 14 + spell level): 0-detect magic, detect poison, ray of frost, read magic; 1st-enlarge person, erase, hold portal, *magic missile*, shocking grasp; 2nd-alter self, knock, levitate, pyrotechnics, spider climb; 3rd-*gaseous form*, haste (x2),

slow; 4th-bestow curse, polymorph (x2); 5th-passwall, teleport.

*Speciality School Spells Prepared* (Transmutation; prohibited schools: Enchantment and Necromancy): 0-mage hand; 1st-burning hands; 2nd-dark vision; 3rd-fly; 4th-dimension door; 5th-transmute rock to mud. Note: italicized spells prepared with Spell Mastery.

*Languages:* Common, Elven, Dwarven, Gnome.

*Possessions:* None.

**Jelver, Male Gnome Ill16:** CR 16, SZ S; HD 16d4+48; hp 97; Init +7 (+3 Dex, +4 Improved Initiative); Spd 20 ft.; AC 14 (+3 Dex, +1 size), touch 14, flat-footed 11; BAB/Grp +8/+4; Atk +9 melee (1d3 subdual, unarmed) or +12 ranged; Full Atk +9/+4 melee (1d3, unarmed) or +12/+7 ranged; AL CG; Fort +8, Ref +8, Will +12; Str 10, Dex 16, Con 16, Int 18, Wis 14, Cha 12.

*Skills:* Bluff +5, Concentration +22, Craft (alchemy) +17, Diplomacy +3, Intimidate +3, Knowledge (arcana) +23, Knowledge (dungeoneering) +23, Knowledge (history) +23, Sleight of Hand +5, Spellcraft +28. *Feats:* Craft Wand, Craft Wondrous Item, Enlarge Spell, Improved Initiative, Heighten Spell, Maximize Spell, Scribe Scroll, Skill Focus (Spell Craft), Spell Focus (Illusion), Spell Penetration.

*Arcane Spells Prepared* (4/5/5/5/4/3/3/2; base DC 14 + spell level, Illusion DC 15 + spell level): 0-arcane mark, dancing lights, detect magic, read magic; 1st-disguise self, charm person, identify, silent image, ventriloquism; 2nd-invisibility, magic mouth, mirror image, misdirection, see invisibility; 3rd-displacement, fireball, illusory script, invisibility sphere, lightning bolt; 4th-greater invisibility, *phantasmal killer*, polymorph, rainbow pattern, shadow conjuration; 5th-cone of cold, persistent image, prying eyes, shadow evocation; 6th-legend lore, permanent image, true seeing; 7th-forcecage, shadow walk, greater teleport; 8th-discern location, prismatic wall. Note: italicized spells prepared with Spell Mastery.

*Speciality School Spells Prepared* (Illusion; prohibited schools: Conjuration and Necromancy): 0-ghost sound; 1st-color spray; 2nd-minor image; 3rd-major image; 4th-illusory wall; 5th-greater shadow conjuration; 6th-programmed image; 7th-mass invisibility; 8th-screen. Note: italicized spells prepared with Spell Mastery.

*Languages:* Common, Draconic, Dwarven, Elven, Gnome, Goblin.

*Possessions:* None.

## 12F. The Allure of Gold (EL 10)

Beyond the imagination of most, the treasure here is dazzling to the eye. In some places, the gold coins are literally stacked to the ceiling. Interspersed throughout are items of wonder and beauty: gems, jewelry, and other baubles, both magical and mundane. Among the loot, facing the door from the

opposing wall, stands a single chair. A skeleton wearing a crown of gem-encrusted gold sits upon the chair. This skeleton is one of the few in the cemetery that are not animated. Unfortunately, its restless spirit still haunts this room, along with those of several of the dead spellcasters in Area 12E.

The chair itself is constructed of a sturdy, darkly stained mahogany. The back of the chair is a true masterpiece. Carved into the surface is a relief of a dragon, extending from the seat, to end in an intricate representation of the dragon's head, including some form of breath weapon spouting from its gaping mouth. From its throne, the skeleton seems a wealthy king among his spoils. This throne matches the six chairs found in Area 16U. Characters who have already visited that location may recognize this fact. The chair weighs 200 pounds. The PCs might eventually decide to move the chair from this room to Area 16U and put it to its proper use.

The PCs may be tempted to immerse themselves in the great piles of coins. If they do, they are caught flat-footed by those that guard this room.

**Creatures:** This vast wealth does not lay unguarded. The former owner of this skeleton is still close by in the form of a wraith. Five of the wizards killed by the Blood Governor also remain as wraiths. After waiting for the PCs to take in the blinding sight of so much wealth, these **6 wraiths** attack.

**Wraith (6):** CR 5; hp 32; see the **MM**.

**Treasure:** There appear to be approximately 10,000 sp and over 15,000 gp in this room. However, only the chair and the skeleton are real, the rest being another *permanent illusion* of the Blood Governor, hoping to catch any intruder too busy ogling to anticipate the wraiths' attack. Nearly all of the treasure the Blood Governor has accumulated in his years of terrorizing treasure hunters in the Bonegarden is located in a lower chamber (Area 12K).

## 12G. Ring of Iron (EL 8)

Lining the walls of this circular chamber are twelve skeletal statues made of metal. It seems as if the skeletons' bones have been dipped in molted steel and allowed to harden. Even the skulls of the skeletons are this dull gray color, while the eye sockets are empty black pits.

Another of the Blood Governor's illusions is in effect here, albeit this one is far more sinister than any in the previous chambers. When anyone enters the room, all of the skeletons advance. Only two of these creatures are real, being **2 lead skeletons**. The lead skeleton is a monster detailed in the *Tome of Horrors*. The other skeletal figures are entirely illusory. However, the Blood Governor has obtained a spell from one of his captured wizards that makes the real skeletons appear illusory as well. This spell, *Jelver's illusory illusion*, is detailed in the Appendix. Read the spell description carefully, as this encounter requires clever adju-



dication on your part. The spell's effect is similar to other illusion spells: as soon as the skeletons animate, have the PCs make Will saves at DC 22. Those who fail their saves see all the skeletons as real. Those that succeed, however, see all the skeletons as illusions and won't expect the very real feeling of pain when they are attacked. **Remember: Pay close attention to the specifics of *Jelwer's illusory illusion* before the PCs explore this room.**

The very center of the stone floor is actually a secret door discovered on a Search at DC 25, concealing a rock-lined shaft connecting these chambers with the remainder of the tomb at Area 12H.

**Creatures:** Besides being concealed by the illusion spell, these skeletons are not undead creatures but rather are constructs of bone, lead, and iron. They are far deadlier than the garden-variety skeleton, and any PC who fails to recognize their true nature is surprised by their toughness.

**Lead Skeleton (2):** CR 6; SZ M Construct; HD 10d10; hp 75; Init +4 (Dex); Speed 30 ft.; AC 30 (+4 Dex, +16 natural), touch 14, flat-footed 26; BAB/Grp +5/+11; Atk +13 melee (2d6+6, slam); Full Atk +13 melee (2d6+6 [x2], slam); SQ blindsight, construct, damage reduction (15/adamantine), immunities, spell resistance (18); SV Fort +3, Ref +7, Will +3; Str 22, Dex 18, Con —, Int —, Wis 10, Cha 1.

**Tactics:** The lead skeletons have no tactics, but simply advance on the PCs. Don't overlook their impressive damage reduction and spell resistance abilities, which make them nearly unstoppable adversaries.

## 12H. Bottom of the Well (EL 15)

The 5-foot-square shaft continues downward for 10 feet, at which point it widens to 20 feet square and plummets a further 20 feet down to hard-packed earth. Falling to the floor causes 1d6 points of damage per 10 feet, depending on where the fall begins. Descending the shaft requires a Climb check (DC 10), but after the first 10 feet there is nothing left to climb, making descent this way impossible. The PCs must use a rope or magic.

The featureless room at the shaft's bottom is empty and devoid of all detail except for two holes at the base of one wall, each about 2 feet in diameter. They look like small tunnels. Midway up the north section of wall, in a small recess, is an iron bound door. The rough wall leading to the recess is easily climbed (Climb check [DC 12]). The ledge in the recess is wide enough to support one Medium-size creature or a pair of Small-size creatures. The ledge offers some degree of safety from the **200 snakes** that emerge from the two holes 1d4 rounds after the PCs enter. The door on the ledge is sealed with *arcane lock* and leads to Area 12I. Crawling into either hole leads the PCs to a small hollow filled with shed skin and other reptile offal.

**Iron-bound Wooden Door:** 2 in. thick; Hardness 5; hp 25; Break (DC 28).

**Creatures:** This is a true pit of vipers, placed here to harass any who reach the floor. The commotion from any fighting alerts the Blood Governor if the lich succeeds in a Listen check (DC 15). Once warned, the lich prepares spells and waits at his *crystal ball* in Area 12I, preferring to fight within his own sanctuary.

**Snake, Huge Viper (5):** CR 3; hp 28; see the **MM**.

**Snake, Large Viper (20):** CR 2; hp 16; see the **MM**.

**Snake, Medium Viper (25):** CR 1; hp 12; see the **MM**.

**Snake, Small Viper (50):** CR 1/2; hp 5; see the **MM**.

**Snake, Tiny Viper (100):** CR 1/3; hp 2; see the **MM**.

## 12I. The Blood Governor's Ball (EL 20)

Hovering at the center of the room is a glass ball filled with yellow smoke. A black-caped figure peers into the misty crystal. Upon entering, the figure turns his gaze toward the PCs. Years of existence have only exacerbated the seeping wounds of the aptly named Blood Governor. Bits of torn flesh dangle from exposed bones. Thick strands of gray and black hair are matted with the never-ending flow of blood from countless wounds. This is not the parched, dusty assembly of bones from legend. This creature is a blood-soaked horror. Blood drips from the crystal ball where he has pawed at it. Blood covers the tattered papers and rags that form the floor. Blood soaks the remnants of the once fine, embroidered mantle, now barely cloaking a body bloated from decay, wet with bodily fluids and exuding the sickly sweet smell of blood. Only his cape appears untouched by the bloody mess. Worst of all, perhaps, is the faint sound of someone screaming in agony, emanating from an unknown origin.

The **Blood Governor** peers into his *crystal ball*, unperurbed by the march of the PCs through his tomb. The *crystal ball* is currently attuned to the Midnight Peddler, as the lich continues spying on anyone who might abet his escape. If the PCs dispatch the Blood Governor, they can catch a fleeting glimpse of Area 7 through the *ball*. Of course, if the PCs have already dispatched the Midnight Peddler, the Blood Governor's ire and magically enhanced vision is focused squarely upon them. Whether he is aware of their presence or discovers it when the door is opened, his response is an immediate attack, unless the PCs can do something to convince him of their usefulness. The lich is more than willing to listen, as he is wise enough to know the PCs might very well possess the spell *trap the soul*, which he believes he can use to transport himself out of the Bonegarden. On a Listen check (DC 15), the PCs can tell that the screaming comes from a chamber beyond the west wall, though there is no apparent entrance in that direction.

**Creatures:** The Blood Governor spends most of his time in this chamber, endlessly roving the Bonegarden via his *crystal ball*. He only leaves this room to investigate any interesting developments in the cemetery. His only

companion becomes apparent when it launches its first attack. The lich's black cape is actually a monster known as a **cloaker**. In a further twist, the spirit that animates this creature is a former associate of the Blood Governor. The cloaker is fiercely loyal despite serving as the primary target of countless years of bile spewed forth by the Blood Governor in his implacable rage. The cloaker harries the PCs while the Blood Governor flings his magical attacks.

**The Blood Governor, Male Human Lich Wiz18:** CR 20; SZ M Undead; HD 18d12; hp 130; Init +7 (Dex, Improved initiative); Spd 30 ft.; AC 25 (+3 Dex, +7 bracers, +5 natural), touch 13, flat-footed 22; BAB/Grp +9/+11; Atk +11 melee (1d8+5, touch, Will DC 22 for half), or +12 ranged; Full Atk +11/+6 melee (1d8+5, touch plus paralysis, Will DC 22 for half), or +12/+7 ranged; SA fear aura (60 ft. radius, Will DC 22, 5 HD or less), paralyzing touch (Will DC 22), spells; SQ damage reduction (15/+1), immunities, spell resistance (21) (*mantle*), turn resistance (+4); AL NE; SV Fort +6, Ref +9, Will +15; Str 14, Dex 17, Con -, Int 23, Wis 18, Cha 16.

*Skills:* Concentration +24, Craft (alchemy) +27, Diplomacy +5, Gather Information +7, Hide +11, Intimidate +10, Knowledge (engineering) +21, Knowledge (Outer Planes) +19, Knowledge (arcana) +27, Listen +18, Move Silently +11, Search +18, Sense Motive +22, Spellcraft +32, Spot +18. *Feats:* Brew Potion, Combat Casting, Craft Staff, Craft Wondrous Item, Improved Initiative, Maximize Spell, Quickened Spell, Scribe Scroll, Skill Focus (spellcraft), Spell Focus (Conjuration, Illusion), Spell Mastery, Spell Penetration.

*Arcane Spells Prepared* (4/6/5/5/5/5/4/3/3/2; base DC 16 + spell level; Conjuration & Illusion base DC 17 + spell level): 0-detect magic, ghost sound, open/close, read magic; 1st-burning hands, charm person, enlarge person, mage armor, magic missile, unseen servant; 2nd-detect thoughts, invisibility, knock, mirror image, see invisibility; 3rd-blood bath\*, dispel magic, displacement, fly, gaseous form; 4th-animate dead, phantasmal killer, shadow conjuration, stonewalk (x2); 5th-dominant person (x2), magic missile (quickened), passwall; 6th-chain lightning, geas, contingency, true seeing; 7th-control undead, finger of death, spell turning; 8th-greater invisibility (quickened), maze, power word—stun; 9th-power word—kill (x2). \* Denotes new spell detailed in the Appendix and italicized spells prepared with Spell Mastery.

*Languages:* Common, Abyssal, Draconic, Ignan, Infernal, Undercommon.

*Possessions:* Amulet versus detection, bag of tricks (gray), +7 bracers of armor, crystal ball with true seeing, mantle of spell resistance, ring



of *withering* (as per a *ring of regeneration* for undead and reverse of such for the living), *ring of spell turning*, the *Blood Governor's staff*.

**Cloaker:** CR 5; hp 56; see the **MM**.

**Treasure:** Other than the possessions the lich carries, the room contains two other items of note, one of which is his *crystal ball*. Secondly, lying unobtrusively in one corner is a long shaft of steel with a handle at one end. Though this item serves no obvious design, it is actually the *golem's cranequin*, used to crank the winch at the Ossuary at Area 15. The *cranequin* and the *Blood Governor's staff of summoning* are detailed in the Appendix.

**Tactics:** The lich parleys with the PCs if given the chance. He promises anything they ask, so long as they can provide him with a way out of the Bonegarden. He is especially interested in the spell *trap the soul* and the gem known as *Starfire*, as a gem of such size and properties is required for the spell to function. As noted elsewhere, the *Blood Governor* only leaves his sanctuary to combat any spellcasters he spies in the Bonegarden, in hopes that they might carry the spell *trap the soul*. He never wavers from this strategy and ignores all but the most persistent foes, be they fighters or rogues. His *mantle of spell resistance* affords him considerable protection against magic. He favors illusions and frequently summons power from the realm of shadow. If he makes a successful Listen check (DC 18) while the PCs are in the next room fighting the snakes, he casts a number of spells before they enter. Certainly he uses *mage armor*, *spell turning* and *displacement*. He might also use *stoneskin* or any other defensive/perception spell he has time to cast. If a battle ensues, the first round he casts his quickened *greater invisibility* as a free action and discharges *summon monster IX* from the staff. He never fails to cast one of his personal signature spells, *blood bath* (see Appendix). He is likely to focus all his considerable energy upon one wizard, trying to disable him. If he incapacitates a wizard, sorcerer, or cleric, he departs with the supine form of his foe as quickly as possible. Barring that, he fights viciously until destroyed, knowing that he will return and that he has a nasty surprise awaiting his foes. The *Blood Governor* has created a more powerful form of *contingency*. The 9th-level spell, *multiple contingency*, allows him to cast three "contingent" spells instead of one, and they may be of any level except 9th, and of any effect. This spell is considerably more powerful and exponentially more dangerous than *contingency*, and the *Blood Governor* uses it to its fullest capacity. Having no concern for his own safety, knowing that he will rise again on the following evening, the lich sets the *contingency* to be activated upon his own destruction. When he is reduced to 0 hp, the three spells that are enacted are: *forcecage*, *cloudkill* and *incendiary cloud*. The PCs are trapped within the *forcecage* for the duration of the spell, taking damage each round from *cloudkill* and *incendiary cloud*, unless they can escape the *forcecage*. Refer to the Appendix for details of this and other new spells at the lich's

disposal. **Remember:** The *Blood Governor* has many advantages; he likely knows of the PCs and can cast several spells ahead of time; he has two spells quickened and can cast them as free actions; his numerous defensive items make him difficult to affect. Finally, the *Blood Governor's phylactery* is the Bonegarden itself. If the lich is "slain," he returns again at full strength on the following night, so enraged at the PCs that he directs the full force of his powers at killing them. The only way to kill the lich permanently is to bring down the containment field.

## 12J. The Racker (EL 10)

A stone table dominates the center of this room, drawing attention because of the screaming figure exposed upon it. The creature's cries are bloodcurdling. Fine robes with runes at the sleeve and hem have been sliced open to allow his torturer access to flesh. This same flesh is ripped and torn in two-dozen places. Each wound is superficial but painfully inflicted by the claws of the steely, leather-skinned figure at the head of the table. Saliva drips from its fangs while it fans itself and its victim with bat-like wings. Two other demons circle overhead, cackling in delight. The walls are adorned with shackles and chains, some filled with the recently dead, some with skeletal remains. The room also features an iron casket large enough to hold two humans at once. The casket door is ajar, revealing an interior of iron spikes.

While the *Blood Governor* prefers illusions, he has also become a summoner of some prowess. The lich has been repeatedly foiled in his attempts to escape the Bonegarden, and long ago turned to the outer planes for a solution. He has summoned 3 demons to act as guards and to do his bidding on this plane. The *Blood Governor* enjoys teleporting unsuspecting captives into this room and listening to the ensuing screams or even observing the torture through his *crystal ball*. Behind the iron maiden, located on a Search check (DC 20), is a passage hewn into the rock. The narrow passage is 1,000 feet long, ending near the nest of Yuj at Area 9C. Connecting this passage to 9C is nothing more than a thin crack, passable only by someone in a gaseous or similar state. The *Blood Governor* passes through here in *gaseous form* to bully Yuj into doing his bidding.

**Creatures:** The largest of the three demons is a nabasu, a creature well known for its cruelty and love of torture. Brought here for this purpose, it is quite skilled at inflicting pain. The smaller creatures buzzing about the room are azizou, a form of corruptor demon. Easily summoned yet not easily controlled, these demons have the ability to get inside a person's head and convert them to a chaotic evil alignment. The *Blood Governor* easily dispelled their link to him and now submits those he captures to the demons' *whisper of madness* ability. After being tortured by these implacable demons, which are detailed in the *Tome of Horrors*, victims never retain their sanity. However, the current victim retains a piece of his former mind, though his alignment has already shifted from lawful good to true neutral. If he is rescued, he may prove the salvation of the

PCs as well, for he is a cleric and can provide a means of escape from the Bonegarden. The one small catch is that he has fallen from grace and has no contact with his god. He cannot cast spells, use any divinely granted abilities, or speak his lord's name with any effect. However, redemption is waiting around every headstone. Since his god is a benevolent one (insert any good-aligned god), he need only call upon his god while attempting to rescue an innocent life. There are plenty of innocent lives still at stake in the Bonegarden, and if the PCs are exceptionally weary, they may qualify as suitable candidates, at your discretion. If this priest finds himself in the shadow of the wall, the rescued PCs in tow, his god hears his plea and grants his boon, allowing escape. Further information on the Nabasu and Azizou Demons can be found in the **Tome of Horrors** by **Necromancer Games**.

**Demon, Nabasu, lesser:** CR 9; SZ M Outsider; HD 7d8+14; hp 50; Init +1 (Dex); Speed 30 ft., fly 40 ft. (average); AC 23 (+1 Dex, +12 natural), touch 11, flat-footed 22; BAB/Grapple +7/+11; Atk +11 melee (1d4+4, claw); Full Atk +11 melee (1d4+4 [x2], claws), +9 melee (1d6+2, bite); SA spell-like abilities, feed, paralysis aura (10 ft. radius, *ghoul touch*, Fortitude DC 15), summon ghaunts (1d6 ghaunts, automatically); SQ damage reduction (10/+1), ethereal jaunt, spell resistance (21), demon qualities, telepathy; AL CE; SV Fort +7, Ref +6, Will +7; Str 19, Dex 13, Con 14, Int 14, Wis 14, Cha 13.

*Skills:* Climb +14, Escape Artist +11, Hide +11, Intimidate +11, Jump +14, Knowledge (arcana) +12, Listen +12, Move Silently +11, Search +12, Spot +12. *Feats:* Improved Initiative, Multiattack, Weapon Focus (claw).

**Demon, Azizou (2):** CR 5; SZ S Outsider; HD 4d8; hp 18; Init +2 (Dex); Speed 30 ft., fly 50 ft. (good); AC 19 (+1 size, +2 Dex, +6 natural), touch 13, flat-footed 17; BAB/Grap +4/+2; Atk +8 (1d4+2, claw); Full Atk +8 melee (1d4+2 [x2], claws); SA spell-like abilities, summon demons, whisper of madness, rend (2d4+3); SQ damage reduction (5/+1), spell resistance (10), demon qualities, telepathy; AL CE; SV Fort +4, Ref +6, Will +3; Str 14, Dex 15, Con 11, Int 8, Wis 8, Cha 10.

*Skills:* Climb +9, Hide +9, Jump +9, Knowledge (arcana) +6, Listen +6, Move Silently +9, Spot +6. *Feats:* Weapon Finesse.

**Gil, Male Hill Dwarf, Clr11 (Dwarf Father):** CR 11; SZ M; HD 11d8+44; hp 110 (currently 49); Init +4 (Improved Initiative); Spd 20 ft.; AC 10; BAB/Grap +8/+10; Atk +10 melee (1d3+2, unarmed), or +8 ranged; Full Atk +10/+5 melee (1d3+2, unarmed), or +8/+3 ranged; SA turn undead, spells; SQ spontaneous casting; AL LG (currently TN); SV Fort +13, Ref +3, Will +11; Str 14, Dex 10, Con 18, Int 11, Wis 18, Cha 11.

*Skills:* Concentration +10, Craft (carpentry) +5, Heal +7, Knowledge (religion) +3, Profession (miner) +9, Sense Motive +5, Spot +5, Survival +5. *Feats:* Endurance, Great Fortitude, Improved Initiative, Weapon Focus (dwarven waraxe).

*Divine Spells Prepared* (6/6/5/5/3/2/1; base DC 14 + spell level): None, see above.

*Domain Spells* (Earth, Protection): None, see above.

*Languages:* Common, Dwarven.

*Possessions:* None.

*Personality:* Gil is a no-nonsense dwarf. He is very concerned with the fate of any innocents trapped in the Bonegarden. He helps the PCs get out or rescue others, but he parts company if they insist on treasure hunting. He is stout and tough, and in spite of losing more than half his hit points to the torture, he quickly recovers enough to travel and fight, though he cannot cast spells or use his other cleric abilities until he leaves the Bonegarden.

**Treasure:** On a successful Search check (DC 15), the PCs discover a secret panel in the table. Inside is an amulet made of bone and brass, enchanted with *Nyst's magic aura* to appear as magical. The lich placed this item here as a false phylactery, a clever bit of artifice to fool those who might come to do him harm. The amulet is worth 4 gp.

## 12K. Rubbish heap (EL 10)

Once, the Blood Governor came here to plot his escape from the Bonegarden, to study magical tomes of all sorts, and to dream of his long, proud life. Now it is a shambles. Rotting bookcases stand in either corner, flanking a large stone table. The tattered remnants of arcane texts choke the floor, leaving no place to tread except over the mounds of paper. In his frustration, the Blood Governor has left few of the books intact. The stone table is in good condition, though it is layered with decades of dust, and the wooden chair that was once its partner lies in a heap beneath it. Four human skulls rest upon the table, equally dust covered, staring blankly at the doorway with their emerald eyes.

This was once an office of sorts for the Blood Governor, though he can no longer stand to be here. The futility of his quest led to this destruction. When the Blood Governor captures a wizard, he returns to his lair and immediately searches the mage's spell books for the spell *trap the soul*. Having never found it, the lich usually resorts to ripping the books to shreds. There is a wealth of arcane knowledge in this pile, but all of it is useless now. Though this loss is a lamentable one for the PCs, the Blood Governor attained such a vast number of books that a few managed to escape destruction and are still viable.

The stone table is actually a tombstone resting upon two stone blocks, which even a cursory inspection of its underside reveals. Carved there is the name of the unfortunate owner of this headstone, one Gregor Dendrich. The four skulls serve as paperweights, holding down the four corners of an ancient parchment. The page is so completely concealed by the layers of dust that it is only discovered with a Spot check (DC 20), or by intentionally removing the dust. Anyone removing a skull discovers the parchment. Written in a shaky hand upon this page is the following message:

*Master,*

*The gem will be in your hands by morning. The spell, however, is another matter. It will take some time to locate, and I cannot move freely. I'm being watched, so I have placed the gem in a casket. The casket will soon be buried. Look for the grave of Gregor Dendrich. Beware the Starfire diamond, though, for it has some nasty enchantments upon it, just as you desired. I will come to you when I have acquired a copy of the spell.*

*Luck,  
Serge*

Serge was once a servant of the Blood Governor, now long since killed trying to procure the magical means of the lich's escape. His spirit inhabits the cloaker used by the lich as a cape. The name "Gregor Dendrich" is carved upon the headstone that forms the table. The Blood Governor found the indicated grave but not the gemstone inside the coffin. The diamond known as *Starfire* was already lost to the Bonegarden. The Blood Governor believes rightly that it is still in the cemetery, but he has thus far searched in vain. The gem is actually located at 14I. For more details on *Starfire*, see the Appendix.

The only remaining thing of note in this room is a secret escape tunnel concealed by one of the bookcases (Search at DC 20 to locate). The Blood Governor once tried to escape the Bonegarden by tunneling under the wall, a tactic that doesn't work. His failed attempt serves as a route for escape in the unlikely event he meets a foe more powerful than he.

**Treasure:** Though not much remains of the vast number of spellbooks and magical tomes, careful inspection of the mess earns some reward. By spending a full hour searching, the PCs can find nearly any spell of levels 1 through 4. You should decide which spells are appropriate for your campaign. Other tomes include works on metallurgy, weaponsmithing, cooking, and any other topic you would like to expose to the players. The Blood Governor has had ages to accumulate even the most obscure texts, so be as creative as necessary. Two of the skulls on the table have emeralds placed in the eye sockets (200gp each). It is unlikely anyone would believe these skulls belonged to a demilich, but the combination of dust and gems might fool someone. Even a rudimentary Search check (DC 10) uncovers a large chest buried in the debris. Resting in the corner, the chest is made of lead and secured with a good lock (Open Lock check [DC 25]). Inside is a small part of the Blood Governor's horde. The bottom of the chest is lined with gems of various sizes and types: 50 worth 50 gp each, 10 worth 100 gp each, 5 worth 500 gp each, and 2 worth 1,000 gp each. Covering the gems are 20 leather bags, each containing 50 pp. This represents what the Blood

Governor occasionally uses to buy the services of those down in the town of Descent, but it is not unguarded. The lid of the chest is trapped with a special *symbol* spell created by the Blood Governor. Opening the chest triggers a **symbol of wounding trap**, causing 4d4 wounds upon anyone within range of the spell. Each wound bleeds for 1d4 points each round until healed. Healing spells can close one wound per die of healing they do, so that *cure light wounds* heals one wound while *cure critical wounds* heals four wounds. A *heal* spell closes all the wounds on one individual.

**Symbol of Wounding Trap:** CR 10; magic device; touch trigger (*alarm*); no reset; spell effect (*symbol*, 18th-level wizard, causes 4d4 wounds to anyone within 60 ft., each wound causing 1d4 bleeding per round, Fortitude save [DC 24] to resist); automatically seen; disabled only as per *symbol*.

The Blood Governor has forgotten more treasure than most PCs have ever found, and a larger cache lies beneath this chest. The chest is placed over a hole in the floor about 1 foot in diameter, so that only by moving the chest do the PCs discover a shaft that extends 100 feet straight down. Lowering a light source shows that the well is at least partially full of gold and other riches. If the PCs find a way to extract the hoard, they recover the following: 1,102 pp, 4,545 gp, 12,102 sp, 406 cp and 52 gems worth 20 gp each. Wondrous items include three wands: a *wand of light* (2 charges), *magic missiles* (3 charges), and *wonder* (40 charges), a *rod of absorption* (1 charge) and a *talisman of ultimate evil* the lich took from the body of a dead priest. Finally, there is a simple bronze brooch engraved with the image of a handsome gentleman. This is another false phylactery planted by the lich. Though nothing but a worthless bauble, the brooch glows with *Nyst's magic aura*, to trick anyone using *detect magic*.

## 12L. Tunnel (EL 10)

The tunnel is little more than a narrow hallway of dirt. Single file is the rule. The far exit of the tunnel is concealed by a fallen headstone at the base of the wall about 500 feet from the tomb at the hilltop. If the PCs look for this entrance, they discover it on a Search check (DC 25), as long as they know an approximate location. About 50 feet along the tunnel, another headstone is buried under a thin layer of soil. Anyone making a Search check (DC 10) in this area finds the headstone, though the stone is more likely to be discovered by accident. For every PC passing over it during their march down the passage, make a Listen check (DC 18). Success indicates that the PC perceives the hollow sound of a footfall. The PCs may then wipe away the soil to reveal the horizontal headstone, which bears a strange inscription: "ROGUE DND."

This headstone conceals the Blood Governor's truest treasures. The cache is trapped with the spell *chain lightning*, and lifting it without uttering the password discharges the bolt among those in the tunnel; everyone within 30 feet of

the lightning bolt's initial target takes damage. The password, "GROUNDED," can be unscrambled from the inscription. If the password is spoken aloud, the trap remains inert.

**Chain Lightning Trap:** CR 10; magic device; touch (alarm); automatic reset; spell effect (chain lightning, 18th-level wizard, 18d6 electricity to target touching the cache plus 9d6 electricity to each of up to 18 secondary targets within 30 ft. of the primary target, Reflex save [DC 22] for half damage); Search DC 31; Disable Device DC 31.

**Treasure:** Under the stone is a shallow depression where the Blood Governor stores his prize possessions. Consuming most of the space are a series of spellbooks containing his entire knowledge, which is considerable. Virtually any spell up to 5th level is inscribed here, even if it is not listed below, plus most of the spells up to 9th level. Add any spells you deem appropriate. At the very least the following spells are found within the books:

**Arcane Spells:** 0—dancing lights, detect magic, detect poison, ghost sound, mending, open/close, read magic; 1st—alarm, burning hands, disguise self, charm person, color spray, comprehend languages, enlarge person, grease, hold portal, identify, mage armor, magic missile, mount, Nyst's magic aura, obscuring mist, silent image, sleep, summon monster I, Tensor's floating disk, unseen servant, ventriloquism; 2nd—arcane lock, blur, cat's grace, continual flame, detect thoughts, fog cloud, glitterdust, hypnotic pattern, invisibility, knock, Leomand's trap, levitate, magic mouth, Mel's acid arrow, minor image, mirror image, misdirection, obscure object, see invisibility, spectral hand, spider climb, summon monster II, summon swarm, web; 3rd—blink, blood bath\*, dispel magic, displacement, flame arrow, fly, gaseous form, halt undead, hold person, illusory script, invisibility sphere, lightning bolt, major image, nondetection, phantom steed, sepia snake sigil, sleet storm, slow, stinking cloud, suggestion, summon monster III, tongues; 4th—detect scrying, dimensional anchor, Evar's black tentacles, hallucinatory terrain, illusory wall, greater invisibility, Leomand's secure shelter, lesser geas, minor creation, minor globe of invulnerability, phantasm killer, rainbow pattern, scrying, shadow conjuration, solid fog, stonewall, summon monster IV; 5th—animate dead, cloudkill, contact other plane, dismissal, dominate person, dream, false vision, Leomand's secret chest, lesser planar binding, magic jar, major creation, mirage arcana, Morden's faithful hound, nightmare, passwall, permanency, persistent image, prying eyes, seeming, shadow evocation, summon monster V, teleport, wall of iron, wall of stone; 6th—acid fog, chain lightning, contingency, disintegrate, globe of invulnerability, greater dispelling, Jelver's illusory illusion\*, mislead, permanent image, programmed image, repulsion, shades, summon monster VI, true seeing, veil; 7th—control undead, create crypt thing, delayed blast fireball, Drawmij's instant summons, finger of death, forcecage, greater scrying, greater teleport, limited wish, mass invisibility, Morden's magnificent mansion, Morden's sword, phase door,

power word stun, project image, sequester, shadow walk, simulacrum, spell turning, summon monster VII, vision; 8th—binding, greater planar binding, horrid wilting, incendiary cloud, iron body, maze, mind blank, power word blind, protection from spells, screen, summon monster VIII; 9th—gate, meteor swarm, Morden's disjunction, multiple contingency\*, power word kill, summon monster IX, teleportation circle, temporal stasis, weird, wish.

\*Note: blood bath, Jelver's illusory illusion, and multiple contingency are new spells detailed in the Appendix.

Three other tomes are present as well. The first is a detailed account of the life of a sculptor named Ansiphian the Blighted. Ansiphian is one of the few stars in the stormy sky that is the history of the crime-wracked Domain. Ansiphian's works are universally beloved, even though each is artistically flawed in some way. During his lifetime, he never sold a single work, as all of his pieces were publicly rejected, and he died a pauper. After some fifty years, critics and commoners alike began to notice the inherent beauty of his most tragic pieces. His most famous work resides in a cramped square on a back street of Hawkmoon, too large to move to a more prominent location. The huge sculpture shows a man weeping over a dead dove. It is titled simply, *The Sculptor*. Lost between the pages of the book is a scrap of paper bearing a missive in Ansiphian's own hand. It reads, "All my treasure is but one dove." The truth of the message can be found in a secret compartment beneath the dove in *The Sculptor* (Search check [DC 20] to locate the compartment). Contained there is a miniature version of *The Sculptor*, carved in great detail despite its small size. When exposed to the open air, the miniature statue begins to weep actual tears, continuing indefinitely. To a collector this lost work would be worth at least 100,000 gp.

The second book contains detailed instructions for various nefarious procedures. Included are spells to summon a crypt thing, construct a lead skeleton, and raise a dying eye tyrant into unlife. The book also holds the true names of two demons the Blood Governor never bothered to summon: Batrax and Shivillian.

Finally, there is the diary of an assassin named Mack Stealheart, containing an alchemical formula for a very powerful contact poison. The list of ingredients is very bizarre and difficult to obtain: the keen of the groaning spirit, a finger of death, and the blood of someone who has been resurrected. The challenge in acquiring these fantastical ingredients makes this poison very difficult to make and very lethal when applied. An example of how to obtain one of these ingredients would be to take the severed finger of someone who had cast the spell *finger of death*. What exactly constitutes the "keen of a groaning spirit" is left for you to decide.

**Stealheart's Poison:** Type: contact DC 18; Initial Damage: death; Secondary Damage: 4d6 temporary Con; Price: 5,000 gp.

# Chapter Two: Houses of Ill Omen

“... across the world the dead who had lain down for long naps sat up in cold surprise and wished for stranger occupations than being dead ...”

—Ray Bradbury

This chapter details the four largest sites in the Bonegarden, each commanded by a prominent and powerful NPC. Each of these NPCs has a unique set of goals and a custom agenda to achieve it. Familiarize yourself completely with these four individuals and their intentions before guiding your PCs any further: Devisha Parneux (Area 13), Karthe (Area 14), the Denizen (Area 15), and Ristiko (Area 16).

## 13. The Resistance

Not all those in the Bonegarden deserve to be here. Over the years, hapless mortals have stumbled in, only to be hunted down and eventually murdered by one of the many undead factions dwelling here. Two months ago, a team of mercenaries led by the indomitable Devisha Parneux entered the graveyard in search of the plunder said to be held by the mysterious Blood Governor. Not only were the mercenaries nearly overwhelmed during a terrible battle, their priest was slain and thus they found themselves unable to escape the cemetery confines.

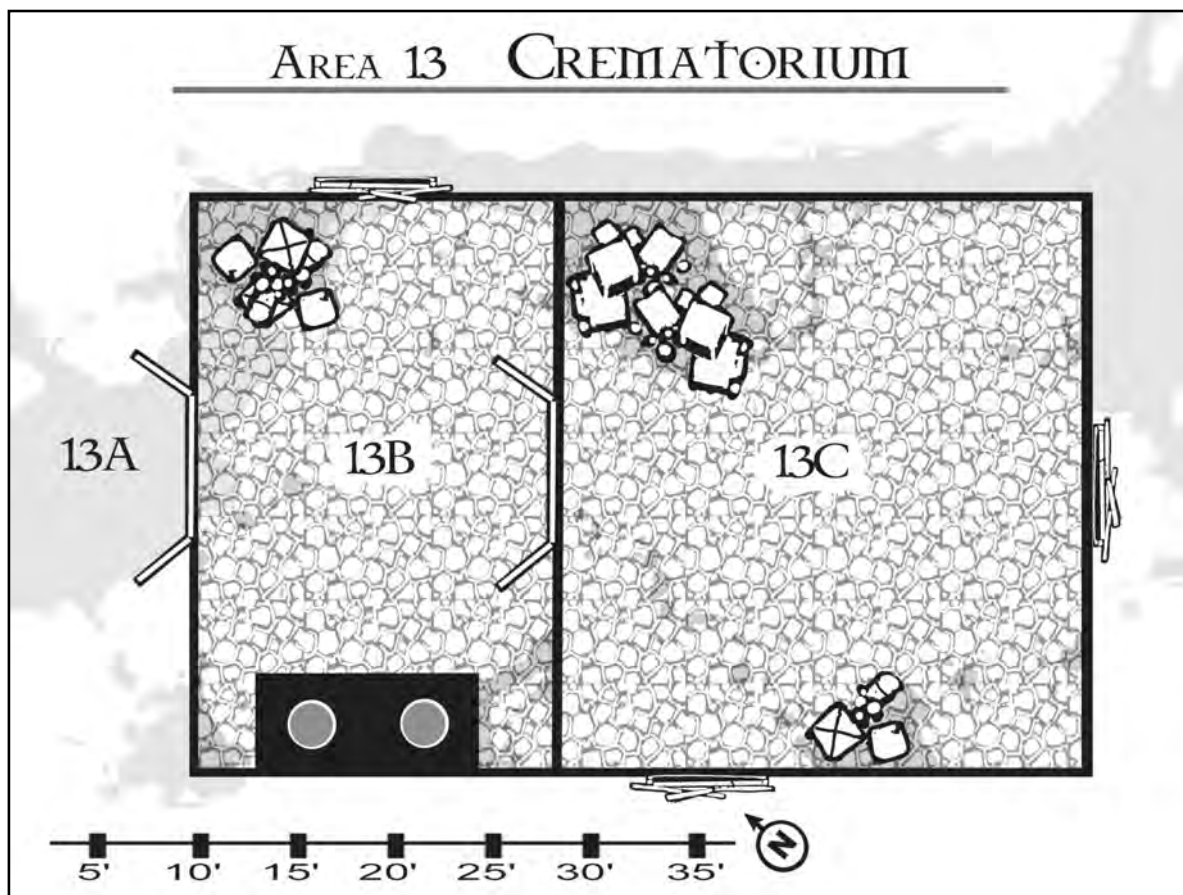
Parneux and her teammates, all of whom are veteran sellswords, have managed to fight off the nightly sorties of undead, holding this small section of the grounds as their own. When the PCs arrive, these rebels are trying to survive their third week under siege.

Parneux and her people are holed up in the Bonegarden’s crematorium. Years ago, before the graveyard was entirely taken over by undead, a group of necromancers constructed this brutal stone building for use as a laboratory, in which they conducted innumerable experiments. After the wizards finished their work on a cadaver, they’d burn it in the crematorium’s furnace. Since the necromancers’ departure, the building has gone to seed. Parneux’s team managed to retreat to the crematorium and seal the front doors, and they have remained here ever since. Refer to the Crematorium Map.

### 13A. Crematorium

The charred ground is broken here by an imposing sight. Rising up from the earth is a building of scarred black stone. The square, grim structure is nearly featureless, with only a single door and a few windows—all of which have been boarded up from the inside. The mortar between the bricks is red, appearing as thousands of





blood vessels coursing across the building's imposing façade. The walls bear innumerable scratch marks, as if taloned creatures have been trying to tear down the stones. The door, evidently made of iron, is battered and dented, more evidence that the building has withstood repeated assaults. The land immediately surrounding the place is a dangerous maze of glass shards and shattered stonework, with jagged pieces of metal jutting up from the soil. Small fires burn here and there. The area resembles a battlefield. A single smokestack juts up from the building's roof, streaming ash-colored vapor into the sky. Strangely, there is also a flagpole on the roof, sporting a colorful banner, in sharp contrast to the somber environment around it.

The standard on the flagpole is that of a good-aligned kingdom with which the PCs are familiar, preferably the homeland of one of the PCs. The flag indicates that, oddly enough, whoever is inside this grisly place might very well be an ally.

Though the crematorium is the site of daily contention between the undead and the humans, regardless of when the heroes arrive, there is not currently a battle in progress. The undead have withdrawn during the daylight hours. They attack shortly after nightfall, or—if the PCs arrive at night—the undead launch an assault 1d3 hours later. Refer to **Holding the Fort**, below, for more information.

Approaching the building is risky business, as the rebels have booby-trapped the area with something

called *fire-mines*. One of Parneux's mercenaries, a wizard named Zey, spends most of his time inside casting *fire trap* upon the glass dishes and vials he finds amongst the rubble of the necromancers' lab. The rebels planted these *fire-mines* around the crematorium's perimeter. The traps have already wreaked destruction upon the undead aggressors, and they do the same to any PC unfortunate enough to step on one. For every 5 feet traveled toward or around the crematorium, there is a 25% chance of stumbling upon a *fire-mine*. The first PC entering that square steps on the fragile glass container buried half an inch below the surface. Roll 1d20. On a result of 10 or higher, the container suffers 1d4 points of damage. If reduced to 0 hit points, the *fire-mine* erupts, dealing damage to everyone within 5 feet of the explosion. Each container has 2 hit points. An exploding *fire-mine* goes off with considerable noise, throwing up a shower of dirt and causing the PCs' ears to ring. At your option, you can require everyone within 5 feet of the discharged *fire-mine* to make a successful Reflex save (DC 15) to stay on their feet, otherwise the force of the explosion blows them to the ground. Make a Listen check (DC 15) for the rebels to see if they hear the noise and are alerted to the PCs' approach.

**Fire-Mine Trap:** CR 3; magic device; proximity trigger (*alarm*); no reset; 1d4+7 fire in a 5-ft.-radius; Reflex save (DC 15) to stay on their feet; Listen check (DC 15) for the rebels to see if they hear the noise and are alerted to the PCs' approach.



The crematorium itself is nearly impregnable—a fact for which the rebels are very thankful. As it once served as a laboratory for the magical arts, the building was strongly fortified to withstand the occasional spell gone awry. Other than magical means of entrance such as *dimension door*, there are three ways inside: the door, one of the three windows, and the smokestack.

**Iron Door:** 2 in. thick; Hardness 10; hp 32 (of an original 60); Break (DC 28).

**Windows** (boarded and nailed shut from the inside): 2 in. thick; Hardness 5; hp 20; Break (DC 23).

**Smokestack:** The chimney is 2 feet wide. Any medium-sized creature must be unencumbered by such things as bulky backpacks, plate armor, and the like in order to descend the chimney shaft. Climbing down may be accomplished by bracing against the sides with back and feet needing a successful Climbing check (DC 10). A nearly constant stream of smoke roils up from the cremator in Area 13B, forcing a climber to make a successful Fortitude save (DC 15) or begin hacking and coughing uncontrollably. A coughing character must either climb back up immediately or drop into the crematorium below (player's choice), taking 2d6 points of damage from the fall. It takes 1d4 rounds for a coughing character's head to clear, during which time he suffers a –2 penalty to all attack rolls and ability checks.

### 13B. Incinerator

Resembling an oversized furnace of reinforced, insulated ceramic, the cremator is capable of reaching temperatures hot enough to incinerate bone. This substantial heat is actually produced by layers of magic placed within the stones of the cremator itself. The necromancers who built the crematorium needed a place to dispose of the corpses, once they were finished conducting their bizarre experiments. The cremator door, a round ceramic valve nearly eight inches thick, stands open when the furnace is not in use. After the door is closed, the cremator heats up, and 1d4 rounds later, its interior erupts with flame, dealing 10d6 points of damage per round to anything inside. The fires rage for 5 rounds, after which time the furnace cools and is inoperable for a period of 6 hours. If the adventurers do not intend to communicate with the rebels and have come only to loot, kill, and destroy, the mercenaries have no compunction about shoving a captive PC into the cremator. The space within the device is 8-feet-long, 3-feet-wide, and 3-feet-high.

**Cremator Door, Stone:** 8 in. thick; Hardness 8; hp 70; Break (DC 30).

**Treasure:** Anyone sifting through the layers of ash inside the cremator should make a Search check (DC 20). Success indicates that the searcher has discovered what appears to be a partially melted gold wedding band (150 gp), and—oddly enough—a piece of undamaged paper. This is a scroll containing the divine spell *protection from elements (fire)* (caster level 5).

### 13C. Laboratory

This section of the crematorium is a wreck of overturned coffers, smashed glassware, potsherds, charred paper, and dozens of unrecognizable pieces of garbage. Standing amidst the trash are several shelves, as well as a marble-topped worktable, a rosewood writing desk, and what appears to be some kind of large metal vat. This area was once the primary work environment of the necromancers who toiled here over corpses they exhumed from the graveyard. Formerly a well-stocked laboratory, little remains of this place but great heaps of non-functioning alchemical equipment. The rim of the worktable is embedded with deep grooves that once channeled drained bodily fluids to the proper receptacles. The shelves contain little of value beyond a satchel of surgeon's tools, including several saws, scalpels, forceps, and other instruments used during dissections. The vat is made of steel and contains several gallons of a powerful acid. Anything submerged in the vat takes 3d6 points of damage per round. An acid splash deals 1d6 points of damage. The vat holds enough acid to provide for up to 20 such "splashes." This special acid eats through 1 inch of wood per round, though it does not affect metal or glass.

**Treasure:** Each PC making a successful Search check (DC 25) uncovers *one* of the following items:

#### 1d6

#### Roll Item Found

- 1 An alchemical tool called a retort. This particular device, the *retort of retort*, was created by the wizards who once used this building as their laboratory. See the Appendix for a full description of this new magic item.
- 2 A small minute glass. This is a 3-minute version of a standard hourglass, with one special property: when the sand expires, the glass explodes with the force of a *fireball* spell cast by a 9th-level wizard.
- 3 A glass, pear-shaped distilling device known as an alembic. Actually, this is an enchanted version of that device, named *fate's alembic*. Refer to the Appendix for details.
- 4 A scarred leather book that offers a comprehensive overview of the anatomy and physiological functions of the halfling body. Carefully hidden within the pages is a tiny square of folded paper, requiring a Search check (DC 20) to find. This is actually a scroll containing the arcane spell *animate dead*, at the ability of an 8th-level caster.
- 5 A paper-wrapped black candle. This is a *candle of truth*.
- 6 A slender, dented metal vial with a steel cap. This is actually a *potion of lesser restoration*.

### 13D. Roof

The building is 15-foot-high. The rebels have erected a crude battlement across the roof, with crenellations made of broken crates, tombstones, and excavated coffins. Though they post no guard upon the roof, they intend to use this area as a last-ditch battleground should they be driven from the crematorium proper, climbing up the smokestack and assuming defensive positions. They've stored a bundle of 50 light crossbow bolts here, as well as a single cask of oil they found in the lab. Eliosk has rigged the cask with a fabric fuse, which burns for 1d3 rounds before igniting the oil in a detonation dealing 6d6 points of damage to anyone within 20 feet (Reflex save [DC 15] for half damage).

The roof provides an unobstructed view of the Bonegarden. From here, the PCs can see virtually all points inside the great circular wall. The smokestack rises up another 15-foot-high. The flagpole, actually nothing more than a quarterstaff affixed to the roof, is 6-foot-tall, flying the standard of a good-aligned nation familiar to at least one of the PCs. Devisha Parneux, a true patriot of that country, always carries the pennant with her when she travels. She recently ran it up the pole as a signal to anyone from beyond the wall who might provide her team with rescue. If the heroes offer to escort the mercenaries out of the cemetery, Parneux first retrieves the flag. She refuses to leave without it. If she finds herself *in extremis*, she fights her way to the flag, puts her back against it, and dies with her sword in her hand.

#### Dealing with the Rebels (EL 12 if fight ensues)

Devisha Parneux's freedom-fighters sleep in shifts, so that three of the six are awake at all times. They've already lost four of their number and can ill afford to lose anyone else, hence their heightened vigilance. While half sleep, the other half take turns on watch duty. When neither watching nor sleeping, the rebels sharpen weapons, repair gear, fashion arrowheads and shafts, and plot their next move.

The encounter with the rebels begins one of two ways. Either the rebels notice the heroes ahead of time and recognize them as potential allies (i.e., non-undead), or they are caught unawares by the PCs' incursion and take up arms against them. If the PCs set off a *fire-mine* and someone inside hears the commotion, the mercenaries on watch duty wake everyone up and try to get a look through the cracks between the boards on the windows. If the PCs are trying to approach undetected, make the appropriate opposed roll against the watcher's Spot skill. Once Parneux is apprised of the situa-

tion, she hails the PCs, calling out to anyone she sees who is obviously not one of the undead. She asks for their name and their business here in the graveyard. Her primary concern is escape, and she's willing to make any pact that brings about this end. If the PCs believe that the banner atop the building means that friends are within, they might decide to advance with an obvious gesture of peace—such as keeping their weapons sheathed or waving a white flag. In this case, Parneux instructs them to hurry to the door. She orders her people to be wary of a ruse, but she's so desperate that she's willing to take the chance that the heroes are here to help.

If, however, the PCs enter the crematorium without rousing the guards' attention, the first clash with the rebels is an intense one. The mercenaries are so alert for the next undead attack, whether it's a frontal assault or a stealthy infiltration, that they fight to kill upon catching a glimpse of an intruder. After 1d4 rounds of combat, one of them realizes that the PCs are not undead warriors, and summarily cries out for an armistice. If she's not already present, Devisha Parneux is summoned, and parley ensues.

With enviable silken black skin and bottomless eyes, **Devisha Parneux** cuts a striking figure in any environment, even more so in the ugly confines of the crematorium. She wears black chain mail and carries a dwarven waraxe, both of which were gifts from a dwarf thane for her services in the Four Fang War against the goblins of the Scar-In-The-Sky Peaks. In the last few days, she's adopted the attitude of a resistance fighter, sending out her troops on guerrilla maneuvers in hopes of wearing down the undead long enough for the team's wizard to find a way out of the graveyard. Parneux tells the heroes her story. She and her associates were hired by a soothsayer to recover an important ingredient for a particularly complicated divination spell. This ingredient is none other than a dead hair follicle from a lich's skull. The payment for such a difficult mission was considerable, so Parneux selected her nine most capable mercenaries and outfitted them with the finest arms and protective spells. They tethered their steeds outside the Bonegarden and climbed the wall. Unfortunately, they'd only been within the cemetery ground for an hour before they were ambushed by a dozen wandering wraiths. Two of their party were killed in that initial conflict, including the team's priest. Parneux got the rest of her people away from the ambush site and sought the closest place of refuge—a dank stone building that turned out to be an old crematorium. Since then, two more mercenaries have lost their lives during the nightly undead raids. Unless they can contrive a

means of leaving the Bonegarden, they won't last much longer, as they're down to three day's worth of food and water. Complete statistics for the mercenaries are listed below.

### Holding the Fort (EL 14)

Parneux informs the PCs that the undead attack every day at sunset. So far, the mercenaries have been able to deflect the nightly undead raids, destroying several of the creatures during each clash and always managing to see dawn on the following day. Yet, every evening at sunset, the dispersed undead spirits are forced back inside their ravaged bodies by the magic of the cemetery. This has the dual effect of barring those souls from the afterlife, and reanimating their corpses as fully invigorated undead. In this case, those undead are **4 spectres** and **30 wights**.

**Creatures:** The wights and spectres are under the control of the Blood Governor, who has ordered them to slay the current inhabitants of the crematorium and return their possessions to him. The lich seeks all scrolls and spellbooks in hopes of learning the formula of the spell *trap the soul*. The Blood Governor is growing impatient, and if the wights and spectres fail to take over the crematorium and capture the human intruders, the lich takes matters into his own hands. If for any reason the PCs spend more than a single night within the crematorium, the lich shows up the second evening to deal with them personally. For more information on the Blood Governor's motives, refer to Area 12.

**Spectres (4):** CR 7; hp 45; see the **MM**.

**Wights (30):** CR 3; hp 28 each; see the **MM**.

**Tactics:** In their initial strikes against the rebels, the tactics of the undead assault force were very simple. They threw themselves at the building's door and windows, trying to overpower those inside. Twice they cracked the crematorium's defenses, and each time they managed to kill one of the mercenaries in the process. Over the course of the last few days they have adjusted their strategy, however, as the Blood Governor has threatened to doom their twisted souls to eternal torment if they don't soon succeed in penetrating the building's walls. On the night that the PCs arrive at the crematorium, the wights and spectres assault in earnest, with a new weapon at their disposal. Being creatures of average intelligence, they have rigged a makeshift ram by mounting a granite sarcophagus to a two-wheeled cart. They intend to drive this siege engine into the door and force their way through the breach. The weight of the rolling sarcophagus, combined with the strength of the 6 wights who propel it, deals 6d6 points of damage to the door upon each strike. When they reduce the door to 0 hit points, the undead pour inside the building.

### Rescuing the Rebels

Even if the heroes manage to destroy all 34 undead in a single night, those horrible creatures reanimate the following evening, this time returning with the Blood Governor leading them. The only way to ensure the safety of Parneux's team is to spirit them out of the cemetery as quickly as possible. Remember that during daylight hours, the undead are active but unable to rejuvenate until nightfall. The PCs need only reach the encircling wall and have a cleric part the containment field, as per the sidebar in the adventure's Introduction.

If rescued, the mercenaries are more than just grateful—they count the PCs as some of their truest friends. In the future, they offer to share employment opportunities with the heroes. At the very least, they become frequent NPC contacts, offering information and support whenever these things are requested.

### The Rebels

The six remaining mercenaries are a diverse but tightly knit lot. Having come in recent days to depend upon one another for survival, they now share an unbreakable bond. Each of them would die before betraying the others.

**Devisha Parneux, Female Human Ftr8:** CR 8; SZ M (5 ft., 9 in. tall); HD 8d10+8; hp 59; Init +6 (Dex, Improved initiative); Spd 30 ft.; AC 21 (+2 Dex, +9 armor), touch 12, flat-footed 19; BAB/Grp +8/+8; Atk +11 melee (1d10+2, +2 *dwarven waraxe*, crit 19-20/x3), or +10 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); Full Atk +11/+6 melee (1d10+2, +2 *dwarven waraxe*, crit 19-20/x3), or +10 ranged (1d8, light crossbow, crit 19-20, range 80 ft.); AL CG; SV Fort +7, Ref +4, Will +2; Str 11, Dex 15, Con 13, Int 12, Wis 10, Cha 17.

**Skills:** Climb +2, Handle Animal +9, Intimidate +13, Jump +7, Listen +6, Ride +10, Spot +3, Swim +2. **Feats:** Alertness, Blind-fight, Combat Reflexes, Dodge, Exotic Weapon Proficiency (*dwarven waraxe*), Improved Critical (*dwarven waraxe*), Improved Initiative, Mounted Combat, Weapon Focus (*dwarven waraxe*).

**Possessions:** +4 *chain mail* (black with spiked shoulder plates), +2 *dwarven waraxe*, light crossbow, light crossbow bolts (x15), 5 potions: *cure moderate wounds*, *darkvision*, *bull's strength*, *delay poison*, *heroism*, and a small velvet bag containing 9 silver pearls (110 gp each).

**Personality:** Devisha Parneux's first and strongest loyalty is toward her team members. She considers their survival her obligation. Inside, she weeps silently for the four friends she's lost, and she's starting to doubt her-

## THE BONEGARDEN

self—something she only reveals if she becomes a close friend to one of the PCs. She believes that she must remain somewhat aloof as commander, though secretly she yearns for human contact.

**Eliosk, Male Gnome (rock) Rog7:** CR 7; SZ S (3 ft., 1 in. tall); HD 7d6+7; hp 35; Init +3 (Dex); Spd 20 ft.; AC 16 (+3 Dex, +1 Size, +2 armor), touch 14, flat-footed 13; BAB/Grp +5/+2; Atk +9 melee (1d6+3, +2 *short sword*, crit 19-20), or +9 ranged (1d4, hand crossbow, crit 19-20, range 30 ft.); SA sneak attack (+4d6); SQ evasion, uncanny dodge, trap sense +2, trapfinding; AL CG; SV Fort +3, Ref +8, Will +2; Str 13, Dex 16, Con 13, Int 11, Wis 11, Cha 7.

**Skills:** Bluff +4, Climb +10, Craft (alchemy) +4, Craft (locksmith) +5, Diplomacy +7, Hide +11, Intimidate +0, Listen +10, Move Silently +6, Perform +6 (juggling), Sleight of Hand +5, Spot +9, Swim +6, Tumble +7, Use Magic Device +8. **Feats:** Exotic Weapon Proficiency (hand crossbow), Weapon Focus (short sword), Weapon Focus (hand crossbow).

**Languages:** Common and Gnome.

**Possessions:** +2 *short sword*; hand crossbow; hand crossbow bolts (x10); leather armor; *arcane scroll* (*ray of enfeeblement*, *detect undead*, *Mel's acid arrow*), pouch containing 55 pp and 8 moonstones (80 gp each).

**Personality:** Eliosk is scared. The abominations of the Bonegarden frighten him more than he lets on, sometimes almost to the point of immobilizing him. When the wights launch their attack, make a Will save for Eliosk at DC 15.

Failure indicates that he seeks out the nearest corner, cowers, and waits for the death he knows is imminent.

**Hanfred and Jurlis, Male Human Ftr5:** CR 5; SZ M (5 ft., 8 in. tall); HD 5d10+5; hp 38 each; Init +3 (Dex); Spd 30 ft.; AC 20 (+3 Dex, +7 *armor*), touch 13, flat-footed 17; BAB/Grp +5/+8; Atk +12 melee (1d8+8, +2 *longsword*, crit 19-20 [Hanfred] or 1d10+8, +2 *heavy flail*, crit 19-20 [Jurlis]), or +9 ranged (1d4, sling, range 50 ft.); AL CG; SV Fort +7, Ref +4, Will +3; Str 18, Dex 16, Con 16, Int 13, Wis 14, Cha 12.

**Skills:** Climb +8, Craft (armorsmith) +5, Intimidate +9, Listen +5, Ride +7, Spot +6. **Feats:** Alertness, Blindfight, Combat Reflexes, Toughness, Weapon Focus (sling), Weapon Focus (longsword [Hanfred] and flail [Jurlis]). Climb, Hide, and Move Silently reduced by -4 armor check penalty.

**Languages:** Common and Elven.

**Possessions:** Each brother carries a sling and pouch of stones, while wearing suits of +2 *chainmail*. Hanfred wields a +2 *longsword* and Jurlis favors a +2 *heavy flail*.

**Personality:** These brothers look almost like twins. Hanfred is gregarious, and Jurlis is cool and reserved. Hanfred almost certainly makes a pass at any female PC (even in such dire circumstances as these, he finds the time to flirt), while Jurlis distrusts strangers in general and women in particular.

**Octavio, Male Half-Elf Ftr6:** CR 6; SZ M (5 ft., 5 in. tall); HD 6d10+18; hp 54; Init +6 (Dex, Improved initiative); Spd 30 ft.; AC 24 (+1 Dex (armor), +4 shield, +9 *armor*) touch 11, flat-footed 21; BAB/Grp +6/+9;



## Adventure Hooks

If the PCs come into contact with Parneux and form an alliance with her, their collective goal is that of escape. However, the PCs are here to seek out the *pieces of her heart* or some other object, and Parneux hopes to acquire a single strand of hair from the Blood Governor's rotting scalp. Before either party departs the Bonegarden, they could assist each other in the retrieval of these two items. Thus, the most obvious avenue for further adventure involves helping the rebels complete their contract with the soothsayer by obtaining one of the lich's hairs. To this end, Parneux puts her team at the heroes' disposal. The PCs may formulate whatever kind of plan they desire; the rebels are courageous and take nearly any risk to fulfill their quest. Other possibilities for adventure include the following:

- **Octavio's Folly.** The last time Octavio saw his elven father, the two of them had argued heatedly, a debate that saw Octavio storming out of the forest, vowing never to return. Just before Octavio left with Devisha on her current, disastrous mission, he received a letter from his mother, pleading with him to hurry home, as his father had taken ill and was in danger of dying. Octavio knows he must go back to the forest, but he doesn't want to return without bringing a miracle with him; he intends to seek out the waters of a magical stream in the dreaded Woodland of Weir. If Octavio bonds with a PC warrior, he asks that person if they will accompany him to the Weir, a place known for its poisonous plants and strange, mutated denizens.
- **Grave Robbing.** Eliosk has a secret. Though he hasn't disclosed this knowledge to Devisha, Eliosk is

certain that a long-dead thief named Huyin Gerg is buried somewhere in the Bonegarden. According to Eliosk's sources, Gerg was killed after stealing a ring of wishes from a powerful sorcerer. Though Gerg's body was searched, the ring was never recovered. Eliosk has it on good authority that Huyin Gerg used a little-known necromancy spell to meld the ring with his own flesh. In other words, Gerg's body absorbed the ring, thus keeping it hidden, even after death. Eliosk believes that, over the years, the corpse should have decayed enough that the skeleton can be searched and the ring located amongst the bones. The only problem is this: Eliosk doesn't know which grave belongs to the dead thief. He hasn't had time to search the cemetery. He approaches one of the PCs, preferably a rogue, and makes his pitch. In return for helping him discover the proper tombstone and exhume the body beneath, he promises to give the PC one wish from the ring. To accomplish this, the would-be grave robbers must canvass the entire Bonegarden, reading the name chiseled on every marker they pass (the spell locate object does not work, as the PC spellcaster doesn't have a clear mental picture of the ring). Considering the large number of such stones, this task requires hours of work. Refer to the Bonegarden Encounter Table, rolling once every 15 minutes of trekking about the cemetery grounds. At the same time, roll 1d100. On a roll of 01 to 05, Eliosk and the PCs stumble upon Huyin Gerg's cracked tombstone. The worm-curdled body rests in a flimsy pine box a few feet below the surface. Whether or not the ring of wishes is actually within the coffin is up to you. In any event, Huyin's spirit doesn't take kindly to being disturbed. He has long since transformed into a wight.

Atk +8 melee (1d8+4, +1 *longsword*, crit 19-20), or +8 ranged; Full Atk +8/+3 melee (1d8+4, +1 *longsword*, crit 19-20), or +8/+3 ranged; AL CG; SV Fort +8, Ref +6, Will +2; Str 17, Dex 15, Con 16, Int 13, Wis 10, Cha 11.

**Skills:** Climb -3\*, Diplomacy +2, Gather Information +2, Jump -6, Listen +2, Ride +6, Search +3, Spot +3, Tumble -10\*. **Feats:** Combat Reflexes, Far Shot, Improved Initiative, Lightning Reflexes, Point Blank Shot, Power Attack, Weapon Focus (*longsword*). \* reduced by -15 armor check penalty.

**Languages:** Common, Elven, and Gnome.

**Possessions:** +1 *longsword*, +3 *banded mail*, tower shield (Octavio has taken a casket lid and rigged it to perform as an improvised tower shield.)

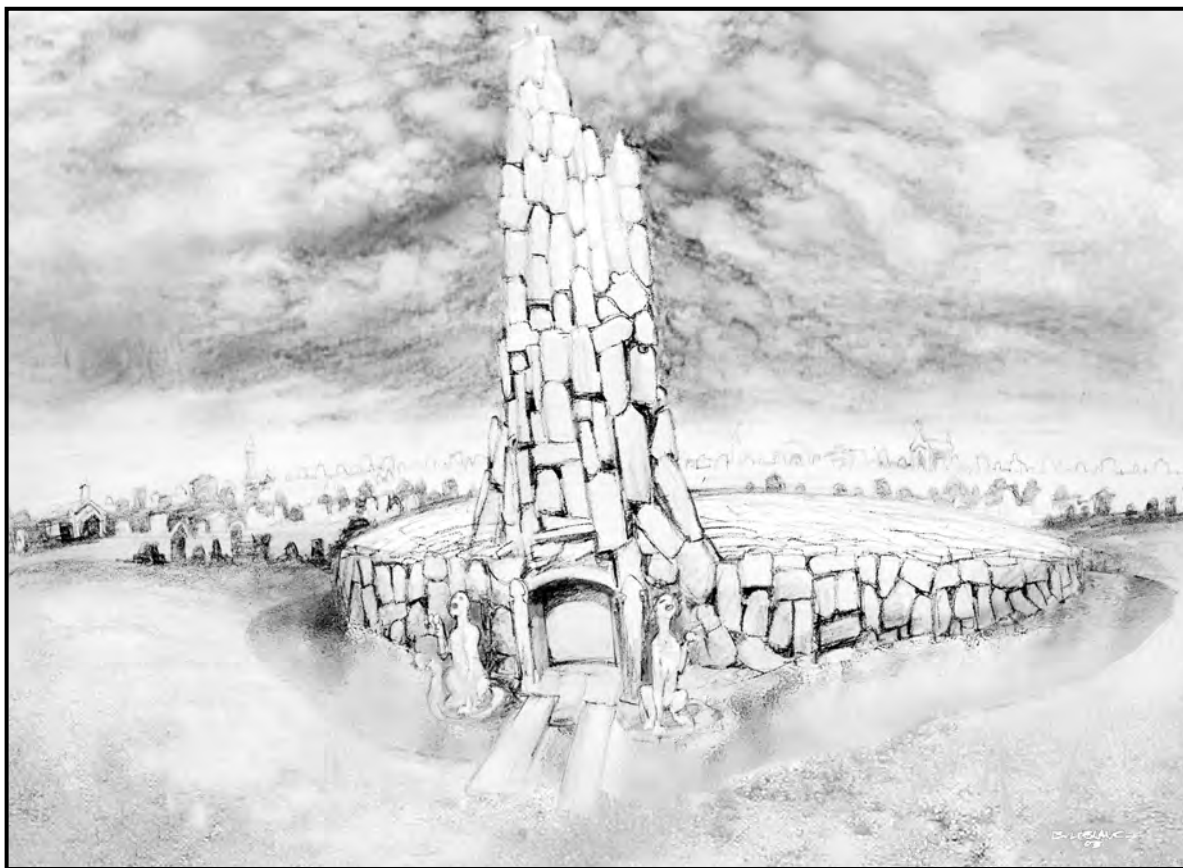
**Personality:** Octavio loves being a warrior. He revels in the sound of steel against steel. He loves drinking long into the night, trading tales of battle glory with fellow disciples of the sword. He is dependable, quick to laughter, and driven by an unremitting sense of liberty. He

believes that all men should be free. Octavio bonds easily with any warrior of similar spirits, behaving as if he'd just met his long-lost brother.

**Zey, Male Human Wiz7:** CR 7; SZ M (5 ft., 4 in. tall); HD 7d4+14; hp 35; Init +0; Spd 30 ft.; AC 10; BAB/Grp +3/+2; Atk +2 melee or +3 ranged; AL NG; SV Fort +4, Ref +2, Will +6; Str 8, Dex 11, Con 15, Int 17, Wis 13, Cha 11.

**Skills:** Concentration +12, Craft (alchemy) +9, Disable Device +6, Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Listen +3, Spellcraft +18, Spot +3. **Feats:** Brew Potion, Enlarge Spell, Maximize Spell, Scribe Scroll, Skill Focus (Spellcraft), Still Spell.

**Arcane Spells Prepared (4/5/4/3/1):** 0—*disrupt undead* x3, *detect magic*; 1st—*animate rope*, *magic missile* x3, *mage armor*; 2nd—*blur*, *hypnotic pattern*, *knock*, *mirror image*; 3rd—*dispel magic*, *fireball*, *flame arrow*; 4th—*fire trap*.



*Possessions:* Zey recently lost the bulk of his possessions while fleeing from the undead. Aside from his clothing, he now has only his traveling spellbook.

*Personality:* At one time in his life, Zey sought only ascension in the ranks of the wizards' guild. Now he has found a new passion: Devisha Parneux. Zey secretly longs for the mercenary commander, despite the fact that she plainly doesn't fan similar flames for him. Zey takes an immediate disliking to any male PC who appears to be making headway down the long, cold road to Devisha's heart.

## 14. The Mausoleum

Here resides one of the great lords of the Bonegarden. His name is Karthe. His story is the essence of tragedy. During the great purge of the Domain, when hundreds of known criminals were rounded up and consigned either to prison or to a shallow grave, several outlaw bands were among the incarcerated. One in particular, the Crimson Scourge, lived a story that is still told by old men over tankards of thick ale. The Scourge were well known for their cruelty and cunning as burglars, as well as for their charm with the barmaids and farmers' daughters. A popular legend surrounding their demise involves a beautiful swordswoman who joined a posse to bring the band to justice. The posse defeated a small contingent of the Scourge and sent one of their leaders, a fighter named Karthe, fleeing for his life. As he rode away, Karthe fired

one parting shot. His bolt flew true and pierced the breast of the female member of the posse. Later overwhelmed with guilt, Karthe began to send gifts to the mysterious woman, trying to win her forgiveness and her affections. Her name was Tereza.

Though Karthe was unskilled in romance, he nonetheless cut a dashing figure and was a warrior of some prowess. Eventually Karthe's awkward overtures won Tereza's heart and she joined the outlaw gang in their wilderness hideout, inadvertently insuring their downfall. Karthe's friend and co-leader, Ristiko, was ever the more charming and roguish of the two. A thief of moderate skill, Ristiko never met a woman whose heart and virtue he couldn't steal, and he seldom missed an opportunity to exercise his talent in these arts. Afraid that Karthe would simply kill any rival suitors, Ristiko contrived to hand his friend over to the local authorities. Karthe never saw the light of day again . . . at least not as a living being.

This was but the beginning of an ageless feud between these former friends. Ristiko had only a few days to pursue Tereza before he too found himself behind bars. Realizing the treachery of his fellow outlaw, Karthe made a bargain with the magistrate: in return for leading the sheriff to the band's hideout and aiding in their capture, Karthe was to be set free. Ristiko and Tereza were both captured along with six others; the rest were killed in the battle. Two days later, all nine were executed and buried in the Bonegarden. It never pays to

turn against each other, as Karthe and Ristiko discovered too late. Even in the noose, each struggled to deal one final blow to the other.

Karthe still hides from the light of day, much as he did in life—albeit he is now an undead creature known as a **doomed warrior** (see Appendix). Buried in the Bonegarden after his execution, Karthe was soon roaming the cemetery in a restless rage. He moves about at night, seeking anyone who might aid his escape from the cemetery. He guards Tereza jealously, even in death. Over the years, Karthe has learned the full effects of the containment field and now seeks help from the outside to break the enchantment. He desires only to escape and to punish Ristiko. He has commanded lesser undead to construct a stronghold to hold off the other denizens of the Bonegarden while he plans his escape.

### 14A. Crossing the Moat (EL 9 or 13)

Whatever ghoulish architect erected this edifice cannot be of this world, so bizarre is its construction. Built in a shallow depression, this squat structure is no more than 6 feet tall, though the front façade rises to 25 feet. Stagnant water pools around the base, with nowhere to drain. Two planks span the shallow moat to an open

doorway, flanked by two hideous stone statues. The two forms are vaguely shaped as animals with humanoid heads, each bearing a screaming visage. Their gruesome nature is reflected in the smooth rocks held together by a thick, black, mortar. Noticing the words carved into each stone, it is obvious that some clever builder has constructed this stronghold out of the grave markers that sprout in the Bonegarden.

There is no door guarding the portal, yet the entrance is not quite unobstructed. When the PCs approach, the statues come to life and engage in combat. If it is nighttime, after 2 rounds Karthe's henchmen appear and join the attack. If the sun is shining, they wait inside.

**Creatures:** The statues are actually 2 **gargoyles**, and 3 more are hiding on the roof and join the combat immediately, swooping in from above. At night, Karthe patrols the cemetery, looking for more hostages or undead to command. His henchmen are never far from the Mausoleum. The Bonegarden has always been a place of adventure for the brave, the curious, and the foolish. Many a paladin has attempted to put the denizens of this place to rest forever, but the dark magic is too strong. Few holy warriors can resist testing their mettle against Karthe, and through the years seven such paladins have tragically failed. These paladins became 7 **spectres** after their demise, and now serve as Karthe's main force and house guard. They are known throughout the cemetery as the Spectral Seven. Because they are powerless under the sun, they remain hidden within Area 14D during the day, but at night they prowl nearby, commanding lesser undead to do their master's bidding and awaiting the inevitable onslaught from Ristiko. When anyone tries to enter the mausoleum at night and is confronted by the howling gargoyles, the Spectral Seven mount a ghostly charge on the combatants. The spectres' ethereal image resembles the paladins in life, being men and women in fine armor riding massive steeds into battle. Their faces show a different story, one of torment and agony because of their disgrace and shame.

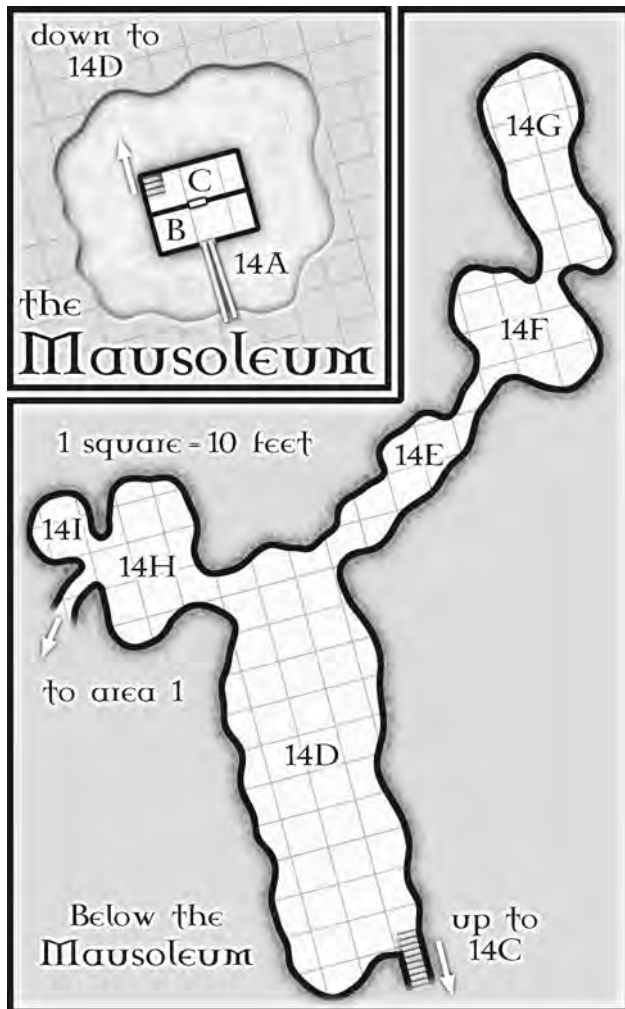
**Gargoyle (5):** CR 4; hp 38; see the MM.

**Spectre (7):** CR 7; hp 45; see the MM.

**Tactics:** The gargoyles attempt to keep the PCs from entering the building. At night, they await the charge of the Spectral Seven, while one of the five breaks off to find Karthe, who returns to defend his stronghold. During the day, they allow time for the Mausoleum inhabitants to prepare. Either way their shrieks are ample warning of intruders. The gargoyles flee if the battle goes against them, though the spectres never give up the fight.

### 14B. Coffins (EL 13)

Refer to the Mausoleum Map when the PCs enter. The interior of the building is dark and colder than



expected. Spanning the breadth of the building, dividing it into front and back equally, is a wall made of exhumed coffins. Held together by the same black mortar as the headstones forming the room, the caskets remain closed, save the one directly across from the door. The bottom of this coffin has been removed, and the open lid reveals a passage through the coffin to a room beyond. In spite of the cold, the tarlike mortar seems to be melting, as black goo drips from the ceiling and oozes along the walls.

The coffins contain almost all the wealth Karthe has accumulated. The melting mortar isn't mortar at all, but an **undead ooze**, a creature found in the *Tome of Horrors*.

**Creatures:** The mysterious tarlike substance sliding along the walls and ceiling is actually an undead ooze, which is responsible for the bone-numbing chill in the room. On a Spot check (DC 18), the PCs notice that there are bones protruding from the goo, giving them a clue that something is amiss with the mortar. There are 6 oozes in the room, each an 8-HD creature, and capable of expelling a skeleton from its gelatinous body.

**Undead Oozes (6):** CR 8; SZ H Undead; HD 8d12; hp 52; Init -5 (Dex); Speed 20 ft., climb 20 ft.; AC 4 (-2 size, -4 Dex), touch 4, flat-footed 4; BAB +4/Grp +13; Atk +2 melee (2d4, slam plus 1d6 cold); Face/Reach 15 ft./10 ft.; SA engulf, expel skeletons; SQ blindsight (60 ft.), ooze qualities, undead; AL CE; SV Fort +2, Ref -3, Will +6; Str 12, Dex 1, Con —, Int 10, Wis 12, Cha 10.

**Skeleton, Medium:** CR 1; hp 13; see the *MM*.

**Tactics:** The undead oozes are more intelligent than their living cousins. Each tries to lure its prey into a favorable combat situation. In this room, the oozes wait until the PCs begin to inspect the coffins or the oozes themselves. In either case, 2 of the oozes expel their skeletons in the first round to distract the PCs, while the other 4 attempt to fall on the PCs and engulf them.

**Treasure:** There are eleven coffins in all, forming the wall that bisects the building. Stored inside are the remains of the adventurers who have challenged Karthe, including their valuables.

**Coffin 1:** The bones of several of Karthe's former hostages tumble out when the lid is opened.

**Coffin 2:** A small swarm of insects has made this coffin their home. Though there aren't enough to pose a danger, hundreds of different bugs pour out of the coffin and onto any nearby PCs when the lid is opened. Have each PC make a Fortitude save (DC 15), but don't explain why, just to give them something to worry about.

**Coffin 3:** Coins spill onto the dirt floor when this coffin is opened. There is a total of 6,387 gp and 8,398 sp.

**Coffin 4:** Weapons fill the coffin's interior, most of them rusted with age and useless. There are, however,

a longbow and a greatsword that have weathered the years nicely, in part because of their magic. The bow is a +3 *longbow*. It once belonged to the ranger Gideon Farwalker, who commissioned its crafting from a druid schooled in bow making. Delicately carved images cover the bow, representing over 100 different plant species. The bearer need never worry about arrows, due to the enchantment the old druid placed on the bow: any twig the approximate size of an arrow, when placed to the string as if to be fired, becomes an arrow, straight and true. The sword belonged to a paladin named Anyana. She now rides with the Spectral Seven. The sword is a +3 *flaming greatsword*.

**Coffin 5 (EL 6):** The lid of this coffin is quite stout; see below for its statistics. Inside this coffin, a virulent bacteria has been at work for ages. The bacteria has formed mold spores along the inside walls of the coffin and the few bones in the bottom. These mold spores exude a noxious gas, and when the lid is opened, the gas spreads and affects everyone in the room.

**Coffin Door:** 2 in. thick; hardness 5; hp 20; Break (DC 23).

**Spore Poison:** All within 10 feet must make a Fortitude save (DC 15) or take 1d6 points of temporary Constitution damage. Another Fortitude save (DC 15) is required 1 minute later—even by those who succeeded at the first save—to avoid taking 2d6 points of temporary Constitution damage.

**Coffin 6:** This coffin is empty and serves as a passage to the room beyond, having neither door nor back.

**Coffin 7 (EL 2):** Propped up inside this coffin, held in place by a swaddling of moldy green velvet, is a human skeleton, completely dry and devoid of all fleshy remains. In nearly every aspect, the skeleton appears normal. However, held within the skeleton's ribcage, as if the bones were a birdcage, is a small wren with pale blue wings. This bird flutters quite normally, as if it is entirely unperturbed by its condition. Though its skeletal prison contains no food or water of any kind, the wren is apparently alive and well, hopping from rib to rib, grooming itself, and whistling the occasional jubilant tune. This bird is an *imp* using its *polymorph* ability to appear as a tiny, peaceful wren. Actually, the imp is an agent of Esbat (see Chapter Three), dispatched to spy on Karthe's operations. Karthe captured the imp and imprisoned it here days ago, and it's been here ever since, not strong enough to break the skeleton's ribcage and escape. The imp plays the part of the wren as long as it can get away with the act, deriving devilish enjoyment from the role. After it's spent enough time around the heroes to establish a firm grasp of their intentions, the imp leaves them and reports to its master, who makes ready for their arrival.



**Devil, Imp:** CR 2; hp 17; see the *MM*.

**Coffin 8:** This coffin is disease-ridden, the result of an enchantment placed upon it before it was buried in the Bonegarden. It is only happenstance that Karthe exhumed it and brought it here. Whenever the lid is closed, the magic enacts, coating the inside with a layer of infected dust. Anyone touching the inside surface, perhaps while searching for treasure or hidden compartments, must succeed at a Fortitude save (DC 18) or become infected. The disease begins to act almost immediately, causing the vision to blur. The creator of this malicious enchantment planned to ward off grave robbers by striking them blind. Anyone succumbing to the disease is completely blind within 3 minutes and remains that way until a *cure blindness* spell is cast.

**Coffin 9:** There are nothing but skulls here, rolling out and across the room.

**Coffin 10:** This coffin holds a skeleton clad in faded green leather armor, clutching an ancient book to its breast. Anyone probing the skeleton or touching the book should make a Spot check (DC 15) to notice the nest of **ear seekers** clinging to these grisly remains. If the check fails, the ear seekers attach unnoticed to the PC's body and promptly move into the ears. There they lay 2d8 eggs, then die. In 4d6 hours, the eggs hatch and the maggot like larvae devour the surrounding flesh. This deals 2d6 points of temporary Constitution damage to the host each round. At Constitution 0, the host dies and

the ear seekers crawl out to find a new host. A *remove disease* spell kills the ear seekers and any unhatched eggs. The book is a rotting, waterlogged encyclopedia of insects. Ear seekers are a hazard that appears in the *Tome of Horrors*.

**Coffin 11:** More bones await in this coffin.

## 14C. Stone Vaults

This room contains four stone vaults, arranged in a neat line across the room. Pooled around the base of these burial chambers is what appears to be more of the black slime that adheres the headstones together and attacked the PCs in 14B. This is not another ooze, but a tarlike substance that can be used as mortar, as it is quite sticky and hardens when allowed to dry. A thin, hard layer has formed over the floor, concealing a 10-foot pit at the room's center. The tar is also quite toxic. See the **Black Tar** sidebar for details.

To avoid the pit, the PCs can easily leap to the nearest vault and onto subsequent vaults, but removing a lid while standing atop it is difficult at best. If no one is standing on the vault, the lid can be removed on a Strength check (DC 16). The two vaults in the middle are empty. The far right vault holds 5,234 cp, with 321 gp mixed in. The far left vault is also empty, but bottomless, concealing a shaft piercing the earth, containing stairs going down. The pit of tar around these outside vaults is shallow enough to wade through, though near the center it reaches down to a 10-foot depth.



## Black Tar

Exposing this strange tar to the skin causes a burning sensation, uncomfortable but not damaging. The tar is difficult to wash off, and if someone is covered on more than half their body—by falling into the pit through the thin top layer, for instance—they suffer negative effects. A -4 penalty is applied to all rolls until the PC soaks himself in water for 30 minutes. The tar can also be distilled, which quickly fouls any alchemical equipment used in the process. The substance separates into an extremely thick, viscous sludge and a brown translucent liquid. This distillate is a potent poison. Whether it is imbibed or injected, the victim must make a Fortitude saving throw at DC 20 or die in a single combat round. Anyone with the Alchemy skill can attempt to perceive these qualities by making a skill check (DC 15).

### 14D. Haunted cavern (EL 13 during the day or 9 at night)

At night the Spectral Seven prowl the cemetery and guard the entrance to the Mausoleum. They are powerless under the sun and spend the days in this large cavern, regretting their fateful decisions to battle Karthe. The cavern is fully 100 feet in length, allowing the specters to form up a charge as described above. Coming here during the daylight, the PCs are confronted by the Spectral Seven who charge out of nowhere to the haunting accompaniment of a funeral dirge. This strange music can be heard here regardless of the time of day, and seems to emanate from one of two obvious exits. To the northeast, the sound of a strong wind can be heard. In the southeast, it sounds as if someone is playing an organ. Karthe has tethered 15 **skeletal horses** along the west wall. They only attack if they are in any way harassed.

**Skeletons, Large (15):** CR 1; hp 26; see the **MM**.

**Spectre (7):** CR 7; hp 45; see the **MM**.

### 14E. Wind Tunnel (EL 11)

At the end of a short passage a long, narrow cavern stretches 30 feet to the northeast, ending in another passage. Halfway through the cavern, a giant fan stirs up a dust cloud, blowing a powerful wind toward the far exit. The fan is housed in a wooden box, with no apparent source of propulsion. What its purpose might be is also a mystery. For no discernible reason the fan pours its output into the chamber beyond. The answer to both questions is elemental. On the surface, the *windmill of woe* at Area 10 is an artifact capable of summoning elementals. These creatures are no more able to return to their plane of origin than the outsiders that have been trapped here over the centuries. Several earth elementals have migrated into

the chamber beyond, now considering it their personal quarters. Karthe finds this of benefit, as the chamber beyond has exits to Descent and to the cemetery, but he dislikes having the elementals running freely in his domain. He has developed a source of elemental air to deter the earth elementals from entering through this tunnel. Trapped within the wooden box are 4 **air elementals**, that cause a continual breeze, keeping the others at bay. Stopping the operation of the fan involves dismantling it with a Disable Device check (DC 18), releasing the air elementals, which attack immediately.

**Air Elementals (4):** CR 7; hp 113; see the **MM**.

### 14F. Earthen Lair (EL 11)

This natural cavern is nondescript except for 10 piles of rubble placed at irregular intervals throughout the chamber. Each pile is composed of various sized stones, from pebbles to boulders. The largest pile is 10 feet tall and placed directly in front of the tunnel leading in, blocking the incessant wind that blows through there from Area 14E. Another tunnel passes out the other end. As the PCs move through the room, the other piles animate, revealing themselves to be 9 **earth elementals**. The elementals were summoned by the shadow elemental in the *windmill of woe* and are now stuck in the Bonegarden. They find this chamber very appealing, and fight to expel any trespassers.

**Earth Elementals (9):** CR 5; hp 72; see the **MM**.

### 14G. The Screamer's Shaft

This cavern is empty, but a shaft in the ceiling leads up for a distance of 20 feet to Area 6. The walls are smooth and slick with moisture. The shaft continues in the floor, dropping down 200 feet to Area 24 in the town of Descent. The climb is so strenuous that any climber must make 10 Climb checks (DC 20) in order to navigate the shaft. Failure indicates that the climber slides to the next turn in the path taking 1 point of damage. Many have died making this attempt. At all times, a strange, unhealthy moan carries up and down the shaft, as if a lamentation of the dead.

### 14H. The Organist

On a Listen check (DC 10), anyone outside this room hears strange and compelling music emanating from within.

The eerie and somber music grows louder, becoming overwhelming. The unexpected scent of roses rises from a floor strewn with flowers in various states of bloom or decay, lying atop several luxurious animal pelts. Many healthy, vigorous plants, obviously tended with love, grow in clay pots about the room. The far wall is adorned with sculpted and carved bones joined together vertically in groups. From one bone to the next, they get progressively larger, so that the largest are 4 or

5 feet tall, while the smallest are mere inches in length. The music emanates from these bone tubes in a gruesome mockery of a pipe organ. The song is one of utter dismay, as if the composer had led a horrific life. Beneath the pipes, set into the wall, is the organ itself, stone wedded to bone. The organist might once have been a beautiful woman, though now she appears feral, her long hair matted in dirty clumps. As she pumps the pedals, her consort lies in repose on a large, wood-framed bed in the corner, his eyes for her only.

Here at last are **Karthe** and **Tereza**. Denied a life together, they now share one in death. Karthe has gone to great lengths to procure these few luxury items from the world beyond the cemetery. Tereza has worked long to fashion the organ, and it is her lone interest besides the few moments she gives to Karthe each day. Neither can long bear the presence or absence of the other; such is the pain of unfulfilled love. They feel for one another as they did in life, but the sight of the pale, sickly flesh and the hollow, lifeless eyes renews their heartbreak eternally. If only they could escape the Bonegarden, perhaps they could find an acceptable existence. Karthe strives to make this a reality, while taking any opportunity to thwart Ristiko, his everlasting foe. PCs who have seen the portrait in Area 16N recognize Tereza immediately.

Any intrusion to this room is a rave affront to Karthe, and he defends it with abandon. During the night, Karthe leaves his undead bride to recruit and plot. She plays on alone. Though the organ seems to be built into the wall, there is actually a small space concealed behind it, found on a Search check (DC 12). Two passages leave the room in this hollow space behind the organ. One leads to Area 14I. The other is quite long, rising slightly to exit through a secret door located in the column that supports the front gate, at Area 1.

### Battling Karthe (EL 15)

Karthe rides a skeletal horse through the cemetery on his nightly excursions, and he cuts a frightening figure, should the PCs encounter him above ground. Karthe is a cunning tactician and warrior. As a **doomed warrior** he has considerable magic at his disposal and he uses it judiciously, though he prefers to use his mighty blade, a sword known as *Bloodlust*. This item is fully detailed in the Appendix, as is the doomed warrior monster template. When outside his chamber, Karthe is more reasonable, and might be tempted into a parley, if the PCs have something he wants. Otherwise, his usual *modus operandi* is to capture one or more members of any party and allow the rest to leave, upon their promise to return with aid for his escape. In other words, he takes a hostage and ransoms this prisoner for his own freedom. The magic



that surrounds the Bonegarden allows clerics to penetrate it, even with others in tow, but only those among the living. Karthe needs something else to help him, though he hasn't figured out what that something might be. He also responds well to any plot involving the ridicule, annoyance, or demise of Ristiko.

During the day, when he takes refuge below, Karthe does not hesitate long enough to hear any deal the PCs might offer. He thinks only to expel the invaders and protect Tereza. He fights savagely and endlessly. If he is defeated, he rises again the next night, making it his personal quest to destroy those who dared disrupt his sleepless nights. Tereza is a **vampire**, yet she does not lift a hand in violence, only to stroke the keys of her precious organ. If she is attacked, she uses her abilities to flee. Even should her organ be threatened, she does not defend it. If approached in peace, she relates her story and begs the PCs to help her end the feud between the former friends, Karthe and Ristiko. This is a nearly impossible task. Ristiko might entertain some feeling of remorse, but Karthe is more likely to kill any who suggest a truce. If the PCs devise some heroic and creative plan to reunite the long-divided foes, reward their efforts with ample XP bonuses. **Remember: Killing Karthe and Ristiko only causes them to return the next night, restored to full strength; clever PCs are those who find a way to lay the feud to rest.** One final note: though Tereza's coffin still lies in her former grave, she never goes there, having no need. While vampires are usually tied to their coffins, any vessel of this sort is obsolete here, where the magic of the Bonegarden serves the same purpose.

**Karthe, Male Human Doomed Warrior Ftr12:** CR 15; SZ M Undead; HD 12d12; hp 108; Init +7 (Dex, Improved initiative); Spd 30 ft.; AC 23 (+3 Dex, +7 natural, +3 ring), touch 13, flat-footed 20; BAB/Grp +12/+17; Atk +18\* melee (2d6+9\*, *Bloodlust* greatsword, crit 19-20) or +15 ranged; Full Atk +18/+13/+8\* (2d6+9\*, *Bloodlust* greatsword, crit 19-20) or +15/+10/+5 ranged; SA despair (*symbol of hopelessness*, Will DC 18), detonation (*delayed blast fireball*, 20d8 fire, Reflex DC 17 for half); SQ damage resistance (10/+2), resistance (fire 20), spell resistance (23), turn resistance (+8), undead; AL CE; SV Fort +8, Ref +7, Will +7; Str 20, Dex 16, Con -, Int 10, Wis 16, Cha 10. \* These totals do not reflect all the bonuses conferred by the *Bloodlust* sword. Consult the Appendix to determine these bonuses.

*Skills:* Craft +9 (weaponsmith), Gather Information +1, Handle Animal +6, Intimidate +10, Listen +12, Ride +11, Search +1, Spot +11, Use Rope +7. *Feats:* Cleave, Great Cleave, Improved Bull Rush, Improved Critical (greatsword), Improved Initiative, Mounted Combat, Mounted Archery, Power Attack, Ride-by

Attack, Spirited Charge, Trample, Weapon Focus (greatsword), Weapon Specialization (greatsword).

*Possessions:* *Bloodlust*, and a gold band matching the one on Tereza's hand that is actually a +3 ring of protection.

**Tereza, Female Human Vampire Ftr5:** CR 7; SZ M; HD 5d12; hp 42; Init +7 (Dex, Improved initiative); Spd 30 ft.; AC 21 (+3 Dex, +6 natural, +2 shield [ring]), touch 13, flat-footed 16; BAB/Grp +5/+11; Atk +11 melee (1d6+6, slam plus energy drain) or +8 ranged; SA blood drain (1d4 perm Con drain), children of the night, create spawn, domination (range 30 ft., Will DC 15), energy drain (Fortitude [DC 15] to remove); SQ alternate form, damage resistance (15/+1), fast healing (5), gaseous form, resistance (cold, electricity 20), spider climb, turn resistance (+4), undead; AL CE; SV Fort +4, Ref +6, Will +3; Str 22, Dex 17, Con -, Int 14, Wis 14, Cha 16.

*Skills:* Climb +10, Craft (musical instrument) +10, Diplomacy +5, Hide +11, Jump +12, Listen +12, Move Silently +11, Perform (keyboard) +7, Search +13, Sense Motive +10, Spot +14, Tumble +5. *Feats:* Alertness, Combat Reflexes, Cleave, Dodge, Improved Initiative, Lightning Reflexes, Power Attack, Track, Weapon Focus (longsword), Weapon Specialization (longsword).

*Languages:* Common and Giant.

*Possessions:* The only possession she has is a gold band like Karthe's that is actually a ring of force shield.

**Treasure:** Beneath the bed, Karthe keeps a small chest holding a handy cache of coins. The chest is forged of iron with a solid lock built into it. Tereza holds the key, though she doesn't impart this information, or pass the key off easily. Most likely, she flees with it, leaving the PCs to pick the lock. Inside are neat stacks of gold coins, 500 in number, and a pink rhomboid *ioun* stone.

**Iron Chest:** 2 in. thick; hardness 10; hp 60; Break (DC 28); Open Lock (DC 28).

## 14I. Sanctuary

The room behind the organ is dominated by a 10-foot circular pit at its center. Two fires of strange black flame burn in the far corners, consuming life energy as if it were oxygen. The fires are the result of the intense amount of negative energy permeating the Bonegarden. They consume any life energy in the room and emit negative energy. Any living creature in this room must make a Fortitude check (DC 15) every round or take 2d4 hit points of damage from the negative energy. Several barrels and kegs along the back wall contain iron rations and fresh water, suitable for consumption. A bucket attached to a rope rests near the water barrel. Staked to the ground to the right side of the pit and neatly rolled up is a rope ladder that may be unfurled to reach the bottom of the pit, which is 20 feet deep. The floor of the pit is lined with straw and contains, surprisingly, live

humans. There are **6 prisoners** here, five children and a single adult, huddled amongst the straw. Halfway down the pit, the effects of the fires mysteriously vanish.

**Hostages:** The five children were a group of seven that wandered too near the Bonegarden. These five penetrated the wall at a breach and were quickly corralled by zombies working for Karthe. Karthe instructed the other two children, who wisely remained beyond the wall, to return to their village, tell their story, and request a ransom for the other five hostages. Frightened and ashamed, the children who escaped fabricated a story of their whereabouts upon returning to their village, and the five children remain missing. One of the children is a boy named Pilfi, sought after by the imprisoned abasheen in Area 15J. Karthe often uses hostages, usually adventurers, in the ongoing effort to gain his freedom. The adult hostage is one such adventurer. **Hispan Coran** is a wizard who came into the Bonegarden hunting for treasure and arcane lore. His party was routed and he was taken prisoner. Only two of his team survived the ordeal: a priest and a thief. Karthe permitted these two to leave, provided they would return with the means for his escape. This is Karthe's ongoing plan for attaining his freedom. Realizing he needs assistance from the outside, he tries to capture adventurers rather than kill them all. He keeps some as hostages and the rest he sends back out to solve the riddle of the magic that imprisons him. The ransom he demands for these hostages is his release from the cemetery.

Hispan Coran knows some of the secrets of the Bonegarden, having made a study of it before entering. He tells the PCs much of the story of Karthe and Ristiko, but knows little of the Blood Governor's history. He knows quite well the trouble between Karthe and Ristiko, as Karthe spends many days here mumbling about things past and present. Hispan knows that Ristiko plans to use a ship of some kind to engineer his escape, but he only relates this knowledge if questioned more than once about Ristiko, because he finds the information trivial and believes it to be nonsense muttered by Karthe. How could a ship be useful here? Hispan also knows that the Quiet Gardener and the Midnight Peddler are in the Bonegarden, but he doesn't know much about either individual. Hispan has one other secret that might come in handy. He has a special tattoo around his ankle that allows him to recall certain spells and obtain their components by touching the appropriate rune. Though all his items and material components are gone, he can still cast these spells once per day by touching the tattoo: *light*, *read magic*, and *trap the soul*.

If the Blood Governor knew of Hispan's existence, he would go to any length to retrieve him. The lich seeks two things above all others: the spell *trap the soul* and the *Starfire* gem to serve as the vehicle for his soul after the casting of the spell. Make a secret Spot check (DC 15) for each of the PCs to see if anyone

notices the odd markings on Hispan's body. If asked about these diagrams, Hispan admits what they are. If the heroes have learned of the lich's obsessive search for *trap the soul*, or if they come across this knowledge later, they might contrive to use Hispan as a negotiating tool with the lich. **Remember: Give ad hoc XP bonuses as rewards for cleverly overcoming villains by means other than brute force.**

**Hispan Coran, Male Human Wiz16:** CR 15; SZ M; HD 16d4+16; hp 65; Init +7 (+3 Dex, +4 Improved initiative); Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +8/+7; Atk +7 melee (1d3-1, unarmed); Full Atk +7/+2 melee (1d3-1 non lethal, unarmed); AL LG; Fort +8, Ref +10, Will +12; Str 8, Dex 16, Con 12, Int, 20 Wis 10, Cha 14.

**Skills:** Concentration +20, Craft (alchemy) +16, Gather Information +8, Knowledge (arcana) +24, Knowledge (the Bonegarden) +11, Knowledge (dungeoneering) +13, Knowledge (Hawkmoon) +21, Knowledge (history) +24, Knowledge (religion) +16, Search +11, Spellcraft +26. **Feats:** Combat Casting, Craft Wondrous Item, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Quicken Spell, Scribe Scroll, Silent Spell, Spell Mastery, Still Spell.

**Arcane Spells Prepared (2/2/0/1/1/0/0/0/1):** 0—*light*, *read magic*; 1st—*reduce*, *sleep*; 3rd—*Leomand's tiny hut*; 4th—*stoneskin*; 8th—*trap the soul*. Note: These spells are prepared with Spell Mastery or as a result of the magical rune described above.

**Treasure:** The effects of the fires cannot be felt in the pit due to the presence of the *Starfire* gem. That fabled jewel is hidden here, so very close to the lich's lair, yet remaining out of reach. One of *Starfire's* many properties offers protection from the negative energy. Karthe deposited the gem here for that reason, to protect his prisoners. The occupants of the pit have no idea that buried just beneath the dirt and straw floor is their salvation. *Detect magic* reveals strong emanations from the center of the floor. A Search check (DC 28) has a minimal chance of finding the gem because it is buried. Digging a few inches deep uncovers the blue, star-shaped diamond. Refer to the Appendix for a description of *Starfire*.

## 15. The Ossuary

Built into the side of a rocky, battle-worn hill stands a building of formidable black stone. The structure's portico juts out from the hill face like the protruding brow of a giant face. The four pillars glitter faintly, as if embedded with crushed glass. One of the pillars is inscribed with the words VARGHA OSSUARY. The building has no windows. A quick scan of the hill itself leads one to believe that hopeful grave robbers have tried without success over the years to dig their way inside; though many holes have been excavated, the black stone underneath has ap-



parently resisted all attempts to penetrate it. The only apparent means of entry is a metal door just inside the pillars. Obviously, the door is of tremendous strength, as it is dented, scratched, and burned extensively. The door is tracked, rather than hinged, evidently made to slide from left to right along rails set into the building's façade. The one clue regarding how the door was once opened is a massive winch set into the earth a few feet from the door. Bending over the winch as if to operate it and thus move the door is a statue of a muscled human slave. The statue has been carved from the same strange material as the pillars, its hands shaped as if to grasp the winch's handle. However, that handle is missing, so that now the statue's hands grip nothing but the stale cemetery air.

An ossuary is a depository for the bones of the dead. This particular one was constructed several generations ago by a historically insignificant noble named Viscount Vargha. Though Vargha's life left no impression upon the annals of time, a master stonemason living during the viscount's reign built this edifice after winning a commission from one of the local churches. Because Vargha financed a portion of the building cost, he paid for the right to have his name etched for all time upon its stone, though considering the present state of affairs in this fell place, the viscount's claim to fame is a dubious one at best.

The stonemason imported a large amount of porphyry, from which he cut the pillars and the statue; the glimmering flecks are feldspar particles within

the stone. In the event that the PCs contrive to remove a quantity of this substance, consider porphyry to be worth approximately 100 gp per 10 pounds. Each pillar is 8 feet tall and weighs a quarter ton.

**Pillars:** 16 in. thick; Hardness 8; hp 240; Break (DC 35).

The coalition of churches that requested the Ossuary used it as a permanent warehouse for all unidentified or contaminated remains. Widespread plague was common during that era, and thousands of baskets containing infected bones were transported here, to be sealed safely away. Over the years, other corpses were housed here, mainly those of anonymous persons or soldiers too damaged for recognition. All told, the bones of over 2,000 people are locked within the Vargha Ossuary. When the building had been filled to capacity, the leaders of the holy body saw to the creation of a stone golem to serve as keeper of the door. Furthermore, they placed spells of reinforcement upon the Ossuary in general and the door in particular to ensure that none of the bones within should ever emerge to foment unease amongst the living. To this day, the Ossuary has resisted nearly all attempts to breach it, with the exceptions detailed below.

### Getting In (EL II)

There are three ways for the PCs to enter the Ossuary. The first is by magic; any spell such as *teleport* or *passwall* permits entry. Secondly, the PCs may attempt to dig their way inside. Such a task is

strenuous at best and quite likely impossible, as the earth around the building is several feet thick and the stone itself is bulwarked with hefty magic.

**Reinforced Stone Walls:** 30 in. thick; Hardness 8; hp 450; Break (DC 50)

The third and final means lies with the stone golem. Most PCs should discern by observation that the statue is supposed to be holding on to a handle or cranking device that is no longer attached to the winch. The winch is magical but does not function unless the handle is inserted into it. The handle is known as the *golem's cranequin*, and it currently lies in Area 12I of the lich's lair. If the *cranequin* is inserted into the winch, the golem animates and automatically begins operating the crank, which in turn pulls a chain buried deep underground and slowly drags open the main Ossuary door; refer to the Appendix for further details of the *golem's cranequin*. The winch can also be operated if a suitable piece of metal is inserted in the *cranequin's* slot and is then turned on a Strength check (DC 23). If the PCs spend more than 1d4 minutes pottering around the winch when not in possession of the *cranequin*, or if they touch the golem, that mighty automaton animates and attacks.

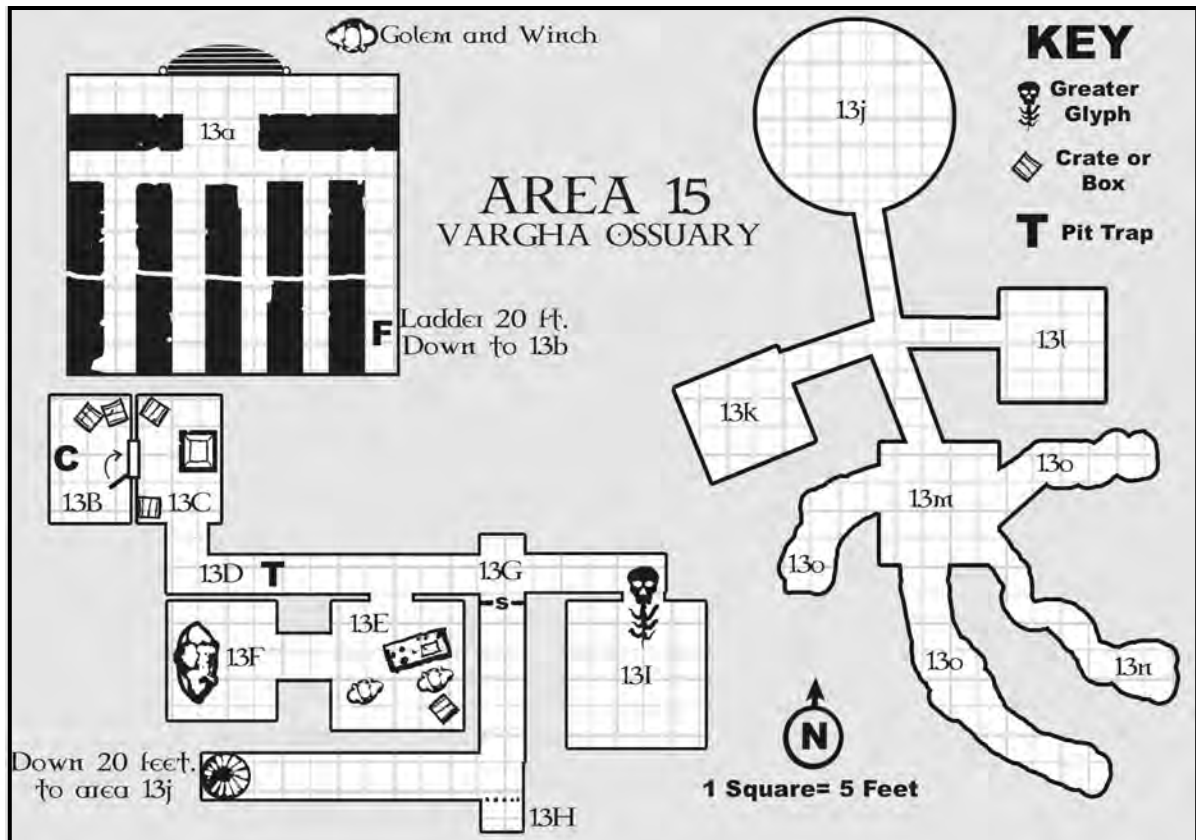
**Golem, Stone:** CR 11; hp 108; see the MM.

### The Denizen (EL 13)

Somewhere within the Ossuary lives a *cacodaemon*. Though mortal throats were not constructed to pro-

nounce this being's true name, the Blood Governor refers to it as the Denizen—one more creature from another plane that finds itself trapped within the wards of the Bonegarden. The Denizen originally came here at the behest of its master, the Oinodaemon, in search of a certain magical book known as *evening's variorum*. The Denizen did indeed track down the *variorum*; it seems the book was buried deep underground, far below the Ossuary and out of reach from those who would misuse it. The cacodaemon promptly used its ability to *teleport without error* to gain entrance to the Ossuary, but alas, *evening's variorum* was entombed underneath several feet of solid earth. Over the next few weeks, the Denizen abducted adventure-seekers who had entered the Bonegarden for a variety of reasons, putting their spells and shovels to work on a large-scale excavation process. Eventually the unwilling miners relieved the *variorum* from its stony resting place, and the cacodaemon immediately attempted to return with this prize to the Oinodaemon. At this point, the cacodaemon's predicament became clear; no matter what it did, it could not escape the cemetery walls. That was 35 years ago, and the Denizen has dwelled within the Ossuary ever since...growing angrier by the day.

The Denizen can be found anywhere throughout the catacombs beneath the Ossuary. Every time the PCs enter a new chamber, there is a cumulative 10% chance that the cacodaemon is present, working on some aspect of its plan to escape. Optionally, you can



have the Denizen appear at any time during the PCs' exploration, as best fits the current situation in your gaming session. The Denizen is over 7 feet tall, with black skin and long, clawed fingers. However, it usually appears in an alternate form, using its natural ability to *alter self* to seem as any one of several different people. Its favorite guise is that of a lost dwarven explorer named Salibat the Slinger, once famed for his prowess with the sling and now accidental occupant of the Bonegarden. The Denizen pretends to be Salibat upon first encountering the PCs, weaving a highly detailed account of how he came to dwell in this place and what he's discovered since coming here. He intends to gain the PCs' confidence, appreciate their abilities as well as their possessions, and use them in whatever way he can to manufacture his escape. The cacodaemon knows that a cleric is required to guide him over the cemetery wall, and it does whatever it can to ensure that it somehow gains the assistance of any such member of the PC party. *Evening's variorum* is detailed in the Appendix. A cacodaemon is a monster from the *Tome of Horrors*.

**The Denizen (Cacodaemon):** CR 13; SZ M Outsider; HD 11d8+22; hp 77; Init +1 (Dex); Spd 30 ft.; AC 18 (+1 Dex, +7 natural), touch 11, flat-footed 16; BAB/Grp +11/+14; Atk +15 melee (1d8+4, +1 *longsword*, crit 19-20) or +14 melee (1d6+3 [x2], claws); Full Atk +15/+10/+5 melee (1d8+4, +1 *longsword*, crit 19-20) or +14 melee (1d6+3 [x2], claws); SA rend (2d6+4), spell-like abilities, summon daemons; SQ alter self, damage reduction (10/+1), daemon qualities, spell resistance (20), telepathy; AL NE; SV Fort +9, Ref +8, Will +9; Str 16, Dex 13, Con 15, Int 14, Wis 14, Cha 15.

**Skills:** Climb +17, Gather Information +16, Intimidate +16, Jump +17, Knowledge (arcana) +16, Listen +16, Move Silently +15, Search +16, Sense Motive +16, Spot +16. **Feats:** Blind-Fight, Cleave, Great Cleave, Power Attack.

**Possessions:** iron key (fits chest in Area 15J), +1 *longsword*, ring of feather falling, *evening's variorum* (see Appendix).

## 15A. The Depository

When the PCs enter, refer to the Ossuary Map. This vast hall appears to be a warehouse of bones. The entire area is filled with simple wooden shelves that form long corridors running to the back of the building. The shelves are laden with innumerable boxes, crates, urns, and coffers, some obviously hundreds of years old. Many of the containers have fallen to the floor and disgorged their contents: human and humanoid remains. Judging by the amount of boxes, thousands of skeletons must be stored here, ignominiously piled on top of one another. While most of

## Ossuary Underground Features

The Denizen has created these chambers with the unwilling assistance of various men and women abducted from the surface. Over the years the rough-hewn walls have been chiseled smooth. The hallways, though at times irregularly angled, are free of rubble and easily traversed. The ceilings vary between 8 and 10 feet high. Unless otherwise noted, all areas are completely devoid of light, as neither the cacodaemon nor the bone cobblers have need of artificial illumination.

the area is coated in a thick layer of dust, the room bears evidence of recent traffic, with certain boxes having been disturbed and footprints leading off into the gloom.

The room's ceiling is 20-feet-high, and the shelves fill practically every square inch of space. The building's air is stale and difficult to breathe. Normally there would be nothing of interest in the Ossuary, as it was intended to serve as nothing more than a place in which to pile crates of bones; thus it has served for centuries, and if the PCs rummage around they find nothing but one dried-up skeleton after the next. However, the Denizen has permitted a certain kind of foraging to take place here. A group of **20 bone cobblers** has taken up residence in the various chambers below. The cobblers use this room to gather a nearly endless supply of bones for their horrible sculptures. Refer to areas 15C to 15E for more information on these gruesome artists.

Anyone investigating the countless crates should make several Search checks as they move throughout the room. Do not tell the player what DC they're trying to hit, only that they fail to discover anything of note. Truthfully, there is nothing here to find at all, but the players should come away with the feeling that they've missed something significant. In fact, the only noteworthy aspect of the room is the secret door in the floor in the southeast corner, uncovered on a Search check (DC 22). Anyone with the Track feat who makes an Intelligence check (DC 12) can easily follow the marks in the dust to the secret door, alleviating the need for a Search check. The door is latched from underneath; yanking it open and breaking the latch alerts the inhabitants of Area 15C if they make a Listen check (DC 12). The hole drops down 10 feet to the floor of Area 15B. The bone cobblers stack crates under the hole to access the trap door, but the crates are not currently in place, requiring the PCs to provide their own means of descent.

**Secret Trap Door:** 2 in. thick; Hardness 8; hp 40; Break (DC 28); Search (DC 22).





### 15B. Entry

Other than a few crates which the bone cobblers use as a makeshift ladder to Area 15A, this room is empty. However, close examination of the walls turns up a few clues to anyone with the skill of Profession (stonemason) or a similar skill (such as a dwarf's Stonecunning). Apparently the walls were cut by unskilled laborers, obviously not the work of professionals. Further, the room is not precisely square, being off by several degrees, and the door set into the eastern wall is slightly lopsided in its frame. Several bone cobblers are currently at work in Area 15C; make a Listen check (DC 12) to see if they notice the PCs (the Listen check is opposed if the PCs are attempting to be stealthy in their advance); likewise, have the players make Listen checks (DC 15) to determine whether or not they hear the bone cobblers at work.

### 15C. The Artists (EL 8 or 9)

In this room can always be found 5 **bone cobblers** sorting through crates they've brought down from Area 15A. Bone cobblers are an aberrant race of alien creatures that closely resemble zombies in appearance; their craft and passion is sculpture, and their medium is bone. These creatures devour the flesh of their victims and use the exposed bones to cobble together macabre works of art, which they can animate as skeletons. These crea-

tures are fully detailed in the *Tome of Horrors*. If the PCs catch the bone cobblers unawares, they find them sizing up certain bones, picking through the boxes and selecting choice specimens which they'll later turn into statuary in Area 15E. If the cobblers are prepared to receive the PCs, one of them hurries off to alert the community while the remaining 4 pair off on either side of the door and attack the first party member who enters the room.

The bone cobblers communicate in their own language, one which is normally unintelligible to other beings. The Denizen, using its telepathy ability, long ago made a pact with the cobblers to the mutual benefit of both parties. In exchange for the nearly unlimited cache of bones in the Ossuary, the cobblers agreed to help the Denizen capture a variety of creatures throughout the Bonegarden, both above and belowground. In their explorations, the bone cobblers recently discovered the subterranean town of Descent. This community interests the cacodaemon to no end; the Denizen has seen to the excavation of the tunnel in Area 15N, which eventually connects to the outer rim of the great cavern housing the town of Descent. For more information on this underground conclave, refer to Chapter Three.

**Bone Cobblers (4 or 5):** CR 4; SZ M Aberration; HD 5d8+10; hp 35; Init +3 (Dex); Spd 30 ft.; AC 16 (+3 Dex, +3 natural), touch 13, flat-footed 13; BAB/Grp +3/+6; Atk +7 melee (1d4+3, light hammer);

Full Atk +7 melee (1d4+3 [x2], light hammers); SA animate bones, breath weapon (10 ft. cloud, *slow*, Fortitude DC 14, 1 minute), bonestripping; SQ darkvision (60 ft.); AL CE; SV Fort +3, Ref +2, Will +6; Str 16, Dex 13, Con 15, Int 12, Wis 14, Cha 12.

**Skills:** Climb +7, Hide +6, Listen +7, Move Silently +6, Spot +7. **Feats:** Power Attack, Two-Weapon Fighting, Weapon Focus (light hammer). Bone cobblers receive Two-Weapon Fighting as a bonus feat.

**Possessions:** 2 light hammers, assorted sculpting and chiseling tools, pouch containing 2d10 gp. Each cobbler also has a 20% chance of carrying a minor wondrous item such as a +1 *dagger* or *potion of cure light wounds*.

**Tactics:** The bone cobblers' first attack is always their breath weapon, as they attempt to *slow* as many PCs as possible. The small confines may permit each cobbler to affect the entire party, forcing each PC to make up to four saving throws to avoid the effects of the cloud.

**Treasure:** As noted above, the room is empty save the bone cobblers, their possessions, and several crates of bones. However, of the various sets of sculpting tools carried by the bone cobblers, one radiates magic if *detect magic* is used. One particular chisel is known as *Darnaulght's Consolation*, detailed in the Appendix.

### 15D. Falling Floor (EL 6)

If the PCs have made it this far without making enough noise to disturb the bone cobblers in Area 15E, then have them make Listen checks at DC 18 to hear the sound of work going on in that room; the cobblers there are busy erecting their skeletal statues. If the cobblers have been warned of the presence of intruders, however, they have pulled the linchpins from the lid of a covered pit trap, as shown on the map. The pit is 5 feet wide. Any weight of over 50 pounds causes the lid to fall, revealing a 100-foot drop to a pit full of spikes.

**Spiked Pit Trap (100 ft. deep):** CR 6; mechanical; location trigger; manual reset; Reflex save (DC 20) avoids; 100 ft. deep (10d6, fall); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 each); Search (DC 20); Disable Device (DC 20).

### 15E. Cobbler Studio (EL 11)

This room serves as a sculpting studio for 8 **bone cobblers**. Also arranged haphazardly throughout the room are fourteen freakish skeletal statues, fashioned of mismatched bones plundered from the Ossuary above. The statues are disturbingly compelling, being actual works of art, with the bones arranged in such a way as to hint at the creativity of the sculptors. More than simply reassembling skeletons, the bone cobblers are actually creating provocative statuary.

However, in combat the cobblers can animate these forms into 14 **skeletons**.

**Bone Cobblers (8):** CR 4; hp 35.

**Possessions:** 2 light hammers, assorted sculpting and chiseling tools, pouch containing 2d10 gp. Each cobbler also has a 20% chance of carrying a minor wondrous item such as a +1 *dagger* or *potion of cure light wounds*.

**Skeletons (14):** CR 1/3; hp 6 each; see the **MM**.

**Tactics:** The bone cobblers' first attack is always their breath weapon, as they attempt to *slow* as many PCs as possible. The small confines may permit each cobbler to affect the entire party, forcing each PC to make up to four saving throws to avoid the effects of the cloud. If the cobblers slay a PC, they quickly set upon the corpse and make use of their bonestripping ability.

**Treasure:** One of the bone cobblers wears a circlet of gold upon its brow in a mockery of womanly adornment. The piece is worth 500 gp and belongs to the woman being held prisoner in Area 15F.

### 15F. Cobbler Lair (EL 10)

The ceiling of this cluttered room is much taller than the others in this complex, being some 18 feet overhead. Here the cobblers have assembled their most impressive creation, a **huge skeleton** with four mighty arms. This monster's skull has actually been fashioned from dozens of normal-sized skulls, put together in such a way to render an impressive—and frightening—head of startling realism. The 7 **bone cobblers** have mounted a lantern in each eye socket, so that their statue seems to stare ahead with a fiery gaze. Furthermore, they have built the ribcage to function as a place of confinement for one of their captives, a woman named Magrieshal. Pay close attention to any spells the PCs cast at the skeleton and judge whether or not the spell also affects Magrieshal. Likewise, physical damage to the skeleton stands at least a 25% chance of also harming Magrieshal in some way. PCs must aim their attacks precisely to avoid hitting the shrieking, desperate woman inside the creature's ribs. For more information on this prisoner, refer below to **Freeing Magrieshal**.

**Bone Cobblers (7):** CR 4; hp 35.

**Possessions:** 2 light hammers, assorted sculpting and chiseling tools, pouch containing 2d10 gp. Each cobbler also has a 20% chance of carrying a minor wondrous item such as a +1 *dagger* or *potion of cure light wounds*.

**Skeleton, Huge:** CR 2; hp 45; see the **MM**.

**Tactics:** As this is the bone cobbler lair, they defend it ferociously. They fight to the death.

**Treasure:** Other than a considerable collection of hammers, chisels, and wire, the room contains only one object of note. Lying amongst the tools and bone



fragments is one of the *pieces of her heart*, discovered on a Search check (DC 18).

### Freeing Magrieshal

Magrieshal came to the Bonegarden, seeking the body of the father she never knew. Magrieshal's mother once told her of a signet ring that had been stolen from the master of the Hawkmoon thieves, the infamous Sivian Ulphar, known as the Lucre King. But when Magrieshal's father, Vostiny, was hanged twenty years ago and his body tossed ignominiously over the cemetery wall, the ring was not found to be in his possession. Magrieshal has since learned that the ring was invisible, worn on her father's finger, and thus went unseen by those who pillaged his corpse. As the ring once belonged to arguably the most powerful man in the Domain, it may very well be magical. Magrieshal came here to find out.

Unfortunately, the Denizen caught her poking around. He brought her here to assist in the excavation efforts, but has since given her to the bone cobblers as a source of unending amusement. The cacodaemon comes here to torment her whenever he grows weary of all his constant scheming. If the PCs free her, Magrieshal promises to do what she can to abet their cause, whatever that cause may be. The exact nature of the ring, as well as its placement in the Bonegarden, is left to your discretion.

**Magrieshal, Female Human Ftr5/Rog5:** CR 10; SZ M; HD 5d6 plus 5d10; hp 45; Init +4 (Improved initiative); Spd 30 ft; AC 10; BAB/Grap +8/+8; Atk +8 melee (1d3 subdual, unarmed) or +8 ranged; Full Atk +8/+3 melee or +8/+3 ranged; SA sneak attack (+3d6); SQ evasion, uncanny dodge, trap sense +1, trapfinding; ALLN; SV Fort +5, Ref +7, Will +2; Str 11, Dex 10, Con 11, Int 10, Wis 10, Cha 10.

**Skills:** Climb +8, Disable Device +9, Handle Animal +5, Hide +5, Jump +2, Move Silently +8, Open Lock +8, Ride +8, Search +6, Swim +5, Tumble +9, Use Magic Device +6. **Feats:** Improved Critical (dagger), Improved Initiative, Lightning Reflexes, Skill Focus (Disable Device), Skill Focus (Tumble), Weapon Finesse, Weapon Focus (dagger), Weapon Specialization (dagger).

**Possessions:** None.

**Personality:** Magrieshal has two special quirks that should prove to be interesting roleplaying opportunities. First, she hates halflings, her prejudice the result of several bad experiences with that race. She constantly mocks any PC halflings, unable to curtail her surly bias. Secondly, she refuses to leave the Bonegarden without finding at least a minimal financial reward. Even if she never uncovers her father's

ring, she declines all offers of escape until her pockets are stuffed with booty.

### 15G. Sentinels

Completed skeletal statues stand in these alcoves, one to the north and one to the south. The statues are quite elaborate, with multiple limbs and intricately carved symbols on the skulls and collarbones. The artwork is actually quite impressive, a tribute to the bone cobblers' extraordinary talent. The skeletons are not fixed to any base, but rather they are free-standing so that the cobblers can animate them as necessary. The wall behind the southern statue hides a secret door, discovered on a Search check (DC 25).

**Treasure:** If the PCs pry open the jaws of the northern statue, they discover that six of the skeleton's teeth are made of solid gold (50 gp each). If they do the same to the statue in the south, they find a scarlet and blue *ioun stone*.

### 15H. The Captive (EL7)

The tunnel that the Denizen ordered constructed at Area 15N eventually connects with the buried town of Descent. From there, certain narrow cracks lead down into the true depths of the world, where dwell an endless assortment of fell beings. One such creature is a **medusa** that had the misfortune of running afoul of the Denizen during one of the cacodaemon's many attempts to bypass the cemetery perimeter. As the Denizen learned, the wards placed upon the Bonegarden extend even far below ground, so that one cannot dig under the containment field. But at least its excursion was not a total loss, as it did manage to bring back this captive, though the cacodaemon had to determine how best to make use of this prisoner.

At the point where the hallway turns due west stands a line of prison bars, behind which is a small cell. Shackled to the wall within this cell is what appears to be a human, possibly female, chained at the wrists and ankles, a burlap sack over her head. The figure is slumped in the corner of the cell. Her clothes are rent, revealing the bloody evidence of torture along most of her body.

The medusa wants only to be free of the cell and return to the far-off subterranean city that was once her home. The cell door is securely locked, though the large iron key hangs on a peg a mere 10 feet from the bars. Anyone removing the sack from the medusa's head is subject to her petrifying gaze. If possible, the medusa attempts to bargain with the PCs, hoping to win her freedom. But any parley proves difficult at best, as the PCs must contrive to speak with the creature while avoiding the effects of her gaze. Award an ad hoc bonus of 200 XP per character if they refrain from slaying the medusa outright and instead attempt to negotiate with her.

### Bargaining with Arturo

Arturo willingly speaks with the PCs, as long as they don't barge in with swords flashing. If they attack him, Arturo defends himself. Otherwise, he is daunted by their number, and acts to save himself. Arturo is not cowardly, only cautious. Like everyone else here, his goal is to get out of the Bonegarden. If one of the PCs is obviously a member of the clergy, Arturo notes this and does what he can to persuade the heroes to escort him to the surface and the cemetery wall. In exchange for his freedom, he provides the PCs with several nuggets of information. There are at least two ways the PCs can gain this information—friendship or force. Anyone who attempts to bargain with Arturo or is otherwise reasonable and non-aggressive in their conversation with him can make a Charisma check. PCs who take a harder line make Intimidate checks. Consult the table below to see what Arturo divulges. Either way, the PCs should only be permitted one such check.

#### Intimidate

#### DC

#### Arturo Says

12	The cacodaemon is but one of several major forces in the Bonegarden. Others include Karthe and Ristiko. Arturo provides the PCs with a synopsis of these beings' natures and locations.
14	He explains the containment field and other features of the cemetery, including the <i>windmill of woe</i> and the Plague Bog. He reveals that a band of rebels are hiding out in the crematorium.
16	The tomb on the hill belongs to a being known as the Blood Governor, who is better left undisturbed.
18	He describes the town of Descent and the political interplay between its factions. He knows of the mining of dreadium and the fact that Cristof Valder of Hawkmoon is related to a family of ghosts found at Area 11.
20	The Blood Governor is the true power in the Bonegarden. The lich is seeking a gem known as <i>Starfire</i> , and has promised Arturo an endless treasure if the gem is brought to him. Arturo surmises that <i>Starfire</i> will somehow permit the lich to escape, though he doesn't know how.
22	He provides the PCs with a vital piece of evidence concerning their own quest, whatever that may be. If the party has come looking for an item or person, Arturo points them in the right direction.

The stairs at the western end of the hall lead down 20 feet to Area 15].

**Medusa:** CR 7; hp 31; see the MM.

### 15]. The Denizen's Ally (EL 16)

One of the cacodaemon's former prisoners was a powerful priest of a dark god. The Denizen eventually murdered this man, but not before forcing him to protect the archway leading into the room with a *greater glyph of warding*. The first person of non-evil alignment who passes through the doorway triggers the *glyph*, which discharges a powerful acid blast that coats anyone within 5 feet of the target.

**Glyph of warding (acid) trap:** CR 8; spell; spell trigger; no reset; spell effect (*glyph of warding* [acid], 16th-level cleric, 8d8 acid, Reflex save [DC 16] for half damage); multiple targets (all targets within 5 ft.); Search (DC 28); Disable Device (DC 28).

The room beyond the trap appears as a crude bedchamber, with the furniture made from stone, as well as from bits of refuse taken from the cemetery. Over the years, the cacodaemon has kidnapped dozens of people from the cemetery above, putting them to work as miners. One particular victim, **Arturo**, recently came to terms with his captor. Arturo acts as the Denizen's "escape engineer," as well as his emissary to those other important NPCs in the cemetery, especially Ristiko and Karthe. Arturo knows as much about the Bonegarden as anyone. He is aware of the town of Descent and those who operate it. He knows that the *windmill of woe* controls the *nightmare* effect that enshrouds the cemetery every night. Most importantly, he knows that only a cleric can part the containment field; unfortunately for the Denizen, Arturo learned this fact only after the cacodaemon had slain the priest who could have provided escape.

**Arturo, Male Human Ftr 16:** CR 16; SZ M (6 ft., 1 in. tall); HD 16d10+48; hp 148; Init +6 (Dex, Improved initiative); Spd 30 ft.; AC 15 (+2 Dex, +3 armor), touch 12, flat-footed 13; BAB/Grp +16/+20; Atk +21 melee (1d10+6, bastard sword, crit 17-20) or +18 ranged; Full Atk +21/+15/+11/+6 melee (1d10+6, bastard sword, 17-20/x2) or +18/+13/+8/+3 ranged; AL LN; SV Fort +15, Ref +7, Will +7; Str 18, Dex 14, Con 16, Int 12, Wis 14, Cha 10.

**Skills:** Climb +22, Intimidate +19, Jump +22, Knowledge (the Bonegarden) +6, Search +3, Swim +8, Tumble +3. **Feats:** Cleave, Deflect Arrows, Dodge, Exotic Weapon Proficiency (bastard sword), Great Cleave, Great Fortitude, Improved Critical (bastard sword), Improved Initiative, Improved Sunder, Improved Unarmed Strike, Mobility, Power Attack, Spring Attack, Stunning Fist, Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

**Possessions:** bastard sword and studded leather armor.

**Personality:** Arturo is cautious and exacting, biding his time, always looking for an escape route. He trusts no one.

## 15J. The Denizen's Lair

Modify the following with regards to the PCs' particular light source or means of vision. This dark room is generally round in shape, although it doesn't take a skilled stonemason to see that the circle is far from perfect. The floor runs at a slight angle to the south. The walls, though generally smooth, have clearly been rendered by unskilled workmen. The room bears no torches, lamps, or anything of the kind; an indication that whoever dwells here has no use for artificial light. What must be some kind of crude sleeping bench or divan is shoved against the wall. An iron chest rests nearby. Poorly constructed shelves are heaped with bone fragments, potsherds, earthenware fragments, broken weapons, mismatched pieces of armor, helmets of various sizes, several musty backpacks, a pair of mud-caked boots, and one brightly polished skull, its right eye socket clogged with what appears to be a wax stopper. A large limestone slab serves as a worktable. Resting under paperweights of bone is a large, leathery map.

This is the cacodaemon's chamber. The debris on the shelves is that which he's collected from those men and women he's conscripted into his service over the years. The map is made of human and humanoid flesh, stitched carefully together. Three feet wide and weighing around 10 pounds, this bulky map is a fair rendition of the upper lands of the Bonegarden. This map has been reproduced as the **Player Handout**.

**Treasure:** Other than the map, there are several items of interest in the room, all of which are found on the shelves. If viewed under the power of *detect magic*, several items radiate a distinct magical presence.

**Iron Chest:** 2 in. thick; hardness 10; hp 60; Break (DC 28); Open Lock (DC 30). The chest weighs over 500 pounds and is stoutly locked. The cacodaemon carries the key. Within the chest is much of the wealth taken from various captives, including 548 pp, 303 gp, 1,298 sp, a golden tuning fork (100 gp), a suit of +3 *leather armor*, and a hand-carved plaque bearing the vague likeness of a prominent NPC from your own campaign, preferably a friend of the PCs. The plaque is worth 800 gp.

**The Potsherds:** Fully detailed in the Appendix, these fragile pieces of stoneware are three of the *pieces of her heart*.

**Armor Leg Piece:** This is the *lucid greave of jousting*, discussed in the Appendix.

**The Boots:** This pair of boots is odd due to the fact that both boots are for the left foot. These are the *boots of parity*, also described in the Appendix.

**The Skull (EL 7):** Actually, though the skull itself is non-magical, the waxen seal in the skull's eye socket is a magical device, displaying powerful abjuration magic. Anyone prying out the wax releases a genie named Fahkil. Green-eyed and gaunt, Fahkil is a type of genie

known as an abasheen, fully detailed in the Appendix. If liberated from the skull, Fahkil thanks the PCs and offers to enter into what he terms a "business arrangement." If the heroes are willing, Fahkil uses his contractual binding ability to seal the deal, which involves the PCs locating a child named Pilfi, who was lost in the Bonegarden with several of his friends. The abasheen has no idea where Pilfi is, or even if the child is still alive, but in return for the PCs' assistance, Fahkil offers to assist the PCs for a period of 24 hours, using the full range of his skills in whatever way he can. Pilfi is one of the children held hostage by Karthe in Area 14I. Fahkil insists on sealing the agreement with his contractual binding ability.

**Fahkil, Abasheen:** CR 7; SZ L Outsider (Air); HD 10d8+10; hp 55; Init +7 (Dex, Improved Initiative); Spd 20 ft., fly 50 ft. (perfect); AC 20 (-1 size, +3 Dex, +8 natural), touch 12, flat-footed 17; BAB/Grp +10/+17; Atk +12 melee (1d8+4, slam); Full Atk +12/+7 melee (1d8+4, slam); Face/Reach 10 ft./10 ft.; SA air mastery; SQ contractual binding, plane shift, spell-like abilities, telepathy; AL N; SV Fort +8, Ref +12, Will +13; Str 16, Dex 17, Con 12, Int 20, Wis 18, Cha 17.

**Skills:** Appraise +18, Bluff +16, Craft (any) +18, Diplomacy +16, Forgery +16, Gather Information +16, Intimidate +16, Knowledge (any) +18, Listen +17, Search +18, Spot +17, Sense Motive +17, Use Magic Device +16. **Feats:** Dodge, Improved Initiative, Iron Will, Lightning Reflexes.

## 15K. In Need of Rescue

Held inside this crudely worked, lightless room are three individuals captured and put to work by the cacodaemon. The chamber contains basic living amenities, including chamber pots, a small wood-burning cook stove, cots, blankets, and pails of stale but potable water. Each prisoner has a separate story to tell and perhaps a greater role to play in the PCs' ongoing explorations of the Bonegarden. All of the prisoners seek to escape, using their skills in whatever way they can in pursuit of this goal.

**Antonikul, Male Human Mnk8:** CR 8; SZ M; HD 8d8-8; hp 29; Init +2 (Dex); Spd 50 ft.; AC 14 (+1 Mnk, +2 Dex, +1 Wis), touch 10, flat-footed 12; BAB/Grp +6/+6; Atk +6 (1d10, unarmed); Full Atk +6/+3 melee (1d10, unarmed), or +5/+5/+0 melee (1d10, unarmed flurry of blows); SA ki strike; SQ evasion, fast movement, purity of body, wholeness of body (16 hp), slow fall (40 ft.), still mind (+2 vs. enchantment); AL LN; SV Fort +5, Ref +8, Will +7; Str 10, Dex 15, Con 9, Int 12, Wis 12, Cha 11.

**Skills:** Balance +13, Escape Artist +13, Jump +11, Listen +12, Move Silently +8, Ride +6, Tumble +10. **Feats:** Armor Proficiency (light), Blind-Fight, Deflect Arrows, Dodge, Improved Trip, Mobility, Spring Attack, Stunning Fist.

*Personality:* Antonikul fell from the sky. While soaring across the heavens on his griffon, Antonikul was attacked by a passing roc. His mount was slain, but thanks to his *ring of feather falling*, Antonikul survived the plummet to earth—only to be plucked off the ground by the Denizen. His ring is now in the cacodaemon's possession. He explains to the PCs how he came to be here; they might remember finding the griffon's body at Area 6. Antonikul is a logical, plodding thinker, in careful control of his emotions. He approaches any escape attempt as if it were a complex mathematical problem, analyzing the logistics of the situation before proceeding.

**Esben Iguth, Male Dwarf Ftr8:** CR 8; SZ M; HD 8d10+24; hp 82; Init +7 (Dex, Improved Initiative); Spd 20 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +8/+11; Atk +11 melee (1d3+3 subdual, unarmed) or +11 ranged; Full Atk +11/+6 melee (1d3+3 subdual, unarmed), or +11/+6 ranged; AL NG; SV Fort +9, Ref +5, Will +4; Str 17, Dex 16, Con 16, Int 12, Wis 14, Cha 9.

*Skills:* Appraise +3, Climb +14, Craft (stoneworking) +6, Intimidate +5, Jump +7, Listen +2, Spellcraft +3, Spot +2, Swim +11. *Feats:* Blindfight, Combat Reflexes, Improved Critical (scimitar), Improved Initiative, Skill Focus (Craft [stoneworking]), Track, Two-Weapon Fighting, Weapon Focus (scimitar).

*Personality:* Never let it be said that Esben Iguth failed to help a friend. Esben always goes the distance for his comrades, even if it means sacrificing his own goods, his time, and his gold. Esben despises hard liquor, and chastises those who abuse such spirits. He is a teetotaler, but a generally good-natured one. He is also a geologist and stoneworker, which makes him an invaluable addition to the Denizen's chain gang. He is fascinated by magic, hence his skill in Spellcraft. Esben came to the Bonegarden at the request of a friend who was seeking a set of magical pottery shards known as the *pieces of her heart*.

**Buu-Linh, Female Human Rog9/Asn5:** CR 14; SZ M; HD 14d6; hp 49; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +9/+8; Atk +13 melee (1d3-1, unarmed); Full Atk +13/+8 melee (1d3-1, unarmed); SA death attack, sneak attack (+8d6); SQ +2 save vs. poison, evasion, improved uncanny dodge, poison use, trap sense +3, trapfinding; AL NE; SV Fort +4, Ref +13, Will +6; Str 9, Dex 16, Con 11, Int 6, Wis 15, Cha 10.

*Skills:* Bluff +11, Craft (alchemy) +9, Diplomacy +2, Disable Device +9, Disguise +11, Hide +14, Intimidate +2, Listen +12, Move Silently +14, Perform (act) +16, Sleight of Hand +5, Spot +13. *Feats:* Improved Initiative, Improved Unarmed Strike, Leadership, Skill Focus (Perform), Weapon Finesse, Weapon Focus (unarmed).

*Personality:* Buu-Linh is a trained killer from the distant eastern realms, sent here to assassinate an upper-echelon member of the Hawkmoon thieves' guild. Before she reached that grand city, Buu-Linh detoured here to the Bonegarden in search of what she hoped to be the hidden treasure caches of powerful crime families. She did indeed discover such riches, but the Denizen captured her and brought her here to work as a miner and stonemason. Buu-Linh has been a prisoner for four months. She is tricky and deceitful. She is also a spirited actress, using her talents as a thespian to gain the PCs' trust. She upholds all bargains so long as they help her get through the gates and beyond the horrors of this place. However, she does not hesitate to thwart the party or even assassinate one of its members, if such an act somehow benefits her.

## 15L. The Well (EL 8)

As stated above, the cacodaemon came to the Bonegarden in search of a particular tome, *evening's variorum*, which was buried far below the Ossuary. His mining efforts eventually paid off in this chamber. Naturally formed, this pocket of air within the solid rock once held a small wooden dais with a metal chest resting atop it. The chest once contained the tome and now serves to keep safe the cacodaemon's other possessions. The appearance of the room has changed considerably since the cacodaemon's miners first entered here. Several years of traffic through this chamber eventually caused the floor to collapse, revealing a natural underground cistern. Now this space is spanned by a rickety bridge of wood suspended from the ceiling by a series of pitons. The prisoners in 15K know well the dangers of crossing this bridge, as they do it several times a day, always running so as not to be caught should the bridge collapse. When the floor first caved in, several unfortunate souls were drowned in the cistern waters but not entirely lost. They now haunt this area as **12 brine zombies**. For every 50 pounds of weight on the bridge at any one time, there is a cumulative 20% chance that the span collapses, dropping everyone on it into the watery lair of the brine zombies. Anyone swimming into the depths of the water finds the bottom at more than 100 feet down.

**Creatures:** Though brine zombies are usually sailors lost at sea, these horrors are a similar form of aquatic undead, roused when the souls of the deceased were invigorated by the magic of the Bonegarden. They attack anyone who swims into their lair. Their details are in the **Tome of Horrors**.

**Brine Zombies (12):** CR 1; SZ M Undead; HD 4d12; hp 26; Init -1 (Dex); Spd 30 ft., swim 30 ft.; AC 13 (-1 Dex, +4 natural), touch 9, flat footed 13; BAB/Grp +2/+2; Atk +4 melee (1d6+2, slam); SQ fire resistance (10), partial actions only, undead; AL NE; SV Fort +1, Ref +0, Will +4; Str 14, Dex 8, Con -, Int -, Wis 10, Cha 1.

*Feats:* Toughness.

### 15M. Escape Attempts (EL 10)

Evidence of mining is unmistakable here. Shovels, picks, crates, buckets, lanterns, and the like are heaped in messy profusion. Nearly every type of digging implement can be found here, although most of them are made from makeshift materials and have a tendency to break at inopportune times. The room bears heavy evidence of being a base camp for an extended mining operation, including bedrolls, potable water, and tasteless rations. Many tunnels lead off from this crudely carved room, but they all end abruptly upon striking the invisible containment field. Quite often creatures wander up to this chamber from Area 15N. The most recent visitors are **11 dire shadow rats**, creatures detailed in the *Tome of Horrors*. They attack immediately, flowing over the PCs in a chilling black wave.

**Dire Shadow Rats (11):** CR 3; SZ S Undead (Incorporeal); HD 1d12; hp 6; Init +3 (Dex); Spd 40 ft., climb 20 ft.; AC 15 (+1 size, +3 Dex, +7 deflection), touch 14, flat-footed 12; BAB/Grp +0/—; Atk +4 melee (1d4 temp. Str damage, incorporeal bite); SA create spawn, disease (filth fever, Fortitude DC 12 to avoid, incubation 1d3 days, 1d3 temp. Dex and Con damage), Strength damage; SQ incorporeal, scent, undead; AL N; SV Fort +0, Ref +3, Will +3; Str -, Dex 17, Con -, Int 1, Wis 12, Cha 10.

*Skills:* Hide +11. *Feats:* Weapon Finesse.

### 15N. The Way Out (EL 5)

This rough-cut tunnel winds several hundred feet to the town of Descent, detailed in Chapter Tree. The Denizen occasionally visits Descent, but always in disguise, quietly observing the inhabitants and plotting ways to exploit them. Lately these jaunts to Descent have become more common, as the cacodaemon grows increasingly frustrated with its confinement.

Recently a patch of **memory moss** has grown along the ceiling about 10 feet down the tunnel. As the tunnel is completely dark, the moss remains unseen to those who traverse this path. Anyone brandishing a light source may make a Spot check (DC 20 to notice what appears to be a discoloration on the ceiling). However, by that time the PCs are likely to be within 60 feet of the moss, forcing a random party member to make a Will save (DC 16) or lose all memory of the last 24 hours, including prepared spells. Further, the victim acts as if under a *confusion* spell for the next 1d4 hours. The memory moss is a hazard detailed in the *Tome of Horrors*.

### 15O. False Starts

Several tunnels lead away from Area 15M, each one several hundred feet long. These passages all encounter the containment field, at which point they end as if blocked by a *wall of force*. The Denizen has been digging for years, and these tunnels represent failed attempts to escape. Several of the tunnels turn and run along the containment field for dozens of feet in a futile effort to find even the slightest crease in the magical barrier.



## 16. The Crypt

What appears at first to be a crypt is actually one of the Bonegarden's most surreal sites. Housing a large underground complex, this crypt was never meant to be a burial site. In fact, this is not a crypt at all, but a fantastic space faring ship named the *Dissolution*.

The *Dissolution* crashed here and remains where it landed those many years ago. The inhabitants didn't survive the impact, thus no one was left to defend the ship. Since then, the dead have taken up residence inside. Though the PCs do not realize it at first, the ship is fashioned in the likeness of a dragon (much of the dragon's "body" still lies buried underground). Black in color, the vessel is constructed of an alien metal. Five levels divide the interior space into crew quarters, an upper and lower cargo hold, and living quarters for the rest of the ship's residents. **Ristiko** first discovered the ship and has employed masses of undead to dig it up. The top dome of the body is visible in an excavated pit. Two large doors breach the dome, to one side of the aesthetic spine along the dome's crest. These doors provide an egress for cargo and for Ristiko and his minions. The wings, head, and tail of the dragon like vessel remain safely hidden from sight. Anyone trying to guess the truth of the ship must first discover the clues inside. Skeletons and zombies labor day and night to exhume the ship, so that Ristiko can use it to leave the Bonegarden. Having learned the *Dissolution*'s true nature, he intends to use the ship to fly himself out of the cemetery once and for all.

Ristiko, Karthe's eternal foe, is now a vampire. He believes that through the magic of the ship, he can escape the Bonegarden, but as yet he has been unable to power it. Ristiko thinks, erroneously, that the problem lies in a missing pilot's chair. This chair long ago fell into the possession of the Blood Governor and now rests at Area 12F. Ristiko has neither the strength nor the desire to face the Blood Governor to retrieve the great throne, so he is looking for other ways of acquiring it while he exhumes the ship. Meanwhile, he remains in constant battle with Karthe (Area 14), whom he considers a traitorous dog, unfit even for this sickly mockery of life. Ristiko dreams of destroying Karthe forever, escaping the Bonegarden, and returning to a life of crime and revelry. He has several companions in his plot, as all six of the gang who were executed with him have also returned to unlife and remain loyal to him. Together, these **7 vampires** haunt the *Dissolution* and the Bonegarden in search of three things: (1) blood to sustain them, (2) bodies to raise as undead warriors and send at Karthe, and (3) a means to fly the ship to freedom. They are willing to trade information or aid for the missing pilot's chair, but under no circumstances do they reveal the true nature of the ship. If the PCs don't wish to cooperate with Ristiko, the vampires always need fresh blood.

### Inside the Dissolution

The ship is a contrast between being eerily vacant and full of raucous activity. There are no sources of light inside. Neither sound nor light seems to travel quite as it should. Voices are muted. All walls, floors, and ceilings are made of odd metal that resists polishing and seems to absorb more light than it reflects. The bulkheads are made of 2-inch-thick metal sheets joined together, for a total thickness of 4 inches. The doors are without handles and open by sliding into the bulkheads, running on tracks in the deck. At one time, the doors opened automatically, but the magic has long since waned, leaving the doors subject only to manual power. The ship is divided into five levels; from top to bottom they are: Upper Hold, Habitat Level 1, Control Level, Habitat Level 2, and Lower Hold. The PCs enter the Upper Hold and must work their way down to the bottom. The corridors are cramped and narrow, being only 5 feet wide, making combat difficult. The ceilings range from towering in the holds to overbearing on the other levels, being only 7 feet high. Not more than a few minutes goes by without hearing a ghostly sound. The lost souls of the Umali still stir here, and the PCs hear their conversations, their laughter, their cries of misery and fear; all in a strange and impenetrable tongue.

**Metal Walls:** 4 in. thick; Hardness 10; hp 100; Break (DC 30).

**Metal Doors:** 2 in. thick; Hardness 10; hp 80; Break (DC 30).

### The Dissolution

Once it is fully exhumed, the *Dissolution* looks something like a massive black dragon, though it is obviously a mechanical construction, cunningly crafted of metal and wood. The ship is 120 feet from bow to stern, with an 80-foot beam, a true monstrosity of the space lanes. Built by a star-faring race of humanoid creatures, the ship is actually a graven image of their god. The people called themselves the Umali, and Umalajix was the name of their lord. But the ambition of the Umali eventually brought them into conflict with more powerful forces. Unfortunately, their adversaries resorted to genocide to curb the Umali need for dominion. Umalajix, the mighty black dragon, was captured and imprisoned by agents of the rival race, and only a remnant of the Umali survived to build this fantastic ship and flee utter destruction. Eventually the Umali were assaulted, their ship damaged and they were only able to limp to this planet. The crash killed the few surviving Umali, leaving the ship vacant, save a few listless ghosts.



The undead denizens of the Bonegarden have looted the *Dissolution* of any evidence that it once housed the last souls of the Umali. Once there were stores of dry goods, building materials, a fully stocked kitchen and mess hall, as well as numerous personal effects of those who made up the crew. Now the vast cargo holds are empty and the living quarters feature bare metal shelves that once served as bunks. Though the ship is made of a strange metal from the Umali home world, the PCs might assume that the ship is only a crypt—albeit an elaborate one—the significance of which is unknown. The crew quarters appear as individual chambers used for interment, their metal biers now vacated by the risen dead.

### 16A. Archaeologists (EL 13)

Refer to the Crypt Map when the heroes approach. This is what appears to be the site of a major archaeological dig or other large-scale excavation. The poorly built two-wheeled carts that move around the dig site are propelled by the dead, perhaps as many as a hundred skeletons pushing, pulling, and dragging material and supplies from one point to another. Dozens of zombie workers press shovel blades into the soil, tirelessly throwing heaps of dirt on the carts manned by the skeletal porters. The sheer scope of the operation is amazing, as the undead horde has thus far dug up what appears to be the upper portion of a massive dome of dull black metal. Though it's obvious that most of the dome remains buried underground, already the zombies and skeletons have uncovered a section at least 20 feet high and 50 feet across. This is evidently a gigantic crypt. The building is accessed by a pair of semi-circular doors set into the very summit of the dome. The doors are on either side of a series of jagged crenellations that run like a spine along the dome's crest. No one passes through the doors, as the undead seem content to carry on their labor. Occasionally the air is pierced by the spine-tingling screech of a claw or shovel blade raking across metal. As there are very few shovels or picks in the Bonegarden, the undead diggers are working with modified coffin lids and grave-markers as tools.

These 70 skeletons and 60 zombies are no longer employed as soldiers in the war of attrition between the factions in power, but are being used as common laborers to unearth what is actually the *Dissolution*. They have already cleared the doors of debris. The doors are open, permitting access to Area 16B.

**Creatures:** The undead here are under Ristiko's control, and their sole agenda is to uncover the *Dissolution*. They do not stop to attack unless provoked. If even one of the undead is so much as touched, all 130 leave off their labors and attack, not stopping until the PCs are dead, tracking them wher-

ever they go in the cemetery. They use their daunting numbers to surround and overwhelm the PCs.

**Skeletons (70):** CR 1/3; hp 6; see the *MM*.

**Zombies (60):** CR 1/2; hp 16; see the *MM*.

### 16B. Upper Hold (EL 11)

Remember: Allow the players to believe this structure is just a large and strange crypt, but subtly give clues that all is not as it seems.

No map is provided for this room, as it is essentially a large oval with a domed ceiling and few remarkable features. It once held a lifetime's supply of food and durable goods, all the once mighty Umali could pack inside before fleeing their oppressors. Only shadows and whispers reside here now. A single rope ladder spans the distance from doors to floor, about 30 feet below. At the far end of the room, two ladders descend through the floor to the other levels. Mud cakes the floor from the ongoing digging activity above. Around the walls, the occasional rotting piece of rope or chain can be seen, fastened to metal grommets in the wall. As the PCs climb down the rope ladder to the floor of this expansive chamber, 16 shadow wolves detach from the gloom and attack, forcing at least some of the PCs to fight while clinging to the ladder.

**Creatures:** These shadows are not ordinary. Vampires often summon animals of the night to act as their minions, but the Bonegarden is unsafe for all living beings, including wolves. The pack of wolves that answered Ristiko's call are shadow wolves. The shadow wolf is detailed in the *Tome of Horrors*.

**Shadow Wolves (16):** CR 1/3; SZ M Undead (Incorporeal); HD 4d12; hp 40; Init +6 (Dex, Improved Initiative); Spd 50 ft.; AC 13 (+2 Dex, +1 deflection), touch 12, flat-footed 11; BAB/Grp +2/—; Atk +4 melee (1d4 temp. Str damage, incorporeal bite); SA Strength damage, trip; SQ incorporeal, scent, shadow blend, undead; AL CE; SV Fort +1, Ref +3, Will +5; Str -, Dex 15, Con —, Int 4, Wis 12, Cha 13.

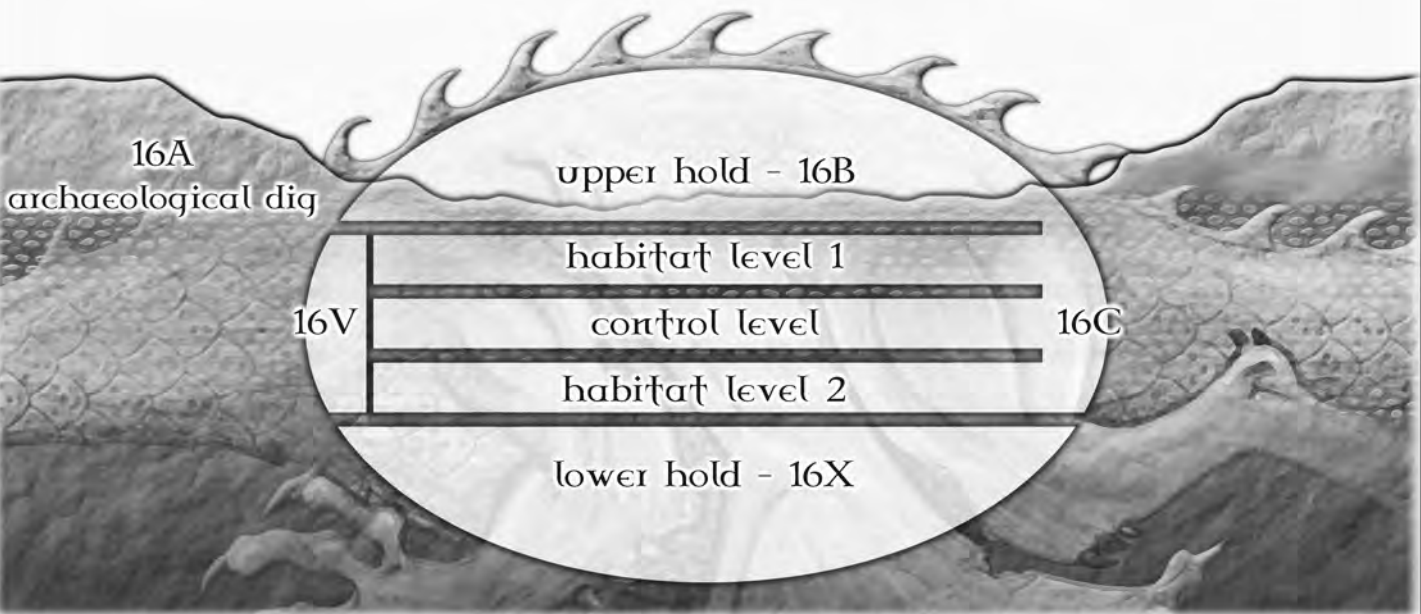
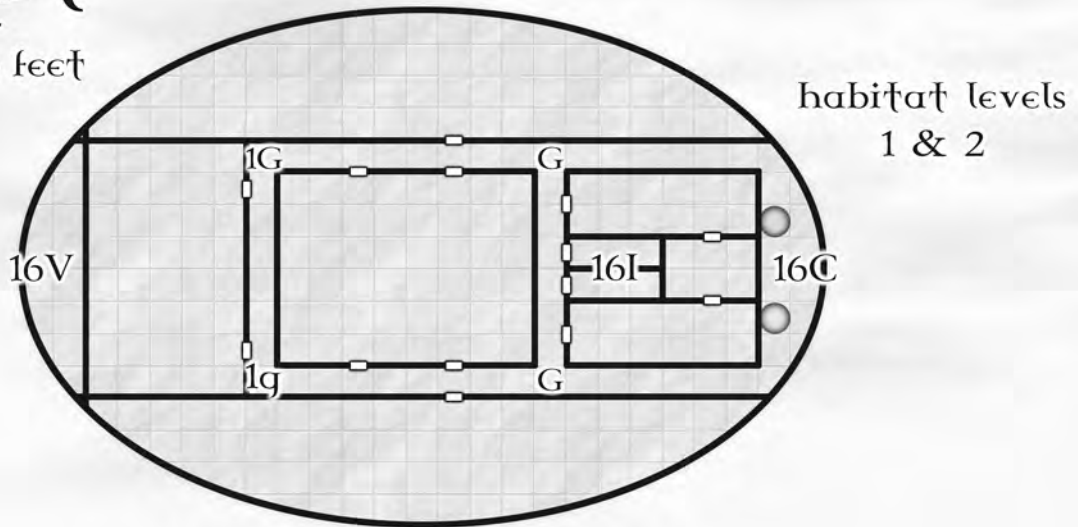
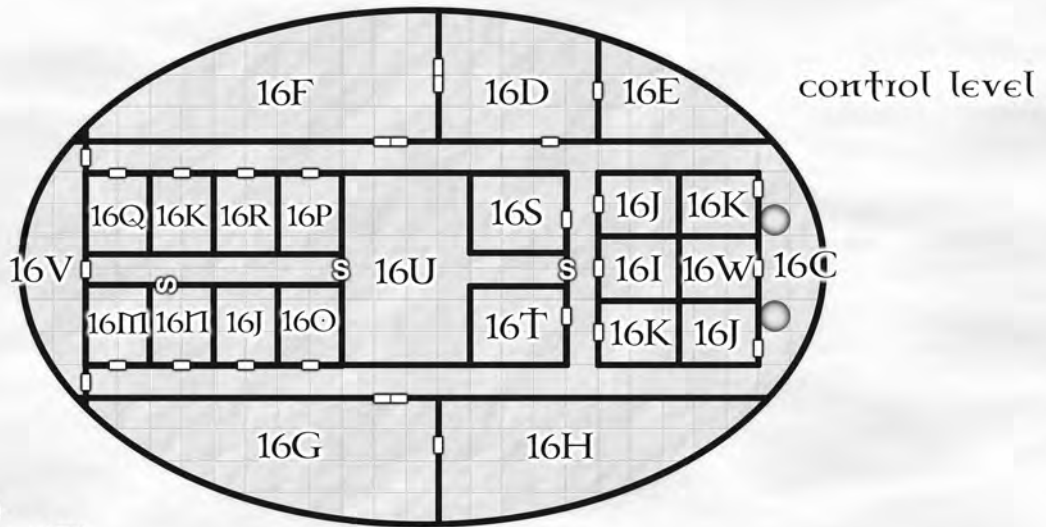
**Skills:** Listen +3, Spot +3, Survival +8. **Feats:** Alertness, Improved Initiative.

### 16C. Vertical Passage

At the far end of the hold a vertical shaft drops into darkness, reaching 22 feet to the floor below. Two metal ladders are secured to the wall of this shaft, allowing access to the levels below. The bottom of the shaft features a trap door that opens upon the Lower Hold (Area 16X). Two rings attached to the floor beside the trap door once supported a rope ladder that could be lowered into Area 16W. The rings are quite secure and easily accommodate the climbing rope of spelunking adventurers. Between the floor of 16B and the trap door to 16X, however, the PCs can access the middle three levels through

# The Crypt

1 square = 5 feet



open doorways that open into the shaft. Travelers must step off the ladder into the narrow hallways, one at a time, leading into the bowels of the ship; there are no landings, just rectangular holes in the wall next to the ladder. Three distinct levels can be accessed here. The two Habitat Levels sandwich the Control Level. Below is a brief summary of the three inner levels.

### Habitat Level 1 (EL Varies)

Refer to the *Dissolution* maps. Just below Area 16B is a floor once devoted to housing the Umali refugees. It is now given over to the victims of Ristiko and his brood. While the corridors are usually empty, several of the rooms are occupied by vampire spawn and other unsavory creatures. During the flight of the Umali, this level served as living quarters for half of the surviving population. The rooms are built mainly for sleeping, with a minimum of living space. At least three hundred people could be housed here, albeit uncomfortably. There are thirteen rooms on this level, two of which are for waste disposal, ten are sleeping chambers, and the largest is a room meant for recreation. The waste disposal rooms are similar to those of other levels and are described at Area 16I. The sleeping chambers are dominated by beds. Each bed is a metal shelf that the PCs likely confuse for a receptacle for the dead. They are stacked three high and a mere foot apart. The 7-foot-tall ceilings provide only 2 feet between each shelf, making them very cramped and uncomfortable. The Umali spent much of their waking time in the large room entertaining themselves when other duties weren't calling. There are **70 vampire spawn** ruling this level, the remnants of Ristiko's victims throughout his reign of terror. The PCs can encounter these creatures roaming the halls or lounging in one of the many rooms. It is up to you to place the spawn throughout the level, appearing singly and in groups of 4, 10, and even 20 spawn. Feel free to place a spawn seated upon the head, unable to ignore the force of habit, though they no longer produce waste. The spawn are decadent, hedonistic and rowdy. Some are sprawled upon dirty cushions lining the floors, some drink wine from skulls and pitch knives at a corpse for target practice, while still others engage in bloody brawls, contests of wit and strength. When the PCs encounter the vampire spawn, they break off their leisure activities to attack.

### Control Level

The middle of five levels, the control floor once contained housing for the crew of the *Dissolution*, as well as the galley area for the whole ship, and the bridge. Ristiko has made this floor his private domain, and all who dwell here do so by his favor. He and his crew sometimes inhabit individual chambers,

storing personal effects they might have gained since their demise, but normally they congregate for various reasons in the Control Room at Area 16U.

### Habitat Level 2 (EL Varies)

Just above the lower hold is another habitat level with the same floor plan as the one above. Use the same map as for Habitat Level 1, making a note of the spots marked with the letter G. A place of narrow hallways and echoing footfalls, this area is the domain of a unified group of undead warriors. Five years ago, 50 men and women entered the Bonegarden in force, seeking to break the enchantment that torments the dead souls interred here. Acting on the advice of a local sage, they believed they could end the ongoing horrors by laying all the undead to rest in a single night. It did not take long to realize their folly. Only five of the warriors escaped with their lives, only to lead a hunted existence as citizens of Descent. See Area 29 of Chapter Three for a history of their fate. As for their fellows, the 45 who were slain reanimated as a special form of wight. This new template, the Wight Player Character, is detailed in the Appendix, offering a way for PCs to return from the dead if they are slain in the Bonegarden. These wights can be found around any corner. Referee this area as one of surprises and unknowns, being the haunting place of the 45 wights. The wights have barricaded themselves in, venturing into the Bonegarden only to reconnoiter entrances to Descent. Their intention is to launch an attack upon this hamlet in an effort to destroy the living, especially their fellows who eluded their own fate. Each letter G on the map represents a guard post with 5 wights waiting behind a wooden barricade, armed with light crossbows and longswords. The remainder of the wights can be found sporadically throughout the level, in groups of 7. The wights still wear the remnants of their black and gold uniforms, similar to those of the men at Area 29, in Descent. PCs who have already encountered Rathon and his men below may recognize these undead as part of the same contingent.

**Leader, Male Human Wight Ftr9:** CR 10; SZ M Undead; HD 9d12; hp 58; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 22 (+1 Dex, +7 armor, +4 natural), touch 11, flat-footed 21; BAB/Grp +9/+12; Atk +13 melee (1d12+6, greataxe, crit 19-20/x3), +12 melee (1d4+3, slam plus energy drain), or +11 ranged (1d10, heavy crossbow, crit 19-20, range 120 ft.); Full Atk +13/+8 melee (1d12+6, greataxe, crit 19-20/x3), or +12/+7 melee (1d4+3, slam plus energy drain); SA create spawn, energy drain (Fortitude [DC 15] to remove); SQ undead; AL N; SV Fort +6, Ref +5, Will +4; Str 17, Dex 14, Con —, Int 12, Wis 12, Cha 13.

**Skills:** Climb +10\*, Craft +9 (carpentry), Intimidate +12, Jump +2\*, Move Silently +5\*, Ride +12. **Feats:** Blind-Fight, Cleave, Great Cleave, Improved Critical (greataxe), Improved Initiative, Precise Shot, Point Blank Shot, Rapid Shot, Power Attack, Weapon Focus (greataxe), Weapon Specialization (greataxe). \* Skills reduced by -5 armor check penalty.

**Languages:** Common and Dwarven.

**Possessions:** +1 banded mail, greataxe, heavy crossbow, and crossbow bolts (x20).

**Soldiers, Male Human Wight Ftr5 (44):** CR 6; SZ M Undead; HD 5d12; hp 32; Init +5 (Dex, Improved Initiative); Spd 30 ft.; AC 20 (+1 Dex, +5 armor, +4 natural), touch 11, flat-footed 19; BAB/Grp +5/+8; Atk +9 melee (1d8+6 [2 handed], longsword, crit 19-20), +8 melee (1d4+3, slam plus energy drain) or +6 ranged (1d8, longbow, crit x3, range 100 ft.); SA create spawn, energy drain (Fortitude [DC 11] to remove); SQ undead; AL N; SV Fort +4, Ref +2, Will +2; Str 17, Dex 13, Con —, Int 12, Wis 12, Cha 8.

**Skills:** Climb +4\*, Intimidate +5, Jump +4\*, Move Silently +4, Search +3, Spot +4, Swim +7, Tumble -2\*. **Feats:** Blind-Fight, Cleave, Improved Initiative, Power Attack, Track, Weapon Focus (longsword), Weapon Specialization (longsword). \* Skills reduced by -5 armor check penalty.

**Possessions:** Each man has chainmail armor and a longsword.

## 16D. Kitchen (EL 2)

The walls of this room are blackened and scorched by fire, as if many large explosions once wracked the inside of the chamber. Two bent metal tables lie in a ruined, twisted heap in the corner. Evidence of the equipment that once lined the walls remains in the form of discolored patches and dangling metallic pieces. This room was the ship's galley, where meals were prepared daily for the whole body of Umali. Everyone ate here, in shifts, making it one of the busiest places on the ship. When the undead in the graveyard discovered this room, they pulled it apart, causing several magical explosions. Eventually all but a few dozen pots, pans, and other kitchen items were scavenged and removed.

**Creature:** This room is haunted by a **poltergeist**, a creature that was once an Umali but was killed when the *Dissolution* crashed. The Bonegarden's magic transformed the man into a poltergeist, which hurls broken kitchen implements at the PCs as they enter the room. The poltergeist is completely invisible.

**Poltergeist:** CR 2; SZ M Undead (Incorporeal); HD 2d12; hp 13; Init +5 (Dex, Improved Initiative); Spd 10 ft., fly 20 ft. (good); AC 12 (+1 Dex, +1 deflection), touch 11, flat-footed 11; BAB/Grp +1/—; Atk +2 ranged (1d6, thrown object); SA fear (Will [DC12] to resist after being hit by object), throw object; SQ incor-

poreal, natural invisibility, undead, unnatural aura (30 ft.); AL LE; SV Fort +0, Ref +1, Will +4; Str -, Dex 13, Con -, Int 5, Wis 12, Cha 12.

**Skills:** Hide +6, Listen +3, Spot +3. **Feats:** Alertness, Improved Initiative.

**Tactics:** Unless quickly dispatched, the poltergeist flies around invisibly, tormenting the PCs with various hurled kitchen tools, even following them from the kitchen into the other parts of the ship.

## 16E. Pantry

Food was moved from the cargo holds to this room just before it was prepared for consumption. The barrels, crates, and kegs that occupied this room were long since destroyed or relocated to other locations in the cemetery. Nothing but echoes remain.

## 16F. Mess Hall (EL 9)

This room, where the Umali gathered to eat, is now the roost of a colony of **50 vampire bats**. A massive hull breach on the far wall allows egress for the bats to feed at night, though food is quite sparse in the Bonegarden, even when that food is nothing more than insects. Beyond the hole in the wall is a narrow cavern reaching up toward the light of day. This cave can be found from the outside with a Search (DC 15) of the specific patch of ground. With the ceilings only 7 feet above, the room feels extremely cramped, as the bats hang only inches above the heads of the PCs. Impress upon them the close and uneasy feeling caused by the warm, humid conditions and the furry creatures above.

**Creatures:** Ristiko summoned this colony of vampire bats. The vampire bat is a new monster appearing in the Appendix. The bats hang completely motionless, so long as the PCs try to maintain a modicum of stealth. If the PCs make no effort to be sneaky, make a Listen check for the bats with a DC equal to the lowest Dexterity score in the party. If they are roused, they burst into a whirlwind of black wings, blasting over and through the PCs on their flight to the aperture in the hull, using their swarm attack along the way.

**Vampire Bats (50):** CR 1/3; SZ D Animal; HD 1d8; hp 5; Init +2 (Dex); Spd 5 ft., fly 40 ft. (good); AC 16 (+2 Dex, +4 size), touch 16, flat-footed 14; BAB/Grp +0/-17; Atk +1 melee (1d2-5, bite plus poison); Face/Reach 1 ft./0 ft.; SA poison (Fortitude [DC 10] to resist, 1/1 temp. Con damage); SQ blindsight (120 ft.); AL N; SV Fort +2, Ref +4, Will +2; Str 1, Dex 15, Con 10 Int 2, Wis 14, Cha 4.

**Skills and Feats:** Listen +7\*, Move Silently +3, Spot +9\*. **Feats:** Dodge. \* Denotes the inclusion of a +4 racial bonus.

**Treasure:** The floor is thick with dried bat dung. Embedded in this hardened guano is a *ring of warmth*,

discovered on a Search check (DC 14). Strange broken pipes and odd wires protrude from the walls at the breach. These are some of the ship's "veins," conduits for the flow of magic when the ship is moving. Anyone casting *legend lore* or a similar spell gleams this from the mess, but in no way can these ship's innards be manipulated to any beneficial end.

### 16G. Storage (EL 10)

All things pertinent to maintaining the ship were stored here, making them readily available to the crew. What survived the crash was scavenged by the residents of the cemetery, leaving a vacant room. Ristiko has posted **4 vampire spawn** here as guards for the prisoners in the next room. Additionally, Ristiko has chained a captured **umber hulk** to the wall between the doors, to serve as one more guardian. It is impossible to pass through the opposite door out of range of the beast. The vampire spawn and the umber hulk attack the PCs as soon as they spot them.

**Vampire Spawn (4):** CR 4; hp 30; see the **MM**.

**Umbur Hulk:** CR 7; hp 76; see the **MM**.

**Treasure:** The only thing in this room is a gracefully carved greatclub, lying forgotten in the corner. It belongs to the centaur in the Brig.

### 16H. Brig

There are **3 prisoners** here in various states of demise. One of them is dead, his spirit roaming the cemetery as a wraith. The second is a centaur named Gallian, who was captured when curiosity led him into the Bonegarden. The third is a female dwarf named Tantorina, who came to the cemetery in search of antique headstones, as part of her work as a stonemason in Hawkmoon. She was hoping to conduct research on the old grave markers. Her escorts were quickly killed by a sortie of wights. Ristiko spared her life. He plans to save her for a future meal.

The dead body rots where it fell, giving off a horrible stink. Gallian has shoved the corpse as far away as possible. He and Tantorina huddle in the opposite corner, knowing that their doom shall soon befall them. Gallian and Tantorina have formed an unlikely but steadfast bond during their incarceration. They refuse to be separated. If the PCs enter the Brig, the prisoners suspect that the vampires have finally come to kill them, and they hang their heads in defeat. It might take several minutes for the heroes to convince this pair of their good intentions. If the PCs succeed through superior roleplay in marshaling Gallian's and Tantorina's courage, the two join them in their efforts to explore and eventually to escape the Bonegarden.

**Gallian, Centaur:** CR 3; hp 28 (currently 3); see the **MM**.

**Tantorina, Female Dwarf (mountain) War2:** CR 1; SZ M; HD 2d8+2; hp 12; Init +0; Spd 20 ft.; AC 10;

BAB/Grp +2/+3; Atk +4 melee (1d3 subdual, unarmed); SQ darkvision (60 ft.), stonemason, +2 racial bonus on saves vs. poison and spells, +1 racial bonus on attacks against goblinoids; AL NG; SV Fort +4, Ref +0, Will +0; Str 12, Dex 11, Con 13, Int 10, Wis 10, Cha 13.

**Skills:** Appraise +3, Climb +4, Craft (stonemason) +3, Jump +4. **Feats:** Weapon Focus (dwarven waraxe).

### 16I. The Head

This vacant room is much like the other cells that served the Umali as crew quarters, though in place of the metal bunks, a round seat with a hole in the center is affixed to the floor near the back of the room. Approximately 2 feet high, the seat is featureless and obviously designed to accommodate a seated individual. The bottom of the vacant area formed by the hole in the middle is enchanted with a permanent effect similar to a *disintegrate* spell, and anything that touches the bottom vanishes instantly. Living tissue is entitled to a Fortitude save to negate the effect (DC 20). The Umali crew used this room as a latrine, and the seat provides an efficient way to dispose of waste. Unwary PCs may inadvertently dispose of something more important. Resting beside the latrine is a book entitled, *The Conquests of Bosworth the Great*.

### 16J. Empty Crew Quarters

These rooms once served as the crew quarters for the traveling Umali. Each room has a metal sleeping cot that you should describe to the PCs as a bier or catafalque, as they may still believe that they are exploring a giant tomb. These chambers are empty, their strange metal walls sometimes scratched with odd markings and illegible words.

### 16K. Inhabited Crew Quarter (EL 7)

Currently **3 vampire spawn** lair here. These spawn were created by Ristiko and now await his next command. Their room is strewn with refuse, the walls decorated with dried blood.

**Vampire Spawn (3):** CR 4; hp 30.

### 16L. Memories of the Past

The door to this room is wedged shut, damaged from the crash, leaving the contents untouched for decades. It can be opened on a Strength check (DC 16), broken down, or accessed by magical means. Remember to refer to the **Inside the Dissolution** sidebar for wall and door statistics. Inside is the following:

A small desk and cane-bottom chair rest against one wall, their legs set into metal tubes affixed to the floor. A set of chains, running horizontally across the writing surface of the desk, holds a single piece of

parchment flat against the surface, as if to keep it from sliding. The remainder of the writing surface is free of adornment. A series of small drawers, stacked two high, run the width of the desktop, forming a low shelf at the back of the desk. The top row of drawers is edged by a metal strip with nine evenly spaced rings above each set of drawers. Nine rods pass through similar rings in each drawer and sit neatly in holes in another metal strip mounted in front of the bottom drawers. This appears to be an elaborate means of keeping the drawers from opening accidentally—something one might find on a sailing ship, prone to the whim of the tossing waves. The metal shelf has a mattress resting on it and is neatly made, though the linens are moldy and riddled with small holes. Unlike the other cells, the smell here is not musty, but faintly reminiscent of gardenias. A metal chest rests under the bed, featuring a worn-looking lock. Next to it a lone quill lies undisturbed in the dust.

This room once exemplified the living amenities aboard the ship, boasting a solidly made desk designed to keep its contents steady during unexpected movements in space. The parchment held to the desk is a page from the diary of the ship's purser. The use of magic is required in order to understand the strange runes of the Umali language. Once comprehended, the diary page tells enough of the story of the Umali to understand their origins and fate. The desk drawers can be opened by sliding the rods up and out of the rings. Inside are a few blank parchment scrolls, with a collection of quills and a bottle of dried ink. One drawer contains what appears to be a detailed inventory of bulk goods including food, water, wine, household items and various maintenance supplies. Anyone making a Profession (sailor) check (DC 10) recognizes this as a ship's manifest, just by observing the general form and content of the list without knowing the language. A lower drawer contains a letter from a grandmother to her granddaughter, along with a silver locket containing a snippet of an auburn curl. The remaining drawers contain dried flower petals of several varieties. The quill in the dust is entirely ordinary. The metal chest holds a pair of leather boots and neatly folded breaches, a tunic and a green tabard, as well as a small bag of 10 gold pieces of a foreign design. These Umali coins feature the visage of a dragon. Embossed on the coin in the Umali tongue is the word "Umalajix."

**Metal Chest:** 1 in. thick; hardness 10; hp 15; Break (DC 28); Open Lock (DC 18).

### 16M. Orleeza's Room (EL 4)

Orleeza is the sorcerer and pragmatist of the group. Her quarters are spartan in the extreme. Her coffin rests perfectly upon the metal shelf, as if it were designed to hold it there. An acid trap protects the coffin. Ristko forced a captured priest to inscribe several *glyphs of warding* upon the vampires' coffins. The priest now resides in Area 16T.

**Glyph of warding (acid) trap:** CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding* [acid], 5th-level cleric, 2d8 acid, Reflex save [DC 15] for half damage); multiple targets (all targets within 5 ft.); Search (DC 28); Disable Device (DC 28).

### 16N. Ristiko's Room (EL 10)

Ristiko's room appears much like those of his fellow vampires, very spartan and nearly unadorned, the one exception being the **Treasure** described below. Resting upon the metal bier, his coffin is a sleek black affair made of lacquered rosewood, tooled with images of cherubic figures. The coffin is protected by a poison gas trap that emits gas into the room if it is opened.

**Poison Gas Trap:** CR 10; mechanical; location trigger; repair reset; gas; multiple targets (all targets in the room); never miss; onset delay (1 round); poison (burnt othur fumes, Fortitude [DC 18] to resist; 1/3d6 Con); Search (DC 25); Disable Device (25).

A secret door (Search DC 15) is located behind the metal bed, accessed by stepping onto the shelf. Beyond the door is a narrow, 2 1/2-foot wide hallway running behind the rooms. Also off this hall are secret doors to Jakal's room (16S), the Control Room (Area 16U), and the acid storage room (Area 16V). See the Crypt Map for details.

**Treasure:** Only one adornment is to be found here, an elegant oil painting of a stunning woman, her eyes brimming with desire. She is captivating to behold. Ristiko once caught a man in the cemetery who possessed a deft artistic hand. The vampire ordered the creation of this painting, and then killed the painter upon its completion. PCs who have seen Tereza in Area 14H recognize the resemblance immediately.

### 16O. Phosphor's Room (EL 3)

Of the 7 vampires, four besides Ristiko were rogues in life and have spent their time constructing traps for the various rooms they each chose to hold their coffins. Phosphor specialized in moving stolen goods and had many contacts in Hawkmoon and surrounding towns. His room is filled with weapons and other items that he might have pawned if he wasn't a prisoner of the Bonegarden. Longswords, shortbows, daggers, and several shields lean against the wall. Two empty urns inlaid with copper and jade (100 gp each) sit in the corner. A graven stone marker depicting a vulture lurks over a coffin resting upon the metal bier. Opening the coffin sets off the *glyph of warding acid trap*.

**Glyph of warding (acid) trap:** CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding* [acid], 5th-level cleric, 2d8 acid, Reflex save [DC 15] for half

damage); multiple targets (all targets within 5 ft.); Search (DC 28); Disable Device (DC 28).

### 16P. Reece's Room (EL6)

Reece was the company's box man, a specialist at disarming traps and picking locks. Besides the coffin placed upon the metal shelf, there is a metal strongbox below the shelf. The coffin has a *glyph* inscribed upon it, while the box is protected by an electrical trap.

**Lightning bolt Trap:** CR 4; magic device; proximity trigger (alarm); automatic reset; spell effect (*lightning bolt*, 5th-level wizard, 5d6 electricity, Reflex [DC 14] for half); Search (DC 26); Disable Device (DC 25).

**Glyph of warding (acid) trap:** CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding* [acid], 5th-level cleric, 2d8 acid, Reflex save [DC 15] for half damage); multiple targets (all targets within 5 ft.); Search (DC 28); Disable Device (DC 28).

**Treasure:** Wrapped in a bloody handkerchief bearing a monogrammed "RM" is one of the *pieces of her heart*.

### 16Q. Malador's Room (EL2)

Malador and Caylous were pick-pockets, working the markets and streets of Hawkmoon by day and reveling in the encampment of the Crimson Scourge at night. Malador still keeps 23 purses of his victims in a burlap sack beneath the metal bed supporting his coffin. A lead weight rests in the bottom of the sack, making it weigh about 15 pounds. The weight holds down a lever, and when it is removed, a gout of flame bursts from beneath the coffin, reaching well into the corridor and scorching the opposite wall. The purses are empty.

**Flame Jet Trap:** CR 3; mechanical; touch trigger (removing weight); manual reset; multiple targets (1-ft.-wide by 50-ft.-long); 3d6 fire; Reflex

### 16R. Caylous's Room (EL5)

Like the other quarters, this room has a single metal bier with a coffin placed on top of it. Marking this room as unusual is the recently slain body of a minotaur adventurer that Caylous discovered sneaking around the cemetery. Only minutes before the PCs arrived here, the minotaur roused from its death as an undead as per the **Wight Player Character** information in the Appendix. The minotaur attacks the PCs when they enter.

**Minotaur Wight:** CR 5; SZ L Undead; HD 6d12; hp 39; Init +1 (Dex); Spd 30 ft.; AC 19 (-1 size, +1 Dex, +9 natural), touch 10, flat-footed 18; BAB/Grp +6/+16; Atk +10 melee (1d6+5, slam plus energy drain); Full Atk +10/+5 melee (1d6+5, slam plus energy drain), +5 melee (1d8+2, gore); Space/Reach 10 ft./10 ft.; SA charge 4d6+7, create spawn, energy drain (Fortitude [DC 14] to remove); SQ natural cunning, scent, undead; AL CE;

SV Fort +4, Ref +6, Will +6; Str 21, Dex 12, Con —, Int 7, Wis 12, Cha 12.

**Skills:** Intimidate +6, Jump +9, Listen +9, Move Silently +9, Search +6, Spot +9. **Feats:** Blind-Fight, Great Fortitude, Power Attack.

**Possessions:** The minotaur wears a wide leather belt bearing a bronze buckle, emblazoned with the symbol of crossed lightning bolts (8 gp). The PCs might recognize this symbol as matching that found on a battleaxe lying on the ground in the cemetery at Area 9A.

### 16S. Jakal's Room (EL3)

Jakal's coffin rests upright, leaning against the wall in a far corner. A *glyph* similar to those above is carved into the surface, though this one fills the room with extreme cold. Upon the metal bed lie the fetishes Jakal has collected from his victims. He has something from everyone he has killed, and these fifteen items testify to his taste for blood. Among the curios placed here are a red scarf, an ivory comb (25 gp), a pair of dirty brown gloves, and a bone-handled knife. Place any other trinket here you feel is appropriate, from the mundane to the macabre. Anyone using *detect magic* notices one of the items glows with a faint green aura.

**Glyph of warding (cold) trap:** CR 4; spell; spell trigger; no reset; spell effect (*glyph of warding* [cold], 5th-level cleric, 2d8 cold, Reflex save [DC 15] for half damage); multiple targets (all targets within 5 ft.); Search (DC 28); Disable Device (DC 28).

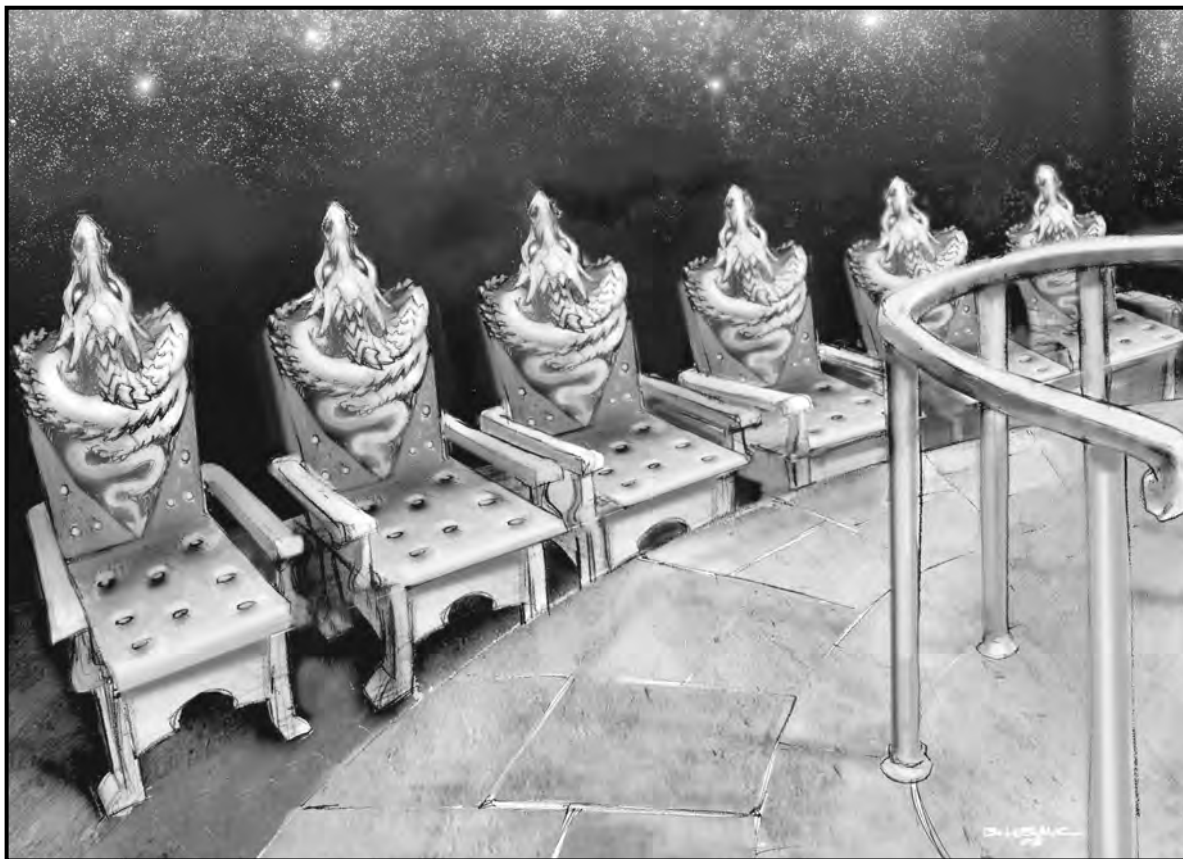
**Treasure:** The dirt-caked gloves are actually *gloves of arrow snaring*.

A secret door (Search DC 15) is located behind the metal bed, accessed by stepping onto the shelf. Beyond the door is a narrow, 2 1/2-foot-wide hallway running behind the rooms. In the hall there are secret doors to Ristiko's room (16N), the Control Room (Area 16 U) and the acid storage room for the ship's forward weapon (Area 16V). See the Crypt Map for details.

### 16T. Holy Rites (EL7)

Four priests have transformed this chamber into a shrine to their god. Upon the metal bier, a bowl of hammered bronze is flanked by four brass candleholders. Inky black smoke clouds the room, even though only one of the candles burns now. Four men in pristine robes kneel before the makeshift altar in unanswered prayer. When the PCs enter, the priests turn to face them, the glow of holy fire burning in their eyes. These are 4 **huecuvas**, skeletal-headed humanoids with worm-ridden bodies. They wear the tattered remains of the sacerdotal garb they wore in life.

**Creatures:** These huecuvas were once good-aligned clerics, but they turned from their god to paths of pure evil. If they strike an enemy, they infect them with a



disease, forcing a Fortitude save (DC 12) to avoid taking damage of 1d3 temporary Dexterity points and 1d3 temporary Constitution points. This disease has an incubation period of 1d3 days, so it's likely that infected PCs won't even realize they've contracted the malignancy. They are detailed in the *Tome of Horrors*.

**Huecuvas (4):** CR 3; SZ M Undead; HD 2d12; hp 15; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +5 natural), touch 12, flat-footed 15; BAB/Grp +1/+2; Atk +2 melee (1d4+1, claw plus disease); SA disease (filth fever, Fortitude [DC 12] to resist, incubation 1d3 days, 1d3 temp. Dex and Con dam); SQ change self, damage reduction (10/magic), turn resistance (+2), undead; AL CE; SV Fort +1, Ref +2, Will +4; Str 12, Dex 14, Con —, Int 4, Wis 12, Cha 10.

**Skills:** Hide +7, Listen +2, Spot +2. **Feats:** Improved Initiative.

**Tactics:** The heavy smoke in the room obscures vision, giving one-half concealment (20% miss chance) to everyone within it. The huecuvas use their *disguise self* ability to confuse the PCs into thinking the room is occupied by actual priests instead of their undead bodies.

**Treasure:** The candles and the bowl are obviously makeshift devices, fashioned from cemetery leftovers to serve these fallen priests. The items have no value.

## 16U. Control Room (EL 15)

Six ornately carved chairs of darkly stained mahogany dominate this room. Each chair depicts a serpentine figure etched into its back, twisting to a grossly oversized dragonhead at the top. The head of the dragon features an open maw spewing an unknown substance in a thin stream. The room is otherwise unremarkable except for the walls and a raised dais facing the chairs. Around the perimeter of the room, the heavens have been imprinted upon the walls. Each wall features a different view of the stars, seemingly carved into the surface. The dais supports a handrail three feet tall in a semicircular shape. Anyone standing upon the dais would have a view of the stars upon the wall facing the chairs, as if this were an observation platform.

What used to be the main bridge of the Umali ship is now a throne room of sorts for Ristiko and his company. The 7 vampires meet here to formulate plans for their domination of and escape from the cemetery. Crudely drawn maps of the Bonegarden, featuring the location of many of the detailed sites and places where the wall has deteriorated, are strewn about the floor. Goblets half-filled with wine rest upon the dais. Ristiko's band was accustomed to the finest lifestyle before their arrest and they see no reason why that has to end. As vampires, they can live indefinitely in any way they choose and they intend to make the best of this existence. Only their incarceration stands in their way. The entire group lounges here, plotting their next move.



These chairs are used to control the ship. There are six chairs spread across the room, evenly spaced except for an obvious gap at one end; the seventh and final chair is obviously missing. The missing chair is in the possession of the Blood Governor, in Area 12F. If the PCs have already visited there, they may recognize the similarity between the chairs. Each chair controls a separate function of the ship. The crewmembers sit in the chairs which link to the occupants telepathically allowing them to access the central “brain” of the ship and control the flight and weapons. The center chair is the only one that needs to be occupied to fly the ship though assistant pilots usually sit to either side to allow for full maneuverability. See the sidebar on **Flying the Dissolution** for full details on repairing and running the ship. The dais functions in a similar manner, allowing a navigator to view complex star charts and plot courses. When the ship functioned properly, mounting the dais provided the user with the ability to summon any portion of the heavens to be viewed, moving the apparent “carvings” to display the appropriate coordinates in space. This magic star chart no longer works, as the ship’s systems have been shut down for several years. This navigational platform now serves Ristiko as a low table, its former use long lost.

Found on a Search check (DC 20) is a secret door leading to a narrow hall behind the crew quarters. On this hall, secret doors (Search DC 20) also open onto Ristiko’s room (16N), Jakal’s room (16P) and the acid storage chamber (16V).

**Ristiko, Male Human Vampire Rog10:** CR 12; SZ M Undead; HD 10d12; hp 90; Init +10 (Dex, Improved Initiative); Spd 30 ft.; AC 22 (+6 Dex, +6 natural), touch 16, flat-footed 16; BAB/Grp +7/+11; Atk +11 (1d6+4, slam plus energy drain), +16 melee (1d6+6, +2 rapier, crit 18-20), or +13 ranged; Full Atk +11/+6 melee (1d6+4, slam plus energy drain), or +16/+11 melee (1d6+6, +2 rapier, crit 18-20), or +13/+8 ranged; SA blood drain (1d4 perm. Con drain), children of the night, create spawn, domination (range 30 ft., Will [DC 19] to resist), energy drain (Fortitude [DC 19] to remove), sneak attack (+5d6); SQ alternate form, damage resistance (15/+1), improved evasion, fast healing (5), gaseous form, improved uncanny dodge, resistance (cold and electricity 20), spider climb, turn resistance (+4), trap sense +3, trapfinding, undead; AL CE; SV Fort +3, Ref +15, Will +5; Str 19, Dex 22, Con -, Int 17, Wis 14, Cha 18.

*Skills:* Appraise +11, Balance +8, Bluff +22, Climb +14, Diplomacy +18, Disable Device +13, Disguise +14, Gather Information +14, Hide +25, Intimidation +6, Jump +6, Listen +22, Move Silently +25, Open Lock +15, Search +23, Sense Motive +19, Sleight of Hand +8, Spot +21, Tumble +15, Use Magic Device +12. *Feats:* Alertness, Combat Reflexes, Dodge, Improved Initiative, Leadership, Lightning Reflexes, Mobility, Weapon Finesse, Weapon Focus (rapier).

*Languages:* Common, Orc, and Undercommon.

*Possessions:* lens of detection, +2 rapier.

**Orleeza, Female Human Vampire Sor8:** CR 10; SZ M Undead; HD 8d12; hp 64; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 23 (+4 Dex, +6 natural, +3 amulet), touch 14, flat-footed 19; BAB/Grp +4/+5; Atk +5 melee (1d6+1, slam plus energy drain) or +8 ranged; SA blood drain (1d4 perm Con drain), children of the night, create spawn, domination (range 30 ft., Will [DC 19] to resist), energy drain (Fortitude [DC 19] to remove); SQ alternate form, damage resistance (15/magic), fast healing (5), gaseous form, resistance (cold and electricity 20), spider climb, turn resistance (+4), undead; AL CE; SV Fort +2, Ref +8, Will +7; Str 13, Dex 18, Con —, Int 14, Wis 13, Cha 20.

*Skills:* Bluff +20, Concentration +16, Diplomacy +7, Hide +12, Intimidate +7, Knowledge (arcana) +13, Knowledge (history) +13, Listen +11, Move Silently +12, Search +10, Sense Motive +9, Sleight of Hand +6, Spellcraft +15, Spot +13. *Feats:* Alertness, Combat Reflexes, Craft Wondrous Item, Dodge, Improved Initiative, Leadership, Lightning Reflexes, Silent Spell, Spell Penetration.

*Arcane Spells Known* (cast per day: 6/8/7/6/4; base DC 15): 0—*dancing lights, daze, detect magic, light, mending, ray of frost, read magic, resistance*; 1st—*burning hands, charm person, detect secret doors, identify, magic missile*; 2nd—*invisibility, mirror image, web*; 3rd—*dispel magic, lightning bolt*; 4th—*fire trap*.

*Languages:* Common and Orc.

*Possessions:* +3 amulet of natural armor, ioun stone (lavender ellipse).

**Jakal, Male Half-Orc Vampire Ftr7:** CR 7; SZ M Undead; HD 7d12; hp 60; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 19 (+3 Dex, +6 natural), touch 13, flat-footed 16; BAB/Grp +7/+15; Atk +15 melee (1d6+8, slam plus energy drain), +16 melee (2d4+14, spiked chain, 10 ft. reach), or +10 ranged; Full Atk +15/+10 melee (1d6+8, slam plus energy drain), or +16/+11 melee (2d4+14, spiked chain, 10 ft. reach), or +10/+5 ranged; SA blood drain (1d4 perm. Con drain), children of the night, create spawn, domination (range 30 ft., Will [DC 11] to resist), energy drain (Fortitude [DC 11] to remove); SQ alternate form, damage resistance (15/+1), fast healing (5), gaseous form, resistance (cold and electricity 20), spider climb, turn resistance (+4), undead; AL CE; SV Fort +5, Ref +7, Will +5; Str 26, Dex 16, Con -, Int 9, Wis 13, Cha 7.

*Skills:* Bluff +6, Climb +10, Craft (blacksmithing) +2, Diplomacy +0, Handle Animal +1, Hide +11, Intimidate +0, Listen +11, Move Silently +11, Ride +5, Search +7, Sense Motive +9, Sleight of Hand +5, Spot +11. *Feats:* Alertness, Combat Reflexes, Dodge, Exotic Weapon Proficiency (spiked chain), Improved Initiative, Iron Will, Lightning Reflexes, Weapon Focus (spiked chain), Weapon Specialization (spiked chain).

## Flying the Dissolution

As noted above, the ship is powered by a central brain, which is currently non-operational. This “brain” is a combination of magic and mechanics, and requires skill in Spacefaring (Dex) (trained only) and Knowledge (space vessels) (Int) to repair and control. Anyone making a successful Knowledge (space vessels) check (DC 15 can make the necessary repairs in 4d6 days, once the ship is fully exhumed and the extent of the damage is ascertained. Of course, the catch is learning the appropriate skill, as no one outside the Umali has any knowledge of the ship. Consulting a sage in Hawkmoon (or another large city) or using the arcane spells *vision* or *wish* grant the spellcaster a vague impression of the knowledge he seeks and, at your option, where to find it. This should entail an adventure in itself, probably taking the PCs to the Outer Planes to retrieve some tome or rescue the sole living Umali from eternal torture.

Should the ship be restored to working order, all of the systems function properly. The doors can once again be opened and closed magically with a word by anyone who stands before them. The star charts in the control room can summon any coordinates in space, allowing a competent navigator to plot a course through the stars. The chairs once again control the operation of the ship. The chairs may be used by anyone with a successful Spacefaring check (DC 10), or a Use Magical Device check (DC 22). The chairs operate telepathically, connecting to the user’s brain and allowing them to exert control over the vessel. The central chair controls the flight of the ship and thus only one pilot is required to control space borne movement. However, if both of the adjacent chairs are also occupied, the ship’s speed increases by a factor of 30 and the maneuverability increases to fair, as the ship taps the additional psychic power to deliver more thrust. The next two chairs control weapons to either side of the vessel. These weapons, two light ballistae, are mounted under the wings. Finally, the chair to the extreme right controls the aft weapon, a heavy ballista, mounted under the tail of the ship. These weapons fire bolts of energy, so that they never need to be reloaded. The missing chair, once installed on the far left, controls the ship’s forward breath weapon, a stream of acid, as per an adult black dragon. This chair is located in Area 12F of the Blood Governor’s lair. The magic of the ship maintains pressure and atmosphere for those aboard, allowing travel virtually anywhere. If you include space faring vessels in your campaign, the *Dissolution* has the following statistics:

**The *Dissolution*:** SZ Colossal; Face 80 ft. by 120 ft.; Crew 12/24; hardness 15; hp 300; Init -8; Spd fly 60 ft. (poor); AC 8 (-8 size, +6 natural); Armament (port/starboard): light ballista (3d6), Armament (aft): heavy ballista (5d6), Armament (forward): acid stream (12d4, Fortitude save [DC 23] for half); SQ submersible; Landing: land, water; Cargo 10 tons.

*Possessions:* Spiked chain, *boots of speed*.

**Phosphor, Reece, Malador, Caylous, Male Human Vampire Rog6:** CR 8; SZ M Undead; HD 6d12; hp 50; Init +9 (Dex, Improved initiative); Spd 30 ft.; AC 21 (+5 Dex, +6 natural), touch 15, flat-footed 16; BAB/Grp +4/+8; Atk +8 melee (1d6+4, slam plus energy drain), +8 melee (1d6+4, short sword, crit 19-20), or +9 ranged; SA blood drain (1d4 perm. Con drain), children of the night, create spawn, domination (range 30 ft., Will [DC 14] to resist), energy drain (Fortitude [DC 13] to remove), sneak attack (+3d6); SQ alternate form, damage resistance (15/+1), evasion, fast healing (5), gaseous form, resistance (cold and electricity 20), spider climb, trap sense +2, trapfinding, turn resistance (+4), uncanny dodge, undead; AL CE; SV Fort +2, Ref +12, Will +4; Str 19, Dex 20, Con -, Int 16, Wis 14, Cha 13.

*Skills:* Appraise +12 (+15\*), Bluff +18, Climb +13, Diplomacy +5, Disable Device +12, Hide +22, Intimidate +12, Listen +21, Move Silently +22, Open Lock +14 (+17\*), Search +20, Sense Motive +10, Sleight of Hand +16 (+19\*), Spot +21. *Feats:* Alert-

ness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Mobility, Skill Focus (varies\*).

\* Each rogue has a different Skill Focus. Add a +3 bonus to the appropriate skill: Phosphor-Appraise, Reece-Open Lock, Malador and Caylous-Sleight of Hand.

*Languages:* Common, Orcish, and Undercommon.

*Possessions:* Each former rogue carries a short sword and a wondrous item. Phosphor has a *bag of holding* (500 pounds), Reece has a *chime of opening*, Malador has a *robe of blending* and Caylous has *boots of levitation*.

**Treasure:** Several objects are scattered about the chamber, taken from slain adventurers, or looted from graves. Many of the items are covered in soil or moldy from their hibernation in the earth. The objects are not hidden, discovered on a Search check (DC 11). They include several sacks holding a total of 1,288 gp, 5 assorted petty gemstones (20 gp each), a *staff of size alteration*, a *potion of water breathing*, and *Hector’s pegasus feather* (detailed in the Appendix).

**Tactics:** The vampires attack in a coordinated effort, with no intention of retreat. As with most

intelligent beings in the Bonegarden, they know that they will rise again if they are defeated. The rogues try to use their blood and energy drain abilities. Jakal makes good use of his *boots of speed*. Orleeza sticks to her spells. Ristiko tries domination followed by energy drain attacks.

### 16V. Acid Vats

The only access to this room is via the secret door in the narrow hallway behind the crew quarters (see Area 16 N for a description). Four metal vats dominate this odd room. They are 5 feet in diameter and nearly reach the 21 feet from floor to ceiling. Metal rungs protrude from the side of each vat, forming ladders to the top, which can be reached from the secret door by a narrow catwalk suspended midway up the side of the vats. Peering over the top edge reveals that each vat is lined with glass. Four narrow pipes exit the bottom of the vats and disappear into the wall behind them. These containers normally hold a powerful acid that fuels the forward weapon of the ship, though the vats are now empty (they fill magically when the Control Room is properly manned). Two pumps, one located behind a panel below the point where the pipes enter the wall and one at the far end in the “mouth” of the dragon ship, propel the acid across space toward enemy vessels. The damage this weapon deals is listed in the **Flying the *Dissolution*** sidebar. A crewmember can control this weapon from the Control Room, Area 16U, by engaging the appropriate chair. Unfortunately the chair which controls this weapon is currently in the Blood Governor’s possession in Area 12F. Retrieving the chair is difficult, to say the least.

The largest of the pipes is 3-foot wide, permitting someone to crawl down its length into the dragon’s neck. Anyone reaching the pipe’s far end encounters nothing but a heaped wall of compacted earth, as the dragon’s “head” is still buried.

**Treasure:** Anyone inside one of the vats who makes a successful Search check (DC 15) finds a small amount of acidic residue along the bottom, indicating that these large storage vessels were once entirely filled with acid.

### 16W. Engine Room

This room is generally inaccessible, save for *dimension door*, *passwall*, and similar magic. Inside is a tangle of glass tubes, pulsing sacs of fluid, and strangely organic mechanisms, a hybrid of technology and

arcana that permits the *Dissolution* to fly. The pipes connecting this complicated, throbbing mass to the wall are actually conduits that convey the engine’s energy to the vital parts of the ship, channeled from the minds of those who assume the thrones in the Control Room. The devices are of such complexity as to be beyond the ken of PCs who do not possess the Spacefaring skill. Anyone making a Knowledge (arcana) check (DC 28) fathoms enough of the apparatus to comprehend its application. The entire engine may be rendered inoperative with a successful Disable Device check (DC 25).

### 16X. Lower Hold (EL 12)

A mirror image of the upper hold, the floor of this vast cargo space is tiered in a stair-step fashion to allow crates to be stored here. Nothing is stored here now, having long ago been consumed or lost to the Bonegarden. All that can be readily seen through the gloom is a massive mustard-colored pool of slime, completely filling the bottom of the chamber. The PCs can judge by the dimensions of the upper hold that the pool must be 20 feet deep at its center, as the surface is only 10 feet below the trap door. The size of the yellow slime pit leaves only the first tier of the floor exposed. Anyone dropping to this area is immediately attacked by the pool of slime, which is actually a huge **vampiric ooze**.

**Vampiric Ooze:** CR 12; SZ H Undead; HD 24d12; hp 216; Init -5 (Dex); Spd 10 ft., climb 10 ft.; AC 6 (-2 size, -5 Dex, +3 natural), touch 3, flat-footed 6; BAB/Grp +12/+24; Atk +16 melee (2d6+9, slam plus energy drain); Face/Reach 15 ft./15 ft.; SA constrict (2d4+3), create spawn, energy drain (Fortitude [DC 17] to remove), improved grab; SQ blindsight (60 ft.), ooze qualities, split, sunlight vulnerability, undead; AL CE; SV Fort +8, Ref +3, Will +9; Str 23, Dex 1, Con —, Int —, Wis 1, Cha 1.

**Treasure:** Hanging from the wall, attached to a metal grommet, is a thin, silver chain. The chain is of the type meant to be worn low across the hips, fastened with a small, jeweled clasp, and adorn the bare midriff of a shapely woman. Its delicate appearance hides its true nature. Anyone wearing the chain receives the effects of a *belt of giant strength*, gaining +4 to their Strength ability. The chain is 35 feet from the floor beneath the trap door, directly over the center of the 70-foot ooze.

# Chapter Three: The City Below

*“All that tread  
The globe are but a handful to the tribes  
That slumber in its bosom.”*  
—William Cullen Bryant

As has been previously discussed, the containment field around the Bonegarden extends into the ground for a distance of 1/2 mile, thus preventing all attempts to “dig under” the barrier. This does not prevent people from trying. Through the decades, a significant population has developed underground, as explorers seek out possible avenues of subterranean escape; adding to their numbers are drifters from the lightless realms of the svirfneblin and drow, as well as more than a few individuals who have ended up here quite entirely by accident. Humans, deep dwarves, drow and many others have come to share a common space beneath the Bonegarden, forming a loose union where survival itself is a form of currency. The disparate races have come together to form a type of desperate confederation, a place to trade goods, sell information, and buy a variety of unspeakable vices. This community, located in a massive cavern 300 feet below the Bonegarden, is known simply as Descent—a hamlet of outcasts, lost explorers, seedy merchants, and general misanthropes.

The nature of Descent is such that it can serve as the springboard to many adventures, as the factions wage a continual, insidious war for control of the hamlet’s one and only natural resource—*dreadium*. Found in certain small pockets around Descent, *dreadium* is a thick, mucous-colored liquid, created as “runoff” from the residual negative energy that comprises the Bonegarden. So concentrated is the dark magic within the cemetery walls that it has actually started to coagulate; *dreadium* is the physical quintessence of negative energy. With its sickening green-black color, a high viscosity, and an odor of sweetly rotting flesh, *dreadium* is unmistakable. Veins of it are found throughout the mines surrounding Descent. It oozes from the rock, to be collected in pails and borne to one of the two competing refineries. Oddly enough, *dreadium* is both a food source and a power supply. For more information on the many dubious and dangerous uses of *dreadium*, refer below to **The Dreadium War**.

## Descent and the Upper World

Many of the sites in the Bonegarden are but the upper levels of underground complexes, and a few of these complexes have passageways connecting to other places throughout the cemetery. In many ways, the Bonegarden “underworld” is a maze of activity quite separate from the goings-on above. Several

passages lead to the spacious cavern housing the hamlet of Descent, but the primary means of reaching this place is via the Screamer’s Shaft (Area 6 on the Bonegarden Overview Map). All of the Bonegarden’s primary inhabitants know of Descent, including the Blood Governor, Karthe, Ristiko, the Midnight Peddler, the Denizen, and Ronaldo Valder the ghost.

**Descent (hamlet):** Nonstandard; CN; 60 gp limit; Assets 438 gp; Population 210; Mixed (human 38%, hill dwarves 18%, derro 16%, drow 10%, svirfneblin 9%, half-orc 5%, orc 3%, other 1%).

**Authority Figures:** Lord Slan (Area 32) and Esbat (Area 33).

**Important Characters:** Igphani (owner of tavern at Area 18), Hezmon the assassin (Area 19), and Rani the Protector (Area 20).

**Notes:** Keep in mind that anyone slain in Descent is only “dead” until the sun goes down on the world above, at which time they return as undead, usually as wights as per the **Wight Player Character** listing in the Appendix. The *nightmare* effect from the *windmill of woe* (Area 10) does not function underground, so the PCs have a chance to get a little rest.

The town itself is comprised of a few dozen buildings made of rough-hewn stone cut from the walls, tombstones stolen from the cemetery above, or a crude form of thatch woven from strands of fungi, lichen, and other biomasses. The streets are fairly smooth, being nothing more than stone paths worn down by the passage of countless feet. Lanterns are placed irregularly, casting pools of dirty yellow light (these are *dreadium*-burning lanterns). Noise constantly fills the catacombs, from the trundling of wagon wheels to the unending din of the Processor and Refinery at Areas 32 and 33, respectively. Remember that there is neither night nor day in Descent. It is always dark here, and the streets are always filled with workers moving from one mining site to the next or press-gangs harassing the shopkeepers. The passages smell of smoke, dung, and the indefinable odor of *dreadium* being processed at the Refinery and turned into food at the Processor.

## The Dreadium War

As this chapter reveals, Descent is the point of contention between two powerful factions, the Magdyrs and the Graybones. Both factions seek control of the flow of *dreadium* and thus of the entire town. The Magdyrs own the Processor, where they convert *dreadium* into food. In charge of the Magdyrs

### Staking a Fleshbound's Heart

A fleshbound's heart is especially vulnerable to certain attacks. A wooden stake or a silver weapon thrust into its heart destroys it instantly (a weapon with a metal blade and wooden shaft, such as a spear, can be used in this manner at a -4 penalty to hit because of the extra force needed to push past the blade down to the wood). To strike the heart, an opponent must use a full-round action to aim for the heart with a melee weapon (the opponent may use a bow or crossbow if they are adjacent to the fleshbound). Making a heart strike draws an attack of opportunity from the fleshbound and from all threatening foes. The attacker then makes an attack roll at -4 (the penalty for using a spear or similar weapon stacks with this penalty); if the attack succeeds, the fleshbound suffers normal damage and must make a Fortitude save (DC 10 + damage dealt) or be destroyed instantly. The attack is not a critical hit, nor does sneak attack damage apply.

is a horrendous creature known as an abyssal vampire. As described in the Appendix, an abyssal vampire is both demonic and undead. The abyssal vampire who serves as clan head of the Magdyrs goes by the moniker of Lord Slan; he can be found in Area 32D. The Magdyr soldiers are all fleshbound vampires. As described in the Appendix, the "fleshbounds," as they're known, are vampires of increased physical capabilities, able to produce fleshbound offspring by mating, as well as by infecting their victims. They are "worldly" vampires, prone to greed and fits of megalomania, viewed by true vampires as lesser beings to be tolerated as allies but rarely respected. Fleshbounds like to travel in gangs. The fleshbounds act as shock troops and enforcers for the Magdyr clan. It is likely that the PCs face dozens of fleshbounds in combat as they explore Descent. Fights with fleshbounds tend to be extremely messy affairs, as the fleshbounds attack with teeth and claws, a pack of arrogant thugs out to oppress, harass, and subjugate everyone they meet. But fleshbounds have a serious weakness. They can be killed outright by a single blow to the heart. Refer to the **Staking a Fleshbound's Heart** sidebar for more information.

The Magdyrs' sworn foes are the Graybones. The Graybone forces are comprised mainly of lesser devils known as osyluths, summoned here by the maniacal Graybone leader Esbat, who is nothing less than a pit fiend. Esbat and his minions control the Refinery, where they turn raw dreadium into a substance that can be burned as a fuel. Esbat is stockpiling dreadium in hopes of selling a huge amount of it to Cristof Valder of Hawkmoon in order to buy his way out of

Descent. For the last four months, since he found himself trapped here, Esbat has perpetrated numerous crimes against Descent's citizenry. His goal is to control all the dreadium mines and stockpile enough of that foul element that he can sell it to Cristof; for part of his payment he intends to demand a priest be sent inside to extricate him from the cemetery, at which point he plans to set up a long-term dreadium operation with the Valderys. Esbat, a skilled alchemist, correctly believes that dreadium is a substance whose undiscovered properties warrant further experimentation. He lairs in Area 33D.

As the PCs explore the town, they are exposed to the two feuding armies, the Magdyrs and the Graybones. Each side operates its own mining crew, but each has a very different viewpoint on how dreadium should be used. Dreadium's magical properties make it combustible when it is treated with a certain alchemical process. Once treated, dreadium can be burned as fuel—precisely as standard lantern oil—or used in greater quantities as an explosive. Refer to the **Exploding Dreadium** sidebar for complete details.

Lord Slan and the fleshbounds of the Magdyr clan have other plans for dreadium. They use their headquarters at the Processor to turn dreadium into an edible substance. They have learned that dreadium can be leavened into a bland but filling black bread. The "hearty black bread" for sale in the Charnel House tavern is actually "dread bread," as it is locally known, though the PCs have no way of knowing this and may consume the bread and suffer the consequences. Both uses of dreadium have side effects. An attendant risk of handling refined dreadium is accidental poisoning. Likewise, consuming dreadium bread can cause severe sickness. For full information, refer to the sidebars **Exploding Dreadium** and **Consuming Dread Bread**.

The Graybones and the Magdyrs, then, exist in a constant state of guerilla warfare, picking off each other's foot soldiers, only to have those soldiers return as undead the following night. Trapped between these two armies are the citizens themselves, the miners, merchants, and innocent bystanders who spend their time in perpetual fear. Siding with neither faction, these people simply do what they can to stay alive and eke out a meager living. Many of these families have children, and it's for the sake of the young that they find the courage to go on. These hapless souls are not without their champions, most notably Rani, a being better known as the Protector (Area 20).

Once again, the PCs find themselves in a delicate balancing act. The Magdyrs and Graybones flank the heroes, each side trying to conscript them into service. Certain adventuring parties might attempt to wipe out both camps. Other, subtler, groups may decide to ally

## Underground Flora

How do people in Descent survive? Most sustain themselves on the abundant plant life that either grows naturally or is cultivated throughout the caverns. Some examples of edible flora are described here. Anyone making a Survival check (DC 15) can identify and make use of these plants.

**Atoleden** is a white fungus with yellow specks, resembling a large mushroom. The fungus is bland but nutritious. Dried atoledens store well and can be used as trail rations. A single 1-foot-by-1-foot patch provides one meal's worth of nourishment for a Medium-size humanoid.

**Cedgon** is a brown fungus that grows in thin spirals. It absorbs salt from the surrounding environment and is valued for its use as a seasoning. Cedgon is used with atoleden to improve its flavor.

**Crown-tipped coral fungus** looks like seaweed and grows in patches. It is valued for its peppery flavor, just like the surface variety. Too much goes a long way, however, as overindulgence in this fungus can produce stomach sickness (Fortitude save [DC 15] or become nauseated for 1d4 hours).

**Grava** is a gray fungus that grows in thin spirals. While not nutritious, it is valued by underground dwellers as a natural sweetener, much like honey, though it does not taste good with atoleden.

**Half blood-red cortinari** is the subterranean equivalent of the surface species of the same name. Both have blood-red gills that produce a deep red dye suitable for dyeing wool (and anything else that accepts dye, including skin).

**Yacan** is a puffy blue and green fungus that resembles a globe when fully ripe. Yacans absorb water much like cacti. Each plant holds 1d3 pints of potable water.

## Descent Wandering Monsters

For every hour the PCs spend in Descent, roll 1d12 and consult the following table. For full descriptions of these creatures' special attacks, qualities, and other traits, refer to the Appendix, *MM* or *Tome of Horrors*, as appropriate. The fleshbound vampire and putty bat are new monsters appearing in the Appendix.

1d12	Encounter	EL
1	2 driders	9
2-3	12 putty bats	5
4-5	Magdyr gang of 6 fleshbound vampires	11
6	10 death dogs	9
7	11 wraiths	12
8-9	Graybone gang of 6 osyluths	11
10-12	No encounter	NA

**Death Dog:** CR 2; SZ M Magical Beast; HD 2d10+4; hp 15; Init +2 (Dex); Spd 40 ft.; AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; BAB/Grp +2/+3; Atk +5 melee (1d6+1 and rotting death, bite); SA rotting death, trip; SQ darkvision (60 ft.), low-light vision, scent; AL NE; SV Fort +5, Ref +5, Will +1; Str 13, Dex 15, Con 15, Int 4, Wis 12, Cha 6.

**Skills:** Hide +5, Listen +7, Spot +7, Survival +3.  
**Feats:** Weapon Finesse.

**Drider:** CR 7; hp 56; see the *MM*.

**Fleshbound Vampire Ftr5:** CR 6; SZ M Undead; HD 5d12+3; hp 35; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 20 (+4 Dex, +6 natural), touch 14, flat-footed 16; BAB/Grp +5/+10; Atk +10 melee (1d3+5, unarmed) or +11 melee (1d8+5, longsword); SA blood drain (1d4 temp. Con damage), create spawn; SQ resistance (cold and electricity 10), damage reduction (10/silver), fast healing (5), slow regeneration, turn resistance (+4); AL LE; SV Fort +4, Ref +7, Will +1; Str 20, Dex 19, Con —, Int 12, Wis 10, Cha 8.

**Skills:** Climb +8, Hide +10, Jump +8, Listen +10, Move Silently +12, and Spot +10, Swim +6, Tumble +6. **Feats:** Alertness, Combat Reflexes, Improved Initiative, Improved Unarmed Strike, Lightning Reflexes, Power Attack, Toughness, Weapon Focus (longsword).

**Osyluth:** CR 6; hp 35; see the *MM*.

**Putty Bat:** CR 1/3; SZ T Animal; HD 1d8; hp 4; Init +4 (Dex); Spd 20 ft., climb 30 ft., glide 30 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +0/-12; Atk +6 melee (1d2-4, bite); Face/Reach 2 1/2 ft./0 ft.; SQ whooping wail (2d6 addition putty bats in 1d6+4 rounds); AL N; SV Fort +2, Ref +6, Will +1; Str 3, Dex 18, Con 10, Int 2, Wis 12, Cha 5.

**Skills:** Balance +10\*, Hide +13, Sleight of Hand +5.  
**Feats:** Weapon Finesse.

**Wraith:** CR 5; hp 34; see the *MM*.



with one or the other, or perhaps play both ends against the middle. Do not discourage the players from attempting to roleplay their way to a peace accord. Lord Slan, Esbat, and the other NPCs are quite willing to negotiate, though they are equally willing to massacre the entire party. Familiarize yourself thoroughly with the personality descriptions of all NPCs in this chapter, keeping in mind that each has his or her own method of dealing with the heroes. Reward expert roleplaying with ad hoc XP bonuses. **Remember: Any mortals, outsiders, or other non-undead slain in Descent return the following night as wights; this includes such beings as Slan the abyssal vampire and Esbat the pit fiend.**

## 17. Town Square

The hodgepodge of buildings comprising Descent are positioned roughly around this central gathering area, in the middle of which has been erected a stage. The stage is made of rocks cut from the mine walls. The stage supports a gallows, or “cross-tree,” but the dead criminals in this town are more trouble than the living. There are also two sets of wooden stocks. No trial is needed to condemn someone to the gallows or stocks; simple majority opinion is all it takes to get someone incarcerated. Regardless of when the PCs arrive, there is a woman locked in the stocks, sagging against the vertical post. She was caught picking pockets in the Market. After a few hours, some passerby takes pity and releases her; it doesn’t pay to leave anyone to die.

## 18. Tavern

This drinking establishment is known as the Charnel House. Owned and operated by a deep gnome named Igphani, the Charnel House is really a business of two very different complexions. During those hours when the miners are busy drawing dreadium from the rock, the ‘House is a quiet if rather eerie place to relax and tend a drink or two. When the miners arrive after a shift change, however, the ‘House transforms into a pit of frenetic activity, with rowdy voices, thirsty throats, and lewd dances. PCs visiting the Charnel House can expect to find nearly every type of lowlife, cutthroat, and footpad, but also a strong contingent of hardworking miners and honest laborers. The one thing that binds this varied clientele together is the universal belief that they are doomed souls, fated to spend the rest of their lives down here, with no hope of ever escaping the magical barrier that contains them. All they can do is keep their heads down, work industriously, and try to survive. This nihilistic outlook leads to a reckless abandon when it comes to letting off steam here in the Charnel House. Barroom brawls are not uncommon.

The proprietor, Igphani, tends a small herd of goats behind the tavern. The goats provide fresh milk. He and his small staff have also become skilled brewers, able to make a fine mushroom beer as well as a torrid hard liquor made from crown-tipped coral fungus.

## CHARNEL HOUSE BILL OF FARE

Water	2 cp / tankard
Mushroom beer	5 sp / tankard
Glyx's sanguine wine	1 gp / glass; 10 gp / bottle
Coral whiskey	1 gp / shot; 10 gp / bottle
Goat's milk and bread	5 cp
Hearty black bread	1 sp / loaf
Common herbal meal	2 sp / serving
Everything stew	5 sp / bowl
Fresh goat meat	20 gp / serving

Igphani purchases wine from the shadowy Glyx of Area 22. Food servings are limited to local herbs, a conglomerate stew of dubious ingredients, and the exorbitantly priced goat meat.

A typical scene from the Charnel House includes three-dozen dirty males and females from a variety of races intermingling semi-personably with one another, and a few would-be musicians plucking out tunes on homemade instruments. The common room is cloudy with pipe smoke, the tobacco of choice being the foul smelling pale-weed that many of the miners have taken to growing in small patches outside their homes. The atmosphere of the common room is one always charged with an air of inevitability; eventually, trouble is bound to start. One minute the races are co-existing without a hint of prejudice—human males flirting with deep dwarf females, gnomes sharing drinks with exiled drow—and the next minute tempers flare, old biases are rejoined, and the races get back to hating one another.

The Charnel House is the perfect place for the PCs to make contact with any NPC you find appropriate. Igphani offers to rent them a straw pallet for the fee of 1 sp per night, so the heroes can lodge in a moderately safe haven; the feuding Graybones and Magdyrs consider the Charnel House as neutral territory and usually refrain from making trouble here. Tailor the PCs' experience in the tavern to suit their particular tastes. For example, if the adventurers are the types that favor the grimy underbelly of society, then present them with the tavern's darker side and populate it with suitable lowlifes willing to sell anything from weapons to flesh. If the PCs tend to frown on such activity, then use the 'House as a rallying place where they can regroup, memorize spells, and generally replenish their stamina.

### 19. The Silent Arms (EL 14)

This building is made of mismatched wood and scavenged bits of metal, patched with rocks and dried mud. Black smoke curls from the bent metal chim-

ney. The din of hammer blows fills the air, evidence that this is some kind of smithy.

The village's weaponsmith, a hobgoblin named Hezmon, is actually an assassin under the employ of the Magdyr faction. Hezmon is able to fix broken weapons and forge new ones, and he plies this trade as his livelihood—at least ostensibly. The Magdyrs pay him to eliminate their rivals. The PCs are bound to attract notice when they show up in town, and if they ever incur the malice of the Magdyrs, then Hezmon is dispatched to kill them.

Hezmon comes off as a likeable fellow, especially for a hobgoblin, but he is quite stupid, his topic of conversation limited to the manufacturing of weapons (though he also knows a considerable amount about toxins). He is just smart enough to keep from revealing his true occupation as a hired killer. As soon as he learns of the PCs' presence in Descent, he closes up shop and reports his discovery to Lord Slan, ruler of the Magdyrs.

The weapons for sale in the Silent Arms are limited in selection and questionable in quality, as Hezmon is forced to use inadequate supplies when forging a new item. Without access to choice iron, Hezmon produces weapons that lose their edge after extended use. Subtract 1 from a weapon's base damage after 1d6 uses. The PCs can find any simple melee or ranged weapon here, and even the occasional exotic weapon. Hezmon sells to both the Magdyrs and the Graybones. Lord Slan permits him to deal with the Graybones to maintain his cover and permit him to operate under the table as an assassin. The Graybones don't suspect that the very person who is selling them swords is also slitting their throats. The Graybone leader, Eshat, would pay handsomely for such knowledge. The PCs can learn the truth about Hezmon by conducting a thorough search of his shop and small sleeping area. The hobgoblin is away from the shop 25% of the time, either getting something to eat at the Charnel House or stalking his next target. A successful Search check (DC 20) permits the PCs to discover a list



of such targets along with amounts paid to Hezmon by Slan. Not being the sharpest bolt in the quiver, Hezmon must keep careful track of his assignments, lest he bungle his orders and kill the wrong person.

If the PCs make enemies of the Magdyrs or in any way prove to be nuisances, Slan sends word to Hezmon and instructs him to do away with the adventurers at his earliest convenience. If the PCs infiltrate the Processor and cause trouble there, Hezmon hears of their actions and attempts to kill them as they leave the building. Use Hezmon carefully, as he has high potential as a useful and perhaps reoccurring NPC. As a hobgoblin, Hezmon has always felt like an outcast among humans. Descent is the only place he's ever truly called home.

**Hezmon, Male Hobgoblin Asn4/Ftr5/Rog5:** CR 14; SZ M; HD 4d6+16 plus 5d10+20 plus 5d6+20; hp 127; Init +8 (Dex, Improved Initiative); Spd 30 ft.; AC 18 (+4 Dex, +4 *leather armor*), touch 14, flat-footed 14; BAB/Grp +11/+12; Atk +12 melee (1d6 plus wyvern poison, kama), or +15 ranged (1d6 plus wyvern poison, shortbow); Full Atk +12/+7/+2 melee (1d6 plus wyvern poison, kama), or +15/+10/+5 ranged (1d6 plus wyvern poison, shortbow); SA death attack, poison use, sneak attack (+5d6), wyvern poison (Fortitude DC 17, 2d6/1d6 Con); SQ darkvision (60 ft.), evasion, racial abilities, save vs. poison (+2), trap sense +1, trapfinding, uncanny dodge; AL LE; SV Fort +10, Ref +13, Will +3; Str 13, Dex 19, Con 18, Int 6, Wis 10, Cha 14.

**Skills:** Craft (weaponsmith) +5, Disguise +8, Escape Artist +6, Hide +14, Listen +8, Move Silently +18, Search +8, Spot +12. **Feats:** Alertness, Cleave, Combat Reflexes, Dodge, Exotic Weapon Proficiency (kama), Improved Initiative, Power Attack, Run, Trailing\*. \* This new feat appears in the Appendix.

**Languages:** Common and Goblin.

**Possessions:** +4 *leather armor*, *cloak of displacement* (major), kama, 3 vials of wyvern poison, and a sack containing 12 gold nuggets worth 300 gp each, paid to him by Slan for services rendered.

**Personality:** Hezmon is not particularly intelligent, so he guards his speech closely. He appears to be a hobgoblin of few words, but he is merely scared of blowing his cover. It takes some convincing, but eventually Hezmon comes around and is quite friendly.

**Tactics:** Hezmon relies heavily upon his *cloak of displacement* during combat. He coats his weapon in wyvern poison. His favorite tactic is to use his trailing feat to follow a target from afar, then close in and use his sneak attack and death attack abilities.

## 20. The Protector

Of all the Bonegarden's many inhabitants, there is only one who came here of her own free will to further the cause of goodness and to defend the weak. Calling

herself Rani, this creature hails from a race known as *protectors*, beings born to serve the gods of law and justice. When chaos gains an upper hand in the Material Plane, the gods have been known to dispatch a protector to turn the tables and bring stability to an area on the verge of being torn asunder by lawlessness. Rani is such an agent. Known throughout Descent as the Protector, she is potentially the greatest ally for any good-aligned PCs.

Rani uses this building as her apothecary shop. She serves as a healer and herbalist, but whenever she isn't applying her curative arts to the injured, she ruthlessly hunts the soldiers of the Magdyr and Graybone factions, doing what she can to protect those in need. Because of her special longsword, the *soul siphon*, the Protector is able to absorb an undead's power and thus prevent it from returning the next night. In other words, anyone slain by the *soul siphon* is irrevocably dead, unable to be brought back to life or restored to an undead state by the magic of the Bonegarden. Both the Magdyrs and the Graybones fear and hate Rani the Protector. They constantly plot her undoing.

Rani is striking in appearance, being nearly 7 feet tall. Her pale green robes whisper around her legs, even in a total absence of wind. Her eyes match her robes. Rani is bald yet quite beautiful, though somewhat severe in her good looks. More remarkably, her feet never touch the ground, thanks to her air walk ability. Though she only communicates telepathically, she converses freely in several tongues. She is fond of inserting extraneous telepathic statements during any conversation as well, using these tacit comments to underscore her beliefs, express a complicated emotion, or sometimes just to make a softly humorous remark.

### What Rani Knows

Upon first encountering the PCs, the Protector uses her know alignment ability to assess the party. If she finds their ethics to be similar to her own, she engages the heroes in an eager yet cautious dialogue concerning the plight of Descent's townsfolk. Be mindful of Rani's exceptional Charisma, Wisdom, and Intelligence scores. Not only is she a motivational leader and ingenious tactician, she tempers these talents with a subtle insight into the hearts of her companions. She is extremely empathic and possesses an uncanny penchant for forging friendships with those she meets, even though she tries so hard to keep these friendships from developing. In her chosen line of work, friends have an unfortunate habit of failing her when she most needs them.

By her very nature, the Protector finds herself at the center of all major gambits in Descent, either as the instigator of these maneuvers or as the opposition against them. Her imposing presence and superior

knowledge make her an invaluable addition to any adventuring party. Unless the PCs actively resist her field of gravity, Rani unwittingly draws them into her struggle to liberate the people of Descent. She confides the following information:

- She was sent here two months ago by her god to restore the balance between law and chaos, though it appears she is fighting a losing battle. Use any lawful deity of your own campaign to serve as Rani's patron.
- She possesses a unique sword, the *soul siphon*, which is the only means of keeping an undead from returning after it's been slain.
- She knows a considerable amount regarding the Magdyrs and the Graybones, including the leaders behind these factions, the location of their headquarters, and the general thrust of their ultimate goals.
- She tells the PCs of the fleshbounds' weakness and describes to them the methods illustrated in the **Staking a Fleshbound's Heart** sidebar.
- She has made an exhaustive alchemical study of dreadium, and is able to relate the extent of its known properties.
- She is aware of the struggle in the cemetery above, the ongoing intrigue among the Blood Governor, Karthe, and Ristiko, though she knows only bits and pieces of what motivates these beings.
- She knows that she is essentially imprisoned inside the containment field; she volunteered for this assignment fully aware that it was probably a mission from which she would never return.
- Finally, Rani is adept at many new feats she learned on her home plane. If one of the PCs establishes a friendship with her, she explains these feats and is willing to teach them if asked. These new feats are detailed in the Appendix: Ambush, Ruse, and Withstand Heat.

**Rani, Protector:** CR 14; SZ M Outsider [Lawful]; HD 14d8+14; hp 77; Init +2 (Dex); Spd 50 ft.; AC 18 (+2 Dex, +6 natural), touch 12, flat-footed 16; BAB/Grp +14/+16; Atk +17 melee (1d8+3, longsword [2

handed]); Full Atk +17/+12/+7 melee (1d8+3, longsword [2 handed]); SA spells; SQ air walk, know alignment, telepathy; AL LN (G); SV Fort +11, Ref +11, Will +16; Str 15, Dex 15, Con 15, Int 20, Wis 20, Cha 20.

**Skills:** Concentration +19, Craft (alchemy) +22, Diplomacy +23, Heal +22, Knowledge (apothecary) +22, Knowledge (Bonegarden) +22, Knowledge (history) +22, Knowledge (religion) +22, Knowledge (the planes) +22, Listen +22, Sense Motive +22, Spellcraft +22, Spot +22. **Feats:** Ambush\*, Iron Will, Ruse\*, Withstand Heat\*, Weapon Focus (longsword). \* These new feats appear in the Appendix. Unlike other protectors, Rani does not have the Combat Expertise feat (it has been substituted with Ruse).

**Divine Spells Prepared** (6/7/6/5/5/4/3/2; base DC 15 + spell level): 0—*detect magic* (x3), *guidance*, *purify food and drink* (x2); 1st—*cure light wounds*, *detect secret doors*, *protection from evil* (x3), *sanctuary* (x2); 2nd—*aid*, *cure moderate wounds* (x2), *detect thoughts*, *shield other* (x2); 3rd—*clairaudience*, *cure serious wounds*, *magic circle against evil* (x2), *protection from elements*; 4th—*cure critical wounds*, *divination*, *holy smite* (x2), *spell immunity*; 5th—*dispel evil*, *mass cure light wounds*, *spell resistance* (or *scrying* as needed), *true seeing*; 6th—*anti-magic field*, *blade barrier*, *heal*; 7th—*holy word*, *repulsion*.



*Domain Spells* (Law, Protection): 1st—*protection from chaos*; 2nd—*calm emotions*; 3rd—*magic circle against chaos*; 4th—*order's wrath*; 5th—*dispel chaos*; 6th—*hold monster*; 7th—*dictum*.

*Languages*: Auran, Celestial, and Common.

*Possessions*: *soul siphon longsword* (see Appendix), and a single *potion of cure light wounds*.

*Personality*: Rani is physically daunting and makes the most of this trait. Her telepathic “voice” can be soft one moment and battle-hardened the next. She is a survivor, a consummate warrior, and a martyr waiting to happen. She resists emotional bonds because she fears she won’t live long enough to see such relationships to fruition. She is courageous, an agile leader in dire situations.

## 21. Market

The true heart of the community, the Market serves as the hub of commerce and the center of exchange for loose gossip and hard information. For sale in these tents and lean-tos is the full gamut of shady goods, from poisons to unholy texts. The PCs may purchase anything from narcotics to a night with a professional—if somewhat scurvy—courtesan. The merchants are mainly stragglers who came up from subterranean cities and found themselves trapped inside the containment field, including drow, deep dwarves, and any other strange race of creatures you deem appropriate.

Though the PCs have a 50% chance of finding any item from the **PHB** in the Market, those items are usually poorly made or at the very least crafted of unusual materials. The citizens of Descent make do with what they have, relying on ingenuity rather than proper supplies. For example, ropes are made of human hair, taken from corpses exhumed from the cemetery above. Wooden items are instead made with stone and bone—two substances that Descent has in abundance. Most of the poisons and toxic substances discussed in the **DMG** are openly for sale in the Market, along with the regalia of evil religions and other normally outlawed items. One rug-maker even sells carpets made of flesh peeled from cadavers. Detailed below are a few of these vendors and their wares, but you should detail as many other shops as needed, depending on the appetite the players show for this roleplaying buffet.

At all times there are 4d10 individuals shopping, selling, and bartering in the Market, representing all the known races, ethical inclinations, and political agendas. Though the PCs are by no means the most eccentric shoppers to stroll between the stalls, they are nonetheless noted as newcomers, soon drawing the attention of the spotters placed here by the Magdyr and Graybone camps. One such spotter, a surly dwarf named Astang Loruef, works for one of the

factions and approaches the PCs to inquire about their business here in Descent. You may either choose the faction of Astang’s allegiance or let chance decide with the roll of 1d20 (1–10 means that Astang works for the Magdyrs, 11–20 places him with the Graybones). Either way, Astang confronts the PCs, attempts to question them concerning their intentions, and eventually offers to employ them on behalf of his master. Astang invites the heroes to accompany him to either the Processor (Area 32) or the Refinery (Area 33), where his master would like to offer them a job. The PCs may accept or decline this invitation, as they so desire. If they accept, spotters from the rival camp notice them walking off with Astang and immediately run to their own leader to report that their enemy has made a new and potentially dangerous ally. If the adventurers refuse Astang’s request, he concludes that they must be in collusion with the opposite side and counsels his master to prepare for the PCs’ arrival.

**Astang Loruef, Male Dwarf Com3**: CR 3; SZ M; HD 3d4+6; hp 19; Init +5 (Dex, Improved Initiative); Speed 20 ft.; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB/Grp +1/+2; Atk +2 melee (1d6+1, short sword); ALN; SV Fort +2, Ref +2, Will +0; Str 13, Dex 13, Con 12, Int 11, Wis 9, Cha 8.

*Skills*: Knowledge (Descent) +2, Listen +0, Profession (Beggar) +2, Search +1, Sense Motive +1, Spot +2. *Feats*: Improved Initiative, Skill Focus (Spot).

*Possessions*: rusty short sword, small pouch containing 23 dented gp.

*Personality*: Astang has a mercenary’s heart, loyal to the keeper of the deepest coffers.

### 21A. Floating Fortune (EL 16)

This is a large tent, sewn of multi-colored hides, fabrics, furs, and the skins of certain creatures that have wandered up from the realms down below. Outside the tent is a battered wooden sign reading, ELMEDINA’S ENIGMAS.

Sickly green light fills the tent’s interior. A huge, liquid-filled tank stands in the center of the tent, a vast tub perhaps 20 feet in diameter. The green light emanates from the water within the tank. Floating in that water, completely submerged, is a shocking sight—a human woman of tremendous girth, the flesh of her arms waving gently in the water, her dull brown hair like seaweed around her head. The woman’s wrists are so layered in skin that her hands have all but been swallowed. Her legs are round white columns, crisscrossed with a webbing of blue veins. Her colorless face is a mass of cheeks and chins, yet within those folds her eyes are open and appear alive with intelligence. If not for the fluid supporting her, the woman likely wouldn’t be able to move, as she must weigh as least half a ton. But the water not only



supports her fantastic bulk, but it also apparently sustains her, as she doesn't seem to be drowning or in distress. In fact, she seems to be looking right at the PCs. Moments later, a voice touches their minds.

This is **Elmedina**, soothsayer, dream-reader, and sage. As the PCs observe her through the glass, Elmedina observes them in return. Occasional bubbles discharge through her pores and bodily orifices, breaking on the surface of the water as pockets of flatus and giving the room a stinging, gassy smell. Elmedina can breathe underwater thanks to her *necklace of adaptation*. She has spent so much time in the tank—where her body is graceful rather than cumbersome—that she's come to prefer that environment to the normal world. With the assistance of telepathic communication, Elmedina provides a valuable service to all who pass through her tent. She is a psionically-endowed seer, able to predict the future of those who ask.

After the PCs have spent a few moments getting used to the sight of the large woman floating in the tank, she contacts them via *mind link* and explains that she is a gifted fortune-teller, capable of seeing a person's path before that path is walked. Elmedina displays a childlike curiosity, eager to hear the PCs' stories and learn of their goals and ambitions. She is quite willing to "talk" with them for hours on end, as she is lonely, with only her thoughts to keep her entertained. Both the Magdyrs and the Graybones make use of Elmedina's talents, especially *improved*

*fabricate*, which she uses to produce impermanent tools for dreadium excavation. Though the tools, buckets, crates, and ropes don't last for long, the miners put them to quick and ardent work. Esbat has visited Elmedina in human guise to ply her with compliments in return for glimpses into his future. Though Esbat doesn't know it, Elmedina has discerned his true nature as a pit fiend.

Elmedina was once a performing fortune-teller working for a group known as the Song & Sorrow Traveling Shadow Show, but she lost her job to a woman calling herself the Dust Witch. Exiled from the circus troupe, Elmedina ate herself to unmanageable proportions, and eventually found her way through a cave into Descent, where she has made a rewarding if somewhat strange living for several years now.

After Elmedina has a chance to size up the PCs, she offers her services as a seer to anyone who can offer a suitable price. She seeks at least 100 gp but everyone in Descent barter if the merchandise is right. Of course magic talks and any item of a magical nature goes over well, but the residents here also need mundane items of everyday use. If the PCs contract with Elmedina, be prepared to offer a vision of the future appropriate to the PCs in your campaign. Consider making veiled references to locations within the Bonegarden in these fortunes. For instance Elmedina may tell one of the PCs that she sees "a drowning man in a pool of inky blackness,

clinging desperately to life,” in reference to the undead mimic in the bog at Area 4.

### Dealing with Elmedina

As a veteran psion, Elmedina is an expert at gathering information about the world around her. She knows more about Descent and the Bonegarden than anyone else, save perhaps the Blood Governor himself. If the PCs pay her the proper obeisance, she warms to them and answers nearly any question they put forth. But even Elmedina is not without her needs. Like everyone here in Descent, Elmedina is a dealmaker at heart, giving nothing away for free. In return for her information, Elmedina requires that the PCs bring to her the scarlet-and-blue *ioun stone* currently in Area 15G of the Denizen’s lair. Elmedina doesn’t know the item’s exact location, only that it resides somewhere in the Ossuary. As long as the PCs are obviously respectful of her and provide her with the *ioun stone*, then Elmedina tells them of Esbat, Lord Slan, the rebels in the Crematorium, and the hostages being held in the great crypt in the center of the cemetery. With her mental powers, she has seen a dwarf, centaur, and a human being held prisoner there, guarded by vampires (see Area 16H). She can also discern the location of any object the PCs seek, including all the *pieces of her heart*. But she only does so if her two conditions (respect and the *ioun stone*) are met.

**Elmedina, Female Human Psi16 (seer):**°CR 16; SZ M; HD 16d4; hp 36; Init +0 (Dex, Improved Initiative); Spd 30 ft., swim 10 ft.; AC 6 (–4 Dex), touch 6, flat-footed 6; BAB/Grp +8/+8; Atk +7 melee (1d3 subdual, unarmed); Full Atk +7/+2 melee (1d3 subdual, unarmed); SA attack/defense modes, psionics; SQ psionics; AL N; SV Fort +8, Ref +1, Will +14; Str 10; Dex 2, Con 17, Int 18, Wis 18, Cha 16.

*Psionic Power Points:* 137.

*Skills:* Concentration +22, Diplomacy +5, Gather Information +22, Knowledge (Descent) +13, Knowledge (psionics) +23, Listen +23, Psicraft +23, Remote View +15, Sense Motive +16, Spot +20. *Feats:* Body Fuel, Hide Power (material), Improved Initiative, Inner Strength (x3), Talented.

*Attack/Defense Modes (Sp):* Ego Whip (3), Empty Mind (1), Id Insinuation (3), Intellect Fortress (5), Mental Barrier (3), Mind Blast (9), Mind Thrust (1), Psychic Crush (5), Thought Shield (1), Tower of the Iron Will (5); Note: psionic power point costs are listed in the parenthesis.

*Psionics (can manifest 0—level abilities 22/day for free) (Sp):* 0—bolt, control shadow, detect psionics, distract, far hand, inkling, know direction, missive, my light, telepathic projection, verve; 1st—destiny dissonance, identify, know location, object reading, steadfast gaze; 2nd—augury, clairaudience/clairvoyance, detect thoughts, recall pain, see invisible;

3rd—mind link, nondetection, remote viewing, undead sense; 4th—aura sight, detect remote viewing, divination, fate of one; 5th—mind probe, recall agony, true seeing; 6th—improved fabricate, mass suggestion, precognition; 7th—improved telekinesis, sequester; 8th—hypercognition.

*Possessions:* necklace of adaptation.

*Personality:* Elmedina is somewhat conceited, her arrogance stemming from her might as a seer. She must be properly coddled before agreeing to disclose her secrets.

### 21B. Zookeeper

A man wearing a red top hat stands in front of a colorful tent, approaching every passerby with his unusual deals. When the PCs pass close by, the pitchman beckons them to the front of the tent to view his wares. He has for sale two of the strangest creatures ever seen. Tied to a stake is some sort of snorting, smelly blue dromedary creature. Its body seems slightly translucent and its long snout ends in a suction cup. This camel-like creature is called a **disenchanter**. It feeds on magical items, rendering them useless. He also holds a wire cage containing a rabbit with a horn like a unicorn. This is a psionic beast known as an **al-mi’raj**, or a “blink bunny.” Both of these animals are heavily sedated, dampening their dangerous abilities, and both are for sale. For as little as 100 gp or an equivalent trade, the PCs can own one of these strange animals. After 1d6 hours, the sedative wears off and the beasts return to their senses, as well as to their instinctive, erratic behavior. This could be very bad for the PCs, as both animals use the full range of their odd abilities to escape confinement. Simply getting these beasts out of the Bonegarden could be an adventure unto itself.

Inside the tent is a pallet, a loaf of dread bread, two bottles of sanguine wine, and four vials of a mushroom-based sedative that induces a state of pleasant stupor on animals, making minimal movement possible but numbing the mind. Hidden beneath the pallet, discovered on a Search check (DC 15), is a *ring of spell storing* containing the spell *summon monster IV*. Both the disenchanter and the al-mi’raj are described in the **Tome of Horrors**.

**Al-mi’raj:** CR 1; SZ S Magical Beast; HD 1d10+1; hp 6; Init +3 (Dex); Spd 40 ft.; AC 14 (+1 size, +3 Dex), touch 14, flat-footed 11; BAB/Grp +1/–6; Atk +5 melee (1d6–2, gore); SA blink, dimension door, immune to poison, spell resistance (16); SQ psionics; AL N; SV Fort +3, Ref +5, Will –1; Str 6, Dex 17, Con 12, Int 5, Wis 9, Cha 6.

*Skills:* Listen +0, Hide +9, Spot +0. *Feats:* Weapon Finesse.

**Disenchanter:** CR 3; SZ L Magical Beast; HD 5d10+10; hp 37; Init +7 (Dex, Improved Initiative); Spd 50 ft.; AC 15 (–1 size, +3 Dex, +3 natural), touch

12, flat-footed 13; BAB/Grp +5/+12; Atk +8 melee (snout disenchantment); Face 10 ft.; SA disenchantment; SQ damage reduction (10/+1), darkvision (60 ft.), detect magic; AL N; SV Fort +6, Ref +7, Will +1; Str 16, Dex 16, Con 14, Int 2, Wis 11, Cha 4.

*Skills:* Listen +4, Spot +4. *Feats:* Improved Initiative, Weapon focus (snout).

**Mushroom Sedative:** Type: ingested; Fortitude save (DC 14) to avoid; Initial Damage: mild paralysis; Secondary Damage: 1d4 temporary Con damage; Price: 90 gp; works only on Animals and Magical Beasts.

## 21C. Eyes and Ears

A withered old man stands behind a wooden table in front of his simple lean-to. He is gumming a dried piece of bread and mumbling to himself. Whatever he has for sale is covered by a black shroud. If the PCs show an interest, he removes the cover to expose three glass boxes. Inside the first box are eyeballs of various sizes. The second box contains ears, both human and otherwise. The final box is full of fingers, some fresh, some shriveled, and some with claws. If the PCs ask about a specific type of organ, such as a newt's eye or umber hulk tongue, the old man rummages through a sack under his shelter and produces what they require. There is a 50% chance that the item is actually what he claims it to be, otherwise it is a clever fake. He is only interested in trade and does not take coins. His price depends upon what the PCs want to buy, but it is completely random. For one eye he may take a mere bauble while refusing all but the most lucrative trades for the next eye.

**Treasure:** One of the ears has an earring still in the lobe, noticed on a Spot check (DC 15), or by handling the ear. The earring is magic, allowing the wearer to use *clairaudience* once per day as the spell.

## 21D. Edge Game (EL 4)

A seedy fellow named Nazgang the Honed operates this carnival-esque game of skill with the help of his assistant, a woman named Wrenli. The PCs approach in time to see Nazgang hurl a series of knives at a great spinning wheel, to which Wrenli has been securely bound. The wheel is made of scrap metal and mounted on a squeaky axis. Wrenli is tied at the wrists and ankles, turning around and around as the knives fly through the air and somehow avoid impaling her. Nazgang seems quite proficient at his art. But astute PCs notice myriad tiny scars on Wrenli's body, the marks concealed under layers of cosmetics (Spot check [DC 15] to notice the scars). When Nazgang sees the PCs, he launches into his practiced spiel, telling them that they could win the grand prize—an original arcane spell called *death march*—if they can throw three knives without hitting the slowly rotating Wrenli. The cost to play is a mere 50 gp.

Nazgang doesn't tell the PCs that he is forcing Wrenli to be his assistant, upon the threat to murder her younger brother, a miner named Gareth. As long as Wrenli permits the game to continue, Nazgang doesn't make good on his threat to kill Gareth, who currently works for the Magdyr faction, extracting dreadium to be converted into dread bread. Actually, Nazgang does not intend to murder anyone, but so far, Wrenli has yet to call his bluff. If questioned, Wrenli dutifully plays the role that Nazgang demands, though anyone making a Sense Motive check (opposed by Nazgang's Bluff skill) guesses that she's holding something back. If Nazgang is eliminated, Wrenli is grateful. She tells the PCs everything and invites them to dinner at the small shack she shares with her brother.

If the PCs take Nazgang's bet and throw a trio of knives at the spinning wheel, they must succeed in three attack rolls against AC 20 to avoid hitting Wrenli. The range is 20 feet, and the weapon is considered a dagger for purposes of proficiency and damage. If they win the wager, Nazgang is irked but true to his word, handing over a scroll he stole from Gupyick the derro in Area 33B. The scroll contains the spell *death march*, which is detailed in the Appendix. If they lose and accidentally stab Wrenli, perhaps killing her, then Nazgang smiles, mutters something about "better luck next time," and strolls off with the PCs' 50 gp entry fee before Gareth finds out that his sister is dead. Nazgang spreads the word that the PCs were responsible for her death.

**Nazgang, Male Human War5:** CR 4; SZ M; HD 5d8+5; hp 30; Init +6 (Dex, Improved initiative); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +5/+8; Atk +8 melee (1d4+3, dagger), or +7 ranged (1d4+3, dagger, crit 19-20); Full Atk +6 melee (1d4+3, dagger, crit 19-20) and +6 melee (1d4+1, dagger, crit 19-20); AL NE; SV Fort +5, Ref +3, Will +2; Str 17, Dex 15, Con 12, Int 8, Wis 13, Cha 10.

*Skills:* Bluff +6, Diplomacy +2, Intimidate +2, Knowledge (Descent) +0, Listen +1, Sleight of Hand +4, Spot +1, Swim +8. *Feats:* Improved Initiative, Skill Focus (swim), Two-Weapon Fighting.

*Possessions:* 143 gp hidden in various secret pockets, and 6 daggers.

*Personality:* Nazgang is conniving, greedy, and untrustworthy.

**Wrenli, Female Human Com1:** CR 1; SZ M; HD 1d4-1; hp 3; Init +0; Spd 30 ft.; AC 10; Attack +0 melee (1d3 subdual, unarmed); Fort -1, Ref +0, Will +2; AL NG; Str 10, Dex 11, Con 8, Int 11, Wis 14, Cha 10.

*Skills:* Handle Animal (cattle) +6, Listen +6, Profession (milkmaid) +4, Spot +6. *Feats:* Alertness, Skill Focus (handle animal).

*Possessions:* none.

*Personality:* Wrenli is dispirited and afraid. She has seen so much death that now she expects her own demise to be mere hours away.

## Adventure Hooks

The PCs can run into all sorts of shifty souls in the Market. Some of these NPCs come bearing their own mini-adventure, entirely unrelated to the PCs' greater quest. Goad the PCs with encounters such as these:

- Sebano's dog roams the market. The PCs see a hairy mutt sniffing around the stalls. Anyone making a Spot check (DC 16) notices that the dog wears a set of 5 keys around its neck. The keys are the holy symbol of Inoska. The dog is quite friendly and follows anyone who feeds it. See Area 7 for more details of Sebano and his dog.
- Hezmon the hobgoblin (Area 19) notices the PCs as newcomers in the Market and attempts to murder one of them, just on general principles. He assumes a disguise before he strikes and follows the PCs with his Trailing feat. Regardless of whether or not his death attack ability succeeds, Hezmon flees into the crowd and seeks succor with Lord Slan if the heroes are close to catching him.
- Filkrinder (Area 25) is here in the Market, trying to sell a death dog. If the PCs are convinced to purchase the mutt, it runs away as soon as it has a chance and returns to Filkrinder's house.

## 21E. Basket Full of Amber

Sitting here beside a large wicker basket with a lid made of clay is a crumpled little man with black wrinkled skin. His face, chest, and the backs of his hands are painted with cracked white paste. In his earlobes are large wooden plugs. When he smiles at the PCs, his teeth shine even whiter than the paint on his body. If the PCs appear curious as to the contents of the basket, the man grins knowingly and gestures for them to remove the lid. He never speaks. Should the PCs lift the lid and peer into the basket, they see what appears to be a severed halfling head. A Spot check (DC 12) permits them to notice a small note pinned to the inside of the basket's lid. Reading the note activates a *sepia snake sigil* spell.

This entire scene is a permanent illusion. Only the basket and the lid are real, as is the *sepia snake sigil*. This elaborate ruse was established by a wizard who operated in Descent for many weeks before incurring Esbat's wrath. The wizard would entrap victims with the spell and sell them as dinner to Glyx in Area 22. No one but the wizard knew that Glyx is actually a mind flayer. The wizard took that secret to the grave.

The citizens of Descent permit the *permanent illusion* to remain as a means of culling the ranks of the unwary. They find sick humor in watching newcom-

ers fall prey to the *sepia snake sigil*, which magically resets every time it's read. If the PCs befriend someone such as Rani the Protector, she warns them of this trap. Otherwise, they're on their own. An immobilized PC remains encased in amber for 1d4+14 days, possibly becoming a burden for the other party members. Certain merchants in the Market offer to purchase the trapped PC for any one of a variety of uses, offering prices up to 1,000 gp. The fleshbound vampires of the Magdyr clan find particular enjoyment in harassing anyone hauling around an immobilized body. The *permanent illusion* can be disbelieved and dispelled according to the guidelines in the *PHB*. If the PCs decide to claim the basket for themselves, no one objects, though the object is nearly 4 feet tall and half as wide, making it difficult to transport. It weighs 8 pounds.

## 22. Wines, Herbs, and Delectables (EL 8)

This shop is owned by a mind flayer named Glyx who conceals his true identity with a *hat of disguise*. Glyx came up to Descent from a mind flayer city miles below, and now that he is trapped here, he does what he can to abduct villagers, kill them, and consume them. He is a skilled vintner whose best wine is made from blood and other bodily secretions. Glyx closely guards this secret, which is only to be discovered if the PCs enter the back room of his shop.

The main room is a standard storefront, offering for sale a wide variety of underground flora, medicinal herbs, and other natural ingredients the PCs might find useful. So extensive is Glyx's inventory that there is a 75% chance he has any particular herbal spell component the PCs need. Appearing as a portly human with cheery cheeks and a balding pate, Glyx explains the differences in the plants found in the **Underground Flora** sidebar. He is conversant in all matters botanical. He claims to know little about Descent itself, save that several factions compete for control of the mines.

The back room contains barrels of a delicious, slightly salty drink called sanguine wine. Anyone testing the wine and making a Craft (winemaking), Knowledge (fine wines), or Profession (vintner) check (DC 12) knows that the wine's principle component is blood.

**Glyx, Mind Flayer:** CR 8; AC 19 (+2 Dex, +3 natural, +4 bracers), touch 16, flat-footed 17; hp 59; Craft (winemaking) +9, which was swapped for the +9 Knowledge skill possessed by other mind flayers. see the **MM** for more statistics.

**Possessions:** +4 bracers of armor, *hat of disguise*, bag of holding (bag 3: 35 lb.; 1,000 lb.; 150 cu. ft.), and a large onyx headband set with 16 perfectly cut star sapphires (8,400 gp).

*Personality:* Glyx is an epicure whose loyalty lies entirely with his own stomach. He seeks to cultivate brains for consumption and blood for his wine.

**Tactics:** Glyx engages a sorcerer or wizard in conversation about herbs, spell components, and other esoterica. He attempts to gain this person's confidence, contrive to get them alone, and murder them. If he can't get one of them alone in his shop, then he invites the PC to accompany him on an herb-gathering expedition, during which he attacks ferociously and then quickly stuffs the body in his *bag of holding*.

**Treasure:** Hidden under the floor boards in the back room of the shop, discovered on a Search check (DC 22), is a sack containing 6,393 gp and several small personal effects of Glyx's victims, such as lockets, wedding bands, and other items to indicate to the PCs that Glyx is up to no good. If that's not enough evidence, the dirty dishes in the sink contain tiny bits of gray matter, identified as brain if the observing PC possesses an appropriate Knowledge skill.

### 23. The Well

This well taps an aquifer deep underground, providing the citizens with potable water. The shaft is considered neutral ground as far as the dreadium feud is concerned. There is an unspoken rule that fighting is proscribed here, which means that the well often serves as a meeting place when an armistice is required to curtail a rising body count.

### 24. Residences

These tumbledown shacks are the homes of the people who call this hamlet their home. The houses range from the squalid to the elaborate to the downright bizarre, which is also a fair assessment of their owners. Populate these homes as you see fit. In the shadow of the wall a small pool of water is being filled by a trickle from above. The source of the trickle is the Screamer's Shaft, the main entrance to Descent. A makeshift ladder leans against the wall to aid the last 30 feet of the treacherous climb. Details of the harrowing plummet are given in Area 14G.

### 25. Kennel (EL Varies)

A crudely built fence of sharpened stakes divides this shallow depression in the cavern wall from the rest of the town. Scrawny dogs patrol inside the fence or lounge against the meager shelter of wood and stone. Between the shelter and the fence are four pits, each about ten feet deep. Barking and snarling rise up from these holes in the ground. When the PCs approach, the dogs begin barking, causing a ripple of noise through the pits. Soon the area is alive with howling and the owner of this kennel emerges from his shelter.

**Filkrinder the Packmaster** lives here with his dogs, breeding and training them without much purpose. Occasionally he tries to sell one to the locals but few are interested or able to meet his price. Those he has sold escaped their owners and now roam the town as a ravenous pack. If the PCs are in the market for a pet, for the very reasonable price of 100 gp they can own one of the animals that Filkrinder breeds. A coffin lid with wooden bars nailed to it is resting near the pits. When the lid is lowered into a pit, the dogs can get out by climbing it. Kept in three of the pits are three different breeds of dogs; the last pit is now empty. There are **6 death dogs**, **7 devil dogs** and **4 winter wolves** in the pits, plus there are **10 normal dogs** roaming the yard. Death dogs and devil dogs appear in the *Tome of Horrors*.

Filkrinder is certainly an anomaly. Most people in Descent work for one of the two controlling factions or ply the mines. There are few independent actors. Unbeknownst to Esbat and Lord Slan, Filkrinder maintains his independence by being the secret lackey of the Blood Governor. The Blood Governor needs eyes and ears in Descent since he can't keep his *crystal ball* aimed here continuously. Filkrinder is charged with monitoring the operations here and searching for the gem *Starfire*. If the gem surfaces, he is to report immediately to the Blood Governor. Otherwise, he keeps to himself, rarely venturing beyond the confines of his fence and hoping the Blood Governor doesn't contact him. If the PCs question him, Filkrinder only tells them the vaguest of information, though for a suitable bribe (25 gp) he tells them about the tunnel in the Mortuary (Area 26). If the PCs attack, Filkrinder pushes the coffin lid in with the winter wolves, and they come to his aid. Though these animals are trained, there are certain command words that must be used. If Filkrinder is killed, they are considered wild. Should someone purchase a dog, even though the animals are trained, there is a 5% chance every day that the dog turns on its new master or simply disappears.

**Death Dogs (6):** CR 2; SZ M Magical Beast; HD 2d10+4; hp 15; Init +2 (Dex); Spd 40 ft.; AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; BAB/Grp +6/+8; Atk +5 melee (1d6+1, bite plus rotting death); Full Atk +5 melee (1d6+1 [x2], bite); SA rotting death (Fortitude DC 20, incubation 1 day, 1d6 temp Con damage), trip; SQ scent, darkvision (60 ft.), low-light vision; AL NE; SV Fort +5, Ref +5, Will +1; Str 13, Dex 15, Con 15, Int 4, Wis 12, Cha 6.

*Skills:* Hide +5, Listen +7, Spot +7. see the *Tome of Horrors*.

**Devil Dog:** CR 3; SZ M Magical Beast; HD 6d10+12; hp 45; Init +2 (Dex); Spd 50 ft.; AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; BAB/Grp +6/+8; Atk +8 melee (1d6+3, bite); SA frightful presence



(range 30 ft., Will DC 13, few 6 HD, frightened 3d6 rounds), throat-rip (coup de grace, no raise); SQ cold subtype, darkvision (60 ft.), low-light vision, scent; AL CE; SV Fort +7, Ref +7, Will +3; Str 15, Dex 15, Con 15, Int 6, Wis 12, Cha 10.

*Skills:* Hide +6, Listen +5, Move Silently +6, Spot +2, Survival +5. *Feats:* Alertness, Stealthy, Track. see the ***Tome of Horrors***.

**Dogs, standard (10):** CR 1/3; hp 6; see the **MM**.

**Winter Wolves (4):** CR 5; hp 60; see the **MM**.

**Filkrinder, Male Half-Orc Brb5/Rog6:** CR 11; SZ M; HD 5d12+10 plus 6d6+12; hp 86; Init +3 (Dex); Spd 40 ft.; AC 16 (+3 Dex, +3 *amulet*), touch 13, flat-footed 13; BAB/Grp +9/+13; Atk +14 melee (1d4+5, dagger), or +12 ranged (1d6, shortbow, crit x3, range 60 ft., w/*slaying arrow* +13 ranged, 1d6+1 plus death); Full Atk +14/+9 melee (1d4+5, dagger), or +12/+7 ranged (1d6, shortbow, crit x3, range 60 ft.); SA rage (2/day, +4 Str and Con, +2 to Will saves, -2 to AC, gains 22 bonus hp), sneak attack (+3d6); SQ fast movement, evasion, improved uncanny dodge, trap sense +2, trapfinding; Fort +10, Ref +9, Will +4; AL NE; SV Str 20, Dex 16, Con 14, Int 10, Wis 12, Cha 4.

*Skills:* Climb +9, Escape Artist +11, Handle Animal +11, Hide +17, Listen +3, Move Silently +13, Ride +5, Search +8, Spot +11, Survival +15. *Feats:* Alertness, Great Fortitude, Skill Focus (Handle Animal), Track.

*Languages:* Common and Orc.

*Possessions:* +3 *amulet of natural armor*, pouch of 20 dread bread dog biscuits, skin of sanguine wine, 2 daggers, shortbow, *slaying arrow* (human), arrows (x20).

**Tactics:** Filkrinder's first attack is always with his *slaying arrow*, as he tries to kill a random human PC with a single shot. He always tries to bring at least one pack of dogs to his aid by pushing the coffin lid he uses for a ramp into a pit.

## 26. The Mortuary (EL 10)

A few years ago a man by the name of Lewis Stonegrinder intentionally moved to the Bonegarden to start a new life. A lonely man, he carried his few belongings through a hole in the wall and down the nearest tunnel to Descent. This event proved a boon for the citizens here, as Lewis was an undertaker, equipped with the tools and knowledge required to embalm and mummify corpses. As it turns out, if the newly dead are promptly mummified, they do not rise at sundown, but remain quiet as long as their graves remain undisturbed. Stonegrinder prepared several dozen bodies in this manner. They are buried in relative peace at Area 27.

Unfortunately, for the village, Lord Slan felt Lewis was a threat to the dreadium mining because his

ministrations brought some hope to the people who live here. Feeling that hopeless people made better miners, or at least more controllable ones, Hezmon the assassin was dispatched and soon so too was Lewis. His ghost remains to tell his story and provide a meager guard for his former abode.

Built of stone against the cavern wall, Lewis' house was also his workshop. The front door stands ajar looking in upon a laboratory filled with all the equipment and chemicals required to treat the recently dead. Anyone with Profession (mortician) can embalm and mummify a corpse on a successful check (DC 15). A second door separates the lab from the bedchamber. Stonegrinder's bedroom holds a simple cot supporting moth-eaten blankets. A shabby wooden wardrobe contains several sets of woolen breeches and smocks. When the PCs enter the bedroom, Lewis' ghost appears and relates his story: how he came to the Bonegarden, his attempts to make the lives of the villagers better and his suspicion that he was killed by Lord Slan, through his agent, Hezmon. Because of the ghost, and their respect for Lewis, none of the townspeople come here to his former house. The only exception is Filkrinder, who knows that the wardrobe conceals a secret door (Search check [DC 20] to locate), leading to one of the few tunnels that rise to the surface. This particular path extends for many hundred feet ending in a vertical shaft. The shaft is a strenuous climb nearly straight up on a makeshift ladder of bones. The shaft opens beneath the statue in the garden of the Quiet Gardener (Area 3). Though Lewis knows of this door, he doesn't consider it important enough to relate unless asked specifically about a passage. He does not fight, wishing only to be helpful, though if the PCs persist in attacking, he tries to possess a PC, traveling immediately to the Processor (Area 32) and attempting to attack Lord Slan and any who stand in his way.

**Lewis Stonegrinder, Male Human Ghost Exp9:** CR 10; SZ M Undead (Incorporeal); HD 9d12; hp 60; Init +1; Spd fly 30 ft (perfect); AC 11 (+1 Dex, +1 deflection); BAB/Grp +6/—; Atk +7 melee (1d4, ghost touch); SA corrupting touch, malevolence, manifestation; SQ rejuvenation, turn resistance (+4); AL NG; SV Fort +3, Ref +4, Will +7; Str 10, Dex 12, Con —, Int 18, Wis 12, Cha 13.

*Skills:* Bluff +2, Craft (alchemy) +16, Craft (artful corpses) +16, Decipher Script +16, Forgery +10, Handle Animal (horse) +13, Hide +15, Knowledge (embalming) +19, Listen +11, Open Lock +13, Profession (mortician) +16, Search +18, Sense Motive +11, Spellcraft +7, Spot +17. *Feats:* Alertness, Leadership, Skill Focus (Knowledge [embalming]), Skill Focus (Profession [mortician]), Weapon Focus (gauntlet).

Lewis' ten Expert class skills are Alchemy, Craft (artful corpses), Decipher Script, Handle Animal,

Knowledge (embalming), Open Lock, Profession (mortician), Search, Sense Motive, and Spot.

## 27. Burial Cave (EL 13)

This cavern contains several heaps of bodies, each corpse wrapped in layers of protective fabric and smelling strongly of chemicals and incense. The residents of Descent use this cave to stack embalmed bodies. One way of preventing the recently deceased from returning as undead is to embalm them in a timely manner; mummified bodies generally lie quiescent unless disturbed. Lewis Stonegrinder was at one time handsomely paid to treat cadavers in such a way that their tormented souls would not return a day later to terrorize the townfolk. The mortician tended to several dozen corpses during his year of residency in Descent. Sadly, he himself was murdered, and he took to his grave the knowledge necessary to prevent dead souls from coming back for revenge upon the living. Since his death, the dark power of the Bonegarden has worked its fell magic on the corpses laid to rest here, slowly mutating them into **36 mummies**.

**Creatures:** The people of Descent know better than to come here; they consider the place strictly off limits—with good reason. If the bound bodies are in any way disturbed, all 36 mummies animate and attack.

**Mummies (36):** CR 3; hp 45; see the MM.

**Tactics:** If the PCs conduct a search in this cave or explore the heaps of corpses, the mummies animate, coming to full vigor in 1d3 rounds. They attack in a mindless swarm and they pursue without hesitation, following if the PCs flee back to Descent, where they continue their assault against anyone they encounter.

**Treasure:** The layers of dust in this cave are very thick, but there is nothing of value to be found. Anyone searching through the dirt and torn shrouds must make a Fortitude save (DC 20 or contract mummy rot, as per the mummy's description in the MM).

## 28. The Mines (EL Varies)

The labyrinthine network of dreadium mines runs off in many directions from Descent, some of them several hundred feet long. The tunnels are barely 6 feet high, very cold, and generally uncomfortable. Some of them are lighted with dreadium-burning lamps, while others are completely dark. Note that the tunnels depicted on the map are but a small sample of the true maze of passages; add extra tunnels of various dimensions as you see fit—but remember the dimensions of the containment sphere. The corridors are not all on the same horizontal plane, but climb up and down and at times even twist back under themselves in serpentine fashion. Veins of dreadium can be seen in many walls, oozing from the rock like malignant sap.



**Creatures:** Through the years, innumerable creatures have made their way up to Descent from the subterranean realms below. As the PCs probe the tunnels, they might encounter a company of miners working for either the Magdyrs or the Graybones, a clutch of darkmantles that drop from the ceiling, or a wandering xorn. Working in groups of 10, the miners are a mixed group of humans and dwarves of both genders and myriad backgrounds.

**Darkmantles (4):** CR 1; hp 7; see the **MM**.

**Miner, varied races Com1 (10):** CR 1/3, SZ M; HD 1d4+1; hp 3; Init +0; Spd 30 ft.; AC 10; Atk +1 melee (1d4+1 light pick, crit x4); AL varies; SV Fort +1, Ref +0, Will +0; Str 12, Dex 10, Con 13, Int 10, Wis 11, Cha 10.

*Skills:* Climb +3, Profession (dreadium miner) +2; Humans have the additional skills Listen +2 and Spot +2. *Feats:* Weapon Proficiency (light pick); Humans have the additional feat Endurance.

**Xorn, Elder:** CR 8; hp 144; see the **MM**.

## 29. Guarded Mine (EL II)

Not all of the mines are simply unguarded tunnels burrowed into the rock. Two areas are controlled by competent warriors who have made a deal with some of the miners in town. They offer protection while the miners do their work, and in return, the group splits whatever payment they receive from Esbat. This area is under the watchful eye of a group of soldiers who came to the Bonegarden as part of a larger army bent on destroying all of the undead in a single night. Predictably, the majority of the force was killed and returned as wights (see Area 16, **Habitat Level 2**, for more details of this doomed endeavor). Of course, the five men who survived aren't the most heroic of the group, but they may be the smartest, having fled destruction to fight another day. They have worked out a sweet deal with a group of miners. There are many dangers below the surface, such as wandering undead and stray monsters from the deep realms.

In a smaller cavern some 100 feet from Descent, these 5 soldiers have constructed a make-shift fortification, consisting of an earthen barrier fronted by a shallow pit filled with sharpened stakes. Passing through a slender tunnel and over the pile of earth allows access to a cavern 20 feet in diameter with five tunnels leading deeper into the earth. At the end of these tunnels, miners can be found 12 hours a day, hauling dripping buckets of dreadium up to the main cavern where it is stored in pushcarts. At all times while the mines are occupied, 4 men are here watching the tunnel for activity. They challenge any who approach within 30 feet. They take turns walking down each mineshaft, checking on their charges.

Whoever has this duty when the PCs approach comes quickly to the summons of the others.

These men are led by a captain of their mercenary band. His name is **Rathon**. They wear the same tattered remains of the black and gold uniform worn by the wights in Area 16. If the PCs have encountered the wights there, they may recognize these tabards for a match. The men are very cautious and are reluctant to let anyone enter their camp without good reason. The PCs need to offer them something of value before they parley. Conversely, they may meet any of these men in the town, at the market, or in the tavern, and find them friendlier if not gregarious. Wine or ale is a sure conversation starter.

If the PCs can draw information out of these men, they discover part of the story of their failed campaign. The soldiers always make it look like they fought bravely, but this is a lie. Though they claim independence, they admit to dealing exclusively with Esbat, claiming that Slan is some sort of fiend and that he is a "drow lover." They gladly abandon their mine and its occupants for the chance to leave the Bonegarden, though they always prefer retreat to confrontation if their deal involves combat on behalf of the PCs. However, if their lives or their operation is threatened, they defend both savagely. Refer to the **PHB** for details on attacking a fortification if the PCs must assault this cavern.

**Rathon, Male Human Ftr9:** CR 9; SZ M; HD 9d10+36; hp 85; Init +6 (Dex, Improved initiative); Spd 30 ft.; AC 18 (+1 Dex, +7 armor), touch 11, flat-footed 17; BAB/Grp +9/+12; Atk +13 melee (1d12+6, greataxe, crit 19-20/x3) or +12 ranged (1d10, heavy crossbow, crit 19-20); Full Atk +13/+8 melee (1d12+6, greataxe, crit 19-20/x3); AL N; SV Fort +9, Ref +5, Will +4; Str 17, Dex 14, Con 16, Int 12, Wis 12, Cha 13.

*Skills:* Climb +7, Craft +9 (carpentry), Heal +3, Intimidate +15, Ride +11, Sense Motive +4. *Feats:* Cleave, Great Cleave, Improved Critical (greataxe), Improved Initiative, Precise Shot, Point Blank Shot, Rapid Shot, Power Attack, Weapon Focus (greataxe), Weapon Specialization (greataxe). Climb skill reduced by -5 armor check penalty.

*Languages:* Common and Orc.

*Possessions:* +1 banded mail, greataxe, heavy crossbow, heavy crossbow bolts (x20), dread bread, fresh water, *potions of cure serious wounds* and *fly*.

**Male Human Ftr5 (4):** CR 5; SZ M; HD 5d10+5; hp 39; Init +5 (Dex, Improved initiative); Spd 30 ft.; AC 16 (+1 Dex, +5 armor), touch 11, flat-footed 14; BAB/Grp +5/+8; Atk +9 melee (1d8+6 [2 handed], longsword, crit 19-20) or +6 ranged (1d8, longbow, crit x3, range 100 ft.); AL N; SV Fort +5, Ref +2, Will +2; Str 17, Dex 13, Con 13, Int 12, Wis 12, Cha 8.

**Skills:** Climb +6, Intimidate +7, Jump +6, Swim +6, Tumble -2. **Feats:** Cleave, Improved Initiative, Power Attack, Track, Weapon Focus (longsword), Weapon Specialization (longsword). Climb and Jump skills reduced by -5 armor check penalty.

**Languages:** Common and Orc.

**Possessions:** Each man has chainmail armor, a longsword, dread bread, fresh water, and one minor *potion* (*invisibility*, *cure minor wounds* etc.).

**Tactics:** If forced to fight, these men stay behind their fortification, firing their bows. If the PCs gain the cavern, the fight continues hand to hand until two men are dead, at which time the other two surrender while Rathon tries to escape back to Descent, using his *potion of flying* if necessary. After that he lies low, trying to avoid the PCs. Optionally, you can have Rathon pester the PCs while they are exploring the town. There are numerous places where a sniper might fire several shots from cover without being discovered. Rathon is an excellent shot with his heavy crossbow.

### 30. Drow Mine (EL II)

Like the mine at Area 29, this series of tunnels is relatively free of monsters and undead. Due to the protective influence of a group of drow warriors, the miners delving into these pits do so in safety. This mine is among the most prolific, as this area is flooded with dreadium, and the protection offered the miners greatly increases productivity and morale. The drow have a special deal with Lord Slan, being a contingent of the group at Area 31. They are paid very well. They also have a secret deal with Esbat and occasionally send some dreadium his way in return for lantern fuel and a future trade with more drow from below. The impending deal with Slan for dread bread is closely guarded from Esbat; the drow are hoping to burn their dreadium and eat it too, so to speak.

A long tunnel leads away from Descent, dropping nearly 500 feet before splitting into three short mine shafts. The tunnel winds back on itself several times, and about 200 feet down is a lift constructed of a wood platform, several pulleys, and some rope. Every day the miners lower themselves down to the mine, and about 6 hours later lift several barrels of dreadium back to town. The drow warriors patrol the mines incessantly. If the PCs proceed down this tunnel and use the lift, make a Listen check (DC 12) for the drow warrior on point, or an opposed check if the PCs attempt to move by stealth. If the scout succeeds on his check, then by the time the PCs reach the split in the tunnel they are surrounded by **8 drow fighters**.

**Soldiers, Male Elf (drow) Ftr5 (8):** CR 5; SZ M; HD 5d10+5; hp 33; Init +2 (Dex); Spd 30 ft.; AC 14 (+2 Dex, +2 leather armor), touch 12, flat-footed 12; BAB/Grp +5/+9; Atk +9 melee (1d8+6 [2 handed],

longsword, crit 19-20), or +7 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ +2 bonus vs. enchantment Will saves, +2 bonus vs. spell Will saves, spell resistance (16), spell-like abilities, darkvision (120 ft.), light blindness; AL CE; SV Fort +5, Ref +3, Will +2; Str 19, Dex 15, Con 12, Int 14, Wis 12, Cha 16.

**Skills:** Climb +12, Craft (each drow has a different craft) +9, Intimidate +10, Jump +9, Listen +3, Ride +7, Search +4, Spot +3, Tumble +4. **Feats:** Cleave, Dodge, Combat Expertise, Improved Disarm, Power Attack.

**Languages:** Common, Draconic, Elven, Gnoll, and Undercommon.

**Possessions:** Each drow carries a pouch containing 3d4 pearls (50 gp each), a longsword, a shortbow, arrows (x20), leather armor, food, and fresh water. They also each have a *potion of cure light wounds*. They wear leather armor.

**Tactics:** These drow make every effort to avoid detection until they can gather their forces and surprise the PCs. If the PCs can sneak into the mines and discover the fighters in small groups or singly, they can eliminate them more easily. Use opposed Listen and Move Silently checks to determine if the drow or the PCs are more successful at surprising each other.

### 31. Dark Traders (EL I2)

At the end of this tunnel is a shaft that drops more than 2,000 feet to a chamber beyond the range of the containment field. Though no one inside the field can pass through, non-living material may move freely in and out. Suspended above the shaft is a platform secured by a pulley system to a winch. The rope has been woven from corpse hair. Slan and the Magdrys intend to use this crude elevator to lower a massive shipment of dread bread down to a drow receiving party. The drow in turn will pile payment onto the platform, along with an evil priestess who has agreed to walk Slan and his closest minions through the containment field. For more information on this furtive enterprise, refer to Area 32.

Notoriously distrustful, the drow guard this shaft attentively, not wanting invaders to drop down into the midst of their outpost half a mile below. At all hours of the day there are **4 drow fighters** here, grumbling over their assignment. Led by the duplicitous Vuzintra Aleafin, these drow are exceptionally dangerous.

Anyone may operate the winch. If the weight on the platform reaches 1,000 pounds, then a Strength check (DC 15) is required to lower or raise it. The DC increases by 3 for every additional 500 pounds placed on the rig, up to its maximum of 3,000 pounds, at which point the rope breaks.



**Creatures:** This is a crack drow commando team. They carry very little gear, relying on their natural combat skills rather than a large magical arsenal.

**Male Elf (drow) Ftr8 (4):** CR 9; SZ M; HD 8d10+16; hp 66; Init +6 (Dex, Improved initiative); Spd 30 ft.; AC 14 (+4 Dex), touch 14, flat-footed 10; BAB/Grp +8/+12; Atk +12 melee (1d8+6 [2 handed], longsword, crit 19–20), or +11 ranged (1d6, shortbow, crit x3, range 60 ft.); Full Atk +12/+7 melee (1d8+6 [2 handed], longsword, crit 19–20), or +11/+6 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ +2 bonus vs. enchantment Will saves, +2 bonus vs. spell Will saves, spell resistance (19), spell-like abilities, darkvision (120 ft.), light blindness; AL CE; SV Fort +8, Ref +4, Will +3; Str 18, Dex 16, Con 15, Int 14, Wis 12, Cha 16.

**Skills:** Climb +12, Intimidate +7, Jump +15, Listen +3, Ride +12, Search +4, Spot +4, Swim +15, Tumble +5. **Feats:** Combat Reflexes, Dodge, Expertise, Improved Initiative, Improved Trip, Mounted Combat, Skill Focus (Ride), Ride By Attack.

**Languages:** Common, Elven, Gnoll, Goblin, and Undercommon.

**Possessions:** Each drow carries a pouch containing 4d4 agates (100 gp each), a longsword, a shortbow, arrows (x20), food, and fresh water. Vuzintra Aleafin has hidden a *cube of force* in his boot, to be used in case of emergency (discovered if his person is examined on a Search check [DC 20]).

**Tactics:** The drow attempt to grab a random PC and hurl him into the shaft, a fall that kills anyone upon impact unless they are protected by extraordinary means.

### 32. The Processor (EL II)

Like the other buildings in this ramshackle underground town, this structure is made of a motley collection of misshapen boards, ill-fitting timbers, and random metal plates. Two stone chimneys jut up from the roof, belching out a smoke that smells suspiciously of burned flesh. The building is surrounded by a triple-strand wire fence. Cruel barbs have been worked into the wires, further dissuading potential visitors. Gaunt, white-faced guards are positioned about the fence, pacing nervously.

The Processor is the headquarters of the Magdyrs. The placement of the guards is shown on the Processor map. The guards are **6 fleshbound vampires** with statistics as per those in the wandering monster table. The fleshbounds are under orders to prevent anyone from entering the Processor. If the heroes attempt to approach stealthily, make opposed Hide/Spot or Move Silently/Listen checks between them and the fleshbounds. The fleshbounds question the PCs and then report to Pineetsah and Crebace in Area 32A for further instructions. Though Slan doesn't grant any wishes for tours of his building, he is more than willing to discuss business arrangements with the

PCs, hoping to use them in his ongoing war with the Graybones.

**Fleshbound Vampires Ftr5 (6):** CR 6; hp 40; See the Appendix.

### 32A. Processor Guardians (EL12)

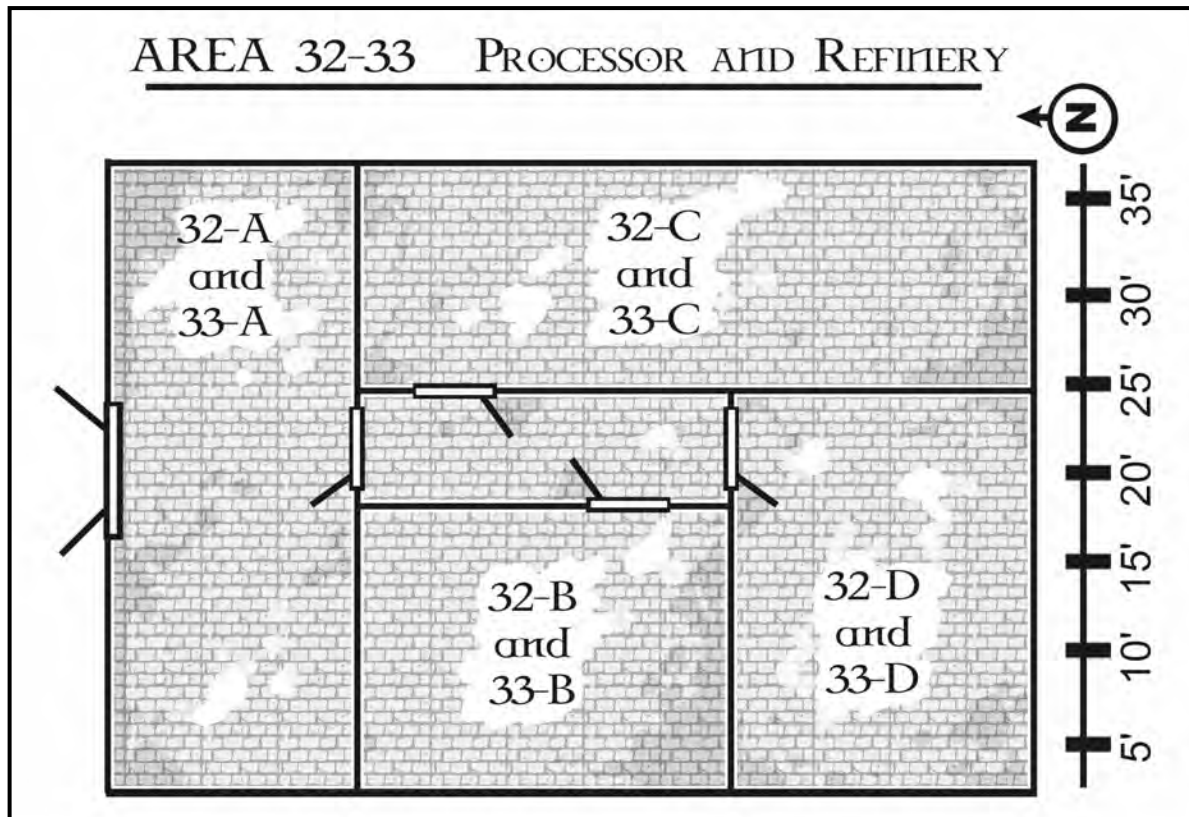
The everyday operations here at the Processor are overseen by a pair of human females named **Pineetsah** and **Crebace**, a sorcerer and fighter, respectively. Pineetsah and Crebace are attended by 2 **fleshbounds** who are under orders from Lord Slan to do the bidding of these women without question. Slan has a habit of decapitating fleshbounds who disobey him, knowing full well that the victim returns to unlife on the following night, whereupon a lesson has hopefully been learned.

Crebace has been charged with internal security, while Pineetsah handles the money and oversees shipping. These women came to the Bonegarden in search of a great library of spellbooks rumored to be in the possession of the Blood Governor. Though the lich wiped out the women's henchmen, Pineetsah and Crebace managed to flee the slaughter. They eventually made their way to Descent, where they allied with Lord Slan in hopes that he would one day arrange the means of escaping the containment field. They are prepared to kill anyone who enters the Processor, but first they launch a series of questions to ascertain the usefulness of any visitors, after which they report to Slan for instructions.

This room serves as the Processor's central office, containing a pair of crude desks, some poorly built furniture, and a dreadium-burning lamp (acquired through trade with the Graybones). The room has no fireplace, so like the rest of Descent, it is quite chilly. Anyone making a Search check (DC 15) discovers a stack of papers representing the formula for turning dreadium into an edible food product. According to these notes, Lord Slan intends soon to ship a large quantity of dread bread to a drow city several miles below the surface. The contractual agreement between Slan and the drow promises 5,000 gp in gems, along with the services of a high priestess of one of the malevolent drow deities. Slan has specifically requested the priestess so that she can provide him with a means of escape. The transfer of three tons of dread bread is to take place in a week's time. In order to make the trade through the containment field, the dread bread will be lowered down a shaft (non-living matter may pass freely through the field), while the drow payment will be hoisted up by block and tackle.

**Fleshbound Vampires Ftr5 (2):** CR 6; hp 40; see the Appendix.

**Pineetsah, Female Human Sor9:** CR 9; SZ M; HD 9d4+16; hp 46; Init +3 (Dex); Spd 30 ft.; AC 19 (+3 Dex, +6 *bracers*), touch 13, flat-footed 16; BAB/Grp +4/+3; Atk +3 melee (1d3-1 subdual, unarmed) or +7 ranged; SQ spells; AL LE; SV Fort +5, Ref +6, Will +6; Str 8; Dex 16, Con 15, Int 19, Wis 11, Cha 14.



*Skills:* Concentration +12, Craft (alchemy) +14, Knowledge (arcana) +14, Knowledge (Descent) +10, Profession (bookkeeper) +10, Search +9, Spellcraft +16, Spot +6. *Feats:* Brew Potion, Combat Casting, Craft Wand, Craft Wondrous Item, Scribe Scroll.

*Arcane Spells Known* (Cast Per Day: 6/7/7/6/4; base DC 12 + spell level): 0—*read magic, detect magic, flare, light, mage hand, mending, daze, resistance*; 1st—*chill touch, magic missile, shield, summon monster I*; 2nd—*invisibility, spider climb, summon monster II, web*; 3rd—*displacement, fireball, summon monster III*; 4th—*summon monster IV, wall of fire*.

*Possessions:* ivory ankle bracelet set with carnelian (1,100 gp), +6 bracers of armor, and 4 potions (*blur, fire breath, jump, gaseous form*).

*Personality:* Pineetsah is clever and exacting, a perfectionist and natural leader. She upholds any bargain she makes with the PCs, but has mastered the art of twisting those bargains to her advantage.

**Crebace, Female Human Ftr9:** CR 9; SZ M; HD 9d10+36; hp 101; Init +6 (Dex, Improved Initiative); Spd 20 ft.; AC 26 (+2 Dex, +9 armor, +5 shield), touch 12, flat-footed 24; BAB/Grp +9/+14; Atk +17 melee (1d8+7, +2 battleaxe, crit 19–20/x3) or +12 ranged; Full Atk +17/+12 melee (1d8+7, +2 battleaxe, crit 19–20/x3) or +12/+7 ranged; AL NE; SV Fort +10, Ref +6, Will +7; Str 20, Dex 17, Con 19, Int 13, Wis 14, Cha 16.

*Skills:* Climb +8\*, Diplomacy +7, Jump +8\*, Listen +7, Ride +9, Spot +6, Tumble +0\*. *Feats:* Cleave, Combat Reflexes, Great Cleave, Improved Critical (battleaxe), Improved Initiative, Iron Will, Mounted Combat, Power Attack, Improved Sunder, Weapon Focus (battleaxe). \* –5 armor check penalty factored in.

*Possessions:* +2 battleaxe, +4 chainmail, +3 large metal shield.

*Personality:* Crebace is a dark-eyed beauty who uses her allure to gain an advantage over her enemies. She is equally at home seducing a man as she is cutting him down with an axe. She feels that few are her equal in combat, and has been guilty of over-confidence. She secretly despises Lord Slan and—if one of the PCs impresses her as exceptionally worthy—she might secretly make a deal with them to eliminate Slan and take over his operation to secure an escape via the drow priestess.

### 32B. Storeroom (EL II)

This large chamber is filled with crates, most of which have been fashioned from coffins exhumed from the cemetery above. These makeshift crates are all marked with a stylized letter “S” and are nailed shut. They are all packed with dread bread. Each crate weighs 100 pounds. In a week’s time, the Magdys will have amassed 60 crates here, at which time the

drow will arrive at Area 31 to make a trade. There are currently 35 crates here.

**Creatures:** The room is guarded by 6 fleshbounds who attack intruders on sight.

**Fleshbound Vampires Ftr5 (6):** CR 6; hp 40; See the Appendix.

**Tactics:** The fleshbounds in this room are extremely bored. They’ve spent the last several hours playing card games and leaping around the crates, nibbling on dread bread, napping, arm-wrestling, and generally behaving like rowdy children. In fact, when the PCs enter the room, the fleshbounds hurl chunks of the black bread at them, taunt them, and in no way appear concerned with the intrusion. This attitude shifts quickly should the PCs present arms.

**Treasure:** The fleshbounds have set up a messy resting place between a few of the crates. There are two half-filled bottles of sanguine wine here, several hunks of dread bread, dozens of scattered playing cards, a rusty dagger, a wooden doll with the head pulled off, and a small leather scrip containing a second card deck. This deck is actually a *deck of illusions*, minus the red dragon and lich cards. Anyone making a Search check (DC 28) discovers a dirty lozenge-shaped crystal wedged under one of the crates. This is a *gem of brightness*.

### 32C. Food-Production (EL 12)

Anyone outside this room making a Listen check (DC 12) easily hears the metallic din of the machines laboring inside.

This large room stinks of fumes from the foul-smelling lamps placed in tin bowls in every corner. A strange, smoking apparatus dominates most of the chamber, a noisy, grinding contraption of spinning wheels and creaking pipes. Valves spit out goutts of steam. Ropes slide back and forth through pulleys. Catwalks connect the large, booming sections of the device, with ramps and rope ladders providing access. Gray-skinned humanoids leap all around the massive apparatus, some of them pouring in buckets of thick black paste, others shoveling out black bricks that roll out on a long piece of canvas on the machine’s opposite side. The room is hot and stagnant with steam.

This is where pure dreadium is made into dread bread, combining dreadium with a fungal flour-type substance and yeast procured through trade with underground merchants. Fifty-gallon drums of dreadium line the wall. The dreadium is taken from these drums and poured into the apparatus, which is a chaotic combination of magic and mechanical engineering. It takes several hours for the machine to transmute a gallon of dreadium into a loaf of dread bread. Also present are several sacks of fungal flour and boxes of yeast.

The PCs should feel out of their element here, as this odd procedure is far beyond their ken. Anyone making a

## Consuming Dread Bread

Dread bread is very nourishing, with one loaf providing a full day's nutrients for a Medium-size creature. It is also very filling. However, not everyone's bodily system can safely digest dread bread. Anyone who eats even a small portion must make a Fortitude save (DC 15) or become nauseated, unable to attack, cast spells, concentrate on spells, or do anything else requiring attention for 1 day. The only action such a character can take is a single move (or move-equivalent action) per turn. A nauseated character is considered incompatible with dread bread. Those who make their saves may eat the bread without ever suffering negative side effects.

An incompatible character eating more bread must make a Fortitude save (DC 18) each time he consumes it or permanently lose 1 point of Constitution. This Constitution loss is insidious, and the character must make a Wisdom check (DC 12) to notice the loss, otherwise he can lose up to 4 points of Con before he realizes that something is wrong. Anyone reduced to 0 hit points by the consumption of dread bread immediately returns as undead as per the **Wight Player Character** template in the Appendix. Keep this fact in mind because the PCs may encounter dread bread in various places, like the tavern, the Processor or with NPCs, not always realizing the nature of the bread they have found.

Disable Device check (DC 25) causes the apparatus to clank, clatter, and eventually grind to a shuddering halt. Lord Slan requires 3d6 hours to fix the machine, if he's given the chance to do so.

**Creatures:** The operation is performed by 8 fleshbounds, who gladly leave off their duties to tangle with the PCs should the heroes make any moves to stop the machine's progress.

**Fleshbound Vampires Ftr5 (8):** CR 6; hp 40; See the Appendix.

**Treasure:** There is not so much treasure here as there is an assortment of odd mechanical objects. PCs in need of pulleys, gears, ropes, chains, levers and other less recognizable devices have no trouble filling their packs with a motherlode of mechanisms. Anyone making a successful Search check (DC 22) discovers a small, vaguely worm-shaped piece of milky white stone. The stone is buried under a pile of greasy machine parts, misplaced long ago by someone who passed through these caves. The stone is actually a new *figurine of wondrous power* called an *alabaster maggot*, detailed in the Appendix.

## 32D. Master of the Processor (EL 18)

This is the office and private sanctum of **Lord Slan the abyssal vampire**. No less than 14 fleshbounds serve as Lord Slan's coterie of bodyguards. If Slan has been alerted to the PCs' presence or if he is expecting them as invited guests, hoping to cut a deal, then he is here waiting for them, ensconced in a massive chair of flesh-covered wood, casually swirling a decanter of Glyx's sanguine wine. Lord Slan stands over 6 ft. tall, with oily black hair that reaches nearly to the floor. Streaks of white in his hair give him an especially dire appearance, as does the sickly gray pallor of his flesh. He usually wears as little clothing as possible, so as not to be hampered when he changes to beast form. An ancient scar down his throat bears evidence of the injury that resulted in the airy rasp of his voice.

Slan orders his fleshbound retinue to remain seated while he converses with the PCs. He offers wine to his guests, as well as pastries made from dread bread. Slan wants to bring about the ruin of his rival, Esbat, but the Refinery's devilish guardians have thus far acquitted themselves well on the field of battle. If the heroes are without a means to exit the Bonegarden, Slan offers to provide one in exchange for Esbat's demise. Slan intends to leave the containment field with the help of the drow priestess after the dread bread exchange is made. If the PCs instead require another type of assistance—such as the defeat of the Blood Governor or the collective *pieces of her heart*—Slan commands Pineetsah and Crebace to help the heroes in any way they can. If that's not enough, he also sends along half a dozen fleshbounds. Slan even promises his own personal assistance in these matters if the PCs first bring him Esbat's head. He does not reveal that Esbat is a pit fiend.

**Fleshbound Vampires Ftr5 (14):** CR 6; hp 40; See the Appendix.

**Lord Slan, Abyssal Vampire:** CR 8; SZ M Outsider (Evil, Chaotic); HD 18d8+72; hp 153; Init +7† (Dex, Improved Initiative), +5\* (Dex, Improved Initiative); Spd 30 ft. †; 40 ft. \*; AC 19† (+3 Dex, +6 natural), touch 13, flat-footed 16; AC 18\* (+2 Dex, +6 natural), touch 11, flat-footed 16; BAB/Grp +18/+22 (+20\*); Atk +22 melee\* (1d6+6, slam plus Wisdom damage) or +24 melee† (1d6+6, claw); Full Atk +22 melee† (1d6+6, slam plus 1d4 temporary Wisdom), or +24 melee\* (1d6+4 [x2], claws) and +19 melee\* (1d8+2, bite); SA Wisdom damage† (1d4 temp. Wisdom damage), rend\* (2d8+6); SQ damage reduction (15/+2), spell resistance (13), scent\*; AL CE; SV Fort +17, Ref +14†, +12\*, Will +14; Str 18† (22\*), Dex 16† (14\*), Con 18, Int 15, Wis 17, Cha 15.

**Skills:** Bluff +23, Climb +25† (+27\*), Diplomacy +6, Hide +24† (+23\*), Intimidate +25, Jump +25† (+27\*), Listen +24, Move Silently +24† (+22\*), Search +23, Sense Motive +24, Sleight of Hand +5†



(+4\*), Spot +24. *Feats:* Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Critical (slam), Improved Initiative, Power Attack.

*Note:* † in vampire form only; \* in beast form only.

*Possessions:* large pouch containing 4 diamonds (1,500 gp each), *iron bands of Bilor*, *pipes of haunting*, and a *chime of interruption*.

*Personality:* Slan hates Rani the Protector and actively schemes to destroy her. In fact, her demise has become his obsession. But strangely enough, this obsession borders on an unmentionable fondness; though he would never admit it, Slan is drawn to Rani. So far, his hatred has managed to supplant any dim admiration he might have for the woman.

**Tactics:** This battle should be played as pure anarchy. Fleshbounds fling themselves at the PCs without regard for their own personal safety, as they know they are restored with the coming of the next night if they are slain. The fleshbounds attempt to overwhelm the heroes with their great numbers. Meanwhile, Lord Slan singles out the frailest looking character and attacks savagely until he is reduced to 15 hp or less, at which point he attempts to flee in his beast form. Don't forget Slan's damage reduction and spell resistance.

**Treasure:** Other than the items he carries, Lord Slan has no personal treasure. Very little opportunity exists in the Bonegarden to amass wealth. The room contains a threadbare carpet that was once a tapestry hanging inside a tomb. There is also Slan's oversized chair, a pair of rusty antique longswords crossed on the wall (200 gp each), and a cracked amphora containing what little plunder Slan has stripped from the bodies of the few adventurers who've crossed his path: 214 gp, a tarnished silver circlet (130 gp), a pair of fine calfskin gloves (25 gp), a *ring of swimming*, and a single *bead of force*.

### 33. The Refinery (EL 12)

This tall building is made of ill-fitting stone blocks obviously cut from the walls of the cavern itself. Part of the wall has crumbled and been patched with what might be moss and fungal growth, hardened with some kind of resin that serves as mortar. There are no windows, only a single door that contrasts sharply with the rest of the building due to its expert workmanship. This smooth granite door is plainly the door of a tomb, stolen from the cemetery above and fastened inexpertly into the building's face. In the center of the door is a bas-relief sculpture of a peaceful angelic face.

A single black pipe rises from the structure's roof, belching a continuous stream of foul-smelling smoke. Sitting on rocks around the building's perimeter are half a dozen humanoid creatures with discolored

skin, horns, and disproportional faces. They appear to be guards of some kind.

The Refinery (refer to the Refinery Map) is where the Graybone workers turn raw dreadium into a fuel. Miners bring in large metal buckets of raw dreadium, the waste product of which is the noxious black smoke coming from the chimney. A new miner team arrives ever 2d4 hours, bearing makeshift carts of dreadium. The miners' skin is black from exposure, and most of them are slowly dying of dreadium poisoning.

The grounds are patrolled by 6 **osyluths**, lesser devils under the command of a disgruntled **barbaz**. Esbat summoned the osyluths and barbaz to assist him in his labors here in Descent, knowing full well that they wouldn't be able to return to their home plane once they arrived. The barbaz is angry with Esbat for summoning it here, where it is trapped and forced to oversee such menial labor. If the devils spot the PCs, the barbaz hails them and converses in guttural Common concerning what he refers to as a "good plan for all." He has been told to be on the lookout for fresh recruits in the war against the Magdyrs. Though not exceptionally intelligent, the barbaz is smart enough to follow orders, those being to challenge anyone who approaches and—if the intruders look capable—invite them to a meeting with the Refinery's master.

**Osyluths (Devil) (6):** CR 6; hp 35.

**Barbaz (Devil):** CR 7; hp 55; see the MM.

**Tactics:** The barbaz uses *teleport without error* to flee if the battle turns against him. In the meantime, he attempts to use *charm* and *suggestion*. If these efforts fail, the barbaz summons 2d10 lemures (50% chance of success), enters its battle frenzy state, and charges into the fray.

### 33A. Fuel Store (EL 13)

This large warehouse is stacked with 10-gallon kegs of refined dreadium. There are 50 such kegs in the room. Several dreadium-burning lamps provide light. There are always 8 **osyluths** here, arranging the barrels and making space for more. If the PCs dispatch the osyluths, they may take kegs as they desire. Each keg weighs 80 pounds, and may be detonated as per the **Exploding Dreadium** sidebar.

**Creatures:** Though vile and deadly, the **osyluths** are hard workers, hoping to find a reward for their dedicated service. They attack all non-devils on sight.

**Osyluths (Devil) (8):** CR 6; hp 35.

**Tactics:** Unlike the osyluths elsewhere in the Refinery, this group fights as a team. They have a very singular tactic—they all attack the same character, even at the risk of exposing themselves to strikes from the other adventurers. Roll randomly to determine which PC receives this mass assault. As a free action,

## Exploding Dreadium

Igniting a single gallon of refined dreadium creates a fiery explosion dealing 3d6 points of damage to everyone within 10 feet, and 1d6 points of damage to those between 11 and 20 feet away. A Reflex save (DC 15) reduces the damage by half. One gallon weighs approximately 8 pounds. Each additional gallon increases the damage by 1 die for both range categories, but the range itself is not increased. Maximum damage is 20d6.

Characters caught in any dreadium explosion must make a Reflex save (DC 15) or catch fire. In each subsequent round, the burning character must make another Reflex save. Failure means he takes another 1d6 points of damage that round. Success means that the dreadium on his person has burned out. A character on fire may automatically extinguish the flames by jumping into enough water to douse himself. If no body of water is at hand, rolling on the ground or smothering the fire with cloaks or the like permits the character another save with a +4 bonus. Those unlucky enough to have their clothes or equipment catch fire must make Reflex save at (DC 15) for each item. Flammable items that fail sustain the same amount of damage as the character.

Any major source of flame touching the dreadium causes it to detonate. Though a mere candle dropped into a barrel does not ignite it, a burning torch or *flame arrow* is sufficient to cause the effects listed above. A flaming arrow fired into an open container has a 50% chance of setting it off. Anyone with the skill of Alchemy may attempt a check (DC 14) to make a fuse from a piece of rope or string coated in wax. Success indicates that a fuse has been made that burns at the rate of 1 foot per combat round.

Simply handling refined dreadium forces the character to make a Fortitude save (DC 15) if the dreadium comes into contact with bare skin. Failure brings dreadium poisoning, permanently blackening the affected area of skin. The character also gains 1 negative level. After 24 hours, the afflicted character must attempt a second Fortitude save (DC 15, DC 18 if the character drinks refined dreadium or is immersed in it). If the save succeeds, the negative level dissipates and the character is restored to full vigor. If not, the negative level is removed, but the character permanently loses 1 level. The miners and refinery workers practice extreme caution to ensure that dreadium never touches their skin. Still, accidents happen.

2d10 lemures. The osyluths and lemures do everything they can to overwhelm their target, and they do not relent until that target is pacified. Then they move on to a second target.

**Treasure:** Anyone making a Search check (DC 18) discovers a spare glaive which the barbazu in Area 33 has stashed here. There is also a chest against one wall, placed here by Esbat purely to trap the unwary. The chest isn't locked, though a *fire trap* spell has been placed upon it by a wizard who was in Esbat's employ before being murdered by Hezmon the assassin. The chest is watertight. It holds 20 gallons of dreadium. Anyone opening the chest sets off the *fire trap*, which instantly ignites the dreadium. Refer to the **Exploding Dreadium** sidebar for more information.

**Fire Trap:** CR 5; spell; spell trigger; no reset; spell effect (*fire trap*, 12th-level wizard, 1d4+12 fire, 5 ft. radius, Reflex [DC 17] for half damage); Search (DC 29); Disable Device (DC 29).

**Exploding Dreadium:** CR 10; trigger (*Fire Trap* sets off); 20d6 explosion (20 ft. radius); Reflex (DC 15) for half damage; Search (impossible—inside chest); Disable Device (disabled via *fire trap*).

## 33B. Pawn Workshop (EL 12)

This room serves as the studio of a derro wizard named **Gupyick**, a craftsman currently working to supply Esbat the pit fiend with a new addition to his army of Graybone thugs. Spellcaster and inventor, Gupyick has combined his talents to create a form of golem known as a headless pawn. Gupyick originally created the headless pawns many years ago as part of a commission for a wealthy landowner from the far city of Swordport, at which time the automatons acted as house servants and groundskeepers. Since becoming trapped in the Bonegarden, the derro has begun producing headless pawns for Esbat, in exchange for the promise of eventual freedom. Gupyick has just finished a batch of **5 headless pawns**, and orders them to attack anyone intruding on the studio. Headless pawns are built of humanoid body parts, usually oversized and quite muscular. Their joints and other vulnerable areas are reinforced with metal bands. Most headless pawns have light blue skin. Their heads have been replaced with silver orbs that crackle with electricity. Refer to the Appendix for more information.

Gupyick dresses more like a carpenter or sculptor than a wizard. His work belt is festooned with cutters, measuring devices, and other implements. Upon his face, the derro wears a set of large, cumbersome eyepieces. These elaborate spectacles are comprised of thick, cone like lenses, heavy rims, and several small dials to adjust viewing intensity. A leather strap helps hold them in place on his head. These glasses

the 8 devils activate their fear ability, perhaps forcing each character to make as many as eight separate saving throws against the effect. If there's not enough room for all the osyluths to attack at once, those unable to reach the target spend the first round attempting to summon



are actually *goggles of minute seeing* (although they weigh 2 pounds), which he uses to better view the tiny innards of the headless pawns he creates.

The room is full of scrap metal, piles of wood, untidy stacks of humanoid limbs, sewing needles and thread, rivets, nails, spools of wire, oil cans, and a small bunk where Gupyick rests. He sustains himself on dread bread and sanguine wine.

**Gupyick, Male Dwarf (derro) Wiz9:** CR 9; SZ M; HD 9d4+45; hp 68; Init +3 (Dex); Spd 20 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +4/+4; Atk +4 melee (1d4, dagger, crit 19–20), or +7 ranged (1d6, shortbow, crit x3, range 60 ft.); AL LE; SV Fort +8, Ref +6, Will +7; Str 10, Dex 16, Con 21, Int 19, Wis 13, Cha 8.

**Skills:** Appraise +6, Concentration +17, Escape Artist +8, Knowledge (arcana) +14, Knowledge (nature) +14, Sleight of Hand +8, Sense Motive +5, Spellcraft +18. **Feats:** Blind-fight, Brew Potion, Expertise, Heighten Spell, Scribe Scroll, Spell Penetration.

**Arcane Spells Prepared** (4/5/5/4/3/1; base DC 14 + spell level): 0—*arcane mark, dancing lights, daze, detect magic*; 1st—*burning hands, change self, charm person, comprehend languages, identify*; 2nd—*hypnotic pattern (x2), rope trick, see invisibility, summon monster II*; 3rd—*death march (see Appendix), dispel magic, haste, hold person*; 4th—*arcane eye, greater invisibility, ice storm*; 5th—*wall of iron*.

**Languages:** Common, Dwarven, Giant, Goblin, Orc, and Undercommon.

**Possessions:** 12 masterwork bolts, silver dagger, light crossbow, 2 bolts +1, 6 potions: *endurance, cat's grace, glibness, clairvoyance, clairaudience, invisibility, feather token (tree), universal solvent, goggles of minute seeing*, and an arcane scroll of *death march* penned by a 12th-level caster. Refer to the Appendix for details of this new spell.

**Personality:** Gupyick has little concern for anything but his creations. He fights the PCs if he must, but prefers simply to be left alone.

**Headless Pawns (5):** CR 6; SZ L Construct; HD 8d10; hp 40; Init –1 (Dex); Spd 20 ft. (can't run); AC 16 (–1 size, –1 Dex, +8 natural), touch 8, flat-footed 16; BAB/Grp +4/+9; Atk +8 melee (1d6+5, slam); Full Atk +8 melee (1d6+5 [x2], slam); SA electricity (2d6 electricity, Fortitude [DC 14] for half damage; every 1d4 rounds [max. 3 times/day]); SQ construct, damage reduction (10/+1); AL N; SV Fort +2, Ref +1, Will +2; Str 20, Dex 8, Con , Int —, Wis 11, Cha 1.

**Skills:** Profession (groundskeeper) +8.

**Tactics:** If forced into battle, Gupyick always casts *death march* as his first spell, followed by *greater invisibility*. While the headless pawns occupy the PCs, the invisible derro assaults them with *ice storm*, and drops a *wall of iron* on them so long as he's assured not to hit one of the headless pawns accidentally. He might also cast *haste*

upon one of the pawns. Gupyick always flees to Esbat's chamber at Area 33D if his life is in danger.

**Treasure:** If one of the PCs makes a successful Search check (DC 18), he discovers amongst the golem-construction materials a small box made of polished bone. The box opens on a very delicate hinge. Inside, lying on a small velvet cushion, is one of the *pieces of her heart*.

### 33C. Refining Station (EL 13)

Raw dreadium is converted into a refined, volatile state by a process that is both diabolical and alchemical. This large room is crammed with complicated distilling gear, much like a very large and delicate alchemist's lab. Tables made from coffin wood support hundreds of pounds of glassware, tubes, belts, burners, and various smoking, bubbling bowls. The main ingredient in dreadium's transformation from useless black goo into valuable fuel is the bodily juice and life essence of a lemure, the smallest, weakest type of devil. Headless pawns carry armloads of lemures into a trembling metal grinder at one end of the room. The grinder instantly destroys the lemures and processes their liquefied remains over the next 12 hours, mixing them with dreadium and finally discharging a refined product. Large spigots emit refined dreadium, which the pawns load into kegs and transport to Area 33A, where they will eventually be shipped to Hawkmoon.

Though quite large, the alchemical equipment is also very delicate. Anyone making a Disable Device check (DC 10) successfully interrupts the refining process, requiring Gupyick the derro to make repairs. Alternatively, the PCs may simply smash the fragile glass components to pieces, risking dreadium poisoning as per the **Exploding Dreadium** sidebar.

**Creatures:** There are always **4 headless pawns** here, along with **40 lemures** waiting to be fed into the grinder. PCs who enter this room find themselves in a sea of lemures who know nothing but how to fight and eat. The pawns are programmed to defend the lab.

**Headless Pawns (4):** CR 6; hp 40. see 32B above.

**Lemures (Devil) (40):** CR 1; hp 9; see the **MM**.

**Treasure:** Alchemists might find sundry pieces of interesting gear here. One of the glassware objects is actually an *eversmoking bottle*, but it goes unnoticed amongst the vast tangle of similar-looking pieces unless someone scans the room with *detect magic*. The room also contains three kegs of refined dreadium of 10-gallons each.

### 33D. Lord of the Manor Malign (EL 16+)

This is the lair of **Esbat the pit fiend**. Upon the door, he has traced a *symbol of death*, forcing anyone who sees it to be affected by it and potentially killing up to 150 hit points worth of victims.

**Symbol of Death Trap:** CR 9; spell; spell trigger; no reset; spell effect (*symbol of death*, 17th-level sorcerer, Fortitude [DC 21] or die, up to 150 hit points killed, range 60 ft.); Search (automatic); Disable Device (*dispel magic only*).

The walls of this room have been painted red, and judging by the smell, that paint is blood. Dreadium-burning lamps hang from the ceiling in iron cups, pouring black smoke and casting a hazy pall over the room. An opened barrel of dreadium stands near one wall. Floating atop the dreadium is small boat made of cleverly folded paper. Dominating the back half of the room is a large bench that apparently serves as a bed of some sorts, as it bears several rotting blankets and is currently occupied by a man in an expensive but wrinkled scholar's suit. The man is perched on the edge of the bed, smiling a secret smile. Beside him on the bed rests a flail that appears to be fashioned from bone. At his feet is a large scarred wooden shield.

Though Esbat sometimes disguises himself as a handsome human of middle years and a disarming smile, in his true form he is a towering hell spawn with razor horns and a huge wingspan. His tail is long and wickedly barbed. The flail he uses in battle is fashioned from the bones of a celestial planetar he murdered long ago. How he responds to the PCs depends upon the circumstances of their arrival. If they've come as guests seeking a business arrangement, then he welcomes them and settles down to hammering out a suitable agreement. Esbat knows of the Blood Governor and wishes to eliminate him. The pit fiend feels that the lich is too powerful a force to be left unchecked. Esbat's arrogance won't permit him to let such a rival remain, but he's yet to settle upon a workable plan for getting rid of the lich. If given the chance to converse with the PCs, Esbat asks them openly if they would be willing to track down the lich's phylactery and destroy it. In return for this considerable service, the pit fiend agrees to one of two things. If the PCs are nearly dead, their resources depleted, then Esbat simply promises not to kill them. However, if the PCs are in good shape and seem able to hold their own against the devil, then Esbat offers either to help them find the object of their quest or, if they prefer, abet their timely escape from the Bonegarden. He firmly believes that the imminent sale of dreadium to the Valder family in Hawkmoon will provide him with the means of getting out. He says he'll take the PCs with him if they meet his demands. In fact, the Valderys' contact with Esbat lives here in Descent in the Refinery; he maintains a residence in Descent, though he rarely stays there. He can usually be found taking advantage of Esbat's protection. When the PCs arrive, this man, one **Ferrous Shilling**, is hiding in the shadows of Esbat's lair. He remains concealed throughout the encounter, whether it is conversation or combat.

Ferrous can deal dreadium with anyone in Descent, so if Esbat falls, his successor can expect an invitation from the Valders. Twice monthly, at the full and new moons, Ferrous sneaks to the surface to meet with a priest sent by Cristof Valder. He takes a few days respite in Hawkmoon, updating his boss, before returning.

Unbeknownst to the residents of the Refinery, the tunnel Ferrous uses can be accessed by climbing a section of wall behind the Refinery. The crevice leading to the man-made stairway can be seen from the ground on a Spot check (DC 25). Otherwise, the only way to find it is to witness someone climbing into it, something that happens only rarely. The stairway exits the surface beneath the tomb of Genevive Valder, at Area 11.

If the PCs have come here unannounced, Esbat first gives them a chance to speak amicably, but certainly gives them a fight if that's the reason they're here.

**Esbat, Pit Fiend (Devil):** CR 16; hp 150; see the MM.

*Possessions:* +4 large wooden shield, +3 light flail.

*Personality:* Esbat firmly believes in keeping a deal if one is made. He has no problem with helping the PCs, so long as he gets something in return. If crossed, he is the ultimate villain, being stronger, wiser, and more intelligent than most anyone he meets. And his memory is very, very long.

**Tactics:** Esbat is an aggressive combatant, confident that his mighty damage reduction and spell resistance abilities are enough to protect him from harm. After enacting his fear ability as a free action, he summons a gelugon to join the fray, then immediately releases a *meteor swarm*, with his target of preference being anyone displaying the holy symbol of a good-aligned deity. Invariably he uses *improved invisibility*, sometimes while flying. His next action usually involves summoning a second gelugon, then detonating one *fireball* after the next into the party's midst, sometimes attempting to thwart spellcasters with timely uses of *dispel magic*. His bite can be lethal. These devils always pursue retreating PCs, even if that means tracking them all the way to the surface.

They do not end pursuit until the heroes are captured or killed. If pressed, Esbat escapes into the mines with *teleport without error* and finds a place to rest while he regenerates. He returns as soon as possible to bombard the PCs with *fireball* spells. Unfortunately for him, he already used his yearly *wish* in a failed effort to escape the containment field.

**Gelugon (Devil):** CR 13; hp 114; see the MM.

**Ferrous Shilling, Male Human Rog9:** CR 9; SZ M (6 ft., 3 in. tall); HD 9d6+9; hp 49; Init +7 (Dex, Improved Initiative); Spd 30 ft.; AC 16 (+3 Dex, +3 bracers), touch 13, flat-footed 13; BAB/Grp +6/+6; Atk +6 melee (1d6, short sword, crit 19–20) or +9 ranged (1d6, shortbow, crit x3, range 60 ft.); Full Atk +6/+1 melee (1d6, short sword, crit 19–20) or +9/+4 ranged (1d6, shortbow, crit x3, range 60 ft.); SA sneak attack (+5d6); SQ evasion, improved uncanny dodge, trap sense +3, trapfinding; AL N; Fort +4, Ref +9, Will +2; Str 10, Dex 16, Con 12, Int 16, Wis 8, Cha 14.

*Skills:* Appraise +13, Bluff +11, Climb +9, Diplomacy +16, Disable Device +12, Disguise +8, Escape Artist +12, Forgery +7, Gather Information +11, Hide +18, Intimidate +4, Listen +9, Move Silently +18, Open Lock +13, Search +12, Sense Motive +8, Sleight of Hand +5, Spot +7. *Feats:* Alertness, Improved Initiative, Leadership, Skill Focus (Hide), Skill Focus (Move Silently).

*Languages:* Common, Gnome, Infernal, and Undercommon.

*Possessions:* +3 bracers of armor, short sword, shortbow, arrows (x20), water skin, trail rations, and a purse containing 11 gp.

*Personality:* Ferrous is a diplomat and con man. He prefers to parley with opponents and shuns a fight. If forced to engage he seeks every opportunity to retreat or trade for his safety.

**Treasure:** Like all other inhabitants of the Bonegarden Esbat has little personal treasure, having found himself trapped and forced to make do with the resources at hand. The only thing of value here is concealed within the folded toy boat. Anyone unwrapping the boat discovers a supple leather mask rolled up inside. This is actually the *maschera di morte*, detailed in the Appendix.

# Appendix I: New Feats

Included here are twelve new feats to enrich any campaign.

## Ambush [General]

You can use your knowledge of small-scale tactics to surprise your enemies.

**Benefit:** If you have at least 5 minutes to set up an ambush, you may make a Survival or Hide check (DC 12) to see if you can successfully conceal your presence. Use Survival if laying an ambush in the wild and Hide if preparing one indoors or in an urban environment. The DM modifies the DC according to available areas of concealment. In a desert or other barren place, the final DC might be as high as 20, as it's difficult to ambush someone without a proper place of concealment. Success indicates that you catch your opponents by surprise, leaving them flat-footed when you spring your trap.

## Anything Goes Combat [General]

In your hands almost anything is a dangerous weapon

**Prerequisite:** Int 13+, Dex 13+

**Benefit:** You are the master of the improvised weapon. You treat any object, including weapons you are not proficient with, as a simple melee weapon, using the stats listed in this feat instead of the stats usually used for that object or weapon. You may still use weapons you have proficiency with, using the stats listed in the *PHB*. Determine the size of the object or weapon and use the stats listed here.

Size	Damage	Threat	Crit	Reach
Tiny	1D2	20	x2	5 ft.
Small	1D4	20	x2	5 ft.
Medium	1D6	20	x2	5 ft.
Large	1D8	20	x2	5 ft.
Huge	1D10	20	x2	5 ft.

If the DM determines that there is no way the object in question could do regular damage, it instead deals subdual damage. Additionally, any object used as a weapon via this feat can deal subdual damage at your discretion without penalty. You may not take weapon feats applied to these weapons, such as a weapon focus for a beer mug or lantern.

## Bonded Weapon [General]

You have used a single weapon so much that you have formed an almost spiritual bond with that specific weapon.

**Prerequisite:** Improved Critical (with weapon), Proficient with Weapon, Weapon Focus (with weapon), Weapon Specialization (with weapon)

**Benefit:** Choose a single unique weapon. For one month you train exclusively with that weapon, learning how to best wield that specific weapon most effectively. During the training period, you may use no other weapons, or you must repeat the process. After the month of training, give the weapon a name to symbolize your intimate knowledge of the weapon. You gain an additional +2 to all attack rolls and +1 to damage with your named weapon (this stacks with the weapon focus and weapon specialization bonuses). You do not gain the bonuses or penalties of this feat when wielding another weapon of the same type, and you suffer a -2 to all attack rolls with all other weapons.

**Special:** If your named weapon is ever destroyed or taken from your possession for more than a week, you must repeat the process of naming a weapon and continue to suffer the -2 to attack rolls with all other weapons. You may never have more than one bonded weapon.

## Cadaverous Familiar [General]

You can take an undead creature as a familiar.

**Prerequisite:** The ability to summon a familiar, and the ability to cast the *animate dead* spell.

**Benefit:** With this feat, the familiar ritual is performed on the animated skeleton or zombie of a type of animal that can normally become a familiar. The familiar ceremony works normally, except that the creature is not actually summoned, and must be present and under your control.

A skeletal or zombie familiar is just as intelligent as any other familiar. You still get the bonuses associated with that type of (living) familiar. As an undead creature, the cadaverous familiar can be turned or rebuked, but remember that its hit dice are equal to your level.

**Special:** If your regular familiar is slain, you can recover the lost experience points by reanimating it and using this feat. If a cadaverous familiar is destroyed, you can merely replace any damaged parts and reanimate the remains, without losing any experience points in the process. You must dismiss any familiar you currently have before binding a new one, but need not wait a year and a day to bind a new cadaverous familiar.

## Chant [General]

You can use the rhythm of your voice to encourage others to work for longer periods of time.

**Prerequisite:** Perform (singing, chanting, or poetry) +2, Endurance

**Benefit:** By singing a song or delivering a repetitive cadence, you help those around you fall into a steady rhythm of work, enabling them to perform strenuous activities for longer durations. As long as you maintain the chant, anyone who hears you

is considered to have the Endurance feat. As part of your own training to acquire the Endurance feat, you mastered the art of the chant. You can now extend that benefit to others. This feat is often practiced by the chanters aboard rowed sailing vessels and certain members of mining teams.

### Counter-Track [General]

You are adept at eluding those attempting to follow or track you.

**Benefit:** By making a Survival check and moving at half speed, you impose a +5 modifier to the DC of any attempts to track you through the wild. The more desolate an area, the easier it is to hide your tracks, as there are fewer places that can bear a sign of your passing. The DC depends upon the environment and other factors.

Surface	DC
Very Soft	20
Soft	15
Firm	10
Hard	5

Condition	DC Modifier
Every 3 creatures in your group	+1
Your size:	
<i>Fine</i>	-8
<i>Diminutive</i>	-4
<i>Small</i>	-2
<i>Tiny</i>	-1
<i>Medium</i>	0
<i>Large</i>	+1
<i>Huge</i>	+2
<i>Gargantuan</i>	+4
<i>Colossal</i>	+8
Raining	-2
Snowing	-4
Darkness or fog	-3

### Determined Soul [General]

Through your will alone, you can extend the amount of damage you can take before dying.

**Prerequisite:** Iron Will

**Benefit:** Add your wisdom bonus to the number of points of damage you can sustain before entering each category of the death and dying system. For example, you have an 18 Wis (+4 bonus). You become disabled at -4, unconscious (and dying) from -5 to -13, and are dead at -14.

**Normal:** You begin suffering the effects of dying at 0 hit points.

### Prophetic Dreamer [General]

Your dreams sometimes echo the future.

**Prerequisite:** DM's permission

**Benefit:** Once per session, your GM should inform you of a dream you have had that portends an event that may be in your future. Ideally, this dream could warn you of a possible danger or guide you to a good decision. The dream need not come true, but should be a possible or likely scenario in the character's future. Sometimes the dreams are literal and sometimes symbolic, at the DM's discretion. This feat should periodically benefit the character, but only as much as the DM deems appropriate.

### Hold Breath [General]

You can hold your breath longer than most people.

**Benefit:** Either you are a practiced diver or simply someone with greater than normal lung capacity. You can hold your breath twice as long as the average person. In other words, you may hold your breath for a number of rounds equal to four times your Constitution.

**Normal:** Any character can hold her breath for a number of rounds equal to twice her Constitution score.

### Ruse [General]

You can fool your opponent into believing you have a weakness.

**Benefit:** As a skilled actor in the combat arena, you've learned to fake a weakness such as an injury or blind side, enticing your opponent to attack. Once per combat you may attempt such a charade. Your opponent makes a Will save at DC 15. If he fails, his next melee attack leaves him open to a riposte, granting you a +4 attack bonus to your next strike. No opponent falls for this trick a second time.

### Trailing [General]

You can follow someone without being seen.

**Benefit:** Unlike Track, which permits you to follow signs through a wilderness environment, Trailing is the art of following someone through a crowd while remaining out of sight. Trailing is the urban form of Track. While Track relies upon the skill of Survival, Trailing uses the Spot skill. The DC depends primarily upon the number of people moving around through the area. Though it might be easy to follow someone through an empty village, the Trailing feat also entails remaining out of sight during observation, which is far easier to accomplish in a crowded city. It's difficult to be inconspicuous if you're the only other person on the street!

Condition	DC
Thorp/Hamlet	25
Village/Small Town	20
Large Town/Small City	15
Large City/Metropolis	10
Busy Market	-5
Nighttime	-2
Target is suspicious	+2
Racially distinct*	+5

\* For example, if you're a human attempting to trail a halfling through a halfling village, you find it difficult to conceal your presence and are easily spotted by your quarry if he scans the crowd.

## Withstand Heat [General]

You have adapted yourself to withstanding high temperatures.

**Benefit:** Because of your conditioning, training, or sheer stamina, you are able to withstand temperatures that would lay another person low. You suffer no ill effects until the temperature has reached extreme levels (110 degrees and higher). Refer to the effects of hostile environments in the *PHB* and *DMG*. High temperatures are considered one category lower for you, so that extreme heat (110 degrees) is considered very hot (90 degrees), and abysmal heat (140 degrees) is considered extreme heat.

**Normal:** You begin suffering the effects of heat at 90 degrees.





# Appendix II: New Monsters

## Abasheen

### Large Outsider (Air)

<b>Hit Dice:</b>	10d8+10 (55 hp)
<b>Initiative:</b>	+7 (+3 Dex, +4 Improved Initiative)
<b>Speed:</b>	20 ft., fly 50 ft. (perfect)
<b>AC:</b>	20 (-1 size, +3 Dex, + 8 natural), touch 12, flat-footed 17
<b>BAB/Grapple:</b>	+10/+17
<b>Attack:</b>	Slam +12 melee (1d8+4)
<b>Full Attack:</b>	Slam +12/+7 melee (1d8+4)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Air mastery
<b>Special Qualities:</b>	Contractual binding, plane shift, spell-like abilities, telepathy
<b>Saves:</b>	Fort +8, Ref +12, Will +13
<b>Abilities:</b>	Str 16, Dex 17, Con 12, Int 20, Wis 18, Cha 17
<b>Skills:</b>	Appraise +18, Bluff +16, Craft (any) +18, Diplomacy +16, Forgery +16, Gather Information +16, Intimidate +16, Knowledge (any) +18, Listen +17, Search +18, Spot +17, Sense Motive +17, Use Magic Device +16
<b>Feats:</b>	Dodge, Improved Initiative, Iron Will, Lightning Reflexes
<b>Environment:</b>	Any land
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	7
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always Neutral
<b>Advancement:</b>	1–20 HD (Large); 21–30 HD (Huge)

Abasheens are genies from the Plane of Air that act as diplomats, couriers, and emissaries, as well as spies, insurgents, and agent provocateurs. They are renowned for their staggering intelligence.

Abasheens stand up to 8 ft. tall, usually bedecked in flowing robes that are colored to denote their current station and assignment. So fluent are they in matters of diplomacy and cleverness of tongue that they often let their arrogance interfere with their work. They look down on all beings from the Prime Plane. As masters of etiquette and artists of the spoken word, abasheens are among the most visually impressive of all genies, and as such they are often employed as ambassadors to important courts. They speak Common, Aural, and Infernal.

### Combat

Abasheens rely on their vast intelligence in all combat situations. Seldom is an abasheen ever slain in battle, as their quick wits and astounding cunning



ensure that they always engineer an escape, whether it is by diplomacy, daring, or surprise.

**Air Mastery (Ex):** Airborne creatures suffer a –1 penalty to attack and damage rolls against an abasheen.

**Contractual Binding (Su):** Once per day an abasheen may bind any creature to perform a specific task as per the spell *geas*, as if cast by an 18th-level sorcerer. If two parties willingly accept the contractual binding, such as in the case of warring factions agreeing to an armistice, then the *geas* has a duration of 18 weeks.

**Plane Shift (Sp):** Like all genies, an abasheen can enter any of the elemental planes, the Astral Plane, or the Material Plane, as per the spell *plane shift*. Up to six additional creatures may accompany the abasheen.

**Spell-like Abilities (Sp):** At will the abasheen can cast *command* and *charm person*. These abilities are as the spells cast by an 18th-level sorcerer (save DC 13 + spell level).

**Telepathy (Su):** The abasheen may communicate via telepathy with any creature that has a language. The range on this ability is 100 feet.

## Abyssal Vampire

### Medium Outsider (Chaotic, Evil)

<b>Hit Dice:</b>	9d8+36 (76 hp)
<b>Initiative:</b>	+7 (+3 Dex, +4 Improved Initiative) in vampire form; +5 (+1 Dex, +4 Improved Initiative) in beast form
<b>Speed:</b>	3 0 ft. in vampire form; 40 ft. in beast form
<b>AC:</b>	19 (+3 Dex, +6 natural) in vampire form, touch 13, flat-footed 16; 17 (+1 Dex, +6 natural) in beast form, touch 11, flat-footed 16
<b>BAB/Grapple:</b>	+9/+13
<b>Attack:</b>	Slam +13 melee (1d6+6 plus 1d4 temporary Wisdom) in vampire form; Claws +15 melee (1d6+4) in beast form
<b>Full Attack:</b>	Slam +13 melee (1d6+6 plus 1d4 temporary Wisdom) in vampire form; 2 claws +15 melee (1d6+4), bite +10 melee (1d8+2) in beast form
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Wisdom damage in vampire form; rend 2d8+6 in beast form
<b>Special Qualities:</b>	Damage reduction 15/magic spell resistance 13; scent in beast form
<b>Saves:</b>	Fort +10, Ref +9 (+8 in beast form), Will +9
<b>Abilities:</b>	Str 18 (22 in beast form), Dex 16 (14 in beast form), Con 18, Int 15, Wis 17, Cha 15
<b>Skills:</b>	Bluff +14, Climb +16 (+18 in beast form), Hide +15 (+14 in beast form), Intimidate +14, Jump +16 (+18 in beast form), Listen +15, Move Silently +15 (+14 in beast form), Search +14, Sense Motive +15, Spot +15
<b>Feats:</b>	Cleave, Great Cleave, Improved Initiative, Power Attack
<b>Environment:</b>	Any land and underground
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always chaotic evil
<b>Advancement:</b>	10–14 HD (Medium); 15–27 HD (Medium in vampire form, Large in beast form)

The abyssal vampire is an unnatural creature with characteristics of both the undead and lycanthropes. Though native to the Material Plane, they have a mysterious connection to the Abyss which grants them their power, just as a normal vampire's connection to the plane of negative energy grants its power. Their origin is unknown, but it is possible that the first abyssal vampire came into being as a result of being drained of life energy by the kiss of a succubus under unusual circumstances.

During the day, an abyssal vampire appears as a normal human, but some hint of its lower-planar nature is noticeable by a keen observer. At night, however, the abyssal vampire transforms into a beastlike humanoid with giant fangs, sharply pointed ears, long claws, and a cadaverous, hair-



less hide with the texture of leather. In their two forms they are very nearly two separate creatures.

Abyssal vampires cannot control their change in shape, but always know to the precise minute when the change will occur.

### Combat

The daylight form of an abyssal vampire is mostly like undead vampires. They can move about freely in human society, unharmed by daylight and unsuspected by their intended victims. In its bestial form, the vampire attacks with fangs and claws, leaping at its victims like a wolf or tiger.

**Wisdom Damage (Su):** The touch of an abyssal vampire in vampire form deals 1d4 points of temporary Wisdom damage to a living foe. A creature reduced to Wisdom 0 by an abyssal vampire dies.

**Rend (Ex):** An abyssal vampire in beast form that hits with both claw attacks latches onto the opponent's body and tears the flesh. This automatically deals an additional 2d8+6 points of damage.

## Death Eye

<b>Large Undead</b>	
<b>Hit Dice:</b>	11d12 (76 hp)
<b>Initiative:</b>	+5 (+1 Dex, +4 Improved Initiative)
<b>Speed:</b>	fly 20 ft. (good)
<b>AC:</b>	21 (–1 size, +1 Dex, +11 natural) touch 10, flat-footed 20
<b>BAB/Grapple:</b>	+5/+9
<b>Attack:</b>	+7 ranged (eye rays, ranged touch attack)
<b>Full Attack:</b>	+2 melee (2d4, bite) and +7 ranged (eye rays, ranged touch attack)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Eye rays
<b>Special Qualities:</b>	All-around vision, <i>reverse gravity</i> cone, fly, +3 turn resistance, undead
<b>Saves:</b>	Fort +3, Ref +4, Will +9
<b>Abilities:</b>	Str 10, Dex 13, Con —, Int 16, Wis 14, Cha 14
<b>Skills:</b>	Hide +8, Knowledge (arcana) +14, Listen +13, Search +14, Spot +13
<b>Feats:</b>	Alertness, Flyby Attack, Improved Initiative, Iron Will, Shot on the Run
<b>Environment:</b>	Any land and underground
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	14
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Always chaotic evil
<b>Advancement:</b>	12–16 HD (Large); 17–33 HD (Huge)

The death eye is an undead eye tyrant created by powerful spellcasters to serve as a guardian. Transformed by negative energy, the creature's eyestalks take on new and frightening powers. The death eye appears as a large, eye tyrant like orb, mutated by death into a sickly, pale, and partially rotted monstrosity.

### Combat

Only 2d4 of the death eye's eyestalks are active, as the others are too withered to be of any use.

**Eye Rays (Su):** Each eyestalk can emit a ray every round, even when the death eye is attacking or moving. The death eye can aim up to three stalks at any one target per firing arc (i.e., forward, left, right, behind, up, or down). Saving throws against eyestalks are made against DC 18 and have a range of 100 feet. The death eye uses these powers as a 13th-level sorcerer, and they behave as per the spells of the same name, with the exception that they are rays that affect only a single target each. Each active eye stalk has a different ability from the following list: *animate dead*, *circle*



*of death*, *energy drain*, *enervation*, *eyebite*, *finger of death*, *horrid wilting*, *polymorph other*, *ray of enfeeblement*, and *vampiric touch*.

**Fly (Ex):** The eye tyrant may fly, hover, et cetera, and is always under the protection of a *feather fall* spell.

**Reverse Gravity Cone (Su):** A death eye's central eye continually emits a cone of the spell *reverse gravity*, extending straight ahead from the front of the creature and reaching to a distance of 100 feet. All objects in the cone fall upwards, perhaps taking falling damage if striking the ceiling. There is no saving throw to avoid the effect, only a Reflex save at DC 18 to grab a floor-mounted object to keep from falling up. The death eye uses this power to render opponents helpless while it bombards them with eye rays. Creatures who can levitate or fly can prevent themselves from falling.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

## Doomed Warrior (Template)

Being the damned spirits of powerful soldiers, doomed warriors are among the most feared of all undead, as the combat prowess they enjoyed in life is only intensified with their transformation to an unliving state. Doomed warriors dress much as they did when alive, usually in heavy armor, still bearing the shields, standards, and weapons that they favored when stalking the battlefields of their former existence. Now they walk the world as roving slayers, hoping that if they destroy enough foes that the gods will have mercy upon them and release them from their tormented state.

Most doomed warriors adhere to the same code of honor they maintained in life. Even though they are undead, they challenge their enemies respectfully and fight as chivalrous beings, though they never show mercy to those who yield to their weapons. They never attack from behind, but prefer a relentless frontal assault. They cling to a perverted sense of justice. They are lonely figures, but also savage killers.

Doomed warriors speak any languages they spoke in life.

### Creating a Doomed Warrior

“Doomed warrior” is a template that can be added to any evil humanoid warrior (referred to hereafter as the “base creature”). The creature’s type changes to “undead.” The doomed warrior uses all the base creature’s statistics and special abilities except as noted here.

**Hit Dice:** Increase to d12.

**Speed:** Same as the base creature.

**AC:** The base creature’s natural armor improves by +7.

**Attacks:** A doomed warrior retains all the attacks of the base creature.

**Special Attacks:** A doomed warrior retains all the special attacks of the base creature and also gains those listed below.

**Detonation (Sp):** Once per day the doomed warrior may call upon his store of hatred and anger and fire from his outstretched hand a powerful explosion as per the spell *delayed blast fireball*. The fire encompasses all within 20 feet of the point of impact, dealing 20d8 points of damage (Reflex save at DC 17 + warrior’s Int modifier for half damage). This ability functions exactly as *delayed blast fireball* with the exception that it requires no material component.

**Despair (Sp):** Once per day the doomed warrior may inscribe upon the air a *symbol of hopelessness*, as per the spell *symbol*. Anyone viewing this act must make a Will save (DC 18 + warrior’s Int modifier) or be cowed into despair for 3d4 x 10 minutes, during which time they may be commanded by the doomed warrior as per the spell *suggestion*. If the doomed warrior takes the time to inscribe the symbol upon his shield or armor, the DC for the save is increased by 4.



**Special Qualities:** A doomed warrior retains all the special qualities of the base creature and those listed below, and also gains the undead type.

**Damage Reduction (Su):** A doomed warrior’s undead body is tough, giving the creature damage reduction 10/+2.

**Resistance (Ex):** A doomed warrior has fire resistance 20.

**Spell Resistance (Su):** A doomed warrior has spell resistance equal to 11 + its HD.

**Turn Resistance (Ex):** A doomed warrior has +8 turn resistance.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Saves:** Same as the base creature.

**Abilities:** Increase from the base creature as follows: Str +4, Dex +2, Wis +2, Cha +2. As undead creatures, doomed warriors have no Constitution score.

**Skills:** Doomed warriors receive a +8 racial bonus to Listen and Spot checks. Otherwise same as the base creature.

**Feats:** Same as the base creature.

**Climate/Terrain:** Any land and underground.

**Organization:** Solitary.

**Challenge Rating:** Same as the base creature +3.

**Treasure:** Standard.

**Alignment:** Any evil.

**Advancement:** By character class.

## Elemental, Shadow

Huge Elemental (Shadow)

<b>Hit Dice:</b>	16d8+75 (147 hp)
<b>Initiative:</b>	+5 (+1 Dex, +4 Improved Initiative)
<b>Speed:</b>	30 ft., Fly 40 ft. (good)
<b>AC:</b>	15 (−2 size, +1 Dex, +6 natural), touch 9, flat-footed 14
<b>BAB/Grapple:</b>	+12/+27
<b>Attack:</b>	+17 melee (2d6+10, slam)
<b>Full Attack:</b>	+17/+12/+7 melee (2d6+10, slam);
<b>Space/Reach:</b>	15 ft./15 ft.
<b>Special Attacks:</b>	<i>Shadow evocation</i> , strength damage
<b>Special Qualities:</b>	Damage reduction 10/magic, darkvision 120 ft., elemental, <i>shadow walk</i>
<b>Saves:</b>	Fort +10, Ref +11, Will +5
<b>Abilities:</b>	Str 24, Dex 13, Con 20, Int 16, Wis 10, Cha 10
<b>Skills:</b>	Hide +12, Knowledge (the planes) +22, Listen +19, Search +22, Spot +19
<b>Feats:</b>	Cleave, Dodge, Flyby Attack, Improved Initiative, Mobility, Power Attack
<b>Environment:</b>	Any
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	10
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually neutral
<b>Advancement:</b>	17–24 HD (Huge), 25–32 HD (Huge)

Shadow elementals inhabit the Plane of Shadow, being as fundamentally connected to that plane as an earth elemental is bound to the Plane of Earth. Comprised of the essence of their plane, shadow elementals are shadowstuff made manifest—much like a shadow transformed into rock. They appear as massive, vaguely humanoid marauders, entirely black, with pale purple pits for eyes and arms that end in glowing purple claws.

Shadow elementals play many roles on their home plane, constantly plotting and scheming to advance through the ranks of their elaborate hierarchy. The largest shadow elementals are usually the leaders of powerful armies of shadows, though they have been known to enter into pacts with mortal wizards, serving as powerful enforcers in exchange for certain wondrous items.

### Combat

Shadow elementals have solid bodies, as the shadowstuff has coalesced into tangible form and



been inhabited by the elemental spirit. Their great strength, coupled with their special abilities, makes them lethal opponents.

**Elemental:** Immune to poison, sleep, paralysis, and stunning. Not subject to critical hits.

**Shadow Evocation (Sp):** The shadow elemental may cast any wizard or sorcerer evocation spell of 4th level or lower, precisely as the spell *shadow evocation*. It may use this ability three times per day. The Will saving throw to resist the full effects of illusory evocation spells is at DC 18.

**Strength Damage (Su):** The touch of a shadow elemental deals 1d8 points of temporary Strength damage to a living foe. A creature reduced to Strength 0 dies.

**Shadow Walk (Sp):** At will the shadow elemental may enter the border of the Plane of Shadow, where its movement is increased to a rate of 7 miles every 10 minutes, as per the spell of the same name.

## Fleshbound Vampire (Template)

Fleshbound vampires are bloodsucking undead creatures possessing superior physical abilities. Although they are undead, they breed with each other to produce young, or they infect humanoids by forcing them to ingest vampire blood. Damaged by sunlight, garlic, and silver, fleshbound vampires are not restricted by coffins and lack many of the strange abilities often attributed to “standard” vampires.

Fleshbound vampires, often referred to simply as “fleshbounds,” appear just as they did in life, although they are often more pale than their living counterparts. Their eyes sometimes have an unnatural glow in firelight. They cast shadows and have reflections in mirrors.

Fleshbounds speak any languages they knew in life.

### Creating a Fleshbound Vampire

“Fleshbound vampire” is a template that can be added to any humanoid or monstrous humanoid creature (referred to hereafter as the “base creature”). The creature’s type changes to “undead.” The fleshbound uses all the base creature’s statistics and special abilities except as noted here.

**Hit Dice:** Increase to d12.

**Speed:** Same as the base creature.

**AC:** The base creature’s natural armor improves by +6.

**Attacks:** A fleshbound retains all the attacks of the base creature.

**Special Attacks:** A fleshbound retains all the special attacks of the base creature and also gains those listed below.

**Blood Drain (Ex):** A fleshbound can suck blood from a living victim with its fangs by making a successful grapple check. If it pins the foe, it drains blood, inflicting 1d4 points of temporary Constitution damage each round the pin is maintained.

**Create Spawn (Ex):** A humanoid or monstrous humanoid slain by a fleshbound’s blood drain attack rises as a fleshbound vampire 1d3 days after its death. These new fleshbounds are not under the control of their sire in any way.

**Special Qualities:** A fleshbound retains all the special qualities of the base creature and those listed below, and also gains the undead type.

**Damage Reduction (Su):** A fleshbound’s undead body is tough, giving the creature damage reduction (10/silver).

**Turn Resistance (Ex):** A fleshbound has +4 turn resistance.

**Resistance (Ex):** A fleshbound has cold and electricity resistance (10).

**Fast Healing (Ex):** A fleshbound heals 5 points of damage each round so long as it has at least 1 hit point. A fleshbound harmed by silver or magic weapons can-



not heal that damage until all of its other damage has been healed, and even then only heals at a rate of 1 point of damage per round.

**Slow Regeneration (Ex):** Fleshbounds slowly regenerate lost limbs over the course of several days, but cannot reattach severed limbs.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Saves:** Same as the base creature.

**Abilities:** Increase from the base creature as follows: Str +6, Dex +6, Wis +2, Cha +2. As undead creatures, fleshbounds have no Constitution score.

**Skills:** Fleshbounds receive a +8 racial bonus to Hide, Listen, Move Silently, and Spot checks. Otherwise same as the base creature.

**Feats:** Fleshbounds gain Alertness, Combat Reflexes, Improved Initiative, Improved Unarmed Strike, Lightning Reflexes, and Toughness as bonus feats.

**Climate/Terrain:** Any land and underground.

**Organization:** Solitary, pair, gang (2–5), or troop (1–2 plus 2–5 vampire spawn).

**Challenge Rating:** Same as the base creature +2.

**Adjustment:** +4.

**Treasure:** Standard.

**Alignment:** Any evil.

**Advancement:** By character class.

## Fleshbound Vampire Weaknesses

Like supernatural vampires, fleshbound vampires have a number of weaknesses.

**Garlic:** Fleshbounds can be killed by garlic. A single clove of garlic crushed onto a weapon allows the weapon to inflict 1d6 points of temporary Strength damage. An entire vial of garlic juice injected into or consumed by the fleshbound deals 4d4 points of temporary Strength damage. At Strength 0 the fleshbound vampire dies.

**Sunlight:** Fleshbounds cannot stand sunlight. Exposing one to sunlight for a full round causes it to take damage equal to its maximum hit points, killing it instantly. A fleshbound exposed to sunlight for less than a full round loses half its maximum hit points. Cover or concealment reduces the amount of damage by the amount of cover or concealment (so being exposed to sunlight for a full round through nine-tenths cover, such as an arrow slit, means the fleshbound only loses one-tenth of its maximum hit points).

## Variant Rule: Staking a Fleshbound's Heart

A fleshbound's heart is especially vulnerable to certain attacks. A wooden stake or a silver weapon thrust into its heart destroys it instantly (a weapon with a metal blade and wooden shaft, such as a spear, can be used in this manner at a -4 penalty to hit because of the extra force needed to push past the blade down to the wood). To strike the heart, an opponent must use a full-round action to aim for the heart with a melee weapon (the opponent may use a bow or crossbow if they are adjacent to the fleshbound). Making a heart strike draws an attack of opportunity from the fleshbound and from all threatening foes. The attacker then makes an attack roll at -4 (the penalty for using a spear or similar

weapon stacks with this penalty); if the attack succeeds, the fleshbound suffers normal damage and must make a Fortitude save (DC 10 + damage dealt) or be destroyed instantly. The attack is not a critical hit, nor does sneak attack damage apply.

## Sample Fleshbound Vampire

This example uses a 2nd-level human fighter as the base creature.

### Human Male Fleshbound Vampire Ftr2

#### Medium Undead

<b>Hit Dice:</b>	2d12+6 (19 hp)
<b>Initiative:</b>	+9 (Dex, Improved Initiative)
<b>Speed:</b>	30 ft.
<b>AC:</b>	26 (+1 Dex (armor penalty), +7 armor, +2 shield, +6 natural), touch 15, flat-footed 25
<b>BAB/Grapple:</b>	+2/+6
<b>Attacks:</b>	Masterwork longsword +8 melee (1d8+4); or masterwork mighty (+4) composite longbow +8 ranged (1d8+4)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Blood drain, create spawn
<b>Special Qualities:</b>	Damage reduction (10/silver), fast healing (5), resistance (cold and electricity 10), slow regeneration, turn resistance (+4), vampire weaknesses
<b>Saves:</b>	Fort +3, Reflex +7, Will +0.
<b>Abilities:</b>	Str 19, Dex 21, Con —, Int 10, Wis 10, Cha 12.
<b>Skills:</b>	Handle Animal +6, Hide +6, Jump +2, Listen +8, Move Silently +6, Ride (horse) +14, Spot +8
<b>Feats:</b>	Alertness, Combat Reflexes, Improved Initiative, Improved Unarmed Strike, Lightning Reflexes, Power Attack, Quick Draw, Toughness (x2), Weapon Focus (longsword).
<b>Gear:</b>	masterwork longsword, masterwork mighty (+4) composite longbow, 20 arrows, masterwork half-plate, masterwork large steel shield, <i>potion of inflict moderate wounds</i> , <i>potion of bull's strength</i> .

## Headless Pawn

### Large Construct

<b>Hit Dice:</b>	8d10 (42 hp)
<b>Init:</b>	-1 (Dex)
<b>Speed:</b>	20 ft. (can't run)
<b>AC:</b>	16 (-1 size, -1 Dex, +8 natural), touch 8, flat-footed 16
<b>BAB/Grapple:</b>	+4/+7
<b>Attack:</b>	Slam +8 melee (1d6+5)
<b>Full Attack:</b>	2 slams +8 melee (1d6+5)
<b>Space/Reach:</b>	10 ft./10 ft.
<b>Special Attacks:</b>	Electricity
<b>Special Qualities:</b>	Construct, damage reduction 10/magic
<b>Saves:</b>	Fort +2, Ref +1, Will +2
<b>Abilities:</b>	Str 20, Dex 8, Con —, Int —, Wis 11, Cha 1
<b>Skills:</b>	Profession (groundskeeper) +8
<b>Environment:</b>	Any land and underground
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	6
<b>Treasure:</b>	None
<b>Alignment:</b>	Always neutral
<b>Advancement:</b>	7–12 HD (Large), 13–16 HD (Huge)

The headless pawn is composed of a massive and hulking humanoid body infused with a special blend of invigorating and preserving chemicals. The headless pawn looks to have been reinforced at the joints with armored bands. The pawn has pale pastel skin, usually light blue, gray or pale green. The headless pawn is, of course, missing its head, which has been replaced with a simple silvery orb that crackles occasionally with static electricity.

Although most constructs do not have reliable skills, the headless pawn is magically imbued with an extensive knowledge of gardening, masonry, carpentry, and maintenance. These all fall under the general heading Profession (groundskeeper).



### Combat

Although the headless pawn is trained to be a passive and tireless servant, it is massively powerful and can be used for violence. It attacks in combat by swinging its two club like fists.

**Electricity (Sp):** Once every 1d4 rounds a headless pawn can generate current in its body thereby dealing 2d6 points of electricity damage with a successful slam attack. A Fortitude save at DC 14 halves the damage. This ability can be used no more than three times per day.

**Construct:** Immune to poison, disease, critical hits, subdual damage, ability damage, energy drain, death from massive damage, and mind-influencing magic.



## Life Leech

<b>Tiny Vermin</b>	
<b>Hit Dice:</b>	1d8 (4 hp)
<b>Initiative:</b>	+0
<b>Speed:</b>	5 ft., swim 10 ft.
<b>AC:</b>	12 (+2 size) touch 12, flat-footed 12
<b>BAB/Grapple:</b>	+0/+0
<b>Attack:</b>	Bite +2 melee (energy drain)
<b>Space/Reach:</b>	2 1/2 ft./0 ft.
<b>Special Attacks:</b>	Attach, energy drain
<b>Special Qualities:</b>	Blindsight, salt vulnerability, vermin
<b>Saves:</b>	Fort +2, Ref +0, Will +0
<b>Abilities:</b>	Str 10, Dex 10, Con 11, Int —, Wis 10, Cha 9
<b>Skills:</b>	Move Silently +10*
<b>Environment:</b>	Any underground
<b>Organization:</b>	Solitary or pod (1d4)
<b>Challenge Rating:</b>	2
<b>Treasure:</b>	None
<b>Alignment:</b>	Always neutral
<b>Advancement:</b>	2 HD (Small); 3 HD (Medium)

Life leeches are plump gray-green leeches that inhabit waters polluted by man. They are exceptionally dangerous because often they attach to a victim without being noticed.

### Combat

Life leeches live off the energy of other living beings. Silently they attach themselves to their victims and begin to drain their life essence.

**Attach (Ex):** A life leech that hits with its bite attack latches onto the opponent's body. It must be pulled off with a Strength check at DC 10, otherwise it continues to inflict energy drain damage.

**Energy Drain (Ex):** The victim receives 1 negative level upon first being bitten, and an additional negative



level per minute that the leech is attached. The Fortitude save to remove a negative level has a DC of 10.

**Blindsight (Ex):** Life leeches have no visual organs but can ascertain all foes within 30 feet using scent and vibration.

**Salt Vulnerability (Ex):** A life leech takes 1d6 points of damage per pound of salt poured on its body.

**Vermin:** Immune to mind-influencing effects.

**Skills:** \*A life leech receives a +10 racial bonus to Move Silently checks.

## Murder Crow

### Medium Undead

<b>Hit Dice:</b>	9d12 (59 hp)
<b>Initiative:</b>	+9 (+5 Dex, +4 Improved Initiative)
<b>Speed:</b>	10 ft., fly 70 ft. (average)
<b>AC:</b>	18 (+5 Dex, +3 natural), touch 15, flat-footed 13
<b>BAB/Grapple:</b>	+4/+5
<b>Attack:</b>	+5 melee (1d4+1, claw)
<b>Full Attack:</b>	+5 melee (1d4+1 [x2], claw), +3 melee (1d6, bite)
<b>Space/Reach:</b>	5 ft./5 ft.
<b>Special Attacks:</b>	Eye-rake
<b>Special Qualities:</b>	Dismember, undead
<b>Saves:</b>	Fort +3, Ref +8, Will +8
<b>Abilities:</b>	Str 12, Dex 20, Con —, Int 2, Wis 14, Cha 8
<b>Skills:</b>	Listen +6, Move Silently +9, Spot +6
<b>Feats:</b>	Dodge, Flyby Attack, Improved Initiative, Multiattack
<b>Environment:</b>	The Bonegarden
<b>Organization:</b>	Solitary or Murder (10–90)
<b>Challenge Rating:</b>	5
<b>Treasure:</b>	None
<b>Alignment:</b>	Always chaotic evil
<b>Advancement:</b>	10–18 HD (Medium), 19–27 HD (Large)

Murder crows are undead avians and the only indigenous inhabitants of the Bonegarden. As any creature can enter the containment field, birds have a tendency to happen in on a regular basis, only to be trapped. Crows in particular come to the Bonegarden in search of carrion upon which to feast. They usually meet with swift deaths, however, once they become prisoners to the cemetery. As a result, the Bonegarden is filled with the spirits of dead birds. These formless souls drift about in the air and absorb their kindred until, like steam in a beaker, they condense into the infamous murder crow.

Murder crows resemble standard crows except that they stand nearly 4 feet tall. Their feathers are tattered and reek of death. Looking into their hollow black eyes is like gazing into a chasm that plunges through the universe. Murder crows possess an intelligence greater than that of their living counterparts. They have a great level of awareness that allows them to hunt and kill in a more proficient manner. They are no longer scavengers. They are predators.



### Combat

Murder crows attack with their jagged beaks and sinister talons. Rarely does a murder crow face its adversaries on the ground, preferring instead to execute a flyby attack, enhancing this attack with its special eye-rake ability.

**Eye-Rake (Ex):** If both claw strikes are successful, the victim must make a Reflex save at DC 15 to avoid being blinded. The blindness last for 1d4 days while the eyes naturally heal, or until healed with *remove blindness*.

**Dismember (Su):** If a murder crow is reduced to 25% of its original hit points, it “explodes” into a murder of standard crows numbering its Hit Dice x 10. Use the statistics for the raven from the *MM*, with the exception that the crows are undead. These smaller crows relentlessly continue to attack all living creatures within sight.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

## Putty Bat

### Tiny Animal

<b>Hit Dice:</b>	1d8 (4 hp)
<b>Initiative:</b>	+4 (Dex)
<b>Speed:</b>	20 ft., climb 30 ft, glide 30 ft.
<b>AC:</b>	17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13
<b>BAB/Grapple:</b>	+0/-12
<b>Attacks:</b>	Bite +6 melee (1d2-4)
<b>Space/Reach:</b>	2 1/2 ft. by 2 1/2 ft./0 ft.
<b>Special Qualities:</b>	Whooping wail
<b>Saves:</b>	Fort +2, Ref +6, Will +1
<b>Abilities:</b>	Str 3, Dex 18, Con 10, Int 2, Wis 12, Cha 5
<b>Skills:</b>	Balance +10*, Hide +13, Sleight of Hand +5
<b>Feats:</b>	Weapon Finesse (bite)
<b>Environment:</b>	Temperate forests and underground
<b>Organization:</b>	Gaggle (2-12)
<b>Challenge Rating:</b>	1/3
<b>Treasure:</b>	None
<b>Alignment:</b>	Usually neutral
<b>Advancement:</b>	2-3 HD (Medium)

Putty bats are a winged species of monkey that have bat like wings, small curved nostrils, and cheek pouches. They have a mottling of tan and brown fur, with fur-covered bat like wings. Typically the facial hair, shoulders, rump and thighs are tan in coloration. Their skin (visible on the face and palms) is the color of human skin. Their tails are brown, stubby, and not prehensile.

Putty bats are a combination of bat, squirrel, and monkey. Reproduction of young is slow, with most putty bats only parenting one or two offspring. Like flying squirrels, they are gliders, not true flyers; a putty bat can glide for a number of rounds equal to its Strength score before tiring and being forced to land. A putty bat must rest its wings for a like number of rounds after gliding (i.e., if it glided for 2 rounds, it must rest 2 rounds), although it can run or climb while its wings rest.

A typical encounter with putty bats usually occurs after the theft of an item, as these creatures love to steal things. These mischievous rogues prize leaves, fruit, small insects, and shiny objects, especially mirrors and gemstones. Putty Bats cannot hang upside down as do



normal bats. Mind flayers find the brains of putty bats to be a choice dessert selection.

### Combat

If provoked, a putty bat opens its mouth as wide as possible to show all of its teeth in an instinctive effort to frighten an opponent. In close combat they attack with their teeth.

**Whooping Wail (Ex):** The putty bat may call others of its kind with a low yet distinctive call detectable by other putty bats up to 1 mile away. The whooping wail usually calls 2d6 additional putty bats that arrive in 4 + 1d6 rounds.

**Skills:** \*Putty bats receive a +4 racial bonus to Balance checks.

## Shade (Template)

Shades are humanoids of at least 10th level who have willingly infused themselves with shadowstuff, granting them near immortality; they cannot die of old age, and can be slain only if prevented from regenerating. Having traded their souls for the essence of the Plane of Shadow, shades occupy a bizarre ecological niche, neither entirely human nor monstrous. They spend their days contemplating metaphysical matters that most mortals find imponderable. Sages speculate that the metamorphosis into a shade is accomplished through the casting of a complex and dangerous spell. The transformation leaves them sterile. Most shades were former wizards or sorcerers. Non-human shades are rare.

### Creating a Shade

“Shade” is a template that can be added to any humanoid. The creature’s type changes to “outsider.” The shade’s new statistics are described below.

**Hit Dice:** As per class and level; varies with lighting conditions, see below

**Initiative:** As per class and level

**Speed:** Varies with lighting conditions, see below

**AC:** As per class and level

**Attacks:** As per class and level

**Damage:** By weapon

**Face/Reach:** 5 ft./5 ft.

**Special Attacks:** As per class and level; varies with lighting conditions, see below

**Special Qualities:** As per class and level; varies with lighting conditions, see below

**Saves:** Varies with lighting conditions, see below

**Abilities:** As per class and level

**Skills:** As per class and level

**Feats:** As per class and level

**Climate/Terrain:** Any land or the Plane of Shadow

**Organization:** Solitary

**Challenge Rating:** As per level (at least 10)

**Treasure:** Standard

**Alignment:** Any nongood

**Advancement:** By character class

The shade’s statistics are determined by its former character class and level, thus skills, feats, and melee capabilities vary greatly among shades. Once imbued with shadowstuff, a shade can no longer advance in level. As creatures of shadow, shades have many of their abilities linked to the degree of darkness they occupy.

**Shadow Powers (Su):** Though fairly weak in lighted areas, shades are extremely powerful in shadowy conditions. Shades gain the following supernatural powers and enhancements based on lighting conditions. Note that all spell-like abilities are cumulative, so that in total darkness, a shade has all spells listed for all lighting conditions.



*No Shadows, Daylight Outdoors:* –2 hit points per die; –4 saves; sensory perception 1/2 normal; daylight deals 1d4 points of temporary Constitution damage per hour to shades, with death occurring at 0 Constitution; shades regain 1d4 points of Con per hour spent in strong shadows.

*Shadows, Dusk:* +10 speed; spell resistance 15; regeneration 1; darkvision as per normal person’s daylight vision.

*Strong Shadows, Lantern Light:* +1 hit point per die; +1 saves; +20 speed; sensory perception twice as acute as normal; spell resistance 20; regeneration 3; *invisibility* once per day, with a maximum duration of 1 hour per use; *shadow images* may be created once per day in areas of strong shadows or once per hour in darker areas, conjuring 1d4+3 mirror images of the shade.

*Very Shadowy, Torch Light:* +2 hit points per die; +3 saves; +30 speed; sensory perception three times as acute as normal; spell resistance 25; regeneration 5; *quasi-real images* may be created once each day, bringing forth 1d4 duplicates of the shade that behave as per *shades* spell and obey telepathic commands; *teleport without error* once per day, limited to any very shadowy locale on the same plane.

*Total Darkness:* +3 hit points per die, +5 saves, +40 speed, sensory perception four times as acute as normal, spell resistance 30, regeneration 7; *plane shift* once per day, permitting travel to the Plane of Shadow (note that this does not bestow any special ability to survive that plane’s environment).

## Undead Mimic

Large Undead [Shapechanger]  
**Hit Dice:** 7d12 (46 hp)  
**Initiative:** +1 (Dex)  
**Speed:** 10 ft.  
**AC:** 13 (-1 size, +1 Dex, +3 natural), touch 10, flat-footed 12  
**BAB/Grapple:** +3/+11  
**Attack:** Slam +7 melee (1d8+6)  
**Space/Reach:** 10 ft./5 ft.  
**Special Attacks:** Soul adhesive  
**Special Qualities:** Acid immunity, mimic shape, mitosis, undead  
**Saves:** Fort +2, Ref +3, Will +6  
**Abilities:** Str 19, Dex 12, Con —, Int 10, Wis 13, Cha 10  
**Skills:** Climb +14, Disguise +13, Listen +11, Spot +11  
**Feats:** Power Attack, Skill Focus (disguise), Weapon Focus (slam)  
**Environment:** Any land and underground  
**Organization:** Solitary  
**Challenge Rating:** 6  
**Treasure:** None  
**Alignment:** Usually neutral evil  
**Advancement:** 8–16 HD (Large), 17–21 HD (Huge)

Undead mimics occur whenever a standard mimic is destroyed and its essence is prohibited from dispersing into the afterlife. The mimic's magical nature, coupled with the Bonegardens' corrupting influence, usually result in the blocked essence returning to the mimic's body, albeit now in an undead state.

### Combat

Undead mimics behave very much as they did when they were alive, although now their powers have been mutated to affect the victim's spirit rather than his physical body.

**Soul Adhesive (Su):** Anyone struck by an undead mimic finds his spirit being pulled away from his body. A stuck character receives 1 negative level per round of adhesion, beginning the second round after the mimic's successful strike. The character's soul remains bound to the mimic regardless of how far the character might move away; even if he uses *teleport* or other magic, his spirit is stuck to the mimic until he succeeds at a Will save at DC 13. One save may be made per round.

**Acid Immunity (Ex):** The undead mimic is completely impervious to all types of acid.



**Mimic Shape (Ex):** An undead mimic can assume the shape of any object no larger than 5 feet by 5 feet by 6 feet (150 cubic feet). The undead mimic's ruse can only be detected by someone making a Spot check opposed by the mimic's disguise check.

**Mitosis (Ex):** One new trait gained by a mimic that becomes undead is the propensity to split into two smaller undead mimics after being reduced to half its original hit points. At this point, the undead mimic separates into a pair of smaller mimics, each with 1/4 the original's hit points.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

## Vampire Bat

### Diminutive Animal

<b>Hit Dice:</b>	1d8 (4 hp)
<b>Initiative:</b>	+2 (Dex)
<b>Speed:</b>	5 ft., fly 40 ft. (good)
<b>AC:</b>	16 (+2 Dex, +4 size), touch 16, flat-footed 14
<b>BAB/Grapple:</b>	+0/-17
<b>Attacks:</b>	Bite –1 melee (plus poison)
<b>Space/Reach:</b>	1 ft./0 ft.
<b>Special Attacks:</b>	Poison
<b>Special Qualities:</b>	Blindsight
<b>Saves:</b>	Fort +2, Ref +4, Will +2
<b>Abilities:</b>	Str 1, Dex 15, Con 10, Int 2, Wis 14, Cha 4
<b>Skills:</b>	Listen +7*, Move Silently +3, Spot +9*
<b>Feat:</b>	Dodge
<b>Environment:</b>	Any land and underground
<b>Organization:</b>	Colony (10–40) or Swarm (10–50)
<b>Challenge Rating:</b>	1/3
<b>Treasure:</b>	None
<b>Alignment:</b>	Always neutral
<b>Advancement:</b>	—

Vampire bats are much like ordinary bats, save the fact that they tend to attack in swarms, infecting victims with a debilitating toxin.

### Combat

Vampire bats rarely attack unless part of a swarm.

**Poison (Ex):** Anyone bitten by a vampire bat bite must succeed in a Fortitude save (DC 10) or take 1 point of temporary Constitution damage. One minute later another Fortitude save (same DC) must be made to avoid another point of temporary Constitution damage.

**Blindsight (Ex):** Vampire bats can “see” by emitting high-frequency sounds, inaudible to most other crea-



tures, that allow them to locate objects and creatures within 120 feet. A *silence* spell negates this and forces the vampire bat to rely on its weak vision, which has a maximum range of 10 feet.

\*Skills: Vampire bats receive a +4 racial bonus to Listen and Spot checks. These bonuses are lost if Blindsight is negated.

## Visceryl

Medium-Size Undead (Incorporeal)

**Hit Dice:** 10d12 (65 hp)  
**Initiative:** +9 (+5 Dex, Improved Initiative)  
**Speed:** Fly 20 ft. (perfect)  
**AC:** 15 (+5 Dex), touch 15, flat-footed 10  
**BAB/Grapple:** +5/—  
**Attacks:** Incorporeal touch +11 melee (dehydration)  
**Space/Reach:** 5 ft./5 ft.  
**Special Attacks:** Dehydration  
**Special Qualities:** Incorporeal, invisibility, undead  
**Saves:** Fort +3, Ref +8, Will +7  
**Abilities:** Str —, Dex 20, Con —, Int 10, Wis 10, Cha 10  
**Skills:** Hide +13, Listen +9, Spot +9  
**Feats:** Combat Reflexes, Dodge, Improved Initiative, Weapon Focus (incorporeal touch)  
**Environment:** Any land and underground  
**Organization:** Solitary  
**Challenge Rating:** 7  
**Treasure:** None  
**Alignment:** Usually chaotic evil  
**Advancement:** 11–24 HD (Medium)

Visceryls are invisible cloudlike undead that feed on the water content in their victims' bodies. They inhabit all terrain types, hovering completely unseen and attacking without warning.

### Combat

Visceryls are deadly in combat because they cannot be seen, and because they can fly, they travel without being heard.

**Dehydration (Ex):** Visceryls suck the water from a victim's body, causing rapid and extreme dehydration. Anyone struck by a visceryl takes 1d6 points of subdual damage. For every 4 points of this damage a character takes, he loses 1 permanent point of Constitution. A character may restore 1d6 hit points of subdual damage by drinking 8 ounces of water (approximately a tankard's worth of water).



**Invisibility (Ex):** Visceryls are naturally invisible even while attacking.

**Incorporeal:** Only harmed by +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid objects at will, and own attacks pass through armor. Always moves silently.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

## Wight Player Character (Template)

The wight template can be applied to any humanoid, monstrous humanoid, or giant. The creature's type changes to "undead." It uses all the base creature's statistics and special abilities except as noted here.

**Hit Dice:** Change to d12.

**Speed:** Same as base creature.

**AC:** Increase natural armor by +4.

**Attacks:** The wight retains all the attacks of the base creature and also gains a slam attack if it didn't already have one.

**Damage:** Wights have slam attacks. If the base creature does not have this attack form, use the damage values listed here: Fine/Diminutive 1 pt; Tiny 1d2; Small 1d3; Medium 1d4; Large 1d6; Huge 1d8; Gargantuan 2d6; Colossal 2d8. Creatures with natural attacks retain their old damage ratings or use the values listed above, whichever is better.

**Special Attacks:** A wight retains all the special attacks of the base creature and also gains those listed below. Saves have a DC of 10 + 1/2 the wight's HD + the wight's Charisma modifier.

**Energy Drain (Su):** Living creatures hit by a wight's slam attack receive one negative level. The Fortitude save to remove a negative level has a DC of 10 + the wight's HD + the wight's Charisma modifier.

**Create Spawn (Su):** Any humanoid, monstrous humanoid, or giant slain by a wight becomes a wight in 1d4 rounds. Spawn are under the command of the wight that created them and remain enslaved until its death.

**Special Qualities:** A wight retains all the special qualities of the base creature and gains the undead type.

**Undead:** Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Saves:** Same as base creature.

**Abilities:** Increase from the base creature as follows: Str +2, Dex +2, Wis +2, Cha +4. As undead creatures, wights have no Constitution score.

**Skills:** Wights gain a +8 racial bonus to Move Silently checks. Otherwise same as the base creature.

**Feats:** Wights gain the Blind-Fight feat, assuming the base creature doesn't already have this feat.

**Climate/Terrain:** Any land and underground

**Organization:** Solitary, gang (2–5), or pack (6–11)

**Challenge Rating:** Same as the base creature +1.

**Treasure:** None

**Alignment:** Always lawful evil

**Advancement:** By character class

### Wight Player Characters

Wights are always lawful evil, which causes characters of certain classes to lose their class abilities, as noted in the *PHB*. In addition, certain classes suffer additional penalties.

**Clerics:** Clerics lose their ability to turn undead but gain the ability to rebuke undead. This ability does not affect the wight's



creator. Wight clerics have access to the Death, Evil, Law, and Trickery domains.

**Sorcerers and Wizards:** These characters retain their class abilities, but if a character has a familiar (other than a rat or bat), the link between them is broken, and the familiar shuns its former companion. The character can summon another familiar, but it must be a rat or bat.

### Sample Wight

This example uses a 6th-level human monk as the base creature.

#### Wight Monk

Medium Undead

**Hit Dice:** 6d12 (hp 39)

**Initiative:** +2 (+2 Dex)

**Speed:** 50 ft.

**AC:** 21 (+2 Dex, +4 Wis, +1 monk, +4 natural), touch 12, flat-footed 19

**BAB/Grapple:** +4/+7

**Attack:** Slam +8 melee (1d8+3 and energy drain)

**Full Attack:** Flurry of blows +7/+7 melee (1d8+3 and energy drain on the first successful strike)

**Face/Reach:** 5 ft./5 ft.

**Special Attacks:** Energy drain, *ki strike*, create spawn

**Special Qualities:** Evasion, purity of body (now unnecessary), slow fall (30 ft.), undead

**Saves:** Fort +5, Ref +7, Will +11

**Abilities:** Str 16, Dex 15, Con —, Int 10, Wis 18, Cha 12

**Skills:** Balance +11, Hide +10, Jump +16, Move Silently +11, Tumble +15

**Feats:** Acrobatic, Blind-fight, Deflect Arrows, Dodge, Improved Grapple, Improved Trip, Iron Will, Mobility, Spring Attack, Stunning Fist, Weapon Focus (unarmed strike)

**Challenge Rating:** 3



# Appendix III: New Spells

Several new spells appear within these pages.

## Blood Bath

**Evocation**

**Level:** Sor/Wiz 2

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Long (400 ft. + 40 ft./level)

**Area:** 1 creature

**Duration:** Instantaneous

**Save:** Fortitude half

**Spell Resistance:** Yes

This gruesome spell causes blood to spurt from the target's eyes, ears, nose, and mouth, dealing 1d6 points of damage per level of the caster (maximum 12d6). The victim is allowed a Fortitude save for half damage. Though the spell deals damage equal to *fireball*, it is much more limited, affecting only a single creature, and having no effect on creatures without blood in their bodies, though the DM can rule that other bodily fluids (such as the ichor of an aberration) constitutes that creature's "blood."

## Death March

**Evocation**

**Level:** Sor/Wiz 2

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Close (25 ft. + 5 ft./level)

**Area:** 20-ft. radius spread

**Duration:** Instantaneous

**Save:** Reflex half

**Spell Resistance:** Yes

This spell brings forth a phantom drummer in a tattered military uniform, that appears much like an undead soldier. The drummer is completely incorporeal. The drummer marches methodically toward any target you designate, tapping out a death cadence on its dilapidated drum. The drummer marches at a speed of 25 feet. After one of two conditions is met, the drummer explodes as per the *fireball* spell, dealing 1d4 points of damage per caster level to all within range (maximum 20d4). The two conditions are (1) the drummer reaches the designated target, or (2) the drummer reaches the spell's maximum range. If you denote a living creature as the target, the drummer follows that target through all barriers and across all terrain, until one of the two trigger conditions is met. A marching drummer may be eradicated with a successful *dispel magic*.

## Jelver's Illusory Illusion

**Illusion (figment)**

**Level:** Brd 6, Sor/Wiz 6

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Long (400 ft. + 40 ft./level)

**Area:** 20-ft. cube + 10-ft. cube/level

**Duration:** Permanent until triggered, then 1 round/level

**Saving Throw:** Will disbelief (if interacted with)

**Spell Resistance:** No

This devious and complicated spell is intended to make real objects appear to be illusions. Anyone interacting with the affected object should make a Will save, as per the standard rules for disbelieving illusions. A successful Will save indicates that the PC senses the subtle magic of illusion covering the object, at which point he is likely to assume that the object is actually a spell such as *programmed image*. He pays the price for this assumption if the object is a creature intent on attacking him! In other words, the PC does indeed detect a real illusion, but this illusion is merely a "layer" upon a very real object. *Jelver's illusory illusion* tricks the character into assuming a certain object is an illusion.

Conversely, a failed Will save means that the PC wasn't intuitive enough to detect the faint presence of the illusion magic, so he behaves as if the object were real—which it truly is!

## Kristoff's Solar Window

**Evocation**

**Level:** Brd 3,Clr 4, Sor/Wiz 3

**Components:** V, S

**Casting Time:** 1 action

**Range:** Medium (100 ft. + 10 ft./level)

**Area:** Cone

**Duration:** 5 minutes/level

**Saving Throw:** None

**Spell Resistance:** No

This spell opens a conduit to the sun. Though darkness may reign in your current surroundings, somewhere in the world, the sun is shining. *Kristoff's solar window* transports actual sunlight to your location, appearing as if through an open window and throwing light in a cone 50 feet long, 25 feet wide at its end. Creatures who suffer penalties in bright light are affected as if standing in direct sunlight. Being natural rather than magical light, the glow of the *solar window* is negated by magical darkness.

But the *solar window* has advantages over the standard *daylight* spell. The light is as warm as normal sunlight, so that the temperature within the cone is a balmy 85 degrees, very useful in cold environments or when you need to melt ice or warm a chilly companion. The *solar window* may be opened anywhere within the spell's range, and you may mentally move it for the duration of the spell, redirecting the cone of light. For example, the window may be positioned on a ceiling, so that the cone aims downward, and the next round you may shift it so that it points upward from the floor. Each change in positioning is a partial action. You may open and close the *solar window* at any time as a free action.

## Multiple Contingency

**Evocation**

**Level:** Sor/Wiz 9

**Components:** V, S, M, F

**Casting Time:** At least 10 minutes (see text)

**Range:** Personal

**Target:** You

**Duration:** 1 day/level or until discharged

**Save:** Special

**Spell Resistance:** Special

This is a more powerful form of *contingency*, functioning much like that spell, save you may prepare up to three companion spells of up to 8th level, and these spells are not limited to spells that affect your person. In other words, you may prepare between one and three spells of any level of 8th level or lower and set them to activate upon a certain trigger, as per *contingency*. For example, the caster may set a trigger condition to discharge *pyrotechnics*, *fireball*, and *mirror image* simultaneously. The multiple contingency otherwise performs as per *contingency*. Refer to that spell description for further information.

## Sand Blast

### Invocation

**Level:** Sor/Wiz 3

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Close (25 ft. + 5 ft./level)

**Area:** Cone

**Duration:** Instantaneous

**Save:** Fortitude half

**Spell Resistance:** Yes

By casting *sand blast*, you cause a cone of powerful, hot sand to erupt from your hand, moving outward with the force of a scorching desert wind. Small flames such as torches are automatically extinguished. Anyone within the cone of stinging sand must make a Fortitude save or have the moisture sucked from their bodies and take 4d6 points of damage. A successful save reduces this damage to 2d6. Furthermore, creatures who fail their save are considered dazed for 1d4 rounds.

## Zatmenye's Coat of Arms

### Alteration

**Level:** Sor/Wiz 1

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Personal

**Target:** You

**Duration:** 1d4 rounds + 1 round/level

**Save:** None

You cast this spell upon your cloak or cape, at which time the garment flashes with light and fourteen magical swords appear in a fanned array along its width. You may select any one blade and remove it from the garment to use in standard melee combat. The exact power of the weapon depends on the caster's level. All fourteen blades always appear, regardless of the caster's level, though a 1st-level caster only has access to the first and weakest blade, while a 2nd-level caster has access to the first two blades, et cetera, all the way to a caster of 14th level, who may select from any of the fourteen blades he desires.

If you don't have proficiency in the particular type of sword you select from the garment, you suffer the usual penalties in combat. You may use a partial action to discard a chosen blade and select another at any time during the spell's duration, as long as you're of sufficient level to use the desired weapon; a discarded blade vanishes and may not be used until the spell is cast again. The following is a list of the garment's advancement in regards to caster level.

## Zatmenye's Coat of Arms

Level	Type and Name	Attack/Dmg Bonus	(Special)
1	<i>dagger of parrying</i>	+1	(+4 to hit on attempts to disarm or strike opponent's weapon)
2	<i>short sword of the mariner</i>	+1	(+1d6 damage vs. aquatic creatures)
3	<i>short sword of purity</i>	+1	(+1d6 damage vs. lycanthropes)
4	<i>falchion of speed</i>	+1	(+4 on initiative rolls)
5	<i>rapier of chivalry</i>	+1	(+4 when defending unarmed member of opposite sex <sup>1</sup> )
6	<i>rapier of wounding</i>	+1	(victim bleeds as per a <i>weapon of wounding</i> in the <i>DMG</i> )
7	<i>longsword of frostbite</i>	+2	(+1d6 damage vs. fire-based creatures)
8	<i>bastard sword of scorching</i>	+2	(+1d6 damage vs. regenerating creatures)
9	<i>scimitar of the sun</i>	+2	(shines with <i>daylight</i> , +1d6 damage vs. undead)
10	<i>dagger of the magi</i>	+3	(+1d6 damage vs. fighters)
11	<i>scimitar of sand</i>	+3	( <i>sand blast</i> , 1/day [see spell description above].)
12	<i>longsword of the sea</i>	+3	(may fight underwater without combat penalties <sup>2</sup> )
13	<i>greatsword of war</i>	+4	(+1d6 if used in mass combat <sup>3</sup> )
14	<i>short sword of severing</i>	+4	(critical hit severs head as per vorpal weapon in the <i>DMG</i> )

### Notes to Table

1. The DM remains the final arbiter, but usually the subject in need of defense must be unarmed and in obvious danger from an attacker.
2. You never suffer negative modifiers to your attack rolls when fighting in water, whether you are partially or wholly submerged.
3. The DM decides what constitutes mass combat, but it is always a clash between opposing armies, town militias, or other groups of paid soldiers, rather than a group of PCs fighting a gang of orcs.

## Zatmenye's Combat Mind

### Divination

**Level:** Sor/Wiz 2

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Personal

**Target:** You

**Duration:** 1 round/level

**Save:** No

**Spell Resistance:** No

*Combat mind* is a limited form of telepathy used during a combat situation, allowing the caster to read the thoughts of his opponent in order to anticipate his moves. Unlike *detect thoughts*, *combat mind* does not relay your opponent's surface thoughts but rather his more subtle subconscious thoughts that take over during combat. As all swordsmen can attest, conscious thought during a battle only results in hesitation and ultimately defeat, therefore one relies instead upon actions ingrained in the subconscious portions of the mind. This spell grants you the foreknowledge of your opponent's upcoming attacks and defenses. This spell gives you that split-second edge that may just save your life.

Because you anticipate your opponent's moves before he makes them, you receive a +1 bonus to your AC in melee combat for the duration of the spell. This bonus increases proportionally to the distance that separates you from your opponent, as you

have more time to react after "reading" the incoming attack. Against ranged attacks of up to 10 feet away, you receive a +2 AC bonus. This applies to the attacks from a single opponent only. From distances between 11 and 20 feet, the AC bonus increases to +3. Between 21 and 30 feet, the bonus reaches its maximum of +4.

## Zatmenye's Tracer

### Transmutation

**Level:** Sor/Wiz 2

**Components:** V, S, M

**Casting Time:** 1 action

**Range:** Personal

**Target:** You

**Duration:** 1 round/level

**Save:** Will

**Spell Resistance:** No

This spell causes your melee weapon to leave a blinding "tracer" of itself as it is swung, appearing as a brightly glowing corona that trails wisps of crackling light. The tracer leaves an afterimage of your weapon in the air, making it harder for your opponent to discern your weapon's location at any one time and resulting in a +2 attack bonus for you for the spell's duration. Furthermore, your opponent cannot use the Dodge feat against you, as he is unable to judge accurately your weapon's movements. A successful Will save means that your opponent keeps his wits about him, and the spell has no effect.

# Appendix IV:

## New Wondrous Items

A total of nineteen new and astounding items make their first appearance in this module.

### Bloodlust

*Bloodlust* is a greatsword whose porous blade was forged from a silver mirror which had reflected the image of a vampire. This heinous weapon thirsts for blood and dines on destruction.

The weapon is initially a +4 sword for purposes of attacking. At this point its lust is strong and it seeks to quench its thirst. After it has inflicted 20 cumulative points of damage, its attack bonus becomes +3, after 40 points it falls to +2, and after 60 points of damage it becomes a +1 weapon, its thirst momentarily slaked. As it is used, the sword becomes increasingly red in color, saturated with the blood of its victims. After it has dealt 60 points of damage or more, it actually begins to ooze blood from its steel. For every hour of non-combat, it feasts on the blood within it, raising its desire for blood to the next higher level, so in 3 hours its lust for blood is peaked, restoring the +4 bonus.

Medium Enchantment; CL 9th; Craft Magic Arms and Armor, *vampiric touch*; Price +2 bonus; Weight 15lbs.

### Byssus of the Afterlife

This frail-looking funeral shroud appears like ordinary byssus—a linen used to wrap the dead after embalming. However, any human or demihuman corpse bound in the *byssus* becomes a mummy after 1d4 nights. The corpse must be fresh, with no more than 12 hours having passed since death. The *byssus* works without fail, regardless of the deceased's alignment during life. Only by casting *bless* upon a corpse can someone prevent the *byssus of the afterlife* from transforming the dead into a mummy.

Necromancy; CL 9th; Craft Wondrous Item, *animate dead*; Price 30,000 gp; Weight 2lbs.

### Boots of Parity

These supple caribou-skin boots are knee-high with buckles made of whalebone. The *boots* are remarkable because both are made for the left foot. Their magic only manifests when the *boots* are worn by two different individuals. A pair of friends wearing the *boots* can always find their way back to each other, regardless of the distance that separates them. A wearer need only set off walking and issue a mental command, and his single *boot of parity* leads him unflinchingly to the wearer of the other *boot*. The *boots* act only as homing beacons, not as magical travel aids, so the wearer must still overcome all hardships of the trail. The *boots* confer no special ability to traverse difficult terrain. If one of the wearers is protected by such magic as an *amulet against detection and location*, then the homing

power does not work, nor does it function if one of the wearers is currently on another plane of existence.

Medium Divination; CL 8th; Craft Wondrous Item, creator must have Survival +8 or better; Price 20,000 gp; Weight 1 lbs.

### Darnaulght's Consolation

This item appears as a simple sculptor's chisel. Darnaulght came from a family of artists and wanted desperately to become a famous sculptor, but he was born infirm, never enjoying the full use of both hands. This tool, known as *Darnaulght's consolation*, appears quite ordinary, but its enchantment gives any sculptor two benefits. First, the chisel grants a +6 bonus to the skill Craft (sculpture) or Profession (sculptor). Second, the tool requires only one hand to use. The force is applied to the end of the chisel through magic at the will of the sculptor. No hammer is necessary.

Weak Transmutation; CL 8th; Craft Wondrous Item, creator must have Craft (sculpture) +8; Price 10,000 gp; Weight 2 lbs.

### Duping Bracelets

This pair of turquoise bands permit the user to create illusions. The user may create a *silent image*, requiring a Will save (DC 12) to disbelieve. The silent image may be created as a free action, while spinning a *major image* is a full-round action (Will save [DC 15] to disbelieve). Making a *silent image* expends 1 charge from the bracelets, while *major image* expends 2 charges. The *duping bracelets* always come in matching pairs, and both must be worn for their powers to function. The bracelets have 100 charges when they are initially created.

Weak Illusion; CL 5th; Craft Wondrous Item, *major image*, *silent image*; Price 18,000 gp; Weight 1 lb.

### Evening's Variorum

In the lingo of scholars, a variorum is a book whose text has been commented on or added to by later readers, editors, or literary commentators. The history of *evening's variorum* is shrouded in the unknown. No one is quite certain of the hand that first penned the manuscript, but over the ages since, no less than sixteen different writers have contributed their thoughts, insights, and general marginalia. Physically speaking, the *variorum* is 18 inches tall, 12 inches wide, and 6 inches deep. It weighs 30 pounds. The binding appears to be wood, perhaps common oak bark, protected by an opaque lacquer. The spine might be strengthened with an interior band of thin metal. The paper is plain and actually of somewhat poor quality. There are 999 individual pages, resulting in 1,998 writing surfaces when both sides of a page are used. One page was torn out at some point in the past, as indicated by its remains between pages 738 and 741.

*Evening's variorum* is a compendium of wisdom concerning the subjects that so fascinated the ancients, including philosophy,

natural science, astronomy, oratory, geometry, and other fields of esoterica. Embedded within these essays are spells, specifically the examples of magical lore from the personal compendium of a wizard called Zatmenye. As one of the ancients' most esteemed military tacticians, Zatmenye became as renowned for his personal correspondence as he was for his martial campaigns. Zatmenye rose to the rank of general, while at the same time he surpassed most of his peers in the arts of battlefield magic. Within the pages of *evening's variorum* are found the following spells, as detailed in the New Spells Appendix: *Zatmenye's coat of arms*, *Zatmenye's combat mind*, and *Zatmenye's tracer*.

The *variorum* also contains details of these feats, described in the New Feats Appendix: Anything Goes Combat, Bonded Weapon, Cadaverous Familiar, Chant, Counter-Track, Determined Soul, Hold Breath, and Prophetic Dreamer. Anyone who qualifies to learn a new feat may use the *variorum* as a tutorial.

NA; CL NA; NA; Price 100,000 gp; Weight 30 lbs.

### Fate's Alembic

In every alchemist's laboratory there is a device known as an alembic, a bulbous glassware distilling mechanism standing approximately 18 inches high. Designed on a commission from a wealthy adventurer, *fate's alembic* transforms ordinary water into a magical potion whenever a heat source is applied beneath the apparatus for a period of 1 hour. After that hour, the water within the *alembic* grants a +2 bonus to all saving throws if consumed within 10 minutes of its creation. This bonus lasts for 1d4+1 hours and applies to all saving throws made within that time. Furthermore, each time a potion is quaffed, there is a 10% chance that a special reaction occurs, granting the drinker an insight into the future. This flash of precognition functions as per the spell *foresight*, providing the drinker with a sense of danger for the next 3 hours (the ability functions as if the spell had been cast by an 18th-level wizard). *Fate's alembic* can produce three potions per day, but each potion requires 1 hour to brew and has a shelf life of only 10 minutes.

NA; CL 18th; Craft Wondrous Item, *foresight*; Price 40,000 gp; Weight 6 lbs.

### Figurine of Wondrous Power — Alabaster Maggot

Like other *figurines of wondrous power*, this appears to be a 1-inch statuette, specifically of a pearly white maggot. When the *alabaster maggot* is tossed down and the correct command word spoken, it becomes a living maggot of Huge size. Use the statistics for the giant slug in the *Tome of Horrors*. The creature obeys and serves its owner.

If an *alabaster maggot* is broken or destroyed in its statuette form, it is forever ruined. All magic is lost, its power departed. If slain in maggot form, the *figurine* simply reverts to a statuette that can be used again later.

Medium Transmutation; CL 11th; Craft Wondrous Item, *animate objects*; Price 100,000 gp; Weight —.

### Golem's Cranequin

This is a simple S-shaped metal rod used to operate the winch at the Ossuary. The *cranequin* has only one other use. It functions exactly as a *golebane scarab*, detecting all golems within 60 feet and permitting the owner to combat a stone golem with weapons or unarmed attacks as if the golem had no damage reduction.

Moderate Enchantment; CL 8th; Craft Wondrous Item, *detect magic*, and *keen edge* or *holy power*; Price 1,500 gp; Weight 2lbs.

### Hector's Pegasus Feather

This ordinary looking white feather increases foot speed and jumping prowess. Anyone holding a *pegasus feather* in hand while they move increases their speed and maximum jumping distance by 50%. The *feather* cinders and smokes as the character moves, losing 10% of its substance per minute, so that the character can enjoy its benefits for no more than 10 minutes. When *Hector's pegasus feather* is put away, it stops smoking and may be used again up to its maximum number of minutes.

Weak Transmutation; CL 9th; Craft Wondrous Item, *haste*; Price 15,000 gp; Weight —.

### Hector's Score of Arrows

These magical projectiles always come in bundles of 20, each one bearing an enchantment that assists in ranged combat. One arrow is always +1, one is +2, one is +3, et cetera, all the way to +20. However, there is no way to differentiate between the arrows short of casting *identify* upon each one. Usually the owner of the *score* simply reaches into his quiver and fires an arrow at random, not knowing the attack adjustment until the arrow is fired. Roll 1d20 to determine the enchantment bonus, and keep track of which arrows have been fired. *Hector's score of arrows* contains one arrow of each type, and each may be fired once, after which time it loses its magical properties.

Strong Enchantment; CL 18th; Craft Magic Arms and Armor, *magic weapon*; Price 10,000 gp; Weight 2lbs.

### Lucid Greave of Jousting

A greave is a piece of plate armor worn on the thigh. The *lucid greave of jousting* was manufactured by Bargrave Yulvelli to aid the knights of his city during jousting tournaments. Anyone wearing the *greave* is not subject to daze or stun effects. The wearer also enjoys a +2 bonus to all saving throws involving mind-influencing effects. Finally, the *greave* grants the wearer a +2 melee attack bonus whenever he's wielding a lance from horseback.

Weak Abjuration; CL 6th; Craft Magic Arms and Armor, *protection from good* (or evil, chaos or law); Price +2 bonus; Weight 2 lbs.

## Maschera di Morte

The *maschera di morte*, or “mask of death,” is a magical combination of object and parasite. In its dormant state, the *maschera* is an item that radiates Transmutation magic if examined with *detect magic*. Casual observation leads one to believe that the mask is fashioned from black leather, with a pair of thick straps used to secure it around the head. In reality, the mask is an advanced parasite, created magically from the flesh of a mind flayer and capable of feeding off the brain of any humanoid wearing it. The parasitic mask remains in its dormant state until it comes within striking distance of a human face—approximately 6 inches. When any humanoid creature prepares to don the *maschera di morte*, it animates, and its two straps—which are actually tentacles—plunge themselves into the ears of the victim. Because the victim is intending to wear the mask and is holding it at such close proximity, the mask strikes with a +15 melee attack modifier. A successful hit deals 1 hit point of damage and affixes the mask to the character’s face.

Once the *maschera di morte* is fastened in place, the wearer can see through the eyeholes as per a normal *maschera* and gains darkvision to 120 feet, as well as a +4 bonus to Search and Spot checks. The wearer also gains a +4 saving throw bonus to resist all spells and spell-like abilities that attempt to control, read, or otherwise manipulate the mind. Due to the tentacles in the wearer’s ears, the mask penalizes all Listen checks by –4.

At this point, the *maschera* still appears simply as a strange magical item. However, the mask cannot be removed by any physical force without killing the wearer instantly, due to the tentacles that have wrapped themselves around the wearer’s brain. The mask is a voracious parasite that feeds on the brain of its host. Its one concern is to defend its meal from outside harm. The only way to remove the mask once it has been donned is a *remove curse* spell cast by a priest of a good-aligned god.

If the wearer does not remove the mask within four days, other side effects begin to manifest. After four days, the wearer’s memory begins to fail. Even at this stage, the wearer may not realize the malevolent effects of the mask. Memory loss begins with small things, such as the wearer not being able to remember a friend’s name or the location of his favorite tavern. But as the mask devours more of the wearer’s brain, things get much worse. After a week, the wearer not only has difficulty remembering names, places, and events, but also suffers a –4 penalty to all Intelligence-based skill checks. Within 10 days, the mask has eaten enough of the wearer’s brain that he functions as if under the effects of a *feblemind* spell, requiring *regenerate* to effect the return of normal brain activity. If the mask still has not been removed within two weeks, the wearer dies. At this point, the *maschera di morte* once again becomes dormant, waiting for its next owner.

Strong Necromancy; CL 18th; The flesh from the face of a mind flayer, Craft Wondrous Item, creator must have Knowledge (mind flayers) or Knowledge (parasites) +4 or better, *feblemind*; Price 60,000 gp; Weight 2 lbs.

## Pieces of Her Heart

Long ago there lived a woman whose name is no longer uttered aloud. So deeply was she respected by those she governed as queen that, upon her death, it was decreed that none should speak her name, for to do so would be to run the risk of disturbing her from the eternal rest she so rightly deserved. Today, it is known only that she administered peace during her reign, and judged all fairly who came before her, and loved with the whole force of her being.

The object of her love was a man named Elijaban, a gifted sailor and natural rogue, athletic at contest and merciful at war. Elijaban was renowned equally for his battle prowess as he was for his charity; it was discovered that he often donned pauper’s clothes in order to disperse largesse and gifts of healing upon the downtrodden. Elijaban, handsome and just a bit rakish, was the only man ever to hold the queen’s eye for more than a moment. She saw through his lusty facade and captured the quiet, uncertain boy inside, and it was with both parts of him—the warrior-knave and frightened child—that she fell irretrievably in love.

But it came to pass the fortune turned away from the lovers, and Elijaban met his end on a foreign field, his life’s blood staining the garter the queen had given him as a token of her everlasting devotion. When word crossed the seas and struck the court, the queen rose to her feet, gracefully bid her consorts goodnight, and retired to her chamber.

There she prayed to Ulremara, goddess of candles and desire. She asked the divine patron to take the pain forever from her breast, to end the agony of her loss by removing her ability to perceive it. It was either that, or the queen would end her existence, for to abide with such torment was to go mad.

The queen emerged the next morning, pale yet resolved. Years passed. Other than a single chambermaid who had overheard the queen’s supplication, no one was aware that a bargain had been sealed that night, a prayer answered. The decades advanced, and the queen’s reign was a prosperous if lonely one. She died at an advanced age, and the world was better for her having administered a small piece of it. Upon her death, her body was placed upon a tall pyre and set aflame. The next morning, after the smoke had blown away and the last of the mourners departed, there lay in the ashes of the queen’s body what appeared to be a single, fragile stone.

Sages made many claims about the stone’s origin, but the poets knew the truth. Years earlier, the goddess Ulremara had turned the queen’s heart to unfeeling stone. No longer capable of being torn asunder by emotion, the queen had ruled justly, but without enthusiasm. That night in her chamber, she willingly traded her passion for a surcease of pain. Since that morning at the funeral pyre, the delicate piece of rock-crystal has been broken several times, in perhaps a bit of irony too poignant to contemplate. There are now seven shards, known throughout the land as the *pieces of her heart*.

The *pieces* grant benefits to their owner, depending upon how many of them are possessed. The effects on the following table are cumulative, so that someone who carries three pieces enjoys the first three levels of magical boons. Note that the *pieces* may never be put back together again; though they fit like the sections of a perfect puzzle, they cannot be rejoined. The collective *pieces* are considered a minor artifact.

Number of Pieces	Benefit
1	+1 Charisma
2	Owner may cast <i>charm person</i> once per day.
3	+1 on all Will saves
4	Owner may cast <i>emotion</i> once per day.
5	Owner may designate one person, usually their beloved, as their “sanctuary;” once per day the owner may transport instantly to wherever their beloved is at the time, exactly as per the spell <i>word of recall</i> .
6	Owner may reverse any harmful situation befalling their beloved, as if playing the Fates card from a <i>deck of many things</i> ; destiny rewrites itself, undoing any single occurrence that arises in the life of the beloved.
7	Owner is granted their heart’s desire; this takes the form of a <i>wish</i> ; this power may be used only once.

Epic Indeterminate; CL NA; NA; Price 100,000 gp; Weight 1 lb.

## Retort of Retort

A retort is an alchemical device used to distill substances by an application of heat. The *retort of retort* is made of crystal and stands approximately 8 inches high, fashioned by a certain court alchemist who grew tired of being the butt of the court jester’s constant jibes. Anyone who possesses the *retort of retort* enjoys a +8 bonus to all Bluff checks, and on a successful Charisma check (DC 12) he is able to voice a witty rejoinder to any verbal attack directed at him. The DM is the final arbiter on what constitutes a verbal attack, but generally, any joke, slur, or caustic remark aimed at the *retort*’s owner can be met with an equally clever comeback. The player is encouraged to create a list of such oral ripostes and use them as the situation demands.

Strong Necromancy; CL 9th; Craft Wondrous Item, creator must have Bluff +8 or better; Price 10,000 gp; Weight 1 lb.

## Soul Siphon

The dreaded *soul siphon* is a magical longsword with a very thin and fantastically sharp blade. The metal is an alloy of extra-planar origin. The hilt is rather nondescript, with a cube-shaped pommel of strange white crystal. When the *soul siphon* slays a creature, the crystal flashes bright red, signifying that the creature’s essence has been “spiritually tagged” to be barred re-entry into the Material Plane. Anything

reduced to 0 hit points by the *soul siphon* cannot be restored to life by such spells as *raise dead* and *resurrection* unless at the command of a *wish* or similar magic. The sword works also on undead and beings without souls, permanently destroying the dark force that animates such monsters upon reducing them to 0 hit points. The *soul siphon* offers no magical adjustments to attack rolls, but counts as a +3 weapon for purposes of damage resistance.

Strong Necromancy; CL 9th; Craft Magic Arms and Armor, *dimensional anchor*; Price 25,000 gp; Weight 4 lbs.

## Staff of Summoning

The Blood Governor himself fashioned this long sablewood staff, capped with a carving of a human heart. The staff has 50 charges at the beginning of the adventure, minus whatever charges the lich drains from it during play. The staff can cast any of the *summon monster* spells. Using *summon monster I* expends one charge, while *summon monster II* uses 2 charges, all the way to *summon monster IX*, which drains 9 charges.

Strong Conjuraction; CL 18th; Craft Staff, *summon monster I* through *summon monster IX*; Price 90,000 gp; Weight 5 lbs.

## Starfire

Few gemstones are so glorious as the fabled *Starfire*. When the Blood Governor died ages ago, he was not especially concerned, having already prepared his return as a lich. Unfortunately for him, his burial in the Bonegarden made his return pointless, and he has since bent his incomparable skills toward escape. He has determined that trapping his spirit in a suitable receptacle would allow it to be transported from the Bonegarden. By using the spell *trap the soul*, his essence could be removed from the Bonegarden and released in the outside world upon the breaking of the gem. If his body is also removed, his spirit could inhabit the same body, but he is not against possessing another body once he is released. The catch is that only a certain gem can be used for the process to be successful. The Blood Governor had his assistant, Serge, commission the making of such a gem, including the necessary enchantments. The result of Serge’s efforts is *Starfire*.

The bearer of *Starfire* receives the benefit of the spells *protection from evil* and *negative energy protection*. These spells have been heightened so that their effect reaches to a 10-foot radius. Unfortunately, the bearer is also subject to *dimensional anchor*, which also extends to a 10-foot radius. Anyone within 10 feet of the bearer is also subject to the spell effects.

The combined effects of these three specific spells make *Starfire* the only vessel that can allow the spirit of an undead being to leave the Bonegarden. The spirit remains trapped until the gem is broken, which

may prove difficult, as *Starfire* is a blue diamond and thus highly resilient (hardness 10, hit points 100, Break DC 30). The gem is twice as large as a man's hand.

Weak Abjuration; CL 12th; Craft Wondrous Item, Extend Spell, *dimensional anchor*, *protection from evil*, *negative energy protection*; Price 100,000 gp; Weight 2 lbs.

## Travois of Terror

This litter is comprised of a pair of staves made of bone. The staves are 8 feet long. Stretched between them is a fleshy fabric the consistency of canvas; actually this fabric is made of sections of skin peeled from corpses and sewn together in irregular patches. The staves and skin are put together like a normal litter to form a resting place for those too wounded to walk. The *travois of terror* is usually dragged behind a horse, but it can also be carried by stretcher-bearers. If used to carry the injured or infirm, the *travois* functions as a standard litter. However, if a dead humanoid body is placed on the *travois* and then dragged behind a galloping horse (or any steed moving at a minimum speed of 120 feet), the *travois of terror* generates a horrific *permanent image* that makes the horse and litter appear as a hellish beast pulling a

chariot of the tormented, wailing dead. Swarms of infernal creatures with scaly red flesh and distorted bodies appear to dive and swirl around the charging horse, with black-green smoke roiling out in all directions. The horse's hooves seem to emit sparks, and its breath is a gout of steam that smells of burning flesh. Anyone witnessing this blood-curdling parade is affected as per the arcane spell *fear* as cast by an 18th-level wizard. Additionally the beast bears with it an even more despairing effect, radiating a *circle of death* that affects all living creatures that come within 50 feet of the running horse. The *fear* effect lasts only 1 hour, and *circle of death* lasts for 1 hour or until it has slain 18d4 Hit Dice of creatures, whichever comes first. The *permanent illusion* also fades after an hour, and it cannot be deactivated before then. Refer to the specific spell descriptions for more information.

The horse does not require a rider for the *travois of terror* to function properly; as long as the horse is running at a speed of at least 120 feet and a command word is delivered, the illusion is activated. The horse and its rider—if any—are immune to the illusion and its attendant effects. The dark power of the *travois* may only be called upon once every 66 days.

Strong Necromancy; CL 12th; Craft Wondrous Item, *circle of death*, *fear*, *permanent image*; Price 60,000 gp; Weight 20 lbs.





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