

CORS5-03b



SECRETS OF TSOJCANTH

A One-Round D&D[®] LIVING GREYHAWK[™]

Core Special Adventure

Mid-Level: Caverns of the Eaters

Version 1.0

by Chris Tulach

Stirrings of a dark malevolence in the Yatil Mountains draws the followers of terrible forces to a once-used demesne of Iggwilv, the Witch Queen. At the behest of others, you journey to the Lost Caverns of Tsojcanth to confront the evil that lurks there and unveil its deadly secrets. This adventure is divided up into three levels of play (low level, middle level, high level); each player may only participate in one of them. A challenging special adventure for characters levels 5-11.

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

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RPGA SANCTIONED PLAY

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

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

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth four (4) points.

This adventure retires from RPGA-sanctioned play on November 20, 2005.

To learn more about the LIVING GREYHAWK character creation and development, RPGA event sanctioning, and DUNGEONS & DRAGONS REWARDS, visit the RPGA website at www.rpga.com.

PLAYERS READ NO FARTHER

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

PREPARING FOR PLAY

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

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

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of

an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

LIVING GREYHAWK LEVELS OF PLAY

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

1. Determine the character level for each of the PCs participating in the adventure.

2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal

CR	1	2	3	4
companions,	1/4 and 1/6	0	0	0
familiars	1/3 and 1/2	0	0	1
paladin's	1	1	1	3
mounts) or the	2	2	3	4
warhorse of a	3	3	5	6
character with	4	4	6	7
the Mounted	5	5	7	8
Combat feat,	6	6	8	9
use the sidebar	7	7	9	10
chart				11

to determine the number of levels you add to the sum of step one. Add each character's animals separately. Animals with different CRs are determined separately using the chart; then, take the highest CR animal (or animals), and add 2 (drop fractions). This result is the effective character level for a mixed-CR group of animals. A single PC may only bring four or fewer animals of this type.

3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round up to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

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

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

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

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

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

TIME UNITS AND UPKEEP

This is a special one-round Core adventure, set in the Yatil Mountains. All characters pay two Time Units per round.

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

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

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

ADVENTURE BACKGROUND

It has been a generation since the Lost Caverns of Tsojcanth have been explored. The last group of adventurers to brave Iggywilv's former sanctum recovered the *Demonomicon of Iggywilv*, *Daoud's Wondrous Lantern*, and defeated her daughter, Drelzna, the vampire warrior. This occurred well over 20 years ago. Iggywilv herself has not returned to her lair in over a century.

However, Drelzna was not destroyed, merely defeated. While it took her some time to recuperate from her defeat, she began work on amassing her own followers, working out of her mother's former lair. She enslaved some of the native creatures there; they were already in the process of excavating a new area in the caverns, and she set them on the task of carving a new lair for her from the stone.

Her furious pace and impatience with their work had dire consequences for the cave complex itself. Soon after work was begun, a massive cave collapse occurred in the greater and lesser caverns. Fortunately, for Drelzna, it

did not affect her new lair, and actually provided a measure of needed seclusion while she planned and plotted.

Drelzna had always known about the gates in the greater caverns, and had inklings that they held a greater purpose, one tied to the *Demonomicon* itself. She sent her minions far and wide in search of more information, and many years and *charmed* academicians later, she discovered that the gates were a part of an ancient Ur-Flan transportation device. She also found out that the *Demonomicon* contained information on the activation of this device – primarily, the key used to gain control of the device's awesome transportation magic.

It was also at this time that Drelzna had received word of her mother's return from imprisonment by Graz'zt and return to the Flanaess. She did not make her own presence known immediately to her mother or her agents, as she developed a plan by which she could present her return to her mother's side in a favorable light. Drelzna hoped that by doing so, her mother would reward her by offering some of the lands she was sure to reclaim in her resurgence of power; perhaps she would even be made general of her mother's forces.

In the past year, Drelzna has enlisted the aid of Iuzians to her cause; she has used their massive information network to further her reach, and has kept some of them on guard in the lesser caverns to prevent intrusion by adventurers and treasure-seekers. She has kept matters of her involvement a secret through dire threats to the followers of the Old One.

In the past few years, Drelzna also discovered the location of the *Demonomicon of Iggywilv*, and she tasked some of her agents with its retrieval. An assassin, from a cabal of Iuz's agents known as the Eaters of the Voice, attempted retrieval of the *Demonomicon* from its location at the Great Library of Greyhawk in 592 CY, but he was thwarted by the magical protections there (this is the same assassin encountered in the adventure COR2-10 *Forgotten Echoes*). Future attempts were abandoned for a time, as Drelzna was sure the tome would not leave that heavily guarded place.

Now, with the return of Iggywilv, Drelzna has redoubled her efforts to retrieve the tome. Her followers used their network connections to hire a group of thieves to retrieve the tome and bring it to the caverns. They were successful in their endeavor, and are returning with the tome as the adventure begins.

All is not as it seems however, as spies for Graz'zt, the demon lord that imprisoned Iggywilv (and, for a time, was bound by Iggywilv herself) infiltrated the ranks of the Iuzians working for the vampiress. A cult of Graz'zt paid off the mercenary thieves before they could get the tome safely back in the hands of Drelzna.

Their destination for the *Demonomicon* was the same, as they had uncovered a ritual by which the book could be destroyed once and for all, ensuring that Iggywilv would never again be reunited with this masterful dark tome of power. The ritual involved casting the book into the gates in the greater caverns, and if done correctly, it would not only destroy the book, but bring down the

entire network of caves, ensuring the gates could not be used in the future.

At least that's what Xalius, the human warlock leader of the cult, would have his Graz'zt worshipers believe. Xalius is the host for an alien creature known as Iaak Zsali (pronounced EYE-ack ziss-AH-lee), a tsochar (see Appendix 4) from a world beyond the stars. Xalius used to be a cultist devoted to Graz'zt until Iaak Zsali slid its tendril-mass inside of him, and asserted control. At first, Xalius resisted, but the consequences were quite painful to the warlock. Eventually, Xalius came to see things as the tsochar did, and now they share a common goal – to use a corrupted version of the ritual in the *Demonomicon* to open the ancient Ur-Flan gate to the bleak, distant world of the tsochar. Only the two of them know their ultimate plan, and as a conclusion to the ritual, they must sacrifice the other cultists to stabilize the gate. If this happens, more of Iaak Zsali's race will come to Oerth, bent on dreams of domination and subjugation.

ADVENTURE SUMMARY

There are three secrets that the Lost Caverns of Tsojcanth hold: the lesser caverns are now a base of operations for agents of the demigod Iuz, the greater caverns hold an ancient Ur-Flan gate that can be used as a powerful teleportation device, and a new section of the caverns is the lair of a new dread power rising in the Yatils – Drelnza, the vampire warrior and daughter of Iggywilv. This particular adventure deals with the exploration of the greater caverns and the discovery of the Ur-Flan gate.

At the beginning of the adventure, the characters are given a choice. They are contacted by a representative of the Great Library of Greyhawk to retrieve the *Demonomicon of Iggywilv* and any other items that the library may find interesting. However, another party, whom the adventurers are told is Mordenkainen the Archmage, has designs on the *Demonomicon* for purposes unknown. An agent in "Mordenkainen's" employ also contacts the characters and asks them to obtain the *Demonomicon* for his master. The choice the characters make will determine what special reward they receive at the conclusion of the adventure, if they are successful.

The characters journey to the Yatil Mountains, and briefly stop in Gnome Vale, a small community of gnomes beset by the evils stirring in the nearby caverns. Many of the characters may have received a carved gemstone gifted to them by Clegin, the Master Illusionist of the settlement. Gnome Vale can also help the PCs with final provisions, and when they return, recuperative magic to take care of nasty aftermaths with the denizens of the caverns.

Along the way, the characters may happen upon the well-eaten remains of creatures whose identity cannot be confirmed, but there are some pieces of equipment that help to identify the unfortunates.

During this mid-level portion of the event, the characters must scale the side of the mountain to reach a recently opened fissure that descends into what used to

be the greater caverns. Now, that area is dominated by the horrible grell, aberrations that care only to eat the flesh of humanoids and practice their alien magic. Other dangers in the non-grell populated areas of the caverns present themselves as well. Eventually, the characters may find their way to a passageway leading to the Ur-Flan gate, and the entourage of Iaak Zsali attempting to pervert its magic to the will of the tsochar. There, it must be stopped from opening a gate to its homeworld far beyond the stars.

PREPARATION FOR PLAY

As this is a special event, running this adventure requires more preparation than a normal adventure. Since it is running only at certain conventions, you will be provided with a map and miniatures (see the list below) to play out the adventure. However, you will want to take the following to heart while preparing this adventure for play:

- Read this adventure over very thoroughly at least twice. Make notes to help you run more complex encounters.
- If you have it, read *Lords of Madness* - in particular the chapters on the grell and tsochar. This will give you a much greater understanding of these creatures and how to use them in the adventure. In addition, a short segment of Chapter 6 from *Lords of Madness* is presented as Appendix 5 in this adventure in case you don't have that book.
- A set of initiative cards with all the creatures listed on them (as well as many relevant combat statistics) is available for use. It's a good idea to print those cards out beforehand, and use them when running the adventure. Combats will move much more quickly with them.
- You may wish to pre-roll about 10d20 (or randomly generate a series of d20 rolls), in case you want to make an opposed check in secret (like ambushers using a Hide check vs. the characters' Spot checks), so as not to let the characters know you're resolving something with dice rolls. Just check off each die roll in the order in which it's rolled.
- **Very important:** There are two descriptions in this adventure that might be a bit too graphic for young or sensitive players. Please ask the players beforehand if any of them have a problem with descriptions of a graphic nature. If so, alter the text in the appropriate areas (noted in the encounters).
- What do the characters know about the Lost Caverns of Tsojcanth? This question may be asked during the session by one or more of the players. Ask a character that possesses Knowledge (history) to make a roll.
 - DC 15: The Lost Caverns of Tsojcanth were named for its wizardly founder,

of which not much is known. The caverns are located somewhere in the Yatil Mountain Range.

- DC 20: Iggwilv the Witch Queen, mother of Iuz the Evil, used the caverns over a century ago as a base of operations to subjugate the nation of Perrenland.
- DC 25: A group of adventurers about a generation ago braved the caverns and told stories of fantastic monsters, strange *teleport* devices, and powerful arcane treasures.
- DC 30: Among the items removed from the caverns were *Daoud's Wondrous Lantern*, the *Demonomicon of Iggwilv*, and the *Prison of Zagig*. All are considered minor artifacts in their own right.
- DC 35: Considering the importance of this event, very little mention is made of this, but apparently the adventurers that explored the Lost Caverns encountered Iggwilv's daughter, a vampire warrior. It is said that she was destroyed.
- Hand out initiative cards to the players, so they may put their characters' relevant information on them. Make certain they list their saving throws and the skills Hide, Listen, Move Silently, and Spot.
- While the players are filling out their initiative cards, ask each one of them to roll 6d20. Record the results for each character on a piece of paper, away from the eyes of the players. Whenever you need a roll from one of the players that should yield a secret result (such as a Spot and Listen check before an ambush), simply mark off the first result from each character's roll, and add the appropriate modifier. In this way, the players won't know exactly what you're doing.
- This adventure is designed to run in 3.5 hours, but it does have more encounters in it than the PCs are likely to face. Keep the action moving along, and the pacing quick. The players will appreciate getting as far along as possible (given their own limitations, of course).
- Give the players a real challenge (but be fair). Let the dice fall where they may (you may want to make combat rolls right out in front of the players). The PCs may have to retreat from a fight, especially if they trigger more than one encounter at the same time. The best part about a special adventure is that it's high risk, high reward. Make them earn their XP, gold, and magic items.

DUNGEONS & DRAGONS

MINIATURES®

To run this adventure, it's recommended you have the following miniatures:

From the Dragoneye™ set:

3 Grimlocks (42/60) to represent the grimlock guards

From the Archfiends™ set:

1 Gauth (34/60) to represent the gauth

4 Cultists of the Dragon (48/60) to represent the cultists of Graz'zt

From the Giants of Legend™ set:

1 Displacer Serpent (43/72) to represent Iaak Zsali (note that Iaak Zsali is actually of Small size, rather than Medium)

2 Ghosts (49/72) to represent the ghosts

From the Aberrations™ set:

1 Man-at-Arms (8/60) to represent Malgor

6 Myconid Guards (41/60) to represent the myconids

1 Gibbering Mouther (50/60) to represent the gibbering mouther

From the Deathkneel™ set:

1 Renegade Warlock (23/60) to represent Xalius

6 Grell (35/60) to represent the grell (note that there are actually more grell in the colony; however you shouldn't need more than 6 at any given time)

1 Large Blue Dragon (38/60) to represent the dracolisk

2 Deathlocks (50/60) to represent the deathlocks

INTRODUCTION: THE CHOICE

At the beginning of this adventure, the DM should read both of the following sections to the players. The characters are being offered an opportunity to work for one of two power groups. After both offers have been heard, the PCs should decide together which group's offer they will take. The party cannot be divided on this issue – they either work for one or the other (or no one at all). If neither option suits the party, they can just work to help the gnomes (or help themselves); in this case, they do not have a specific mission, and thus do not earn a special favor at the end of the adventure.

The characters begin the adventure in Greyhawk City. Allow the players to introduce themselves to one another briefly and immediately.

THE GREAT LIBRARY OF GREYHAWK

Each character is met separately by Iquander, the Head Librarian of the Great Library of Greyhawk. Once everyone's ready, read the following to all the players:

Your summer relaxation time in Greyhawk City was once again cut short with the promise of adventure. This time, a summons arrived from none other than Iquander, Head Librarian of the Great Library of Greyhawk. Meeting you in a private chamber at the library after dark, he told you of his plight.

"A short time ago, a tome of malevolent power was spirited away from one of the vaults here at the library. It is a dark work known as the Demonomicon of Igglwlv, a book that is perhaps one of the most thorough wellsprings of information on the denizens of the Abyss. Within its pages are great spells of power used to bind fiends; many other secrets related to the lower planes are also found amongst vile rituals and other secrets of magic. This work belongs within the library, where our trained and careful eyes can be certain that it is not used to reckless intent.

"It is quite unfortunate and disconcerting to us that such a valuable work could be stolen from right under our noses. We are taking measures to ensure that such a theft does not occur again, or that if it does, the price of theft is swift and terrible. However, our immediate dilemma is the reason I'm talking to you this evening.

"While we know little about the thieves, masterful though they were, several divinations were used to help us determine who has the tome, and where it is. Although our best estimations put the theft at about 2 weeks ago, we are not entirely certain. In that time, the tome may have changed many hands. One thing we do know is that the current possessor of the tome is a bald-headed human male of mixed origin; his face has a scar upon his left eye and he has a black goatee. The man appears to be a sorcerer or spellcaster of some sort. Those he travels with are a well-armed entourage of five. The man appears to be the leader of some sort of religious cult worshipping a dark being of indeterminate origin.

"The man, apparently known as Xalius, was last seen this afternoon in a small, isolated community of gnomes known as Gnome Vale. It appeared as though he was passing through. The village is located deep within the Yatil Mountain Range, near the borders of Ket, Perrenland, and Highfolk. After we ascertained his location there, further attempts at divination failed. We cannot surmise why this has occurred, but we are researching it at the moment.

"However, the time for observation is now at an end. We need brave folk like you to go to Gnome Vale and determine where Xalius and his minions went. Retrieve the Demonomicon, and return it to here with haste. The book has its own guardians bound to it, and they are undoubtedly seeking the stolen tome out as well. If the guardians retrieve the book, it will be lost to us.

"You will be rewarded with our thanks, and the title of Honored Member, which certainly possesses many benefits here at the library. In addition, you have total right of claim to any equipment or items of magic found upon Xalius and his cultists. If this offer is acceptable to you, please get a good night's rest and meet me outside the main entrance at just past dawn. I will arrange for

transportation by magic to Gnome Vale. If you are not interested in helping the library retrieve one of its treasures, we will take your absence at tomorrow morning's gathering as your decision."

As the scholar walked to the doorway, he mentioned one more thing with resolute stoicism in his voice. "I would warn you to not speak of the details of our discourse with any others. Also, it is imperative that you do not abscond with the tome in an attempt to seek out a more lucrative offer. It is a dangerous thing, and the tome's guardians will surely visit upon you a vengeance that will make death seem like a most blessed gift."

The meeting between Iquander and the PC is over. The character does not have to make a choice to help the library at this time; that is done in the morning.

"MORDENKAINEN THE ARCHMAGE"

Late in the evening, after the PCs have gone to bed, they are visited by an agent of "Mordenkainen". Apparently, someone else has been keeping an eye on the tome, and is powerful enough to be very aware of its disappearance. Thus, Belian (a humanoid creature of some indeterminate origin, purported to be the Lower Planes), a dupe who believes he serves Mordenkainen, has been dispatched to recruit the PCs to the archmage's cause.

On the same night that the offer was made by Iquander and the library, each character is visited in their room by Belian while asleep, by way of his *dimension door* ability. This may startle or unnerve the heroes, but all he wants to do is make them the offer, and Belian does not fight if the heroes threaten him (he simply uses *dimension door* to get away). If multiple PCs are sleeping in the same room, then Belian appears to the group. He makes his rounds that evening, visiting every PC that has met with Iquander some hours before.

Read the following to the players, adjusting the text to accommodate awake and alert characters:

You catch a whiff of a sulphurous odor, and realize that a stranger now occupies your room. Dressed in a long, brown traveling cloak, you see nothing of the being's features. It is obvious that the cowed visitor is humanoid in shape, but beyond that, all other detail is concealed. As you rise to meet this late-night caller, the burning odor is replaced by the sickly-sweet smell of rotting fruit. A gloved hand rises up from the cloak, in a gesture of peace.

"Stay your blades and spells", the raspy-throated voice proclaims. "My master has a request of you, and I have come to deliver it in person. I am called Belian, and I know who you are, so no introductions on your part are necessary. We have not time for idle chatter. If you care to listen to his offer, affirm it at once. If not, I shall take my leave of you." Belian waits for your acknowledgement.

If the character or characters start to ask all sorts of questions, or move to attack or cast spells, Belian

disappears in a puff of smoke, never to return to those characters (he may still make an offer to other PCs though). If they simply acknowledge that they'd like to hear more, continue:

"My master is aware of your meeting earlier with the scholar from the Great Library, and knows of the situation regarding the tome. He also knows that you have been made an offer to recover it by the librarians.

"The Lord of the Obsidian Citadel wishes you to retrieve the book for him. As he once sent adventurers such as you unknowingly to the resting place of the book a generation ago, now he seeks it returned, and this time, directly to his care. The library's security has, of late, been faltering, and he wishes to ensure that such a powerful and dangerous work not remain within its walls any longer. He will secret it away so that it may not be used to bring harm to Oerth.

"Recover the tome in his name, and the honor of his favor will be yours. Follow the course laid by the librarians – meet with them in the morning, and have them transport you to Gnome Vale. Once the tome is in your possession, return to the gnomes' settlement. Hand the book over to me, and I will return it to him."

Belian pauses for a moment before continuing. "If you think my offer is an attempt at deception, you are mistaken. None would dare speak the name Mordenkainen and plot to cross the very same. Your decision will be known to him when I meet you for the tome. Do not speak of our meeting to anyone."

In a puff of acrid smoke, Belian vanishes from sight.

The characters now may make their choice. If they choose to "go it alone", they'll need to figure out a way to transport themselves to Gnome Vale. This most likely involves use of *teleport*, so lower-level parties may not have this option available to them. It should be apparent that time is somewhat of a factor from their discussions with both Iquander and Belian. Delaying more than a day or so results in Iak Zsali accomplishing its goal, but the rest of the adventure follows its normal route.

THE NEXT MORNING

If the PCs decide to meet Iquander the next morning, read the following (adjust the text for circumstance):

Just after dawn, you arrive at the steps of the vaulted halls of the Great Library. In the grey haze of a misty morning, you spot Iquander waiting for you, standing near one of the many intricately carved pillars framing the main entrance. He waits for all of you to assemble, and noting no absences, he nods.

"Good. I should hope you had a restful slumber. I will transport you to the edge of Gnome Vale. They are expecting you there. In fact, it was mentioned to me that some of you may have had contact with Clegin, their Master Illusionist. You should be well received.

"I have enough magic to take four of you at a time, on two trips. Any others, such as mounts or beasts,

beyond eight I cannot take. I will see to their care until you return. Now, some of you gather around whilst I read from this scroll."

Iquander himself is an 11th-level wizard, and has two *teleport* spells prepared (for use on the return trips), and two others scrolled (written at 12th-level) to use on the PCs (this allows him to take one more person/creature on each trip). While there is a slight chance of scroll mishap (he needs to make a caster level check and not roll a natural 1 on the die for each scroll he reads) and of *teleport* mishap (Iquander treats the location as "studied carefully", and thus has a 94% of being right on target), assume that both *teleport* spells go off without any problems. If you want, you can roll some dice to give the players a tense moment.

Keep in mind that horses or other Large-sized creatures count as two creatures when subjected to *teleport*; this means that if there is one mount and other creatures (such as familiars), the characters have to make a choice on what stays and what goes with them.

It is possible that the PCs might mention their run-in with Belian. Iquander is quite alarmed that apparently Mordenkainen seeks the same tome, and urges the characters to use caution when next they meet with Belian. However, truth be told, there is little that the Great Library can do if Mordenkainen wants the book, and Iquander knows it (although, of course, he doesn't know that Belian isn't truly working for Mordenkainen).

Once everyone's been transported, go to Encounter 1, below.

ENCOUNTER 1: GNOME VALE

Note: The brief stay in Gnome Vale has the potential to sap a lot of game time through roleplaying. As this is not the main focus of the adventure, try to move things along from here as quickly as reasonable.

A cool breeze touches your face as the rest of your senses come into focus. You are standing on a mountain trail, and before you a wooded valley is nestled amongst the craggy mountain peaks. Even from this distance, you can hear the sounds of livestock – sheep and goats – and can see gnomes moving to and fro between the thatch-and-stone buildings that dot the valley.

The PCs are on the edge of Gnome Vale, a reclusive community of gnomes only a few days' journey from the Lost Caverns of Tsojcanth.

Gnome Vale is a community of about 800 gnomes who live in the relative peace and shelter of the Yatil Mountain Range. The Yatils stretch out eastward from the Dramidj Ocean, forming the southern border of the lands of the Tiger Nomads and Perrenland, the northern border of the Caliphate of Ekbir, Tusmit, and Ket, and halt at the Velderdyva and Fals Rivers, at the northern border of Veluna and the western border of Highfolk. This community, as the crow flies, is about 45 miles

northeast of Plovar in Ket, and 60 miles northwest of Highfolk.

The community itself has a number of structures (a mill by a small stream, a smithy, numerous buildings to house animals), but the gnomes themselves tend to live in the cave complex home in the northeastern corner of the valley. The caves have been worked, and are sized comfortably for Small-sized creatures (the ceilings in many passages are only about 6 feet tall).

Occasionally, threats from the mountains come down into the village to steal livestock or the gnomes themselves. About half of the gnomes in the community are capable enough in a fight, and almost everyone learns how to wield a weapon at the tender age of 25. The typical gnome on patrol or sentry duty is a 1st-level warrior in studded leather, carrying a club and either a spear or short sword. Those that are posted near the trail entrance usually carry short bows as well, and hide themselves in the boughs of the trees.

The gnomes here live in a clannish structure, with the most powerful warrior taking the title of Clan Chief. For some time now, the chief has been the Laird Gwaylar, an 8th-level fighter who is quite wise and remarkably friendly to those adventurers that promote the cause of good. He is served by Nelther of Garl Glittergold (the Chief Cleric of the clan) and Clegin (the Master Illusionist). Many characters may have met Clegin before, as he offered gemstones to some for their future aid.

If the characters chose to work for themselves, the gnomes are initially guarded in their dealings, but open up after explanations have been given (be sure to alter the text below to reflect this difference). Once the PCs have taken a quick survey of their surroundings, read the following:

Four gnomes hail you from their concealed positions in the trees ahead. They climb down from their posts, and approach you.

"Welcome to Gnome Vale. We are expecting you. If you would follow us, we will take you to the chief, so that he may speak with you."

You walk through the valley, noticing the smiling faces of gnome children as they curiously follow you a respectable distance from your escorts. Eventually, the children's parents call them away from you, and you reach one of the cave's entrances, a burrow carved into the side of a mountain. One of your escorts states, "This is the home of the chief. Some of you may need to stoop a bit, as we seldom have visitors, and thus the caves are fit only for those of our stature."

Heading into the dim glow of the cave, the passages twist and turn. You are greeted by many other gnomes, all of whom have the look of warriors. Eventually, after passing through many doorways and meandering through countless hallways, you come upon an open room, with a ceiling more suitable to the posture of a human. It is laid out much like a feathall, and continual flame torches brighten the place with a yellow glow. At the far end of the hall, a stone throne chair sits upon a

dais. There, sits one of the biggest gnomes you've ever seen, dressed in gem-encrusted clothes that must obviously reflect his station as the leader of his people. Upon his head is some sort of helm, which looks more like the shell of a strange, turtle-like creature. As you approach closer, he leans forward, and the light catches his thick forearms. Laced with scar tissue, it is obvious that this gnome is a fierce veteran of many battles. His steel-eyed gaze is softened by the smile on his weathered face.

"Adventurers from the lands of men! I, Gwaylar, Laird and Chief of the Clan, welcome you to our home. It seems as through my Chief Cleric's words were truth this time; mostly, I may as well foretell the weather and more often hit the mark than he. Please tell me of yourselves, in both name and deed."

The Laird Gwaylar listens to each PC's introduction. In his subsequent conversation with the characters, he should be portrayed as a good-natured warrior who seems very concerned about the welfare of his people. After they are done, he can impart the following information:

- Gnome Vale has seen stirrings of malevolence coming from the caverns to the south. There have been sightings of a number of humans, as well as an increase in raids on Gnome Vale by goblinoids. It is obvious that the once-abandoned caverns are being used again, and it is surely for evil purposes.
- During the nighttime, strange sounds of fearsome things moving in the darkness keep many awake. The morning after we hear these noises, one or more gnomes go missing. None have been found or returned. Almost all the gnomes that used to sleep in the valley have taken shelter within the protection of our cave homes.
- Two days ago, a curiously strange group of humans visited our village. They claimed to be treasure-seekers from Perrenland, but there was a sinister air about them. The one who seemed like a leader of the group was without hair on his head. He called himself Xalius. They purchased climbing supplies from us.
- One of my men saw them talking to one another, and he unwrapped an ancient tome. Except for the leader holding the book, the rest of them bowed their heads and began some sort of chant. It was then that we forced them to leave at spear point. I think they have gone to the caverns to heed the callings of evil.
- The scholar from the City of Greyhawk said that capable adventurers would arrive today to help. He said that you had interest in these men that came through our village, and that you'd journey to the caverns to find them. If there is an evil growing in the belly of the mountains, I hope you can journey there and put an end to it. If you journey there and return with success,

my Master Illusionist will complete the part of the bargain he began with you some time ago.

- You may acquire climbing supplies from us, and if you have need, mounts – at no cost to you. If you need to return here for magical aid, we will provide what we can. The caverns are about 3 days' journey on foot, 2 if by pony or horse. The trails are well marked and generally easy to navigate; especially with the mountain steeds we can offer you. Follow them south at all times. You will know the caverns upon arriving at them; the most-often tread entrance looks like the maw of a great beast. I suspect the group you seek may choose not to climb the cave and enter another way, since they acquired climbing supplies. (The gnomes can provide spellcasting services of up to 4th level spells, along with one *raise dead*. PCs do not need to pay for the service, but they must pay for any expensive material components used.)
- Please, stay for just a little while and partake of a feast fit for heroes. I would not want you venturing into the dangers of the Yatils without a good meal in your belly.

The Laird Gwaylar then summons his cooks, who have been working all night and morning to prepare a sumptuous meal. Many members of Gwaylar's house are invited at the table, and the characters may note Clegin's presence there as well.

If the PCs wish them, the mounts provided are ponies or light horses that have been specially bred to be much more sure-footed along mountain trails.

Once the PCs have had their fill of food and drink, they are wished a safe journey, and led back to the trail to begin their trek to the Lost Caverns of Tsojcanth.

ENCOUNTER 2: JOURNEY TO THE CAVERNS

It takes the PCs about 3 days to journey to the caverns; if they have mounts, that time is reduced to 2 days. Their journey to the Lost Caverns of Tsojcanth is unremarkable. On a late morning 2 (or 3) days from their departure from Gnome Vale, they reach the caverns. Read the following:

As you crest another rise in the trail, a craggy slope reveals a jagged cave entrance. The massive opening looks very much like a fanged mouth. This must be the place – the fabled Lost Caverns of Tsojcanth.

This is the entrance that eventually leads down to what remains of the Lesser Caverns (the low-level adventure). As the PCs survey the scene, roll Spot checks for each character. A DC 15 check results in a PC spotting what looks like a pair of legs sticking out about 50 feet up along the left side of the top of the cave. From their

current vantage, they cannot see more – they must go and investigate.

To climb up the rock to the location of the body, the characters must succeed at a number of DC 15 Climb checks (total distance to climb is 50 feet; don't forget to add in modifiers like use of a climber's kit and a rope assist, if available). A lasso or grapple can be wedged on the jagged top, if the characters think to do so. Characters should leave mounts behind. Hoofed characters (such as centaurs) need to be lifted up the side of the rock surface by others.

Once up top, the characters can carefully make their way across the broken, jagged surface to the body, a few feet away. Once they take a look, read the following text. If there are players that are more sensitive to graphic depictions, alter the text below to simply state that it appears that the body has been ritually sacrificed, with a symbol of a six-fingered hand carved into him.

A bloody, unclothed corpse sits splayed out before you, impaled through the stomach on a spear-like stone. The victim was a human male, and after you maneuver around to get a better look, you see that his head is missing, cleanly severed from the rest of his body. Upon his left breast, deeply carved into his skin, is a six-fingered hand.

This was one of the cultists. He was sacrificed because he was having second thoughts about his devotions. The following information is obvious to the PCs after examining the corpse:

- A DC 10 Intelligence check tells a PC that the man was ritually sacrificed.
- A DC 15 Heal skill check reveals that the body has been dead for one (or two) days, depending on how long it took the PCs to get here.
- A DC 15 Knowledge (the planes) or a DC 20 Knowledge (religion) check identifies the symbol carved into the man's chest – the symbol of Graz'tz, a great demon prince of the Abyss.
- If that information is known, a DC 25 Knowledge (the planes) check reveals that Graz'tz is the father of Iuz, and had imprisoned the Witch Queen Iggitwilv (Iuz's mother) in his domain. Recently, Iggitwilv freed herself from the grasp of Graz'tz, and is rumored to be back on Oerth menacing the nation of Perrenland once more.

After the characters finish examining the corpse, large spots of blood (found with a DC 10 Search check) lead away from the area, further across the broken surface above the cave entrance. A character with the Track feat can make a DC 15 Survival check to follow the blood on the rocks to a fissure some 200 feet away. The fissure can also be found by a careful search of the surrounding area, but that might take a few hours, dependant on the

method the PCs employ. Regardless, eventually the characters should find it if they look around.

THE FISSURE

Before you is a crack in the rock, descending deep down into darkness. The hole is as wide as a longspear's length, and to what depth it terminates is unknown. There is no man-made way down; the sides are relatively rough, which should aid in the climb down.

It is a DC 15 Climb check to descend down the fissure, which runs a total distance of 160 feet before opening up in Area 1 of the caverns (see Encounter 3). The crack runs quite straight down into the earth, and PCs dropping a light source (such as a torch, shooting an arrow with a *light* spell, etc.) run the risk of alerting the grimlocks who guard this entrance.

Once the characters have begun to descend, go to Area 1 of Encounter 3.

ENCOUNTER 3: THE LOST CAVERNS OF TSOJCANTH

THE GREATER CAVERNS

The area the characters descend into used to be known as the Greater Caverns (the upper level is called the Lesser Caverns, and is featured in the low-level adventure). A massive cave collapse due to Drelzna's excavations has left most of the area under tons of rubble, and created the fissure that now runs directly into this area. Less than one-quarter of the original cave complex area is still intact. See Map 1 for details on each area of this part of the caverns.

Since the collapse several years ago, a colony of grell has taken up residence in part of this complex. The relatively warm and wet climate in the caves suits their environmental needs perfectly. They are slowly building up their numbers through reproduction, and eventually plan to take over the whole of this area with later designs on the entire caverns. When they arrived some months ago, they defeated a tribe of grimlocks known as the Whiteskulls that had been using the caves as a home. Many of the grimlocks have been eaten, but a few who saw the power of the grell decided to help them, and in doing so, saved themselves from becoming a meal until the grell tire of their service. The grell hunt those who are foolish enough to journey down into the caverns, and also make night excursions to the surface to pick off any creatures they find along the mountain trails. They have also created walls to separate their area of the complex from the rest of the caverns; the creatures there do not interest them.

The remainder of the complex (mostly the western half) is populated by creatures considered inedible by the grell, and by one creature that is considered dangerous enough to leave as a deterrent for future exploration – a

dracolisk (since the creature doesn't leave the area much, the grell figure that sooner or later, they'll eat it too).

Conditions and Features of the Caverns

There is no light source in any of the caverns; most of the creatures that live here rely on blindsight or darkvision to see. PCs without darkvision need to use a light source to navigate, which may be spotted by non-blind creatures (not the grell or grimlocks). Torchlight or *light* spells are assumed in the read-aloud text for each area; modify the text if need be.

As noted, the caverns here are quite warm and moist. In addition, the natural walls are full of colorful stone, in shades of red, yellow, green, and blue. Quartz deposits are frequent, and sparkle in the light. The floor is generally smooth and well worn. The ceilings in the tunnels are between 15 and 25 feet in height; the chambers do vary in height, mostly between about 20 and 40 feet up, and in a general domed shape (so, lower ceilings near the walls, and much higher ceilings in the middle of a chamber).

There are a number of bats, rats, and insects present throughout the caverns. The caves are teeming with life, and the sounds of their movements can be heard when all else is quiet. In addition, there is a sizable amount of fungi growing in many areas; particularly in Area 2.

Since the caverns here are so open, without many structures to block sound (except for the walls the grells have constructed), there is always the potential that a combat may attract the attention of creatures in another room. The grell, in particular, investigate any sounds of combat they hear, except when coming from Area 1 (see the notes in Area 1 for how that situation is handled). The dracolisk also occasionally leaves its area to see what's going on. The myconids and undead (in Areas 2 and 3, respectively) do not leave their areas (the myconids won't, and the undead can't). The grell hunters in Area 6 prepare their ambush if they hear nearby combat. The general rule of thumb is this – if combat lasts for more than 4 rounds, roll appropriate Listen checks for creatures in nearby rooms; if they hear the sounds of battle, and they're inclined to investigate, they may, subject to your discretion. This is a way to add challenge to a fight, but don't completely overwhelm the characters unless they made a really poor decision in announcing their presence (like using an illusion spell to broadcast their entrance into the caverns).

THE WESTERN CAVERNS

1. Grimlock Guardpost

The grimlock barbarians have been posted here by the grell to guard this entrance from any intruders. They wear the bone armor common to their fallen tribe, and one brandishes a dwarvencraft warhammer taken during a long-ago raid on a dwarf encampment. The three grimlocks that perform this service were instrumental in helping the grell betray their kind, and so have been allowed to perform useful services until the grell grow tired of them, and decide to eat them as well. The grimlocks think that they've worked out a good deal with

the grell, and have no intention of leaving or betraying them, as it certainly would spell their doom.

These grimlocks usually meander about, but never too close to the gibbering moulder in Area 5. Most often, they play crude games on the floor near the fissure opening. Read the following to the PCs once they reach the bottom:

The air here is dank, and the smooth stone floor is a bit slick. The walls of the tunnel continue away from this entry chamber, opening up into a passageway that continues left and right. The far wall at the end of this tunnel looks as though it's comprised of loose stones, probably from a cave-in.

APL 6 (EL 6)

➤ **Grimlock Guards (3):** Male grimlock Bbn2; hp 40, 42, 44; see *Appendix 1*.

APL 8 (EL 8)

➤ **Grimlock Guards (3):** Male grimlock Bbn4; hp 60, 62, 64; see *Appendix 2*.

APL 10 (EL 10)

➤ **Grimlock Guards (3):** Male grimlock Bbn6; hp 80, 82, 84; see *Appendix 3*.

Tactics: If the grimlocks are alerted to the PCs' presence while they are still climbing down the fissure, they hide down the left side of the passageway, and prepare themselves for combat. Once the characters move out of the tunnel into the main passageway, they rage and attack.

Otherwise, if the characters manage to keep themselves relatively quiet, the guards are not as prepared. In that circumstance, the grimlocks get up from the floor, ready their weapons, and rage. If they are reduced to less than 10 hit points or are put in an overwhelming situation, they attempt to flee the area back to the location of the grell hunters (see Area 6). If they are not pursued, any surviving grimlocks inform the grell of the characters' arrival in the caverns.

Development: If the characters decide to spare the lives of one or more grimlocks, they can be interrogated for information. The grimlocks do not respond well to subtle banter; only a DC 25 Intimidate check gets one of them to talk.

- They can inform the PCs of any information listed in the Greater Caverns heading above, except they do not know of the dracolisk – only that there is a creature there that the grell keep to deter visitors.
- The grimlocks are unaware that Xalius, Iak Zsali, and the cultists have entered the caverns. (The cultists used *potions of gaseous form* to sneak past the grimlocks and make their way to the Ur-Flan gate.)

- The grimlocks also share the fact that recently (in the past few days), two other adventurers found their way here, and were captured by the grell. The adventurers are in the food pit (Area 8), and most likely will soon be devoured by the grell.

Treasure: The only items of interest on the grimlocks are their bone armor and the lone dwarven warhammer. The other stone weapons are servicable, but not worth anything of real value.

APL 6: L: 43 gp; C: 0 gp; M: 0 gp.

APL 8: L: 0 gp; C: 0 gp; M: 512 gp – 3 suits of +1 bone armor (98 gp per suit per character), +1 dwarven warhammer (218 gp per character).

APL 10: L: 0 gp; C: 0 gp; M: 1,012 gp – 3 suits of +1 bone armor (98 gp per suit per character), +1 thundering dwarven warhammer (718 gp per character).

2. Myconid Harvesters

The 6 myconids (fungus people – three elder workers and three guards) that inhabit this chamber were trapped here when a passageway leading down into their realm collapsed a few days ago. They were exploring this cavern, as it contains a wealth of different types of fungi. Soon after they arrived here, the grimlock guards spotted them and informed the grell. The grell visited them, and realizing they were plants, decided to leave them be, as they held no interest in their task.

So, these myconids continue to harvest the fungus in the cavern as they have been doing for several days now. They are wary of outsiders, and were shaken by their meeting with the grell. They cannot speak in the traditional sense – they have to use rapport spores to do so. A party hit by the spores might anticipate this as an attack, but it is not so. However, if the characters attack the myconids, they fight back. After the PCs walk a bit south into this chamber, read the following:

This chamber opens up into a fungus-covered room. The floor is full of stalagmites, and the ceiling has many dripping-wet stalactites. Patches of multi-colored growths cover the floors and walls, and mushroom caps of all sizes and shapes make walking in the area very difficult, as if you're winding through the tangled masses of a jungle.

APL 6 (EL 8)

➤ **Myconid Elder Workers (3):** hp 19, 20, 21; see *Appendix 1*.

➤ **Myconid Guards (3):** hp 26, 27, 28; see *Appendix 1*.

APL 8 (EL 8)

➤ **Myconid Elder Workers (3):** hp 19, 20, 21; see *Appendix 2*.

➤ **Myconid Guards (3):** hp 26, 27, 28; see *Appendix 2*.

APL 10 (EL 8)

➤ **Myconid Elder Workers (3):** hp 19, 20, 21; see *Appendix 3*.

➤ **Myconid Guards (3):** hp 26, 27, 28; see *Appendix 3*.

Tactics: If the characters attack, the myconids do what they can to defend themselves. If it is necessary, they use the potions they have available to aid them. The guards shoot pacification spores in an attempt to halt combat. They are not aware of a way out of these caverns, and so do not try to flee (they are aware that the grell told them not to stray from this passage, and as of yet, they have not tested the grells' word). If it looks like they are losing, they attempt to surrender, holding their stunted arms in the air.

If the PCs fight the myconids, and defeat them, they can earn the full XP award. However, if the PCs accept the myconids' surrender and communicate with them after attacking, they are not trusted enough to trade for the potions. If the party decides to communicate with the myconids first, they earn no XP for this encounter, but could potentially trade with them for their potions.

Development: The myconids are spread out in the chamber, harvesting the fungus. Once they are aware of the PCs, they gather together in a group to greet them, and shoot rapport spores to communicate. If the PCs are willing to talk with them (telepathically), they know the following:

- We are named 1st worker, 2nd worker, 4th worker, 2nd guard, 3rd guard, and 4th guard. All in our circle are given a number that represents our age in comparison to others in our same station.
- We are from a colony located deeper beneath the surface. We journeyed here to collect samples from this cavern when our tunnel leading home collapsed. That was a few days ago.
- Since that time, tentacled creatures arrived. They floated in the air, and closely examined us. When we communicated with them with our spores, they became upset, and told us this was their domain. They told us not to leave the area until they said otherwise, and then they left.
- There are other humanoid creatures to the north of this chamber. They bear weapons and do not come near us.
- If the PCs ask if they can rest here and make camp, the myconids offer to keep a watch for the characters. If they have defeated the grimlocks in Area 1, they are in no danger of being attacked here, and can freely rest.
- If the PCs tell the myconids that they have slain the grimlocks (or driven them off), and that the myconids can leave by means of a fissure that reaches to the surface, they are thankful for their guidance, and offer to trade some potions

their sovereign made for them to use on their journey (all of which are composed of a very viscous, foul-smelling greenish substance that tastes rather awful). The potions all have a caster level of 6th, and expire at the conclusion of this adventure. PCs can purchase, through trade of items of approximately 50% value (the potions are worth 600 gp each, so items must have a value of at least 300 gp to be considered good enough to accept), the following potions which only have enough potency to last until the end of this adventure (the myconids have only the total number shown below, after that, they're out):

- 1 *potion of bull's strength*
- 2 *potions of cure moderate wounds*
- 1 *potion of delay poison*
- 1 *potion of remove paralysis*
- 1 *potion of bear's endurance*

Treasure: The only real treasure that the myconids have is the potions described above. They all turn bad at the conclusion of the adventure, and thus are worthless beyond it.

3. A Hunger Imprisoned

During the Greyhawk Wars, an ambitious group of Iuz's followers came to the Lost Caverns after hearing the rumors that there was some sort of *teleport* device. Determined to harness its power, the group made their way to the Ur-Flan gate (see Area 10), and attempted to alter the magical properties of the device. While the vast majority of the expedition waited outside the immediate area, exploring other parts of the caverns, four dared to meddle with the powers of ancient, dangerous magic. Suffice to say, the resulting magical explosion killed all four of them, and when the rest of the expedition returned, the cleric of Iuz cursed them for their insolence. For their failures, they were animated into undead creatures, and sealed in sarcophagi near the site of their doom. The *create undead* spell used on the two warriors worked fine enough (they became ghosts), but when it was cast upon the two sorcerers, it warped and turned them into deathlocks.

Throughout the past 10 years, they have remained the living dead, cursed within their stone prisons, with only the smallest sliver of an eye slit to gaze out upon the world with undying hunger. Time and their undying state have driven the ghosts into a slaving bestial state, and the deathlocks into cold, calculating planners bent on seeing themselves freed as soon as possible. Finally, a scant few months ago, they were released from their sarcophagi, only to realize that they couldn't leave the borders of the area (they cannot leave Area 3). On Map 1, their boundaries lie at the position of the skulls – they cannot go past them or disturb them in any way. If a PC picks up one of the skulls, the undead can now travel beyond that area. Thus, they seek to create pain and misery to anyone else that comes along, so that they might suffer along with them for a time.

If the deathlocks or the ghosts hear the PCs approaching, they cast *ghoul glyphs* upon the lids of all the sarcophagi, and enter them. At APL 10, the deathlock sorcerers cast *invisibility* on themselves and the ghosts.

If the characters manage to make it into this area without alerting the undead, they are milling about in the room, and combat ensues as normal.

When the PCs enter this room and look around, read the following:

This long chamber is very damp, and you think you can hear the plinking sound of water dropping into a pool. As you explore further, you note that this appears to be a crossroads of sorts – there are passageways going in numerous directions. There is also an awful, rotting flesh smell that just touches your senses.

If the characters explore the short passageway with the pool in it, they find that the cold water is not very deep. Anyone with the inclination to search around for at least 5 minutes in the in the 6 –foot deep pool will find a dirty, smelly *tunic of steady spellcasting*.

Once the characters approach the sarcophagi, read the following:

Moving to the far southeastern end of the chamber, the horrible rotting smell begins to intensify. Ahead, you see four stone sarcophagi, flush with the cavern wall, each bearing a rusty lock. Upon each of them is engraved a dirt-encrusted grinning skull, and words written in the Common tongue. All say the same thing:

The punishment of the Old One is everlasting.

The sarcophagi lids are about a foot thick, and take 80 hit points of damage before shattering. Touching the lid of a sarcophagus releases a *ghoul glyph* on the character. Since the *ghoul glyph* is a spell-like ability of the deathlock, the trap does not as a separate encounter for the purposes of determining experience earned.

APL 6

✂ **Ghoul Glyph Trap:** Magic device; touch trigger; no reset; spell effect (automatic paralysis, DC 14 Fortitude save or exude a carrion stench); Search DC 27; Disable Device DC 27.

APLs 8 and 10

✂ **Ghoul Glyph Trap:** Magic device; touch trigger; no reset; spell effect (automatic paralysis, DC 17 Fortitude save or exude a carrion stench); Search DC 27; Disable Device DC 27.

The slit in each sarcophagus is so thin that it takes a DC 20 Spot check by someone with darkvision to even see something inside there. The locks are very weak and rusted from years of the damp environment (they were pitted and shoddy to begin with); they have a hardness of 2 and 3 hit points. Of course, a careful examination of the lock reveals that each is, in fact, open.

APL 6 (EL 7)

✂ **Deathlocks (2):** hp 19, 22; see *Appendix 1*.

✂ **Ghosts (2):** hp 29, 34; see *Appendix 1*.

APL 8 (EL 9)

✂ **Deathlock Spellcasters (2):** Deathlock Sor4; hp 31, 34; see *Appendix 2*.

✂ **Ghast Brutes (2):** Ghast Ftr2; hp 45, 50; see *Appendix 2*.

APL 10 (EL 8)

✂ **Deathlock Spellcasters (2):** Deathlock Sor6; hp 37, 40; see *Appendix 3*.

✂ **Ghast Brutes (2):** Ghast Ftr4; hp 57, 62; see *Appendix 3*

Tactics: Once the ruse is up, the ghosts burst forth from their sarcophagi, while the deathlocks carefully open the lids a small bit to get line of sight for their spells (and a +4 cover bonus to their Armor Class). The ghosts, little more than feral creatures desiring to gorge on flesh, rush into combat and pounce on the nearest characters. If a ghast manages to render a PC unconscious, it keeps attacking the downed character, tearing away at his/her flesh. A ghast continues to feed until it is destroyed, or has consumed a sufficient amount of flesh (one minute's time) before moving on to a new target. The deathlocks and ghosts all fight until they are destroyed, or until the party flees.

Treasure: The *tunic of steady spellcasting* is the only item of value in this room.

All APLs: L: 0 gp; C: 0 gp; M: 208 gp – *tunic of steady spellcasting* (208 gp per character).

4. Lair of the Dracolisk

It is unknown whether the dracolisk is the offspring of a basilisk and black dragon, or if it is the result of some mad wizard's experiment. Either way, the result is a foul tempered, cunning creature that possesses the flight, senses, and breath weapon of a black dragon combined with the dread gaze attack of a basilisk. In fact, this particular dracolisk may have been around since the first adventurers set foot in these caves over 20 years ago.

The dracolisk claims its chamber as its domain, and seldom ventures out. Shattered stone remains of unfortunate creatures litter its lair. Most of the time, the dracolisk spends its time counting the sizable pile of unpertified coins and gems it has taken from the fallen. If the characters enter its lair, read the following:

Unlike many of the other areas you've been through, the floor on this chamber is rough, full of shattered pieces of stone. There are two large statues of some sort on the far northern end, surrounding a pool of water. The air is thick with a sharp scent that is difficult to identify.

Halfway into the chamber, there is a small hoard piled near the center of the room. Read the following when the characters make it about 20 feet in:

On the floor near you is a small pile of gems, jewelry, and coins of all kinds. Some of the valuables seem to be pitted and burned through.

The dracolisk lurks in the pool of water at the far northern end. The pool is about 12 feet deep, just enough for the creature to sit on the bottom and protrude its head on the top of the water. Once the characters make it halfway through its lair, to where its hoard is, the dracolisk begins its attack. It has a poor Hide skill (-4 at all APLs), but it is almost completely submerged in the water (granting it a +4 circumstance bonus). Opposed checks should be made in secret at this time. It is very likely that the PCs see the creature, and could potentially get a surprise round.

If they notice the dracolisk, read the following:

Just now, you notice something in the pool of water ahead. A reptilian head floats on the top; a spiked ridge runs along the center of the head, and it ends in a short horn. The creature's eyes are sunken and its flesh is taut, outlining the features of its skull.

Keep in mind that if the characters see the dracolisk, and are within 30 feet of it, they are subject to its gaze attack. If the PCs get the drop on the dracolisk, let them have a surprise round of actions. While mostly submerged, the dracolisk enjoys a +4 cover bonus to its Armor Class.

If the dracolisk surprises the PCs, or if it sees the characters beginning to take actions against it, it bursts forth from the water (using a 5-foot adjustment), rears back, and unleashes its breath weapon. Read the following:

A draconic roar shakes the cavern as a great winged reptilian beast bursts forth from the pool of water on the far side of the chamber. Water sprays everywhere, but through the chaos, you see the creature has a ridge running along its back, a single horn protruding from its snout, a short thick neck, and more than four limbs ending in wicked claws. Its eyes flare an eerie green as the water cascades down from the sky. The creature rears back, and a viscous jet streams forth from its open maw!

APL 6 (EL 8)

➤ **Dracolisk:** hp 102; see *Appendix 1*.

APL 8 (EL 10)

➤ **Advanced Dracolisk:** hp 171; see *Appendix 2*.

APL 10 (EL 12)

➤ **Advanced Dracolisk:** hp 228; see *Appendix 3*.

Tactics: The legendary dracolisk, thought for all these years to be nothing more than myth, is real and a

dangerous threat to the characters. While it is not the most intelligent of creatures, it certainly knows its lair well, and possesses an animalistic cunning. It leads off any combat by using its breath weapon, and then closes with the characters in subsequent rounds (unless the PCs close with it), preferring to rend its meal limb from limb. It never uses an active gaze attack, unless it's desperate and facing only one or two opponents. Otherwise, it fights tenaciously, until it is reduced to 20 hit points or less; at that point, it backs off and slides into the pool of water, hoping that the characters leave it alone.

Treasure: Many of the coins in the dracolisk's hoard and pitted and scarred by acid, but there's about 2,000 gold pieces worth of valuables here if the characters take some time to collect it all. For every minute a character spends sifting through the treasure, picking out the worthless items, 100 gold pieces worth of finery can be found. Multiple characters can reduce the time spent searching significantly.

All APLs: L: 0 gp; C: 333 gp; M: 0 gp.

THE EASTERN CAVERNS

With the exception of Area 5, where a gibbering moulder lurks, the eastern caverns are dominated by the grell. They have walled off the western passageways leading away from Areas 6 and 9 to make their home more defensible, leaving only one easy way in or out – north.

The grell crystal in the walled-off passageways (see Map 1) is a dingy white-gray, and is somewhat translucent (a backlit area would show the shadow of a creature standing next to the wall on the opposite side of the crystal sheets). The grell's walls have the following statistics:

☛ **Grell Crystal Wall:** 3 in. thick; hardness 7; hp 60; break DC 20; Climb DC 25.

The grell are very sensitive to intruders in their part of the caverns. If sounds of combat are heard, or a grimlock guard goes back to warn the grell of the approach of the PCs, they take precautions to ensure that they fight on their terms. Each area below (with the exception of Area 5) has notes on what the grell do if they believe the PCs pose a threat, and they know in advance of their coming.

5. Gibbering Trouble

Just east of Area 1, a long, slippery slope leads down to the home of a gibbering moulder. The smooth walls here are very wet, as the constant dripping from the ceiling slickens them as well as the floor. Actually, there's an underground river that flows over this area, and the minute cracks in the stone cause water to seep in this area most especially. The slick, sloping floor is wet enough to force a DC 10 Balance check to run or charge in the tunnel. Failure by 5 or more means the character falls down, and slides their move speed down even further.

At the terminus of this tunnel, which is about 10 feet wide in all areas, and has a lower ceiling as well (about 10

feet), sits a strange creature. Content now to feed on morsels that slide down the tunnel, this gibbering moulder once traveled throughout the caverns. Now though, it sits, lying in wait for something interesting to approach, practicing its peculiar melodies.

When the PCs reach the edge of this tunnel, read the following:

To the east a constant, almost rhythmic dripping can be heard. Looking in that direction, you see a slick tunnel, moderately sloping down further into darkness. The walls and floor glisten with the sheen of water.

After the characters move in a little ways (about 10 feet or so), the gibbering moulder may spot them. Roll opposed checks to see what happens. Note that there is a slight curve to the tunnel, which may affect line of sight for certain characters and the moulder.

APL 6 (EL 6)

➤ **Gibbering Sneak:** Gibbering moulder Rog2; hp 64; see *Appendix 1*.

APL 8 (EL 8)

➤ **Gibbering Wailer:** Gibbering moulder Rog4/siren 1; hp 93; see *Appendix 2*.

APL 10 (EL 10)

➤ **Gibbering Wailer:** Gibbering moulder Rog4/siren 3; hp 111; see *Appendix 3*.

Tactics: Once the gibbering moulder spots the characters, it unleashes its gibbering in a horrible melodic display that is the vocal equivalent of about six bagpipes playing different tunes all at once. At APL 10, the moulder overlays its gibbering with its *song of despair* effect. It then waits for the characters to close with it (or at least come within range of its spittle attack). The two squares immediately in front of the moulder have been turned into a sticky morass through the creature's ground manipulation ability. The characters should be warned once they step into the area that it's basically like quicksand (they then must take a move-equivalent action to keep themselves from being mired; see the gibbering moulder's entry in the appendix). Characters mired are subject to the gibbering moulder's sneak attack.

The gibbering moulder really has nowhere to go, and so it fights against the PCs as best it can.

6. Grell Hunters

Eventually, as the characters head south, they reach a relatively square-shaped chamber with four paths intersecting it (the paths to the south and west are blocked by grell crystal walls). Here is typically where the grell hunters wait to ambush food, which is exactly how they view the PCs.

Read the following when the characters approach this area:

Here, the tunnel widens into another natural cavern, which is oddly very square in shape. Passageways continue in all directions, but to your right, the western passageway seems blocked by some kind of grayish wall.

APL 6 (EL 7)

➤ **Grell Hunters (2):** Grell Rog2; hp 50, 53; see *Appendix 1*.

APL 8 (EL 9)

➤ **Grell Hunters (2):** Grell Rog4; hp 66, 69; see *Appendix 2*.

APL 10 (EL 11)

➤ **Grell Hunters (2):** Advanced grell Rog5; hp 108, 111; see *Appendix 3*.

Tactics: If the grell hear sounds of combat (most likely with the gibbering moulder, but possibly the grimlocks as well), they prepare themselves by hiding along the northern edge of the chamber, about 5 feet in the air, on either side of the passageway (putting them in a good flanking position). If they hear sounds of the PCs approaching, at APLs 8 and 10 they drink their *potions of invisibility* when the characters seem close enough. Their actions are the same regardless of whether a grimlock runs through the area to warn the colony, or if they just happen to hear a potential meal approaching.

Once combat is joined, the grell seek to team up on one opponent, using their superior mobility and reach to achieve flanking opportunities when at all possible. They start by targeting lightly armored foes (these grell are canny hunters, and look for signs of robes or armorless characters), which they know are traditionally more susceptible to their paralyzing attacks. Keep in mind that the ceiling here is about 30 feet high, and the grell are more than happy to get out of range of melee with big bruisers. If a character is paralyzed, and the battle seems to be going against them, they'll immediately grab whatever helpless character is near them and fly back to the colony, alerting the patriarch of trouble.

Taken Characters: Characters taken by the grell hunters are thrown in the food pen in Area 8, under the many watchful eyes of the gauth that dwells there. If they are not rescued immediately, they may have a very tough time ahead of them trying to escape. If the party spends time resting up or doesn't attempt a rescue in the next hour, the patriarch orders the legs of any captured characters to be torn off and eaten, to prevent escape. Characters take damage from this as if hit by a critical from the grell's bite attack (one for each leg); PCs that are close to dying from this are healing by the grell protector in Area 9, or (at APL 6) the grell attempt to stabilize a dying character to keep them alive.

Treasure: If, somehow, the PCs can get the *potions of invisibility* these grell have at APLs 8 and 10, then they're welcome to them.

APLs 8 and 10: L: 0 gp; C: 0 gp; M: 50 gp – 2 *potions of invisibility* (25 gp per potion per character).

7. Grell Patriarch

The passageway leading from Area 6 to Area 7 twists and turns, and eventually opens up into a large chamber. The ceiling in the center of the chamber is over 40 feet in height. Here is the lair of the leader of the grell colony, the grell patriarch. The patriarch is very intelligent and is interested in keeping the prosperity of the grell colony, so that one day it can colonize the whole of the caverns.

It is the patriarch that organizes these grell, keeps them on task, and makes certain that a semblance of order is maintained. His raw magical power is unquestionable, and any who cross him are dealt with severely. The patriarch is also the only grell that can communicate with outsiders, and usually does so to dupe them into believing that they're useful when they're little more than the next item on the food list (see the grimlocks for an example).

When the characters approach this cavern, read the following:

A large cavern opens up before you. The floor, as usual, is smooth, but the high ceiling holds many large stalactites slick with water. Across the chamber, you can see many odds and ends scattered about – bits of clothing, a shoe, a hat, some bones, and broken hafts from now-useless weapons. To your left, a passageway trails off northward, and another can be seen ahead of you to the south. You think you can hear faint sounds of moaning and pain coming from the passageway nearest you.

APL 6 (EL 9)

➤ **Grell Patriarch:** Advanced grell Wiz6; hp 128; see *Appendix 1*.

➤ **Grell (2):** hp 32, 35; see *Appendix 1*.

APL 8 (EL 11)

➤ **Grell Patriarch:** Advanced grell Wiz8; hp 142; see *Appendix 2*.

➤ **Grell Defenders (2):** Advanced grell Mnk1; hp 98, 102; see *Appendix 2*.

APL 10 (EL 13)

➤ **Grell Patriarch:** Advanced grell Wiz10; hp 156; see *Appendix 3*.

➤ **Grell Defenders (2):** Advanced grell Mnk3; hp 118, 122; see *Appendix 3*.

Tactics: If the patriarch is alerted to the presence of the PCs by either a grimlock guard or the grell hunters, it doesn't take any chances, and begins to prepare itself for combat, casting long-term defensive spells upon itself and alerting the rest of the cavern silently through its electrical-only speech. As the PCs approach to within a distance where the patriarch can hear them, he casts shorter-term defensive magics. Typically, the patriarch

gives its *lightning lance* to one of the other grell present in this room.

If alerted, the grell patriarch hides at the entrance of Area 8 and informs the gauth of the arrival of more food. At APL 10, it casts *persistent image* of a wall in front of it, which blends in perfectly to the cavern's natural features (be sure to adjust the read-aloud text above if this is the case). The two other grell normally present in this chamber wait just inside the passageway south leading to Area 9. Once the patriarch gives the silent signal, the grell move in a coordinated attack.

If the characters manage to come upon the patriarch and the two other grell unawares, the patriarch follows much the same combat procedure listed below, forgoing most defensive magic (stopping its offensive barrage long enough to perhaps use *displacement* upon itself).

Typically, the patriarch leads off the combat by casting *obscuring mist*, *solid fog*, or *freezing fog* depending on the APL. The grell have blindsight, so this is a critical tactic in gaining an advantage over the PCs. Another tactic used by the patriarch is to cast one of its many offensive spells right through/on the grell defenders, since all of its energy damage spells are electricity substituted.

If the patriarch is pressed, or thinks the party is superior in its abilities, it calls for the gauth guarding the food pen in Area 8 to come out and help. The grell protector in Area 9 does not leave the area, although it does come within 10 feet of the end of the passageway leading into Area 7 to help, if applicable.

Development: After the fight, the PCs can discover a dark red ring about eight feet high and four feet wide on the far eastern wall. The ring is actually writing in Flan, and detects as stong transmutation magic if checked. The grell patriarch knows of this ring, but does not know how to activate it (the patriarch cannot cast *comprehend languages* to read it).

The most interesting thing about this gate is that it was constructed relatively recently, sometime after the last adventurers were here over 25 years ago, but before the system-wide collapse from Drelnza's excavations. Also, those that were responsible in its construction must have been worshipers of Vecna. Anything else that can be said about the portal would be vague speculation without more knowledge.

Any character that can understand the script finds it says the following:

*Two and two and two again
The wheel's spokes number six
Speak the number and name the Whispered One
As you go to the middle hex*

Here's how the gate works. A character speaking (in any language) a number one through six, and the name "Vecna" activates the portal. The reference to "two and two and two again" is the number of people that can walk through at one time (2), and the total number of people that can walk through before the portal again deactivates

(6). There are six doors on the inside of the final chamber of Area 10; once a character speaks a number, the name Vecna, and steps through the portal, it *teleports* a character in front of the appropriate door (see Map 2 for a label of which door equates to which number). The portal stays “set” to the first number uttered until six living creatures of at least Tiny size have passed through it, or after 6 minutes have passed. After it has been deactivated, following the same instructions from the riddle can reactivate it.

If a character activates the portal, read the following:

After uttering those words, the dark red paint of the letters flashes and turns a brilliant blood-red. The red energy pulsing from the writing flows like water, creeping toward the center of the ring, until it finally fills the whole of it. A crackling band of red energy dances along the edge of the eerily glowing portal.

If a PC (or multiple PCs) step through, go to Area 10.

Treasure: The grell patriarch carries a tubelike magic item known as a *lightning lance*; at higher APLs (8 and 10), it wears an *amulet of intellect* +2. Both items are detailed in the Treasure Summary.

APL 6: L: 0 gp; C: 0 gp; M: 317 gp – *lightning lance* (317 gp per character).

APLs 8 and 10: L: 0 gp; C: 0 gp; M: 817 gp – *lightning lance* (317 gp per character), *amulet of intellect* +2 (500 gp per character).

8. Food Pen

A splinter passageway leading off from Area 7, the grell use this area as a large food pen. It smells of humanoid waste. The ceilings are 25 feet high in this area, and a 15-foot high crystal wall blocks off the farthest reaches.

☛ **Grell Crystal Wall:** 3 in. thick; hardness 7; hp 60; break DC 20; Climb DC 25.

Read the following as the PCs enter:

The sounds of moans and agonizing cries are easily apparent once you reach the entry point into this chamber. A dirty gray-white wall, taller than many giants, but not quite to the ceiling, blocks off the northeastern portion of this room. A stench, the smell of humanoid waste, is clearly evident. After another moment of listening, it appears that the wails of sorrow and pain are coming from behind the wall.

An arrogant gauth, believing itself to be on equal terms with the grell, has posted itself here in an attempt to show its worthiness to the patriarch. The gauth hopes to one day soon kill the patriarch and take its place at the top of the grell power structure. Of course, the patriarch is just humoring the gauth, well knowing that it will become food just like the grimlocks when the time is right.

APL 6 (EL 6)

☛ **Gauth:** hp 45; see *Appendix 1*.

APL 8 (EL 8)

☛ **Gauth Sorcerer:** Advanced gauth Sor2; hp 101; see *Appendix 2*.

APL 10 (EL 10)

☛ **Gauth Sorcerer:** Advanced gauth Sor6; hp 133; see *Appendix 3*.

Tactics: Initially, if it hasn't joined the fight outside, the gauth is behind the crystalline wall, where the remaining grimlocks can be found. If the gauth hears the PCs approach, at APLs 8 and 10 it casts defensive spells in preparation for combat.

Once it's ready to fight, the gauth flies just over the wall, peeking all of its eyestalks out, along with its central eye. This provides the creature with a +4 cover bonus to Armor Class. Keep in mind that the gauth's eye rays are free actions, and if applicable, it can cast a spell as well during the round. The gauth generally uses its Will save eye rays (*sleep*, *inflict moderate wounds*) on warrior- and rogue-types. It uses its *dispel magic* ray on the most heavily armed and armored character first, its *ray of exhaustion* on a raging character (if applicable), and its *scorching ray* and *paralysis ray* on spellcasters such as wizards or sorcerers.

Development: Once the gauth is defeated, the PCs may try to scale over the crystalline wall. If there are players that are more sensitive to graphic depictions, alter the text below to simply state that it appears that the grimlocks still alive are in tremendous pain.

On the other side of the wall is a horrible sight. Cracked bones lie scattered over the filth ridden stone floor. Lying in writhing agony are three grimlocks – two are older, and one is just a child – all without legs. From the look of the leftover stumps, it appears that their legs were savagely torn from their body, and the surely mortal wounds were healed over with magic. The creatures look up, grimacing through the pain, mouthing some sort of word in their language, and making stabbing gestures at their chests. You don't need to speak their tongue to know they are pleading for an end to their miserable suffering.

The grell rendered the grimlocks legless so they wouldn't leave, and healed over the terrible wounds caused by the devouring of their appendages. What the PCs do with them is entirely their decision, although they are certainly a liability while exploring the caverns.

If a character is able to speak their language or communicate with them in some way, the grimlocks are part of the Whiteskull Tribe, and can relate the history of the grells' coming (and the betrayal of the other grimlocks) to the characters. While normally evil, these grimlocks would do anything to be at final peace, and

may attempt to take a PC's weapon to take their own lives with.

Searching the pen, the PCs find the tattered remains of gnome clothing along with bones that are too small to be a grimlock's (many of the missing gnomes were taken here and eaten by the grell). Other objects found include human-sized shredded armor, and broken weapons sized for a Medium creature. A stained blue robe with a strange glyph is also easily found. A DC 20 Knowledge (arcana) check identifies the glyph as a cerulean sign, a mark of an order of aberration hunters. If the robe is picked up, inside one of the pockets is a small, thick book with a medallion bearing the cerulean sign upon it.

Treasure: Characters that find the robe also find the Book of Ner-Ilem the Aberration Hunter, and a *cerulean sign* +1 (or +2 at APL 10). Both items are detailed in the Treasure Summary.

APLs 6 and 8: L: 208 gp; C: 0 gp; M: 333 gp – *cerulean sign* +1 (333 gp per character).

APL 10: L: 208 gp; C: 0 gp; M: 1333 gp – *cerulean sign* +2(1,333 gp per character).

9. Keeper of the Young

This area is a network of small, short tunnels branching out from a larger central cavern. In the smaller caverns, several grell young live, tended to by a single grell protector (a normal grell at APL 6; at APLs 8 and 10, it is a grell druid). There are no other exits from this area except the passageway to the north, leading into the patriarch's chamber.

The two tunnels to the east each have one juvenile grell living in them; the three small tunnels branching to the north of Area 9 each have one hatchling. The grell protector typically mills about in the central chamber.

When the characters enter, read the following:

The passageway opens up into a chamber surrounded by a network of narrow tunnels. In here, the air feels damp and warm, and you can hear sounds of movement echoing off the cavern walls.

APL 6 (EL 5)

➤ **Grell:** hp 32; see *Appendix 1*.

➤ **Grell Juveniles (2):** hp 9, 10; see *Appendix 1*.

➤ **Grell Hatchlings (3):** hp 3, 4, 5; see *Appendix 1*.

APL 8 (EL 7)

➤ **Grell Protector:** Advanced grell Drd2; hp 108; see *Appendix 2*.

➤ **Grell Juveniles (2):** hp 9, 10; see *Appendix 2*.

➤ **Grell Hatchlings (3):** hp 3, 4, 5; see *Appendix 2*.

APL 10 (EL 9)

➤ **Grell Protector:** Advanced grell Drd7; hp 158; see *Appendix 3*.

➤ **Grell Juveniles (2):** hp 9, 10; see *Appendix 3*.

➤ **Grell Hatchlings (3):** hp 3, 4, 5; see *Appendix 3*.

Tactics: As noted in Area 7, the grell protector here may attempt to aid the patriarch, but does not leave the tunnel complex. If the grell knows of the PCs' arrival in the colony, it hides down one of the narrow tunnels and waits for the characters to approach, attacking from a hidden position. At APLs 8 and 10, as long as it remains hidden, it casts *summon nature's ally* spells to summon creatures to harass and weaken the party.

The two juvenile grell do not hesitate to move out of their tunnels to attack the PCs if they hear them; at this point, the grell protector attacks if it hasn't done so already, using its *lightning lance* until a PC closes with it.

The three hatchling grell do not leave their turnnels, and can be dealt with individually. If they are attacked, they fight back, but they do not initiate combat against the PCs, unless one of them is of Small size (Medium-size creatures are too big, and the hatchlings are wary of attacking a creature much larger than they are).

Treasure: The adult grell that dwells here carries a *lightning lance*. This item is detailed in the Treasure Summary.

All APLs: L: 0 gp; C: 0 gp; M: 317 gp – *lightning lance* (317 gp per character).

10. Ritual from Beyond the Stars

Xalius, as well as the tsochar inside of him (Iaak Zsali), have led the group of duped Graz'zt worshipers to this place to conduct a ritual drawn from the *Demonomicon*, and perverted by Iaak Zsali to a different end. They used *potions of gaseous form* to get here and bypass the dangers present in the other areas. Without such potions present for a return journey, it is obvious that they mean to exit the caverns in one way alone – through the use of the gate.

Somehow, when the cultists arrived, the magical energies that used to enchant the hallways leading to the sphere chamber had been inverted, and the energies now reside within the sphere chamber itself. It mattered little to them, as a quick scan proved that the *teleportation* device was still intact in some form. In effect, the entire sphere chamber acts as a *teleportation* device, but only if it is harnessed to function properly. (It could be postulated that whoever initially created the portal in Area 7 might have been responsible for doing this as well.)

The ritual gleaned from the texts of the *Demonomicon* is long, and requires two days' worth of supplication and focus. The cultists have already been here one day when the PCs arrive, and so the characters may be able to spend one day resting during their exploration of the caverns (the best area to rest by far is Area 2, where the myconids can keep a watch out for the characters). At the conclusion of the second day, the ritual is complete; see below for information on what happens at that point.

When setting up this encounter, use Map 2. Characters can come upon this area in one of two ways – either by taking the passage from Area 3 to the great iron doors, or by using the portal from Area 7.

USING THE PORTAL

If the characters use the portal found in Area 7, they arrive inside the sphere chamber, on one of the ledges next to one of the doors. Read the following (assuming the PCs have a light source):

You find yourself standing on a ledge, with an ebony door in front of you. Turning around, you notice that you're in a perfectly spherical room. You can see five other doors and ledges symmetrically placed at the equator of the room, which appears to be about twenty feet from the bottom. Looking upward, you notice the upper hemisphere is dark like the night sky. Where you stand, the darkness fades to a bluish twilight, and below that, it slowly turns from pale to a deep green. The sides of the sphere are smooth, and would be very difficult to climb or walk upon.

At the bottom, in the center is a dais of stone. There is a block of rose-colored marble atop the dais, and atop that is an alabaster slab, inlaid with golden symbols of moons, stars, and other arcane glyphs.

As you take this all in, you notice a perceptible tingling in the air, and despite the fact that you're completely indoors, you feel a chill wind blow through the chamber. You see a flash, and then your view is replaced by knots and masses of tentacled things slithering about. To your horror, you feel one of the faceless creatures slide inside you, down through your mouth, into your throat, and fill your stomach. You gag and try to bring it up, but it stays down. Then, the feeling is gone, and your frightening vision with it. You see your fellow adventurers again, and the chamber around you as you did when you arrived a few moments ago.

Have each character make a Will saving throw. The DC is 15 at APL 6, 17 at APL 8, and 19 at APL 10. Any character failing the saving throw immediately takes 1d4 points of Wisdom damage from the sanity-bending images and feelings evoked. Every 10 rounds, the characters are subjected to the same terrible experience, and once more, must make Will saves or take Wisdom damage.

What is happening is the corrupted ritual outside door 4 (labeled on Map 2) is slowly turning this into a teleportation gate to the tsochar's home world, far beyond the stars. The psychic resonance of the connection is bleeding into this chamber, and it's briefly touching the characters. The PCs need to get out of here before they all go mad.

The surface of the sphere is perfectly smooth and cannot be normally climbed upon, although characters can slide to the bottom if they wish. If they slide down, have each character make a DC 12 Reflex save, or they hit the base of the dais hard, and take 1d6 points of nonlethal damage.

All the doors, except for door 4, are blocked from the cave-in, and cannot be opened. They can, of course, be destroyed, but all that exists beyond is tons and tons of rock.

Good Wooden Door: 1 ½ in. thick; hardness 5; hp 20; Break DC 16.

Door 4 is the only door that opens easily, and it opens up into a corridor of red marble, where the cultists are performing their ritual. If the characters are on the ledge at door 4, a DC 8 Listen check reveals the sounds of chanting on the other side. If the check is made by 10 or more, they can tell that the chanters are speaking in a harsh tongue – vile praises to the demon lord Graz'zt in Abyssal, if they can normally understand it. This check can be made at the other ledges as well; modify the DC as appropriate for distance from door 4.

There is no way to get back to Area 7 once the characters are here. They must find door 4, and get out that way. If they are on a different landing, they'll need to find a way to get from one point to another; the easiest is by use of *fly*, *levitate*, *spider climb*, or other such magic. PCs can jump, but it requires a DC 11 Jump check to clear even the five-foot space between some of the landings (and it's DC 21 check to clear a 10-foot interval). If a character fails by 1 or 2 on the roll, you can allow them a Reflex save (DC 12) to grab the ledge they were jumping to. There isn't enough of a surface for a grappling hook to be of much use, but inventive characters might find another mundane way to get from landing to landing. Once they open door 4, go to *Confronting the Cultists*, below.

OPENING THE DEMON DOORS

If the characters come in from Area 3, they find themselves at a set of massive iron doors. Read the following:

A pair of riveted iron doors, each as tall as the tallest giants, and as wide as a longspike is long, stand before you. The doors must be extremely thick from the look of the hinges set into the surrounding stone. You see many bronze demonlike creatures affixed to the doors, and a strange grouping of symbols forms a sort of tracery around the leering images. The largest of the demon faces on each door bears a scroll-like plaque that rolls from its mouth like a massive tongue.

The tracery can be identified with a DC 25 Knowledge (arcana) check as symbols of transmutative power. Both plaques have identical script, written in the Common tongue. They read as follows:

*Iggwilv's treasure rests within.
Her curse on any who disturb it.
Seek no further to steal it, nor
to free she who is imprisoned here,
for a fate worse than death is
sure to come to those fools who
violate this circumscribed place.*

The sphere chamber beyond the red corridor used to be the resting place of Drelnza, the vampire warrioress.

Now, the writing means nothing, but it may scare the PCs into believing otherwise.

One of the doors can be opened by grabbing hold of one of the leering demons, but it is massive, and requires a DC 26 Strength check to do so. Characters can assist the opener – two can pull at the door itself, and two others can pull on the PCs pulling on the door. It takes at least one full round to open the door.

☛ **Thick Iron Doors (2):** 1 ft. thick each; hardness 10; hp 360; Break DC 36. The door's hinges (2 on each door) are also very thick, having a hardness of 10 and 90 hit points each.

The characters cannot hear the cultists on the other side, and the opening of the door alerts them to the PCs' presence. Go to *Confronting the Cultists*, below.

CONFRONTING THE CULTISTS

The characters can enter the red corridor from one of two ways – either through the door in the sphere chamber, or from opening the thick iron doors in the tunnel leading back to Area 3. If the characters came from the sphere chamber, and did not make much noise (make sure to roll Listen checks for Xalius/Iaak, as they're the only ones not completely engrossed in the ritual), they have caught the cultists by surprise; all of them are seated (in full gear) except for Xalius/Iaak, who is using his *fell flight* and floating above the group. The text below assumes that the characters opened the iron door. The ceilings in the red corridor are 25 feet high.

Modify the read-aloud text below as appropriate:

Opening the door, the room is awash in a strange, red light. You see a scarred, bald-headed man with a black goatee floating above several other armed men and women. The bald man has a billowing cape of shadows about him, and wears dark studded leather armor with a black spiked gauntlet on his right hand. In his left hand, he holds a brass-bound book.

All the others menacing you, save one, have flails in their hands, and wear some sort of robe emblazoned with a six-fingered hand. The last wears breastplate armor, carries a shield, and brandishes a longsword. His face bears strange, dark markings, and he appears to be half-elven.

The flying man, no doubt Xalius, shouts out, "Interlopers! Destroy them before they corrupt the process! In the name of the Dark Prince!"

APL 6 (EL 9)

☛ **Xalius, Cult Leader:** Male human warlock 7; hp 44; see *Appendix 1*.

☛ **Iaak Zsali:** Tsochar Sor4; hp 71; see *Appendix 1*.

☛ **Malgor, Cohort of Xalius:** Male half-elf Ftr5; hp 44; see *Appendix 1*.

☛ **Cultists of Graz'zt (4):** Male and female human War2; hp 13, 14, 15, 16; see *Appendix 1*.

APL 8 (EL 11)

☛ **Xalius, Cult Leader:** Male human warlock 9; hp 58; see *Appendix 2*.

☛ **Iaak Zsali:** Tsochar Sor8; hp 87; see *Appendix 2*.

☛ **Malgor, Cohort of Xalius:** Male half-elf Ftr7; hp 65; see *Appendix 2*.

☛ **Cultists of Graz'zt (4):** Male and female human War3; hp 18, 19, 20, 21; see *Appendix 2*.

APL 10 (EL 13)

☛ **Xalius, Cult Leader:** Male human warlock 11; hp 72; see *Appendix 3*.

☛ **Iaak Zsali:** Tsochar Sor8; hp 103; see *Appendix 3*.

☛ **Malgor, Cohort of Xalius:** Male half-elf Ftr7/Blk2; hp 83; see *Appendix 3*.

☛ **Cultists of Graz'zt (4):** Male and female human War4; hp 24, 25, 26, 27; see *Appendix 3*.

Tactics: Xalius and Iaak Zsali know that the ritual cannot be disrupted for long, or else it will fail. They use the most expedient means possible to destroy the party. Remember, that at all APLs, Iaak Zsali, while inside Xalius, can use the *whispercast* spell to allow him to cast a spell during a round as well. You can use separate initiative rolls for both Xalius and Iaak Zsali, which should tip the characters off that something very strange is going on (since effects coming from one person are happening on different initiative counts). Also, make certain that when Xalius is injured, Iaak Zsali takes half the damage Xalius sustained. So, if Xalius is hit by a *lightning bolt* for 26 points of damage, Iaak Zsali also takes 13 points.

At all APLs, Xalius already has invoked *dark one's own luck*, *beguiling influence*, *see the unseen*, and *fell flight* (all last for 24 hours). At higher APLs (8 and 10), Xalius also has invoked *voidsense*. He uses *dark one's own luck* for a +3 bonus to Reflex saves (his *headband of conscious effort* gives him one good shot at a Fortitude save, and he has a good Will save). If he gets a round (from the characters opening the iron door), he'll use his *wand of mirror image* (note that he automatically succeeds on the Use Magic Device check), and then start casting defensive spells from scrolls until he's ready to start blasting away with his *eldritch blast*. Don't forget that Xalius can maximize, empower, or do both at once to a few of his *eldritch blasts*. All the while, Iaak Zsali casts offensive spells at the party.

Malgor, the half-elf and cohort of Xalius, goes after a lightly armored character at first, but at APL 10, if he notices a character become immobilized (most likely through Iaak Zsali casting *bands of steel*), he moves over to perform a coup de grace attack with his Death Blow feat.

The other cultists swarm one character, usually a fighter type, in the hope of tying the character up long enough for Xalius to finish them off.

Development: Once Xalius is defeated, Iaak Zsali emerges from his body. This is a full-round action for the tsochar. Read the following:

As the warlock falls to the ground, you hear a sickening, wet cracking sound. The body of Xalius contorts and seizes, and from out of his bloody mouth, a dark tentacled mass slides to the floor. Covered in fluids and blood, you see the creature rise up and display a lamprey-like mouth composed of different strands from its body.

In your mind, a shrill alien voice venomously spits, "You runious meddlers! The gate to my homeworld is lost!"

The PCs can then continue the fight against the tsochar, who is more than likely weakened from taking damage from attacks against Xalius.

If the characters capture one or more of the cultists, they know what Xalius told them –they were working to open a portal to Graz'zt's domain in the Abyss, and throw the *Demonomicon* in, so that he might lay claim to its power. Malgor only knows slightly more; he is aware that over the last few weeks, Xalius has been acting strange, and he's often caught the warlock talking to himself (of course, talking to Iaak Zsali). Xalius, if captured, is killed by Iaak Zsali (using his wear flesh ability) at an opportune moment when it looks like he could escape.

Treasure: Xalius and Malgor have a number of magic items upon their person; the cultists only have normal equipment and *potions of cure light wounds*. Of course, Xalius also has the *Demonomicon of Iggrwilv*, but that's not considered standard treasure, as no PC can keep it.

APL 6: L: 89 gp; C: 0 gp; M: 1,184 gp – +1 studded leather armor (98 gp per character), *amulet of natural armor* +1 (167 gp per character), *ring of protection* +1 (167 gp per character), 2 *cloaks of protection* +1 (83 gp per cloak per character), *wand of mirror image* (5 charges remaining) (38 gp per character), *scroll of false life* (13 gp per character), *scroll of shield* (2 gp per character), *scroll of web* (13 gp per character), 3 *potions of cure moderate wounds* (25 gp per potion per character), 3 *potions of lesser restoration* (25 gp per potion per character), 4 *potions of cure light wounds* (4 gp per potion per character), +1 *longsword* (193 gp per character), +1 *breastplate* (113 gp per character), +1 *heavy steel shield* (98 gp per character), *potion of blur* (25 gp per character).

APL 8: L: 89 gp; C: 0 gp; M: 1,517 gp – +1 studded leather armor (98 gp per character), *headband of conscious effort* (333 gp per character), *amulet of natural armor* +1 (167 gp per character), *ring of protection* +1 (167 gp per character), 2 *cloaks of protection* +1 (83 gp per cloak per character), *wand of mirror image* (5 charges remaining) (38 gp per character), *scroll of false life* (13 gp per character), *scroll of shield* (2 gp per character), *scroll of web* (13 gp per character), 3 *potions of cure moderate wounds* (25 gp per potion per character), 3 *potions of lesser restoration* (25 gp per potion per character), 4 *potions of cure light wounds* (4 gp per potion per

character), +1 *longsword* (193 gp per character), +1 *breastplate* (113 gp per character), +1 *heavy steel shield* (98 gp per character), *potion of blur* (25 gp per character).

APL 10: L: 89 gp; C: 0 gp; M: 2,309 gp – +1 studded leather armor (98 gp per character), *chasuble of fell power* (667 gp per character), *headband of conscious effort* (333 gp per character), *amulet of natural armor* +1 (167 gp per character), *ring of protection* +1 (167 gp per character), 2 *cloaks of protection* +1 (83 gp per cloak per character), *wand of mirror image* (5 charges remaining) (38 gp per character), *scroll of false life* (13 gp per character), *scroll of shield* (2 gp per character), *scroll of web* (13 gp per character), 3 *potions of cure moderate wounds* (25 gp per potion per character), 3 *potions of lesser restoration* (25 gp per potion per character), 4 *potions of cure light wounds* (4 gp per potion per character), +1 *longsword* (193 gp per character), +1 *breastplate* (113 gp per character), +1 *heavy steel shield* (98 gp per character), *belt of one mighty blow* (125 gp per character), *potion of blur* (25 gp per character).

WHAT IF THE PCS ARE TOO LATE?

If the characters don't arrive in time to stop the ritual, read the following as they arrive in the red corridor:

An eerie red glow permeates this place. Ahead, a door is open, and a frigid breeze blows in the room. On the ground lay the bodies of five men and women; four of them are dressed in robes, and one is in breastplate armor. None of them are moving.

Malgor and all the cultists sacrificed themselves at the conclusion of the ritual to open the *teleportation* gate. All of them are dead, and they resist attempts if *speak with dead* is attempted; if a character succeeds in getting one of them to talk, he or she answers questions to the best of their ability, given the information they have.

Iaak Zsali and Xalius have entered the gate, and have been transported to the tsochar homeworld. When the PCs get closer to take a look at what's beyond the open door, read the following:

At the door's end, it opens up onto a ledge. From there, a vast nightscape of blasted terrain can be seen. Nothing that resembles a living entity is within view. You can feel the biting cold tear through you, and a sense of dread wells up as you realize that whatever goal Xalius had, it has been accomplished.

There is nothing more the PCs can do here; the gate is open, and cannot be closed by any means available to them.

CONCLUSION

RETURN TO GNOME VALE

Once the PCs return to Gnome Vale, and tell the gnomes of their story, if they've been successful in at least eliminating the grell threat, the gnomes thank them profusely, and hold a feast in their honor. The characters

are hailed as heroes, and are asked to stay for as long as they wish.

In addition, if any PCs possess a *Gnome Vale gemstone*, Clegin (the Master Illusionist) enchants one per PC. This item appears on the Adventure Record, and the character does not have to pay any cost for the enchantment.

Of course, if the PCs fail in eliminating the grell threat, the gnomes are grateful for their help, but they don't enchant the PCs' gemstones.

THE DEMONOMICON

The *Demonomicon of Iggwilv* is a massive tome of fiendish knowledge. It contains obscure spells, banishment and summoning rituals, and a catalogue of fiendish creatures, their attributes, and true names. Under no circumstances may a PC keep this book. The book is not dangerous to handle, but it is dangerous to keep.

To deter movement of the *Demonomicon of Iggwilv*, the book has bound guardians, one of which appears upon the removal of the book from its current resting place (at the library). The first was defeated by the original agents of Iuz who stole the book. When the first guardian was defeated, a second guardian was called several days later. It spends its time tracking down the tome, and finds it (and the PC possessing the book) if the characters don't hand it over to Belian or return it to Greyhawk City. The creature bound to it, a horned devil named Kyloc, politely asks the PCs for the book first before attacking them (if they want to fight him and die, they certainly can; see the *Monster Manual*, page 55). Once it has the book, Kyloc must spirit it away to a new location on Oerth, as is his oath. If the characters do this, they cannot earn either special favor.

IQUANDER AND THE CHOICE

If the PCs return to Greyhawk City with the *Demonomicon* and present it to Iquander, he is very grateful for its return; he quickly spirits it away, back into the recesses of the vault. The characters earn the special certificate known as the *Favor of Iquander*.

BELIAN AND THE CHOICE

In Gnome Vale, while the characters are taking a day of rest, Belian appears to them in the same manner as before, and asks for the *Demonomicon* in Mordenkainen's name. If they turn the book over to him, they earn the special certificate known as the *Favor of Belian*.

Read the following as the players finish the adventure, adjusting the text as needed:

Your adventure in the fabled Lost Caverns of Tsojcanth is now complete. While you certainly put an end to the grell threat, and recovered the Demonomicon of Iggwilv, questions remain. What is the true nature of the gate deep within the caverns, and who has been tampering with it? Also, you wonder about the terrible

creature that lived inside Xalius' body, whether there are more of them out there, and to what extent they've spread across the Flanaess. If the one you faced is typical of its kind, more may be looking for a gate back to their homeworld; that thought alone is enough to give you at least a few sleepless nights.

The End

EXPERIENCE POINT SUMMARY

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

1. Grimlock Guardpost

Defeat the grimlocks

APL 6: 180 xp

APL 8: 240 xp

APL 10: 300 xp

2. Myconid Harvesters

Defeat the myconids

APL 6: 240 xp

APL 8: 240 xp

APL 10: 240 xp

3. A Hunger Imprisoned

Defeat the undead

APL 6: 210 xp

APL 8: 270 xp

APL 10: 330 xp

4. Lair of the Dracolisk

Defeat the dracolisk

APL 6: 240 xp

APL 8: 300 xp

APL 10: 360 xp

5. Gibbering Trouble

Defeat the gibbering moulder

APL 6: 180 xp

APL 8: 240 xp

APL 10: 300 xp

6. Grell Hunters

Defeat the grell hunters

APL 6: 210 xp

APL 8: 270 xp

APL 10: 330 xp

7. Grell Patriarch

Defeat the grell patriarch

APL 6: 270 xp

APL 8: 330 xp

APL 10: 390 xp

8. Food Pen

Defeat the gauth

APL 6: 180 xp

APL 8: 240 xp

APL 10: 300 xp

9. Keeper of the Young

Defeat the grell protector and the juvenile grell

APL 6: 150 xp

APL 8: 210 xp

APL 10: 270 xp

10. Ritual from Beyond the Stars

Defeat Xalius, Iaak Zsali, and the cultists of Graz'zt

APL 6: 270 xp

APL 8: 330 xp

APL 10: 390 xp

Story Award

Figuring out how to activate the portal leading to Area 10

APL 6: 60 xp

APL 8: 90 xp

APL 10: 120 xp

Total Possible Experience

APL 6: 1,800 xp

APL 8: 2,250 xp

APL 10: 2,700 xp

TREASURE SUMMARY

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

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

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

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine

what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate.

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

1. Grimlock Guardpost

APL 6: L: 43 gp; C: 0 gp; M: 0 gp.

APL 8: L: 0 gp; C: 0 gp; M: 512 gp – 3 suits of *+1 bone armor* (98 gp per suit per character), *+1 dwarvencraft warhammer* (218 gp per character).

APL 10: L: 0 gp; C: 0 gp; M: 1,012 gp – 3 suits of *+1 bone armor* (98 gp per suit per character), *+1 thundering dwarvencraft warhammer* (718 gp per character).

3. A Hunger Imprisoned

All APLs: L: 0 gp; C: 0 gp; M: 208 gp – *tunic of steady spellcasting* (208 gp per character).

4. Lair of the Dracolisk

All APLs: L: 0 gp; C: 333 gp; M: 0 gp.

6. Grell Hunters

APLs 8 and 10: L: 0 gp; C: 0 gp; M: 50 gp – 2 *potions of invisibility* (25 gp per potion per character).

7. Grell Patriarch

APL 6: L: 0 gp; C: 0 gp; M: 317 gp – *lightning lance* (317 gp per character).

APLs 8 and 10: L: 0 gp; C: 0 gp; M: 817 gp – *lightning lance* (317 gp per character), *amulet of intellect +2* (500 gp per character).

8. Food Pen

APLs 6 and 8: L: 208 gp; C: 0 gp; M: 333 gp – *cerulean sign +1* (333 gp per character).

APL 10: L: 208 gp; C: 0 gp; M: 1333 gp – *cerulean sign +2* (1,333 gp per character).

9. Keeper of the Young

All APLs: L: 0 gp; C: 0 gp; M: 317 gp – *lightning lance* (317 gp per character).

10. Ritual from Beyond the Stars

APL 6: L: 89 gp; C: 0 gp; M: 1,184 gp – *+1 studded leather armor* (98 gp per character), *amulet of natural armor +1* (167 gp per character), *ring of protection +1* (167 gp per character), 2 *cloaks of protection +1* (83 gp per cloak per character), *wand of mirror image* (5 charges remaining) (38 gp per character), *scroll of false life* (13 gp per character), *scroll of shield* (2 gp per character), *scroll of web* (13 gp per character), 3 *potions of cure moderate*

wounds (25 gp per potion per character), 3 *potions of lesser restoration* (25 gp per potion per character), 4 *potions of cure light wounds* (4 gp per potion per character), +1 *longsword* (193 gp per character), +1 *breastplate* (113 gp per character), +1 *heavy steel shield* (98 gp per character), *potion of blur* (25 gp per character).

APL 8: L: 89 gp; C: 0 gp; M: 1,517 gp – +1 *studded leather armor* (98 gp per character), *headband of conscious effort* (333 gp per character), *amulet of natural armor* +1 (167 gp per character), *ring of protection* +1 (167 gp per character), 2 *cloaks of protection* +1 (83 gp per cloak per character), *wand of mirror image* (5 charges remaining) (38 gp per character), *scroll of false life* (13 gp per character), *scroll of shield* (2 gp per character), *scroll of web* (13 gp per character), 3 *potions of cure moderate wounds* (25 gp per potion per character), 3 *potions of lesser restoration* (25 gp per potion per character), 4 *potions of cure light wounds* (4 gp per potion per character), +1 *longsword* (193 gp per character), +1 *breastplate* (113 gp per character), +1 *heavy steel shield* (98 gp per character), *potion of blur* (25 gp per character).

APL 10: L: 89 gp; C: 0 gp; M: 2,309 gp – +1 *studded leather armor* (98 gp per character), *chasuble of fell power* (667 gp per character), *headband of conscious effort* (333 gp per character), *amulet of natural armor* +1 (167 gp per character), *ring of protection* +1 (167 gp per character), 2 *cloaks of protection* +1 (83 gp per cloak per character), *wand of mirror image* (5 charges remaining) (38 gp per character), *scroll of false life* (13 gp per character), *scroll of shield* (2 gp per character), *scroll of web* (13 gp per character), 3 *potions of cure moderate wounds* (25 gp per potion per character), 3 *potions of lesser restoration* (25 gp per potion per character), 4 *potions of cure light wounds* (4 gp per potion per character), +1 *longsword* (193 gp per character), +1 *breastplate* (113 gp per character), +1 *heavy steel shield* (98 gp per character), *belt of one mighty blow* (125 gp per character), *potion of blur* (25 gp per character).

Total Possible Treasure

APL 6: L: 340 gp; C: 333 gp; M: 2,359 gp - Total: 3,032 gp (maximum 1,800 gp)

APL 8: L: 297 gp; C: 333 gp; M: 3,754 gp - Total: 4,384 gp (maximum 2,600 gp)

APL 10: L: 297 gp; C: 333 gp; M: 6,046 gp - Total: 6,676 gp (maximum 4,600 gp)

Special

Gnome Vale Gemstone: Your gemstone given to you by the gnomes of Gnome Vale has been enchanted to allow you to invoke one spell, once per day. You may treat the gemstone as a use-activated magic item that does not provoke attacks of opportunity. The caster level for the spell is 5th. Choose one of the following based upon the gemstones you possess; cross off the other two.

Blue gemstone: *mirror image* 1/day; green gemstone: *levitate* 1/day; yellow gemstone: *resist energy* 1/day.

Amulet of Intellect +2: This item, specially crafted by the grell, functions in all ways as a *headband of intellect* +2 (*Dungeon Master's Guide*, page 258), except for its location when worn, and its price (6,000 gp). The item cannot be crafted by non-grell.

Lightning Lance: Grell living in colonies or nests defend their homes with *lightning lances*, silver tubelike devices about 3 feet in length. These weapons deal 3d6 points of electricity damage (no save) to a single enemy within 60 feet with a successful ranged touch attack. A *lightning lance* usually functions only in the grasp of a grell, although a DC 25 Use Magic Device check allows a character of a different race to employ the weapon. A *lightning lance* has 5 charges. Spent charges are renewed each day, so a wielder can expend up to 5 charges in any 24-hour period.

Faint evocation; CL 3rd; Grell Alchemy, *shocking grasp*, Price 3,800 gp.

Cerulean Sign: This strange blue medallion bears an ancient glyph. As long as it is carried (excluding in extradimensional spaces), it grants the carrier a +1 resistance bonus on all Will saving throws made against effects that originate from aberrations.

If worn, the *cerulean sign* also grants a luck bonus to your Armor Class and on all saving throws against attacks from aberrations, as well as a luck bonus on level checks made to penetrate an aberration's spell resistance. The bonus depends on the strength of the *cerulean sign* found (see below).

Moderate abjuration; CL 7th; Craft Wondrous Item, *invoke the cerulean sign*; Price varies. *Lords of Madness*, page 196.

Book of Ner-Ilem the Aberration Hunter: This small, thick book contains extensive notes and special instructions on fighting aberrations. Studying this book allows access to the abolisher prestige class; if you spend 4 time units to seek out some of the contacts listed in the book and possess the *cerulean sign*, you also gain access to the keeper of the Cerulean Sign prestige class. In addition, the book provides knowledge of the feat Aberration Banemagic and the spells *detect aberration* and *invoke the cerulean sign* (you now have access to these items; they must be taken normally). See *Lords of Madness*. Price 2,500 gp.

ITEMS FOR THE ADVENTURE RECORD

Item Access

APL 6:

- Masterwork bone armor (Adventure, 170 gp, Arms & Equipment Guide)
- Dwarfencraft warhammer (Adventure, 612 gp, Races of Stone)

- *Tunic of steady spellcasting* (Adventure, Complete Adventurer)
- *Lightning lance* (Adventure, see above)
- *Cerulean sign +1* (Adventure, 4,000 gp, see above)
- Book of Ner-Ilem the Aberration Hunter (Adventure, see above)
- *Wand of mirror image* (Adventure, DMG)

APL 8 (all of APL 6 plus the following):

- *+1 bone armor* (Adventure, 1,170 gp, Arms and Equipment Guide)
- *+1 dwarvencraft warhammer* (Adventure, 2,612 gp, Races of Stone)
- *Amulet of intellect +2* (Adventure, see above)
- *Headband of conscious effort* (Adventure, Complete Adventurer)

APL 10 (all of APLs 6-8 plus the following):

- *+1 thundering dwarvencraft warhammer* (Adventure, 8,612 gp, Races of Stone)
- *Cerulean sign +2* (Adventure, 16,000 gp, see above)
- *Silverspear* (functions as a *+2 silver shortspear*) (Adventure, 8,391 gp, Lords of Madness)
- *Lesser chasuble of fell power* (Adventure, Complete Arcane)
- *Belt of one mighty blow* (Adventure, Miniatures Handbook)

APPENDIX 1 – APL 6

*Denotes new rules item found in Appendix 4.

AREA 1

➤ **Grimlock Guards (3):** Male grimlock Bbn2; CR 3; Medium Monstrous Humanoid; HD 2d8+6 + 2d12+6; hp 40, 42, 44; Init +2; Spd 40 ft.; AC 19 (+2 Dex, +4 natural, +3 masterwork bone armor), touch 12, flat-footed 19; Base Atk/Grp: +4/+9; Atk +9 melee (1d8+7/crit x3, battle axe); Full Atk +9 melee (1d8+7/crit x3, battle axe); SA Rage 1/day; SQ Blindsight 40 ft., fast movement, illiteracy, immunities, scent, uncanny dodge; AL NE; SV Fort +6, Ref +5, Will +3; Str 20, Dex 15, Con 16, Int 10, Wis 10, Cha 4.

Skills and Feats: Climb +7, Hide +2 (+12 in mountains or underground), Listen +8, Speak Common, Speak Grimlock, Spot +4; Alertness, Power Attack, Track.

Possessions: Masterwork bone armor*, stone battle axe, stone dagger. One grimlock guard carries a dwarvencraft warhammer instead of a stone battle axe (+1 to hit, bludgeoning damage).

Blindsight (Ex): Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Immunities: Grimlocks are immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 2

➤ **Myconid Elder Workers (3):** CR 2; Medium Plant; HD 3d8+6; hp 19, 20, 21; Init +1; Spd 20 ft.; AC 12 (+1 Dex, +1 natural), touch 11, flat-footed 11; Base Atk/Grp: +1/+2; Atk +3 melee (1d6+1, slam); Full Atk +3 melee (1d6+1, 2 slams); SQ Plant traits, spores; AL LN; SV Fort +4, Ref +2, Will +3; Str 12, Dex 13, Con 13, Int 10, Wis 15, Cha 14.

Skills and Feats: Knowledge (nature) +3, Listen +4, Profession (farmer) +6, Sense Motive +4, Spot +4, Survival +5; Alertness, Toughness.

Spores (Ex): As a standard action, a myconid can release a cloud of spores. These spores come in several different varieties, as described below. As it enters each new stage of life (increasing its Hit Dice by 1), a myconid gains a new variety of spore but does not lose access to the previous varieties. Each type of spore can be used a number of times per day equal to the myconid's Hit Dice. A 3-HD myconid, for example, has the first three spores (distress, reproduction, and rapport), and it can use each variety three times per day. Spores can be released either in a 120-foot spread or as a 40-foot ray against a single target, as noted in the individual spore description.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on nonmyconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. A successful Fortitude saving throw (DC 12) negates the effect, but it is harmless. Rapport lasts for 30 to 60 minutes with outsiders, but for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. Regardless of the release area, the communication range is 120 feet once rapport is established.

Possessions: Between the three elder workers are three potions (caster level 6) – *cure moderate wounds*, *delay poison*, and *remove paralysis*.

➤ **Myconid Guards (3):** CR 3; Medium Plant; HD 4d8+8; hp 26, 27, 28; Init +1; Spd 20 ft.; AC 12 (+1 Dex, +1 natural), touch 11, flat-footed 11; Base Atk/Grp: +1/+2; Atk +5 melee (1d6+2, slam) or +6 ranged touch (see below, spores); Full Atk +5 melee (1d6+2, 2 slams) or +6 ranged touch (see below, spores); SA Spores; SQ Plant traits, spores; AL LN; SV Fort +6, Ref +2, Will +3; Str 14, Dex 12, Con 15, Int 11, Wis 15, Cha 14.

Skills and Feats: Intimidate +5, Knowledge (nature) +3, Listen +4, Profession (farmer) +6, Sense Motive +4, Spot +4, Survival +4; Alertness, Weapon Focus (spores).

Spores (Ex): As a standard action, a myconid can release a cloud of spores. These spores come in several different varieties, as described below. As it enters each new stage of life (increasing its Hit Dice by 1), a myconid gains a new variety of spore but does not lose access to the previous varieties. Each type of spore can be used a number of times per day equal to the myconid's Hit Dice. A 3-HD myconid, for example, has the first three spores (distress, reproduction, and rapport), and it can use each variety three times per day. Spores can be released either in a 120-foot spread or as a 40-foot ray against a single target, as noted in the individual spore description.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on nonmyconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. A successful Fortitude saving throw (DC 14) negates the effect, but it is harmless. Rapport lasts for 30 to 60 minutes with outsiders, but for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. Regardless of the release area, the

communication range is 120 feet once rapport is established. The save DC is Constitution-based.

Pacification: These spores are released as a 40-foot ray. The target must make a Fortitude save (DC 14) or become passive for 1 minute. Being passive is similar to being dazed, except that the target can take either one standard action or move action per round that doesn't involve attacking. This is a mind-affecting compulsion effect. The save DC is Constitution-based.

Possessions: Between the three guards are three potions (caster level 6) – *bear's endurance*, *bull's strength*, and *cure moderate wounds*.

AREA 3

☛ **Deathlocks (2):** CR 3; Medium Undead; HD 3d12; hp 19, 22; Init +6; Spd 30 ft.; AC 13 (+2 Dex, +1 natural), touch 12, flat-footed 11; Base Atk/Grp: +1/+1; Atk +1 melee (1d4, bite); Full Atk +1 melee (1d4, bite); SA Spell-like abilities; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL NE; SV Fort +1, Ref +3, Will +4; Str 11, Dex 15, Con -, Int 14, Wis 13, Cha 14.

Skills and Feats: Concentration +6, Hide +8, Knowledge (arcana) +8, Listen +9, Speak Abyssal, Speak Common, Speak Draconic, Spellcraft +8, Spot +9; Alertness, Improved Initiative.

Spell-Like Abilities: At will—*detect magic*, *inflict minor wounds* (DC 12), *read magic*; 3/day—*cause fear* (DC 13), *magic missile*, *summon monster I*; 2/day—*death knell* (DC 14), *ghoul glyph** (DC 14). Caster level equals the deathlock's HD. The save DCs are Charisma-based.

☛ **Ghasts (2):** CR 3; Medium Undead; HD 4d12+3; hp 29, 34; Init +3; Spd 30 ft.; AC 17 (+3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +2/+5; Atk +5 melee (1d8+3 plus paralysis, bite); Full Atk +5 melee (1d8+3 plus paralysis, bite) and +5 melee (1d4+1 plus paralysis, 2 claws); SA Ghoul fever, paralysis, stench; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL CE; SV Fort +1, Ref +4, Will +6; Str 17, Dex 17, Con -, Int 13, Wis 14, Cha 16.

Skills and Feats: Balance +7, Climb +9, Hide +8, Jump +9, Move Silently +8, Speak Common, Speak Goblin, Spot +8; Multiattack, Toughness.

Ghoul Fever (Su): Disease—bite, Fortitude DC 15, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

Paralysis (Ex): Those hit by a ghast's bite or claw attack must succeed on a DC 15 Fortitude save or be paralyzed for 1d4+1 rounds. Even elves can be affected by this paralysis. The save DC is Charisma-based.

Stench (Ex): The stink of death and corruption surrounding these creatures is overwhelming. Living creatures within 10 feet must succeed on a DC 15 Fortitude save or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the same ghast's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from a

sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

AREA 4

☛ **Dracolisk:** CR 8; Large Magical Beast; HD 12d10+36; hp 102; Init +0; Spd 20 ft., fly 30 ft. (poor), swim 20 ft.; AC 19 (-1 size, +10 natural), touch 9, flat-footed 19; Base Atk/Grp: +12/+20; Atk +16 melee (2d6+4, bite); Full Atk +16 melee (2d6+4, bite) and +14 melee (1d8+2, 4 claws); SA Breath weapon, petrifying gaze; SQ Blindsight 60 ft., darkvision 60 ft., immunity to acid, low-light vision, water breathing; AL LE; SV Fort +11, Ref +8, Will +5; Str 19, Dex 10, Con 17, Int 8, Wis 12, Cha 13.

Skills and Feats: Listen +6, Speak Draconic, Spot +6, Swim +17; Alertness, Blind-Fight, Great Fortitude, Multiattack, Power Attack.

Breath Weapon (Su): 40-ft. line, once every 1d4 rounds, damage 4d6 acid, Reflex DC 19 half; effective both on the surface and underwater. The save DC is Constitution-based.

Petrifying Gaze (Su): Turn to stone permanently, range 30 feet, Fortitude DC 17 negates. The save DC is Charisma-based.

Water Breathing (Ex): A dracolisk can breathe underwater indefinitely and can freely use its breath weapon and petrifying gaze while submerged.

AREA 5

☛ **Gibbering Sneak:** Gibbering moulder Rog2; CR 6; Medium Aberration; HD 4d8+24 + 2d6+12; hp 64; Init +3; Spd 10 ft., swim 20 ft.; AC 21 (+3 Dex, +8 natural), touch 13, flat-footed 18; Base Atk/Grp: +4/+4; Atk +7 melee (2, bite) or +7 ranged touch (1d4 acid plus blindness); Full Atk +7 melee (2, 6 bites) and +7 ranged touch (1d4 acid plus blindness); SA Blood drain, gibbering, ground manipulation, improved grab, sneak attack +1d6, spittle, swallow whole; SQ Amorphous, damage reduction 5/bludgeoning, darkvision 60 ft., evasion, trapfinding; AL CE; SV Fort +7, Ref +6, Will +4; Str 12, Dex 17, Con 22, Int 8, Wis 10, Cha 15.

Skills and Feats: Bluff +6, Intimidate +6, Listen +3, Perform (sing) +7, Speak Common, Spot +8, Swim +9; Lightning Reflexes, Weapon Finesse.

Blood Drain (Ex): A swallowed opponent automatically takes 1d4 points of Constitution damage each round.

Gibbering (Su): As soon as a moulder spots something edible, it begins a constant gibbering as a free action. All creatures (other than moulthers) within a 60-foot spread must succeed on a DC 14 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering moulder's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su): At will, as a standard action, a gibbering moulder can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the moulder in that area must take a move-equivalent action to avoid becoming mired (treat as pinned).

Improved Grab (Ex): To use this ability, a gibbering moulder must hit a Medium or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Spittle (Ex): As a free action every round, a gibbering moulder can fire a stream of spittle at one opponent within 30 feet. The moulder makes a ranged touch attack; if it hits, it deals 1d4 points of acid damage, and the target must succeed on a DC 18 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

Swallow Whole (Ex): A gibbering moulder can attempt to swallow a grappled opponent of Medium or smaller size by making a successful grapple check. (The gibbering moulder doesn't actually "swallow" the opponent – it engulfs the victim within its amorphous form – but the effect is essentially the same.) Once the victim is inside, the gibbering moulder can use its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering moulder (AC 21). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A gibbering moulder's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

Amorphous (Ex): A gibbering moulder is not subject to extra damage from critical hits. It cannot be flanked.

Note: The above text for the gibbering moulder is taken from *Lords of Madness*, and incorporates errata for that creature.

AREA 6

☛ **Grell Hunters (2):** Grell Rog2; CR 5; Medium Aberration; HD 5d8+20 + 2d6+8; hp 50, 53; Init +8; Spd 5 ft., fly 30 ft. (perfect); AC 18 (+4 Dex, +4 natural), touch 14, flat-footed 14; Base Atk/Grp: +4/+16; Atk +8 melee (1d4+2 plus paralyzation, tentacle); Full Atk +8 melee (1d4+2 plus paralyzation, 10 tentacles) and +3 melee (1d6+1, bite); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+2, expert grappler, improved grab, paralysis, sneak attack +1d6; SQ Blindsight 60 ft., evasion, flight, immunity to electricity, immunity to paralyzation, sightless, trapfinding; AL NE; SV Fort +5, Ref +8, Will +5; Str 15, Dex 19, Con 18, Int 10, Wis 12, Cha 8.

Skills and Feats: Hide +16, Listen +5, Move Silently +16, Speak Grell, Spot +5, Tumble +8; Flyby Attack, Improved Initiative, Weapon Finesse.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+2 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –

10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 12 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 15 Fortitude save to avoid paralysis, instead of four DC 12 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 7

☛ **Grell Patriarch:** Advanced grell Wiz6; CR 8; Medium Aberration; HD 10d8+40 + 6d4+24; hp 128; Init +3; Spd 5 ft., fly 30 ft. (perfect); AC 17 (+3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +10/+20; Atk +13 melee (1d4 plus paralyzation, tentacle) or +13 ranged touch (3d6 electricity, *lightning lance*); Full Atk +13 melee (1d4 plus paralyzation, 10 tentacles) and +8 melee (1d6, bite) or +13 ranged touch (3d6 electricity, *lightning lance*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6, expert grappler, improved grab, paralysis, spells; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +9, Ref +7, Will +12; Str 10, Dex 16, Con 18, Int 18, Wis 10, Cha 13.

Skills and Feats: Concentration +21, Hide +12, Knowledge (arcana) +21, Listen +4, Move Silently +12, Speak Common, Speak Draconic, Speak Grell, Speak Orcish, Speak Undercommon, Spellcraft +21, Spot +7; Ability Focus (paralysis), Energy Substitution

(electricity)*, Flyby Attack, Grell Alchemy*, Scribe Scroll, Sudden Empower Spell*, Sudden Maximize Spell*, Weapon Finesse.

Spells Prepared (4/4/3/2; DC = 14 + spell level):
o—energy substitution (electricity) *acid splash*, *detect magic*, energy substitution (electricity) *ray of frost*, *read magic*; 1st—*mage armor*, *magic missile*, *obscuring mist*, *shield*; 2nd—energy substitution (electricity) *fireburst**, *mirror image*, energy substitution (electricity) *scorching ray*; 3rd—*displacement*, energy substitution (electricity) *fireball*.

Possessions: *Lightning lance**.

Constrict (Ex): On a successful grapple check, a grell deals 1d6 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

☛ **Grell (2):** CR 3; Medium Aberration; HD 5d8+10; hp 32, 36; Init +2; Spd 5 ft., fly 30 ft. (perfect); AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; Base Atk/Grp: +3/+14; Atk +5 melee (1d4+1 plus paralyzation, tentacle);

Full Atk +5 melee (1d4+1 plus paralyzation, 10 tentacles) and +0 melee (1d6, bite); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+1, expert grappler, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +3, Ref +3, Will +4; Str 12, Dex 15, Con 14, Int 10, Wis 11, Cha 9.

Skills and Feats: Hide +8, Listen +4, Move Silently +8, Speak Grell, Spot +4; Flyby Attack, Weapon Finesse.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+1 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 10 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 13 Fortitude save to avoid paralysis, instead of four DC 10 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 8

☛ **Gauth:** CR 6; Medium Aberration; HD 6d8+18; hp 45; Init +6; Spd 5 ft., fly 20 ft. (good); AC 19 (+2 Dex, +7 natural), touch 12, flat-footed 17; Base Atk/Grp: +4/+3; Atk +6 ranged touch (see below, eye rays) and bite –2 melee (1d6-1); Full Atk +6 ranged touch (see below, eye rays) and bite –2 melee (1d6-1); SA Eye rays, stunning

gaze; SQ All-around vision, darkvision 60 ft., flight; AL NE; SV Fort +5, Ref +4, Will +9; Str 8, Dex 14, Con 16, Int 15, Wis 15, Cha 13.

Skills and Feats: Hide +11, Knowledge (arcana) +11, Listen +4, Search +15, Speak Beholder, Speak Common, Spot +17, Survival +2 (+4 following tracks); Alertness, Flyby Attack, Improved Initiative, Iron Will.

Eye Rays (Su): Each of a gauth's small eyes can produce a magical ray once per round as a free action. During a single round, a gauth can aim only two eye rays at targets in any one 90-degree arc (up, forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs, or not at all. A gauth can tilt and pan its body each round to change which rays it can bring to bear in any given arc.

Each of a gauth's six eye rays resembles a spell cast by an 8th-level caster. Each eye ray has a range of 100 feet and a save DC of 14. The save DCs are Charisma-based. The six eye rays include:

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates). Gauths like to use this ray against warriors and other physically powerful creatures.

Inflict Moderate Wounds: This works like the spell, causing 2d8+8 points of damage (Will half).

Dispel Magic: This works like the targeted dispel function of the spell. The gauth's dispel check is 1d20+8.

Scorching Ray: This works like the spell, dealing 4d6 points of fire damage (no save). A gauth creates only one fiery ray per use of this ability.

Paralysis: The target must succeed on a Fortitude save or be paralyzed for 2d10 minutes.

Exhaustion: This works like the spell *ray of exhaustion* (no save).

Stunning Gaze (Su): Stun for 1 round, 30 feet, Will DC 14 negates. The save DC is Charisma-based. Any creature meeting the gaze of the gauth's central eye is subject to its stunning gaze attack. Since the gauth can use its eye rays as a free action, the creature can use a standard action to focus its stunning gaze on an opponent and attack with all eye rays that bear on its foes at the same time.

All-Around Vision (Ex): Gauths are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus on Spot and Search checks, and they can't be flanked.

Flight (Ex): A gauth's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

AREA 9

☛ **Grell:** CR 3; Medium Aberration; HD 5d8+10; hp 32; Init +2; Spd 5 ft., fly 30 ft. (perfect); AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; Base Atk/Grp: +3/+14; Atk +5 melee (1d4+1 plus paralyzation, tentacle) or +5 ranged touch (3d6 electricity, *lightning lance*); Full Atk +5 melee (1d4+1 plus paralyzation, 10 tentacles) and +0 melee (1d6, bite), or +5 ranged touch (3d6 electricity,

lightning lance); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+1, expert grappler, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +3, Ref +3, Will +4; Str 12, Dex 15, Con 14, Int 10, Wis 11, Cha 9.

Skills and Feats: Hide +8, Listen +4, Move Silently +8, Speak Grell, Spot +4; Flyby Attack, Weapon Finesse.

Possessions: *Lightning lance*.*

Constrict (Ex): On a successful grapple check, a grell deals 1d6+1 points of damage.

Expert Grapppler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 10 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 13 Fortitude save to avoid paralysis, instead of four DC 10 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

☛ **Grell Juveniles (2):** CR 2; Small Aberration; HD 2d8; hp 9, 10; Init +2; Spd 5 ft., fly 30 ft. (perfect); AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; Base Atk/Grp: +1/+6; Atk +4 melee (1d3-1 plus paralyzation, tentacle); Full Atk +4 melee (1d3-1 plus paralyzation, 10 tentacles); SA Constrict 1d4-1, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +0,

Ref +2, Will +3; Str 8, Dex 15, Con 10, Int 8, Wis 11, Cha 9.

Skills and Feats: Hide +14, Listen +2, Move Silently +4, Speak Grell; Weapon Finesse.

Constrict (Ex): On a successful grapple check, a juvenile grell deals 1d4+1 points of damage.

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

Paralysis (Ex): A juvenile grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a juvenile grell's tentacle must make a DC 7 Fortitude save or be paralyzed for 1d4+1 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a juvenile grell's tentacle attacks must succeed on a single DC 10 Fortitude save to avoid paralysis, instead of four DC 7 saving throws.

Blindsight (Ex): A juvenile grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The juvenile grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A juvenile grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the juvenile grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A juvenile grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

☛ **Grell Hatchlings (3):** CR 1/3; Tiny Aberration; HD 1d8-1; hp 3, 4, 5; Init +2; Spd 5 ft., fly 20 ft. (perfect); AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; Base Atk/Grp: +0/-12; Atk +4 melee (1 plus paralyzation, tentacle); Full Atk +4 melee (1 plus paralyzation, tentacle); SA Paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL N; SV Fort -1, Ref +2, Will +2; Str 2, Dex 15, Con 8, Int 2, Wis 11, Cha 7.

Skills and Feats: Hide +14, Listen +2, Move Silently +4; Weapon Finesse.

Paralysis (Ex): A hatchling grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a hatchling grell's tentacle must make a DC 5 Fortitude save or be paralyzed for 1d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Blindsight (Ex): A hatchling grell is blind, but it maneuvers and fights as well as a sighted creature by

using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The hatchling grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A hatchling grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 20 feet (perfect maneuverability). This buoyancy also grants the hatchling grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A hatchling grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 10

☛ **Xalius, Cult Leader:** Male human warlock 7; Medium Humanoid (human); HD 7d6+14; hp 44; Init +2; Spd 30 ft.; AC 18 (+2 Dex, +1 natural, +1 deflection, +4 +1 *studded leather armor*), touch 12, flat-footed 14; Base Atk/Grp: +5/+5; Atk +6 melee (1d4, masterwork spiked gauntlet); Full Atk +6 melee (1d4, masterwork spiked gauntlet); SA *Eldritch blast* 4d6, invocations; SQ Deceive item, *detect magic*, damage reduction 2/cold iron; AL CE; SV Fort +4, Ref +5, Will +8; Str 10, Dex 14, Con 12, Int 14, Wis 10, Cha 16.

Skills and Feats: Bluff +13, Concentration +11, Intimidate +8, Knowledge (arcana) +3, Knowledge (the planes) +12, Knowledge (religion) +3, Speak Abyssal, Speak Common, Speak Draconic, Spellcraft +5, Use Magic Device +13; Maximize Spell-Like Ability (*eldritch blast*)*, Improved Toughness*, Iron Will, Leadership.

Possessions: +1 *studded leather armor*, masterwork spiked gauntlet, *amulet of natural armor* +1, *ring of protection* +1, *cloak of protection* +1, *wand of mirror image* (5 charges remaining), *scroll of false life*, *scroll of shield*, *scroll of web*, 2 *potions of cure moderate wounds*, 3 *potions of lesser restoration*, *Demonomicon of Iggwilv*.

Invocations Known (4; DC = 13 + invocation level): Least—*beguiling influence*, *dark one's own luck*, *see the unseen*; Lesser—*fell flight*. *All invocations are detailed in Appendix 4.

Invocations: A warlock does not prepare or cast spells as other wielders of arcane magic do. Instead, he possesses a repertoire of attacks, defenses, and abilities known as invocations that require him to focus the wild energy that suffuses his soul. A warlock can use any invocation he knows at will, with the following qualifications:

A warlock's invocations are spell-like abilities; using an invocation is therefore a standard action that provokes attacks of opportunity. An invocation can be disrupted, just as a spell can be ruined during casting. A warlock is entitled to a Concentration check to successfully use an invocation if he is hit by an attack while invoking, just as a spellcaster would be. A warlock can choose to use an invocation defensively, by making a successful Concentration check, to avoid provoking attacks of opportunity. A warlock's invocations are subject to spell

resistance unless an invocation's description specifically states otherwise. A warlock's caster level with his invocations is equal to his warlock level.

The save DC for an invocation (if it allows a save) is 10 + equivalent spell level + the warlock's Charisma modifier. Since spell-like abilities are not actually spells, a warlock cannot benefit from the Spell Focus feat. He can, however, benefit from the Ability Focus feat (see page 303 of the *Monster Manual*), as well as from feats that emulate metamagic effects for spell-like abilities, such as Quicken Spell-Like Ability and Empower Spell-Like Ability (see pages 303 and 304 of the *Monster Manual*).

The four grades of invocations, in order of their relative power, are least, lesser, greater, and dark. A warlock begins with knowledge of one invocation, which must be of the lowest grade (least). As a warlock gains levels, he learns new invocations, as described in *Complete Arcane*.

At any level when a warlock learns a new invocation, he can also replace an invocation he already knows with another invocation of the same or a lower grade. At 6th level, a warlock can replace a least invocation he knows with a different least invocation (in addition to learning a new invocation, which could be either least or lesser). At 11th level, a warlock can replace a least or lesser invocation he knows with another invocation of the same or a lower grade (in addition to learning a new invocation, which could be least, lesser, or greater). At 16th level, a warlock can replace a least, lesser, or greater invocation he knows with another invocation of the same or a lower grade (in addition to learning a new invocation, which could be least, lesser, greater, or dark).

Finally, unlike other spell-like abilities, invocations are subject to arcane spell failure chance (warlocks do not suffer arcane spell failure when wearing light armor).

Eldritch Blast (Sp): The first ability a warlock learns is *eldritch blast*. A warlock attacks his foes with eldritch power, using baleful magical energy to deal damage and sometimes impart other debilitating effects.

An *eldritch blast* is a ray with a range of 60 feet. It is a ranged touch attack that affects a single target, allowing no saving throw. An *eldritch blast* deals 1d6 points of damage at 1st level and increases in power as the warlock rises in level. An *eldritch blast* is the equivalent of a spell whose level is equal to one-half the warlock's class level (round down), with a minimum spell level of 1st and a maximum of 9th when a warlock reaches 18th level or higher.

An *eldritch blast* is subject to spell resistance, although the Spell Penetration feat and other effects that improve caster level checks to overcome spell resistance also apply to *eldritch blast*. An *eldritch blast* deals half damage to objects. Metamagic feats cannot improve a warlock's *eldritch blast* (because it is a spell-like ability, not a spell). However, the feat Ability Focus (*eldritch blast*) increases the DC for all saving throws (if any) associated with a warlock's *eldritch blast* by 2. See page 303 of the *Monster Manual*.

Detect Magic (Sp): Beginning at 2nd level, a warlock can use *detect magic* as the spell at will. His caster level equals his class level.

Damage Reduction (Su): Fortified by the supernatural power flowing in his body, a warlock becomes resistant to physical attacks at 3rd level and above, gaining damage reduction 1/cold iron. At 7th level and every four levels thereafter, a warlock's damage reduction improves.

Deceive Item (Ex): At 4th level and higher, a warlock has the ability to more easily commandeer magic items made for the use of other characters. When making a Use Magic Device check, a warlock can take 10 even if distracted or threatened.

■ Iaak Zsali: Tsochar Sor4; CR 6; Small Aberration; HD 4d8+20 + 4d4+20; hp 71; Init +5; Spd 20 ft., climb 20 ft.; AC 20 (+1 size, +5 Dex, +4 natural), touch 16, flat-footed 15; Base Atk/Grp: +5/+5; Atk +10 melee (1d4, tentacle); Full Atk +10 melee (1d4, 4 tentacles); Space/Reach 5 ft./10 ft.; SA Constrict 2d4, improved grab, poison, take spells, wear flesh; SQ Damage reduction 5/adamantine, darkvision 60 ft., resistance to cold 5, spell resistance 14, telepathy 100 ft.; AL CE; SV Fort +7, Ref +7, Will +13; Str 10, Dex 21, Con 20, Int 14, Wis 16, Cha 18.

Skills and Feats: Bluff +8, Climb +11, Concentration +9, Hide +13, Knowledge (arcana) +6, Knowledge (dungeoneering) +6, Move Silently +9, Sense Motive +7, Speak Tsochari, Spellcraft +6, Spot +7, Use Magic Device +14; Combat Reflexes, Eschew Materials, Iron Will, Weapon Finesse.

Spells Known (6/7/4; DC = 14 + spell level): o—*acid splash*, *detect magic*, *mage hand*, *ray of frost*, *read magic*, *touch of fatigue*; 1st—*color spray*, *magic missile*; 2nd—*whispercast**.

Constrict (Ex): A tsochar deals 2d4 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

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

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar

cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures, constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a *remove disease* or *dispel evil* spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 21 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage (lessened by 5 because of the tsochar's resistance to cold).

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 17 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochar are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in places of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced

body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 17 Fortitude save reduces this damage by half. Naturally, tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

Malgor, Cohort of Xalius: Male half-elf Ftr5; Medium Humanoid (human); HD 5d10+10; hp 44; Init +1; Spd 20 ft.; AC 20 (+1 Dex, +6 +1 *breastplate*, +3 +1 *heavy shield*), touch 11, flat-footed 19; Base Atk/Grp: +5/+8; Atk +10 melee (1d8+6/crit 19-20, +1 *longsword*) or +6 ranged (1d8+3/crit x3, composite longbow [+3 Str]); Full Atk +10 melee (1d8+6/crit 19-20, +1 *longsword*) or +6 ranged (1d8+3/crit x3, composite longbow [+3 Str]); SQ Half-elf traits, low-light vision; AL CE; SV Fort +7, Ref +3, Will +2; Str 16, Dex 12, Con 14, Int 10, Wis 8, Cha 13.

Skills and Feats: Hide +1, Intimidate +5, Knowledge (religion) +2, Speak Common, Speak Elven; Cleave, Improved Sunder, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 *longsword*, +1 *breastplate*, +1 *heavy steel shield*, *cloak of resistance +1*, *potion of blur*, *potion of cure moderate wounds*, composite longbow (+3 Str), 30 arrows, dagger, backpack with rations and traveling gear.

Cultists of Graz'zt (4): Male and female human War2; Medium Humanoid (human); HD 2d8+5; hp 13, 14, 15, 16; Init +0; Spd 30 ft.; AC 13 (+3 studded leather armor), touch 10, flat-footed 13; Base Atk/Grp: +2/+3; Atk +3 melee (1d8+1/crit x3, longspear), or +3 melee (1d8+1, flail), or +2 ranged (1d8/crit x3, longbow); Full Atk +3 melee (1d8+1/crit x3, longspear), or +3 melee (1d8+1, flail), or +2 ranged (1d8/crit x3, longbow); AL CE; SV Fort +6, Ref +0, Will -1; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Craft (various) +5, Knowledge (religion) +1, Intimidate +2, Profession (various) +4, Speak Common; Great Fortitude, Toughness.

Possessions: Longspear, flail, longbow, 20 arrows, *potion of cure light wounds*, backpack with rations and traveling gear.

APPENDIX 2 – APL 8

*Denotes new rules item found in Appendix 4.

AREA 1

➤ **Grimlock Guards (3):** Male grimlock Bbn4; CR 5; Medium Monstrous Humanoid; HD 2d8+6 + 4d12+12; hp 60, 62, 64; Init +2; Spd 40 ft.; AC 20 (+2 Dex, +4 natural, +4 *+1 bone armor*), touch 12, flat-footed 20; Base Atk/Grp: +6/+11; Atk +11 melee (1d8+7/crit x3, battle axe); Full Atk +11/+6 melee (1d8+7/crit x3, battle axe); SA Rage 2/day; SQ Blindsight 40 ft., fast movement, illiteracy, immunities, scent, trap sense +1, uncanny dodge; AL NE; SV Fort +7, Ref +6, Will +4; Str 20, Dex 15, Con 16, Int 10, Wis 10, Cha 4.

Skills and Feats: Climb +9, Hide +2 (+12 in mountains or underground), Listen +10, Speak Common, Speak Grimlock, Spot +4; Alertness, Cleave, Power Attack, Track.

Possessions: *+1 bone armor**, stone battle axe, stone dagger. One grimlock guard carries a *+1 dwarvencraft warhammer* instead of a stone battle axe (+1 to hit and damage, bludgeoning).

Blindsight (Ex): Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Immunities: Grimlocks are immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 2

➤ **Myconid Elder Workers (3):** CR 2; Medium Plant; HD 3d8+6; hp 19, 20, 21; Init +1; Spd 20 ft.; AC 12 (+1 Dex, +1 natural), touch 11, flat-footed 11; Base Atk/Grp: +1/+2; Atk +3 melee (1d6+1, slam); Full Atk +3 melee (1d6+1, 2 slams); SQ Plant traits, spores; AL LN; SV Fort +4, Ref +2, Will +3; Str 12, Dex 13, Con 13, Int 10, Wis 15, Cha 14.

Skills and Feats: Knowledge (nature) +3, Listen +4, Profession (farmer) +6, Sense Motive +4, Spot +4, Survival +5; Alertness, Toughness.

Spores (Ex): As a standard action, a myconid can release a cloud of spores. These spores come in several different varieties, as described below. As it enters each new stage of life (increasing its Hit Dice by 1), a myconid gains a new variety of spore but does not lose access to the previous varieties. Each type of spore can be used a number of times per day equal to the myconid's Hit Dice. A 3-HD myconid, for example, has the first three spores (distress, reproduction, and rapport), and it can use each variety three times per day. Spores can be released either

in a 120-foot spread or as a 40-foot ray against a single target, as noted in the individual spore description.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on nonmyconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. A successful Fortitude saving throw (DC 12) negates the effect, but it is harmless. Rapport lasts for 30 to 60 minutes with outsiders, but for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. Regardless of the release area, the communication range is 120 feet once rapport is established.

Possessions: Between the three elder workers are three potions (caster level 6) – *cure moderate wounds*, *delay poison*, and *remove paralysis*.

➤ **Myconid Guards (3):** CR 3; Medium Plant; HD 4d8+8; hp 26, 27, 28; Init +1; Spd 20 ft.; AC 12 (+1 Dex, +1 natural), touch 11, flat-footed 11; Base Atk/Grp: +1/+2; Atk +5 melee (1d6+2, slam) or +6 ranged touch (see below, spores); Full Atk +5 melee (1d6+2, 2 slams) or +6 ranged touch (see below, spores); SA Spores; SQ Plant traits, spores; AL LN; SV Fort +6, Ref +2, Will +3; Str 14, Dex 12, Con 15, Int 11, Wis 15, Cha 14.

Skills and Feats: Intimidate +5, Knowledge (nature) +3, Listen +4, Profession (farmer) +6, Sense Motive +4, Spot +4, Survival +4; Alertness, Weapon Focus (spores).

Spores (Ex): As a standard action, a myconid can release a cloud of spores. These spores come in several different varieties, as described below. As it enters each new stage of life (increasing its Hit Dice by 1), a myconid gains a new variety of spore but does not lose access to the previous varieties. Each type of spore can be used a number of times per day equal to the myconid's Hit Dice. A 3-HD myconid, for example, has the first three spores (distress, reproduction, and rapport), and it can use each variety three times per day. Spores can be released either in a 120-foot spread or as a 40-foot ray against a single target, as noted in the individual spore description.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on nonmyconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. A successful Fortitude saving throw (DC 14) negates the effect, but it is harmless. Rapport lasts for 30 to 60 minutes with outsiders, but for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-

foot ray. Regardless of the release area, the communication range is 120 feet once rapport is established. The save DC is Constitution-based.

Pacification: These spores are released as a 40-foot ray. The target must make a Fortitude save (DC 14) or become passive for 1 minute. Being passive is similar to being dazed, except that the target can take either one standard action or move action per round that doesn't involve attacking. This is a mind-affecting compulsion effect. The save DC is Constitution-based.

Possessions: Between the three guards are three potions (caster level 6) – *bear's endurance*, *bull's strength*, and *cure moderate wounds*.

AREA 3

☛ **Deathlock Spellcasters (2):** Deathlock Sor4; CR 5; Medium Undead; HD 3d12 + 4d4; hp 31, 34; Init +7; Spd 30 ft.; AC 14 (+3 Dex, +1 natural), touch 13, flat-footed 11; Base Atk/Grp: +3/+3; Atk +3 melee (1d4, bite); Full Atk +3 melee (1d4, bite); SA Spell-like abilities, spells; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL NE; SV Fort +2, Ref +7, Will +9; Str 10, Dex 17, Con -, Int 18, Wis 14, Cha 20.

Skills and Feats: Bluff +12, Concentration +13, Hide +9, Knowledge (arcana) +14, Listen +12, Speak Abyssal, Speak Common, Speak Draconic, Speak Elven, Speak Goblin, Spellcraft +14, Spot +13; Alertness, Improved Initiative, Lightning Reflexes.

Spells Known (6/8/4; DC = 15 + spell level): o—*acid splash*, *daze*, *ghost sound*, *mage hand*, *ray of frost*, *touch of fatigue*; 1st—*color spray*, *mage armor*, *ray of enfeeblement*; 2nd—*blindness/deafness*.

Spell-Like Abilities: At will—*detect magic*, *inflict minor wounds* (DC 15), *read magic*; 3/day—*cause fear* (DC 16), *magic missile*, *summon monster I*; 2/day—*death knell* (DC 17), *ghoul glyph** (DC 17). Caster level equals the deathlock's HD. The save DCs are Charisma-based.

☛ **Ghast Brutes (2):** Ghast Ftr2; CR 5; Medium Undead; HD 4d12+3 + 2d10; hp 45, 50; Init +5; Spd 30 ft.; AC 19 (+5 Dex, +4 natural), touch 15, flat-footed 14; Base Atk/Grp: +4/+9; Atk +10 melee (1d8+5 plus paralysis, bite); Full Atk +10 melee (1d8+5 plus paralysis, bite) and +9 melee (1d4+2 plus paralysis, 2 claws); SA Ghoul fever, paralysis, stench; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL CE; SV Fort +4, Ref +7, Will +8; Str 21, Dex 20, Con -, Int 12, Wis 16, Cha 19.

Skills and Feats: Balance +9, Climb +11, Hide +10, Jump +13, Move Silently +10, Speak Common, Speak Goblin, Spot +10; Dodge, Mobility, Multiattack, Toughness, Weapon Focus (bite).

Ghoul Fever (Su): Disease—bite, Fortitude DC 16, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

Paralysis (Ex): Those hit by a ghast's bite or claw attack must succeed on a DC 16 Fortitude save or be

paralyzed for 1d4+1 rounds. Even elves can be affected by this paralysis. The save DC is Charisma-based.

Stench (Ex): The stink of death and corruption surrounding these creatures is overwhelming. Living creatures within 10 feet must succeed on a DC 16 Fortitude save or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the same ghast's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

AREA 4

☛ **Advanced Dracolisk:** CR 10; Large Magical Beast; HD 18d10+72; hp 171; Init +0; Spd 20 ft., fly 30 ft. (poor), swim 20 ft.; AC 21 (-1 size, +12 natural), touch 9, flat-footed 19; Base Atk/Grp: +18/+28; Atk +24 melee (2d6+4, bite); Full Atk +24 melee (2d6+4, bite) and +22 melee (1d8+2, 4 claws); SA Breath weapon, petrifying gaze; SQ Blindsight 60 ft., darkvision 60 ft., immunity to acid, low-light vision, water breathing; AL LE; SV Fort +15, Ref +11, Will +7; Str 19, Dex 10, Con 18, Int 8, Wis 12, Cha 13.

Skills and Feats: Listen +8, Speak Draconic, Spot +8, Swim +19; Alertness, Blind-Fight, Great Fortitude, Improved Natural Armor (x2), Multiattack, Power Attack.

Breath Weapon (Su): 40-ft. line, once every 1d4 rounds, damage 6d6 acid, Reflex DC 23 half; effective both on the surface and underwater. The save DC is Constitution-based.

Petrifying Gaze (Su): Turn to stone permanently, range 30 feet, Fortitude DC 20 negates. The save DC is Charisma-based.

Water Breathing (Ex): A dracolisk can breathe underwater indefinitely and can freely use its breath weapon and petrifying gaze while submerged.

AREA 5

☛ **Gibbering Wailer:** Gibbering moulder Rog4/siren 1; CR 8; Medium Aberration; HD 4d8+24 + 4d6+24 + 1d4+6; hp 93; Init +3; Spd 10 ft., swim 20 ft.; AC 21 (+3 Dex, +8 natural), touch 13, flat-footed 18; Base Atk/Grp: +6/+6; Atk +9 melee (2, bite) or +9 ranged touch (1d4 acid plus blindness); Full Atk +9 melee (2, 6 bites) and +9 ranged touch (1d4 acid plus blindness); SA Blood drain, gibbering, ground manipulation, improved grab, sneak attack +2d6, spittle, swallow whole; SQ Amorphous, damage reduction 5/bludgeoning, darkvision 60 ft., evasion, trapfinding, trap sense +1, uncanny dodge; AL CE; SV Fort +8, Ref +7, Will +7; Str 12, Dex 17, Con 22, Int 8, Wis 10, Cha 16.

Skills and Feats: Bluff +12, Intimidate +12, Listen +3, Perform (sing) +14, Speak Common, Spot +8, Swim +9; Ability Focus (gibbering), Ability Focus (spittle), Lightning Reflexes, Reverberation*, Weapon Finesse.

Blood Drain (Ex): A swallowed opponent automatically takes 1d4 points of Constitution damage each round.

Gibbering (Su): As soon as a moulder spots something edible, it begins a constant gibbering as a free action. All creatures (other than moulthers) within a 60-foot spread must succeed on a DC 19 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering moulder's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su): At will, as a standard action, a gibbering moulder can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the moulder in that area must take a move-equivalent action to avoid becoming mired (treat as pinned).

Improved Grab (Ex): To use this ability, a gibbering moulder must hit a Medium or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Spittle (Ex): As a free action every round, a gibbering moulder can fire a stream of spittle at one opponent within 30 feet. The moulder makes a ranged touch attack; if it hits, it deals 1d4 points of acid damage, and the target must succeed on a DC 20 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

Swallow Whole (Ex): A gibbering moulder can attempt to swallow a grappled opponent of Medium or smaller size by making a successful grapple check. (The gibbering moulder doesn't actually "swallow" the opponent – it engulfs the victim within its amorphous form – but the effect is essentially the same.) Once the victim is inside, the gibbering moulder can use its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering moulder (AC 21). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A gibbering moulder's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

Amorphous (Ex): A gibbering moulder is not subject to extra damage from critical hits. It cannot be flanked.

Note: The above text for the gibbering moulder is taken from *Lords of Madness*, and incorporates errata for that creature.

AREA 6

☛ **Grell Hunters (2):** Grell Rog4; CR 7; Medium Aberration; HD 5d8+20 + 4d6+16; hp 66, 69; Init +9; Spd 5 ft., fly 30 ft. (perfect); AC 19 (+5 Dex, +4 natural), touch 15, flat-footed 19; Base Atk/Grp: +6/+18; Atk +11 melee (1d4+2 plus paralyzation, tentacle); Full Atk +11 melee (1d4+2 plus paralyzation, 10 tentacles) and +6 melee (1d6+1, bite); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+2, expert grappler, improved

grab, paralysis, sneak attack +2d6; SQ Blindsight 60 ft., evasion, flight, immunity to electricity, immunity to paralyzation, sightless, trapfinding, trap sense +1, uncanny dodge; AL NE; SV Fort +6, Ref +10, Will +6; Str 15, Dex 20, Con 18, Int 10, Wis 12, Cha 8.

Skills and Feats: Hide +19, Listen +7, Move Silently +19, Speak Grell, Spot +7, Tumble +17; Ability Focus (paralysis), Flyby Attack, Improved Initiative, Weapon Finesse.

Possessions: *Potion of invisibility*.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+2 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 14 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 17 Fortitude save to avoid paralysis, instead of four DC 14 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 7

☛ **Grell Patriarch:** Advanced grell Wiz8; CR 10; Medium Aberration; HD 10d8+40 + 8d4+32; hp 142; Init +3; Spd 5 ft., fly 30 ft. (perfect); AC 17 (+3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +11/+21; Atk +14 melee (1d4 plus paralyzation, tentacle) or +14 ranged touch (3d6

electricity, *lightning lance*); Full Atk +14 melee (1d4 plus paralyzation, 10 tentacles) and +9 melee (1d6, bite) or +14 ranged touch (3d6 electricity, *lightning lance*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6, expert grappler, improved grab, paralysis, spells; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +9, Ref +7, Will +13; Str 10, Dex 16, Con 18, Int 20, Wis 10, Cha 13.

Skills and Feats: Concentration +26, Hide +12, Knowledge (arcana) +26, Listen +4, Move Silently +12, Speak Common, Speak Draconic, Speak Grell, Speak Orcish, Speak Undercommon, Spellcraft +26, Spot +7; Ability Focus (paralysis), Energy Substitution (electricity)*, Flyby Attack, Grell Alchemy, Scribe Scroll, Spell Focus (evocation), Sudden Empower Spell*, Sudden Maximize Spell*, Weapon Finesse.

Spells Prepared (4/6/4/4/3; DC = 15 + spell level, evocation spells DC = 16 + spell level): o—energy substitution (electricity) *acid splash*, *detect magic*, energy substitution (electricity) *ray of frost*, *read magic*; 1st—*mage armor*, *magic missile* (3), *obscuring mist*, *shield*; 2nd—energy substitution (electricity) *fireburst**, *fog cloud*, *mirror image*, energy substitution (electricity) *scorching ray*; 3rd—*displacement*, energy substitution (electricity) *fireball* (2), *lightning bolt*; 4th—energy substitution (electricity) *blast of flame**, *Evard's black tentacles*, *solid fog*.

Possessions: *Lightning lance*, *amulet of intellect* +2*.

Constrict (Ex): On a successful grapple check, a grell deals 1d6 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and

vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

➤ **Grell Defenders (2):** Advanced grell Mnk1; CR 5; Medium Aberration; HD 9d8+45 + 1d8+5; hp 98, 102; Init +4; Spd 5 ft., fly 30 ft. (perfect); AC 19 (+4 Dex, +4 natural, +1 *bracers of armor* +1), touch 14, flat-footed 15; Base Atk/Grp: +6/+22; Atk +11 melee (1d4+2 plus paralyzation, tentacle); Full Atk +11 melee (1d4+2 plus paralyzation, 10 tentacles) and +5 melee (1d6+1, bite); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+2, expert grappler, flurry of blows, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL LE; SV Fort +10, Ref +9, Will +8; Str 15, Dex 18, Con 20, Int 10, Wis 12, Cha 8.

Skills and Feats: Hide +11, Listen +10, Move Silently +11, Speak Grell, Spot +10; Ability Focus (paralysis), Flyby Attack, Improved Grapple, Improved Unarmed Strike, Weapon Finesse, Weapon Focus (tentacle).

Possessions: *Bracers of armor* +1.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+2 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 8

☛ **Gauth Sorcerer:** Advanced gauth Sor2; CR 8; Medium Aberration; HD 9d8+45 + 2d4+10; hp 101; Init +7; Spd 5 ft., fly 20 ft. (good); AC 20 (+3 Dex, +7 natural), touch 13, flat-footed 17; Base Atk/Grp: +7/+7; Atk +10 ranged touch (see below, eye rays) and +2 melee (1d6, bite); Full Atk +10 ranged touch (see below, eye rays) and +2 melee (1d6, bite); SA Eye rays, spells, stunning gaze; SQ All-around vision, darkvision 60 ft., flight; AL NE; SV Fort +9, Ref +7, Will +13; Str 10, Dex 17, Con 20, Int 14, Wis 12, Cha 18.

Skills and Feats: Concentration +9, Hide +16, Knowledge (arcana) +15, Listen +3, Search +19, Spellcraft +6, Speak Beholder, Speak Common, Spot +20, Survival +1 (+3 following tracks); Alertness, Eschew Materials, Flyby Attack, Improved Initiative, Iron Will.

Spells Known (6/5; DC = 14 + spell level): o—*acid splash, detect magic, mage hand, ray of frost, read magic*; 1st—*grease, ray of enfeeblement*.

Eye Rays (Su): Each of a gauth's small eyes can produce a magical ray once per round as a free action. During a single round, a gauth can aim only two eye rays at targets in any one 90-degree arc (up, forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs, or not at all. A gauth can tilt and pan its body each round to change which rays it can bring to bear in any given arc.

Each of a gauth's six eye rays resembles a spell cast by an 8th-level caster. Each eye ray has a range of 100 feet and a save DC of 18. The save DCs are Charisma-based. The six eye rays include:

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates). Gauths like to use this ray against warriors and other physically powerful creatures.

Inflict Moderate Wounds: This works like the spell, causing 2d8+8 points of damage (Will half).

Dispel Magic: This works like the targeted dispel function of the spell. The gauth's dispel check is 1d20+8.

Scorching Ray: This works like the spell, dealing 4d6 points of fire damage (no save). A gauth creates only one fiery ray per use of this ability.

Paralysis: The target must succeed on a Fortitude save or be paralyzed for 2d10 minutes.

Exhaustion: This works like the spell *ray of exhaustion* (no save).

Stunning Gaze (Su): Stun for 1 round, 30 feet, Will DC 18 negates. The save DC is Charisma-based. Any creature meeting the gaze of the gauth's central eye is subject to its stunning gaze attack. Since the gauth can use its eye rays as a free action, the creature can use a standard action to focus its stunning gaze on an opponent and attack with all eye rays that bear on its foes at the same time.

All-Around Vision (Ex): Gauths are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus on Spot and Search checks, and they can't be flanked.

Flight (Ex): A gauth's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

AREA 9

☛ **Grell Protector:** Advanced grell Drd2; CR 5; Medium Aberration; HD 9d8+45 + 2d8+10; hp 108; Init +3; Spd 5 ft., fly 30 ft. (perfect); AC 17 (+3 Dex, +4 natural), touch 14, flat-footed 15; Base Atk/Grp: +7/+19; Atk +10 melee (1d4+2 plus paralyzation, tentacle) or +10 ranged touch (3d6 electricity, *lightning lance*); Full Atk +10 melee (1d4+2 plus paralyzation, 10 tentacles) and +5 melee (1d6+1, bite), or or +10 ranged touch (3d6 electricity, *lightning lance*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+2, expert grappler, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, nature sense, sightless, wild empathy, woodland stride; AL NE; SV Fort +11, Ref +6, Will +10; Str 15, Dex 17, Con 20, Int 10, Wis 14, Cha 8.

Skills and Feats: Concentration +9, Heal +6, Hide +8, Listen +9, Move Silently +8, Speak Grell, Spot +9; Ability Focus (paralysis), Eschew Materials, Flyby Attack, Weapon Finesse.

Possessions: *Lightning lance*.*

Spells Prepared (4/3; DC = 12 + spell level): o—*cure minor wounds* (2), *guidance, resistance*; 1st—*cure light wounds, obscuring mist, produce flame*.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+2 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a -4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

➤ **Grell Juveniles (2):** CR 2; Small Aberration; HD 2d8; hp 9, 10; Init +2; Spd 5 ft., fly 30 ft. (perfect); AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; Base Atk/Grp: +1/+6; Atk +4 melee (1d3-1 plus paralyzation, tentacle); Full Atk +4 melee (1d3-1 plus paralyzation, 10 tentacles); SA Constrict 1d4-1, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +0, Ref +2, Will +3; Str 8, Dex 15, Con 10, Int 8, Wis 11, Cha 9.

Skills and Feats: Hide +14, Listen +2, Move Silently +4, Speak Grell; Weapon Finesse.

Constrict (Ex): On a successful grapple check, a juvenile grell deals 1d4-1 points of damage.

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

Paralysis (Ex): A juvenile grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a juvenile grell's tentacle must make a DC 7 Fortitude save or be paralyzed for 1d4+1 rounds. The save DC is Constitution-based and includes a -4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a juvenile grell's tentacle attacks must succeed on a single DC 10 Fortitude save to avoid paralysis, instead of four DC 7 saving throws.

Blindsight (Ex): A juvenile grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The juvenile grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A juvenile grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the juvenile grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A juvenile grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

➤ **Grell Hatchlings (3):** CR 1/3; Tiny Aberration; HD 1d8-1; hp 3, 4, 5; Init +2; Spd 5 ft., fly 20 ft. (perfect); AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; Base Atk/Grp: +0/-12; Atk +4 melee (1 plus paralyzation, tentacle); Full Atk +4 melee (1 plus paralyzation, tentacle); SA Paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL N; SV Fort -1, Ref +2, Will +2; Str 2, Dex 15, Con 8, Int 2, Wis 11, Cha 7.

Skills and Feats: Hide +14, Listen +2, Move Silently +4; Weapon Finesse.

Paralysis (Ex): A hatchling grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a hatchling grell's tentacle must make a DC 5 Fortitude save or be paralyzed for 1d4 rounds. The save DC is Constitution-based and includes a -4 racial penalty.

Blindsight (Ex): A hatchling grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The hatchling grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A hatchling grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 20 feet (perfect maneuverability). This buoyancy also grants the hatchling grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A hatchling grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 10

➤ **Xalius, Cult Leader:** Male human warlock 9; Medium Humanoid (human); HD 9d6+20; hp 58; Init +2; Spd 30 ft.; AC 18 (+2 Dex, +1 natural, +1 deflection, +4 *+1 studded leather armor*), touch 12, flat-footed 14; Base Atk/Grp: +6/+6; Atk +7 melee (1d4, masterwork spiked gauntlet); Full Atk +7/+2 melee (1d4, masterwork spiked gauntlet); SA *Eldritch blast* 5d6, invocations; SQ Deceive item, *detect magic*, damage reduction 2/cold iron,

fiendish resilience 1; AL CE; SV Fort +5, Ref +6, Will +9; Str 10, Dex 14, Con 12, Int 14, Wis 10, Cha 17.

Skills and Feats: Bluff +15, Concentration +13, Intimidate +9, Knowledge (arcana) +3, Knowledge (the planes) +14, Knowledge (religion) +3, Speak Abyssal, Speak Common, Speak Draconic, Spellcraft +6, Use Magic Device +15; Empower Spell-Like Ability (*eldritch blast*), Maximize Spell-Like Ability (*eldritch blast*)*, Improved Toughness*, Iron Will, Leadership.

Possessions: +1 studded leather armor; masterwork spiked gauntlet, *headband of conscious effort**, *amulet of natural armor* +1, *ring of protection* +1, *cloak of protection* +1, *wand of mirror image* (5 charges remaining), *scroll of false life*, *scroll of shield*, *scroll of web*, 2 *potions of cure moderate wounds*, 3 *potions of lesser restoration*, *Demonomicon of Iggwilv*.

Invocations Known (5; DC = 13 + invocation level): Least—*beguiling influence*, *dark one's own luck*, *see the unseen*; Lesser—*fell flight*, *voidsense*. *All invocations are detailed in Appendix 4.

Invocations: A warlock does not prepare or cast spells as other wielders of arcane magic do. Instead, he possesses a repertoire of attacks, defenses, and abilities known as invocations that require him to focus the wild energy that suffuses his soul. A warlock can use any invocation he knows at will, with the following qualifications:

A warlock's invocations are spell-like abilities; using an invocation is therefore a standard action that provokes attacks of opportunity. An invocation can be disrupted, just as a spell can be ruined during casting. A warlock is entitled to a Concentration check to successfully use an invocation if he is hit by an attack while invoking, just as a spellcaster would be. A warlock can choose to use an invocation defensively, by making a successful Concentration check, to avoid provoking attacks of opportunity. A warlock's invocations are subject to spell resistance unless an invocation's description specifically states otherwise. A warlock's caster level with his invocations is equal to his warlock level.

The save DC for an invocation (if it allows a save) is 10 + equivalent spell level + the warlock's Charisma modifier. Since spell-like abilities are not actually spells, a warlock cannot benefit from the Spell Focus feat. He can, however, benefit from the Ability Focus feat (see page 303 of the *Monster Manual*), as well as from feats that emulate metamagic effects for spell-like abilities, such as Quicken Spell-Like Ability and Empower Spell-Like Ability (see pages 303 and 304 of the *Monster Manual*).

The four grades of invocations, in order of their relative power, are least, lesser, greater, and dark. A warlock begins with knowledge of one invocation, which must be of the lowest grade (least). As a warlock gains levels, he learns new invocations, as described in *Complete Arcane*.

At any level when a warlock learns a new invocation, he can also replace an invocation he already knows with another invocation of the same or a lower grade. At 6th level, a warlock can replace a least invocation he knows with a different least invocation (in addition to learning a

new invocation, which could be either least or lesser). At 11th level, a warlock can replace a least or lesser invocation he knows with another invocation of the same or a lower grade (in addition to learning a new invocation, which could be least, lesser, or greater). At 16th level, a warlock can replace a least, lesser, or greater invocation he knows with another invocation of the same or a lower grade (in addition to learning a new invocation, which could be least, lesser, greater, or dark).

Finally, unlike other spell-like abilities, invocations are subject to arcane spell failure chance (warlocks do not suffer arcane spell failure when wearing light armor).

Eldritch Blast (Sp): The first ability a warlock learns is *eldritch blast*. A warlock attacks his foes with *eldritch blast* power, using baleful magical energy to deal damage and sometimes impart other debilitating effects.

An *eldritch blast* is a ray with a range of 60 feet. It is a ranged touch attack that affects a single target, allowing no saving throw. An *eldritch blast* deals 1d6 points of damage at 1st level and increases in power as the warlock rises in level. An *eldritch blast* is the equivalent of a spell whose level is equal to one-half the warlock's class level (round down), with a minimum spell level of 1st and a maximum of 9th when a warlock reaches 18th level or higher.

An *eldritch blast* is subject to spell resistance, although the Spell Penetration feat and other effects that improve caster level checks to overcome spell resistance also apply to *eldritch blast*. An *eldritch blast* deals half damage to objects. Metamagic feats cannot improve a warlock's *eldritch blast* (because it is a spell-like ability, not a spell). However, the feat Ability Focus (*eldritch blast*) increases the DC for all saving throws (if any) associated with a warlock's *eldritch blast* by 2. See page 303 of the *Monster Manual*.

Detect Magic (Sp): Beginning at 2nd level, a warlock can use *detect magic* as the spell at will. His caster level equals his class level.

Damage Reduction (Su): Fortified by the supernatural power flowing in his body, a warlock becomes resistant to physical attacks at 3rd level and above, gaining damage reduction 1/cold iron. At 7th level and every four levels thereafter, a warlock's damage reduction improves.

Deceive Item (Ex): At 4th level and higher, a warlock has the ability to more easily commandeer magic items made for the use of other characters. When making a Use Magic Device check, a warlock can take 10 even if distracted or threatened.

Fiendish Resilience (Su): Beginning at 8th level, a warlock knows the trick of fiendish resilience. Once per day, as a free action, he can enter a state that lasts for 2 minutes. While in this state, the warlock gains fast healing 1.

☛ **Iaak Zsali:** Tsochar Sor6; CR 8; Small Aberration; HD 4d8+20 + 6d4+30; hp 87; Init +5; Spd 20 ft., climb 20 ft.; AC 20 (+1 size, +5 Dex, +4 natural), touch 16, flat-footed 15; Base Atk/Grp: +6/+6; Atk +11 melee (1d4, tentacle); Full Atk +11 melee (1d4, 4 tentacles); Space/Reach 5

ft./10 ft.; SA Constrict 2d4, improved grab, poison, take spells, wear flesh; SQ Damage reduction 5/adamantine, darkvision 60 ft., resistance to cold 5, spell resistance 14, telepathy 100 ft.; AL CE; SV Fort +8, Ref +8, Will +14; Str 10, Dex 21, Con 20, Int 14, Wis 16, Cha 18.

Skills and Feats: Bluff +8, Climb +11, Concentration +12, Hide +13, Knowledge (arcana) +6, Knowledge (dungeoneering) +6, Move Silently +9, Sense Motive +7, Speak Tsochari, Spellcraft +9, Spot +7, Use Magic Device +15; Combat Reflexes, Empower Spell, Eschew Materials, Iron Will, Weapon Finesse.

Spells Known (6/7/6/4; DC = 14 + spell level):
o—*acid splash, detect magic, ghost sound, mage hand, ray of frost, read magic, touch of fatigue*; 1st—*charm person, color spray, magic missile, protection from good*; 2nd—*glitterdust, whispercast**; 3rd—*bands of steel**.

Constrict (Ex): A tsochar deals 2d4 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

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

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures, constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a *remove disease* or *dispel evil* spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which

automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 21 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage (lessened by 5 because of the tsochar's resistance to cold).

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 17 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochar are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in places of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 17 Fortitude save reduces this damage by half. Naturally, tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

☛ **Malgor, Cohort of Xalius:** Male half-elf Ftr7; Medium Humanoid (human); HD 7d10+21; hp 65; Init +5; Spd 20 ft.; AC 20 (+1 Dex, +6 +1 *breastplate*, +3 +1 *heavy shield*), touch 11, flat-footed 19; Base Atk/Grp: +7/+10; Atk +12 melee (1d8+6/crit 19-20, +1 *longsword*) or +8 ranged (1d8+3/crit x3, composite longbow [+3 Str]); Full Atk +12/+7 melee (1d8+6/crit 19-20, +1 *longsword*) or +8 ranged (1d8+3/crit x3, composite longbow [+3 Str]); SQ

Half-elf traits, low-light vision; AL CE; SV Fort +8, Ref +4, Will +3; Str 16, Dex 12, Con 14, Int 10, Wis 8, Cha 13.

Skills and Feats: Hide +2, Intimidate +7, Knowledge (religion) +2, Speak Common, Speak Elven; Cleave, Improved Initiative, Improved Sunder, Improved Toughness*, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 longsword, +1 breastplate, +1 heavy steel shield, cloak of resistance +1, potion of blur, potion of cure moderate wounds, composite longbow (+3 Str), 30 arrows, dagger, backpack with rations and traveling gear.

☛ **Cultists of Graz'zt (4):** Male and female human War3; Medium Humanoid (human); HD 3d8+6; hp 18, 19, 20, 21; Init +0; Spd 30 ft.; AC 13 (+3 studded leather armor), touch 10, flat-footed 13; Base Atk/Grp: +3/+4; Atk +4 melee (1d8+1/crit x3, longspear), or +4 melee (1d8+1, flail), or +3 ranged (1d8/crit x3, longbow); Full Atk +4 melee (1d8+1/crit x3, longspear), or +4 melee (1d8+1, flail), or +3 ranged (1d8/crit x3, longbow); AL CE; SV Fort +6, Ref +3, Will +0; Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Craft (various) +6, Knowledge (religion) +1, Intimidate +3, Profession (various) +5, Speak Common; Great Fortitude, Lightning Reflexes, Toughness.

Possessions: Longspear, flail, longbow, 20 arrows, potion of cure light wounds, backpack with rations and traveling gear.

APPENDIX 3 – APL 10

*Denotes new rules item found in Appendix 4.

AREA 1

➤ **Grimlock Guards (3):** Male grimlock Bbn6; CR 7; Medium Monstrous Humanoid; HD 2d8+6 + 6d12+18; hp 80, 82, 84; Init +3; Spd 40 ft.; AC 21 (+3 Dex, +4 natural, +4 *+1 bone armor*), touch 13, flat-footed 21; Base Atk/Grp: +8/+13; Atk +13 melee (1d8+7/crit 19-20/x3, battle axe); Full Atk +13/+8 melee (1d8+7/crit 19-20/x3, battle axe); SA Rage 2/day; SQ Blindsight 40 ft., fast movement, illiteracy, immunities, improved uncanny dodge, scent, trap sense +2, uncanny dodge; AL NE; SV Fort +7, Ref +6, Will +4; Str 20, Dex 16, Con 16, Int 10, Wis 10, Cha 4.

Skills and Feats: Climb +9, Hide +3 (+13 in mountains or underground), Listen +10, Speak Common, Speak Grimlock, Spot +4; Alertness, Cleave, Improved Critical (battle axe), Power Attack, Track.

Possessions: *+1 bone armor**, stone battle axe, stone dagger. One grimlock guard carries a *+1 thundering dwarvencraft warhammer* instead of a stone battle axe (+1 to hit and damage, bludgeoning, thundering properties); he has Improved Critical (warhammer) instead of Improved Critical (battle axe) as a feat.

Blindsight (Ex): Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Immunities: Grimlocks are immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 2

➤ **Myconid Elder Workers (3):** CR 2; Medium Plant; HD 3d8+6; hp 19, 20, 21; Init +1; Spd 20 ft.; AC 12 (+1 Dex, +1 natural), touch 11, flat-footed 11; Base Atk/Grp: +1/+2; Atk +3 melee (1d6+1, slam); Full Atk +3 melee (1d6+1, 2 slams); SQ Plant traits, spores; AL LN; SV Fort +4, Ref +2, Will +3; Str 12, Dex 13, Con 13, Int 10, Wis 15, Cha 14.

Skills and Feats: Knowledge (nature) +3, Listen +4, Profession (farmer) +6, Sense Motive +4, Spot +4, Survival +5; Alertness, Toughness.

Spores (Ex): As a standard action, a myconid can release a cloud of spores. These spores come in several different varieties, as described below. As it enters each new stage of life (increasing its Hit Dice by 1), a myconid gains a new variety of spore but does not lose access to the previous varieties. Each type of spore can be used a number of times per day equal to the myconid's Hit Dice. A 3-HD myconid, for example, has the first three spores

(distress, reproduction, and rapport), and it can use each variety three times per day. Spores can be released either in a 120-foot spread or as a 40-foot ray against a single target, as noted in the individual spore description.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on nonmyconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. A successful Fortitude saving throw (DC 12) negates the effect, but it is harmless. Rapport lasts for 30 to 60 minutes with outsiders, but for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. Regardless of the release area, the communication range is 120 feet once rapport is established.

Possessions: Between the three elder workers are three potions (caster level 6) – *cure moderate wounds*, *delay poison*, and *remove paralysis*.

➤ **Myconid Guards (3):** CR 3; Medium Plant; HD 4d8+8; hp 26, 27, 28; Init +1; Spd 20 ft.; AC 12 (+1 Dex, +1 natural), touch 11, flat-footed 11; Base Atk/Grp: +1/+2; Atk +5 melee (1d6+2, slam) or +6 ranged touch (see below, spores); Full Atk +5 melee (1d6+2, 2 slams) or +6 ranged touch (see below, spores); SA Spores; SQ Plant traits, spores; AL LN; SV Fort +6, Ref +2, Will +3; Str 14, Dex 12, Con 15, Int 11, Wis 15, Cha 14.

Skills and Feats: Intimidate +5, Knowledge (nature) +3, Listen +4, Profession (farmer) +6, Sense Motive +4, Spot +4, Survival +4; Alertness, Weapon Focus (spores).

Spores (Ex): As a standard action, a myconid can release a cloud of spores. These spores come in several different varieties, as described below. As it enters each new stage of life (increasing its Hit Dice by 1), a myconid gains a new variety of spore but does not lose access to the previous varieties. Each type of spore can be used a number of times per day equal to the myconid's Hit Dice. A 3-HD myconid, for example, has the first three spores (distress, reproduction, and rapport), and it can use each variety three times per day. Spores can be released either in a 120-foot spread or as a 40-foot ray against a single target, as noted in the individual spore description.

Distress: These spores alert all other myconids within the area that danger is near. They are released in a 120-foot spread.

Reproduction: These spores eventually germinate into new infant myconids. They are released as a 120-foot spread and have no detrimental effects on nonmyconids.

Rapport: Myconids do not speak, but these spores enable them to establish telepathic communication with each other and with outsiders. A successful Fortitude saving throw (DC 14) negates the effect, but it is harmless. Rapport lasts for 30 to 60 minutes with

outsiders, but for 8 hours with other myconids. Rapport spores can be released as either a 120-foot spread or a 40-foot ray. Regardless of the release area, the communication range is 120 feet once rapport is established. The save DC is Constitution-based.

Pacification: These spores are released as a 40-foot ray. The target must make a Fortitude save (DC 14) or become passive for 1 minute. Being passive is similar to being dazed, except that the target can take either one standard action or move action per round that doesn't involve attacking. This is a mind-affecting compulsion effect. The save DC is Constitution-based.

Possessions: Between the three guards are three potions (caster level 6) – *bear's endurance*, *bull's strength*, and *cure moderate wounds*.

AREA 3

☛ **Deathlock Spellcasters (2):** Deathlock Sor6; CR 7; Medium Undead; HD 3d12 + 6d4; hp 37, 40; Init +8; Spd 30 ft.; AC 15 (+4 Dex, +1 natural), touch 14, flat-footed 11; Base Atk/Grp: +4/+4; Atk +4 melee (1d4, bite); Full Atk +4 melee (1d4, bite); SA Spell-like abilities, spells; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL NE; SV Fort +3, Ref +9, Will +10; Str 10, Dex 18, Con -, Int 18, Wis 14, Cha 20.

Skills and Feats: Bluff +14, Concentration +15, Hide +10, Knowledge (arcana) +16, Listen +13, Speak Abyssal, Speak Common, Speak Draconic, Speak Elven, Speak Goblin, Spellcraft +16, Spot +14; Alertness, Empower Spell, Lightning Reflexes, Improved Initiative.

Spells Known (6/8/6/4; DC = 15 + spell level):
○—*acid splash*, *daze*, *disrupt undead*, *ghost sound*, *mage hand*, *ray of frost*, *touch of fatigue*; 1st—*color spray*, *mage armor*, *magic missile*, *ray of enfeeblement*; 2nd—*blindness/deafness*, *invisibility*; 3rd—*hold person*.

Spell-Like Abilities: At will—*detect magic*, *inflict minor wounds* (DC 15), *read magic*; 3/day—*cause fear* (DC 16), *magic missile*, *summon monster I*; 2/day—*death knell* (DC 17), *ghoul glyph** (DC 17). Caster level equals the deathlock's HD. The save DCs are Charisma-based.

☛ **Ghast Brutes (2):** Ghast Ftr4; CR 7; Medium Undead; HD 4d12+3 + 4d10; hp 57, 62; Init +5; Spd 30 ft.; AC 19 (+5 Dex, +4 natural), touch 15, flat-footed 14; Base Atk/Grp: +6/+12; Atk +13 melee (1d8+8 plus paralysis, bite); Full Atk +13 melee (1d8+8 plus paralysis, bite) and +12 melee (1d4+3 plus paralysis, 2 claws); SA Ghoul fever, paralysis, stench; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL CE; SV Fort +4, Ref +7, Will +8; Str 22, Dex 20, Con -, Int 12, Wis 16, Cha 19.

Skills and Feats: Balance +9, Climb +14, Hide +10, Jump +16, Move Silently +10, Speak Common, Speak Goblin, Spot +11; Dodge, Mobility, Multiattack, Toughness, Weapon Focus (bite), Weapon Specialization (bite).

Ghoul Fever (Su): Disease—bite, Fortitude DC 16, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

Paralysis (Ex): Those hit by a ghast's bite or claw attack must succeed on a DC 16 Fortitude save or be paralyzed for 1d4+1 rounds. Even elves can be affected by this paralysis. The save DC is Charisma-based.

Stench (Ex): The stink of death and corruption surrounding these creatures is overwhelming. Living creatures within 10 feet must succeed on a DC 16 Fortitude save or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the same ghast's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

AREA 4

☛ **Advanced Dracolisk:** CR 12; Large Magical Beast; HD 24d10+96; hp 228; Init +0; Spd 20 ft., fly 30 ft. (poor), swim 20 ft.; AC 21 (-1 size, +12 natural), touch 9, flat-footed 19; Base Atk/Grp: +24/+34; Atk +29 melee (2d6+5, bite); Full Atk +29 melee (2d6+5, bite) and +25 melee (1d8+2, 4 claws); SA Breath weapon, petrifying gaze; SQ Blindsight 60 ft., darkvision 60 ft., immunity to acid, low-light vision, water breathing; AL LE; SV Fort +18, Ref +14, Will +9; Str 20, Dex 10, Con 18, Int 8, Wis 12, Cha 14.

Skills and Feats: Listen +10, Speak Draconic, Spot +10, Swim +22; Ability Focus (breath weapon), Alertness, Blind-Fight, Great Fortitude, Improved Natural Armor (x2), Improved Natural Attack (bite), Multiattack, Power Attack.

Breath Weapon (Su): 40-ft. line, once every 1d4 rounds, damage 8d6 acid, Reflex DC 28 half; effective both on the surface and underwater. The save DC is Constitution-based.

Petrifying Gaze (Su): Turn to stone permanently, range 30 feet, Fortitude DC 24 negates. The save DC is Charisma-based.

Water Breathing (Ex): A dracolisk can breathe underwater indefinitely and can freely use its breath weapon and petrifying gaze while submerged.

AREA 5

☛ **Gibbering Wailer:** Gibbering moulder Rog4/siren 3; CR 10; Medium Aberration; HD 4d8+24 + 4d6+24 + 3d4+18; hp 111; Init +3; Spd 10 ft., swim 20 ft.; AC 21 (+3 Dex, +8 natural), touch 13, flat-footed 18; Base Atk/Grp: +7/+7; Atk +10 melee (2, bite) or +10 ranged touch (1d4 acid plus blindness); Full Atk +10 melee (2, 6 bites) and +10 ranged touch (1d4 acid plus blindness); SA Blood drain, gibbering, ground manipulation, improved grab, sneak attack +2d6, spittle, swallow whole; SQ Amorphous, damage reduction 5/bludgeoning, darkvision 60 ft., evasion, trapfinding, trap sense +1,

uncanny dodge; AL CE; SV Fort +9, Ref +8, Will +8; Str 12, Dex 17, Con 22, Int 8, Wis 10, Cha 18.

Skills and Feats: Bluff +15, Intimidate +15, Listen +3, Perform (sing) +17, Speak Common, Spot +8, Swim +9; Ability Focus (gibbering), Ability Focus (spittle), Lightning Reflexes, Reverberation, Weapon Finesse.

Blood Drain (Ex): A swallowed opponent automatically takes 1d4 points of Constitution damage each round.

Gibbering (Su): As soon as a mouter spots something edible, it begins a constant gibbering as a free action. All creatures (other than mouters) within a 60-foot spread must succeed on a DC 20 Will save or be affected as though by a *confusion* spell for 1d2 rounds. This is a sonic mind-affecting compulsion effect. A creature that successfully saves cannot be affected by the same gibbering mouter's gibbering for 24 hours. The save DC is Charisma-based.

Ground Manipulation (Su): At will, as a standard action, a gibbering mouter can cause stone and earth in all adjacent squares to become a morass akin to quicksand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Anyone other than the mouter in that area must take a move-equivalent action to avoid becoming mired (treat as pinned).

Improved Grab (Ex): To use this ability, a gibbering mouter must hit a Medium or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Song of Despair (Su): At 2nd level, a siren begins to enhance its already formidable sonic abilities with additional effects. Once per day, it can overlay a despair effect on its sonic attack identical to that of a *crushing despair* spell. Those affected by the sonic attack make their saving throws for that attack before resolving the despair effect. The Will save DC to resist this effect is 19. The despair effect lasts 3 rounds.

Spittle (Ex): As a free action every round, a gibbering mouter can fire a stream of spittle at one opponent within 30 feet. The mouter makes a ranged touch attack; if it hits, it deals 1d4 points of acid damage, and the target must succeed on a DC 20 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

Swallow Whole (Ex): A gibbering mouter can attempt to swallow a grappled opponent of Medium or smaller size by making a successful grapple check. (The gibbering mouter doesn't actually "swallow" the opponent – it engulfs the victim within its amorphous form – but the effect is essentially the same.) Once the victim is inside, the gibbering mouter can use its blood drain ability. A swallowed creature can cut its way out by dealing 5 points of damage to the gibbering mouter (AC 21). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A gibbering mouter's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

Amorphous (Ex): A gibbering mouter is not subject to extra damage from critical hits. It cannot be flanked.

Note: The above text for the gibbering mouter is taken from *Lords of Madness*, and incorporates errata for that creature.

AREA 6

Grell Hunters (2): Advanced grell Rog5; CR 9; Medium Aberration; HD 9d8+36 + 5d6+20; hp 108, 111; Init +9; Spd 5 ft., fly 30 ft. (perfect); AC 19 (+5 Dex, +4 natural), touch 15, flat-footed 19; Base Atk/Grp: +10/+23; Atk +15 melee (1d4+3 plus paralyzation, tentacle); Full Atk +15 melee (1d4+3 plus paralyzation, 10 tentacles) and +10 melee (1d6+1, bite); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+3, expert grappler, improved grab, paralysis, sneak attack +3d6; SQ Blindsight 60 ft., evasion, flight, immunity to electricity, immunity to paralyzation, sightless, trapfinding, trap sense +1, uncanny dodge; AL NE; SV Fort +8, Ref +12, Will +8; Str 16, Dex 20, Con 18, Int 10, Wis 12, Cha 8.

Skills and Feats: Hide +24, Listen +8, Move Silently +24, Speak Grell, Spot +7, Tumble +22; Ability Focus (paralysis), Flyby Attack, Improved Initiative, Weapon Finesse.

Possessions: *Potion of invisibility*.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+3 points of damage.

Expert Grapppler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 16 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 19 Fortitude save to avoid paralysis, instead of four DC 16 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the

fly spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 7

➤ **Grell Patriarch:** Advanced grell Wiz10; CR 12; Medium Aberration; HD 10d8+40 + 10d4+40; hp 156; Init +3; Spd 5 ft., fly 30 ft. (perfect); AC 17 (+3 Dex, +4 natural), touch 13, flat-footed 14; Base Atk/Grp: +11/+21; Atk +14 melee (1d4 plus paralyzation, tentacle) or +14 ranged touch (3d6 electricity, *lightning lance*); Full Atk +14 melee (1d4 plus paralyzation, 10 tentacles) and +9 melee (1d6, bite) or +14 ranged touch (3d6 electricity, *lightning lance*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6, expert grappler, improved grab, paralysis, spells; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +10, Ref +8, Will +14; Str 10, Dex 16, Con 18, Int 20, Wis 10, Cha 14.

Skills and Feats: Concentration +26, Hide +12, Knowledge (arcana) +26, Listen +4, Move Silently +12, Speak Common, Speak Draconic, Speak Grell, Speak Orcish, Speak Undercommon, Spellcraft +26, Spot +7; Ability Focus (paralysis), Energy Substitution (electricity)*, Flyby Attack, Greater Spell Focus (evocation), Grell Alchemy, Scribe Scroll, Spell Focus (evocation), Sudden Empower Spell*, Sudden Maximize Spell*, Weapon Finesse.

Spells Prepared (4/6/5/4/4/3; DC = 15 + spell level, evocation spells DC = 17 + spell level): o—energy substitution (electricity) *acid splash*, *detect magic*, energy substitution (electricity) *ray of frost*, *read magic*; 1st—*mage armor*, *magic missile* (3), *obscuring mist*, *shield*; 2nd—energy substitution (electricity) *fireburst**, *fox's cunning*, *fog cloud*, *mirror image*, energy substitution (electricity) *scorching ray*; 3rd—*displacement*, energy substitution (electricity) *fireball* (2), *lightning bolt*; 4th—energy substitution (electricity) *blast of flame** (2), *burning blood**, *Evard's black tentacles*; 5th—*feeblemind*, energy substitution (electricity) *freezing fog**, *persistent image*.

Possessions: *Lightning lance*, *amulet of intellect* +2*.

Constrict (Ex): On a successful grapple check, a grell deals 1d6 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

Improved Grab (Ex): To use this ability, a grell must hit an opponent of its size or smaller with a tentacle attack. It can then attempt to start a grapple as a free

action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

➤ **Grell Defenders (2):** Advanced grell Mnk3; CR 7; Medium Aberration; HD 9d8+45 + 3d8+15; hp 118, 122; Init +4; Spd 5 ft., fly 40 ft. (perfect); AC 19 (+4 Dex, +4 natural, +1 *bracers of armor* +1), touch 14, flat-footed 15; Base Atk/Grp: +8/+25; Atk +15 melee (1d6+4/crit x3 plus paralyzation, *silverspear*); Full Atk +15 melee (1d6+4/crit x3 plus paralyzation, *silverspear*) and +13 melee (1d4+3 plus paralyzation, 9 tentacles) and +7 melee (1d6+1, bite); Space/Reach 5 ft./5 ft. (10 ft. with tentacles, 15 ft. with *silverspear*); SA Constrict 1d6+3, expert grappler, flurry of blows, improved grab, paralysis; SQ Blindsight 60 ft., evasion, flight, immunity to electricity, immunity to paralyzation, sightless, still mind; AL LE; SV Fort +11, Ref +10, Will +9; Str 16, Dex 18, Con 20, Int 10, Wis 12, Cha 8.

Skills and Feats: Hide +13, Listen +12, Move Silently +13, Speak Grell, Spot +12; Ability Focus (paralysis), Combat Reflexes, Deflect Arrows, Flyby Attack, Improved Grapple, Improved Unarmed Strike, Weapon Finesse, Weapon Focus (tentacle).

Possessions: *Bracers of armor* +1, *silverspear* (+2 *silver shortspear* that is specially made to allow the grell's paralysis attack; it also extends the reach of that attack to 15 ft.).

Constrict (Ex): On a successful grapple check, a grell deals 1d6+3 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –

20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a -4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 8

☛ **Gauth Sorcerer:** Advanced gauth Sor6; CR 10; Medium Aberration; HD 9d8+45 + 6d4+30; hp 133; Init +7; Spd 5 ft., fly 20 ft. (good); AC 21 (+4 Dex, +7 natural), touch 14, flat-footed 17; Base Atk/Grp: +9/+9; Atk +12 ranged touch (see below, eye rays) and +4 melee (1d6, bite); Full Atk +12 ranged touch (see below, eye rays) and +4 melee (1d6, bite); SA Eye rays, spells, stunning gaze; SQ All-around vision, darkvision 60 ft., flight; AL NE; SV Fort +10, Ref +9, Will +15; Str 10, Dex 18, Con 20, Int 14, Wis 12, Cha 18.

Skills and Feats: Concentration +17, Hide +16, Knowledge (arcana) +15, Listen +3, Search +19, Spellcraft +14, Speak Beholder, Speak Common, Spot +20, Survival +1 (+3 following tracks); Ability Focus (eye rays), Alertness, Agile Tyrant*, Eschew Materials, Flyby Attack, Improved Initiative, Iron Will.

Spells Known (6/7/6/4; DC = 14 + spell level):
o—acid splash, detect magic, disrupt undead, mage hand, message, ray of frost, read magic, resistance; 1st—grease,

mage armor, ray of enfeeblement, shield; 2nd—eagle's splendor, Melf's acid arrow; 3rd—summon monster III.

Eye Rays (Su): Each of a gauth's small eyes can produce a magical ray once per round as a free action. During a single round, a gauth can aim only three eye rays (normally two, but one more for the Agile Tyrant feat) at targets in any one 90-degree arc (up, forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs, or not at all. A gauth can tilt and pan its body each round to change which rays it can bring to bear in any given arc.

Each of a gauth's six eye rays resembles a spell cast by an 8th-level caster. Each eye ray has a range of 100 feet and a save DC of 20. The save DCs are Charisma-based. The six eye rays include:

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates). Gauths like to use this ray against warriors and other physically powerful creatures.

Inflict Moderate Wounds: This works like the spell, causing 2d8+8 points of damage (Will half).

Dispel Magic: This works like the targeted dispel function of the spell. The gauth's dispel check is 1d20+8.

Scorching Ray: This works like the spell, dealing 4d6 points of fire damage (no save). A gauth creates only one fiery ray per use of this ability.

Paralysis: The target must succeed on a Fortitude save or be paralyzed for 2d10 minutes.

Exhaustion: This works like the spell *ray of exhaustion* (no save).

Stunning Gaze (Su): Stun for 1 round, 30 feet, Will DC 20 negates. The save DC is Charisma-based. Any creature meeting the gaze of the gauth's central eye is subject to its stunning gaze attack. Since the gauth can use its eye rays as a free action, the creature can use a standard action to focus its stunning gaze on an opponent and attack with all eye rays that bear on its foes at the same time.

All-Around Vision (Ex): Gauths are exceptionally alert and circumspect. Their many eyes give them a +4 racial bonus on Spot and Search checks, and they can't be flanked.

Flight (Ex): A gauth's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

AREA 9

☛ **Grell Protector:** Advanced grell Drd7; CR 8; Medium Aberration; HD 9d8+45 + 7d8+35; hp 158; Init +4; Spd 5 ft., fly 30 ft. (perfect); AC 18 (+4 Dex, +4 natural), touch 14, flat-footed 15; Base Atk/Grp: +11/+24; Atk +15 melee (1d4+3 plus paralyzation, tentacle) or +15 ranged touch (3d6 electricity, *lightning lance*); Full Atk +15 melee (1d4+3 plus paralyzation, 10 tentacles) and +10 melee (1d6+1, bite), or +15 ranged touch (3d6 electricity, *lightning lance*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Constrict 1d6+3, expert grappler, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to

electricity, immunity to paralyzation, nature sense, sightless, wild empathy, wild shape 3/day, woodland stride; AL NE; SV Fort +13, Ref +9, Will +12; Str 16, Dex 18, Con 20, Int 10, Wis 14, Cha 8.

Skills and Feats: Concentration +18, Heal +15, Hide +9, Listen +10, Move Silently +9, Speak Grell, Spot +10; Ability Focus (paralysis), Eschew Materials, Flyby Attack, Weapon Finesse.

Spells Prepared (6/5/4/2/1; DC = 12 + spell level):
○—*cure minor wounds* (4), *guidance*, *resistance*;
1st—*calm animals*, *cure light wounds* (2), *obscuring mist*, *produce flame*; 2nd—*bear's endurance*, *fog cloud*, *resist energy*, *summon swarm*; 3rd—*dominate animal*, *spike growth*; 4th—*freedom of movement*.

Constrict (Ex): On a successful grapple check, a grell deals 1d6+3 points of damage.

Expert Grappler (Ex): A grell that chooses to grapple with one tentacle and remain ungrappled itself takes a –10 penalty on its grapple checks instead of the normal –20 penalty (see Improved Grab, page 310 of the *Monster Manual*, for details).

Grell other than hatchlings have a +10 racial bonus on grapple checks. (Paralyzed foes automatically lose grapple checks.)

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

Paralysis (Ex): A grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a grell's tentacle must make a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a grell's tentacle attacks must succeed on a single DC 20 Fortitude save to avoid paralysis, instead of four DC 17 saving throws.

Blindsight (Ex): A grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

☛ **Grell Juveniles (2):** CR 2; Small Aberration; HD 2d8; hp 9, 10; Init +2; Spd 5 ft., fly 30 ft. (perfect); AC 15 (+2

Dex, +3 natural), touch 12, flat-footed 13; Base Atk/Grp: +1/+6; Atk +4 melee (1d3-1 plus paralyzation, tentacle); Full Atk +4 melee (1d3-1 plus paralyzation, 10 tentacles); SA Constrict 1d4-1, improved grab, paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL NE; SV Fort +0, Ref +2, Will +3; Str 8, Dex 15, Con 10, Int 8, Wis 11, Cha 9.

Skills and Feats: Hide +14, Listen +2, Move Silently +4, Speak Grell; Weapon Finesse.

Constrict (Ex): On a successful grapple check, a juvenile grell deals 1d4+1 points of damage.

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

Paralysis (Ex): A juvenile grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a juvenile grell's tentacle must make a DC 7 Fortitude save or be paralyzed for 1d4+1 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hit in the same round. For example, a creature hit by four of a juvenile grell's tentacle attacks must succeed on a single DC 10 Fortitude save to avoid paralysis, instead of four DC 7 saving throws.

Blindsight (Ex): A juvenile grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The juvenile grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A juvenile grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 30 feet (perfect maneuverability). This buoyancy also grants the juvenile grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A juvenile grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

☛ **Grell Hatchlings (3):** CR 1/3; Tiny Aberration; HD 1d8-1; hp 3, 4, 5; Init +2; Spd 5 ft., fly 20 ft. (perfect); AC 15 (+2 Dex, +3 natural), touch 12, flat-footed 13; Base Atk/Grp: +0/-12; Atk +4 melee (1 plus paralyzation, tentacle); Full Atk +4 melee (1 plus paralyzation, tentacle); SA Paralysis; SQ Blindsight 60 ft., flight, immunity to electricity, immunity to paralyzation, sightless; AL N; SV Fort -1, Ref +2, Will +2; Str 2, Dex 15, Con 8, Int 2, Wis 11, Cha 7.

Skills and Feats: Hide +14, Listen +2, Move Silently +4; Weapon Finesse.

Paralysis (Ex): A hatchling grell's tentacles are lined with small spiny barbs, much like a squid's. Any creature hit by a hatchling grell's tentacle must make a DC 5 Fortitude save or be paralyzed for 1d4 rounds. The save DC is Constitution-based and includes a -4 racial penalty.

Blindsight (Ex): A hatchling grell is blind, but it maneuvers and fights as well as a sighted creature by using scent and vibration to ascertain its surroundings. This ability enables it to discern objects and creatures within 60 feet. The hatchling grell does not need to make Spot or Listen checks to notice creatures within range of its blindsight.

Flight (Ex): A hatchling grell's body is unusually buoyant. The creature continuously produces an effect like that of the *fly* spell, which it can use to move at a speed of 20 feet (perfect maneuverability). This buoyancy also grants the hatchling grell a permanent *feather fall* effect with personal range.

Sightless (Ex): A hatchling grell is immune to gaze attacks, visual effects, illusions, and other attack forms that rely on sight.

AREA 10

Xalrus, Cult Leader: Male human warlock 11; Medium Humanoid (human); HD 11d6+26; hp 72; Init +2; Spd 30 ft.; AC 18 (+2 Dex, +1 natural, +1 deflection, +4 *+1 studded leather armor*), touch 12, flat-footed 14; Base Atk/Grp: +8/+8; Atk +9 melee (1d4, masterwork spiked gauntlet); Full Atk +9/+3 melee (1d4, masterwork spiked gauntlet); SA *Eldritch blast* 7d6, invocations; SQ Deceive item, *detect magic*, damage reduction 3/cold iron, fiendish resilience 1, resistance to acid 5, resistance to fire 5; AL CE; SV Fort +5, Ref +6, Will +10; Str 10, Dex 14, Con 12, Int 14, Wis 10, Cha 17.

Skills and Feats: Bluff +17, Concentration +15, Intimidate +10, Knowledge (arcana) +3, Knowledge (the planes) +16, Knowledge (religion) +3, Speak Abyssal, Speak Common, Speak Draconic, Spellcraft +7, Use Magic Device +17; Empower Spell-Like Ability (*eldritch blast*), Maximize Spell-Like Ability (*eldritch blast*)*, Improved Toughness*, Iron Will, Leadership.

Possessions: *+1 studded leather armor*, masterwork spiked gauntlet, *headband of conscious effort**, *lesser chasuble of fell power**, *amulet of natural armor +1*, *ring of protection +1*, *cloak of protection +1*, *wand of mirror image* (5 charges remaining), *scroll of false life*, *scroll of shield*, *scroll of web*, *scroll of displacement*, 2 *potions of cure moderate wounds*, 3 *potions of lesser restoration*, *Demonomicon of Iggwilv*.

Invocations Known (7; DC = 13 + invocation level): Least—*beguiling influence*, *dark one's own luck*, *see the unseen*; Lesser—*eldritch chain*, *fell flight*, *voidsense*; Greater—*bewitching blast*. *All invocations are detailed in Appendix 4.

Invocations: A warlock does not prepare or cast spells as other wielders of arcane magic do. Instead, he possesses a repertoire of attacks, defenses, and abilities known as invocations that require him to focus the wild energy that suffuses his soul. A warlock can use any

invocation he knows at will, with the following qualifications:

A warlock's invocations are spell-like abilities; using an invocation is therefore a standard action that provokes attacks of opportunity. An invocation can be disrupted, just as a spell can be ruined during casting. A warlock is entitled to a Concentration check to successfully use an invocation if he is hit by an attack while invoking, just as a spellcaster would be. A warlock can choose to use an invocation defensively, by making a successful Concentration check, to avoid provoking attacks of opportunity. A warlock's invocations are subject to spell resistance unless an invocation's description specifically states otherwise. A warlock's caster level with his invocations is equal to his warlock level.

The save DC for an invocation (if it allows a save) is 10 + equivalent spell level + the warlock's Charisma modifier. Since spell-like abilities are not actually spells, a warlock cannot benefit from the Spell Focus feat. He can, however, benefit from the Ability Focus feat (see page 303 of the *Monster Manual*), as well as from feats that emulate metamagic effects for spell-like abilities, such as Quicken Spell-Like Ability and Empower Spell-Like Ability (see pages 303 and 304 of the *Monster Manual*).

The four grades of invocations, in order of their relative power, are least, lesser, greater, and dark. A warlock begins with knowledge of one invocation, which must be of the lowest grade (least). As a warlock gains levels, he learns new invocations, as described in *Complete Arcane*.

At any level when a warlock learns a new invocation, he can also replace an invocation he already knows with another invocation of the same or a lower grade. At 6th level, a warlock can replace a least invocation he knows with a different least invocation (in addition to learning a new invocation, which could be either least or lesser). At 11th level, a warlock can replace a least or lesser invocation he knows with another invocation of the same or a lower grade (in addition to learning a new invocation, which could be least, lesser, or greater). At 16th level, a warlock can replace a least, lesser, or greater invocation he knows with another invocation of the same or a lower grade (in addition to learning a new invocation, which could be least, lesser, greater, or dark).

Finally, unlike other spell-like abilities, invocations are subject to arcane spell failure chance (warlocks do not suffer arcane spell failure when wearing light armor).

Eldritch Blast (Sp): The first ability a warlock learns is *eldritch blast*. A warlock attacks his foes with eldritch power, using baleful magical energy to deal damage and sometimes impart other debilitating effects.

An *eldritch blast* is a ray with a range of 60 feet. It is a ranged touch attack that affects a single target, allowing no saving throw. An *eldritch blast* deals 1d6 points of damage at 1st level and increases in power as the warlock rises in level. An *eldritch blast* is the equivalent of a spell whose level is equal to one-half the warlock's class level (round down), with a minimum spell level of 1st and a maximum of 9th when a warlock reaches 18th level or higher.

An *eldritch blast* is subject to spell resistance, although the Spell Penetration feat and other effects that improve caster level checks to overcome spell resistance also apply to *eldritch blast*. An *eldritch blast* deals half damage to objects. Metamagic feats cannot improve a warlock's *eldritch blast* (because it is a spell-like ability, not a spell). However, the feat Ability Focus (*eldritch blast*) increases the DC for all saving throws (if any) associated with a warlock's *eldritch blast* by 2. See page 303 of the *Monster Manual*.

Detect Magic (Sp): Beginning at 2nd level, a warlock can use *detect magic* as the spell at will. His caster level equals his class level.

Damage Reduction (Su): Fortified by the supernatural power flowing in his body, a warlock becomes resistant to physical attacks at 3rd level and above, gaining damage reduction 1/cold iron. At 7th level and every four levels thereafter, a warlock's damage reduction improves.

Deceive Item (Ex): At 4th level and higher, a warlock has the ability to more easily commandeer magic items made for the use of other characters. When making a Use Magic Device check, a warlock can take 10 even if distracted or threatened.

Fiendish Resilience (Su): Beginning at 8th level, a warlock knows the trick of fiendish resilience. Once per day, as a free action, he can enter a state that lasts for 2 minutes. While in this state, the warlock gains fast healing 1.

Energy Resistance (Su): At 10th level and higher, a warlock has resistance 5 against any two of the following energy types: acid, cold, electricity, fire, and sonic. Once the types are chosen, this energy resistance cannot be changed.

➤ **Iaak Zsali:** Tsochar Sor8; CR 10; Small Aberration; HD 4d8+20 + 8d4+40; hp 103; Init +6; Spd 20 ft., climb 20 ft.; AC 21 (+1 size, +6 Dex, +4 natural), touch 16, flat-footed 15; Base Atk/Grp: +7/+7; Atk +12 melee (1d4, tentacle); Full Atk +12 melee (1d4, 4 tentacles); Space/Reach 5 ft./10 ft.; SA Constrict 2d4, improved grab, poison, take spells, wear flesh; SQ Damage reduction 5/adamantine, darkvision 60 ft., resistance to cold 5, spell resistance 14, telepathy 100 ft.; AL CE; SV Fort +8, Ref +9, Will +15; Str 10, Dex 22, Con 20, Int 14, Wis 16, Cha 18.

Skills and Feats: Bluff +8, Climb +11, Concentration +15, Hide +13, Knowledge (arcana) +6, Knowledge (dungeoneering) +6, Move Silently +9, Sense Motive +7, Speak Tsochari, Spellcraft +12, Spot +7, Use Magic Device +16; Combat Reflexes, Empower Spell, Eschew Materials, Extra Slot, Iron Will, Weapon Finesse.

Spells Known (6/7/7/7/4; DC = 14 + spell level):
 o—*acid splash, detect magic, ghost sound, mage hand, ray of frost, read magic, resistance, touch of fatigue*;
 1st—*charm person, color spray, magic missile, protection from good, ray of enfeeblement*; 2nd—*eagle's splendor, glitterdust, whispercast**; 3rd—*bands of steel**; 4th—*enervation*.

Constrict (Ex): A tsochar deals 2d4 points of damage with a successful grapple check. When a tsochar deals damage by means of its constrict attack, it injects its victim with poison.

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

Tsochari receive a +4 racial bonus on grapple checks, which is already included in the statistics above.

Poison (Ex): Injury, Fortitude DC 17, initial and secondary damage 1d3 Dex. The save DC is Constitution-based. A tsochar's poison is delivered by dealing damage with its constrict attack.

Take Spells (Su): A tsochar that replaces a spellcaster (see below) retains any arcane spells prepared by the dead character and can cast them as if it had prepared the spells itself. The tsochar must meet the minimum ability score needed to cast the spell based on the type of caster replaced (Intelligence for a wizard, for example), or else the spell is unavailable to it. If the tsochar replaces a spontaneous caster such as a sorcerer, it retains the available spell slots of the dead spellcaster, and can use any spells the dead host knew. In either case, the tsochar cannot regain spells or spell slots it expends from the dead character's spellcasting ability.

Wear Flesh (Su): A tsochar can bore its way into a helpless living creature's body, slipping its ropy tendrils into the spaces between organs and muscles and disappearing into the victim. The victim must be the same size as the tsochar or larger, and the process requires 1 minute. The tsochar can choose to replace or inhabit the victim (see below). Incorporeal creatures, constructs, elementals, oozes, plants, and undead are immune to this ability.

A tsochar can abandon a body it has inhabited or replaced with a full-round action that deals 3d6 points of damage to the host. A tsochar can be forced to abandon the body by a *remove disease* or *dispel evil* spell (the caster must succeed on a DC 20 caster level check to expel the monster, which deals damage as described above) or a *heal* or *limited wish* spell (which automatically succeeds and causes no damage to the host).

Inhabit: The tsochar leaves its victim alive and aware. Any time it cares to, it can inflict indescribable agony on its host as a standard action, dealing 1d6 to 6d6 points of damage and requiring the host to succeed on a DC 21 Fortitude save or be nauseated by the pain for 2d4 rounds. The tsochar chooses how much damage it deals with this attack.

The tsochar can take no physical actions while inhabiting a host, but it can use purely mental actions (such as communicating with its host by means of its telepathy power and threatening to injure or kill the host unless the host does as the monster wishes).

When the host takes damage (other than damage the tsochar inflicts on it), the inhabiting tsochar takes half that damage. For example, if the host takes 28 points of

cold damage from a *cone of cold* spell, the tsochar takes 14 points of cold damage (lessened by 5 because of the tsochar's resistance to cold).

A tsochar inhabiting a humanoid's body feeds on the creature's blood and tissues, dealing 1d3 points of Constitution damage per day. A successful DC 17 Fortitude save reduces this damage by half. Over the course of days, frail humanoids carrying tsochari sicken and die, although tsochar are clever enough to direct their hosts to acquire curative magic to keep themselves alive indefinitely, if the situation calls for it.

Replace: The tsochar bores out the victim's nervous system, killing the victim. It then animates the body, effectively acting as the nervous system of the dead host. The body remains alive, hosting the tsochar.

This functions like a *polymorph* spell into the victim's exact form, except that the tsochar can remain in the victim's form for up to a year, and it leaves the victim's corpse behind when it chooses to end the effect. The tsochar uses the victim's physical ability scores in places of its own, as described by *polymorph*. The tsochar can remain in this form indefinitely, but once it abandons the form, it cannot reanimate the body.

Tsochari that have replaced a humanoid slowly devour their new shell from the inside out. A replaced body takes 1d4 points of Constitution drain per month, which does not heal naturally and can be restored only by magical means. A successful DC 17 Fortitude save reduces this damage by half. Naturally, tsochari imposters choose to abandon bodies they have replaced before they become too weak to be serviceable.

Telepathy (Su): A tsochar can communicate telepathically with any creature within 100 feet that has a language.

☛ **Malgor, Cohort of Xalius:** Male half-elf Ftr7/Blk2; Medium Humanoid (human); HD 9d10+27; hp 83; Init +5; Spd 20 ft.; AC 21 (+1 Dex, +1 deflection, +6 +1 *breastplate*, +3 +1 *heavy shield*); touch 12, flat-footed 20; Base Atk/Grp: +9/+12; Atk +14 melee (1d8+6/crit 19-20, +1 *longsword*) or +10 ranged (1d8+3/crit x3, composite longbow [+3 Str]); Full Atk +14/+9 melee (1d8+6/crit 19-20, +1 *longsword*) or +10 ranged (1d8+3/crit x3, composite longbow [+3 Str]); SA Smite good (+2 attack, +2 damage) 1/day; SQ Aura of evil, dark blessing, *detect good*, half-elf traits, low-light vision, poison use; AL CE; SV Fort +13, Ref +6, Will +5; Str 16, Dex 12, Con 14, Int 10, Wis 8, Cha 14.

Skills and Feats: Hide +2, Intimidate +11, Knowledge (religion) +3, Speak Common, Speak Elven; Cleave, Death Blow*, Improved Initiative, Improved Sunder, Improved Toughness*, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 *longsword* (coated with one application of deathblade poison – Injury, DC 20 Fortitude, initial damage 1d6 Con, secondary damage 2d6 Con), +1 *breastplate*, +1 *heavy steel shield*, *cloak of resistance* +1, *ring of protection* +1, *belt of one mighty blow**, *potion of blur*, *potion of cure moderate wounds*,

composite longbow (+3 Str), 30 arrows, dagger, backpack with rations and traveling gear.

☛ **Cultists of Graz'zt (4):** Male and female human War4; Medium Humanoid (human); HD 4d8+7; hp 24, 25, 26, 27; Init +0; Spd 30 ft.; AC 13 (+3 studded leather armor), touch 10, flat-footed 13; Base Atk/Grp: +4/+6; Atk +6 melee (1d8+1/crit x3, long spear), or +6 melee (1d8+1, flail), or +4 ranged (1d8/crit x3, longbow); Full Atk +6 melee (1d8+1/crit x3, long spear), or +6 melee (1d8+1, flail), or +4 ranged (1d8/crit x3, longbow); AL CE; SV Fort +7, Ref +3, Will +0; Str 14, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Skills and Feats: Craft (various) +7, Knowledge (religion) +1, Intimidate +4, Profession (various) +6, Speak Common; Great Fortitude, Lightning Reflexes, Toughness.

Possessions: Long spear, flail, longbow, 20 arrows, *potion of cure light wounds*, backpack with rations and traveling gear.

APPENDIX 4 – NEW RULES ITEMS

FEATS

AGILE TYRANT

A creature with this feat develops longer, more flexible eyestalks than its kin. This extra flexibility allows it to bring additional eye rays to bear against its foes.

Prerequisite: True beholder or beholderkin.

Benefit: The creature can direct an extra eye ray into a single 90-degree arc.

Lords of Madness, page 44.

DEATH BLOW

You waste no time in dealing with downed foes.

Prerequisites: Improved Initiative, base attack bonus +3.

Benefit: You can perform a coup de grace attack against a helpless defender as a standard action. Doing this still provokes attacks of opportunity as normal.

Normal: Performing a coup de grace attack is a full-round action.

Complete Adventurer, page 106.

ENERGY SUBSTITUTION [METAMAGIC]

You can modify an energy-based spell to use another type of energy instead.

Prerequisites: Knowledge (arcana) 5 ranks, any metamagic feat.

Benefit: Choose one type of energy (acid, cold, electricity, or fire). You can then modify any spell with an energy descriptor to use the chosen type of energy instead. An energy substituted spell uses a spell slot of the spell's normal level. The spell's descriptor changes to the new energy type—for example, a *fireball* composed of cold energy is an evocation [cold] spell.

Special: You can gain this feat multiple times, choosing a different type of energy each time.

Complete Arcane, page 79.

EXTRA SLOT

You can cast an additional spell.

Prerequisite: Caster level 4th.

Benefit: You gain one extra spell slot in your daily allotment, at any level up to one lower than the highest level of spell you can currently cast. For example, a 4th-level sorcerer (maximum spell level 2nd) gains either an extra 0-level or 1st-level slot, and is able to cast any spell he knows of the chosen level one more time each day. Likewise, a 4th-level wizard can prepare any extra 0-level or 1st-level spell he knows. Once selected, the extra spell slot never changes level.

Special: You can gain this feat multiple times. Each time, you gain an extra spell slot at any level up to one lower than the highest level of spell you can currently cast.

Complete Arcane, page 79.

GRELL ALCHEMY [ITEM CREATION]

A creature that has this feat has studied the alien and disturbing arcane lore of the grell, and understands the magical and physical laws by which their spells and devices function.

Prerequisites: Int 13, Knowledge (dungeoneering) 3 ranks, caster level 1st.

Benefit: A creature with this feat can create grellcraft items, including *lightning lances*. Its spells are partially based on obscure physical laws, as opposed to magic alone, and therefore gain a +2 bonus on spell penetration checks. They are also more difficult to identify or dispel. Spellcraft checks made to identify the spells and caster level checks made to dispel the spells are made with a –2 penalty unless the identifier also knows this feat.

Lords of Madness, page 114.

IMPROVED TOUGHNESS

A creature with this feat is significantly tougher than normal.

Prerequisites: Base Fortitude save bonus +2.

Benefit: The creature gains a number of hit points equal to its current Hit Dice. Each time it gains a Hit Die (such as by gaining a level), it gains 1 additional hit point. If it loses a Hit Die (such as by losing a level), it loses 1 hit point permanently.

Special: A fighter can select Improved Toughness as one of his bonus feats.

Monster Manual III, page 207.

MAXIMIZE SPELL-LIKE ABILITY

You can use a spell-like ability at its maximum effect.

Prerequisite: Spell-like ability at caster level 6th or higher.

Benefit: Choose one of your spell-like abilities (subject to the restrictions below) to use at maximum effectiveness up to three times per day (or the ability's normal use limit, whichever is less). All variable, numeric effects of the spell-like ability are maximized, dealing maximum damage, curing the maximum number of hit points, affecting the maximum number of targets, and so on. For example, a 10th-level warlock's maximized *eldritch blast* deals 36 points of damage three times per day. Saving throws and opposed checks (such as the one you make when you cast *dispel magic*) are not affected, nor are spell-like abilities without random variables.

An empowered maximized spell-like ability gains the benefit of each feat separately (getting the maximum result plus one-half the normally rolled result). For example, a fire mephit's empowered maximized *scorching ray* would deal 24 points of damage plus one-half of 4d6 points of damage.

The spell-like ability you wish to maximize can be chosen only from those abilities that duplicate a spell of a level less than or equal to 1/2 your caster level (round down), minus 2. For a summary, see the Caster Level to

Empower column in the table on page 304 of the *Monster Manual*.

Special: This feat can be taken multiple times. Each time, you apply it to a different one of your spell-like abilities.

Complete Arcane, page 81.

REVERBERATION [GENERAL]

Your sonic attack is more potent than normal.

Prerequisite: Sonic special attack.

Benefit: Add +2 to the DC of all saving throws against your sonic attack.

Special: If you have more than one form of sonic attack, you can take this feat multiple times. Each time, it applies to a different one of your sonic attacks.

Savage Species, page 39.

SUDDEN EMPOWER [METAMAGIC]

You can cast a spell to greater effect without special preparation.

Prerequisite: Any metamagic feat.

Benefit: Once per day, you can apply the effect of the Empower Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Empower Spell normally if you have it.

Complete Arcane, page 83.

SUDDEN MAXIMIZE [METAMAGIC]

You can cast a spell to maximum effect without special preparation.

Prerequisite: Any metamagic feat.

Benefit: Once per day, you can apply the effect of the Maximize Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Maximize Spell normally if you have it.

Complete Arcane, page 83.

SPELLS

BANDS OF STEEL

Conjuration (Creation)

Level: Sorcerer/wizard 3

Components: V, S, M

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Target: One creature

Duration: 1 round/level

Saving Throw: Reflex partial

Spell Resistance: No

You conjure a number of shining metallic bands out of thin air, encircling a Medium or smaller creature. The victim must succeed on a Reflex save or be immobilized (helpless). If the saving throw succeeds, the victim is only partially trapped by the bands (treat as entangled).

A creature immobilized by the bands can attempt escape as a full-round action, either by bursting free (Strength DC 18) or wriggling out (Escape Artist DC 18).

An entangled creature can use a full-round action to break or disentangle itself with a DC 13 Strength check or a DC 13 Escape Artist check. Large or larger creatures are too big to be captured or impeded by the bands.

Material Component: Three small silver hoops, interlocked.

Complete Arcane, page 99.

BLAST OF FLAME

Conjuration (Creation) [Fire]

Level: Sorcerer/wizard 4, warmage 4

Components: V, S, M

Casting Time: 1 standard action

Range: 60 ft.

Area: Cone-shaped burst

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: No

Flames fill the area, dealing 1d6 points of fire damage per caster level (maximum 10d6) to any creature in the area that fails its saving throw.

Material Component: A bit of wick soaked in oil.

Complete Arcane, page 99.

BURNING BLOOD

Necromancy

Level: Sorcerer/wizard 4

Components: V, S, M

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Target: One living creature; see text

Duration: 1 round/level (D)

Saving Throw: Fortitude partial; see text

Spell Resistance: Yes

You taint a living creature's blood with a hot, corrosive infusion, dealing 1d8 points of acid damage and 1d8 points of fire damage per round. The subject can attempt a Fortitude save each round to negate the damage, but a successful save does not prevent damage in future rounds. Searing pain limits the subject to a single move action in any round when it fails its Fortitude save.

Burning blood does not affect creatures of the construct, elemental, ooze, plant, or undead types.

Material Component: A drop of blood and a pinch of saltpeter.

Complete Arcane, page 100.

FIREBURST

Evocation [Fire]

Level: Sorcerer/wizard 2, warmage 2

Components: V, S, M

Casting Time: 1 standard action

Range: 5 ft.

Effect: Burst of fire extending 5 ft. from you

Duration: Instantaneous

Saving Throw: Reflex half

Spell Resistance: Yes

Fireburst causes a powerful explosion of flame to burst from you, damaging anyone within 5 feet of you. All creatures and objects within that area, except for you and any creatures or objects that share your space, take 1d8 points of fire damage per caster level (maximum 5d8).

Material Component: A bit of sulfur.

Complete Arcane, page 107.

FREEZING FOG

Conjuration (Creation) [Cold]

Level: Sorcerer/wizard 5

Components: V, S

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Effect: Fog spreads in 20-ft. radius, 20 ft. high

Duration: 1 min./level

Saving Throw: None

Spell Resistance: No

A bank of freezing mist billows out from the point you designate, obscuring all sight (including darkvision) beyond 5 feet. Creatures in the first 5 feet of the mist have concealment, while creatures farther inside have total concealment.

Each round on your turn, the frigid mist deals 1d6 points of cold damage to each creature and object within it. The *freezing fog* is so thick that any creature attempting to move through it progresses at a maximum speed of 5 feet (regardless of its normal speed) and takes a –2 penalty on all melee attack rolls and damage rolls and a –6 penalty on ranged weapon attack rolls (but not ranged spell attack rolls). A creature or object that falls into the fog from above is slowed, so that each 10 feet of mist it passes through effectively reduces overall falling distance by 10 feet.

Freezing fog also coats all solid surfaces in its area with a slick, icy rime, and on your turn each round, each creature in the area of the fog must make a successful Reflex save or fall. A creature that manages to stand must make a DC 10 Balance check in order to move, falling if it fails its save by 5 or more. Creatures in a *freezing fog* can't take a 5-foot step.

A severe wind (31+ mph) disperses the cloud in 1 round. The spell does not function underwater.

Complete Arcane, pages 108-109.

GHOUL GLYPH

Necromancy

Level: Hunger 2, sorcerer/wizard 2

Components: V, S, M

Casting Time: 1 minute

Range: Touch

Effect: One ghoulish glyph that must fit within a 1-ft. square

Duration: Permanent until discharged

Saving Throw: Fortitude partial

Spell Resistance: Yes

You inscribe a glyph that paralyzes any living creature of large or smaller size that enters, passes, or opens the warded area. You can scribe the glyph to be visible as

faintly glowing lines, or invisible. You can inscribe a *ghoul glyph* on a portable object, but if the object is moved more than 5 feet, the glyph fades.

Conditions for triggering a *ghoul glyph* are stringent. It takes effect on any creature except yourself that moves to or within 2 feet of it. It affects invisible creatures normally but is not triggered by those that travel past it ethereally. Only a single *ghoul glyph* can be inscribed in a 5-foot square.

Ghoul glyphs cannot be affected or bypassed by such means as physical or magical probing, though they can be dispelled. *Mislead* and *nondetection* can fool a *ghoul glyph*.

Read magic allows identification of a *ghoul glyph* with a successful DC 13 Spellcraft check, if the glyph is noticed before it is activated. A rogue (only) can use the Search skill to find a *ghoul glyph* and Disable Device to thwart it. The DC in each case is 27.

When a glyph is activated, the subject is paralyzed for 1d6+2 rounds. Additionally, if the subject fails his Fortitude save, the paralyzed subject exudes a carrion stench that causes retching and nausea in a 10-foot radius. Those in the radius must make a Fortitude save or take a –2 penalty on all attack rolls, weapon damage rolls, saving throws, skill checks, and ability checks until the spell ends.

Material Component: You trace the glyph with earth from a ghoulish lair.

Libris Mortis, page 66.

WHISPERCAST

Transmutation

Level: Sorcerer/wizard 2

Components: V

Casting Time: 1 swift action

Range: Personal

Target: You

Duration: 1 round

The next spell you cast can be cast as a purely mental action, provided that it is of 5th level or lower and that you can whisper. It requires no somatic or material components, unless the spell normally requires a focus or an expensive material component (any component worth more than 1 gp). If the spell does require a focus or an expensive material component, you can still *whispercast* it as long as you have the focus or expensive component on your person – the magic of the *whispercast* causes the focus to be used or the expensive component to be consumed normally, without you having to handle or manipulate it.

If you do not cast a second spell while *whispercast* is in effect, you gain no benefit from casting *whispercast*.

Casting this spell is a swift action. It does not require a move action or a standard action, but you can only take one swift, immediate, or quickened action per turn.

Tsochari spellcasters use this spell to permit spellcasting while they inhabit other creatures. It's also useful for grappled spellcasters.

Lords of Madness, pages 129-130.

WARLOCK INVOCATIONS

BEGUILING INFLUENCE

Least; 2nd

You can invoke this ability to beguile and bewitch your foes. You gain a +6 bonus on Bluff, Diplomacy, and Intimidate checks for a period of 24 hours.

BEWITCHING BLAST

Greater; 4th; Eldritch Essence

This eldritch essence invocation allows you to change your *eldritch blast* into a *bewitching blast*. Any creature struck by a *bewitching blast* must succeed on a Will save or be *confused* for 1 round in addition to the normal damage from the blast. This is a mind influencing effect.

DARK ONE'S OWN LUCK

Least; 2nd

You are favored by the dark powers if you have this invocation. You gain a luck bonus equal to your Charisma bonus (if any) on Fortitude saves, Reflex saves, or Will saves (your choice each time you use this ability) for a period of 24 hours. You can't apply this ability to two different save types at the same time. This bonus can never exceed your class level.

ELDRITCH CHAIN

Lesser; 4th; Blast Shape

This blast shape invocation allows you to improve your *eldritch blast* by turning it into an arc of energy that "jumps" from the first target to others. An *eldritch chain* can jump to one or more secondary targets within 30 feet of the first target, allowing you to make additional ranged touch attacks and deal damage to the secondary targets if you hit.

You can "jump" the chain to one secondary target per five caster levels, so you can strike two additional targets at 10th level, three additional targets at 15th level, and four additional targets at 20th level. Each new target must be within 30 feet of the previous one, and you can't target the same creature more than once with the *eldritch chain*. If you miss any target in the chain, the *eldritch chain* attack ends there.

Each target struck after the first takes half the damage dealt to the first target. This reduction in damage to secondary targets applies to any effect that increases the damage of your *eldritch blast* (such as *vitriolic blast*). You must make a separate spell penetration check for each target, if applicable.

FELL FLIGHT

Lesser; 3rd

When you use this invocation, the powers of darkness bear you aloft as you sprout a streaming, winglike cape of shadows. You can fly at a speed equal to your land speed with good maneuverability for 24 hours.

SEE THE UNSEEN

Least; 2nd

When you use this invocation, you can activate great powers of vision, allowing you to see invisible creatures and objects (as *see invisibility*). You also gain darkvision out to 60 feet for a period of 24 hours.

VOIDSENSE

Lesser; 4th

You can sharpen your hearing and sight when you use this invocation, gaining blindsense out to 30 feet for 24 hours.

PRESTIGE CLASS

SIREN

Some harpies hone their mind-affecting songs to add new effects. A harpy siren is an artist who constantly seeks to expand and improve upon her innate sonic ability.

Any creature with a mind-affecting sonic ability could take the prestige class, but few other than harpies are intelligent enough. Cloakers sometimes hone their already impressive sonic abilities. A rare gibbering moulder or yeth hound may follow this path, but only exceptional individuals.

Sirens can be problematic in a party, since their sonic abilities are often indiscriminate. With increasing expertise, however, they can focus their talents to become excellent support for combat specialists, softening up opposition for killing strokes.

Hit Die: d4.

REQUIREMENTS

To qualify to become a siren, a character must fulfill all the following criteria.

Skills: Bluff 6 ranks, Intimidate 6 ranks, Perform 8 ranks (act, comedy, oratory, or sing).

Special: Must possess an innate sonic, mind-affecting ability.

CLASS SKILLS

The siren's class skills (and the key ability for each skill) are Bluff (Cha), Craft (any) (Int), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), Listen (Wis), Perform (Cha), Profession (any) (Wis), Search (Int), and Sense Motive (Wis).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the siren prestige class.

Weapon and Armor Proficiency: Sirens neither gain nor lose proficiency with any weapons, armor, or shields by gaining levels in this class.

Reverberation: At 1st level, the siren gains Reverberation as a bonus feat.

Song of Despair (Su): At 2nd level, a siren begins to enhance her already formidable sonic abilities with additional effects. Once per day, she can overlay a despair effect on her sonic attack identical to that of a *crushing despair* spell. Those affected by the sonic attack make

their saving throws for that attack before resolving the despair effect. The Will save DC to resist this effect is 12 + the siren's level + the siren's Cha modifier. The despair effect lasts 1 round per siren class level.

Song of Nightmare (Su): At 4th level, a siren gains a new sonic ability. Once per day per level in this prestige class, she can overlay a terrifying effect on her sonic attack. This is identical to the effect of a *phantasmal killer* spell, affects all creatures within range of the siren's sonic attack, and has instantaneous duration. The Will and Fortitude saves to resist this effect have a DC of 12 + the siren's level + the siren's Cha modifier.

Song of Idiocy (Su): At 5th level, a siren gains a new sonic ability. Once per day per level in this prestige class, she can overlay an Intelligence-damaging effect on her sonic attack. This is identical to the effect of a *feeblemind* spell, affects all creatures within range of the siren's sonic attack, and has instantaneous duration. The Will save DC to resist this effect is 12 + the siren's level + the siren's Cha modifier, and arcane spellcasters and creature that use arcane spell-like abilities take a -4 penalty on their saves.

Song of Weakness (Su): At 7th level, a siren gains a new sonic ability. Once per day per level in this prestige class, she can overlay a level-draining effect on her sonic attack. This is identical to the effect of an *enervation* spell, except that all creatures within range of the siren's sonic attack are entitled to a Fortitude save to resist the effect, and it has instantaneous duration. The Fortitude save to resist this effect, and to remove the negative levels, has a DC of 12 + the siren's level + the siren's Cha modifier.

Song of Stone (Su): At 9th level, a siren gains a new sonic ability. Once per day per level in this prestige class, she can overlay a *flesh to stone* effect on her sonic attack. This is identical to the spell, affects all creatures within range of the siren's sonic attack, and has instantaneous duration. The Fortitude save to resist this effect has a DC of 12 + the siren's level + the siren's Cha modifier.

Song of Death (Su): At 10th level, a siren's sonic attack reaches its zenith. Once per day, she can overlay a *power word, kill* effect on her sonic attack. This is identical to the spell cast as an area spell and has an instantaneous duration.

THE SIREN

LVL	BAB	FORT	REF	WILL	SPECIAL
1	+0	+0	+0	+2	Reverberation
2	+1	+0	+0	+3	Despair
3	+2	+1	+1	+3	Cha +2
4	+3	+1	+1	+4	Nightmare
5	+3	+2	+2	+4	Idiocy
6	+4	+2	+2	+5	Cha +4
7	+5	+3	+3	+5	Weakness
8	+6	+3	+3	+6	Cha +6
9	+6	+4	+4	+6	Stone
10	+7	+4	+4	+7	Death

Savage Species, pages 84-86 (updated to v3.5 rules).

MAGIC ITEMS AND EQUIPMENT

Amulet of Intellect +2: This item, specially crafted by the grell, functions in all ways as a *headband of intellect +2* (*Dungeon Master's Guide*, page 258), except for its location when worn, and its price (6,000 gp). The item cannot be crafted by non-grell.

New item.

Belt of One Mighty Blow: Once per day, as a swift action, the wearer of this belt can activate the belt to gain extra damage on her next melee attack. A light weapon deals an extra 1d8 points of damage, a one-handed weapon deals an extra 2d6 points of damage, and a two-handed weapon deals an extra 3d6 points of damage. The belt can be used only after being worn continuously for 24 hours. If it is taken off, it becomes inactive until it is again donned and worn for a full 24 hours.

Faint transmutation; CL 5th; Craft Wondrous Item, *bull's strength*; Price 1,500 gp.

Miniatures Handbook, page 42.

Bone Armor: Bone armor is a cloth or leather coat reinforced with strips of bone, often cut from animals used for food. The armor covers the torso but leaves the limbs free for better mobility.

Cost 20 gp; Armor Bonus +3; Max Dex Bonus +4; Armor Check Penalty -3; Arcane Spell Failure 15%; Light armor; Weight 20 lb.

Arms and Equipment Guide, pages 14-15.

Book of Ner-Ilem the Aberration Hunter: This small, thick book contains extensive notes and special instructions on fighting aberrations. Studying this book allows access to the abolisher prestige class; if you spend 4 time units to seek out some of the contacts listed in the book and possess the *cerulean sign*, you also gain access to the keeper of the Cerulean Sign prestige class. In addition, the book provides knowledge of the feat Aberration Banemagic and the spells *detect aberration* and *invoke the cerulean sign* (you now have access to these items; they must be taken normally). See *Lords of Madness*. Price 2,500 gp.

New item.

Cerulean Sign: This strange blue medallion bears an ancient glyph. As long as it is carried (excluding extradimensional spaces), it grants the carrier a +1 resistance bonus on all Will saving throws made against effects that originate from aberrations.

If worn, the *cerulean sign* also grants a luck bonus to your Armor Class and on all saving throws against attacks from aberrations, as well as a luck bonus on level checks made to penetrate an aberration's spell resistance. The bonus depends on the strength of the *cerulean sign* found (see below).

Moderate abjuration; CL 7th; Craft Wondrous Item, *invoke the cerulean sign*; Price varies.

Lords of Madness, page 196.

Chasuble of Fell Power: This long, embroidered strip of scarlet cloth is covered with arcane sigils and mystic designs. Worn over the neck (occupying space on the body as an amulet), a *chasuble of fell power* adds 1d6 points of damage (lesser) or 2d6 points of damage (greater) to any *eldritch blast* the wearer invokes, or to any spell the wearer casts that deals hit point damage and has the chaotic descriptor.

Moderate evocation; CL 6th (lesser) or 9th (greater); Craft Wondrous Item, creator must be able to invoke an *eldritch blast* or cast *chaos hammer*; Price 8,000 gp (lesser), 18,000 gp (greater).

Complete Arcane, page 148.

Dwarvencraft Item: Dwarvencraft items are always of masterwork quality. Only items crafted primarily of metal or stone are available in dwarvencraft quality.

A dwarvencraft item is stronger and harder than a comparable masterwork item. A dwarvencraft item's hardness increases by 2, and it gains an additional 10 hit points. In addition, it gains a +2 bonus on all saving throws. All of these effects stack with the similar bonuses for magic items if the dwarvencraft item is made magical.

A dwarvencraft weapon costs 600 gp more than a standard weapon of its type. Dwarvencraft armor and shields cost 300 gp more than standard armor and shields.

Races of Stone, page 159.

Headband of Conscious Effort: Anyone wearing the *headband of conscious effort* can make a Concentration skill check in place of a required Fortitude saving throw. This ability can be activated once per day. Activating the headband is an immediate action that does not provoke attacks of opportunity.

Moderate abjuration; CL 6th; Craft Wondrous Item, Combat Casting, *bear's endurance*; Price 4,000 gp.

Complete Adventurer, page 133.

Lightning Lance: Grell living in colonies or nests defend their homes with *lightning lances*, silver tubelike devices about 3 feet in length. These weapons deal 3d6 points of electricity damage (no save) to a single enemy within 60 feet with a successful ranged touch attack. A *lightning lance* usually functions only in the grasp of a grell, although a DC 25 Use Magic Device check allows a character of a different race to employ the weapon. A *lightning lance* has 5 charges. Spent charges are renewed each day, so a wielder can expend up to 5 charges in any 24-hour period.

Faint evocation; CL 3rd; Grell Alchemy, *shocking grasp*; Price 3,800 gp.

Lords of Madness, page 115.

Tunic of Steady Spellcasting: The wearer of this tunic gains a +5 competence bonus on Concentration checks. Despite the name, the bonus applies on all Concentration checks, not just those made to cast spells. (The item is most popular among spellcasters.)

Faint abjuration; CL 3rd; Craft Wondrous Item, *bear's endurance*; Price 2,500 gp.

Complete Adventurer, page 136.

APPENDIX 5 – THE GRELL

Dreadful predators of the dark, grell exist as horrible blights of the underground and of dismal swamps and forests. They entertain few schemes of world domination or the enslavement of other races. Instead, they are primarily interested in colonizing as many worlds as possible, and once ensconced in any particular world, enjoying to its fullest the delicacies it offers. They are the eaters.

Grell are not native to the natural world. They arose in some distant and horrible sphere in an alternate Material Plane. Driven to explore the multiverse in search of prey to sate their unending hunger, grell long ago embarked on migrations through world-spanning *gates* and across the dim waters of the Plane of Shadow to colonize as many new worlds as possible. They are a fairly recent arrival in the world of humanoids, having crossed over from the Plane of Shadow after a long search for new worlds to infest.

Compared to creatures such as mind flayers or aboleths, grell are insular and reclusive. A nest of grell is purely a local problem; the monsters gladly dine on any living creatures they can catch, but they make no effort to infiltrate nearby humanoid societies, enslave people, or influence community affairs. Humanoids are meat animals, and their dealings with each other are of no interest to the grell. The threat grell pose to human society is incidental, not deliberate. Grell are unlikely to conceive of schemes to bring a steady supply of humanoids into their tentacles; instead, they're more likely to "follow the herd" and relocate their hunting grounds to places where humanoids congregate. That said, a powerful grell colony represents a spreading blight or plague of predation that can eventually depopulate an entire region if not dealt with.

Other Facts About Grell

- Grell language consists of both vocal speech and electrical patterns. Grell can communicate simple concepts either vocally or electrically, but in order to have a more complex discourse, they must do both. Grell can communicate electrically (which is completely silent) at a range of 60 feet. All grell also understand Undercommon, but do not speak it.
- Grell are consummate ambushers, and that is the preferred way they deal with threats, and engage in the hunt for food.
- Grell cannot be blinded unless both their hearing and electroreception are disabled. Even though they are normally immune to electricity, a grell's electroreception can be disabled if the creature would have taken 20 or more points of damage; a DC 15 Fortitude save must be made, or they can't use their electroreception for 1d4 rounds. If the grell would have taken 40 or more points, the DC is 20, and if it fails, its electroreception is out for 2d4 rounds.
- Grell do not believe in worshiping deities to obtain power. While a divine being might earn a grell's respect for their sheer power, they see no need to devote themselves to one.
- Grell place all creatures in three categories: the eaten (which includes almost every living creature), the inedible (plants, undead, constructs, and oozes), and the great eaters (those few creatures that might prey upon the grell). Grell view creatures in the eaten category as humans would view food animals. Occasionally, a creature or small number of them might be useful enough to a grell colony to let live for a period of time, but eventually, all creatures the grell can eat wind up being eaten. Grell regard inedible creatures as the closest to equals, since they have nothing really to gain or lose from them. Occasionally, they ally with a powerful inedible creature, such as a lich or vampire. Grell both detest and admire the great eaters (creatures such as aboleths and mind flayers), and sometimes accept a wary truce when communities of great eaters border their own (especially if they do not have an advantage).
- Grell sometimes study arcane magic (especially wizardry) and they have created numerous items they use to aid their colonization and hunting efforts. Grell wizards often possess the feat Grell Alchemy, which relies on bizarre and obscure natural laws from their world of origin to enable them to create many of their magic items.
- See *Lords of Madness*, Chapter 6, for more information.

MAP 1 – THE GREATER CAVERNS



MAP 2 – THE MIDDLE HEX

