

DUNGEONS & DRAGONS[®]

UNDERDARK[™]



ROLEPLAYING GAME SUPPLEMENT

Rob Heinsoo • Andy Collins

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CREDITS

Design
Rob Heinsoo (lead), Andy Collins,
Brian R. James, Robin D. Laws, Matthew Sernett

Additional Design
Creighton Broadhurst, Bruce R. Cordell,
N. Eric Heath, Kevin Kulp, Dru Moore

Development
Andy Collins (lead), Michele Carter,
Stephen Radney-MacFarland,
Peter Schaefer, Stephen Schubert, Bill Slavicsek

Editing
Michele Carter (lead), Torah Cottrill,
Scott Fitzgerald Gray, Miranda Horner

Managing Editing
Kim Mohan

Director of D&D R&D and Book Publishing
Bill Slavicsek

D&D Creative Manager
Christopher Perkins

D&D Design Manager
James Wyatt

D&D Development and Editing Manager
Andy Collins

D&D Senior Art Director
Jon Schindehette

Art Director
Mari Kolkowsky

Cover Illustration
Eva Widemann (front cover), Vincent Dutrait (back cover)

Graphic Designers
Keven Smith, Leon Cortez, Emi Tanji

Additional Graphic Design
Mari Kolkowsky

Interior Illustrations
Rob Alexander, Dave Allsop, Carl Critchlow, Vincent
Dutrait, Jake Masbruch, Adam Paquette, Lucio Parrillo,
Michael Phillippi, Steve Prescott, Amelia Stoner, Arnie
Swekel, Francis Tsai, Ben Wootten, Kieran Yanner

Cartographer
Jason A. Engle

Publishing Production Specialist
Christopher Tardiff

Prepress Manager
Jefferson Dunlap

Imaging Technician
Carmen Cheung

Production Manager
Cynda Callaway

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U.S., CANADA, ASIA, PACIFIC,
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Wizards of the Coast LLC
P.O. Box 707
Renton WA 98057-0707
+1-800-324-6496

EUROPEAN HEADQUARTERS
Hasbro UK Ltd
Caswell Way
Newport, Gwent NP9 0YH
GREAT BRITAIN
Please keep this address for your records

WIZARDS OF THE COAST, BELGIUM
Industrialaan 1
1702 Groot-Bijgaarden
Belgium
+32.070.233.277

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INTO THE DEPTHS

THE GODS of the surface world live far away in the astral realm, kept from interfering in mortal affairs by their agreement with the primal spirits. But at the bottom of the Underdark, the evil god Torog tortures his victims in the flesh. Elsewhere in the Deeps, the mysterious drow, followers of the insane goddess Lolth, have carved kingdoms of night. And below both Torog and the drow are worse creatures, monsters that slip through cracks in the reality of the flawed creation of the Underdark to threaten the entire world.

This chapter discusses the mythic events that created the Underdark and the physical and supernatural realities that affect every adventurer who seeks to explore the realm under the world.

- ◆ **The View from the Surface:** A summary of what surface dwellers know about the Underdark. It's not much.
- ◆ **Origin of the Underdark:** How the Underdark came to be, inextricably linked with Torog and his descent into the realm that would become his kingdom. The full story of the King that Crawls is not well known in a world where most fear to speak his name.
- ◆ **Lords of the Realm:** Introducing the two other powers of the Underdark, the drow of the great Underdark city-states and the aberrants that crawled into the world through frayed holes in reality.
- ◆ **Geography of the Underdark:** A short introduction to the two main regions of the Underdark—the Shallows and the Deeps—as well as the Feywild and Shadowfell echoes of the Underdark.
- ◆ **Underdark Phenomena:** Descriptions of some of the most basic physical, magical, and spiritual aspects of the Underdark relevant to all adventures in the Underdark rather than a specific geographic region.
- ◆ **Underdark Adventures:** Tips for the DM who wants to build adventures set in the Underdark.
- ◆ **Underdark Campaign Arcs:** Three detailed story backgrounds for campaigns that span the heroic, paragon, and epic tiers of play.



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THE VIEW FROM THE SURFACE

Though most inhabitants of the surface world have never met people who visited the Underdark (much less explored it themselves), a few facts about the space underneath the world are considered common knowledge.

It's Far Underground. Despite occasional surface raids by drow or other Underdark races, people think of the Underdark as being a long way away from the surface.

It's Big. Everyone knows that the Underdark has miles of tunnels and countless caverns, though most folks don't realize that the entire realm is completely interconnected.

It's Dangerous. Dungeons are scary dark places that right-thinking people never explore, but the Underdark frightens even adventurous souls . . . and the deeper you go, the deadlier it gets.

It's Alien. Though average villagers have never heard of aboleths or their insane plots, they

instinctively understand that the Underdark is full of slimy, horrible things that don't belong in the world.

Drow Live There. Surface dwellers—particularly dwarves, elves, and eladrin—know that the drow took refuge in the Underdark after their war with the eladrin. As long as the drow remain hidden below the world, people feel that the Underdark is a fine place for them.

It's Ruled by Torog. In nearly all cultures, parents warn their misbehaving children that the King that Crawls might burrow up from below and drag them down to eternal imprisonment.

Beyond these tidbits, you must decide how much your player characters know when they first venture into the Underdark. Is your style to reveal deep secrets gradually as the characters grow in power and experience, or do you prefer to provide the characters with allies who explain aspects of the world below the world before the characters encounter them directly?

ORIGIN OF THE UNDERDARK

Most creatures of the surface world spend little time concerning themselves with the Dawn War and the fallen empires of the past, but the Underdark bears the scars of those mythic events as if they had happened yesterday. From the birth of the world to the mythic fall of Torog, from the infamous descent of the drow to the insidious colonizations of aberrant empires from the Far Realm, some of the most legendary tales of the world's history are inextricably linked to the Underdark.

The story of Torog's fall is the story of the Underdark. If you prefer to downplay the importance of Torog's tortured crawl through the darkness or pass it off as nothing more than an old dwarves' tale, feel free to come up with another explanation for the many tunnels that twist through the Underdark. Or you can leave it to the players to wonder how this amazing realm came to exist. Part of the wonder of D&D is never knowing the entire truth behind the story of the world, and you are responsible for determining how many of the stories in your world are true, and how many are flights of fancy.

THE VIOLENT CREATION OF THE UNDERDARK

Like the rest of the world, the Underdark owes its existence to the efforts of the primordials. In fact, the world and the deeps underneath were crafted as part of the same effort, though the original purpose of the Underdark remains lost to the ages.

But unlike the world, the Underdark remains largely untouched by the gods' refining efforts. It is a rawer creation that owes its impermanent substance and warped supernatural nature to the haphazard efforts of the early primordials. Compared to the relative stability and order of the world, the Underdark is a mutating and deeply flawed jumble of environments and ecosystems, and these surreal flaws in its reality affect all creatures that spend any great deal of time in its depths.

One god did lend his efforts, however unwillingly, to the final form of the Underdark. Before the Dawn War, the god Torog became imprisoned in the primeval Underdark. Unable to escape to the surface world, the King that Crawls instead smashed sideways, creating tunnels that wound throughout the dark realm. In his fury and desperation, Torog crashed through the barriers between the world and its echo planes, the Feywild and the Shadowfell. To this day, the god's violent but futile efforts lend a name to the endless tunnels of the Underdark: the King's Highway, a dark jest in a bitter place.

Unlike most other gods, Torog never rose to an astral throne or descended to an elemental realm. He reigns in the lowest reaches of the Underdark at the center of his network of torture dens, served by exarchs who have given themselves over to eternal torment.

TOROG'S DESCENT

Torog is the god of imprisonment and torture, the lord of the Underdark. How did this evil god come to regard himself as the monarch of the world beneath the world? Not by any stroke of genius or master plan—Torog stumbled into his ascendancy and paid for his power with his own blood and suffering.

In the days of creation, the gods busied themselves with projects on the surface world, refinements to the places and beings originally created by the primordials. Many gods ventured a short distance into the earth. A few, notably Moradin, went even deeper. But none of the gods fully understood the crude immensity of the world beneath the surface, least of all Torog.

In those days Torog had a hated rival, a monstrous primordial named Gargash. This creature wore many physical forms, but his preferred shape resembled a dragon walking upright on three legs with multiple chitinous limbs. Like many primordials in those early times, Gargash had no fixed suite of powers. He began experimenting with powers of torture and imprisonment, choosing the already-enclosed Underdark as his place of research. Techniques of sealing things off instead of opening them up were a novelty for a creature with a primordial's anarchic leanings.

Gargash's experimentation drew the wrath of the jealous Torog, who entered the Underdark prior to the Dawn War, seeking to destroy Gargash (or at least slay him painfully a few times). Just as Torog entered the Underdark in search of his quarry, the primordials took up their greatest weapons to begin their assault upon the gods. Gargash, too involved in his own experiments, was left behind.

Torog knew nothing of this. He only knew that Gargash was still below him and that he was making good time toward his target with few distractions. When he reached the depths, he found Gargash conducting new experiments in torture on various children of the gods.

The ensuing battle shook the tunnels of the Underdark and broke open vast crevasses and passageways. Gargash rammed Torog with his great horned skull, pulping the god's legs and pinning him to a wall. His victory was fleeting, though. With his horns jammed into the wall, Gargash was vulnerable. Locked in place with his enemy, Torog chopped Gargash's forelimbs off one by one and scoured the primordial with their protruding spines. As Gargash felt his strength disappearing, he cursed Torog. With his last words, in guttural speech that Torog could not understand, Gargash achieved a final spiteful act by sealing Torog's fate to the Underdark. Under this curse, the god's wounds would never heal, at least not until the gods and the primordials lived in peace . . . and Torog could not leave without dire consequence.

TRAPPED IN THE UNDERDARK

After dispatching Gargash, Torog dragged himself back toward the surface, bleeding and oozing each time his body scraped another yard forward. The way was sealed. He turned and tried another route. The way led down, not up. In his pain and rage, Torog surged through the Underdark, slamming through its unfinished creation, tearing apart its walls and floors and caverns. Unable to heal enough to stand, to walk, or to fly as his divinity should allow, Torog madly searched for a route back into the surface and the world of the gods.

Though he could not go up into the surface world, Torog smashed through the barriers between planes: the boundaries between the Underdark and its echoes, the Feydark and the Shadowdark.

For months, then years, then decades, as the Dawn War crawled back and forth across the world above and between the astral realms, Torog continued to blaze his blood-soaked path through the subterranean worlds.

“What do you mean, ‘What kind of rock?’ Rock is rock, right?”

—Clueless adventurer to
a dwarf miner

TOROG'S TRACKS

Eons later, the bloody tracks Torog left during his rampage through the Underdark have still not healed. Torog had no intention of scribing the record of his desperate travels onto the surface of the Underdark. But what the other gods accomplished for the world above as acts of deliberate artistry or craftsmanship, Torog accomplished in the Underdark as a terrible byproduct of his desperate rage. Battering through the Underdark, bleeding from the wounds inflicted by Gargash, Torog marked the ever-mutating rock of the Underdark. Touched by the god's blood and by his terrible intent, the trails of Torog's passage—now called the King's Highway—became permanent features, something greater than the misery that had birthed them.

By the time Torog's madness lifted and he saw what he had done, it was too late to undo the blood magic that held the highway together. Like creatures of the upper world that had been touched by the gods, the bloody network of trails smashed between the Underdark worlds had been raised to perverse majesty by Torog's divine power.

Calmer now, Torog drew upon his magic to at long last leave the Underdark . . . and succeeded, only to find his divine strength being leached away at a horrifying rate. He crawled back into the Underdark, finally realizing the true import of Gargash's final words.

AFTER THE WAR

The gods won the Dawn War. By birthright and by nature, Torog belonged to the winning side. But there was no place for Torog's new form of power in the astral dominions. His original divine allies had forsaken him. His home dominion was destroyed. He was remembered chiefly as a bully, a lout, and a coward who had mysteriously disappeared rather than fight.

Torog still had enough power to be numbered among the gods. The strength he gained through eons of torture in the Underdark ranked him among the most powerful deities. Denying Torog his place would have caused another war—this time between deities—and none of the gods could stomach that, or enforce it, bound as they were by the compact they had made with the primal spirits. To the other gods' chagrin, Torog also had something to offer that none of them had managed to obtain: the knowledge and means to imprison the defeated primordials, gained through his own centuries of imprisonment.

So Torog took a place among the world's gods, not that it brought him joy. Unlike Bane and Gruumsh, Torog could not ascend to a realm of battle. Unlike Zehir, Torog could not slither to a dark corner in the Astral Sea. Torog's power depended entirely on his connection to the Underdark. When Torog left the Underdark, his power dwindled. To maintain his station, Torog had to remain in the dark world that had been his prison.

Already skilled in every expression of bitterness, Torog clutched this final irony tightly. He might never rise into the astral dominions to subjugate the other gods, but neither was he as constrained as the others. Deep beneath the world, Torog is still capable of putting his direct stamp upon kingdoms and mortal souls in a way the rest of the gods have been forced to abandon. The other gods must trust their worshipers and their priests, but Torog is capable of applying divine power with direct impact upon the world above. The potential consequences of Torog's assaults on the surface world can be seen in the fate of Maelbrathyr (page 38). The remains of the original drow city of Erenira, also known as the city of Anathema (page 87), testifies to Torog's personal might, as do the other torture dens and the ever-present web of the King's Highway.

But there are limits to the god's power. Torog blusters as if he could reach up into the surface world at any time to smash a city or a continent, but the truth is less ominous. Even at his most active, Torog's personal incursions into the surface world seem limited to one every few hundred years. If he were capable of assaulting the surface more often, he certainly would do so.

Torog's last personal assault upon the surface world took place hundreds of years ago. The player characters in your campaign could be living in a time when Torog ascends once again.

TOROG'S TORTURE DENS

Magical locations that harness both Torog's divine power and the power generated by his victims' agony are called torture dens. Currently Torog acknowledges five torture dens, but there could be more. Torture dens endure for centuries, but not forever. When Torog destroys one of these places, chooses to forget it, or hides its existence, he changes the names of the remaining dens. It's impossible to be sure of an exact number, but Torog has had at least twenty torture dens.

Each of Torog's torture dens contains a hidden section that looks and feels more like the dwelling of a "normal" god living in the Astral Sea than the horrific dungeon rooms typical of Torog's residences. Though the King that Crawls enters these sections only occasionally, he expends considerable magical energy to remind himself of the lifestyle he could have in another realm. He might maintain these rooms as a form of self-torture, ensuring that he remains bitter about what has been taken from him. Or he might enjoy occasional nights spent in luxury. Leading a mangled victim through a luxuriously furnished world before plunging it back into a tailor-made hell can be a torturer's master stroke.

Torog presently acknowledges the following torture dens.

Glutton's Teeth (heroic tier, page 47): The most powerful and depraved among the hungry hordes of the Howling Warrens in the Shallows dwell in this place, where they feast on the flesh of victims.

Gargash, the Living Torture Den (epic tier, page 73): Gargash, Torog's principal home in the Deeps, is constructed from pieces of his original primordial enemy.

The Restless Heaps (paragon tier, page 84): This den contains the primordial exarch known as the Abnegator. It rests in an area of the Deeps plagued by irregular eruptions and incursions from the Elemental Chaos.

City of Anathema (epic tier, page 87): This torture den in the Deeps lies among the shattered remnants of the drow city of Erenira. It's now overseen by yuan-ti that worship Zehir while serving Torog.

The Soul Abattoir (epic tier, page 129): Torog's den in the Shadowdark diverts the souls of those who die in the Underdark, so Torog can torture them before the Raven Queen draws them into the normal cosmic cycle.

Torog is not the only invader to carve a place in the Underdark. Two great powers rival Torog in the Shallows and the Deeps: the drow and the aberrants.

THE FALL AND RISE OF THE DROW

Cast out of the Feywild in the days of the Dawn War, the drow followed their deity, Lolth the Spider Queen, into the deepest caverns of the Underdark. The flight of the drow into the Underdark after their war with the eladrin surprised everyone. Lolth had no previous claim on the Underdark, and Torog had no known affiliation with her. To the dismay of their enemies, the drow flourished in their new home, creating realms of macabre wonder . . . and unspeakable evil.

Despite their proximity to Torog's center of power, the drow owe no allegiance to the King that Crawls. Rather, their unswerving loyalty to Lolth grants them the power to build and defend vast city-states that war with one another as often as with the other denizens of the Underdark. The drow see their grand journey not as a curse, but as a badge of triumph. Could even the greatest eladrin kingdom of old have survived, much less thrived, in this brutal world of darkness? Could any other creatures have taken over part of the Underdark without bending their knees to Torog? The drow believe their continued existence speaks for itself.

Many legends tell about the drow's arrival in the Underdark, including contradictory myths told by priests of the competing deities.

Torog's Version—the Invitation: “The King that Crawls knew Lolth when she was a crazed godling and he was already the master of pain. Since she occupied herself squabbling in bushes with elves, he forgot her after he dived into the earth.

“When the wars ended, none could pry the Underdark from our king. He cleaned away the undesirables and prepared a place in the Deeps, using blood magic to create sites for cities for some deserving race of the surface that would come to him, needing a place to live far from the stars and the sun.

“When Torog saw that Lolth was going to get her spawn killed in fruitless battles, he sent an invitation through his exarch Duon-eel the Thrice Slain, who had never before risen from his pyre of torture and has never done so again. The drow accepted the king's offer, as he knew they would.

“The drow came to live in cities built fast and strong. Some worthy drow leave their crazy queen to join us and worship at our master's side. Those who stay with her observe our king's one request: As long as the drow could suppress their traitorous nature by remaining true to their insane goddess, they would be welcome within his kingdom. He could devise no

greater torture for beings of such potential than to let them continually choose Lolth.”

Lolth's Story—the Bloodletting: “You have heard crippled Torog's version of the story? That old god tortures his creaky bones until they squeal, then arranges the squealing into voices that tell him what he wants to hear.

“Torog might actually believe he invited us here. He seems forgetful for a god. I'm sure he's forgotten that when Lolth smashed through the walls between worlds, she took crippled Torog by the throat with his own tongs. She dragged him through the deep Underdark and spilt his blood. Wherever it scattered, we built our cities.

“No, we don't care that Torog is lying about our place here. Let him. We have no reason to spread the truth, and every reason to let our enemies underestimate us.”

The Truth(?): It's likely that neither the followers of Torog nor of Lolth are telling the whole truth. Judging by the ease with which Torog destroyed the drow city of Erenira (page 87), one might believe that Torog has the upper hand over Lolth. But would he really share his power in the Underdark if he had a choice, given that he won't even truly share power with his own exarchs?

DROW IN THIS BOOK

The drow find the Shallows too close to the surface for major settlements. They use the upper region of the Underdark mainly as a slave hunting ground.

Chapter 3 goes into detail about drow society, motives, factions, and what it's like to adventure in and around the city of Erelhei-Cinlu (page 66).

The Mark of the Drow campaign arc (page 22) can bring characters into contact with the deepest machinations of drow magic in Erelhei-Cinlu.

If you're looking for a quick-play drow raid, you can use the Typical Deeps Encounter on page 62, aimed at 14th-level characters.

ANCIENT EMPIRES OF MADNESS

The other great power, even less unified than the infighting drow, consists of ongoing eruptions of aberrant creatures from holes in reality beneath the Underdark's unfinished creation.

In the very deepest places in the Underdark, the substance of reality frays and degrades, chafed by constant scraping against jagged nothingness. And in those places where the world breaks down, the Far Realm breaks through.

Here is the ultimate source of the mind flayer kingdoms, beholder swarms, grell expeditions, and abolethic sovereignties that surge unpredictably across the Underdark and the world. How far does the Underdark go down? All the way to the end of everything. The world would be more fortunate if those were Torog's eyes glinting in the nethermost darkness of the Deeps, but Torog is merely the bully whose presence prevents anyone else from perceiving the aberrant empires that rise from where the world breaks off into nothingness. Ironically, his presence also keeps those same empires in check, making him an unlikely (and inadvertent) guardian against the encroachment of the Far Realm into the world.

ABERRANTS IN THIS BOOK

Chapter 2: The Shallows details the aberrants closest to the surface, highlighting three different colonies of tentacled grell (page 49).

Most of the powerful aberrants are found in the Deeps. Chapter 3 describes the greatest of the current empires, the abolethic realm of Xarcorr (page 74), which twists the Underdark's already patchy physical laws into parodies of normalcy.

Only slightly less strange, the Buzzing Vaults of the swordwings (page 84) are studded with nesting spires festooned with bizarre collections of treasure amassed by compulsive alien minds.

As a sign of the terror that could one day rise again, the long-dead mind flayer empire of Nihilath (page 82) still casts a long shadow on the world. Mind flayers long for a return to their days of glory.

No one can recall a century when beholders managed to cooperate enough to form any type of kingdom or empire, but down beneath all other caverns, the hideous tunnels of the Hatchlands (page 86) offer beholders a form of communion in which they receive direction from their Great Mother.

GEOGRAPHY OF THE UNDERDARK

As a three-dimensional realm whose borders are unknowable and tunnels nigh unmappable, it would seem ridiculous to speak of the Underdark having geography in the same manner as the surface world. That said, a certain commonality of terms has arisen that allows discussion of this mysterious underworld.

The most useful manner of describing the layout of the Underdark divides it into two main regions, known as the Shallows and the Deeps. (Given the Underdark's seemingly limitless depths, it is not surprising that surface dwellers use oceanic terms to describe the world below.) The Shallows include the areas of the Underdark nearest the surface. The Deeps extend beneath the Shallows, down to where the haphazard construction of the primordials starts to fray into nothingness . . . and worse.

Of course, this simplistic description suggests a clear division between the regions, which isn't the case. Each region has certain common characteristics, just as a mountain range has traits that differentiate it from the adjoining desert. But just as those two terrains might combine to create rocky badlands that manifest the traits of both regions, so too do the borderlands between the Shallows and the Deeps feature physical characteristics and inhabitants common to both regions.

The world's echo planes—the vibrant Feywild and the gloomy Shadowfell—also feature their own echo versions of the Underdark.

THE SHALLOWS

This region of the Underdark describes a layer of tunnels and caverns extending about two miles beneath the world's surface. It does not include the basements, dungeons, and similar shallow diggings of surface folk. Even the haughtiest dwarf reluctantly admits that the average dwarven settlement dug into the side of a mountain gives no more accurate a feeling of the Underdark than standing on a tall tower does for the glories of the Astral Sea's dominions.

The Shallows serve as the most common meeting place between the races of the surface world and those of the Underdark, since both kinds of folk are wary of wandering too far from home. Many surface races occupy discrete areas in the Shallows, from the deep mining colonies of the dwarves to goblin warrens safely hidden from human pursuers.

The drow see the Shallows as a proving ground for young warriors, as a source of slaves for their corrupt cities, and as a convenient barrier between their realm and the surface world. Drow raids into the Shallows are common, but lasting settlements are rare.

"Ask a human, 'How far down does the Underdark go?,' and you'll get a puzzled frown.

"But ask a dwarf, and he'll pause before saying, 'You don't want to know. Not really.'

"Unless you're a madman or an adventurer, he's right."

—Irian, deva invoker of Ioun

The aberrant influence most closely associated with the Deeps also seeps up into the Shallows. Most aberrant monsters encountered in the Shallows are mere beasts, such as gricks and carrion crawlers, but the civilization of the grells also calls this region home.

See Chapter 2: The Shallows for more information on this region.

THE DEEPS

Since it extends for many miles, the area collectively known as the Deeps is much more extensive than the Shallows. The Deeps include a great number of diverse areas, including vast sunless seas, chaos wastes scarred by contact with pure elemental energy, so-called “godless realms” where the powers of the deities hold no sway, and the homelands of the drow, including the infamous city Erelhei-Cinlu.

Most aberrant creatures that have laid claim to empires—or still do—also exist in this region. The Hatchlands of the beholders, the abolethic sovereignties, and the ruined illithid empire of Nihilath all await the delver who braves the Deeps.

Despite its name, this region isn't necessarily far from the surface. More than one group of terrified explorers has returned with tales of terrain or creatures native to the deepest caverns, encountered only a few hours from the surface. The lesson? When delving beneath the surface, things aren't always where you thought they were.

See Chapter 3: The Deeps for more on the geography, phenomena, and inhabitants of this region.

REALITY VERSUS FUN

Not all players want to focus on the difficult environmental conditions of the Underdark, but if your players want your game to emphasize these dangers, you can still portray the Underdark's harshness without killing the game's fun.

The perilous conditions of the Underdark should serve to highlight the player characters' masterful powers, not to grind the characters down with suffering and pain. Make the Underdark seem forbidding by showing how nonplayer characters and monsters have trouble coping with conditions. If your group wants to have difficult conditions described in detail, remember that your purpose is not to impose a sense of misery on your players. Do it in a way that highlights how tough and clever the adventurers are. They're triumphing over impossible conditions, not being ground down by them.

Avoid constant skill checks or difficult challenges that merely allow the team to maintain the status quo. Beware the tendency to overemphasize the oppressiveness of their situation. Gloss over the fine details of spelunking, foraging, and subterranean camping with punchy narrative descriptions. Then move on to the next scene.



THE ECHOES

The Feywild and the Shadowfell, the echo planes of the world, also contain reflections of the world's Underdark. These realms, called the Feydark and the Shadowdark, bear traits reminiscent of their associated planes while reflecting elements of the world's Underdark as well. The Feydark sports wild growths of bioluminescent fungi and glowing crystals, while the realms of the fomorians appear twisted and strange even when compared to those of the drow. The pitch-black Shadowdark is heavily influenced by the power of death and decay characteristic of the Shadowfell, and if anything is even more hopeless than the surface area of the plane.

These parallel Underdarks have remained just as separate from the world as their associated planes. However, since the King's Highway meanders back and forth between them, it provides easy-to-access connections. Over the years, this feature has allowed the inhabitants of one region to emigrate to "neighboring" cross-planar regions as well.

For example, mind flayers now occupy areas of the Shadowdark while dark ones creep into the Underdark. Similarly, the fomorians have established Underdark outposts to spread their influence from the Feydark. Drow way stations and small settlements exist in both of these echo realms, as the loyal servants of Lolth aim to extend her web of influence.

As to what—if anything—existed in these spaces before Torog's arrival, even the most ancient races are silent. The fomorians rule large swaths of the Feydark, and the mysterious incunabula lurk in hidden cities in the Shadowdark, but neither admits to anything being there before them.

Chapters 4 and 5 describe these two echoes of the Underdark in detail.

POWERS OF THE ECHOES

Torog, the drow, and the aberrants are not necessarily the dominant forces in the echoes of the Underdark beneath the Feywild and the Shadowfell.

Fomorians are native to the Feydark. Far from being threatened by the presence of the drow in the Underdark, the fomorians' status in the Feywild has been strengthened thanks to the threat posed by the drow to the eladrin on the surface of the Feywild. It's not likely the fomorians can exploit their strength in the Feydark to truly conquer other sections of the Underdark; even in the Feydark their lands are splintered into hundreds of fiefdoms. See page 102 for more on the fomorians of the Feydark and a representative kingdom, Inbharann.

Of the dread beings native to the Shadowdark, the shroud-wrapped creatures of Vecna known as the incunabula are the most influential. Their city of Glimmer (page 124) can serve as a fitful point of light for groups unable to locate a secure rest spot elsewhere in the Shadowdark.



ACQUIRING SHELTER

Adventurers need safe shelter to retreat to for rest and healing. Aboveground, they have probably become accustomed to comfy inns and well-fortified headquarters in one of your setting's points of light. In the Underdark, they must find and secure temporary bases. As they move deeper into the subterranean domain, they abandon old bases to establish new ones.

Suitable bases are isolated from major routes of underground travel, minimizing their chance of discovery by wandering creatures. They should contain enough dry surface area for the party to comfortably sleep. Other desirable qualities include pools or springs of fresh drinking water, nearby sources of forage, and proximity to friendly or neutral settlements open to trading arrangements.

Of course, the better your shelter, the more likely that someone—or something—else might want to take it from you. The chance to reinforce a base against attack and plan for assaults is catnip for your group's thinkers.

Ideally, a base has two points of access. The more points of entry a base has, the harder it becomes to defend from within. A second exit, preferably well disguised, provides a greater chance of successful escape when invaders overwhelm the party. You can also allow characters to use their powers, rituals, and skills to set up temporary defenses.

To keep the eyes of your actors and storytellers from glazing over, encourage the players to do their planning between sessions. Naturally, all this planning goes to waste unless you test it with the occasional creature incursion.

Once in a blue moon, the party might return to its base to find it occupied by someone else. The squatters might be beasts, intelligent foes, or rival explorers. Be careful not to overwhelm your group by forcing them to retake a base when their hit points and powers are dangerously depleted.

This section describes various physical and supernatural traits that appear across the Underdark. Later chapters provide details on the distinctive features of specific areas.

DARKNESS AND LIGHT

Although it's true that great areas of the Underdark are lightless, particularly in the Deeps and in the Shadowdark, the Underdark's reputation as an entirely lightless world has been greatly exaggerated.

The gently pulsing inner light of glowstone (see below) provides dim but consistent illumination in many areas of the Underdark. Unexplained magical reactions within the primordials' patchwork creation spark random flares and pulses of light, so that a dark cavern might surge with bright blue light, which then echoes in small spots for the next hour. Even the blood on the King's Highway casts its own sickly red glare.

Doomlight crystal (*Dungeon Master's Guide 2*, page 59) demonstrates a typical Underdark trope, providing light while also making life more dangerous for characters targeted by area or close attacks.

PERVASIVE GLOOM

People raised on the surface world find the Underdark profoundly disorienting. With no sun to cue their cycles of wakefulness, they sleep restlessly and for short periods. They're drowsy when awake and uncomfortably alert when they should be sleeping.

The Underdark's psychological effects on surface creatures (see "Emotional Effects," page 16) push normally stable personalities toward a ragged edge. Poor provisions lower the body's endurance to disease and makes wounds slow to heal. Simply being stuck with the same small group of comrades for months on end, with no other social interaction, brings on a roving cabin fever. Former friends slowly grow to despise one another. Mundane disagreements flare suddenly into violence. Those unlucky enough to be left completely alone in the Underdark descend into madness with surprising speed.

Rather than applying penalties to the player characters, describe nonplayer characters and companion characters suffering from the environment's physical deprivations. Build scenes with sleep-deprived guards, unhinged subterranean hermits, and rival parties ready to cut each other's hearts out. Underline the characters' special qualities by pointing out that they've proven resilient enough to resist the misfortunes that strike down so many other Underdark explorers.

TERRAIN FEATURES

This section describes a few terrain features that can be found throughout the Underdark. In addition, terrain features from the *Dungeon Master's Guide* (pages 67-69) that are appropriate to the Underdark include blood rock (particularly along the King's Highway), cave slime, cloudspore, ember moss, grasping slime, loadstone, mirror crystal, slides, and spiderwebs. From *Dungeon Master's Guide 2*, try doomlight crystal, infernal fumes, and rage stone (pages 59-61). Later chapters of this book present distinctive terrain features that appear in certain regions of the Underdark.

LIVING STONE

To the normal surface dweller, the concept of rock formations that grow on their own seems unbelievable. But there's a good reason why those who live far underground don't use the phrase "solid as a rock." Many types of stone found in the Underdark are constantly growing and reshaping themselves. In the space of a century, a year, or even a week, an area of living stone can take on a different form, replacing a tunnel with two passageways up and down, growing over what used to be a waterfall, or smothering a fungal forest and raising a circle of stalactites in its place.



More than any other phenomenon, the various types of living stone are responsible for the Underdark's legendary impermanence. The presence of living stone means that even the keenest memories and most detailed maps of the Underdark are ultimately unreliable except as general guides.

Living stone is most common in the Deeps and the Feydark, but it also appears in the Shallows and (rarely) in the Shadowdark. Areas of living stone might be as small as a single tunnel or cave or as large as an entire vaulted cavern.

Many unusual types of rock found in the Underdark fall into this category, including the darkrock, glowstone, and wormrock described below.

DARKROCK

Darkrock drinks in illumination, weakening the light and creating strange, unpredictable shadows that can trick even creatures normally able to see in the dark. Rather than existing as discrete patches (squares) of stone, darkrock typically stretches in veins throughout a cavern or section of tunnel.

Effect: Darkrock automatically reduces any bright light within 10 squares to dim light.

In addition, any creature in an area of darkrock takes a -5 penalty to Perception checks unless it is blind or doesn't rely on sight.

Usage: Creatures that don't rely on sight, such as grimlocks and myconids, lair in darkrock caverns. Use darkrock to give such monsters an edge in combat or to allow sneaky creatures to remain hidden while they move into attack position.

OTHER UNDERDARK SUBSTANCES

The Underdark is a big and very mutable place, so it has room for any kind of weird substance that you can imagine. Don't worry too much about providing explanations for the existence of such substances, unless your players are particularly interested (in which case you can use the information as an adventure hook). Examples include:

Entire caverns hewn (or grown) from living crystal.

Tunnel walls made of an unidentifiable plantlike material, ever so slowly rotting into goo.

Rock formations composed of thousands of fossils of beetles with vaguely human faces.

Rubble that appears solid unless struck, when it liquefies into a puddle.

Tunnel and cavern walls that appear organic and are the petrified remains of unimaginably huge creatures.

GLOWSTONE

As its name suggests, glowstone provides patches of dim light that break up the darkness. These patches range from a single square to areas covering whole caverns.

Most creatures that have darkvision avoid areas of glowstone; the drow commonly set their slaves to hack ceaselessly at sections of glowstone to limit its spread.

Effect: A single square containing glowstone provides dim light within 5 squares of it.

Usage: Areas of glowstone help to even the odds against monsters with darkvision. However, some such creatures use them as bait for sighted prey, lurking outside the area of light to ambush unwary travelers seeking illumination as a refuge.

WORMROCK

This porous orange rock is not only easy for a burrowing creature to dig through, it provides minimal nutrition to such creatures. As a result, wormrock is riddled with thousands of tunnels, used by creatures that cannot make their own burrows. Over weeks or months the wormrock grows back. Wormrock can be found throughout the Shallows and the Feydark and is extremely common in portions of the Deeps.

Effect: A creature that has a burrow speed can dig through wormrock at twice that speed. Effectively, each square of wormrock it enters counts as only half a square of movement.

Creatures that do not have a burrow speed can dig through 1 square of wormrock as a move action.

Usage: Place sections of wormrock in encounters featuring burrowing monsters, such as umber hulks, to increase their ability to ambush from below ground. Also, walls of wormrock allow enemies to break through and attack from an unexpected direction.

THE KING'S HIGHWAY

The broad tunnels that crisscross the Underdark are referred to as "the King's Highway," a reference to Torog as the King that Crawls. These trails are at least 50 feet across and sometimes as wide as 200 feet. Despite dangers commonly encountered along these tunnels, the King's Highway is the most reliable way to travel quickly between different regions of the Underdark without winding through every passage and cavern and cranny in between.

Of course, not every wide tunnel through the Underdark was left by Torog's passage; some were carved by dwarves or other Underdark humanoids, and others result from long-ago rivers or geologic activities. The King's Highway refers specifically to those areas that still bear the sign of the wounded god's ancient crawl through the darkness.

The typical surface of the highway is a deeply gouged and uneven rock surface spotted red and black with seemingly crusted blood that grows wet as if freshly spilled when it is trod upon, sticking to the feet of those who walk the trail and leaving prints to mark their passage for a time after they veer off. The gouges and rubble from Torog's madness have never healed over. Many are filled with great stinking globules of infected pus left over from the ancient god's regenerating form.

The physical appearance and makeup of the highway, and even some of its characteristics, can vary hugely between different areas. The blood-covered scars of Torog's passage through the caverns of the Shallows are markedly different from the swaths of destruction he plowed through the catacomb cities of the Shadowdark.

The King's Highway seldom dead-ends. If you follow the highway, you can be fairly certain that it's going somewhere, because Torog allowed neither solid walls nor dimensional barriers to halt his berserk progress. Occasional loops are the exception to the rule, places where Torog turned around upon seeing one of his earlier trails and recognized that he had already tested the area ahead. Therefore, if you encounter a loop, you can be certain that at some point a few hundred yards ahead or beneath the highway is another stretch of King's Highway, though it might now be concealed by living stone or normal landslides.

Attempts to skirt along the edge of the highway without being on it don't get you far. When the highway cuts across great caverns or through oceans, you can travel alongside it for a time, but more often, especially in the Deeps, the regeneration of living stone has created numerous choke points around the highway. It is typically necessary to set foot on the trail, or at least fly a few feet above it, as soon as you have left the caverns.

DANGERS OF THE HIGHWAY

One of the oldest jokes told in the Underdark relies on physical comedy and goes like this: "Why is this highway still bloody? That happened a long time ago," says the speaker, spreading his hands to indicate that he is standing on the road. The joker then answers his own question by making a "gack" sound, as if he'd been stabbed in the throat, and staggers about, mimicking adding his blood to the blood of the highway.

The joke rings true. The usefulness of the King's Highway as a means of quick travel, both across the Underdark and between the worlds, is matched by an appalling deadliness.

First, the highway features creatures and hazards created by the intersection of Torog's desperate magic and the unstable creation of the primordials. Blood oozes (page 140) are said to have been birthed from Torog's passage through the Underdark, and each

region has evolved a special terrain from drops of Torog's blood—godsream in the Shallows, godsrage in the Deeps, godsblood in the Feydark, and godsrock in the Shadowdark.

Second, the highway's magic draws creatures to it. The blood is mystic, providing no conventional nourishment, not for beasts or even for vampires. But evil creatures are drawn to the highway nonetheless, following its twisting paths in attempts to capture or draw upon its power.

Third and most significant, mortal adventurers aren't the only ones who use the highway. Aggressive creatures whose need for swift travel between regions of the Underdark or between the planes can place them into the path of like-minded adventurers, and in places where the highway narrows, they are unlikely to yield the way.

TRAVELING BETWEEN AREAS

Following the King's Highway often leads to a transition to a different locale within five to ten miles, though stretches of ten times that length aren't unknown. These transition points are usually just wide enough for the road, rather than occurring in the middle of caverns.

The border between two areas or planes along the King's Highway is quite clear. Even when the dimensions of the highway remain the same, everything around the highway—the smell of the air, the texture of the rock, the hue of the lighting—changes immediately.

The King's Highway is a two-way avenue, an open passage between regions. If you don't like the look of the area the King's Highway has taken you to, you can turn around and go back. The highway won't stop you. The creatures lurking near the highway—or following behind you—might.

PROVISIONING

The availability of food and water is a prime example of a detail that's best kept in the background of your campaign. Most adventuring parties prepared for long-term exploration have access to the 4th-level ritual *Traveler's Feast* (PH 313), so keeping fed shouldn't be difficult.

Even without this ritual (or similar magic), avoid making starvation a key element of your game except as a roleplaying element or an occasional springboard to an encounter or adventure. Foraging in the Underdark requires characters to settle for food they might not deem edible on the surface, but with the right group, that situation can lead to entertaining moments. And when you want to kick-start a session with a fight sequence, begin with a variation on the phrase "You're out gathering food when you run into..."

Attempts to barricade such points interfere with the highway's core magic and inevitably fail. Monsters are inexorably drawn to constructed walls and gates blocking the transition point. Magic barriers that should be able to hold forever dissolve in a matter of minutes, sometimes seconds . . . and always at inopportune moments.

EMOTIONAL EFFECTS

The physical substance and spiritual energy of the Underdark are raw, mutating, and unfinished. Most surface creatures that cross into the Underdark gradually begin to sense the alien nature of their surroundings. The specific sensation or emotion experienced by each surface creature varies. Each individual experiences his or her own form of Underdark anxiety. The most common experiences include the following:

- ◆ Brief flashes of paranoia.
- ◆ Moments of *déjà vu* that continually imply that the memory being reexperienced will end in terror or pain.
- ◆ The taste and scent of foul mud, randomly overwhelming all other tastes and smells.
- ◆ Echoes of some sounds but not others, as if nearby sounds were traveling through entirely different spaces to reach you.
- ◆ Tricks of the light that make faces and other distinguishing characteristics briefly unrecognizable.

Creatures that have a connection to the gods, including player characters whose powers derive from the divine power source, suffer greater emotional effects, including a crushing feeling of despair. Such individuals compare the sensation to the sudden loss of a beloved friend, but without any lessening over time. It's not a physically damaging experience, but the sense of despair can cause the weak of faith or faint of heart to turn back.

Dwarves experience an immediate sense of recognition and loss when entering the world below. Most dwarves know exactly what they have lost: the mythic home of Deepreach, the great dwarven hero-city that gave dwarves a stake in the Underdark to compete with Torog's dominance and with the sprawling aberrant empires.

Aberrant creatures, some primordials, and servants of Torog do not experience any of these sensations. Drow also claim to be free of "Underdark sickness," though followers of Corellon agree that "brief flashes of paranoia" define drow culture, as long as you remove the word "brief."

KNOTTED SOULS

Clerics of Ioun and other learned scholars say that mortals from the world of the gods who live too long in the Underdark have "knots" tied in their souls. The Underdark twists the fabric of what seems real, the results of attempts to perceive locations and energies that were not meant for the creatures of the gods.

A single lifetime might not be enough for these soul knots to take hold. But creatures that live for generations in the Underdark, raising families and avoiding the surface world, must possess either strong magical abilities or protective rituals, or they will surely spiral into some form of madness.



Ironically, these diverse forms of madness function as an adaptive mechanism. The line between insanity and a slightly mistaken perception of an impossible reality grows fuzzy in the Underdark. Evidence suggests that when groups of surface-mortals are cut off and lost in the Underdark, the earnest and forthright groups perish alone in the

darkness, while the groups that submit to the madness quickly have better chances of survival. The survivors are the crazy ones.

Adventurers who encounter such groups might find refuge with them or might be forced to make difficult choices about dealing with beings that are not entirely sane.

RESTING AND TRADING

With days, weeks, or even months of journey time separating the party from the surface world, adventurers can't blithely pop back to a friendly settlement to conduct routine business. To take a long (safe) rest, upgrade gear, exchange magical items, sell art objects, or acquire nonstandard equipment, adventurers must successfully engage with one of the Underdark's rare civilized enclaves.

No culture in the Underdark is exactly friendly, and with good reason. Communities don't survive for long without a healthy distrust of strangers. On the other hand, the difficulty of trade makes isolated settlements hungry for outside goods. This desperation can lead adventurers to treat peacefully, albeit temporarily, with otherwise evil or hostile forces.

Hard Diplomacy checks are typically required to establish basic trust with an Underdark community; wily characters might find a way to use Bluff to accomplish the same. Trust is fragile and might require later checks, especially when the characters unwittingly violate local customs.

Underdark communities mentioned elsewhere in this book include Forgehome in the Shallows (page 34), Gar Morra in the Deeps (page 79), Drochdan and the Burrow Under the Crystal Mountain in the Feydark (page 105), and Glimmer in the Shadowdark (page 124). Elsewhere, particularly in the Deeps, adventurers might have to carve out a space for themselves in the homes of the enemy or locate one of the scattered pockets of exiles, refugees, and survivors who manage to eke out a living in hidden pockets of this hostile world. Two examples of such flickering points of light follow. The creatures of Ladoga and Refuge are examples of the "knotted souls" effect mentioned above. They can be trusted to provide a brief respite, as long as adventurers do not run afoul of their eccentricities.

Ladoga: The secret dwarven mining colony of Ladoga digs its way sideways into the hard rock of an underground crevasse. Its miners belong to four families that quietly slipped away from Forgehome a quarter of a century ago. Malcontents to begin with, the dwarves have been driven slowly insane by years of voluntarily exile. They have piled up stores of gold, and they dream avariciously of the goods they could trade for if only they could find trustworthy intermediaries. Certain that

their fellow dwarves will show up at any moment to forcibly dislodge them from their hard-worked mine, the dwarves of Ladoga fear that any strangers are working at Forgehome's behest. Suitably diplomatic explorers might establish the necessary trust for lucrative trade—provided they keep their dwarf members safely hidden away.

The Ladogans don't realize that there's something wrong with their gold. Their now-dead founder, Hreyda Hildsdottir, traded her soul to a devil to find a defensible gold hoard in the Underdark. Denizens of the Nine Hells maintain the Ladoga colony by parceling out cursed gold for the miners to discover. They aim both to claim the souls of the Ladogans and to infest the world with tainted treasure. Those that take possession of the gold become prone to acts of violence, selfishness, and madness. Although he appears to be just another crazy-eyed dwarf, Gestolf, advisor to Ladogan chieftain Hroa Hreydasdottir, is a devil in disguise. When he encounters adventurers, he schemes to use them to ferry the corrupted gold to the surface.

Refuge: Centuries spent underground have turned the humans of Refuge into pale, semiamphibious creatures. They shun light and absorb nutrients from the pools of steaming liquid that bubble up into their faintly luminescent home caverns. Although anyone who makes a hard Nature check can identify them as humans, the inhabitants of Refuge claim to be a unique race.

Unarmed and armed only with crude spears, the Refugites are ill-equipped to defend themselves from the Underdark's major threats. When danger appears, they call upon the six eerily lifelike stone statues located in their central cavern. These figures come to life, revealing themselves as ancient adventurers. They then fight the threat to Refuge before returning to stone. If they were granted a few moments of animation after a threat ceases, they might reveal that they were cursed by a demigod after they thoughtlessly attacked the Refugites. Now the adventurers must serve them for eternity. The Refugites reverently tend the statues, bearing no ill will against them for their long-ago transgression.

The Refugites readily offer shelter and what little information they have to share about their neighbors. None of their food passes an outsider's edibility test. With an easy Insight check, adventurers realize that the Refugites hope they'll wind up as eternal guardians, too.

The Underdark is a viable adventure locale throughout your campaign's life span, from the lowest levels of the heroic tier right up through the heights of the epic tier.

HEROIC TIER

In a typical campaign, the Underdark first becomes appropriate as a long-term adventuring locale toward the end of the heroic tier. Before then, the common threats outstrip the abilities of the average adventuring party. Even so, low-level characters can likely handle limited forays into the Shallows, particularly when using an Underdark settlement such as Forgehome (page 34) as a base of operations. This locale most resembles the dungeons of the surface world, and its proximity to the surface allows characters to easily escape to rest and recuperate.

Be careful about pushing heroic tier characters into long explorations of the Underdark. Even the Shallows can be mercilessly unforgiving to low-level characters if they aren't careful.

Heroic tier adventures in the Underdark might feature Shallows-dwelling tribes of goblins, young black or purple dragons hunting for a lair, dark creeper hunting parties, packs of undead wandering from the

Shadowdark, myconids colonizing new caverns, or duergar slave traders.

Chapter 2: The Shallows and Chapter 4: The Feydark contain elements that are most suitable for heroic-level characters.

HEROIC CAMPAIGN STARTERS

A campaign that begins in Forgehome could expose your characters to the horrors of the Underdark from the opening encounter.

Another possibility: Characters of 1st level aren't strong enough to fight the troglodytes of Hraak Azuul, but the adventurers' escape from a troglodyte food larder could make a good start of a campaign that moves onto the surface world until the characters are powerful enough for revenge.

PARAGON TIER

The Underdark remains a dangerous place throughout the paragon tier; in fact, most of this book is designed for use with characters of paragon levels. From the sinister drow to the alien mind flayers, many of D&D's most iconic Underdark dwellers are best suited as paragon-level enemies.



When they reach the paragon tier, adventuring groups should be able to survive the legendary harshness of the Underdark environment. They have more resources at their beck and call, a greater range of tricks up their sleeves, and the experience—usually—to know when they're outmatched.

Paragon tier adventures in the Underdark feature explorations of crumbling aberrant cities of aboleths or mind flayers, encounters with Feydark patrols of cyclopes and fomorians, and of course, the inevitable run-ins with the drow.

PARAGON CAMPAIGN STARTERS

If you're looking to start your paragon tier campaign in the Underdark, consider having the players create a party of adventurers who escaped captivity at the

HERE THERE BE DRAGONS

One way to impress upon the players the dangers of the Underdark is to talk about the deadly monsters that live there. But talk is cheap. I find that most players assume the DM will pit them only against foes they can defeat. They imagine difficult fights, but they also imagine winning all of them.

That's great. D&D is at its best when it's collaborative and everyone at the table has fun. Still, I like to put fear in the players and let them know that their decisions have real meaning in the game. If every choice has the same victorious result, the game gets dull.

I find the best way to do this is to call the players' bluff. I'll talk about some dangerous foe in a particular location, and if the players go there, they meet the danger. In effect, I put up a sign that says, "Here there be dragons!" If the players go past the sign, they meet a dragon—and not some wyrm, either.

The key to making this approach work is *letting the characters get away*. Some players might want their characters to run, but one or two often stick around to see if you mean it. ("Maybe that mind flayer is a doppelganger. He wouldn't really have us face a mind flayer.") This inevitably draws the others back to help out, but after a few potent attacks from the monster, everyone should be looking for the exit. When they do, let them go. If you need a reason for the monster not to pursue, perhaps some other threat attacks it (the big fish being eaten by the bigger fish). If you do something like this in the Underdark, the players will give each other worried looks the next time they need to delve into the deep, dark caverns.

Using this technique has the additional benefit of teaching players that it's okay to run from a fight. I've seen many campaigns come to an abrupt end or have to be saved by some *deus ex machina* because the players didn't see a way out of a fight that went south. Letting them run away shows them that their decisions have consequences, but that you're still collaborating to make a fun game.

—Matthew Sernett

hands of one of the many evil races living there. The characters might be former thralls of the mind flayers or escaped drow slaves. For an extra challenge, create an opening encounter (or an entire adventure) based on the escape itself.

Alternatively, your world might unexpectedly manifest a tunnel or portal leading directly from the surface world into an area of the Underdark occupied by paragon-level threats, such as a drow city. What happens when these two realms are suddenly brought into proximity?

EPIC TIER

By epic levels, the characters will likely be leaving behind many of the typical challenges of the Underdark. Although the mightiest aboleths, beholders, and mind flayers remain a threat to early epic-level adventurers, and creatures such as swordwings remain deadly throughout the tier, the mundane realities of Underdark survival are likely inconsequential to the characters.

However, the torture dens of Torog offer such characters ample opportunities to test their mettle. What's more, the deepest reaches of the Underdark conceal more terrible monsters than surface-dwelling creatures can possibly imagine, from slumbering abominations to imprisoned primordials or even forgotten gods themselves.

Epic-level adventures in the Underdark involve world-shaking threats. Characters who encounter an abomination or a primordial should know that failure to end the threat won't simply release the creature upon nearby caverns, but will also endanger the survival of the surface world. Or the characters might be placed on the defensive, tasked with taming a deadly section of the Underdark before it can spill out onto the surface.

Chapter 3: The Deeps is most appropriate for epic-level characters.

EPIC CAMPAIGN STARTERS

Starting a campaign at 21st level has many challenges, including how to craft a compelling backstory for the characters that holds them together as a group. As with the paragon tier, you could consider the adventurers as recent escapees from some vile confinement, perhaps one of Torog's torture dens.

As a change of pace, the characters might have been assembled by the gods themselves as a team of elite champions holding the fate of the world in their hands. Such a campaign would need a truly memorable threat (or series of threats) to merit this assembly of power; perhaps a group of soon-to-awaken primordials must be discovered and defeated before they reignite the ancient struggle with the gods.

UNDERDARK CAMPAIGN ARCS

This section describes three campaigns that focus on the Underdark. One campaign arc deals with aberrant enemies, one with the drow, and one with Torog. Pick the pieces that appeal to you most and use them in your campaign, or adapt an entire arc.

SECRET OF THE WAYFARERS

This campaign pits the adventurers against the aberrant creatures of the Underdark, with the goal of ridding the entire world of these horrific monsters.

PHASE ONE: BUBBLING UP

In a flashback vignette (*Dungeon Master's Guide 2*, page 22), the adventurers appear as adolescents. They live in Dunblane, a mixed-race village on the fringe of civilization. They aren't adventurers yet, though their parents have begun dropping hints about an "important task" awaiting them when they come of age.

After a peaceful afternoon foraging together in nearby woodland, the young characters return home. As they draw near to their village, they see a plume of smoke rise over the horizon. Rushing to the scene, they see their village in ruins, their families brutally slaughtered. Some victims have been cooked alive; others have withered into desiccated corpses, and others still seem to have died of terror.

After this introductory scene, flash forward to the characters' young adulthood. Those veiled hints of a greater purpose dropped years before have gnawed at the adventurers for years. After some investigation, the characters learned that their parents were members of a once-famous adventuring group, the Wayfarers.

To honor the memories of their parents—as well as their brutally destroyed village home—the characters have trained as adventurers. Today, they stand as a well-honed team of avenging crusaders, ready to mete out a grim reprisal on those that destroyed Dunblane.

To reconstruct the secrets promised them by their dead parents, the adventurers determine that they must retrace their parents' steps. Early adventures include:

- ◆ Invading a kobold-infested ruin to recover their predecessors' early maps and journals.
- ◆ Storming a bandit stronghold to rescue the kidnapped merchant who hired the Wayfarers for their first mission.
- ◆ Hunting down a gnome arcanist, the Wayfarers' earliest nemesis.
- ◆ Repeating the Wayfarers' exploration of a zombie-haunted Shadowfell area, to learn what crucial documents they might have discovered there.

As the adventurers progress through the tier, they learn that the Wayfarers had specialized in exploring the Underdark. They learn of their parents' patron, the sage and sorcerer Andhova, who believed that the threat of the aberrants could be ended forever.

Andhova has hidden away from the world and renounced her old quest. After a series of adventures, the characters track her down. Before she can reveal the secret of the Wayfarers, she is killed by a beholder—a threat far above the group's current level.

Andhova's cryptic notes reveal at least part of the story. She encouraged the Wayfarers to explore deep in the Underdark, with a special concentration on areas marked by incursions from the Far Realm. The New Wayfarers must discover the entrance their parents used to reach the Underdark—and train themselves to survive its hazards.

As they pursue these goals, the group finds itself facing active opposition from a force that knows more about the Wayfarers than they do. Doing the bidding of their mysterious foe is a savage gang of foulspawn, which harry the characters repeatedly.

Tracking these foes to their lair takes the adventurers to their leader, a foulspawn seer named Azatak. When tricked or coerced, he reveals that the original Wayfarers owned all but one of the seven *Philosopher's Cubes*. This set of artifacts, if used in a great ritual, could seal off the Far Realm from other realities and prevent aberrations such as Azatak from spawning in the world. The Wayfarers gathered the cubes during their explorations, retreating to Dunblane when they failed to gain the last one. Azatak's master—the beholder Ithhua, who slew Andhova earlier—destroyed Dunblane, killed the Wayfarers, and claimed the six cubes for its own grand scheme.

PHASE TWO: WHERE IT ALL BEGAN

Having found their parents' entryway into the Underdark, the New Wayfarers follow their footsteps into the darkness, heading for aberrant-dominated territory. They find a base used by their predecessors, including a map showing routes to their deeper hiding places. Though the constant subterranean shifts have made the map less than reliable, it leads them into many adventures against the Underdark's dangerous residents.

This phase covers the characters from the high end of the heroic tier through the paragon tier. Adventures during this phase include:

- ◆ Fighting off a reprisal attack from foulspawn servants of Azatak.

- ◆ Coming upon a community of Kragg philosophy grell (page 49) and their hypnotized, willing victims. The adventurers must choose between keeping their heads down and remaining focused on their quest or rescuing the pathetic victims of the Kragg. If they do rescue them, they must wrestle with the responsibility of finding a safe place for these helpless people in the Underdark.
- ◆ Encountering a wailing ghost in the Shadowdark who, when she fought the Wayfarers, learned to mimic their voices. The creature claims to be the spirit of the parent of a particularly impulsive or credulous character, cursed to eternal unlife unless the adventurers can free her. Doing her bidding instead results in great evil being unleashed (and the ghost returns later, much more powerful).
- ◆ A kuo-toa shrine once crushed by the Wayfarers, now rebuilt stronger than before.

As they hunt for Ithhua, the Wayfarers stumble upon clues their parents missed, pointing to the location of the seventh *Philosopher's Cube*. Their search for the cube forces them to move through hostile territory, defeating other Underdark inhabitants along the way.

They must also contend with Ithhua's allies, who react to their increasingly obvious presence. Aberrant foes such as hook horrors and balhannoths pursue the characters throughout the Underdark.

Eventually, they find the Wayfarers' deepest base. Along their way, they explore ruins of the ancient illithid empire of Nihilath and risk revealing the story of the cubes and Ithhua to the mind flayers, who are unaware of it.

Subsequent encounters include:

- ◆ A battle with a beholder eye tyrant who was gravely wounded by the Wayfarers. Cheated of the chance to kill them itself, it'll settle for the next best thing: frying their children to a crisp.
- ◆ A fight with a gibbering abomination and its servitors. The aberrations battle the party on a stone bridge above a river polluted by Far Realm toxins. Anyone falling in takes a small, permanent penalty to Wisdom but gains the ability to perceive the nearby presence of aberrant creatures.

The fight marking the shift to the epic tier occurs in the Hatchlands. There the characters confront Ithhua, learning that the beholder has used the six cubes to open gates to the Far Realm throughout the Astral Sea. With the seventh cube, it would turn the Underdark into a gigantic spawning ground for beholders. They'll erupt into the world from a thousand subterranean places at once, destroying it and turning the world into a mirror of the Far Realm.

EPIC TIER: ABERRANTS MUST DIE!

By defeating Ithhua, the New Wayfarers prevented the beholders and allied aberrants from achieving a decisive victory. Even so, the war is just beginning. The arc's epic phase sends the adventurers on a plane-hopping quest to turn back the invasion.

They begin by finding the places where aberrants are massing. By attacking their leaders before or during pivotal battles, they blunt the invasion. But the characters can't be everywhere at once, and their choices result in the aberrants breaking through in other locations. In those places, the New Wayfarers must help the survivors carry out guerrilla warfare to push the aberrants out of occupied territory.

Pivotal engagements include:

- ◆ Invading the Baatorian realm of Stygia to stop an alliance between ice devils and a force of swordwings. By defeating the swordwings, the adventurers show the power-loving ice devils that the aberrants are too weak to deserve the help of devilkind.
- ◆ Taming an unwilling horde of goblin and orc souls long enough to withstand an invasion of chuul juggernauts. Before fighting off the chuuls, the adventurers must establish dominance by defeating immortal champions of Bane and Gruumsh.

During one adventure, they rescue the captured soul of Andhova. Her immortal soul ablaze with the pure knowledge of the planes, Andhova has devised a way to convert the cubes into artifact-level weapons. Once created, these devices can turn back entire aberrant armies. A series of quests ensues to find the astral ingredients necessary for the conversions.

The Great Mother, monitoring the adventurers' actions, sends servitors to stop them. Battles include:

- ◆ An aerial engagement defending the cloud city of Hestavar against invading swordwings. The lead swordwings must be taken out before they seed the silver clouds of Hestavar. If they succeed, a toxic concoction rains down on the city, mutating its inhabitants into aberrant monsters.
- ◆ Deep in the White Desert of Shom, the group confronts a gibbering orb—in the mother of all sandstorms.

Their actions against the aberrants bring them to the attention of the god Pelor. He reveals to the group that he once welcomed the Wayfarers in his realm. They had shared with him their plan to use the seven cubes. As a matter of fact, his sages still have a copy of the ritual required to permanently seal off the Far Realm from all other realities. It requires them to defeat the Great Mother herself. After besting her in a climactic battle, they can use the ritual to create a vortex that will draw her and all other aberrant creatures back to the Far Realm.

MARK OF THE DROW

This campaign arc takes the adventurers from a secretly drow-dominated surface city to Erelhei-Cinlu and finally to the Demonweb Pits. Along the way the players must choose whether to retain their characters' original racial identities, or to take the opportunity to become drow themselves.

HEROIC TIER: MARKED TO SERVE

The characters are born as slaves in the city of Sor Axtang (see the sidebar). They can be of any race, all of which are represented among the population of the city. Culturally, their Sor Axtang upbringing should mean more than their heritage as eladrin or tiefling or other race.

Alternatively, one or more characters might originally be of the middle or upper class, thrust by events into slavery before reaching adulthood. In this case, the character endured a similar examination as described below, only elsewhere in the city.

The campaign begins with a flashback vignette (*Dungeon Master's Guide 2*, page 22) depicting a pivotal moment in the adventurers' childhood. This prologue takes place a week before auction day. The young characters are in the communal school where they have all been raised since they were weaned and taken from their mothers. The children's tutors parade them before a group of strangers, who subject them to an intense physical and magical examination. The examiners find an unusual mark on each of the characters: a sign of potential greatness, they whisper. Separated, perhaps tearfully, from the other children, they are told that they'll grow up as gladia—a special class of slaves, answering not to individual nobles, but to the priestesses of Lallath, the goddess of fertility and civilization.

The gladia train as adventurers, leading raids into the interior to suppress banditry and capture creatures for the arena. They win the accolades of the working class by appearing in the arena to ceremonially battle one another (usually nonlethally) and to fight a menagerie of captured monsters.

With this information established, the game begins in the present day, with the characters as neophyte gladia. Their adventures on behalf of the city are interspersed with ongoing plotlines of political intrigue. The popularity of the gladia extends to the noble classes, who gain prestige by being seen with them. Despite their lowly births and the fact that they are technically property of the temple, the characters can become influential figures behind the scenes.

As the characters gain fame both in their raids to the interior and in the arena, their exposure to city politics gradually hints at Sor Axtang's secrets. The adventurers start to notice spiders and webs whenever they deal with the secretive priestesses. Assigned to protect a caravan, they discover that the

ample food supposedly grown in the delta is actually imported from parts unknown. They stumble across a subversive society, the Exemplars of the Light, who decry Lallath as a false goddess and whisper of a terrible truth behind the city's economy. Do they suppress these murderous rebels, as the priestesses demand, or take up the rebels' cause as a just one?

Another mystery percolating in the background concerns the disappearances of senior gladia. The characters gradually realize that their more experienced counterparts disappear when they reach paragon level. Most are sent away on long-term missions and never return. Others are rumored to have been murdered, but no bodies are ever seen.

Whether the characters continue to follow the faith of Lallath, secretly become Exemplars of the Light, or head off on their own, the transition from heroic to paragon tier coincides with the big revelation: The entire city of Sor Axtang exists to breed and train individuals bearing the mark of Lolth. She is the truth behind the mask of Lallath.

Assuming that the characters have remained loyal to the city—or at least successfully portrayed themselves as such—they receive the option of transforming themselves into full-blooded drow. They will be borne through the Underdark to Erelhei-Cinlu, to become members of a special guard to the temple of Lolth. If the players balk—and most will—remind them of the opportunity to seek answers to any unsolved plots in the heart of drow society. Also, let them know of the mechanical changes that will apply to their characters: Few players take such a leap without at least looking first.

If the characters don't go through with the transformation, they should still have the opportunity to travel to Erelhei-Cinlu, either as visiting gladia of special repute . . . or as spies.

BECOMING DROW

On becoming drow, the characters retain all their game statistics and racial powers. In addition, they gain the Lolthtouched racial trait (the ability to use either *cloud of darkness* or *darkfire* once per encounter).

They now look like drow—though a former dragonborn can still breathe fire, and so on. (This extra benefit is designed to persuade players to go along with the story line and subject their characters to the change.)

PARAGON TIER: MARKED FOR GLORY

The events of the paragon tier depend on the fateful choice described above.

If the characters embrace their new drow heritage, they become agents of Lolth, just as they unwittingly were in Sor Axtang. The difference is that they now

know the true nature of their goddess, and that their adventures take place in Erelhei-Cinlu. Continue to alternate scenes of Underdark raiding and adventure with political intrigue back in the city. The characters fight all the enemies of the drow, from marauding beholders and fomorians to busybody paladins of the surface world. Female characters have the chance to enter the priesthood, drawing them tighter into the web of drow society.

If, on the other hand, the characters reject the offer of transformation and visit Erelhei-Cinlu as non-drow foreigners, they experience the city from the bottom up. They might use success as raiders and sellswords to gain the patronage of an influential house member. Or they might steer clear of drow politics as they hunt for answers regarding the true significance of their marks.

In either case, their chief nemesis becomes the Cult of the Elder Elemental Eye (page 72). As nasty and decadent as the Lolth worshipers are, the followers of the Chained God are worse. Lolth wants to pull the strings of a sinister society. Tharizdun's aim is nothing less than the destruction of all creation, plunging everything permanently into the Abyss.

The characters might discover that the Exemplars of the Light, which they might have supported in Sor Axtang or still belong to, is a front for this evil cult. If they weren't trying to do good in Sor Axtang, what were they up to? The adventurers might realize in retrospect that the Exemplars were trying to get them killed, or at any rate keep them from Erelhei-Cinlu.

As the end of the paragon tier approaches, attacks on the city by cultists of the Elemental Eye grow bolder. In a climactic battle, powerful servitors of the Chained God descend on the city, killing the high priestess and bringing the temple of Lolth crashing down. The adventurers fight off these attackers, but life in shattered Erelhei-Cinlu will never be the same.

SOR AXTANG

This city-state occupies a fertile river delta surrounded by a desert infested with monsters and bandits. Residents worship a local fertility goddess, Lallath, for which the rich belt of agricultural land is named.

The city's society is rigidly hierarchical: you are either born a slaveholder, a worker, or a slave. Duties not covered by the class structure, such as the selling of goods, are performed by non-natives. These outlanders can live in the city for no more than seven years, at which point they must depart, never to return.

Though slaves must obey their noble owners, some attain high status by excelling in specialized skills. Famous slaves include sages, poets, and philosophers. Honored slaves gain free status, meaning that they are no longer beholden to their owners.

EPIC TIER: MARKED FOR SACRIFICE

Erelhei-Cinlu burns.

The attack of the Elemental Eye has left key non-player characters from the previous tier dead. The political leadership has been crushed. Old rules elevating females above males, or drow over non-drow, become less important as the city fights for survival. Drow or not, the adventurers who turned back the invasion find themselves influential defenders of the city.

The characters join other surviving champions of the city to rebuff opportunistic attacks by drow rivals. Swordwings, dragons, giants and undead show up to loot its smoldering remains.

When the city is finally secured, the adventurers take the battle to the enemy, hunting down and destroying enclaves of the Elder Elemental Eye. They learn the secrets of Tharizdun and learn that his influence has quietly seeped throughout the planes. From his captured cultists, they discover that the Chained God is on the verge of breaking his shackles. When he frees himself, he will complete his task of plunging all of creation into the Abyss. To do this, he believes he must kill Lolth because he thinks she webbed the universe back together, chaining him and preserving existence.

The characters fight their way to the prison of Tharizdun. Abetted by the treachery of someone the adventurers have come to think of as a loyal servitor of the Spider Queen, Tharizdun breaks free from his chains. He makes his way for the Demonweb Pits. Epic battles unfold as demons aligned with Tharizdun try to block the adventurers' path to the pits. In what seems to be a final titanic encounter, they come upon Tharizdun after he has dealt Lolth a near-fatal blow. As prophesied by the cultists of the Eye, her dying degrades the webbing that holds reality together. With the universe coming apart around them, the Demonweb Pits howling for union with the Abyss, the characters must defeat Tharizdun, allowing Lolth to recover and stitch everything back together.

Then they understand the true meaning of their marks. Their destinies were to save Lolth not only by defeating her greatest enemy, but by feeding themselves to her as a revivifying sacrifice. The entire city of Sor Axtang was built, maintained, and fed by the drow to bring them to this historic moment. Do they accept oblivion to save the universe, and allow themselves to be heroically devoured? Or do they come up with some other plan so crazy that it just might work, saving themselves along with the universe, and dooming Lolth as well as Tharizdun?

THE TORTURER'S RUIN

This campaign begins on the surface and ends in the deepest Underdark, with the characters coming face to face with Torog. The deeper the adventurers delve, the greater Torog's influence and divine power. They venture into the terrifying torture dens and battle the warped creatures that serve the god of prisons and torture.

HEROIC TIER: TOROG'S TRAIL

Events in the heroic tier can follow any arc you wish, as long as you eventually establish priests and worshipers of Torog as persistent villains who bear a grudge against the characters that might not have an obvious explanation.

Foreshadow Torog's influence with references to superstitions about the god. People say that reciting the actual name of the King that Crawls will cause him to reach up and grab you. You might have a few people disappear in mysterious circumstances, rumored to be a result of Torog's actions. When the characters rescue the abductees from their captors, they discover no direct link to Torog. However, investigation turns up some clues that the captors worship Torog. Perhaps they used trained rats or centipedes (both creatures sacred to Torog) against the characters. Or maybe the prisoners were all taken from houses in a pattern—one that forms Torog's symbol when viewed from above.

The adventurers discover that the kidnappers had allies, and some of their agents live in secret among the dwarves of Forgehome (page 34). When the characters arrive there, they learn tales of more disappearances and must brave the bizarre ecology of the Underdark to follow the trail. When they find the captives, they're in the hands of troglodyte followers of Torog. The characters can return the captive dwarves to Forgehome. However, there are further clues. It seems the trail of Torog's followers is as long and twisting as the King's Highway itself. The troglodytes sent a few dwarves as tribute to Glutton's Teeth, Torog's torture den in the Shallows (page 47).

If the characters do manage to clear out Glutton's Teeth (probably as their last encounters of the heroic tier), they find magic runes on the stalactites that form its parapets. Though the fortress was created long ago, these runes are no more than a few months old. The adventurers realize that the runes are meant to slowly pull down the land above. And the other torture dens might have similar runes, as part of a greater scheme on Torog's part.

PARAGON TIER:

FALLING INTO DARKNESS

The danger of the torture dens and the darkness of your campaign grow during the paragon tier. Torog's plan starts to succeed, and small holes breach the surface of the world. Minor settlements and edifices above the Restless Heaps (page 84) are pulled down into darkness.

Not only is the surface world collapsing into the Underdark, but Torog's wrackspawn (some created from people only recently pulled down) swarm out of the Heaps like ants from a hive. Some capture new prisoners to take to the torture den. Others invade settlements and turn them into gruesome prison camps.

Torog has decided to imprison as much of creation as he can and sets in motion a process to eventually turn all the captured cities into new torture dens. No one yet knows whether Torog's plan stems from newfound ambition, utter madness, or simply the desire for attention. It could be that the King that Crawls wants to draw the ire of the other gods and surface dwellers, hoping one will release him from his tortured existence.

By focusing on imprisoning the world, Torog has neglected his other tasks. Powerful creatures, imprisoned either by him or by followers drawing some small part of his power, break free from dimensional and physical prisons. These rampaging entities add more chaos and bloodshed to a volatile situation.

Traveling to the Restless Heaps serves two purposes. First, the characters can disrupt the crumbling of the lands above. Second, they can cage some of the escaped creatures. Though it's tempting for the characters to destroy the place, the repercussions could be dire, because the Restless Heaps hold back the Elemental Chaos.

At some point during the paragon tier, a major city collapses into the Underdark or the Feydark. Choose a settlement the characters are invested in, perhaps a place they saved from a wrackspawn assault early in the tier. This catastrophic destruction serves as a reminder of what will happen if Torog succeeds.

IMPRISONED CHARACTERS

Torog's minions prefer to capture and imprison their foes rather than kill them. At some point, some or all of the characters might be captured by underlings of the King that Crawls. Because of the characters' power, Torog's devotees take them to a torture den (whichever is most appropriate for their level).

There, the adventurers might endure tribulations that will scar them for life. Such a plot point can provide good roleplaying hooks, but make sure your players are up for a darker theme and some major changes to their characters.

EPIC TIER:**DEICIDE AND CONSEQUENCES**

As Torog's scheme escalates, the gods finally weigh in. Erathis leads a small faction of deities that wants to stop Torog, but they face opposition. Most of the gods don't want to move against one of their own—even one trapped in the grimy Underdark. They also hesitate since Torog's power is one of the few things keeping the Elemental Chaos and primordials from affecting the world more strongly. Still, Torog's attacks could be as devastating as a primordial assault in the long run.

The major wild card in the debate is Lolth. She would dearly love more control over the Underdark and would be pleased to take over Torog's domain. In fact, that very desire causes Erathis's faction to keep its distance. Shunned from the coalition, Lolth requests an audience with the characters. After a perilous journey to the Demonweb Pits, the characters meet the Queen of Spiders. She promises to strike against Torog even without support from the other gods. Of course, her assistance has a price. She wants the characters to show their good faith by slaughtering the yuan-ti that live in the City of Anathema (page 87). Then, she can restore the ruins to their former glory as the drow enclave Erenira. Whether or not Lolth keeps her word is up to you.

The adventurers learn, either in the City of Anathema or elsewhere, how Torog has managed to amass so much more power. He has found a way to draw power from the Soul Abattoir. When his shrivers (see the "Soul Abattoir" sidebar, page 129) strip the influence of the Underdark from souls that pass through, they invest this essence in quills known as darkspikes. These quills contain the residual magic of the Underdark given solid form. Torog pierces his body with these quills, reclaiming the essence that once belonged to those souls. Dropping the land above into the Underdark has accelerated Torog's acquisition of darkspikes even more. The characters can cut off the supply if they take down the shrivers. Doing this traps the souls of the dead, but the characters might be able to ally with the Raven Queen to transform those souls into an army to battle Torog's wrackspawn hordes.

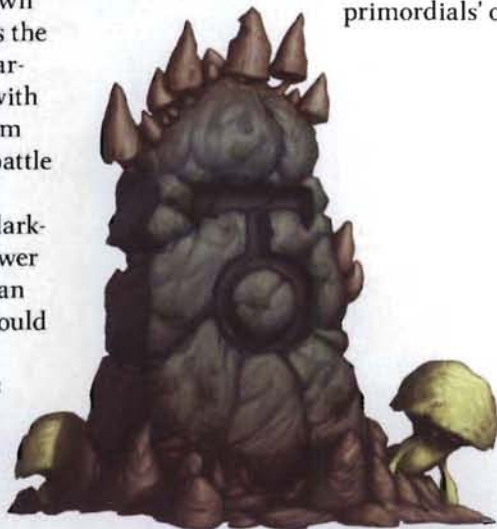
Destroying his source of darkspikes diminishes Torog's power enough that the characters can defeat him. (Otherwise he would disincorporate; see page 157.) Torog awaits any challengers in Gargash, his most treasured torture den.

Torog might have a death wish, and you can play with that possibility in your campaign. He could make it easy for the characters to find him. Torog has no real allies, and since the adventurers are neither deities nor primordials, his death at their hands would create a power vacuum that would vex both sides of the eternal conflict.

Killing Torog might solve some of the problems the evil god has inflicted upon the world. But if you wish to remain true to the spirit of the dead god, his death should have disastrous consequences as well.

Exarchs Unbound: Each of Torog's exarchs is constrained solely by a willingness to undergo the eternal torment the King that Crawls has decreed for it. If Torog dies, these exarchs know it immediately. They maintain their personal power and come looking for their god's killers. The Abnegator, Torog's primordial exarch, subdues eruptions of the Elemental Chaos into the Deeps by undergoing constant torture. If the Abnegator leaves his rack to build up his power for revenge against Torog's killers, the Elemental Chaos could erupt directly into the Deeps. Is an Elemental Chaos beachhead in the Underdark preferable to an evil god of torture in the Underdark?

Gargash's Army: It could be that Torog's hold upon the Underdark is the only factor that has prevented the primordials from reclaiming the world they created. Torog's desire to torment his ancient foe Gargash prevented him from ever fully imprisoning the primordial. If the characters realize this fact in advance, they can properly bind the creature. Otherwise, Gargash returns to life, misshapen and more dangerous after eons of torture at Torog's hands. With the god of imprisonment gone, the fetters of the other primordials might also weaken or shatter. At Gargash's lead, the primordials come to retake the world as their home, and only the characters have the power to stop them. If the characters aren't immediately successful, the war between the gods and the primordials begins anew, and the adventurers need to marshal the gods to fight back the primordials' onslaught.



THE SHALLOWS

THE TUNNELS and caverns of the Underdark nearest the surface are known as the Shallows. Here is where adventurers descend to begin their explorations. This region is also the safest portion of the Underdark: Its hazards are the most survivable and its points of light the least deadly to surface dwellers.

That said, only a fool enters the Shallows without care. Threats constantly surround delvers: duergar that capture intruders to serve as slaves in their mines, troglodytes and their pets protecting their territory, and goblin marauders looking for easy prey, to name a few.

Despite its name, the region encompasses a vast area of tunnels and extended caverns, vaults, cavities, gaps, and nodes. It is a dark reflection of the surface above it, home to creatures that shun the light.

This chapter presents the following topics.

- ◆ **Denizens of the Shallows:** A brief look at the monsters most commonly encountered in this region of the Underdark.
- ◆ **Typical Shallows Encounter:** The characters are set upon by a band of troglodytes and must also contend with a poisonous fungus.
- ◆ **Phenomena of the Shallows:** Terrain features and other aspects of the environment that affect those who attempt to negotiate the Shallows.
- ◆ **Forgehome:** The City of Mines, home to a large community of dwarves who make their living underground.
- ◆ **Maelbrathyr:** A city whose rulers have been twisted into insanity by Torog.
- ◆ **Dark Lake Ziggurat:** A nexus for travel between planes—but those who pass through have no control over where they end up.
- ◆ **Hraak Azul:** The troglodytes' fortress of fungus, always on the move.
- ◆ **Howling Warrens:** Insanity grips those who enter the warrens, making them want to stay here forever.
- ◆ **Hunting Grounds:** One of the few places in all of creation where dragons congregate.
- ◆ **Grell Colonies:** Groups of these tentacled monsters espouse different philosophies, making each one a unique threat.
- ◆ **Dark Fungi:** A dungeon delve for heroic tier characters, featuring myconids and much more.





The following section describes some of the races that can be found in the Shallows in clan groups or smaller assemblies.

DUERGAR: PITILESS TASKMASTERS

Duergar mining colonies and slave camps can be found near the surface, although the duergar prefer deeper, more hidden lairs for their homes. Unlike Underdark-dwelling dwarves, who view outsiders with suspicion, the covetous duergar attack strangers to capture them as slaves.

After long years as thralls of the mind flayers, duergar are implacable foes of the illithids. A savvy group of adventurers might be able to forge a brief alliance with duergar to destroy a mind flayer incursion in the area.

RAIDING PARTY

Level 5 Encounter (XP 1,100)

A duergar scout leads a band of enslaved warriors against an enemy settlement, such as a dwarven mining camp or a myconid colony. The slaves flee or surrender once their masters are defeated.

- ◆ 1 duergar guard (level 4 soldier, MM2 92)
- ◆ 1 duergar scout (level 4 lurker, MM2 92)
- ◆ 3 goblin skullcleavers (level 3 brute, MM 137)
- ◆ 1 troglodyte impaler (level 7 artillery, MM 252)

DWARVES: SUSPICIOUS PROSPECTORS

Of all the surface races, only the dwarves have colonized the Underdark to any real extent. Most of these settlements are within a few days' journey from the sunlit world, because the dwarves know well the dangers of digging too deep into the Underdark.

Dwarves view other denizens of the Underdark as potential threats to their survival. Even those they might view as allies aboveground receive chilly or suspicious treatment unless the dwarves substantially outnumber the strangers.

EXPLORERS

Level 4 Encounter (XP 875)

A dwarf bolter, his bodyguard (a hammerer), his iron defender, and a pair of hired goons search the Underdark for a promising location for a new mine. The dwarves assume the characters are rivals or enemy agents sent to stop them.

- ◆ 1 dwarf bolter (level 4 artillery, MM 97)
- ◆ 1 dwarf hammerer (level 5 soldier, MM 97)
- ◆ 1 iron defender (level 3 soldier, MM 156)
- ◆ 2 human berserkers (level 4 brute, MM 163)

GOBLINS: VERMIN OF THE UNDERDARK

Goblins breed quickly and can live anywhere, and a sizable number of goblins, bugbears, and hobgoblins can be found in various corners of the Underdark.

The goblins of the Shallows survive by robbery, treachery, and servitude. They journey up to the surface by night to raid, then return to the Shallows with their loot before morning.

GOBLIN THIEVES

Level 6 Encounter (XP 1,300)

A ragtag band of goblin thieves lives within the hollowed-out left hemisphere of a buried stone head, part of a much larger colossal statue of a long-dead primordial or god. The goblins don't know or care about its origin—except for the fact that some lingering magic makes their lair very difficult to find, even for pursuers on the thieves' trail.

A goblin underboss leads three skullcleavers and five warriors who have enjoyed so many successes that they've started to tattoo themselves with designs for each robbery. As the number of their tattoos swells, so does their confidence and daring.



- ◆ 1 goblin underboss (level 4 elite controller, MM 138)
- ◆ 3 goblin skullcleavers (level 3 brute, MM 137)
- ◆ 5 goblin warriors (level 1 skirmisher, MM 137)

HUMANS: TWISTED SOULS

The human settlements in the Shallows prove that humans can survive in the Underdark, but at what cost to their souls and societies? Many of them belong to the rival faiths of Ioun and Vecna. Both priesthoods view the Underdark with appraising eyes—Ioun's for what can be learned, Vecna's for what can be uncovered and then hidden forever.

Humans are often found in dwarven Underdark settlements, and humans occasionally sign up with dwarven mining operations. They rarely ally themselves with the other denizens of the Shallows.

SLAVE TRADERS

Level 6 Encounter (XP 1,350)

A human slaver might travel through the Shallows to retrieve escaped slaves, to gather prisoners for Torog, or to sell his captives to duergar or drow buyers.

- ◆ 1 human slaver (level 8 brute, MM2 149)
- ◆ 1 carrion crawler (level 7 controller, MM 40)
- ◆ 1 warforged captain (level 6 soldier, MM 261)
- ◆ 6 human lackeys (level 7 minion, MM 162)

TROGLODYTES: MALODOROUS SAVAGES

These humanoids are descended from primitive reptiles. Their foul musk makes other humanoids loath to deal with them. Troglodytes spend as much time in territorial fights with neighboring tribes as they do hunting other creatures. It's not uncommon to come upon a troglodyte band sneaking through side tunnels to gather intelligence on a rival tribe.

Troglodytes raise (or capture and train) other Underdark creatures to serve their needs. Typical pets include drakes, behemoths, carrion crawlers, chuuls, rust monsters, and oozes.

TROGLODYTE WAR PARTY

Level 9 Encounter (XP 2,300)

This group might be dispatched to attack a nearby settlement, pursue intruders, or assess the strength and weaknesses of a neighboring troglodyte tribe.

- ◆ 1 troglodyte temple champion (level 9 soldier, MM2 201)
- ◆ 2 troglodyte deepscourges (level 9 artillery, MM2 200)
- ◆ 2 troglodyte savages (level 9 skirmisher, page 30)
- ◆ 1 macetail behemoth (level 7 soldier, MM 31)

OTHER DENIZENS OF THE SHALLOWS

Bullywugs profess to understand Torog's ways better than other mortal creatures do, but the harsh truth is that bullywug tribes that descend into the Underdark rarely last more than a generation before falling victim to more powerful creatures.

When natives of the Underdark happen upon a maze of small tunnels riddling larger passages, they know the odds are good that they have stumbled into kruthik territory. Kruthiks hunt in packs, using the tunnels they dig to set up ambushes in likely locations along larger Underdark passages. Their hives are hard-to-reach, cramped warrens.

Quaggoths (page 152) roam the shallows searching for areas where it is easier to connect with the primal spirits of the world above. These nomads become savagely territorial around rockfalls or waterfalls brought down from the world above by the Underdark's constant churn.

VISITORS TO THE SHALLOWS

Since the borders between Underdark regions are not only uncertain but also easy to breach, creatures from the Deeps are encountered within the Shallows.

Drow cities are found predominately in the Deeps. However, it is not uncommon to find drow surveyors, hunting parties, and assassins lurking in Shallows side tunnels and dealing on the periphery of an underground community. Whatever their primary task, one can be sure that each drow also serves as a spy for his or her house's matron.

Dark ones that don't get along with the shadar-kai emigrate from the Shadowdark to the Shallows in large numbers. They have no qualms about entering Torog's service, if that's what's required of them. "Whatever gets the blade wet," as the dark ones say.

Natives of the Feydark, myconids are sentient fungi that take advantage of every opportunity to spread into new environments. Though the Shallows are not nearly as fertile as the vaults of the Feydark, myconid colonies have gained a foothold here. The myconids' vigorous growth rate requires special vigilance from other Underdark creatures—upon noticing a myconid infestation, they routinely move in to burn it out before it can grow threateningly large.

The silhouette every creature of the Shallows most fears to see is the illithid's. Luckily, only a few specimens are encountered in the Shallows. More often, Shallows inhabitants encounter illithid thralls, although few realize that they are dealing with a compromised dwarf, goblin, drow, or troglodyte. When actual mind flayers are sighted, every nearby lair within the Shallows escalates into a frenzy of vigilance.

TYPICAL SHALLOWS ENCOUNTER

Encounter Level 9 (2,300 XP)

SETUP

- 1 troglodyte deepscourge (T)
- 3 troglodyte savages (S)
- 1 deathcap hazard (D)

A small, elite troglodyte raiding party from the Bloodscale tribe sneaks through the Shallows searching for warriors from a rival tribe (the Darkgrubbers) that have recently claimed a nearby network of caves. The troglodytes plan to capture and sacrifice any rivals they find to their patron, Torog. Minutes before the adventurers approach this cavern, the troglodytes enter and identify the deathcap. Alerted by the adventurers' light or by the sounds of movement down the passage, the troglodytes lay a hasty ambush.

When the adventurers enter this area, read:

Stalagmites choke much of the entrance to this chamber, and a pit pierces the floor at the chamber's center. Two reptilian humanoids lurk behind a field of stalagmites against the far wall. A rockslide conceals part of the wall to the north.

When an adventurer looks at the ground next to the pit, read:

Mushrooms and other fungi carpet the bottom of the pit, climb up its side, and spread around the top. One particularly large specimen on top has a thick trunk with sickly yellow spots on its wide, red cap.

Troglodyte Deepscourge (T) Level 9 Artillery (Leader)

Medium natural humanoid (reptile)		XP 400
Initiative +7 Senses Perception +4; darkvision		
Troglodyte Stench aura 2; each living enemy within the aura takes a -2 penalty to attack rolls.		
HP 78; Bloodied 39		
AC 22; Fortitude 22, Reflex 21, Will 19		
Speed 5		
⚔ Claw (standard; at-will)		
+16 vs. AC; 1d4 + 5 damage.		
☞ Debilitating Ray (standard; at-will) ♦ Implement		
Ranged 10; +14 vs. Fortitude; 1d8 + 5 damage, and if the target is within a troglodyte stench aura, it is weakened (save ends).		
⚡ Blinding Stench (immediate reaction, when hit by an attack; recharges when first bloodied)		
Close burst 2; targets nonreptiles; +13 vs. Fortitude; the target is blinded (save ends).		
☘ Rancid Cloud (standard; recharge ☞ ☞ ☞)		
Area burst 2 within 10; targets nonreptiles; +13 vs. Fortitude; 2d6 + 5 damage, and the target is weakened until the end of the troglodyte deepscourge's next turn.		
Alignment Chaotic evil		Languages Draconic
Skills Dungeoneering +9		
Str 12 (+5)	Dex 16 (+7)	Wis 11 (+4)
Con 18 (+8)	Int 12 (+5)	Cha 13 (+5)
Equipment leather armor, staff		

3 Troglodyte Savages (S) Level 9 Skirmisher

Medium natural humanoid (reptile)		XP 400 each
Initiative +10 Senses Perception +7; darkvision		
Troglodyte Stench aura 1; each living enemy within the aura takes a -2 penalty to attack rolls.		
HP 98; Bloodied 49		
AC 23; Fortitude 21, Reflex 21, Will 20; see also <i>slimecoated</i>		
Speed 6		
⚔ Spear (standard; at-will) ♦ Weapon		
+14 vs. AC; 1d8 + 8 damage.		
☞ Javelin (standard; at-will) ♦ Weapon		
Ranged 10/20; +14 vs. AC; 1d6 + 9 damage.		
⚡ Savage Leap (standard; recharge ☞ ☞ ☞)		
The troglodyte savage charges. +15 vs. AC; 2d8 + 8 damage. During the charge, the troglodyte savage ignores difficult terrain and hindering terrain, and its movement does not provoke opportunity attacks.		
Slimecoated		
The troglodyte savage has a +4 bonus to escape attempts. In addition, it has a +4 bonus to AC and Reflex when targeted by an attack while it is moving.		
Combat Advantage		
A troglodyte savage deals 1d8 extra damage against any target it has combat advantage against.		
Alignment Chaotic evil		Languages Draconic
Skills Athletics +12, Endurance +13, Stealth +13		
Str 16 (+7)	Dex 19 (+8)	Wis 16 (+7)
Con 18 (+8)	Int 10 (+4)	Cha 11 (+4)
Equipment spear, 6 javelins		

TACTICS

Initially, the troglodyte savages use the stalagmites for cover and hurl javelins at their enemies, trying to goad them into charging past the pit. Once one or more enemies move past the pit (and the deathcap attacks; see below), the savages leap into battle, using bull rush attacks to contain their foes in the area affected by the deathcap's poisonous burst.

The troglodyte deepscourge hangs back from melee, using *debilitating ray* to aid his companions. If his companions are killed, he retreats to the nearest field of stalagmites and makes his final stand there.

The troglodytes make every effort to stay away from the deathcap, because they fear its potent poison.

The deathcap is no ally of the troglodytes; it attacks as soon as any creature moves adjacent to it.

During the battle, the troglodytes insult the adventurers in Draconic, calling them "spawn of the Darkgrubbers" (the rival tribe) and other disparaging names. A DC 22 Dungeoneering check allows a character to understand that "Darkgrubber" is the name of a troglodyte tribe in the region. The insults make it clear that these troglodytes believe the adventurers are allied with their enemies.

Deathcap (D) Level 12 Blaster
Hazard XP 700

The stem of this mushroom is as thick as a tree trunk, and its cap is wide and red, covered with lumpy yellow spots.

Hazard: A deathcap fills 1 square with difficult terrain. Any creature in the deathcap's space gains cover.

Perception

No check is necessary to notice the deathcap.

Additional Skill: Nature

◆ DC 16: The character identifies the mushroom as a deathcap.

Trigger

When a creature enters the deathcap's space or an adjacent square, one of the deathcap's yellow spore pods ruptures, spewing toxic spores into the air.

Attack

Immediate Reaction Close burst 3

Target: Each creature in burst

Attack: +15 vs. Fortitude

Hit: 2d8 + 5 poison damage, and ongoing 10 poison damage (save ends).

Miss: Half damage.

Countermeasures

- ◆ A character who moves past a deathcap (but not into its space) can make a DC 22 Acrobatics check to avoid triggering the spores.
- ◆ A character can attack the deathcap (AC 5, other defenses 10; hp 70; resist 20 poison). Destroying the deathcap stops further spore pods from bursting.

Upgrade to Elite (1,400 XP)

- ◆ The deathcap's attack becomes an opportunity action.
- ◆ Increase the deathcap's damage by 1d8.
- ◆ Increase the Acrobatics DC by 2.

FEATURES OF THE AREA

Illumination: Darkness; there is no source of light in this chamber.

Ceiling: The ceiling is 10 feet high.

Pit: A 10-foot-deep pit pierces the floor at the center of the chamber. A veritable sea of harmless fungi grows at the bottom, extends up the pit wall, and spills out onto the upper edge of the pit. Within the fungi at the top of the pit sprouts a deathcap. A character can climb the pit's walls with a DC 15 Athletics check.

Stalagmites: These squares in the southeast part of the area are difficult terrain. Characters in a square containing stalagmites gain cover. Stalactites hang down above the stalagmites, providing cover for flying or climbing creatures.

Rockslide: A rockslide borders the north wall of the chamber.

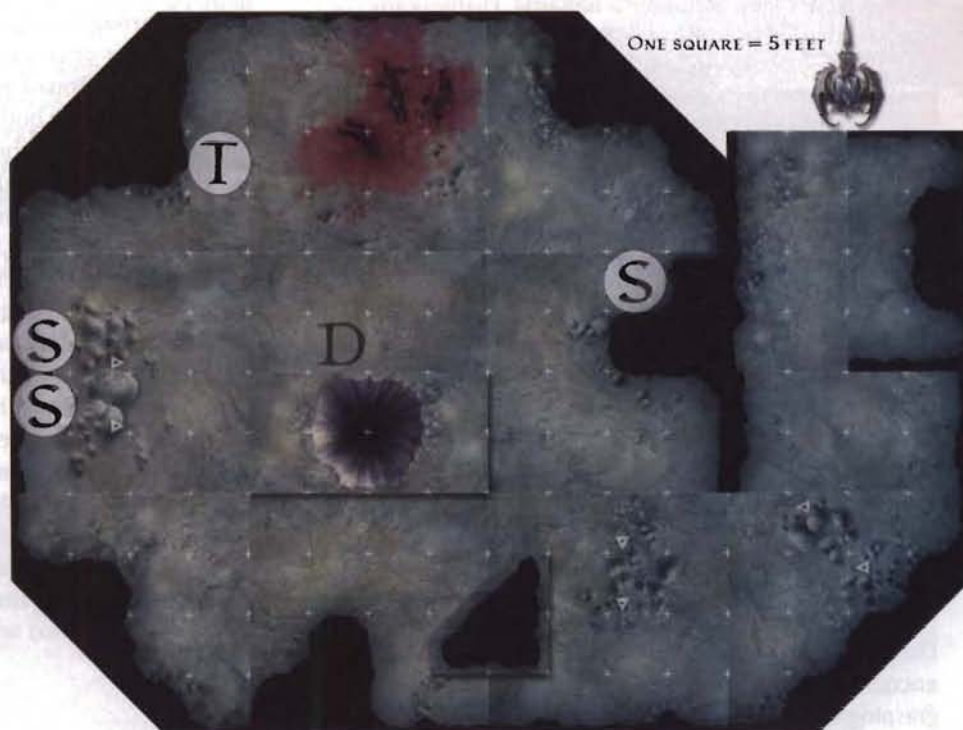
Treasure: A search of the rockslide and a DC 20 Perception check turn up the crushed body of a long-dead male human wearing ruined chainmail. A pouch on the dead man's belt holds six gems worth a total of 1,400 gp. The character also notices something else buried beneath the rocks; see "Development" for details.

DEVELOPMENT

If the adventurers spend the time to clear away the rockslide (an hour of work by five characters makes short work of the rubble), they discover a small chamber holding three dead members of a long-lost adventuring party from a town near the player characters' home base on the surface. The relatives of the deceased adventurers will pay handsomely for news of their loved ones' fate.

Quest XP: 400 XP (minor quest) plus 400 gp for delivering news of the fallen adventurers to their relatives.

Knowledge that two troglodyte tribes are at war with each other might be of use to the adventurers later on in their explorations. Bringing proof to the Darkgrubbers that the adventurers have defeated a Bloodscale raiding party gives the adventurers a +2 bonus to Diplomacy checks to sway the Darkgrubbers' attitude in all future dealings.



TYPICAL SHALLOWS ENCOUNTER

PHENOMENA OF THE SHALLOWS

The Shallows lie below the surface of the world, a tunnelscape of dim passages and dusty vaults.

NATIVE LIFE

Cut off from the sun's sustaining energy, most tunnels and vaults beneath the surface are lifeless, bleak corridors. Narrow cave complexes meander for miles without any sign that creatures or plants have ever found their way into the dark.

However, seeping ceilings and stagnant pools of subterranean water are all that is needed to turn a barren vault into an underground oasis. In such areas one can find bats, crickets, blind cavefish and crayfish, rats, gnats, and spiders of all kinds.

Fungal life is also likely where moisture is high. Mundane cave fungal growths include slimes, oozes, mushrooms, puffballs, mold, toadstools, and fans. Green and red lichens are also commonly seen coating cave columns and walls in crusted shrouds.

Without sunlight, animals and plants that might display a wide range of coloration on the surface are reduced to pale gray and white. Some fungal growths bioluminesce in hues of pale green and blue. The natural light they provide draws humanoids to settle in these areas, or to take specimens back to their own Shallows lairs to create a bit of natural light.

TERRAIN

Tunnels in the Shallows extend for thousands of feet. Some balloon into caverns; others slowly narrow to crawlspaces too small for a halfling. Humanoids that seek to settle within the Shallows must widen

MUNDANE TERRAIN

The odd rock formations found in the Shallows present special opportunities and hazards for adventurers.

Cave Formations: Boxwork, stalagmites, stalactites, and other irregular or rocky protuberances can function as difficult terrain, provide cover, or both.

Waterfalls: Where subterranean rivers pour from the ceiling of a vault into a new channel, the water spray can create lightly or heavily obscured areas.

Sinkholes/Shallow Cave Streams: Moving across an area of sinkholes requires an easy Acrobatics check to enter without ending movement and becoming immobilized (save ends). If the sinkholes are hidden beneath an ankle-high layer of a subterranean stream, the Acrobatics checks are hard.

Other Features: Fantastic terrain features from the *Dungeon Master's Guide* that are appropriate for Shallows encounters include cave slime, cloudspore, grab grass, grasping slime, and slides (DMG 67-68).

passages that are slightly too small, expand caverns whose roofs sink too low in one corner, or redirect streams to capture a continuous supply of water.

Once seen or experienced, most Shallows terrain elements and their effects can be identified by a DC 20 Dungeoneering check unless otherwise noted.

ENTRANCE CAVES

The most common features of the Shallows are caves, dry or wet, which ultimately reach all the way to the surface through strangled, twisting passages and crevices too small for creatures other than insects and vermin. Other entrance caves are larger—either naturally, or because an explorer widened the places where tunnels proved too narrow for easy access.

Less well-known entrance caves offer little chance of meeting other travelers, but in more well-known caves, adventurers are far more likely to run into other explorers from the surface. Most chance-met travelers show indifference; however, if an entrance cave is rumored to lead to a lucrative location, conflict between rival exploration parties can occur.

Eventually, all entrance caves lead to a nexus of wider passages that present explorers with multiple paths. At this point, a good map can be the difference between a successful expedition and a lifetime spent wandering a maze of tunnels.

OLD MINES

Antiquated mine shafts, tunnels, and exploratory dwarven delves reaching down from the surface can be found throughout the Shallows. Old mine passages can go decades or centuries without maintenance. Traversing a section of an old mine can become a challenge requiring both skill and luck to make it from one side to the other without triggering that most dreaded of all mining accidents: a cave-in.

Creatures native to the Shallows steer clear of old mines, even if doing so requires going well out of their way. Some enterprising natives have adapted old mine tunnels to serve as barriers against creatures that might otherwise stumble into their lairs.

Terrain such as old mines can present a good opportunity to engage characters in a skill challenge. Checks involving Dungeoneering (to detect sections of a passageway prone to collapse), Endurance (to keep going despite the rigors of the terrain), and Athletics (to leap over or climb around dangerous parts of a passageway) could help the characters overcome the perils of traveling through old mines.

THE LOST ARKHOSIANS

A nomadic dragonborn community prowls the Shallows, surviving by raiding and trading. Clad in mismatched armor pieces over rags and furs, they attack by ambush. Faced with superior opposition, they flee into maze-like trackways they know better than anyone else. The nomads believe themselves to be the last true vestiges of the Arkhosian Empire who fled beneath the surface when their ancient empire fell. Their knowledge of imperial history is spotty at best. The odd nugget of truth shines through their distorted myths of the dragonborn homeland.

Their current leader, a muscled warrior named Torsal, styles himself as emperor, demanding to be treated with all the deference his title implies. If formally challenged and bested in a contest of strength, he declares the victor to be an honorary Arkhosian lord.

The Lost Arkhosians show the signs of generations spent underground. Their scales are dull white or gray. Enlarged nasal passages allow them to navigate underground by smell as if they had darkvision.

UNDERGROUND STREAMS

Surface water constantly finds its way into the earth, passing through the Shallows before draining down into the lakes and sunless seas of the Deeps.

The streams found in the Shallows are most often mere trickles that run for a time along a section of tunnel before diving away again down a crack no wider than a dwarf's hand.

Other times, underground streams flow easily and shallowly across tunnel floors, rising no higher than ankle or shin height and moving so slowly that if a foot slips off a rock, little harm comes of the accident other than a sodden boot.

Subterranean rivers plunge through constricting cliff walls, dangerously swift and foamy with rapids. Navigating such torrents underground is just as dangerous as on the surface, or even more so—most such rapids spill over abysses that descend for miles.

THE KING'S HIGHWAY

In the Shallows, the King's Highway is a rumor—few of its broad passages loop up out of the Deeps. When the highway erupts into the Shallows, it is recognizable by its deeply gouged and uneven rock surface, mottled with red stains that weep blood. Cavities along the passage stink with corruption, a remnant of the god Torog's passage long ago.

Travelers along these broad ways feel a growing tension they can never quite define. Some describe it as if a dreamy, terrible presence is on the verge of waking and taking notice of the traveler.

GODSDREAM

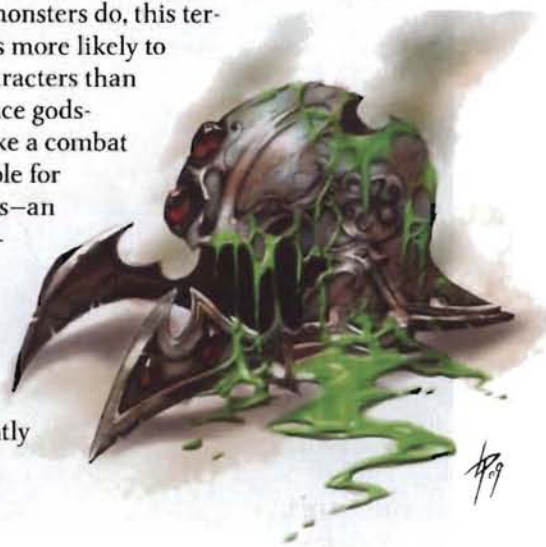
Torog's passage through the Shallows left an indelible psychic stain on the rock. Creatures passing along the King's Highway in the Shallows can discern an echo of the god's mental anguish still reverberating through the area. The energy remaining within this godsdream provides creatures with the certainty of one incredible blow against a foe, but hides everything beneath a filmy layer of dream.

Areas of godsdream contain pale red stone, found in patches of 5 to 10 contiguous squares. Godsdream can be identified with a DC 25 Dungeoneering or Religion check.

Effect: Any creature that spends a healing surge while standing in a square of godsdream is temporarily affected by the psychic residue of Torog's passage and takes a -2 penalty to attack rolls. The creature can also score a critical hit on a roll of 17-20. This effect lasts until the creature scores a critical hit or takes a short rest without using a healing surge.

Only one creature can be affected by an area of godsdream at a time; once the area is activated by a healing surge, it becomes dormant until its effect ends on that creature.

Usage: Since adventurers spend more healing surges than monsters do, this terrain feature is more likely to affect the characters than their foes. Place godsdream to make a combat less predictable for the characters—an affected character misses more often than normal, but scores critical hits more frequently as well.



FORGEHOME

For heroic tier characters

Dwarves mine the Shallows for gold, silver, and gems. Communities such as Forgehome, also called the City of Mines, spring up around the mines, moving on when the riches are tapped out. Although this policy speaks to hard-headed dwarven good sense, a part of every dwarf's heart aches for the ancient days. Dwarven songs resound with legends of Deepreach, a legendary dwarven home lost in the Underdark.

UNDERGROUND MINING SETTLEMENTS

As mining complexes enlarge, they transform into communities. Depleted shafts are further enlarged to provide homes for workers. These in turn attract businesses, which excavate chambers to operate in. As with any surface population, noncombatants must be protected from raiders, requiring the establishment of a government to hire and equip its guardians. Soon that government takes on additional responsibilities, laying down laws and mediating disputes.

Dwarven mining settlements shrink as quickly as they grow. Once the ores and gems in an underground area have been depleted, the benefits of living near them evaporate. The dwarves seal up the entryways to the defunct settlement and then move on.

CITY OF MINERS

Forgehome perches atop Storvirk's Lode, a vent of rock where several different veins of ores intertwine. The community's chambers lie hundreds of feet above the dozen shafts that are used to work the lode. Its discoverer Storvirk still lives, having reached the extreme old age of 207 years. Venerated as the settlement's mayor emeritus, Storvirk happily recounts the tale of how he found the lode when all his companions had given up the search. These days his listeners must show patience, since he invariably dozes off during the telling.

GOVERNANCE

Dwarf leaders in Forgehome are called mayors. (Dwarves believe that only a place meant to last should have a king.) Any dwarf who is either a working miner or an owner of a profitable business can participate in choosing the mayor. Mayors serve until they step down, commonly because they're heading off to mine elsewhere. A special convocation of the community's clans can recall a mayor deemed derelict in his or her duties.

Although the mayor is usually a dwarf, the people of Forgehome still recall the reign of the halfling paladin Keldo. Twenty years ago he repelled a joint invasion by ghosts and orcs, then proved himself an able peacetime leader.





VISITING FORGEHOME

Miners have learned to be wary of outsiders. Like any underground complex, Forgehome has a limited number of entrances. All are well guarded and can be sealed behind huge stone valves.

Nondwarves are permitted to enter Forgehome to transact business but cannot take lodgings here. Only if the group includes a dwarf, or has a local to vouch for it, are visitors permitted to sleep within the city. Mining community lodgings are notoriously austere. Adventurers can expect to be given a spot of flat rock to lay their bedrolls on. In the morning, they'll get a flagon of ale to wake them up and, if they're lucky, a leg of cold mutton.

A few vendors specialize in services for traveling adventurers. They conduct a trade in magic items, ritual components, and adventuring gear. In dwarven mining towns these businesses are known as "outlander's exchanges." Locals consider it a slightly unsavory way to make a living, but respect the additional wealth it brings the vendors. These cramped shops serve as clearing houses for rumors and opportunities. Locals seeking to hire mercenaries leave word with their proprietors. Forgehome's three outlander's exchanges are run by the following vendors:

- ◆ Thora One-Eye, a former explorer anxious to hear her customers' stories. Repeat customers learn to distrust her advice, which is more enthusiastic than wise.
- ◆ The pinch-faced Bosi, whose prices are fair but whose contempt for freebooters is poorly hidden.
- ◆ Ottar the Moody, who took over the family business when his father was lost in a mining catastrophe. Despite his father's fate, he dreams of financing an expedition to find the ruins of Deepreach.

FORGEHOME OPPORTUNITIES

When minor raiders cause trouble, workers are loath to leave their mine work to fight, but major attacks on the settlement rouse the entire community in its defense. The mayor hires adventurers to conduct raid-suppression duties on the community's behalf. Success brings mercenaries not only the promised reward, but a thawing of the frosty Forgehome attitude toward visitors.

Common enemies include human bandits, drow, duergar, troglodytes, and other riffraff of the Howling Warrens. Short raids into the Howling Warrens are standard missions available to outlanders for hire. Right now, the dwarves are having trouble with a recently established grell colony that has put down roots in a secret space set aside for Forgehome's lost heroes. (See "Halls of the Fallen," page 36.)

Adventurers might also take work with one of the various Dwarven Free Prospecting Companies or with one of the gem hunter companies as guards or

FORGEHOME KNOWLEDGE

Dungeoneering or History DC 10: Forgehome is a dwarven mining community in the Shallows, populated by dwarves who claim to descend from a legendary but now destroyed kingdom called Deepreach.

Dungeoneering or History DC 20: Travelers in the Shallows might be able to obtain safe lodging in Forgehome or find opportunities for employment.

Dungeoneering or History DC 25: Forgehome is known for its market promenade, where oddities from the surface world mingle with strange relics and salvage brought up from the Deeps.

general labor. Payment is either in coin or in dwarven maps and information regarding nearby subterranean locales. Dwarves who would snub an outlander in the middle of Forgehome are far more friendly out in the wilds of the Shallows. After all, those adventurers might one day be all that stands between a dwarf and a hungry mind flayer. Gem hunting has a more sordid reputation than prospecting. Adventurers staying in a mining town are judged by the company they keep. If they take employment with gem hunters, the locals might disdain them accordingly.

Every so often, a dwarf with more money than sense finances an expedition to reclaim Deepreach, the lost dwarven kingdom that preceded Forgehome, said to lie in the Deeps. Such dwarves are happy to sign on adventurers, usually for promises of equal shares in any salvage returned from the expedition (although such contracts contain fine print that excludes dwarven relics from the shares).

A quaggoth tribe lairing in nearby caverns has initiated a minor guerrilla war against the residents of Forgehome. Adventurers willing to journey to the quaggoth lair to quell the source of the attacks would be well rewarded. (See "Crying Caverns," page 37.)

A protection racket run by a group of dwarves called the Dogs of Zardkeran shakes down Forgehome merchants. The adventurers might be contacted by a merchant brave enough to stand up to the Dogs and asked to deal with the troublesome criminal element. (See "Market Promenade," below.)

DRINKING HALLS

The center of Forgehome social life is a clan's drinking hall. A drinking hall is a simple affair, consisting of a rectangular chamber, barrels of ale, and uncomfortable (to nondwarves) stone furniture, which stands up best during brawls. To the miners of Forgehome, no thought is more upsetting than having to purchase ale by the flagon. Clans pay for the ale from a common fund.

Adventurers who belong to a clan that is well represented in Forgehome can attend its drinking hall and bring guests.

ACTIVE MINING TOWNS

Smaller yet still notable mining settlements in the Shallows include the following:

Fastbet, a newly established, rough-and-tumble settlement that has yet to set up a stable system of governance. Its self-declared mayor, Geirred, settles disputes by wrestling both parties. She rules in favor of the one who loses to her less egregiously.

Gammon Handle, whose dwindling silver vein serves as evidence of its inevitable demise. Its most ambitious miners have already gone elsewhere, leaving the post of mayor unfilled.

Diamond Pipe, where the autocratic mayor rules by threat and violence, impervious to recall efforts. Known as Olvir Whip-Hand, he has driven many refugees to other towns. Plans to depose him are often raised in Forgehome's drinking halls.

MARKET PROMENADE

The pride of the dwarves of Forgehome, the market promenade is located in a tremendous cavity carved from stone. The promenade contains a great bazaar where hundreds of dwarf crafters display various wares, including elixirs, perfumes, foodstuffs of every shape and hue, mining supplies, and oddities salvaged from deep ruins or brought down from the surface. Over time, a culture of extortion has taken root in the market. Established vendors must pay protection money to a seedy lot called the Dogs of Zardkeran.

Zardkeran is a dwarf warlord who failed to locate Deepreach in a publicly funded expedition and slunk back to Forgehome, after having spent a few months in a place called Maelbrathyr (page 38). A few years later, Zardkeran resurfaced as the head of the group called the Dogs of Zardkeran.

Visitors to the promenade market might never see or hear of the Dogs of Zardkeran, unless they happen upon a vendor in arrears being reminded of the value of staying on the good side of the racket.

PROSPECTORS

Every dwarf in a mining community dreams of securing a life of wealth and ease by finding a productive vein of ore. Those who are ready to try form small cooperative ventures called Dwarven Free Prospecting Companies. Mining magnates and other wealthy individuals fund these exploratory parties in return for a portion of the profits. Members of a free company earn shares of the proceeds from any mining deposits they discover, but while searching for ore,

they risk everything and earn nothing. Those who hire on as paid prospectors lose out on the possibility of untold riches. While they explore, however, they're guaranteed a decent wage—and a bonus paid to their families if they're killed.

GEM HUNTERS

Although ore prospectors restrict their explorations to the Shallows, a more hardbitten lot delves deeper in search of gem deposits. Mining precious metals requires the excavation of large quantities of ore, but gem hunters smash and grab. They find newly exposed mineral deposits, chisel out sackfuls of loose diamonds, rubies, or emeralds, and then speed back to Forgehome or another mining town.

Dwarf gem hunters keep a wary eye out for waylayers shadowing their trail. Cautious to a fault before they hit pay dirt, they become aggressively jittery when their sacks bulge with gems. Presuming that any top-side adventurers they meet are out to steal their gems, they draw axes first and ask questions later.

RIVALRIES

Tensions between miners, prospectors, and gem hunters boil up harmlessly in the form of drinking hall brawls. When rivalries escalate, they can lead to riots or an occasional murder. Mine workers view both prospectors and gem hunters as shiftless dreamers, unwilling to bend their backs in honest toil. Free prospectors scorn their hired counterparts as timid souls bowing and scraping to their bosses. Everybody looks down on the gem hunters, who are considered scarcely more reputable than common bandits.

HALLS OF THE FALLEN

Despite being a temporary dwarven community, Forgehome is well over a century old. During this time, many dwarves have fallen in defense of their clans, in defense of their mines, and in mining accidents. These dwarves are named Heroes of Forgehome and interred in a special dwarven burial catacomb beneath the city in the first mine shafts ever delved by the city's father, Storvirk.

The Halls of the Fallen have been compromised. Grells have found a crevice and slithered in. Now a colony of these tentacled creatures lairs within the shrine to those who gave their all for Forgehome, dishonoring their memories. For their part, the grells see the occasional dwarven sortie sent down into the halls to clean them out as little more than easy prey.

MOUNTAIN HALL EMBASSY

The dwarves of Forgehome maintain sporadic contact with the closest dwarf community on the surface, Mountain Hall. Much of the trade that flows up from the Shallows into the world and back down into Forgehome passes through Mountain Hall by virtue of its location above the easiest, safest route out of the Underdark. Though they are fellow dwarves, the worthies of Mountain Hall have not passed up any opportunity to charge caravans for the privilege of exiting the Underdark at the threshold they guard.

Tensions between Mountain Hall and Forgehome have sparked into hostilities in the past. The embassy located in Forgehome is designed to eliminate such occurrences in the future.

Few realize that the criminal group known as the Dogs of Zardkeran has infiltrated the embassy. Mountain Hall's chief spokesperson, Marza Shieldstone, is a puppet of Zardkeran, her loyalty bought long ago. A portion of all the revenues Mountain Hall generates by taxing trade flows directly into the Dogs' coffers.

*“Dwarves who work mines are poor.
Dwarves who find mines are rich.”*

—Dwarf adage

THE PATH TO DEEPREACH

The dwarves of Forgehome reverently tell of a legend, a wonderful place called Deepreach that fell to evil. Deepreach was a mighty dwarven kingdom of old, one whose many great halls and lamp-lit corridors could have easily swallowed the colony of Forgehome in one of its bustling, vaulted wards.

Cataclysm overtook Deepreach in the form of an unleashed monster of the deep, perhaps an ancient purple dragon or a primordial, depending on the teller of the tale. Only a few dwarves escaped the disaster, and their descendants (one of which was Storvirk) founded Forgehome.

The legend of Deepreach is remarkably light on details, but this fact hasn't dissuaded a series of dwarf would-be heroes from embarking from Forgehome with the stated intention of finding and reclaiming Deepreach. The quickest way into the Deeps, where the lost dwarven kingdom is thought to lie, is through a wide tunnel that also hosts a rushing subterranean stream. This corridor has been dubbed the Path to Deepreach. It is also used by prospecting and gem hunting companies out of Forgehome, as well as by other creatures in this area of the Shallows looking to descend into the Deeps. As such, predatory creatures have learned that if they set ambushes along the path, sooner or later more prey will come along.

CRYING CAVERNS

A series of interconnected caverns near Forgehome is known for the water constantly dripping from its roof, and for the colony of quaggoths that resides within the caverns' heart.

At 7 feet tall, quaggoths are an imposing physical threat. The quaggoths that reside in the Crying Caverns, like their siblings in other parts of the Underdark, believe they commune with primal spirits that reside below their lairs. These quaggoths use the special mud gathered from sacred locations within their caverns to mold and stiffen their fur into elaborate and colorful coifs designed to give their foes pause.

The quaggoths of the Crying Caverns have received messages in omen and dream from the primal spirits saying that the dwarves of Forgehome are henceforth to be considered prey. What was once an uneasy relationship in which both groups ignored each other has become a guerrilla war whose front inexorably moves closer to the boundaries of dwarven territory. The quaggoths seek ever more devious subterranean routes into Forgehome.

In truth, a lone aboleth, outcast or lost from its own community in the Deeps, has taken up residence in a slimy reservoir immediately beneath the Crying Caverns. It is the impetus behind the quaggoths' most recent instructions from the primal spirits. If the truth of its manipulations is ever discovered and demonstrated to the quaggoths, the evidence would go a long way toward ending their offensive against Forgehome.

DWARVEN GHOST TOWNS

Dwarven engineers conscientiously close the entrances to abandoned underground mining settlements, but the Underdark has a way of claiming empty spaces. Metal doorways rust. Mortar crumbles. Wormrock opens new passageways into sealed digs. Tunneling creatures find new ways into the tempting shelters left behind. Adventurers use them as temporary bases. Once penetrated in this way, abandoned settlements accumulate treasure and secrets. Maps of dwarven ghost towns become valuable commodities. The largest abandoned mining settlements include:

Ironplate, which was abandoned not because the gold ran out, but because a nearby volcanic vent made it too hot for comfort.

Lossweight, named for the alleged corruption of its assayers.

Sheerdrop, which was taken over by gnomes and filled with dangerous vegetation from the Feywild.

For heroic tier and paragon tier characters

Maelbrathyr, also called the Taken Place, is a ruined city dragged down into the Underdark long ago by Torog. It is one of the most dangerous settlements in the Shallows, since its mad rulers control the city with mercurial pronouncements and murderous whims. Despite these dangers, pilgrims, slavers, merchants, and power-hungry fools have walked the paths to Maelbrathyr for centuries.

THE LAST DAYS OF MAELBRATHYR

In the last years of the tiefling empire of Bael Turath, the five noble houses of Maelbrathyr came together in an unprecedented act of cooperation: Each one contributed a noble son or daughter to the mighty task of rescuing a legendary hero from imprisonment in one of Torog's torture dens. This hero, known as the Ruby Wizard, had once commanded armies with great wisdom, a talent much needed by the empire.

These five champions, called the Pride of Maelbrathyr, succeeded in their quest. Ordu Dekaan, Vance Dungrim, Marta Ravenhook, Aleeria Salitzar, and Hannault Thrayban fought their way down into Torog's domain and back again. Though Vance and Marta fell along the way, the other three heroes survived and returned the Ruby Wizard to the sunlit world. But at the height of the celebration of his return, tragedy struck. Pavestones erupted, statues toppled to the streets, and the ground lurched downward. The city dropped down into the Underdark in Torog's clutches. While the city screamed, the Ruby Wizard wept, knowing that this event was only the beginning of Torog's revenge.

Drawn into the dark depths, the city broke apart. Part of the city fell away, lost in the depths of an abyss. The rest of Maelbrathyr came to rest in four discrete sections, arranged like a set of descending stairs on the very edge of that abyss.

Although shaken in the cataclysm, most buildings remained intact, and many people in the shattered city survived. But dragging the city below was only the first part of Torog's plan to punish the Pride of Maelbrathyr and their city of origin.

Chains of bone surged from the darkness of the crevasse and pulled the Ruby Wizard back down to his prison cell. Over the course of time, every survivor of Maelbrathyr's fall was slowly and brutally killed to sate Torog's anger.

Torog reserved a more terrible fate for the three surviving noble scions who had dared to raid his torture den. After watching the deaths of their fellow citizens, these unfortunate souls were left alone in Maelbrathyr, magically transformed into ageless forms of eternal pain. Only death could release them from this existence . . . but Torog assured them that he would then claim their souls for worse punishment. The surviving heroes of the Pride of Maelbrathyr cling to their accursed lives, maddened into acts of unconscionable evil by their long years in Maelbrathyr.

Torog couldn't be more pleased.

THE FOUR-TIERED CITY

Maelbrathyr broke into four tiers when it fell, like massive steps descending into the crevasse. Each tier is roughly 60 feet below the one above it, with rusty chain ladders providing the only reliable method of travel between them.

The lowest level of the city hangs over a crevasse that drops over 1,000 feet to the King's Highway. The first and third tiers connect through tunnels to other parts of the Underdark, making the city useful for travelers intent on reaching someplace else. The second tier is the widest, and the lowest tier is the

MAELBRATHYR KNOWLEDGE

Dungeoneering or History DC 10: Maelbrathyr is called the Taken Place. It was a city of ancient Bael Turath taken into the Underdark by the King that Crawls for blaspheming his name. The screams of the survivors were audible on the surface for years after the city's fall.

Dungeoneering or History DC 20: Maelbrathyr still exists in the Underdark. It has become a place of pilgrimage for the faithful of Torog, and a destination for any who seek the secrets of Bael Turath. Priests and other cultists of Torog have safe passage, but all others are potential slaves. As many as four dozen such cultists might be in the vast and nearly empty city at a time.

Once a year, the city hosts a great slave market called the Bleak Carnival in which creatures are bought and sold in huge numbers by slavers of many races. At these times slavers and other merchants are welcome in Maelbrathyr, but when the markets close, they know to leave swiftly.

Dungeoneering or History DC 25: Five heroes of Maelbrathyr angered Torog by taking a prisoner from him, which is what caused the city's fall. Three still survive, and they are the mad lords of Maelbrathyr. They cannot be easily reasoned with, and they are said to be very suspicious of one another. They frequently steal slaves from one another, so that escape from one master comes at the price of mastery by another.

most broken, with parts of the city separated from others by cracks of various sizes, some of which end in narrow chimneys; other fissures empty whatever falls into them high over the King's Highway.

Water flows from the wall at the rear of the highest tier and drops in a series of waterfalls, running through crevasses in the final tier before falling into the chasm over the King's Highway. This waterway is known as Torog's Tears. Though potable, the water has an acrid taste and stings eyes and open wounds.

THE BLEAK CARNIVAL

Once a year, Maelbrathyr hosts a great trading festival called the Bleak Carnival. This event draws duergar slavers, dwarf merchants, and shady representatives from the surface, and agents of the drow, fomorians, and incunabula up from the Deeps.

Each tier of the city has an area, cleared of buildings and rubble, for use as market space during the Bleak Carnival. Although any object or service can be bought and sold in virtually any part of the city during the carnival, custom has it that the first tier hosts armaments and beasts, the second tier features mercenaries and the slave market, the third tier is the market for magical and alchemical goods, and the fourth tier hosts the most curious and rarest goods of any type.

The Bleak Carnival offers a great opportunity for characters to explore Maelbrathyr without calling attention to themselves. Since strangers from all places and planes visit the ruined city during this time, a group of adventurers won't stand out.

NOTABLE LOCATIONS

The city is ruled by the surviving members of the Pride of Maelbrathyr. Twisted by the punishment of Torog and insane after long years in the Underdark, Ordu Dekaan, Aleeria Salitzar, and Hannault Thrayban have divided the city between them.

House Dekaan: Much of House Dekaan's holdings lie in ruins on the first tier after a stalactite's fall destroyed the main house. Ordu Dekaan abandoned his home rather than repair it, and now the outbuildings are home to a group of drow. Mostly male exiles, these drow worked for Ordu until one of their number upset him and all were expelled from his service. They linger in his house, hoping to return to his employ once they find a way to appease him.

House Dungrim: This ornate building on the fourth tier seems abandoned apart from a path through the dust to the main ballroom. When Hannault Thrayban is controlled by the personality of the long-dead champion Vance Dungrim, it is here that he holds his decadent fetes. One of Hannault's doppelgangers impersonates the Ruby Wizard, and others take the forms of Dungrim's family and the other members of the Pride of Maelbrathyr.



House Ravenhook: In the time before Maelbrathyr was drawn into the Underdark, this estate was the home of the family of Marta Ravenhook. Once a sprawling manse with gorgeous gardens, House Ravenhook now seems a dark reflection of its former glory. Its current ruler, Aleeria Salitzar, dwells here on the third tier with her followers and slaves. Aleeria has replaced the broken windows with panes of sculpted ice, and House Ravenhook's gardens now bloom with a profusion of fungi and other luminous subterranean plants, tended by Aleeria's harpies. The enormous ravencote, once home to hundreds of the birds that were House Ravenhook's symbol, houses tamed stirges instead. Inside the main building is a riot of sculpture, paintings, and other objects of art—gifts to Aleeria over the long years.

House Thrayban: House Thrayban looms high over the second tier's carnival grounds, casting crimson light down upon the landscape from huge, ever-burning balefires atop the towers. This gloomy, castlelike structure is home to Hannault (when he is not possessed by Vance Dungrim) and echoes with his ravings and the cries of the beasts he keeps.

The Prison Ruins: The prison fortress of Maelbrathyr collapsed in the city's fall. The dungeons remain, and Ordu Dekaam now occupies and expands them under parts of the fourth tier, spanning the gaps of crevasses. Ordu spends much of his time rolling wildly in his cage of blades through the dungeon's halls, chasing his slaves in deadly games of cat and mouse.

The Tilting Tenements: Visitors over the centuries have left much of Maelbrathyr a graffiti-scrawled, slapdash collection of modified ruins—none more so than the Tilting Tenements. Once a series of warehouses and homes of wealthy merchants, the Tilting Tenements is a long string of tumbledown apartments and shops. The interiors are a warren of tangled halls and tiny living spaces. Narrow corridors wend unpredictably among the buildings, some leading nowhere, others opening onto thin air high on the walls of the cavern's larger chambers.

THE TORTURED RULERS OF MAELBRATHYR

The three nobles who remain in Maelbrathyr, the last scions of the Pride of Maelbrathyr, have separate encampments in the ruins of their ancient homeland. Despite their extreme enmity, none will consent to the death of another—whether out of sympathy for their shared plight, for fear of Torog's anger, or in pursuit of a hidden agenda. The reason depends on the noble in question and the day.

CREATING THE NOBLES

To maximize their usability in your campaign, the rulers of Maelbrathyr are statistically undefined. As such, you can craft them to suit any adventuring tier.

Start either by choosing a suitable base monster—such as the tiefling darkblade in the *Monster Manual* or the human diabolist or human insane noble from *Monster Manual 2*—or by crafting your own nonplayer character using the rules on page 186 of the *Dungeon Master's Guide*. Humans and tieflings are most appropriate, but your version of the nobles could include half-elves, half-orcs, eladrin, or incunabula.

Then, add the powers and characteristics noted below for each noble. These entries function much like the monster themes in *Dungeon Master's Guide 2*; they don't alter the individual's level, nor do they change the noble to elite as a template would.

Finally, select appropriate servant creatures to build compelling encounters. Any creature could be found at the side of one of these mad fiends; monsters native to other areas of the Underdark might have been brought to Maelbrathyr by merchants.

ALEERIA SALITZAR

Famous for her beauty, Aleeria was also infamous for her hot-and-cold coquettishness and for her cruel treatment of suitors even as one of the Pride of Maelbrathyr. She eternally suffers an affliction that reveals Torog's evil sense of humor. From the waist down, Aleeria is frozen in solid ice. The ice takes the shape of an elaborate ball gown that trails behind her, and she glides about like a slug, leaving a trail of slimy water. From the waist up, Aleeria's scarred flesh is wreathed in an eternal flame that burns away her skin even as it regrows to keep her alive.

Although highly intelligent and perceptive, Aleeria is filled with rage and frequently contradicts her own orders as her mood swings from calculating anger to impetuous wrath. She has resided in House Ravenhook since the destruction of her own house during one of her rages. She craves luxury, and she surrounds herself with beautiful people and things. Because Aleeria frequently destroys the objects of her obsession, those seeking her knowledge or a favor from her know to bring art or attractive slaves.

Aleeria Salitzar Theme

Chilling Flames aura 3; each enemy in the aura gains vulnerable 5 cold and vulnerable 5 fire. If Aleeria is level 11 to 20, increase these vulnerabilities to 7. If Aleeria is level 21 to 30, increase these vulnerabilities to 10.

Frozen Strike (standard; recharge [1]) ♦ Cold

Aleeria makes an at-will melee or close attack. If the attack hits, the target takes 5 cold damage and is immobilized (save ends) in addition to the normal effect.

Thrown Flames (standard; recharge [1]) ♦ Fire

Aleeria makes an at-will ranged or area attack. If the attack hits, the target takes ongoing 5 fire damage (save ends) in addition to the normal effect.

Aleeria marks her servants with a brand of ice and fire that promises a painful death if they disobey her. She is served by a large number of harpies, some eladrin, and a cadre of satyrs brought to the depths by slavers. Her strangest servant is an angel of valor named Nepheroth who sought to offer her a path to redemption in exchange for her soul. She rejected his offer and forced the angel to accept hers.

HANNAULT THRAYBAN

Hannault acted as the leader of the Pride of Maelbrathyr in their retrieval of the Ruby Wizard. During the journey, his leadership was challenged by two others, Marta Ravenhook and Vance Dungrim. Hannault made certain they did not survive.

Hannault Thrayban now lives an eternal life with a constant reminder of his guilt. The personalities of Marta and Vance constantly speak into his mind, and when one gathers the necessary strength of will, Hannault physically transforms into that person. In times of extreme stress, all three personalities lose control, and Hannault changes from one to the other by the moment. (If more than one transformation power would be triggered simultaneously, choose randomly between the options.)

Most of the time, Hannault dwells in the fortress-like House Thrayban, ruling his subjects from a golden throne. But when Vance gains control, Hannault and all his followers move their operation to the dusty decadence of House Dungrim. If Marta gains control, she might cordially visit Aleeria or order an attack to wrest House Ravenhook from her.

Hannault Thrayban Theme

Ravenhook Transformation (when Hannault becomes bloodied or takes necrotic damage; recharge ☹️ ☹️ ☹️)

Hannault transforms into Marta Ravenhook (save ends). While in this form, he gains the *death approaches* power.

‡ **Death Approaches** (standard action, recharges when *Ravenhook transformation* recharges) ◆ **Necrotic**

Hannault makes an at-will attack. In addition to the normal effect of that attack, the target takes ongoing 5 necrotic damage and gains a -2 penalty to all defenses (save ends both). If Hannault is level 11 to 20, increase the ongoing damage to 10. If he is level 21 to 30, increase the ongoing damage to 15.

Dungrim Transformation (when Hannault becomes dazed or takes psychic damage; recharge ☹️ ☹️ ☹️)

Hannault transforms into Vance Dungrim (save ends). While in this form, he gains the *infuriating whispers* power.

Infuriating Whispers (Psychic) aura 3; each enemy within the aura takes 5 psychic damage and a -2 penalty to attack rolls. If Hannault is level 11 to 20, increase the damage to 10. If he is level 21 to 30, increase the damage to 15.

Thrayban Transformation (when Hannault becomes stunned or drops to 0 hit points)

Hannault resumes his normal Hannault Thrayban form. If he does not die, the *Ravenhook transformation* and *Dungrim transformation* powers both recharge.

Hannault is the focus of a cult of doppelgangers that serve him, each adopting a different appearance depending upon which personality rules at the moment. His other servants include Torog-worshipping troglodytes and a multitude of powerful beasts over which Hannault is proud to have power.

ORDU DEKAAN

Vacillating by nature, Ordu Dekaan would not have decided to go on the quest to free the Ruby Wizard except that both the objects of his affections, Aleeria and Marta, were determined to go. Ordu is still plagued by indecision, and Torog gave him a fitting punishment. Ordu lives within three great steel rings that form a rolling cage of blades. Hooked chains stretch from the rings to snag his flesh and catch upon bones, holding him painfully splayed in the rings' center. Although he is trapped within the rings, Ordu can roll about upon the bladed rings as whim takes him.

Ordu spends much of his time alone in the dungeons of the ruined Maelbrathyr prison, trapped in a lonely obsession over his two loves, Marta and Aleeria. He typically courts Aleeria with strange gifts and attention until Marta takes control of Hannault. Then he switches his attentions to his other favorite.

Ordu is as indecisive about his underlings as he is about everything else, and his slaves and servants come in an unending variety. Ordu hires, dismisses, and rehires creatures with little provocation and often upon first meeting. Tiedlings regularly attract his eye, and he typically offers to reveal stunning secrets of Bael Turath to gain their willing service, chaining them to him with promises of power as strongly as if he used iron.

Ordu Dekaan Theme

Size Change Ordu's size to Large to represent his rolling cage of pain.

Speed +2

Knockdown Roll (standard; recharge ☹️ ☹️)

Ordu Dekaan moves up to his speed and can enter enemies' spaces. He must end his move in an unoccupied space. Each time he enters an enemy's space during his move, he makes an attack against that target: level + 5 vs. Fortitude; the target is knocked prone and dazed until the end of Ordu's next turn. He cannot attack any enemy more than once with a single use of this power.

Chain Movement (minor; 1/round)

Ordu Dekaan shifts 3 squares.

DARK LAKE ZIGGURAT

For paragon tier characters

In a spot where Torog's thrashings were particularly violent, the crawling god managed to twist and warp reality. Today at that spot is a bottomless black lake. In the center of that lake, on an impossibly thin spit of land jutting out from the bank, stands a foul black ziggurat that exists on multiple planes.

The ziggurat, a four-sided stepped pyramid rising above the black waters of the lake, is also duplicated below the lake surface, so the whole structure is an eight-sided shape.

ORIGINS OF THE ZIGGURAT

Mind flayers, beholders, and aboleths are all blamed for building the ziggurat. All these claims are correct: Each race built the structure at various times in history. However, due to the unstable twisting of reality that occurred here during Torog's struggle, the location upon which the ziggurat stands cycles through different planes, shifting from one world to another at seemingly random intervals.

Over the centuries, reality has become unstable at this point, twisting the ziggurat's very structure so that it now reflects the architectural influences of all three of its builder races . . . plus a fourth, as yet unidentified, builder race.

Visitors brave the dangers of the lake and the ziggurat to examine the Nexus of Realms. Few of them survive. Fewer leave with their sanity intact.

THE STRUCTURE

The Dark Lake Ziggurat is a disordered blend of architectural styles. Smooth, round tunnels carved for the beholders by their slaves bear icons of illithid design mixed with indecipherable aboleth symbolism. The structure is made of an unidentifiable dull black rock. A few areas have permanent magic light sources, but most of the structure is dark.

The ziggurat is a bizarre and incomprehensible mix of alien geometry. Regardless of where one enters the ziggurat, one must proceed through eight rooms before reaching the chamber holding the nexus. These rooms change from one visit to the next, holding different terrain, hazards, and inhabitants at various times.

There are no cardinal directions in the ziggurat, and what is up in one section might be sideways or down in the next. For example, in one room the "ceiling" might be a pool of water. After climbing up the wall and diving through the water, a creature would find itself in the next section of the ziggurat, floating in the water, looking up at a new room.



DARK LAKE ZIGGURAT KNOWLEDGE

Dungeoneering or History DC 15: A structure with many ancient builders stands in an Underdark cavern, warping reality in its vicinity.

Dungeoneering or History DC 25: The Dark Lake Ziggurat contains many chambers, each of which lies on a different plane of existence.

Dungeoneering or History DC 30: A traveler can use the ziggurat to travel to other planes; however, most creatures that try are ensnared in the reality dysfunction that beats at the ziggurat's heart.

Each room exists on a different plane from the one before it. Entering a new chamber is the equivalent of stepping onto that plane. For example, a character who enters a room that exists in the Shadowfell sees his or her nonmagical light source muted, its radius reduced by half.

When a character enters a new room, roll a d4 to determine the plane entered. Reroll if the result is the same as for the room most recently moved from.

- ◆ 1—Astral Sea
- ◆ 2—Elemental Chaos
- ◆ 3—Feywild
- ◆ 4—Shadowfell

In addition, the reality-warping nature of the nexus alters each chamber—and the creatures within it—in tangible ways. Roll a d4 each time a new chamber is entered to determine the reality-warping effect that affects characters while they are in the chamber:

- ◆ **1—Savage Fury:** Each creature gains a +2 bonus to damage rolls and takes a -2 penalty to AC.
- ◆ **2—Impending Doom:** Each creature gains a +2 bonus to attack rolls and takes a -2 penalty to saving throws.
- ◆ **3—Stalwart Valor:** Each creature gains temporary hit points equal to its level and takes a -2 penalty to speed.
- ◆ **4—Quiet Insight:** Each creature gains a +2 bonus to skill checks and ability checks and takes a -2 penalty to attack rolls.

NEXUS OF REALMS

In Torog's efforts to escape from his underground prison, he inadvertently bound four corners of four different planes together at a point that now lies at the center of the ziggurat, creating a phenomenon known as the Nexus of Realms. The nexus looks like a slowly rotating, black, eight-sided shape. It pulses and crackles with vast amounts of energy, and ghostly images of various creatures—mind flayers, drow, kuo-toas, and more—occasionally flicker in and out of view around the nexus.

Whereas a normal planar portal functions like a doorway, allowing reliable travel from one plane to another, the Nexus of Realms acts as an ever-shifting set of one-way passages to other planes. A creature that touches any of the eight sides of the nexus is instantly pulled through the mirrorlike surface, reappearing in the same spot on the plane currently linked to that face of the nexus. Unless the creature is particularly quick or lucky, the nexus then activates once again, pulling that poor traveler back through once again . . . but this time to a different plane, since the attunement of each face changes constantly.

A creature trapped by the nexus can attempt a saving throw to escape its clutches. How soon that saving throw is allowed is determined by rolling a d10 and consulting the Nexus Escape table below. If the creature fails the saving throw, roll a d10 again to determine when the next saving throw is allowed.

A Remove Affliction ritual performed in the vicinity of the nexus (or a similar effect) can free one trapped creature known to the ritual caster.

NEXUS ESCAPE

1	One month later
2	One week later
3-4	One day later
5-6	One hour later
7-9	One minute later
10	One round later

Creatures that escape the Nexus of Realms are negatively affected by the experience. Such effects might include a -1 penalty to all ability scores, a -4 penalty to a single ability score, blindness, deafness, or insanity. These effects are permanent but can be negated by a Remove Affliction ritual (treat the nexus as a level 20 effect).

THE KUO-TOAS OF DARK LAKE

A small tribe of kuo-toas occupies the lake surrounding the ziggurat. These kuo-toas consider themselves the ziggurat's protectors and practice elaborate religious rites in the hope of one day learning how to use the nexus. They believe that if they can solve its mysteries, they will be able to use it to overcome their hereditary madness. They believe that once their insanity is conquered, they will rise to dominate the Underdark and the world above.

Only the most powerful and respected kuo-toas are permitted to enter the ziggurat. Once a kuo-toa has survived all the tests, undergone all the rituals, and performed all the rites, he or she boldly strides into the ziggurat. These kuo-toas are never seen again. The kuo-toas believe that these individuals are helping those who have gone before to solve the mysteries of the ziggurat.

HRAAK AZUL

For heroic tier or paragon tier characters

Slowly crawling through the Shallows of the Underdark is the massive living fortress the troglodytes call Hraak Azul. The origin of the multiple fungal entities that came together to form Hraak Azul is unknown. This structure has no central heart and no brain, but it possesses a real if somewhat vague awareness of itself, and it grows, slowly but surely.

Hraak Azul is made up of millions of cooperating fungi. No matter how many of them are destroyed, the fortress eventually regenerates. Even Torog has tried and failed to destroy Hraak Azul.

THE STRUCTURE

It is virtually impossible to perceive the whole of the fortress, since it conforms to the shape of the Underdark area it currently moves through, no matter how narrow the tunnels it traverses. Apart from the mass of the structure, Hraak Azul reaches out thousands of fingers that can probe into the smallest crevices and chimneys. Even when it finds an enormous subterranean cavern, the incredible bulk of Hraak Azul rarely fits entirely within a single location.

When space permits, the huge mounded bulk is honeycombed with passageways and chambers. Hraak Azul contains no straight lines, and its floors aren't level or flat. More often than not, its tunnels lead to dead ends or back to the chamber where they began.

Over time, the layout of the fortress changes. Although these changes are usually slow and gradual, sometimes fungus closes off a tunnel in a matter of minutes. A section of formerly solid wall might collapse, connecting two corridors or opening onto a chamber that has been sealed for centuries.

DENIZENS

Within Hraak Azul's hundreds of chambers and thousand of tunnels live rats, bats, spiders, snakes, and kruthiks. When Hraak Azul travels through caverns large enough to permit it, it can also host drakes, ghouls, basilisks, rust monsters, umber hulks, and the occasional hydra or dragon.

Troglodytes are the dominant species within the living fortress. Among troglodyte tribes, Hraak Azul is one of the holiest of all locations. Troglodytes sacrifice creatures to Torog on the altars within the

structure, in the mistaken belief that the fortress is a gift to them from their god. Hraak Azul feeds on those sacrifices.

Frequently, the individual fungi that make up the fortress trap, kill, and then feed on the troglodytes or anything else within the mass. Hraak Azul doesn't need the troglodytes to survive; if they all vanished, Hraak Azul would continue to thrive. It takes nourishment from the air, earth, and water in the Underdark, and its essential animating spark from a connection it maintains with the Feydark.

At any given time, up to a half-dozen tribes of troglodytes live within Hraak Azul. The abundance of food, in combination with the boons provided by the various altars in Hraak Azul, enables these tribes to grow numerous and powerful. The most powerful tribe typically controls the Altar of White Scales (see below).

FUNGAL ALTARS

The troglodytes have identified certain locations within Hraak Azul as particularly important to their worship. They place living, restrained victims upon these fungal altars as offerings to Torog. Within a few moments, the fungus sends thousands of tiny, hairlike filaments into the victim. These minuscule tendrils cause no pain, but their toxins can stun even the most stalwart victim. Once stunned, the victim is gradually digested from the inside out. This process can take days, and the victim is painfully aware the entire time.

While a victim is being digested, all other creatures that complete a short rest or an extended rest in the altar chamber gain a small boon that lasts for 24 hours. The troglodytes believe this is a gift from Torog, but in truth it is a side effect of the spore cloud that is released as a victim is slowly digested.

ALTAR OF WHITE SCALES

One of the troglodytes' most important fungal altars within Hraak Azul is the Altar of White Scales. When this altar digests a victim of 7th level or higher, it produces one or more white, scale-shaped fungal protrusions, roughly 3 inches in diameter, around the upper edge of the altar. Each scale functions as an *elixir of will* (*Adventurer's Vault*, page 187) with a level equal to or lower than that of the victim digested. For example, if the altar digested a troglodyte curse

"Sure, I wonder how we can kill this quivering mass of fungus bigger than my home town. But I'd also like to know why it's moving, and where it's going."

—Yervant of the Six Masters, upon seeing Hraak Azul for the first time



chanter (an 8th-level monster), it would produce a level 8 scale. If the altar digests a victim of 6th level or lower, no scale forms.

A typical monster of 8th level or higher digested by the altar provides 1d4 scales. An elite monster's digestion results in 1d6 scales; a solo monster's death creates 1d10 scales. A minion digested by the altar produces a single scale. No more than one creature can be digested by the Altar of White Scales each day.

Troglodytes belonging to the tribe that controls the Altar of White Scales wear one or more of these scales on necklaces. Troglodytes view these scales as gifts from Torog, and it would be a sacrilege to allow one to fall into the hands an enemy.

HRAAK AZUL KNOWLEDGE

Dungeoneering or History DC 15: A fortress in the Underdark called Hraak Azul is occupied by troglodytes that revere it.

Dungeoneering or History DC 25: Hraak Azul is not built of stone; it is composed of living fungus. After it is damaged, it grows back to wholeness and health.

Dungeoneering or History DC 30: Hraak Azul slowly moves through the Underdark at a rate of about a hundred feet per day. No one know why it moves or where it's going, or if it has a destination; movement itself could be the goal.

ALTAR OF VERDANT SCALES

One altar moves around within Hraak Azul so often that the troglodytes frequently lose track of it, despite the boon it offers. The Altar of Verdant Scales is one of the fungal nodes that the living organism uses to tap into the life energy that flows through the echo plane of the Feydark. Side effects of that power manifest on the altar if properly triggered.

When this altar digests a living victim of 9th level or higher, it produces one or more vibrant green, glowing, scale-shaped fungal protrusions, roughly 1 inch in diameter, around the upper edge of the altar. Each scale functions as a *potion of regeneration* (*Adventurer's Vault*, page 188) with a level equal to or lower than that of the victim digested. For example, if the altar digested a drow warrior (an 11th-level monster), it would produce a level 9 scale. If the altar digests a victim of 8th level or lower, no scale forms.

A typical monster of 9th level or higher digested by the altar provides one scale. An elite monster's digestion results in 1d4 scales; a solo monster's death creates 1d6 scales. A minion digested by the altar produces no scale. No more than one creature can be digested by the Altar of Verdant Scales each day.

Because the Altar of Verdant Scales is difficult to find, its scales are more prized than any others. If one troglodyte sees another wearing a necklace of these vibrant green scales, a conflict is likely to ensue.

HOWLING WARRENS

For heroic tier characters

Throughout the Shallows are many small, dank caverns linked by narrow, crumbling tunnels. These foul warrens are of no use to the more powerful races that inhabit the Underdark. No food grows here, and the water is polluted. Instead, these nasty little caves are filled with all manner of feral humanoids, including orcs, goblins, and troglodytes, gathering together in groups of varied races under a powerful leader.

The degenerate denizens of the Howling Warrens survive by attacking easy targets at the edges of larger camps or outposts in the Underdark. Occasionally they make brief raids into the world above, ambushing travelers or stealing livestock. They also attack others within the warrens on a regular basis. The warrens have no code of behavior: The strong dominate the weak until the weak have outlived their usefulness, and the weak then become food.

Explorers who venture into the warrens are subject to repeated attacks. These attacks are not an organized defense of the territory but an attempt to obtain food or plunder. No creature here cares about eliminating enemies or driving them away. Most would be happy to run off with an unattended pack or a dropped weapon. If they think they can make a kill for fresh meat, they attack viciously, but inhabitants of the warrens run at the first sign of a real challenge. A few of them might work together to try to separate, capture, and then carry off one of the intruders. Anyone who falls in combat, ally or enemy, is immediately dragged away to be eaten.

ECHOES FROM THE PAST

The danger presented by the feral humanoids is far from the most sinister threat of the Howling Warrens. Explorers claim that every sound ever made in the warrens echoes eternally through the maze of tunnels.

To those at the edge of the warrens, the sounds all mix together to form the unintelligible howling that gives the tunnels their name. In the perception of someone inside the caverns, the sounds of every footstep, every drip of water, and every sword blow bounce around as separate entities. Sometimes the

noises are only whispers, like a distant conversation. At other times, the noise becomes a deafening barrage of unintelligible sound.

In truth, most of the howling isn't old sound, but fresh screams from within Glutton's Teeth, Torog's torture den in the Shallows (see below). The prisoners shriek as their overseers flay them and devour their flesh.

Regardless of their source, this perpetuity of echoes has distinct mental and emotional effects on those who spend any time within the Howling Warrens. After mere minutes, visitors have the feeling of being watched. Soon, they begin to see hazy shapes at the edge of their vision. Within hours, a palpable, claustrophobic dread begins to descend, a sensation of imminent imprisonment within the warrens. Eventually, the explorer goes completely mad, joining one of the degenerate tribes and becoming a permanent resident of the Howling Warrens.

THE ECHOES

The echoes within the Howling Warrens have the following game effects.

-5 penalty to Insight checks and Perception checks.

Any creature that takes an extended rest while within the Howling Warrens gains none of the benefits of that rest. Instead, that creature is exposed to echo madness.

HOWLING WARRENS KNOWLEDGE

Dungeoneering or History DC 10: The Howling Warrens is a series of caverns used as a lair by several vicious but unallied bandit bands.

Dungeoneering or History DC 20: The feral humanoids of the Warrens regularly feast on living creatures.

Dungeoneering or History DC 25: Strange echoes can be heard in the warrens, which sound at first like distant howling. The echoes are so loud that they can interfere with sleep.

Echo Madness

Level 9+ Disease

Endurance improve DC 20, maintain DC 15, worsen DC 14 or lower

This mental illness, brought on by the endless echoes of the Howling Warrens, slowly drives its victims insane, compelling them to remain within the Warrens.

Attack: +12 vs. Will; add +2 to the attack bonus for each additional extended rest beyond the first one taken within the warrens.

The target is cured. **Initial Effect:** The target takes a -2 penalty to Will and to all skill checks.

Initial Effect: The target gains the normal benefits of an extended rest, but only while taken within the Howling Warrens.

Final State: The penalty to Will and to all skill checks is eliminated. The target cannot gain the benefits of any rest except while in the Howling Warrens.



GLUTTON'S TEETH

For heroic tier characters

Within the Howling Warrens, the feral humanoids capture other beings to feast upon in Torog's newest torture den.

History: Torog rarely leaves the lowest depths of the Underdark, since his power wanes the closer to the surface he travels. He created Glutton's Teeth as a power base to be used by his followers near the surface.

The King that Crawls observed the feral humanoids that live in the maddening tunnels of the Howling Warrens. He singled out the most vicious, depraved, and powerful to rule his new torture den and nourished them with scraps of his own flesh, which granted them unholy powers and extended their life spans.

Within a great cavern, Torog wrenched the earth up into five fanglike stalagmites hundreds of feet tall. He instructed his charges to fortify this place and make it fit for his worship, then departed back to the safety of the Deeps. Torog considers Glutton's Teeth as the least among his homes and rarely visits here.

Description: Five towering stalagmites stand as the parapets of Glutton's Teeth. Torog's followers watch from these posts, ready to drag any wanderers into the place. Four of its walls are built from piles of bone heaped between the stalagmites, and they grow ever higher with each new victim. The last, narrowest space is the only entrance. Long barbed chains span the gap between the stalagmites here, and victims are often displayed here. The gate overlooks the King's Highway, and the victims' screams echo throughout the Howling Warrens.

Inside, great spires jut up from the ground, with prisoners lashed to them. Eternal bonfires burn at the bases of the spires.

Adventure Hooks: Characters can venture into Glutton's Teeth late in the heroic tier.

- ◆ A human explorer believes she heard her missing husband's screams coming from the Howling Warrens and will pay for the characters' help in rescuing him.
- ◆ Torog's devotees from throughout the Shallows send tribute (in the form of prisoners) to Glutton's Teeth. If the characters observe the place, they can trace paths back to other Torog worshipers.

HUNTING GROUNDS

For heroic tier characters

In most parts of the world, dragons live far apart from one another. Their great pride and their voracious appetites prevent them from coexisting, much less cooperating. In the Underdark area known as the Hunting Grounds, things are different.

This location is more conducive to life than any other place for many miles around it. In a nearly unprecedented act, several young dragons occupied this area, put aside their arrogance and greed, and made a truce. Within these lands, the dragons do not hunt one another, pursuing only the weaker prey that comes in search of food and water. Over the years, other dragons came to the Hunting Grounds and settled here.

Today, several dozen young dragons live in the Hunting Grounds. The most common are black, purple, and adamantine dragons, but dragons of all colors have been seen in the area. Suitable sites for lairs are readily available—such as gloomy, water-logged caverns suitable for black dragons or dry, arid caves preferred by brown or copper dragons—and prey is plentiful.

Adult and older dragons are virtually unknown in the Hunting Grounds. As they age, some dragons grow tired of life here. Others seek more private lairs away from their kin. Still others are chased out by younger dragons so that they do not become a threat to the fragile peace of the Hunting Grounds. Any time a dragon grows too large and refuses to leave the Hunting Grounds on its own, the younger dragons join together to drive the creature away, knowing that if they do not, the Hunting Grounds will one day become the lair of a single large dragon too jealous to share the bounty of the area with lesser kin.

DRAGON FUNGUS

A strange type of fungus unique to these caverns has established a symbiotic relationship with the dragons living in the Hunting Grounds. The dragons frequently roll in the fungus to hide their scent or

simply to clean themselves, and the spores burrow into the dragons' scales and thrive. Some dragons keep themselves clean of this fungus, but others recognize its benefits and encourage its growth.

Fungal Dragon Theme

Skills +2 bonus to Stealth checks.

← **Sickening Spores** (when hit by a melee or close attack; recharge ☒ (ii))

Close burst 2; level + 3 vs. Fortitude; the target is weakened until the end of its next turn. The cloud of spores also grants the dragon concealment until the dragon moves or until the end of its next turn.

Consume Fungus (standard; encounter)

By chewing a hunk of fungus growing from its scales, the dragon can spend a healing surge, recharge its breath weapon, and gain a +2 bonus to attack rolls until the end of its next turn.

Dragon Interaction

A fungal dragon gains a +2 bonus to Diplomacy and Insight checks when dealing with other dragons. This bonus increases to +5 if a fungal dragon is dealing with another dragon with the same symbiotic fungus relationship.



HUNTING GROUNDS KNOWLEDGE

Dungeoneering or History DC 10: The Hunting Grounds is the name of a large network of spacious caverns and wide tunnels. Water is plentiful in the Hunting Grounds, with many underground streams and pools that draw living creatures from far away.

Dungeoneering or History DC 20: At least two and perhaps more dragons are known to hunt the area, relying on the plentiful water to draw prey despite the danger of becoming a meal for a dragon.

For heroic tier and paragon tier characters

Although most surface dwellers think of grells as solitary hunters, colonies of these tentacled creatures are scattered throughout the Shallows. Led by philosophers that espouse ideologies incomprehensible to other creatures, these colonies see outsiders—including other grells—as little more than prey.

Each of the following descriptions includes a small set of mechanical modifications to apply to all grells within that colony. These themes make each grell encounter different, and they also allow characters to tell one grell colony from another.

A DC 25 Dungeoneering check allows a character to identify a particular grell's philosophy (and know its behavior and its special power) by sight.

THE BYOLL ("OPPORTUNITY FOR USE")

Byoll grells control a section of the Shallows covered in ceramic tiles left by a long-vanished civilization. Their philosophy permits captured prey to avoid being eaten by performing a dangerous mission of the grells' devising. Before allowing their food to depart on this mission, the Byoll form a psychic bond with the creatures. This allows the Byoll to hunt down any prey creatures that run off without fulfilling their assignments, or that complete them unsatisfactorily.

Byoll grells typically mutilate their beaks with notches, one for each dangerous mission performed by would-be prey.

Byoll Grell Theme

† **Byoll Mind Bond** (minor; at-will)

Targets a creature grabbed by the grell; the Byoll grell gains a +2 bonus to attack rolls and a +10 bonus to Insight checks. Both bonuses apply only against the target, and they last for 7 days.

THE GLATT ("EQUANIMITY OF HARM")

The grell philosopher Glatt holds that harm to prey animals is a necessary part of life, but that the moral grell parcels out this unavoidable hurt so that no piece of potential food suffers more than other members of its litter, tribe, or group.

In practice, this philosophy means that the grells of the Glatt colony go out of their way, given a choice between bloodied and unbloodied targets, to attack the unbloodied. Only when all available targets are bloodied do they focus their attention on bloodied prey.

Glatt Grell Theme

← **Glatt Riposte** (immediate reaction, when the grell becomes marked; at-will)

Close burst 10; level + 5 vs. Will; the creature that marked the grell is stunned until the start of the grell's next turn.

THE JRALL ("FEASTING IN KNOWLEDGE")

The Jrall nest in chambers covered in gems that resemble fist-sized sapphires, but which melt into acidic goo upon exposure to the body heat of any warm-blooded creature.

Jrall philosophy argues that it is acceptable to torment and kill sentient beings as long as they are ennobled by knowledge first. Thralls are kept in clean pens and taught the simplest rudiments of Jrall belief in anticipation of the day when they will be slowly devoured alive.

If asked, a Jrall must obey a truce long enough to answer three questions posed by its prey. Jrall to which questions have been posed resume fighting if they are attacked. They must answer honestly and to the best of their knowledge but are allowed to give curt or incomplete answers.

Jrall Grell Theme

† **Acidic Goo** (standard; encounter)

The grell makes a tentacle rake attack against a target. In addition to the normal effect of the attack, a hit deals 5 extra acid damage.

If the grell is level 11 to 20, increase the extra damage to 10. If the grell is level 21 to 30, increase it to 15.

THE KRAGG ("CONSUME THE WILLING")

Like the Byoll—from whom they broke in a murderous conflict years ago—the Kragg send captured prey to perform hunting missions or other quests for them. The Kragg do this as part of a broader exercise in bending future prey to their will. They use their psychic powers to make their victims want to be eaten. Philosopher Kragg asserts that this is the only ethical way to devour sentient species. Adherents do not find it incongruent that this ecstatic state is artificially induced.

The psychic connection between these questers and the grells bonds prey to their grell masters. Over time, the prey creatures come to see life from the grell perspective. They sympathize most of all with the hunger of the grells. When the inevitable day comes that a grell approaches one of them to eat that creature, it is blissful to be fulfilling its ultimate purpose. If a prey creature takes psychic damage, it regains its true perspective.

The Kragg decorate their beaks with spots of luminous paint.

Kragg Grell Theme

† **Kragg Mental Crush** (standard; encounter)

Targets a creature grabbed by the grell; level + 3 vs. Will; the target is dominated (save ends). *Afterside effect:* The target is stunned (save ends).

DARK FUNGI

A dark creeper necromancer has taken over a myconid colony at the edge of a forest of fungus for his own purposes. Meanwhile, a dwarven mining guild from Forgehome has delved into the myconid caverns and begun mining operations, clearing whole caves of fungus. In retaliation, the myconids have slaughtered the miners.

The adventurers might arrive at the mine ignorant of what's come before, or they might be tasked by Forgehome to investigate the lack of news and materials flowing from the mine.

Additional Information: Details about Forgehome can be found on page 34.

Tiles: This delve uses one set of tiles from *DU3: Caves of Carnage*™.

Levels: This dungeon delve works best for a party of five player characters from 3rd to 7th level.

EXPANDING THE DELVE

To turn this delve into a longer adventure, consider these additions:

- ◆ When the dark creeper necromancer took over the colony, he enslaved the myconid sovereign and kept it secluded deeper in the fungus forest. The adventurers could attempt to negotiate an amicable arrangement between the dwarves and the myconids. This is the perfect opportunity for a negotiation skill challenge. (See *Dungeon Master's Guide 2* for more information on skill challenges.)
- ◆ The dark creeper necromancer has forged an alliance with a group of shadar-kai that are on their way to discuss the resumption of mining under their auspices. Two chainfighters and a gloomblade, led by a shadar-kai witch, arrive after **Encounter DF3** (page 54). Their first instinct, upon seeing the carnage, is to attack the adventurers. However, negotiating a truce might be possible. The witch carries a map leading from the fungus forest to a stretch of the King's Highway that extends deeper into the Shadowdark. (See Chapter 5 of this book for details of the Shadowdark.)

ENCOUNTER DF1: FUNGAL DEFENDERS

Encounter Level 5 (1,233 XP)

SETUP

2 myconid rotslammers (R)

7 myconid gas spores (S)

3 myconid guards (G)

The adventurers climb down a shaft leading from an Underdark tunnel into the western alcove of the mine. It is immediately evident that something is wrong here. A rust monster (see **Encounter DF2**, page 52) destroyed and ate the metal cage that the dwarves used to ferry miners and equipment up and down the shaft, and all that remains are pieces of the cage's superstructure.

The rocky shaft requires a DC 15 Athletics check to climb, or a DC 10 Athletics check if the adventurers make use of a rope.

Place only the monsters that the adventurers can see from their starting point at the base of the shaft.

As the adventurers emerge from the shaft, read:

After climbing down the shaft, you are greeted by a scene of carnage. Many dwarf corpses litter the mine. The smell of the dead is worsened by the stink of rotting vegetation. Several large fungal spores drift lazily through the air, and large mushrooms are scattered around the room.

Perception Check

DC 12 *The dwarf bodies are missing their hands.*

DC 14 *The mushrooms have humanoid shapes, and they seem to be watching you intently.*

DC 17 *You see a few wooden pick handles and coils of rope scattered about, but no metal tools. Even the buckles have been removed from the clothing on the dead dwarves.*

7 Myconid Gas Spores (S) **Level 4 Minion Skirmisher**
Medium shadow beast (plant) XP 44 each

Initiative +5 **Senses** Perception +3; blindsight 10

HP 1; a missed attack never damages a minion; see also spore burst.

AC 18; **Fortitude** 17, **Reflex** 15, **Will** 15

Speed 0, fly 2 (hover)

⊕ **Acidic Slam** (standard; at-will) ◆ **Acid**

+9 vs. AC; 5 acid damage.

⚡ **Spore Burst** (when the gas spore drops to 0 hit points) ◆

Healing, Poison

Close burst 3; targets nonplants; +7 vs. Fortitude; 5 poison damage. **Effect:** Each plant creature in the burst regains 5 hit points.

Alignment Unaligned

Languages –

Str 6 (+0)

Dex 13 (+3)

Wis 13 (+3)

Con 16 (+5)

Int 1 (-3)

Cha 8 (+1)

2 Myconid Rotslammers (R) **Level 5 Brute**
Medium shadow humanoid (plant) XP 200 each

Initiative +4 Senses Perception +4; tremorsense 10
HP 78; Bloodied 39
AC 17; Fortitude 18, Reflex 16, Will 18
Speed 5

Ⓛ **Fungal Slam** (standard; at-will) ♦ **Poison**
+8 vs. AC; 1d10 + 4 damage, and ongoing 5 poison damage (save ends).

⬅ **Rotting Burst** (standard; recharges when first bloodied) ♦ **Necrotic**
Close burst 3; +6 vs. Fortitude; 2d8 + 4 necrotic damage, and ongoing 5 necrotic damage (save ends).

Roots of the Colony (free, when the myconid rotslammer is hit by an attack while a myconid ally is within 5 squares of it; at-will)
The rotslammer takes half damage from the attack, and the myconid ally takes the same amount of damage.

Alignment Unaligned Languages –
Str 16 (+5) Dex 14 (+4) Wis 14 (+4)
Con 18 (+6) Int 8 (+1) Cha 13 (+3)

3 Myconid Guards (G) **Level 4 Soldier**
Medium fey humanoid (plant) XP 175 each

Initiative +5 Senses Perception +3; tremorsense 10
HP 56; Bloodied 28
AC 18; Fortitude 17, Reflex 16, Will 14
Speed 6

Ⓛ **Spiny Strike** (standard; at-will)
+11 vs. AC; 2d6 + 3 damage.

⬅ **Pacification Spores** (standard; encounter) ♦ **Poison**
Close burst 1; +9 vs. Will; 1d6 + 3 poison damage, and the target cannot take a standard action until the end of the myconid guard's next turn.

Roots of the Colony (free, when the myconid guard is hit by an attack while a myconid ally is within 5 squares of it; at-will)
The myconid guard takes half damage from the attack, and the myconid ally takes the same amount of damage.

Alignment Unaligned Languages –
Str 18 (+6) Dex 16 (+5) Wis 12 (+3)
Con 16 (+5) Int 8 (+1) Cha 10 (+2)

FEATURES OF THE AREA

Illumination: Dim illumination, from luminescent fungal growths throughout the chamber.

Ceiling: The ceiling is 15 feet high over the lower elevation and 10 feet high above the higher elevations.

Elevation: The northern and southern portions of the room are 5 feet higher than the central area. The steep slopes can be climbed with a DC 7 Athletics check.

Ramps: These wooden ramps are difficult terrain, but they allow creatures to ascend or descend the steep slopes without making Athletics checks.

Crystal Growth: Any creature adjacent to these 5-foot-tall reflective crystals while holding a light source is partially blinded by the glare, taking a -2 penalty to attack rolls unless the creature has senses that do not require sight (such as tremorsense). The square containing crystal growth is blocking terrain.

ENCOUNTER DFI: FUNGAL DEFENDERS



TACTICS

The myconid gas spores attack without regard to their own safety. They try to stay within 3 squares of the rotslammers and the guards so that when they fall, their *spore bursts* will heal their allies.

The myconid guards also move in, using *pacification spores* at the first opportunity. They use *roots of the colony* to redirect damage from themselves to a gas spore so that its *spore burst* can damage enemies or heal other myconids.

The myconid rotslammers rush to use *rotting burst* in the midst of the intruders. Then they rely on *fungal slam* attacks until *rotting burst* recharges when they become bloodied.

The myconids fight to the death to defend their colony from intruders.

ENCOUNTER DF2: RUST AND ROT

Encounter Level 6 (1,275 XP)

SETUP

- 5 myconid guards (G)
- 1 myconid rotpriest (M)
- 1 rust monster (R)

The first exploration team sent by Forgehome to find out what happened to the miners got this far before falling to the superior forces of the myconids. Their bodies litter the ground near the entrance to the previous chamber.

The waterfall in the southwestern corner of the chamber provides enough ambient sound to mask the sound of any combat in the previous chamber. For this reason, the creatures in this area aren't alert to the approach of the player characters.

When the adventurers enter the area, read:

As you proceed down the passage, the sound of cascading water grows louder, and eventually you see the spray of a waterfall as it tumbles down from an opening in the cavern wall. More dwarf corpses litter the floor of the chamber. They appear to have been warriors, but most of their armor and weapons are gone. All that remains are a few scraps and the remnants of belts and straps.

Several more humanoid mushrooms can be seen deeper inside the chamber. One of the creatures holds a staff. A four-legged insectoid creature sweeps its feathered antennae back and forth along the base of a small ledge, apparently trying to find a way to reach the top.

Perception Check

DC 12 *The bodies of the dwarves have had their hands removed.*

5 Myconid Guards (G)

Medium fey humanoid (plant)

Level 4 Soldier

XP 175 each

Initiative +5 **Senses** Perception +3; tremorsense 10

HP 56; **Bloodied** 28

AC 18; **Fortitude** 17, **Reflex** 16, **Will** 14

Speed 6

④ **Spiny Strike** (standard; at-will)

+11 vs. AC; 2d6 + 3 damage.

⚔ **Pacification Spores** (standard; encounter) ♦ **Poison**

Close burst 1; +9 vs. Will; 1d6 + 3 poison damage, and the target cannot take a standard action until the end of the myconid guard's next turn.

Roots of the Colony (free, when the myconid guard is hit by an attack while a myconid ally is within 5 squares of it; at-will)

The myconid guard takes half damage from the attack, and the myconid ally takes the same amount of damage.

Alignment Unaligned

Languages –

Str 18 (+6)

Dex 16 (+5)

Wis 12 (+3)

Con 16 (+5)

Int 8 (+1)

Cha 10 (+2)

Myconid Rotpriest (M)

Medium fey humanoid (plant)

Level 3 Brute (Leader)

XP 150

Initiative +2 **Senses** Perception +3; tremorsense 10

HP 48; **Bloodied** 24; see also *life burst*

Regeneration 5

AC 15; **Fortitude** 16, **Reflex** 13, **Will** 16

Vulnerable radiant (if the myconid rotpriest takes radiant damage, its regeneration does not function until the end of the rotpriest's next turn)

Speed 5

④ **Stipe Staff** (standard; at-will) ♦ **Weapon**

+6 vs. AC; 2d10 + 3 damage.

⚔ **Decomposing Spray** (standard; at-will) ♦ **Necrotic**

Close burst 3; +6 vs. Fortitude; 1d10 + 3 necrotic damage.

⚔ **Life Burst** (when reduced to 0 hit points) ♦ **Healing**

Close burst 1; targets living creatures; the target regains 10 hit points.

Roots of the Colony (free, when the myconid rotpriest is hit by an attack while a myconid ally is within 5 squares of it; at-will)

The rotpriest takes half damage from the attack, and the myconid ally takes the same amount of damage.

Sacrifice for the Colony (free, when a myconid ally uses *roots of the colony* to deal damage to the myconid rotpriest; at-will)

The rotpriest takes the damage dealt to the ally, and the ally takes none.

Alignment Unaligned

Languages –

Str 10 (+1)

Dex 12 (+2)

Wis 15 (+3)

Con 18 (+5)

Int 10 (+1)

Cha 18 (+5)

Equipment quarterstaff

Rust Monster (R)

Medium natural beast

Level 6 Skirmisher

XP 250

Initiative +10 **Senses** Perception +5; low-light vision

HP 66; **Bloodied** 33

AC 20; **Fortitude** 16, **Reflex** 21, **Will** 17

Speed 8

④ **Bite** (standard; at-will)

+11 vs. AC; 1d10 + 5 damage, and if the target is wearing heavy armor, the armor is rusting until the end of the encounter.

While the armor is rusting, the target takes a cumulative -1 penalty to AC, to a maximum penalty of -5.

⚔ **Dissolve Metal** (standard; encounter) ♦ **Reliable**

Targets a creature wearing or wielding a rusting magic item of 10th level or lower or any non-magic rusting item; +9 vs. Reflex; the rusting item is destroyed.

Rusting Defense (when the rust monster is hit by a weapon attack; at-will)

The weapon used in the triggering attack is rusting until the end of the encounter. While the weapon is rusting, the target takes a cumulative -1 penalty to damage rolls on attacks that use the weapon, to a maximum penalty of -5.

Residuum Recovery

A rust monster consumes any item it destroys. The *residuum* from any magic items the monster has destroyed can be retrieved from its stomach. The *residuum* is worth the market value of the item (not one-fifth the value).

Alignment Unaligned

Languages –

Str 8 (+2)

Dex 20 (+8)

Wis 15 (+5)

Con 10 (+3)

Int 2 (-1)

Cha 12 (+4)

TACTICS

The myconid guards fight in a loose group, keeping themselves between the majority of the adventurers and the myconid rotpriest. They take turns using *purification spores*, unleashing one burst per round to damage and hinder the intruders. Otherwise, they resort to *spiny strike* attacks to drive off the adventurers. They use *roots of the colony* to spread damage evenly throughout the contingent of guards.

The rotpriest wades forward to take on a single adventurer, counting on the guards to keep the rest of the intruders at bay. He moves away from the guards if possible, so that if he uses *decomposing spray* he doesn't catch too many of them in the burst. The rotpriest actually attempts to be the first of the myconids to fall so that his *life burst* can benefit the guards. To this end, he uses *sacrifice for the colony* whenever possible.

The rust monster starts out frustrated and furious, trying to find a way to reach the magic item atop the ledge. When an adventurer carrying a metal weapon or wearing metal armor approaches, it uses its *bite* to start rusting the metal. Afterward, it sticks close to that target, using *dissolve metal* to destroy the rusting item as fast as it is able.

FEATURES OF THE AREA

Illumination: Dim illumination, from luminescent fungal growths throughout the chamber.

Ceiling: The ceiling is 15 feet high over the lower elevation and 10 feet high above the higher elevations.

Elevation: The eastern portion of the room is 5 feet higher than the rest of the chamber. The steep slope can be climbed with a DC 7 Athletics check.

Ramp: The wooden ramp allows creatures to ascend or descend the steep slope without making Athletics checks. This area is difficult terrain.

Crystal Growth: Any creature adjacent to these 5-foot-tall reflective crystals while holding a light source is partially blinded by the glare, taking a -2 penalty to attack rolls unless the creature has senses that do not require sight (such as tremorsense). This square is blocking terrain.



Pool: A waterfall cascades noisily down the stone wall into this 2-foot-deep pool of cool, clear water. This area is difficult terrain.

Treasure: The leader of the dwarf scouting party threw his weapon onto the small ledge as his last action, hoping to save it from the rust monster's appetite. Place a magic weapon that the adventurers have need of that is the party's level + 3 atop the ledge. This could be used as a replacement for any magic weapon destroyed by the rust monster during this encounter.

ENCOUNTER DF3: CLAWS OF DEATH

Encounter Level 7 (1,705 XP)

SETUP

- 10 crawling gauntlets (C)
- 3 crawling claw swarms (S)
- 2 myconid colony swarms (M)
- Dar'shkk, dark creeper necromancer (D)

After traveling along a couple hundred feet of twisting tunnels, the adventurers emerge into the lair of the dark creeper necromancer, Dar'shkk. The dark creeper necromancer prefers to keep the rust monster at a distance so that it doesn't ruin his experiments, such as those responsible for turning the severed dwarf hands into crawling claws.

Most of the creatures in this encounter aren't visible to the adventurers when they reach the lair. Even the crawling claws that are in view look like piles of severed hands and not immediate threats.

As the adventurers reach the entrance to the dark creeper's lair, read:

After traveling through a long, twisting passage, the tunnel before you forks. The smell of rot wafts through the air. A red glow pulses from the tunnel on the left.

Perception Check

DC 15 You hear the faint sound of metal scraping across stone.



2 Myconid Colony Swarms (M)

Large shadow beast (plant, swarm)

Level 5 Artillery

XP 200 each

Initiative +6 Senses Perception +4; tremorsense 10
Swarm Attack (Poison) aura 1; each enemy that starts its turn within the aura takes 3 poison damage.
 HP 51; Bloodied 25; see also *rotting decay*
 AC 17; Fortitude 16, Reflex 18, Will 16
 Resist half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks
 Speed 4

⊕ **Swarm of Slams** (standard; at-will)
 +12 vs. AC; 1d6 + 5 damage.

✂ **Devouring Spores** (standard; at-will) ♦ **Poison**
 Ranged 10/20; +10 vs. Fortitude; 1d10 + 5 poison damage, and each nonfey or nonshadow creature adjacent to the target takes 5 poison damage.

↩ **Rotting Decay** (when the colony swarm drops to 0 hit points) ♦ **Necrotic, Zone**

Close burst 2; the burst creates a zone of putrid black slime that lasts until the end of the encounter. The zone is difficult terrain. Any nonfey or nonshadow creature that starts its turn within the zone takes 5 necrotic damage.

Alignment Unaligned

Languages –

Str 10 (+2)

Dex 18 (+6)

Wis 15 (+4)

Con 15 (+4)

Int 2 (-2)

Cha 10 (+2)

TACTICS

The crawling gauntlets gang up on individual targets to immobilize them with *anchoring claws*, using *digit slide* to shift past the front line of enemies.

The crawling claw swarms attack the adventurers in the front, immobilizing them with *swarm of claws*, while the myconid colony swarms launch *devouring spores* at the adventurers.

With the adventurers pinned down by the claws, Dar'shkk enters combat. He uses *dark step* to move among his enemies and gain combat advantage for his *dagger* attacks. He uses *call of the grave* to summon four additional crawling gauntlets to attack a distant adventurer, particularly one who seems quite mobile or capable of dealing damage from a distance.

10 Crawling Gauntlets (C)

Tiny natural animate (undead)

Level 3 Minion

XP 38 each

Initiative +5 Senses Perception +2; tremorsense 10
 HP 1; a missed attack never damages a minion.
 AC 17; Fortitude 17, Reflex 18, Will 13
 Immune disease, poison; Resist 10 necrotic
 Speed 8, climb 4

⊕ **Jumping Claw** (standard; at-will)
 +3 vs. Reflex; 6 damage.

Anchoring Claws

A creature that starts its turn adjacent to three or more crawling claws is immobilized until the start of its next turn.

Digit Slide (move; encounter)

The crawling gauntlet shifts up to 8 squares.

Alignment Unaligned

Languages –

Str 7 (-1)

Dex 18 (+5)

Wis 12 (+2)

Con 15 (+3)

Int 3 (-3)

Cha 10 (+1)

3 Crawling Claw Swarms (S)

Medium natural animate (swarm, undead)

Level 4 Soldier

XP 175 each

Initiative +7 **Senses** Perception +7; tremorsense 10
Swarm Attack aura 1; the crawling claw swarm makes a swarm of claws attack as a free action against any enemy that starts its turn within the aura.

HP 53; Bloodied 26

AC 20; Fortitude 16, Reflex 17, Will 14

Immune disease, poison; **Resist** half damage from melee and ranged attack; **Vulnerable** 10 against close and area attacks
Speed 8, climb 4

⊕ **Swarm of Claws** (standard; at-will)

+9 vs. Reflex; 1d8 + 5 damage, and the target is immobilized until the start of its next turn.

Alignment Unaligned**Languages** –**Str** 15 (+4)**Dex** 16 (+5)**Wis** 10 (+2)**Con** 13 (+3)**Int** 3 (-2)**Cha** 6 (+0)

DEVELOPMENT

Dar'shkk has been using the mine to perform foul necromantic experiments. He is currently using the dead dwarf miners as subjects. If the adventurers defeat Dar'shkk, they find a map showing where he has imprisoned the myconid sovereign deeper within the fungus forest.

FEATURES OF THE AREA

Illumination: Dim illumination, from luminescent fungal growths throughout the chamber.

Ceiling: The ceiling is 10 feet high.

Pools: These 3-foot-deep pools are filled with water. This area is difficult terrain.

Pit: This 20-foot-deep pit holds many rotting severed hands (ones that failed to transform into crawling claws). Climbing out of the pit requires a DC 15 Athletics check.

Bowl of Blood: Dar'shkk uses this receptacle in the creation of the crawling claws. Any crawling gauntlet or crawling claw swarm within 2 squares of the bowl deals 2 extra damage with its melee attacks. An adjacent character can render the bowl inert for the rest of the encounter with a DC 12 Arcana or Thievery check.

Tipping the bowl over also ends this effect, but it releases the bowl's magic, allowing each crawling gauntlet and crawling claw swarm within 5 squares to make a melee attack as a free action.

Treasure: Hidden within a mushroom patch is Dar'shkk's treasure—1,000 gp, two 100 gp gems, and a *potion of healing*.

Dark Creeper Necromancer (D)

Small shadow humanoid, dark one

Level 5 Elite Skirmisher

XP 400

Initiative +8 **Senses** Perception +4; darkvision
Shroud of the Grave (Necrotic) aura 5; each undead within the aura loses any vulnerability to radiant damage.

HP 124; Bloodied 62; see also *killing dark*

AC 19; Fortitude 17, Reflex 19, Will 17

Resist 5 necrotic**Saving Throws** +2**Speed** 6**Action Points** 1⊕ **Dagger** (standard; at-will) ♦ **Weapon**

+10 vs. AC; 1d6 + 4 damage.

↘ **Dagger** (standard; at-will) ♦ **Weapon**

Ranged 5/10; +10 vs. AC; 1d6 + 4 damage.

⊕ **Dark Dance** (standard; at-will) ♦ **Necrotic, Weapon**

The dark creeper necromancer shifts 6 squares and makes three attacks against three different targets at any time during the shift. +10 vs. AC; 1d6 + 4 necrotic damage.

↘ **Call of the Grave** (standard; encounter)

Ranged 10; four crawling gauntlets appear in four unoccupied spaces within range.

← **Killing Dark** (when reduced to 0 hit points)

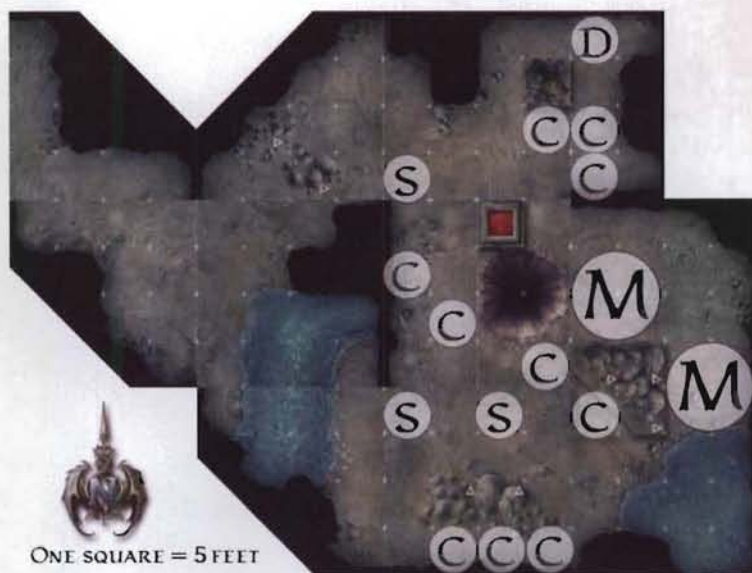
Close burst 1; targets enemies; each target is blinded (save ends).

Combat Advantage

A dark creeper necromancer deals 2d6 extra damage on melee and ranged attacks against any target he has combat advantage against.

Dark Step (move; at will)

The dark creeper necromancer moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that he ends his move adjacent to.

Alignment Evil**Languages** Common**Skills** Stealth +11, Thievery +11**Str** 11 (+2)**Dex** 18 (+6)**Wis** 14 (+4)**Con** 14 (+4)**Int** 13 (+3)**Cha** 13 (+3)**Equipment** black garments, 5 daggers, bag of rusty gauntlets

ONE SQUARE = 5 FEET

THE DEEPS

IN THE vast spaces beneath the thin layer of tunnels and caverns nearest the surface, passages can stretch for miles beyond measure. Adventurers who descend into the Deeps find that the hazards, threats, and immediate dangers are magnified tenfold.

All the terrible hints encountered in the Shallows of drow cities, vast illithid conspiracies, and sunless seas where aboleths abide find their awful fulfillment in the Deeps. In the deepest portions of the Underdark, mind flayers savor the harvested brains of their slaves and captives, great vaults flicker in the light of candles prepared from the fat of countless sacrifices made to Lolth by her drow followers, and subterranean seas thrash with aboleths intent on completing incomprehensible, decades-long rituals.

This region is an enigma; no one can ever claim to know its entirety. The total area of the Deeps far exceeds that of the surface of the world above. The twisting, convoluted tunnels that squirm through it hide more horrors than sane beings can imagine.

This chapter presents the following topics.

- ◆ **Denizens of the Deeps:** Brief discussions of some of the cultures and monsters that frequent this region of the Underdark.
- ◆ **Typical Deeps Encounter:** The characters run afoul of a drow hunting party.
- ◆ **Phenomena of the Deeps:** Terrain, physical traits, and other features of the Deeps.
- ◆ **Erelhei-Cinlu:** The city of drow most well known to surface dwellers.
- ◆ **Xarcorr and the Rock's Roil:** An aboleth colony whose very existence strains reality.
- ◆ **Sunless Seas:** Watery environments are even more deadly in a land without light.
- ◆ **Past Masters:** Mind flayers in the ruined empire of Nihilath quest for a return to their former glory.
- ◆ **The Buzzing Vaults:** Peace and quiet are nowhere to be found in the secret realm of the swordwings.
- ◆ **Mherkrul:** A refuge that both angels and devils use as a hiding place.
- ◆ **The Hatchlands:** Birthplace of the beholders.
- ◆ **Deep Waters:** A dungeon delve for paragon tier characters, in which they must rescue a kidnapped drow noble from a band of kuo-toas.



DENIZENS OF THE DEEPS

Horrid creatures lurk in the bottommost basements of the world. Nearly all these creatures can be found densely packed in an underground city, a waterlogged vault, or a series of interconnected tunnels that make up their lair. However, smaller collections of creatures that have ventured far from their point of origin are not uncommon in the dank tunnels of the Deeps.

ABOLETHS: SLIMY OVERLORDS

Aboleths are subtle, malevolent aberrations from the Far Realm that squirmed into the world as it was being forged. These tentacled, many-eyed creatures appear as gruesome fusions of slugs and primitive fish and sport several tentacles, including a tentacle-like tooth-studded tongue. Aboleths are able to seize the minds of their foes and, if given enough time, convert them into permanently slime-skinned servitors.

Aboleths swim through drowned crannies and skate on mucus trails through lightless tunnels. They live together in groupings called broods. When several broods abide together, it is within an asymmetrical, half-drowned city of their own construction, where eye-torturing wonders of aboleth engineering gurgle and pump away at unknown tasks.

Lone aboleths make their way to the Shallows, where they haunt ruins, lakes, and old temples, leaving solitary slime trails through barren tunnels, year after year, without hope or want of companionship.

Aboleths work toward a day when all the planes of creation are subsumed into the Far Realm's mind-numbing immensity. Conflicts between mind flayers and aboleths are especially violent; the mind flayers want to rule all the cosmos, while the aboleths want all the cosmos to be consumed by, or at least wholly corrupted by, the Far Realm. If the latter were to occur, the mind flayers would have no empire. Therefore they oppose aboleths wherever and whenever they can, and aboleths kill mind flayers on sight.

For all their intelligence, sages wonder if aboleths recognize themselves as individuals; are their activities and works devoid of true cognizance? If so, aboleths are truly alien and motivated by frighteningly advanced and adaptable instincts, not reason.

PROCESSION OF SLIME Level 16 Encounter (XP 7,800)

An aboleth slime mage travels through the Underdark in a comfortable tank of slime drawn by a kuo-toa leviathan. A pair of water archon tide striders maintain watch and keep the leviathan in line, while aboleth servitors tend to the slime mage's needs.

- ◆ 1 aboleth slime mage (level 17 artillery, MM 8)
- ◆ 1 kuo-toa leviathan (level 15 elite brute, page 149)
- ◆ 2 water archon tide striders (level 15 skirmisher; MM2 18)
- ◆ 4 aboleth servitors (level 16 minion, MM 9)

BEHOLDERS: MAD TYRANTS

Judged by the standards of most races, beholders are insane. This instability of mind is the reason these supremely dangerous, powerful creatures have failed to establish dominance over the Underdark and the surface world.

A beholder's insanity manifests most clearly in its overweening ego. Confident that it is right no matter the evidence before it, a beholder is likely to doom itself by holding to a determined course when merely changing its mind could ensure a more favorable outcome. Beholders' egos also prevent multiple beholders of equal power levels from cooperating for too long—one beholder will invariably find a point of disagreement with another. No matter how minor the point, the argument will become the basis for a fight that is likely to turn violent. If the topic of a rival can somehow be brought to a beholder's attention, rage is often the immediate result.

Despite the beholders' inability to compromise, the Deeps contain such awful wonders as beholder hive cities, whose appearance can vary between tangled underground mazes of curved tunnels carved by disintegration rays to cities of alien, rounded architecture that depend from the ceiling of great Underdark caverns. The beholders that reside in these hives tolerate each other's presence. Some influence, whether of a more powerful master or some restraining feature of the area itself, keeps these creatures in check.

Most beholders are encountered as lone creatures, perhaps accompanied by lesser eyes of flame or other servitor creatures. A humanoid mastermind or criminal lord might be reluctant to reveal his or her identity, but a beholder's ego ensures that those who face a beholder-organized plot need only pierce a few layers of subterfuge before they come face to face with the many-eyed ringleader.

BEHOLDER VENGEANCE Level 20 Encounter (XP 15,000)

After the destruction of its lair by mind flayers, this beholder has decided to rid the Underdark of as many illithids as possible. It currently hunts with a few grimlock minions that served the last mind flayer it slew.

- ◆ 1 beholder eye tyrant (level 19 solo artillery, MM 32)
- ◆ 6 grimlock thugs (level 18 minion brute, page 145)

DROW: DARK AND DEADLY

Despite the potentially greater danger posed by aboleths, beholders, and mind flayers, drow might well be the most notorious of all the Underdark races.

Drow society is infamously cold, conspiratorial, and relentlessly hostile even to its highest-status members. The status of an individual is defined by her ability to impose her will on others.

Drow institutions operate as strict hierarchies. The most central of these are the temple of Lolth, the clan house, and the militia unit. Drow strive to advance their positions. They undermine superiors, betray comrades, and crush those inferior to them.

Pain and suffering are omnipresent. Whether or not an individual drow takes pleasure in inflicting pain, she uses it unquestioningly as a tool of first resort. Acts of cruelty are casually undertaken. Every interaction plays out as a dominance challenge. The strong get what they take; the weak receive the drubbing they deserve.

Among the drow, only the truly mad feel no paranoia. Those who fail to watch their backs soon find them full of knives.

DROW PATROLS

Even well outside their own realms, drow take pains to exterminate outsiders from the surface world. They see such patrols as a sort of “housekeeping” duty they perform on behalf of their drow matrons. Most of the time, such patrols are designed merely to continue showing forth the drow’s merciless and cruelty, and to keep all creatures that come across the drow well apprised of that fact. Every great while, a drow patrol comes across a true threat to drow dominance. If the patrol is eliminated, the failure of that unit to report back in a timely manner still communicates a message back to the drow who organized the patrol: A powerful threat to drow is in the area, so be wary.

The level 13 encounter on page 95 of the *Monster Manual* describes a typical drow patrol.

DROW EXPLORERS

Small groups of drow explorers roam throughout the Underdark in search of the knowledge, experience, and treasure that will permit them to advance within their society. Whether raiding a dwarf mining colony, a duergar slave train, or a rival drow settlement, these marauders rarely engage in frontal attacks, preferring to use their cunning to set up unfair fights. Rather than fighting in the open, they prefer tracking foes back to their base of operations, then occupying that lair when the group leaves on its next foray.

That said, unlike a drow patrol, a group of explorers isn’t automatically hostile to adventurers and might be willing to trade information or resources. They particularly appreciate directions to a target they couldn’t have found on their own.

A moderate Dungeoneering or Insight check allows characters to distinguish drow explorers from a patrol. Differences include the explorers’ swaggering body language, the loot sacks slung over their shoulders, and the gaudy decorations they affix to shields, weapons, and armor.

House Despana, a powerful clan of Erelhei-Cinlu (page 66), fields a disproportionate number of exploratory raiding parties. Its forces can be identified by their house emblem, an adamantite mace.

Level 14 Encounter (XP 5,400)

A blademaster leads a team of explorers from Erelhei-Cinlu. He doesn’t care about the survival of his allies, only the glory that he can bring back to the city.

- ◆ 1 drow blademaster (level 13 elite skirmisher, MM 94)
- ◆ 2 drow spiderguards (level 12 skirmisher, page 62)
- ◆ 4 drow warriors (level 11 lurker, MM 94)

DROW TRADERS

Despite their terrifying reputation, many drow seek mercantile opportunity over violent conquest. These silken-tongued diplomats put wary communities at ease by providing much-needed supplies and information.

Motivated by greed and lust for advancement, drow traders coolly calculate the benefits of any interaction. They swindle or waylay trading partners foolish enough to drop their guard. To gain an edge in bargaining, adventurers can point drow traders to a lucrative trading opportunity (such as a nearby community in need of goods).

A moderate Dungeoneering or Insight check allows adventurers to identify a trading party. The body language between the well-groomed, luxuriously attired party leaders and their employees, the curtly obedient caravan guards, tells the tale.

Traders from Erelhei-Cinlu are often allied with House Godeep (page 67) and bear its emblem, a platinum crossbow.

Level 12 Encounter (XP 3,875)

A drow arachnomancer is seeking to establish a new route between her contacts in the Shallows city of Forgehome and the Vault of the Drow. To facilitate this end as expeditiously as possible, she travels light and is accompanied only by two warriors, several goblin slaves, and a shield guardian.

- ◆ 1 drow arachnomancer (level 13 artillery, MM 94)
- ◆ 1 shield guardian (level 14 soldier, MM 149)
- ◆ 2 drow warriors (level 11 lurker, MM 94)
- ◆ 5 Lolthbound goblin slaves (level 12 minion skirmisher, MM2 131)

DROW REBELS

Drow cast out from their people find themselves trapped in a desperate existence. They might ally with outlanders to avenge their exile—or seek treasure and slaves in an attempt to slide their way back into the good graces of former patrons.

Some rebels are loners, living either a solitary existence or one surrounded by non-drow allies or servants. Others belong to larger resistance efforts, gathered together with other drow (and non-drow) in common cause. The most notable resistance movement against the drow of Erelhei-Cinlu is the Cult of the Elder Elemental Eye (page 72). These rebels spit on Lolth's harsh authority, espousing the lunatic freedom of their obscure and abstract god.

A moderate Dungeoneering or Insight check is sufficient for the characters to differentiate rebel drow from those loyal to the established hierarchy. Such drow forgo normal clan emblems, use old or mismatched gear, or travel with unusual companions.

Level 10 Encounter (XP 2,500)

A rebellious drow warrior has formed an alliance with two other outcasts: a dark stalker from the Shadowdark and a banshræ currently out of favor with its fomorian Feydark court. Along with the muscle of a pair of trolls, these rebels strike back at the power structures of all three planes . . . though characters who trust them too much are in for a surprise.

- ◆ 1 drow warrior (level 11 lurker, MM 94)
- ◆ 1 banshræ dartsworder (level 11 artillery, MM 25)
- ◆ 1 dark stalker (level 10 lurker, MM 49)
- ◆ 2 trolls (level 9 brute, MM 254)

GRIMLOCKS: BLIND SAVAGES

Cruel and bloodthirsty savages, grimlocks roam the Deeps silently and without need for illumination—they are congenitally blind and rely on other senses to locate their prey. Grimlocks serve as thralls to more powerful monsters, and any given grouping of grimlocks is probably associated with mind flayer, medusa, or drow masters. However, free communities of grimlocks are allowed to survive by the slave masters—grimlocks die out after only a few generations in captivity, and the free populations ensure that there will always be more slaves.

Grimlocks are voracious meat eaters that spend a significant portion of their time ranging far from their lairs looking for fresh food. Though they will feast on any creature if nothing else turns up, they far prefer the taste of humanoid flesh over any other meal and especially prize human meat.

Grimlock thralls encountered in the Deeps are often scarred with some sort of brand or identifying mark, especially if they are slaves to the drow: The mark of the drow master that the grimlock serves appears as a blackened scar on its face where other creatures have eyes.

GRIMLOCK HUNTERS

Level 13 Encounter (XP 4,700)

These grimlocks serve no master but themselves, hunting through the Deeps for humanoid flesh.

- ◆ 1 grimlock hulk (level 16 brute, page 144)
- ◆ 3 grimlock ambushers (level 11 skirmisher, MM 148)
- ◆ 6 grimlock minions (level 14 minion, MM 148)

KUO-TOAS: CRAZED FANATICS

Kuo-toas are loathsome fish-people who live in and along lightless Underdark seas. They are a race whose madness has brought them to the brink of extinction many times. They always rebound, each time darker and more twisted. Their frustration and rage is fueled by their absolute and universal belief that they are the ultimate humanoids. Each time they rebuild their shattered settlements, they do so with utter faith that this time they will rise to dominate the Underdark as destiny demands.

Kuo-toas hate other humanoids of the Underdark with unbridled fury and are incredulous that these "lesser beings" still manage to stand in their way.

Kuo-toas build temples to gods no one in the world has heard of and regard aboleths as servants of those same gods; aboleths could be responsible for the taint of madness suffusing the kuo-toa race. Or perhaps aboleths are the vanguard of a new reality that the kuo-toas long for.

The level 18 encounter on page 173 of the *Monster Manual* describes a typical kuo-toa patrol.

MIND FLAYERS: VORACIOUS HORRORS

Mind flayers are tentacled monsters that feed on the brains of other creatures. They bend others to their will and wield powerful abilities to shatter the minds of their foes. Mind flayers are sadistic, highly intelligent, and wholly evil. Coldly self-serving, they think nothing of fleeing an encounter and abandoning their companions or servitors to their fate.

Common lore has it that the race once held a substantial empire in the world, an empire that reached to other planes and distant places visible in the world only as twinkling stars. If ancient stories are to be believed, entire humanoid populations were exterminated in the course of feeding illithid appetites, the energy of the sun was rechanneled to fuel ambitions of interplanar conquest, and whole continents were set aside for slave races whose only purpose was to serve illithids as beasts of burden, military fodder, and livestock upon which to feed.

But the illithids fared no better than the many empires that rose and toppled after theirs did; in the face of a widespread slave revolt, the mind flayers' stranglehold was smashed. Today, illithids possess a fraction of the authority they once wielded. Not a day has passed since that fall without an illithid pausing to brood over how its race's glory might be rekindled.

Despite their common origin, hostility burns between mind flayers and aboleths. Illithids believe they are the rightful inheritors of reality, since they possess the soul-crushing power of the Far Realm and the humanoid shape and purpose provided by the world. They are the perfect hybrid between madness and order, and thus, they believe, perfectly suited to rule all existence.

MIND FLAYER HARVESTERS

Level 19 Encounter (XP 13,800)

A trio of powerful illithids and their grimlock hulk bodyguards search the Underdark for humanoid prey to bring back to their subterranean city.

- ◆ 2 mind flayer tormentors (level 20 artillery, page 150)
- ◆ 1 mind flayer mastermind (level 18 elite controller, MM 188)
- ◆ 3 grimlock hulks (level 16 brute, page 144)



OTHER DENIZENS OF THE DEEPS

Explorers like to say "If it exists, you can find it in the Deeps." This might be only a minor exaggeration, considering that the deepest depths of the Underdark are called home by an incredible range of creatures.

Some of these creatures, such as hook horrors or swordwings, live in groups. Others, such as balhannoths, purple worms, and umber hulks, hunt alone, in pairs, or with creatures that have tamed them.

A small number of dragons choose the Deeps as their home. Purple dragons are the most commonly encountered in this region, but adamantite dragons appreciate a good cavern anywhere, and ancient red dragons seek out volcanic tunnels deep underground.

If you meet a shadar-kai in the Deeps, ask her for the dead drow's stuff.

—Old Underdark proverb

VISITORS TO THE DEEPS

The Deeps are known best for the wide range of extraplanar visitors that roam the tunnels of the region. The weak boundaries that exist here between the world and other planes—particularly the Elemental Chaos and the Far Realm—are to blame for much of this, not to mention the connections between the Deeps and the Feydark and the Shadowdark. The powerful entities and civilizations that lurk in the Deeps, from the wicked drow to the enigmatic aboleths, also draw strange creatures to their service.

Demons and other elementals of every size and shape abound in the Deeps. Some passed through weak points between the Deeps and the Elemental Chaos (such as those in the chaos wastes; see below), while others escaped the service of potent masters elsewhere in the Underdark.

Fomorian dispatch envoys, raiding parties, or scouts across the dimensional barriers from the Feydark. Such groups might include quicklings and cyclopes. All are wary of encountering drow and might be amenable to working with the characters to avoid or overcome nearby drow enclaves.

As creatures of the Raven Queen, the shadar-kai find the primordials' creation more disorienting than they care to admit. Ignorant outsiders who know only a little about shadar-kai imagine that their interest in pain might align them with Torog, but shadar-kai cover their flesh with scars and tattoos to remind themselves they are truly alive. Even rogue shadar-kai who turn their backs on the Raven Queen and the rest of their culture still steer clear of Torog, who is notorious for despising individual personality and initiative. The shadar-kai have one powerful motive for entering the Underdark realm they hate: They despise the drow even more.

TYPICAL DEEPS ENCOUNTER

Encounter Level 14 (5,000 XP)

SETUP

10 grimlock minions (G)
1 drider fanglord (F)
1 drow spiderguard (D)
1 drow arachnomancer (A)

As the adventurers travel through the Deeps, they come upon a drow hunting party while it rests after a recent raid. The hunting party has established a base in this area, where the prevailing terrain allows the hunters to slow down and channel the movement of any intruders. From here, the raiders scour the surrounding passageways and caverns for prey.

The hunters are led by a drow arachnomancer, bolstered by a drider fanglord and a drow spiderguard, and filled out by grimlock minions.

The adventurers approach this area from the southwest passage.

When the adventurers approach this area, read:

This large cavern winds away to the right. Loose rubble surrounds the jagged stumps of broken stalagmites here and there. Ahead, two high escarpments rise to another set of caverns beyond.

Perception Check

DC 18 From around the corner comes a faint muttering, along with the sound of splashing water and the clink of metal on stone.

TACTICS

As soon as the hunting party becomes aware of intruders, four of the grimlocks on the lower level charge into battle. Four other grimlocks hold back until they have room to fight, moving up to replace those that fall. The two remaining grimlocks stay out of combat until an adventurer reaches the top of the escarpment, at which point they attack.

The drow spiderguard follows the first wave of grimlocks into the fight. After dazing a target with *spider bite strike*, it uses *Lolth's guidance* as often as possible to maximize the damage of its *longsword* and *darkfire* attacks.

The drider fanglord uses *web* to restrain a striker or a defender from a safe distance, then climbs along the wall to attack a vulnerable-looking foe.

The drow arachnomancer remains atop the escarpment, using its ranged and area attacks against targets not engaged in melee. It directs the activities of the minions with a series of vocal signals. If enemies reach its position, it unleashes *Lolth's grasp* and falls back, keeping the broken stalagmites (and the last two grimlocks) between it and the adventurers.

10 Grimlock Minions (G)

Medium natural humanoid (blind)

Level 14 Minion

XP 250 each

Initiative +8 Senses Perception +9; blindsight 10
HP 1; a missed attack never damages a minion.

Immune gaze

AC 24; Fortitude 24, Reflex 23, Will 23

Speed 6

⊕ Greataxe (standard; at-will) ♦ Weapon

+17 vs. AC; 7 damage (9 damage against a bloodied target).

Alignment Evil Languages Common, Deep Speech

Str 17 (+10) Dex 12 (+8) Wis 15 (+9)

Con 14 (+9) Int 7 (+5) Cha 9 (+6)

Equipment greataxe

Drow Spiderguard (D)

Medium fey humanoid

Level 12 Skirmisher

XP 700

Initiative +11 Senses Perception +10; darkvision

HP 118; Bloodied 59

AC 26; Fortitude 24, Reflex 22, Will 19

Speed 6

⊕ Longsword (standard; at-will) ♦ Weapon

+19 vs. AC; 1d8 + 6 damage, and the target is marked until the end of the spiderguard's next turn.

⊕ Spider Bite Strike (standard; encounter) ♦ Poison, Weapon

Requires longsword; +17 vs. Reflex; 2d8 + 6 damage, and the target takes ongoing 5 poison damage (save ends) and is dazed until the end of the spiderguard's next turn.

⊕ Combat Opportunist (Immediate reaction, when an adjacent creature shifts; at-will) ♦ Weapon

Make a longsword attack against the triggering creature, and that creature immediately ends its movement.

⊕ Darkfire (minor; encounter)

Ranged 10; +17 vs. Reflex; until the end of the drow spiderguard's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.

Combat Advantage

A spiderguard deals an extra 2d6 damage on melee and ranged attacks against any target it has combat advantage against.

Lolth's Guidance (minor; recharge [1])

The spiderguard gains combat advantage against an adjacent creature until the end of its next turn.

Alignment Evil Languages Common, Elven

Skills Dungeoneering +10, Intimidate +13, Stealth +10

Str 23 (+11) Dex 18 (+9) Wis 11 (+5)

Con 14 (+7) Int 11 (+5) Cha 13 (+6)

Equipment chainmail, light shield, longsword

AFTERMATH

If you wish, you can place a prisoner of the raiding party in chains here. If treated well by the adventurers, this creature offers aid or valuable information. The captive might know details of drow activities in the area, or even the location of a nearby safe haven—a rare and valuable commodity in the Deeps.

Quest XP: 800 XP (minor quest) for returning the prisoner to safety.

Drider Fanglord (F) **Level 14 Brute**

Large fey humanoid (spider)

XP 1,000

Initiative +12 Senses Perception +15; darkvision

HP 172; Bloodied 86

AC 26; Fortitude 27, Reflex 25, Will 23

Speed 8, climb 8 (spider climb)

⊕ **Greatsword** (standard; at-will) ♦ **Weapon**

+19 vs. AC; 1d12 + 7 damage.

⊕ **Quick Bite** (minor; at-will) ♦ **Poison**

Requires combat advantage; +16 vs. Fortitude; 1d4 damage, and ongoing 10 poison damage (save ends).

⌘ **Darkfire** (minor; encounter)

Ranged 10; +16 vs. Reflex; until the end of the drider's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.

⌘ **Web** (standard; recharge Ⓜ Ⓜ Ⓜ)

Ranged 5; +15 vs. Reflex; the target is restrained (until escape). Escaping from the web requires a successful DC 25 Acrobatics check or DC 27 Athletics check.

Alignment Evil Languages Elven

Skills Dungeoneering +15, Stealth +17

Str 24 (+14)

Dex 21 (+12)

Wis 16 (+10)

Con 22 (+13)

Int 13 (+8)

Cha 9 (+6)

Equipment leather armor, greatsword

Drow Arachnomancer (A) **Level 13 Artillery (Leader)**

Medium fey humanoid

XP 800

Initiative +8 Senses Perception +13; darkvision

HP 94; Bloodied 47

AC 26; Fortitude 22, Reflex 24, Will 24

Speed 7

⊕ **Spider Rod** (standard; at-will)+16 vs. AC; 1d6 damage, and the target is immobilized (save ends); see also *Lolth's judgment*.⌘ **Venom Ray** (standard; at-will) ♦ **Poison**Ranged 10; +18 vs. Reflex; 2d8 + 3 poison damage, and ongoing 5 poison damage (save ends); see also *Lolth's judgment*.⌘ **Lolth's Grasp** (standard; encounter) ♦ **Necrotic, Zone**

Area burst 4 within 10; webs full of spectral spiders cover the zone (drow and spiders are immune); +16 vs. Reflex; the target is restrained (save ends). The zone is difficult terrain until the end of the encounter. Any creature that starts its turn in the zone takes 10 necrotic damage.

⌘ **Spider Curse** (standard; encounter) ♦ **Necrotic**Spectral spiders swarm over and bite the target: ranged 20; +16 vs. Will; 1d6 + 7 necrotic damage, and the target takes ongoing 5 necrotic damage and is weakened (save ends both); see also *Lolth's judgment*.⌘ **Venom Blast** (standard; encounter) ♦ **Poison**

Close blast 5; +14 vs. Fortitude; 2d6 + 10 poison damage. Miss: Half damage.

⌘ **Cloud of Darkness** (minor; encounter)

Close burst 1; this power creates a cloud of darkness that remains in place until the end of the drow arachnomancer's next turn. The cloud blocks line of sight for all creatures except the drow arachnomancer. Any creature entirely within the cloud (except the drow arachnomancer) is blinded until it exits.

Lolth's Judgment (free, when the arachnomancer hits a target with a melee or a ranged attack; at-will)

All spider allies within 20 squares of the arachnomancer gain a +2 bonus to attack rolls against the target until the end of the arachnomancer's next turn.

Alignment Evil Languages Common, Elven

Skills Arcana +14, Dungeoneering +13, Intimidate +8, Stealth +10

Str 10 (+6)

Dex 15 (+8)

Wis 14 (+8)

Con 10 (+6)

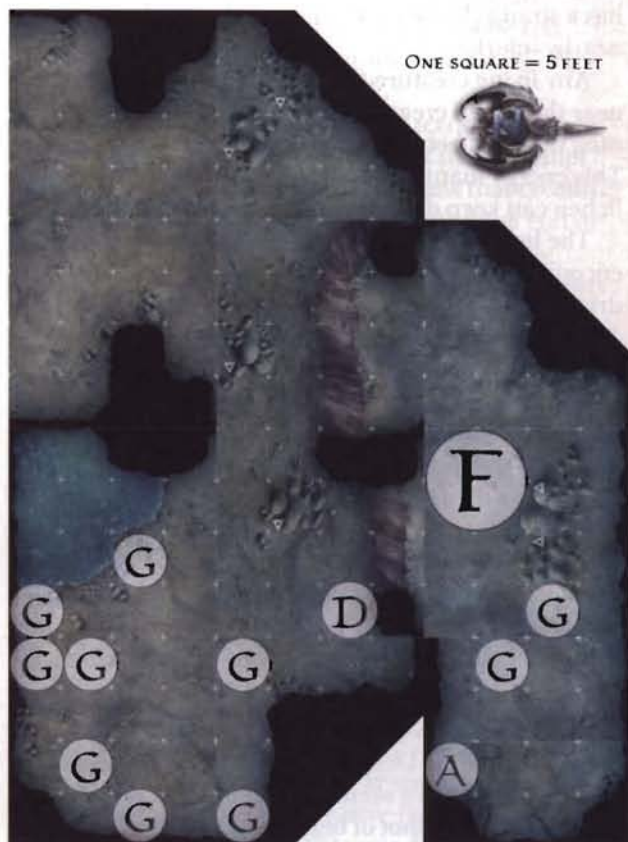
Int 16 (+9)

Cha 11 (+6)

Equipment robes, spider rod

FEATURES OF THE AREA**Illumination:** Darkness.**Ceiling:** 30 feet high in the main part of the chamber; 15 feet high above the escarpment.**Escarpments:** These steep slopes rise to a height of 15 feet. Scaling a slope requires a DC 12 Athletics check.**Rubble:** The jagged stumps of broken stalagmites thrust upward from squares filled with rubble. These areas are difficult terrain. A creature pulled, pushed, or slid into these squares takes 5 damage. A creature knocked prone in a square of rubble takes 5 damage and is immobilized (save ends).**Shallow Water:** These 2-foot-deep pools are difficult terrain.**Chains:** The drow use these chains to restrain prisoners captured in the surrounding caverns. They can be unlocked with a DC 23 Thievery check or broken with a DC 18 Athletics check.**Treasure:** The arachnomancer carries a pouch of 21 gems, each worth 400 gp—loot from adventurers slain in the Deeps.

TYPICAL DEEPS ENCOUNTER



PHENOMENA OF THE DEEPS

The Deeps of the Underdark cover an immeasurably vast area. Entire civilizations rise and fall within its caverns without the surface world ever suspecting their existence. To say that the region shares anything but the most basic geographical and physical characteristics would be like saying that the Dawnforge Mountains and the Bright Desert are both composed of similar stony materials.

Still, it helps surface dwellers to break the Deeps down into various geographical areas, and to define certain terrain features as common to the region.

TERRAIN

These terrain features have been discovered in the deepest parts of the Underdark.

LIFEDRINKER CAVERNS

On certain rocky surfaces of the Deeps, strange, black-speckled lichen grows. Heavily infested areas are known as lifedrinker caverns, because the lichen has a strange bioelectric property that feeds on nearby injuries.

Any living creature that becomes injured while near the lichen creates a visible blue spark of lightning that arcs between the creature and the lichen. This energy manifestation continues for as long as the lichen can keep drinking the creature's life force.

The lichen typically fills 2 to 8 squares in an encounter area, not necessarily contiguous. A lifedrinker cavern can be identified with a DC 25 Arcana or Dungeoneering check.

Effect: When a living creature within 2 squares of a wall or obstacle bearing this lichen takes damage, the creature also takes ongoing 5 lightning damage per tier (save ends).

Any fire damage dealt to a square of the lichen destroys it.

Usage: Combat in a lifedrinker cavern is fast and deadly. Place foes with ranged attacks at a distance, and bog the characters down with difficult terrain or durable enemies to take best advantage of its effect.

THE WEEPING LADY

Some areas of the Deeps are haunted by the heart-wrenching sobs of a seemingly female voice. If a fight erupts within earshot of her cries, the damage dealt by melee attacks becomes devastatingly brutal, while healing is drastically reduced. These two effects combine to make combat particularly deadly.

No race has "claimed" the so-called weeping lady as one of their own, each believing it to be a curse set down by their enemies. For example, many drow believe it to be the ghost of a long-dead eladrin—perhaps a lost consort of Corellon.

The cries of the weeping lady typically affect an entire encounter area. Once the cries are heard, the effects can be identified with a DC 25 Arcana or Dungeoneering check.

Effect: Two separate effects apply in any area affected by the cries of the weeping lady.

First, every successful melee attack deals extra damage equal to one-half the attacker's level.

Second, any hit points restored by a healing effect are halved.

Usage: Combat in an area haunted by the cries of the weeping lady is savage and brutal, rewarding characters who have high defenses and hit points. Players accustomed to quickly bouncing back from damage will find such a fight eye-opening.

THE KING'S HIGHWAY

The King's Highway in the Deeps appears much as it does in the Shallows: a broad passage, deeply gouged and uneven, mottled with red stains that weep blood.

GODSRAGE

A psychic presence lurks along some sections of the highway in the Deeps. Affected sections are suffused with a terrible, appalling anger that travelers hope does not turn upon them. Creatures passing along the highway attribute this to an echo of Torog's ancient fury. Travelers in such areas can be infected with raging power that spills out in all directions.

Areas of godsrage manifest as sections of pale red stone flecked with black found in areas of 5 to 10 contiguous squares. Godsrage can be identified with a DC 30 Dungeoneering or Religion check.

Effect: Any creature that spends a healing surge while standing within an area of godsrage is temporarily affected by the psychic residue of Torog's passage. The creature gains a +2 bonus to damage rolls per tier. At the end of each of its turns, the creature deals 2 psychic damage per tier to each of its allies within 3 squares of it. These effects last until the creature becomes dazed, stunned, or unconscious, or takes a short rest without spending a healing surge.

Only one creature can be affected by an area of godsrage at a time; once an area is activated by a healing surge the godsrage becomes dormant until its effect ends on that creature.

Usage: An area of godsrage accelerates any combat that takes place in its vicinity. An affected character deals more damage to monsters while also applying damage to nearby allies. One way or another, the fight ends more quickly than normal.

CHAOS WASTES

Torog's attempt to batter his way out of the Underdark damaged more than the barriers between the Underdark and its echoes, the Feydark and the Shadowdark. In places within the Deeps, Torog's thrashing shredded the walls between the Underdark and the Elemental Chaos. Such areas are known as chaos wastes.

These sections of the Underdark are turbulent, prone to volcanic eruptions, lightning tempests, sudden flash freezes, and other elemental phenomena. The landscape of a chaos waste is as varied and mutable as the Elemental Chaos itself.

Few natural creatures dwell in chaos wastes. However, many elementals call these areas home, from fire bats and flame snakes to diamondhide xorns and rimefire griffons. Strangely, demons rarely remain in chaos wastes for long, preferring to wreak havoc in other portions of the Underdark.

Most humanoids avoid chaos wastes for obvious reasons. Even the drow give these areas a wide berth, though some particularly bold drow lead hunting parties to gain exotic trophies. However, two notable exceptions exist.

Duergar establish temporary settlements within chaos wastes, using the fierce infernos to stoke their furnaces. Despite the duergar's uneasiness in such areas, the value of the ores they mine and smelt here overcome any reservations.

Azers also gravitate toward chaos wastes. Unlike duergar, they feel at home in these areas, preferring them over all other areas of the Underdark. Azer fortresses provide stable shelter in the chaos wastes, which could offer the characters a welcome respite from the area's dangers.

FRAYED REALITY

Some explorers take the alien realms found in the Deeps as further evidence of Torog's passing having weakened the barrier between the world and the Far Realm. Although that explanation holds some truth, the secret that surface dwellers—and denizens of the Underdark—don't like to admit is simple: The aberrant influence in the deepest parts of the Underdark long predates Torog's mad crawl.

As strange as "ordinary" parts of the Underdark can seem to visitors, the areas where Far Realm influence leaks into the world—stretches known as frayed reality—fail to acknowledge one or more natural laws of the world.

BLINKROCK

Blinkrock is a nondescript gray-black stone with a texture similar to granite, but this plain appearance hides its ability to warp space.

Any creature entering an area of blinkrock might find itself briefly and involuntarily transported to a seemingly random location elsewhere in the

Underdark. Invariably, the shocked creature returns to the original vicinity mere seconds later, none the worse for wear.

The quick, back-and-forth teleportation isn't long enough for either the unlucky creature or anything present at the other destination to react. Startled enemies might reach for their weapons or use a power, but these attacks rarely reach their target.

In fact, the destination of the teleportation is anything but random, since the magic of the blinkrock seems to have some limited ability to sense the transported creature's intentions or, for lack of a better word, destiny. Sometimes the destination turns out to be a key waypoint or the end of the creature's current journey. Even if the destination has no relevance to the current events of the creature's life, it becomes important weeks, months, or years later. Some sages argue that this is a self-fulfilling prophecy—if the creature hadn't been teleported, neither it nor those at its temporary destination would ever have become interested in the other's existence—but Underdark explorers believe an encounter with blinkrock to be a powerful omen.

Blinkrock typically fills 2 to 4 squares in an encounter area. These might or might not be contiguous. Blinkrock can be identified with a DC 25 Arcana or Dungeoneering check.

Effect: Blinkrock is challenging terrain; any creature that enters a square of blinkrock must attempt a moderate Arcana check. Success means that creature is immune to the effect of blinkrock until the end of the encounter.

Failure means the creature involuntarily teleports to another location, elsewhere in the Underdark, until the start of that creature's next turn. At that point, the creature teleports back to any space not containing blinkrock that is adjacent to the blinkrock square from which it left.

Usage: Use blinkrock disappearances to advance your plot or foreshadow coming events. To prevent this split-second scene from delaying combat in progress, describe it to the player when the encounter ends.

GODLESS REALMS

As Torog bored his way through the bones of the world, he inadvertently imposed the stability of the divine order upon the primordials' raw creation. With every drop of sweat shed or smear of blood left behind, he quenched the creative fires that fueled the primordials' wild art. Yet even during Torog's long crawl, there were places he could not find or was unable to enter. In such realms, the original fires of creation still burn, though those that set them have long since abandoned their tending. These godless realms exist as blind spots in the sight of the world's deities. Those who enter a godless realm risk their souls.

Even the most faithful divine servant who dies in one of these places dies unnoticed. The souls of the fallen linger forever in the godless realms, becoming ghosts, wraiths, or similar undead without ever traveling to the Shadowfell, where the Raven Queen would judge their final disposition.

Worse yet, the typical methods of restoring dead souls to life rarely work as intended. Souls trapped in a godless realm aren't free to depart, so bringing them back to life requires significant extra effort . . . typically including a journey to the godless realm in which that person died.

Fighting to the death in a godless realm is avoided by any sentient being. Surrender and promises of

service are common occurrences, leading to strange alliances that would otherwise seem impossible.

In the godless realms, the blood of the earth boils, and the rock of the world shifts about with far greater frequency than elsewhere in the Underdark. No map can capture the tunnels' roving, and no divination about the place holds true for long. Godless realms slowly go through the motions of creation and destruction with no consciousness in control, something like a less colorful and slow-motion version of the Elemental Chaos. Some places remain stable for ages, and these become the homes of the strange societies that choose to live without gods, while others shift their nature in the span of minutes.

ERELHEI-CINLU

For paragon tier and epic tier characters

The city of Erelhei-Cinlu dominates the vast cavern known as the Vault of the Drow. Though the Vault, aglow in a purple bioluminescent haze, is six miles long and nearly as wide, the drow city is its crown. Erelhei-Cinlu is the most influential and cosmopolitan of all drow cities in the Underdark. Ruled by eight noble houses, each dominated by a high priestess, Erelhei-Cinlu crouches at the center of a web of alliances and rivalries, hidden plots, and ancient traditions that reach through an untold number of tunnels and caverns beneath the world, and on its surface.

"In the Deeps, even the points of light are pretty damn dark."

—Anonymous dwarf adventurer

RULING HOUSES

The real power in Erelhei-Cinlu (and by extension, in the entire Vault) resides in the matriarchs of the noble houses. All the ruling houses are webbed in intrigue so thick that no one drow matron or spymaster knows all the ruses and conspiracies in play at any one time.

By tradition, eight noble houses oversee Erelhei-Cinlu. Members of these great clans refer to themselves as if they were extended families, related by blood. In fact, they're symbolic alliances connected by ceremonies of adoption. Blood families belong to the same house. They watch each other's backs in the house's constant internal struggle. However, the houses' membership rolls are so large that females need not look outside their clans to find unrelated mates.

House leaders are called matron mothers. Like the priestesses, their power is said to derive from Lolth. Of course, when they punish the weak and elevate the strong, they're more likely to mention the pragmatic concerns of the house than to invoke theology.

Each house is known by an emblem, which not only signifies the wearer's affiliation but also supposedly recalls (to historians) some significant detail of the house's past glory.

The houses are eight in number, ranked below in descending order of influence.

MATRIARCHY AND GENDER

Among the drow in Erelhei-Cinlu, females rule, and males fear their wrath. The only goddess, Lolth, is female. It is a simple matter of logic, then, to see that females are holy, and males essentially superfluous.

The drow understand that females are stronger, smarter, and more emotionally controlled than males. Male drow are superior to females or males of any other species, but inferior to all but the lowliest and most despised of drow females.

Females aspire to positions of power, and can lead temples or houses. Males must specialize and excel to justify their wretched existences. They can do so as warriors, skilled artisans, or expert sages.

Males are taught to do what females command of them, or suffer dire consequences. An order by a high-ranking female of a rival house must be obeyed. To do otherwise would be to risk the wrath of the matron of one's own house—even if she despises the issuer of the original demand.



HOUSE XANIQOS

The upstart House Xaniqos, the youngest and most impetuous of the ruling houses, has secretly laid metaphorical eggs of malice, treachery, and violence beneath the foundations of all the lesser houses. The other houses have doubtless planned similar deceptions, but none have done so with the determination and success of Xaniqos. Indeed, the house has so many active schemes in play that its leader, Lady Thandysha, is in danger of losing track of one or more threads. On the day she does so, the entire edifice of her power could well unravel.

The House's emblem is a jet crossbow bolt.

HOUSE ALEVAL

Politics is Aeval's game. Though its spies, scouts, and poisoners number among the best, House Aeval is the most "diplomatic" of the ruling houses. Aeval

maintains relations with non-drow (including adventurers from the surface). Of course, when Aeval's politicking fails, other houses know to be on watch for poisoners. Its matron mother, Ana'Shrinarrean, never leaves her estate. Those seeking audience with her must prostrate themselves at the foot of her perfumed bed. Rumor has it that a degenerative transformation keeps her bedridden.

Aeval's symbol is a golden wand.

HOUSE DESPANA

This house of warriors, gladiators, and generals is famed for its raiding parties and its school of demon summoners. The matron mother, Ilmirinza, dotes on her familiar, Weley, a loathsome, squeaking demon, half cat and half frog. Other houses complain that she grants too much influence to her consort, the fiery raider Lualisin.

Despana's emblem is an adamantine mace.

HOUSE GODEEP

Godeep's power rests in its skill at spider-breeding and its deep collection of powerful enchanted items. Over recent years it has enveloped several families of up-and-coming traders, forging a new identity as the city's preeminent mercantile concern. Its matron mother, Shie, drills her underlings to calculate sums in their head, sending those who fail to come up to speed to the Fane of Lolth for sacrifice.

Members of Godeep wear a platinum crossbow emblem.

ERELHEI-CINLU KNOWLEDGE

Dungeoneering or History DC 15: Erelhei-Cinlu is an ancient city of drow in the Deeps, ruled by a network of eight noble houses. Each house is led by a matron mother, who draws her power and authority from Lolth.

Dungeoneering or History DC 25: The city tolerates outsiders, making it a reasonable waypoint for travelers from the surface. However, visitors must take care where they walk (and whom they anger) while exploring the city.

Dungeoneering or History DC 30: The noble houses clash constantly, with overall rulership of the city varying from month to month.

HOUSE SHI'QUOS

House Shi'quos is feared for its necromantic tradition and cadre of undead servitors. It is said that every structure commanded by Shi'quos is staffed by an elite force of deathless knights. It suffered a recent setback when the unliving occupants of the Ghetto of the Dead drove the house's sheriffs and tax collectors from the catacombs. Every day that Matron Mother Laelao Thumir delays a reprisal raid against them, the house's reputation suffers.

Shi'quos is symbolized by a bat carved in amethyst.

HOUSE VAE

The drow of House Vae control the slave trade. In its effort to keep its pens stocked with fresh product, the house sponsors raids throughout the Underdark and to the surface world. Though the slaves Vae procures are a valuable commodity the city of Erelhei-Cinlu could hardly do without, the activity of slave-gathering itself draws the attention of enemies to the Vault. Matron Mother Triue Ulvny inspect all slaves her people bring into the city, in case she wants to add a creature to her personal collection. Her forehead bears a luminous tattoo of the house emblem, an iron chain.

HOUSE EILSERVS

A rich and troubled history attaches to this notoriously tenacious clan. Every time the other houses bring it to the brink of destruction, Eilservs claws its way back to power. Its famous and storied matron mother, Lady Eclavdra, recently perished of apparent poisoning. No one can believe that such a tenacious matron could be brought low by such a base stratagem, nor does anyone know what to make of her surprisingly youthful replacement, Na' Dhaunxutal.

The Eilservs ceremonial object is a bronze staff.

THE FATE OF HOUSE TORMTOR

It wasn't so long ago that House Tormtor was the chief house in Erelhei-Cinlu. House Despana made itself useful to Tormtor, taking over many of its military responsibilities while Tormtor's matron mother pursued magical research that was supposed to lead to a method of reclaiming Erenira from Torog (see "City of Anathema," page 87).

Instead, Mistress Verdaeth's rituals fell publicly and spectacularly into the control of Tharizdun. House Despana and House Xaniquos organized to destroy the threat immediately. The few survivors of House Tormtor are scattered in other drow cities, working covertly for other houses, or in one notable case, working for the cult of Tharizdun (see the "Cult of the Elder Elemental Eye" sidebar, page 72).

HOUSE ZHIQ'NAH

Paladins of Lolth dominate this odd ruling house, which came to prominence as a result of their ruthless dedication to wiping out cultists of the Elemental Eye. More explicitly religious than other houses, it flirts with the jealousy of Lolth's priesthood. The Zhiq'nah hierarchy resents the implication that its members show a less pure devotion to the spider goddess than the priestesses do. Wagging tongues have it that the priestesses of Lolth are planning an attack on Zhiq'nah's matron mother, Pharloth Waedra.

The Zhiq'nah mark their house allegiance by carrying lapis lazuli daggers.

POLITICAL LEADERSHIP

The politics of Erelhei-Cinlu change so rapidly that you might want to change leaders every time the adventurers return here after an absence of a month or more. When the characters first visit Erelhei-Cinlu, its top leaders might be:

Myrulnay, High Priestess of Lolth, an imperious female recently ascended to the city's top post. Her predecessor's brain was devoured from within by baby spiders.

The prodigiously ancient Lady Thandysha of House Xaniquos. A much-coveted family secret allows her to move her consciousness to a new body as old age wracks her form. Loyal females of the house vie for the privilege of becoming her host-in-waiting.

Lady Ana'Shrinarrean, matron mother of House Aeval. She denies helping Myrulnay assassinate her way to the High Priestess's throne, but no one believes her. Scuttlebutt says that Myrulnay and Ana'Shrinarrean are plotting a joint strike against Thandysha, planning to finally bring an end to her annoying longevity.

ARCHITECTURE

Erelhei-Cinlu is set like a polished gemstone in the purple haze of the Vault of the Drow, and some drow refer to the city as "the Dark Gem." Erelhei-Cinlu broods behind a high wall of polished black basalt that at once protects its inhabitants and imprisons them. The wall appears as a seamless, uncut stone edifice that encircles the city. Guard towers festooned with all manner of war machines loom over the wall at regular intervals, providing their occupants with lines of sight that stretch all the way across the Vault. Interspersed between the guard towers and other fortifications are sculpted images of Lolth herself. The statues radiate a palpable evil designed to forestall would-be wall climbers. Those who attempt the feat anyway discover that the drow deter unauthorized climbers with an array of nasty hazards, some mechanical and others arcane.

Within the walls, a riot of architectural styles exists. Though many structures are built of basalt, especially the many towers that reach toward the

Vault's ceiling, others are composed of petrified toadstool, fused bone, and hardened spiderwebs woven in such thick profusion that they form structures every bit as permanent as those quarried from stone.

Among the chaos of buildings and basalt towers rise several narrow spires made of stained limestone. These were raised during an earlier architectural period and seem eroded and time-worn. Many of the larger towers, both basalt and limestone, are connected by way web-bridges high over the streets and lower structures. The narrow web-bridges provide a means of travel for nobles who can't be bothered to mingle with commoners on the city streets, and have the virtue of being easily cut should relations between the occupants of two connected towers suddenly sour.

Along the interior walls, a lattice of curving, swooping stone walkways connects the many barracks of Erelhei-Cinlu. Like desiccated insect carcasses, the barracks buildings seem trapped in a meticulously interlaced set of spiderwebs. Each barracks structure holds a militia of elite drow warriors sponsored by a particular ruling house, ready to spring into action if the city comes under attack, or to fall upon a rival's house at the command of their matron mother.

VENERATION OF SPIDERS

Spiders of all sizes are everywhere in the Vault. They're constantly on the swarm, crawling underfoot and scuttling overhead. Webbing hangs from ceilings, drapes across walkways, and streams between buildings and towers. The sound of insect carapaces crunching between spider mandibles is as constant here as that of rustling leaves in a forest.

According to surface-world folktales, drow venerate spiders so fervently that they'll never harm them. That's a characteristically human misunderstanding of drow psychology. The drow do aspire to be like spiders—meaning that they remorselessly devour their own kind. Drow go to no special effort to harm their eight-legged sisters, but do crush them if they get in the way. Some drow ceremonially eat a spider at the beginning of each meal as a way of saying grace to the arachnid goddess.

MILITARY STRUCTURE

In keeping with the tactics of the Underdark, where tight spaces keep battles skirmish-sized, the Vault's military is composed of small, autonomous units. Some of the most celebrated are no larger than an adventuring party. Fighting units are either militias or companies. Militias serve houses or temples of Lolth. Companies are autonomous, either hiring out to patrons to perform discrete missions, or financing themselves directly as treasure-seizing raiders.

Militias and companies sneer at one another. The first group marshals greater resources and is accorded more social prestige. The second enjoys a measure of freedom unparalleled in the ever-shifting drow hierarchy.

Courageous male drow take refuge in companies to escape the otherwise pervasive tyranny of female drow. That said, some of the most fearsome freebooters are female drow. A charge frequently leveled at mercenary companies is that they secretly practice egalitarianism. In fact, some do distribute treasure equally between participants and do not always prescribe punishment for failure.

House Despana fields the largest and most accomplished militia.

FEATURES OF THE CITY

Erelhei-Cinlu is sprawling, vibrant, confusing, violent, and somewhat tolerant of outlanders, though non-drow should remain vigilant whenever they are among the mercurial and often sociopathic drow.

PITCHY FLOW AND FLYING BRIDGE

North of the city, immediately beyond the wall, runs the Pitchy Flow river. The Pitchy Flow is spanned by a deceptively slender basalt bridge, apparently carved of a single piece of stone like the city walls. Statues of drow panoplied in ancient dress line the bridge. Beyond the bridge to the north lie the noble estates and the Fane of Lolth.

NOBLE GATE

South of the bridge is the Noble Gate, a six-story structure that controls entry through Erelhei-Cinlu's wall. Several groups of drow warriors, arcanists, and summoned demons keep constant watch on the gate, lest any creature other than drow nobles attempt to use it.

GREAT GATE

From the Noble Gate, High Street runs the breadth of the city, all the way to the other side of the encircling wall. Piercing the southern wall here is the Great Gate, which is used by outlanders and drow commoners. For most creatures, the Great Gate is the only way into or out of Erelhei-Cinlu. Atop the entryway is an imposing jet statue of Lolth. Heavy black iron gates and a portcullis can cordon off the gate, though it is usually open. Militias of drow warriors watch as newcomers are interrogated by their fellows. Visitors should expect to pay an entry tariff, but the amount demanded is entirely at the whim of the captains on duty.



THE CITY'S GHETTOS

Erelhei-Cinlu is divided into eight districts, or ghettos, each in the “care” of a different ruling house. Each district is named according to the purpose of the place or the activities most commonly performed there.

GHETTO OF SCHOLARS

This district under the control of House Shi’quos contains a treasure of dire, forbidden knowledge available to anyone for the right price (though outlanders pay a hefty premium). More so than in some districts, a fair number of outlanders can be found in the Ghetto of Scholars doing research impossible on the surface or other places with a smaller stock of lore.

The Ebon Libram is one of the most extensive collections of magic tomes, scrolls, and tablets in the world—it is one of the jewels of the Ghetto of Scholars. Its proprietor, the sorceress Elizarea, focuses on lore and rituals that deal with demons, torment, interrogation, and painful death.

GHETTO OF ARTISANS

Amid the twisted streets, walled mansions, and workshops of the Ghetto of Artisans, drow crafters produce fashionable garments, fine art, sculpture, custom poisons, and implements of torture, all conforming to drow aesthetics. House Godeep controls this district.

Interesting locations in the district include the Studio of Chael Que’nos, and the Poisons and Potions shop.

The studio sells the paintings of Chael Que’nos, who combines surrealistic images of suffering with exotic media such as demon blood, powdered dragon scales, and the blood of sacrificial victims.

Poisons and Potions is run by the drow wizard Lha’zis Ulvira, who dwells in this shuttered structure with scurrying hordes of spiders of every shape and size. Lha’zis mixes the products of his most venomous pets with other toxic substances to create his custom poisons.

DEWDROPS ON THE WEB OF LOLTH

In a cherished image, drow see themselves as “dewdrops on the web of Lolth.” The great spider plucks gently at the strings of her all-encompassing web, and the drow quiver and shake to her will. The image reflects the drow belief that Lolth subtly intervenes in their affairs, and that the machinations of the god prevent their dark society from falling apart. When conflict between drow threatens the society’s overall stability, the Spider Queen quietly brings about the downfall of those who have gone too far. Shaping her people in her own image, Lolth remains the greatest conspirator of all.

GHETTO OF PERFORMERS

This district, under the oversight of House Aeval, is home to drow entertainers of every stripe. Aside from entertainment, the ghetto is a haven for all imaginable vices. Any substance and perverse service can be bought and sold here (as long as House Aeval receives a percentage). Taverns, torture chambers, and gladiatorial fighting pits exist alongside theaters and public squares.

The Upturned Jar is a tavern that serves only specialty wines and spirits extracted from a wide range of subterranean fungi, spider venom, and other more esoteric sources. Some expensive and rare potables are highly addictive or poisonous (often both). Most nights at the Jar, at least one patron ends up unconscious, paralyzed, mindless, or dead.

GHETTO OF CHATTEL

Vast pens and holding facilities house thousands of wretched souls in this district. Slave buyers and sellers stream through the Ghetto of Chattel at all hours, since most slaves find their careers in Erelhei-Cinlu to be miserable and short. House Vae controls this district.

The district also hosts the grim stone structure of Verdict Hall, where outlanders accused of crimes in the city are kept and tried; the Beast Trainer, where recalcitrant slaves are brought to learn manners; and the Crop and Manacle, which is an inn, a tavern, and a torture chamber all in one.

GHETTO OF SAVAGES

The bulk of Erelhei-Cinlu's non-drow warriors live here in violence and squalor. Residents include bugbears and related goblins, troglodytes, trolls, quaggoths, and other Underdark (and surface) creatures. The residents are slaves or indentured servants sworn to the drow noble houses. A few have won their freedom but continue to live here, building new lives as mercenaries or freelance adventurers.

One of the most popular destinations in the city is the Ceremonial Arena, a stone coliseum that hosts never-ending bloody combats. Great sums are wagered here on the outcomes of fights between gladiators and monsters, the length of time prisoners can withstand torture before dying, and brawls between squads of bugbears, troglodytes, or other warrior races.

GHETTO OF OUTCASTS

This filthy district is the last destination for drow undesirables, including criminals, beggars, half-breeds, and the survivors of fallen noble houses. House Xaniqos has dominion over the ghetto, but doesn't expend resources to maintain any actual control. As a result, the district is run by criminal gangs and brutal thugs. Under their "rule" the drow downtrodden are oppressed, poor, and utterly without hope.

The Snake and Weasel, owned by the drow Plenius Greysoul, is an eating and drinking establishment in the district that serves as a front for the proprietor's true business: Greysoul organizes thugs and alley-bashers who call the district home. He specializes in returning stolen goods to their owners. Of course, he is responsible for the thefts in the first place, and he charges exorbitant prices for the items' return.

GHETTO OF THE DEAD

House Eilservs controls this dark district of Erelhei-Cinlu. Also called the Necropolis, the ghetto is a place of the walking dead. Most drow venture into the ghetto only when they must dispose of mortal remains. Once the mourners depart, the district's most common residents—ghouls—come out to feast.

Once a year, the ghouls are allowed out of the district to terrorize Erelhei-Cinlu in a "festival" known as the Time of the Hunters. Most drow barricade themselves in their estates or homes during this time, but the ravenous horde always finds sufficient victims to slake its hunger.

Some suggest that Eclavdra, late of House Eilservs, can be found here in a state resembling lichdom, plotting revenge against her assassins.

GHETTO OF FOREIGNERS

This warren of narrow streets and tottering buildings serves as home to humans, dwarves, gnomes, and other non-drow, all under the obvious scrutiny of House Despana in the form of a permanent drow warrior detachment.

The district is only place in the city (and in the drow realm beyond) that allows temples dedicated to non-drow deities. Along with the ubiquitous shrines of Lolth, temples to Vecna, a tentacled aspect of Melora, and Orcus can be found here.

ENSLAVED DROW

In the brutal world of the Underdark, the masters sometimes become the enslaved. Captured drow patrols or the victims of raids on remote outposts become the thralls of beholders, fomorians, and other foul creatures of the Underdark. Drow slaves are highly sought out by purple dragons, who use them as expendable warriors and pack animals. These crafty denizens of the Underdark consider the dark elves their natural servants, breaking the will of captive drow with dread rituals.

To the free drow, enslavement to other creatures is so viscerally revolting that they kill drow thralls and call it mercy. In a battle against a retinue that includes drow slaves, free drow warriors target their enslaved kin first.

CULT OF THE ELDER ELEMENTAL EYE

Despite Lolth's attempts to protect her status as the sole god of the dark elves, a second evil deity has persistently managed to insinuate his faith into drow culture and society. Followers of the Cult of the Elder Elemental Eye fashion themselves as a resistance movement. The cult appeals to misfits, the aggrieved, and the mad. The priestesses of Lolth take a hard line in their efforts to suppress the Elemental Eye, but the cult uses moles among Lolth's faithful to warn its disciples of impending arrest.

Cultists hide from danger in the Hollows, a sector of tunnels separated from the Vault of the Drow by some 50 miles of hard travel. The reverberant echoes of the Hollows magnify all sound, turning whispers into screams and careful footfalls into thudding treads. Catching creatures by surprise in the Hollows is difficult at best (Stealth checks take a -10 penalty), and teams of cult-hunters are often left to fruitlessly wander the area long after their targets have fled.

Although they are disinclined to utter his name, the cultists bow down before Tharizdun, the Chained God. This deity created the Abyss and was rewarded with betrayal and imprisonment. His drow cultists believe that Lolth

did the traitorous deed, and their iconography depicts the chains binding Tharizdun as webbing spun by the Spider Queen. Tharizdun's cultists pursue nothing less than the destruction of the universe. They believe that if their god had not been imprisoned, the Abyss would have continued to grow. By consuming all elemental matter, this eternal Abyss would have snuffed out the corruption of life as soon as it began.

The sect recognizes no single leader, since doing so would make the cult too easy to bind as Tharizdun was. However, Nalva Dhaunel is its most notorious priestess. A former scion of House Tormtor, Nalva fell into the service of Tharizdun when the cult's corruption caused that house to be destroyed. Some survivors of Tormtor hunt her as a scapegoat for their house's fall; others seek her out because they see her as the most powerful surviving member of the house and want to join the cult in her service. The paladins of House Zhiq'nah are her sworn enemies, and drow mercenary companies strive to claim the price the priestesses have put on Nalva's head.

OUTLANDERS IN THE CITY

Though unquestionably a city of the drow, Erelhei-Cinlu tolerates outlanders from all realms. Of course, these visitors must abide by the city's traditions (which many of them find distasteful or repulsive) as well as survive the myriad threats present in such a deadly location.

Foreigners, including adventurers, can enter the city by approaching the guard tower located at the Great Gate and requesting guest cloaks. These dark green garments identify the wearers as temporary visitors. After six months, a visitor can apply for resident status and exchange the green cloak for a black metal spider medallion if such status is granted.

Outlanders quickly learn to keep their heads down. Visitors can be attacked with impunity by any high-status drow. Any guest deemed responsible for the death of a resident can face retribution ranging from monetary compensation to the relevant house (for a servant's death) to a full-fledged vendetta.

ACCOMMODATIONS

A few establishments in the Ghetto of Foreigners cater to outlander adventurers. Anyone conducting business in their public areas should assume they're being watched by at least a half dozen informants.

Those who want to flaunt their wealth (and possibly lose it) often head to the New Black Widow, a lush gambling den. Its expensive rooms offer luxurious amenities. The proprietor, Tebas, assures customers that the owner who used to fleece customers was his twin brother, now deceased.

The Hook Inn is named for the replacement appendage at the end of its proprietor's wrist. Innkeeper Relprhin offers clean and affordable rooms, but warns visitors that he reports all unusual activities both to the priestesses of Lolth and to his patron.

The unusual clientele of the tavern known as Hunter's Rest is a mixture of wandering drow raiding parties and outlanders. This place attracts adventurers who like to drink with people who might try to kill them if they met out in the tunnels.

Visitors who are short on gold can stay at the austere Broken Shingle.

Taverns in the other ghettos cater to drow, who might be permanent residents or visitors from other drow cities. Notable examples include the intoxicating Upturned Jar in the Ghetto of Performers, and the Crop and Manacle in the Ghetto of Chattel, both mentioned above.

BEYOND ERELHEI-CINLUI

Though the city dominates the Vault and the tunnels beyond it, many important locations exist beyond its polished basalt wall.

NOBLE ESTATES

Lost in the purple gloom of the Vault that encompasses Erelhei-Cinlu, the estates of the drow nobles are vast and wondrous compounds, with elaborate buildings and carefully maintained grounds. Each of the ruling families maintains an estate outside the city in the Vault, amid forests of phosphorescent fungus, stands of pale grass, and albino ferns and trees.

FANE OF LOLTH

The Fane of Lolth is perhaps the largest temple to the Spider Queen in the world; if the worship of Lolth could be said to have a center, it would be this place. Within its web-shrouded walls, priests of Lolth experience direct communion with the Spider Queen herself, when they offer sacrifices that are sufficiently grand.

When speaking among themselves, the drow of Erelhei-Cinlu never use the phrase “the Fane of Lolth.” It’s simply “the Fane.” There is no other, nor could there possibly be a rival to its position in the life of the city.

The drow are all but monotheistic, recognizing no other divine beings as true gods. Bahamut, Moradin, Torog, and the rest are acknowledged as real, and powerful, but as beings of lesser status. Those caught praying to or drawing divine power from false gods are consigned to the Fane as sacrifices. In drow society, worship of Lolth is obligatory and ruthlessly enforced.

SATELLITE CITIES

At least six smaller drow cities connect to the Vault of the Drow by narrow, well-defended passageways. Outlanders don’t know much about them, because the passage guards kill unescorted non-drow on

sight. Outlanders can travel them only by stealth or sword, or in the company of drow willing to vouch for their good behavior.

GOVERNANCE IN THE VAULT AND BEYOND

The Vault, like its satellite cities, functions as a tyrannical hierarchy—one without a single, central authority. Each of its institutions runs its affairs autonomously, maintaining its own hierarchy—and an incessant internal struggle. These centers of influence deal with each other as individuals, jockeying for position and exercising power. Although the metaphor can be taken too far, in many ways the institutions of drow society behave like interlocking crime families. Respect is power. The rules are inviolate until they’re not. The threat of force underlies every negotiation.

The drow acknowledge no law, but place great store in tradition. Predictably, when a powerful drow needs to flout her group’s established customs to seize or maintain power, this respect reveals itself as simple lip service.

Fear of punishment drives drow to succeed. Leaders treat innocent failure as harshly as they do purposeful wrongdoing. Confiscation of property is the least of a drow’s worries compared to slavery, torture, and execution.

GARGASH, THE LIVING TORTURE DEN

For epic tier characters

Torog’s greatest enemy became the god’s first torture den and longtime home.

History: During the Dawn War, Torog rampaged through the Underdark for countless years, searching for a way out of the primordials’ creation. He finally realized that he would never find an exit on his own. He swore to interrogate every creature he found until he knew for certain whether it was possible for him to leave.

From the bones of his archenemy Gargash, Torog fashioned his first den in the Deeps. He chose a spot where he would see no one but his victims. His soul burning with malice, Torog devised a program of tortures to extract information from the weird variety of creatures in the Underdark.

Torog discovered an endless reserve of power within himself as he traversed the Underdark, ever crawling as a result of Gargash’s curse. After he fashioned his den, Torog concentrated this power. He twisted it into a divine refinement of the raw primeval power he was leaching from the curse and from sole possession of the subterranean realm.

His den and power now complete, Torog tracked down every remnant of Gargash’s retinue. Many fled rather than fight, but the crippled god crawled patiently after them, using his command over the bloodstained King’s Highway to stop their progress. Torog kept these adversaries alive for centuries, and some might yet survive within Gargash.

Description: Gargash is a monstrous assemblage of huge, spined bones with sheets of skin stretched and twined between them to create rooms and hallways. At first glance it appears to be under construction, as squads of wrackspawn move ceaselessly, hammering, sawing, and bombarding the walls with magical attacks. The sounds of thunder and crushing bone are the first clue that no construction is actually taking place: The fortress is constantly mangled so that Gargash doesn’t return, which would oblige Torog to kill him again.

Unlike many of his other torture dens, Gargash remains intact as Torog’s primary home, the most likely place to encounter the god. Torog’s dwelling in Gargash’s skull hangs high above the center of the palace, kept aloft by a constantly mutating mesh of bones and skin. Rumors say that the hatred Gargash and Torog shared formed a bond between them, and Torog still speaks to the primordial. It could be that the closest thing Torog has to a friend is the shattered, insane remnant of his archenemy.

Adventure Hooks: The following plot threads might bring player characters to Gargash:

- ◆ Torog was drawn away from the Underdark, and his power waned. No longer held back, Gargash reformed as a bizarre conglomeration of flesh that now rampages throughout the Underdark.
- ◆ Realizing the characters’ power, Torog kidnaps one of their allies so they will come to his citadel and end his miserable existence.

For paragon tier and epic tier characters

Buried in the heartless darkness of the Underdark lurks a canker in existence, a weird evil veiled from mortal ken by leagues of stone. The aboleth realm of Xarcorr is set inside this region, referred to as the Rock's Roil by those who know nothing of the aboleths' dread empire. The terrain in this place churns around constantly, as though trying to form a scab over a blade that continues to twist in a wound.

The aboleths of Xarcorr see everything outside their realm as anomalies and interruptions in their eternal sovereignty. The world, the Elemental Chaos, the Astral Sea, mortals, primordials, gods—all are defects in the aboleths' ideal fabric of reality, destined to survive only as brief digressions in the aboleths' inevitable cosmic rule.

XARCORR KNOWLEDGE

Dungeoneering DC 20: The Rock's Roil is a churning area of the Deeps where stone warps like water and strange plants feed on unwary visitors.

Dungeoneering DC 30: The aboleths living in this area find its ever-shifting reality pleasant and welcoming.

Dungeoneering DC 35: The aboleths of the underlying realm of Xarcorr are split into three separate factions, each of which aims to dissolve the world into eternal madness.

THE ROCK'S ROIL

The Underdark around Xarcorr tumbles and twists as if in pain. Magma flows, earthquakes, eruptions of poison gas, flash floods, and other such natural dangers are all too common, but supernatural threats also plague the area. In the Rock's Roil, stone shifts and mutates without warning. It might remain solid, or the rock might flow like water or become as immaterial as fog. Thoughts drift through the passages like smoke, choking the minds of the unwary with the nightmare imaginings of aberrant creatures. Vegetation adopts forms abhorrent to nature, and animal life twitches into new shapes with each generation born in the shadow of Xarcorr.

The aboleths of Xarcorr use their psychic might to negotiate the Roil's bedlam. Sometimes they swim or slide through it, but at other times they cross miles of space in seconds by ways open only to those mad enough to conceive of them. The Roil has few landmarks to guide those who traverse it, but travelers on the right path to Xarcorr are sure to encounter one or more of the few constant places in this wild realm, and the aboleths who reign here.

THE DRIPPING JUNGLE

The Roil hosts a multitude of odd and altered plants and creatures, and nowhere is this profusion of warped life more evident than in the Dripping Jungle. Here plants of all kinds grow from the ground, walls, and ceiling. A whole forest of life dangles from above, dripping water and odd nectars to feed things below. Carnivorous flora hunts animal prey while being stalked by herbivorous vegetation. Some shrubs produce acid while others spew fire or crackle with lightning.

The vast caverns of the Dripping Jungle are abuzz with glimmering creatures that make their own light. Ghostly insects glow in gemstone colors through transparent shells. Leechlike rodents leave luminous slime trails behind their slithering bodies. Great behemoths stand on legs as tall as ship masts that shine with radiant blood, stretching their ruddy heads to reach ceiling vegetation.

The whole effect of a Dripping Jungle vista produces a sense of bewildered wonderment in the viewer, but those taken in by its eerie beauty need beware its dangers lest they become prey. The hazards and hunters of the Jungle are many, but so too are the supernatural dangers of any place in the Roil.

USING THE DRIPPING JUNGLE

When you use the Dripping Jungle in your game, feel free to devise whatever rules you think best represent its odd elements, but remember that you don't need to design a new monster or trap. You can wow your players just by giving a familiar rules element an unfamiliar appearance.

Take the soul gem trap from the *Dungeon Master's Guide* (page 93) and call it a "lich-fire blossom." Reimagine it as a tall, cactuslike fungus with a red flower at its top. Nestled within the flower is a hard seedpod that glows bright red. This pod represents the soul gem, and instead of radiant damage, it deals fire and necrotic damage. Use all the other rules as normal, and you have a perfect plant to threaten the characters in the Dripping Jungle.

Similarly, you might want a strange glowing beast to attack the characters. Pick a monster with the mechanics and level you like and then give it a new face. The fell troll (*Monster Manual*, page 255) could stand in for a lumbering and luminescent behemoth. Its *claw attacks* are instead *stomp attacks*, and its *backhand slam* becomes a *tail slap*. Perhaps instead of fire and acid, its regeneration is prevented with radiant and cold damage. Further evolve the Dripping Jungle creature from its base by adding a little something extra: perhaps the *tail slap* makes targets blinded for a round instead of knocking them prone. The next time your players encounter a fell troll, they're unlikely to equate it to the bizarre creature they fought in the Underdark.

THE STONE GYRE

The great swirling of the Stone Gyre can be maddening to those who gaze upon it for the first time. Here, in the borderlands around Xarcorr, the rock becomes fluid—the stone of the caverns ripples and moves while remaining in a cave shape. The ceiling, walls, floors, and cave formations stand like normal, but creatures sink into them as into water. Up is in whatever direction air can be found. Down is toward the more solid stone, sometimes a few inches deep but at other times fathoms away.

Air-breathing creatures can swim through the rock or float upon it in boats. Burrowers find that they can see, move, and breathe in the Gyre, and so purple worms are fitting sea serpents, and xorns (*Monster Manual 2*, page 215) make fine sharks. Aboleths and other aquatic beasts can treat the stone like water, but they find their breathing labored and their sight limited as though they were in a thick fog.

Odd islands project out of the Stone Gyre. These bastions of solidity can be discerned by the lapping of stone against their rocky shores. In such places water can be found, while elsewhere it disappears into the flowing rock as if drawn up by a sponge. The islands are a frequent stopping point for creatures that swim the stone sea. As with a watering hole in the desert, predator and prey frequently share a drink in peace.

The Gyre pulls those in it to its center, a gradual current that all that live in the Gyre must work to resist. As a creature nears the center, the stone swirls inward more swiftly while still maintaining its cavern shape. Only at the heart of the Gyre does the outline of the rock waver. There the shapes of stones are drawn toward the center, stretched through the air as if a painter had spread them with a palette knife. Ultimately the currents in the rock funnel to a mote of nothingness that floats in an expansive cavern. Nothing has returned after touching that spot.

USING THE STONE GYRE

What's at the center of the Stone Gyre? That's up to you. It could be a gateway to another plane or some artifact that hungers for reality, but unless the point of your adventure is to make that discovery, it's probably best to treat it like a *sphere of annihilation* and give the players the opportunity to avoid it.

Instead of dealing with what makes the Gyre go, you can focus on giving your players the weird experience of sailing on a stone sea. Tunnels are like rivers, and huge caves are like lakes. The ship the characters pilot might be a stone skiff made by duergar (*Monster Manual 2*, page 92), or it could be the skull of some great beast that still has its brain intact, a vessel crafted by mind flayer necromancers and directed by thought. However you choose to handle it, the Stone Gyre offers a great way to present the weirdness of the Far Realm in the familiar guise of shipborne adventure.

THE TOOTHY PLAINS

The Toothy Plains span miles of caverns as vast, flat expanses of ceiling and floor roughly 200 feet apart. Because of spatial warping understood only by the aboleths, tunnels at various depths and distances in the Underdark open into this one cavern, making its crossing an important part of many journeys.

The plains are named for the massive crystal monoliths that resemble jagged fangs jutting from the ceiling and floor. These "teeth" glide along the surface from which they project or stand still, seemingly at random. A group of crystals might rotate about a larger central stone that itself describes a circle eight. Another crystal might cruise in short bursts, pausing for a minute or an hour before heading off in a different direction. These huge gems glow with internal light that varies in color based upon a tooth's size. The largest crystals glow an angry red and scrape shallow furrows in the ceiling or the floor. Slightly smaller crystals glow purple, while those of lesser size glow blue and finally green. Crystals cut smaller than human size retain their colorful light for a few hours but then gutter and go dark, ceasing to move.

The teeth of the Toothy Plains have powers other than their eccentric movement. Some enhance magic of certain types, while others quell energy or grant boons such as flight to creatures near them. Psionic powers in particular are commonly enhanced.

USING THE TOOTHY PLAINS

The Toothy Plains provide a great opportunity to present stunning imagined vistas and some unusual combats. The characters can look out across a dark expanse lit on floor and ceiling by multicolored crystals. The near ones might look high like cliffs, while in the distance the teeth give the impression of gazing between two plains of stars. A battle might take place on glowing steps cut into the side of a monolith moving so fast that the characters must shout to be heard above the wind. Crystals might come together in sparkling explosions or ricochet off one another like billiard balls. The adventurers could hitch a ride on a crystal going their way or be forced to dodge through a crowd of swirling emerald menhirs.

The odd magical effects of the crystals offer you the perfect excuse to put new elements in a fight. Maybe all attacks deal ongoing fire damage, or creatures can become insubstantial and gain phasing, maintaining it as a standard action. Maybe everyone's speed is doubled, or Will takes a -4 penalty. Crystals might whip through the combat on certain routes and certain initiative counts, allowing combatants to push foes into their paths. The passing crystals might alter the weird magical effects during the fight, allowing characters and monsters to time attacks to their benefit. Whatever you decide, be fair to the players and allow them to take advantage of the new rules.

THE TRIUNE DANGER

Xarcorr represents not one threat to the world, but three. Its population devotes itself to three separate causes, all of which have the goal of dissolving lesser realms into the aboleth home dimension of eternal madness. Despite their different plans and means, the three groups frequently work in concert. The alien minds of aboleths allow them to make and break alliances without the encumbrances of morality or the rancor of revenge. One clutch might ally with another to draw a terrible entity from the Far Realm to strike down a powerful threat, while the third clutch might attack in the aftermath.

Dread of Watchers: These aboleths crave the utter destruction of the world and the other planes. To this end they seek ways of killing the powerful deities and primordials that stand in their way. They pursue any means of collapsing dimensional walls or setting their many enemies against one another.

The Dread of Watchers aboleths provoke paranoia in those with whom they telepathically communicate. A contacted entity gains an overwhelming sense of being watched from corners and hidden spaces, even when there is obviously nothing nearby.

Horror Within: These aboleths seek the melding of the world and the planes with the Far Realm, either through transformation or by drawing the world and its echo planes into the Far Realm. They seek to open gates, convert creatures and landscapes, and call additional émigrés from the Far Realm.

Thoughts from the minds of Horror Within aboleths give a creature that receives them the sense that an invader exists within its own body. The mental touch of these evil monsters causes the physical sensation of squirming creatures in one's veins or of being infested with a writhing alien.

Far Soul: These aboleths instinctively attempt to sever all ties between the world and the Far Realm. An agenda that includes destroying gates to the Far Realm might occasionally align Far Soul aboleths with the player characters, but aboleth paths are never straightforward. Since much of the fraying cosmos at the bottom of the Underdark functions as a sort of intermittent gate to the Far Realm, Far Soul aboleths also work to destroy the Underdark beneath Xarcorr. Success ironically opens far more of reality to the Far Realm. Explaining this paradox to a Far Soul aboleth would prove difficult; such creatures are also devoted to eradicating all knowledge of the Far Realm and other beings that might have the power to open new gates.

Mental contact with a Far Soul aboleth gives a creature the numbing sensation of being a great distance from its own body. Every action feels like it takes meticulous attention, and forming words requires a mental shout.

ENTERING XARCORR

The aboleths' realm in the midst of the Rock's Roil is a strange still point, disorienting both in its contrast to the surrounding chaos and in the alien nature of the realm itself. Crossing the threshold into Xarcorr, the rock is suddenly slick and black, lined with chitinlike ridges and pocked with fragile bubbles of shaded crystal. A low thrumming fills the air, like the sound of one's own heartbeat.

If those who cross the border look behind themselves, they see the tunnel turned in an unfamiliar direction and their companions behind them vanished. By taking a step back, a creature can cross the border again, experiencing the sickening lurch of passage and once again seeing the familiar halls and friends. Xarcorr overlays the place in the world that its area covers. It is both in the world and not, and what was in the world before its coming remains behind the unbreachable barrier of Xarcorr's existence. No mortal knows what lies in the world beneath where Xarcorr now rests.

CROSSING THE BORDER

If combat breaks out at the border of Xarcorr, use the following rules to represent the crossing that might happen during combat.

Draw a line across the battlefield. It need not be straight, but have it follow the lines of the grid to make its use easy to track. This line represents the border. You could hide the line until a character crosses it and returns to tell the others where it is, but it might be easier for everyone if you show it on the map once a monster emerges or a character crosses. Perhaps there's a flash of the other side that can be seen when someone crosses, giving witnesses an idea of where the border lies.

Creatures on one side of the border do not have line of sight or line of effect to those on the other side. When a creature crosses the border, it becomes dazed until the end of its next turn.

Highlight the use of the border in the fight by having threats move across the border to take refuge and by having enemies come from both in front of and behind the characters. Creatures might push the characters through the border to readied allies on the other side. You can also highlight the border by having distinct terrain on both sides. Perhaps each side has its own hazards that offer different dangers and opportunities.



THE ABOLETHS' REALM

Xarcorr slipped into the world from the Far Realm not as a single city but as an empire. Settlements and territories bridged the darkness between existences, though Xarcorr is a pale shadow of the mind-warping glory the empire enjoyed before falling into the world. The landscapes and creatures retain much of their distorting nature, making the realm deadly for nonaberrant creatures. Though many unusual locations exist in the quavering light and sibilant shadows of Xarcorr, a few are worth particular note.

The Dreaming Vaults: In these long chambers the aboleths keep captives of many races alive in a shared dream state. Servitors see to these sleeping unfortunates' upkeep while the aboleths psychically study the world created by their subjects' shared memories and imaginations. These slaves unwittingly live out their lives, often without ever knowing they are in the aboleths' clutches. Their captors observe the effects aboleth plans might have on the real world by looking at the reactions the captives have and how the sleepers imagine others would behave. The Far Soul aboleths take particular interest in the world of the Dreaming Vaults, and they conduct experiments in memory loss to see the effects of erasing creatures' awareness of the Far Realm.

The Warp Web: Rivers of slimy water from all over Xarcorr come together at these canyons, but rather than falling over the sides they float out into the open air and split into a latticework of waterways that dangle down into the canyon. Aboleths glide along these pathways to meeting places and foci of psychic power. Here they research all manner of topics, including altering life, objects, and lands to suit their purposes. Members of the Horror Within clutch work in the Warp Web to devise new means to claim the minds and bodies of other beings.

The Preserve: This area sprawls over Xarcorr, encompassing many types of terrain. Here aboleths attempt to modify the environment in extreme ways, hoping to scrape open a hole in the weave of existence and find a conduit to the Far Realm behind the flow. Because unprotected living creatures quickly perish here, the aboleths periodically restock the Preserve with creatures and plants they replicate in the Warp Web, using living things of the world as raw materials. They believe that spreading the corruption of the Far Realm into living things, warping natural creatures into aberrant ones, makes it easier for the energies of the Far Realm to break into the natural world. Like wagon wheels wearing ruts into a dirt road, the aboleths' activities create a channel through which more alien energies can flow.

The Chrysalis: This enormous monolith floats hundreds of feet above the ground. Its surface, black as a void, crawls with glowing runes and magic circles that move across it according to aboleth sages.

One day, Dread of Watchers aboleths hope to use the Chrysalis as both a fortress and a weapon, but it is not yet fully active. Still, they commune within it, using patterns of the runes' movement to gain entrance. One day, they hope to fly the Chrysalis out into the world as a battleship of sorts, blasting foes with fell powers. When the time is right, they will unleash the creature gestating within it called the Ugutharnam. Their prophecy tells that they will wake Ugutharnam as their final attack in the end days they will one day to bring to existence.

The aboleths of Xarcorr retrieved the monolith from a field of similar monstrosities in a parallel plane at great cost. When they returned from their harrowing, cross-planar trek, the Chrysalis was a solid lump of petrified stone. After centuries of working ritual magic on it, the Chrysalis has finally achieved its current, floating shape. Many more years of rituals are required before the monolith lives up to its full potential.

Zahulaxon: The aboleths of Xarcorr lack any central leadership aside from the eldest aboleths of each of the three factions, and they do not organize themselves in communities. Yet they do maintain a central gathering place, called Zahulaxon.

In fact, the aboleths maintain the location as a "mock capital" to provide the occasional surface world visitors with a false impression of the aboleths' nature, and to give those individuals a sense of security because what they view is similar to what a mortal creature of the world would expect. Captives brought to this location see an array of great towers with odd geometry. It appears to be a place of tremendous magic and wealth, with hosts of mind-bound slaves carrying aboleths on gold palanquins and otherwise doing their bidding. When the aboleths release captives after having implanted commands within their minds for possible later activation, Zahulaxon fades into a "ghost town" of rocky facades and mist.

SUNLESS SEAS

Are the great seas of the Underdark larger than the oceans of the surface world? The question is probably impossible to answer. The giant Underdark seas are so much more forbidding than surface oceans that creatures from the world above have little means of generating a meaningful comparison.

Scale is also a problem. Where the oceans of the surface stretch out under the great blue dome of the sky, a "single" ocean within the Underdark can be first encountered in a preposterously large cavern, then go entirely underground through labyrinthine cave networks, and then "surface" within smaller caves, all parts linked by the same tidal forces and ocean ecology. Thanks to the constantly shifting borders of living stone, one can never be entirely certain where one ocean ends and another begins. What was an ocean a few months ago might now appear to be merely a lake.

As one might expect, most sunless seas are bitterly cold. However, hydrothermal vents or magma upwellings can keep areas of these oceans at a comfortable or even tropical temperature.

Though many sections of the great sunless seas are pitch dark, other areas can be breathtaking to behold. Lucent coral and other bioluminescent sea life provide splashes of color in the depths. Creatures that want to be noticed sport bioluminescence or magical light, so that an Underdark ocean horizon can resemble a dark plane lit by sudden flares and fireworks displays, scattered widely over the expanse. Soaring spires and other wondrous feats of stonework lie beneath still waters, reminders of lost (or undiscovered) civilizations.

Despite their lack of sunlight and their depth beneath the surface, the waterways of the Underdark are home to a vibrant variety of marine life. The lakes and seas feature a number of nutrient waterborne fungi as well as many varieties of fish, cetaceans, and invertebrates upon which other creatures prey. Kelp and plankton form the base of the food chain, which rises through fish, snakes, and eels upward to sharks, sahuagin, kuo-toas, and krakens.

The Spire Sea, described below, is one example of a sunless sea.

THE KING'S HIGHWAY

Torog's crawlways function differently in the depths of the sunless seas from how they work in the tunnels of earth and rock. The highway slithers along the bottom of a body of water and can be quite difficult, or impossible, to encounter by diving down from the surface of the water. To truly follow the King's Highway across a sunless sea, one must find a way to exist deep underwater for an extended period. Once one loses track of an underwater section of the highway, getting back onto the same stretch is nearly impossible.

Both along the shore and beneath the waves, the King's Highway attracts many predators. Those that live underwater exist in a near-constant blood frenzy, stirred by the traces of divine blood that still linger in the highway.



THE SPIRE SEA

For paragon tier and epic tier characters

Hidden from the world by miles of stone, a great black sea surges in the dim vaults of the Underdark. Cyclopean stalagmites jut up from its thrashing waters, and a forest of titanic stalactites hangs ponderously over the crashing waves. Dark clouds form in its vast ceiling, and flashes of lightning illuminate slashing rain and stone set aquiver by echoing peals of thunder. Those who speak of this place call it the Spire Sea.

SPIRE SEA KNOWLEDGE

Dungeoneering DC 20: The Spire Sea is a vast ocean in the Deeps, contained within a network of caverns so enormous that it experiences tides and weather as if it were on the surface.

Dungeoneering or History DC 30: Occasional supernatural storms drag surface ships down into the Deeps, slaying all aboard and trapping the crew in eternal unlife. These ghostly vessels haunt the Spire Sea, crewed by undead of all varieties.

Dungeoneering DC 35: Near the center of the Spire Sea lies Gar Morra, a ruined city that is home to thousands of dwarves and duergar cursed by ancient bargains they made with a powerful devil.

The size of the Spire Sea boggles the minds of surface dwellers. Like an ocean in the world above, it stretches for leagues in many directions and forms a major means of passage through the vastness of the Underdark for those equipped to deal with its many dangers. Settlements squat in sheltered coves, and some stand on islands formed from broken stalagmites. As time passes and the Underdark shifts, the Spire Sea rises and falls with it, changing shape and depth as new passages open to its raging waters. Uncounted ruins lie below its waters and on its tempest-wracked shores, and faint, ghostly glimmers beneath the waves hint either at extant aquatic kingdoms or the remnants of some tragic drowning or sinking.

GAR MORRA, CITY IN THE DEEP

Near the center of the churning Spire Sea glimmers a mystery. It appears at first as a drapery of stars stolen from the sky, but a closer look reveals it to be a stalactite like a great inverted mountain that stabs its peak into the wild sea. Ruins—temples, castles, towers, tombs, manors, terraces, and great halls—encrust the stalactite's sides, many glittering with ghostly lights. Above them the stalactite burns with the hearth and home fires of a living metropolis. This is Gar Morra, once hailed as the City in the Deep and still home to thousands of dwarves now considered accursed.



Drawn to the shore of the Spire Sea by auguries, the dwarves of the Seven Clans came to the sea for the riches at its heart. They set out in vessels of stone and steel, propelled by raging earth spirits trapped in marble rudders and crystal sculls. Their ships braved the waves that would smash them against stone or cause them to founder in the cold deep. Many died, and one clan was completely wiped away in the catastrophic crossing. The others reached the stalactite that prophecy decreed held veins of mithral and magic, and they chained their ships around its base to begin making their homes.

The dwarves found magic in abundance as they bored tunnels and cut structures from the exterior. In some places they left *residuum* to glitter from the walls to light their work. For over two centuries they mined and built, crafting new vessels that could carry their people and wealth safely beneath the roiling waves. They did not question their good fortune, or why magic and mithral ran like blood through their stalactite city. They did not concern themselves with the shadows that surged across the waters beyond the lights of Gar Morra or with the leviathan sources of waves in the deeper reaches.

The dwarves should have paid heed.

The tunnels in the stalactite reached something dark at its core, a grain of wickedness around which the dripstone pearled. Its discovery fulfilled the

prophecies of other inhabitants of the Spire Sea. The aboleths and their servitors rose from the depths, provoking a great war. As the aboleths' pitiless armies took the lower reaches, despair claimed the dwarves in the heights. Some leapt into the killing embrace of the ocean, but others pledged themselves to the power they had found. Slaughter and death reigned over the City in the Deep. Death reigns over much of it still.

Today, the remaining dwarves live in a place infamous to those who have not forgotten it. Although Gar Morra was once known as a place of great honor, wealth, culture, and promise, most clans of surface dwarves have stricken its name from their tomes and defaced its image in their stones. The war against the aboleths and their servants was won not by valor, but by a betrayal of much of what dwarves hold dear.

As the battle for control of the city reached the middle of the mountainous stalactite, the dwarves discovered a devil trapped in the stone of their home. Desperate for any source of power to defeat their encroaching enemies, the clans struck a bargain and freed the devil. With the aid of the devil and a contingent of duergar that the devil summoned, the aboleths' servants were driven back into the sea.

Now the dwarves and the duergar continue to live in Gar Morra, having gradually joined into one clan due to intermarriage and adoption in their isolated

“These damned duergar are killing the Clans! Not through bloodshed. No. They are outlasting us, wearing us down with their vacant morals, and absorbing us. Soon, only duergar will reside in Gar Morra, and the Clans a story they tell their wee tykes.”

—A sorrowful dwarf trapped in the Spire Sea

community. The lower half of Gar Morra is a haunted ruin prowled by strange beasts, drow, kuo-toas, and undead from the ancient war.

The dwarves and the duergar mine and craft side by side, and, though other dwarves would consider it sacrilege, they continue to worship Moradin. They occasionally make an effort to trade, using platforms on immensely long chains to lower themselves down to waiting ships so that they can avoid opening the blockades against the lower city. Yet despite their fine craftsmanship, Gar Morran goods are unwelcome in many markets for fear of the devil's taint.

THE CLAN LOST

A fleet of ghost ships flits across the waves of the Spire Sea. Captained and crewed by undead dwarves, these are the vessels of the Clan Lost. Once proud dwarves of the Boldbeard Clan, legend has it that they lost their way on the journey to Gar Morra. In truth, they turned back. Some of their diviners had read the signs the Seven Clans had received differently. It was true that the stalactite they sought held great promise, but some of the Boldbeard dwarves saw doom lurking behind the dream of riches.

GHOST SHIPS

When conditions are right on the oceans of the surface world, a supernatural storm known as a ghost gale materializes as if from nowhere. A ghost gale creates a whirlpool that can sweep a ship through a vortex down into the sunless seas of the Deeps. Frightened sailors taken by such storms frantically ply those black waters in search of a way home, but the time they spend raiding and fishing belies the fact that they no longer require sustenance or sleep. The ghost gale slays those it carries down to the Deeps, and these lightless seas become the site of a ghost crew's afterlife.

Ghost ship captains, anxious for guidance toward familiar shores, warily welcome diplomatic explorers. The members of a ghost ship crew might be willing to trade magic items and other relics. They serve up bountiful feasts to their guests, never noticing that their own appetites have left them. If confronted with the truth of their existence, they respond with disbelieving laughter, then hostility.

Ghost ships are most often found in oceans closest to a border with the Shadowdark. Though the sea's inhabitants are inclined to leave the ghost ships well alone, ships and their crews are subject to raids from fomorian ghost shamans.

During a furious storm in which the Boldbeard ships lost sight of the other clans, the dwarves opposed to the quest saw their chance. The bitter battle on and among the ships lasted for hours, and when it was over, only five of the clan's sixteen ships remained afloat. These turned back to the shores they had departed, but none of the ships reached land. Another squall smashed them against stone, and the prophecy of doom for the clan was fulfilled.

Now, the broken ships of the Clan Lost surge from the depths to attack the ships of the living, sometimes singly and other times in a devastating swarm. Their targets are difficult to predict, but they have been known to rise in defense of vessels bearing dwarves among their passengers, even those from Gar Morra. Some clan ships rise to fight others of the Clan Lost, continuing a battle begun centuries ago. The spirits of the Clan Lost can never know peace until their clan knows peace, but who would dare act as a diplomat for the dead?

THE SPIRE SPIDERS

Although monstrous spiders serve them as beasts of burden, the group of pirates known as the Spire Spiders gain their name not from the company they keep but from their strange high-wire lives. This motley horde of troglodytes, grimlocks, exiled drow, ogres, and oni lives in the heights of the massive stalagmites that protrude from the surface of the Spire Sea. Riding giant bats and other flying mounts, they soar out to stalagmites far from their hidden outpost and set up traps for ships along likely travel routes. Ropes strung between spires allow boarders to drop upon passing ships while flyers make diving assaults. Occasionally they stretch heavy chains between the stones below the surface of the sea to snare ships.

These cutthroats follow the orders of a leader known to outsiders only as Blackfang and rumored to be a doppelganger. Actually a rakshasa, Blackfang frequently adopts the appearance of one of his own followers to spy on them. He ruthlessly slaughters any among his crew who show signs of cowardice or betrayal, taking his customary disguise as a male drow warrior when he does so.

Scattered throughout the Deeps in small cities, splinter cells, and plotting concords, the race of mind flayers searches for brains, power, and a path to regaining its former status as masters of the Underdark and worlds beyond.

NIHILATH, FALLEN ILLITHID EMPIRE

For paragon tier and epic tier characters

Even as the races of the surface world lament the ruins of their shattered civilizations, the illithids of the Underdark are tortured by an insatiable hunger for the glory of fallen Nihilath.

This vast empire spanned the still-expanding recesses of the Underdark throughout the first era of mortal history. Its gruesome living architecture filled the tunnels and caverns of the subterranean world. While the drow still huddled in dark corners and dwarves dug gold from shallow pits, mind flayers patrolled the Underdark with proud impunity. Their legions of slaves excavated countless passages, built towering structures, and kept the illithids fed with an endless supply of brains.

Their heritage enabled mind flayers to thrive in the early, ever-shifting Underdark. Imprinted with the twisted unreality of the Far Realm, illithids adapted easily to the constant shifts in Nihilath's physical foundations. The later great subterranean settlements of the drow, dwarves, and fomorians came into being only when parts of the Underdark stabilized. Before them, the illithids allowed their empire to divide and subdivide in harmony with its fundamental chaos. As a result, Nihilath spread throughout the entire Underdark and far beyond.

No one can be certain of the true reason for the empire's fall, though many tell a tale of slaves revolting successfully against cruel masters. The illithids themselves are silent on the matter, though whether this silence is due to ignorance or shame might never be known.

NIHILATH KNOWLEDGE

Dungeoneering DC 20: Mind flayers once ruled huge swaths of the Underdark, using armies of slaves to mine resources and build their empire.

Dungeoneering DC 30: This mind flayer empire was known as Nihilath, and it existed before the Underdark's geography stabilized. Its living architecture adapted to constant shifts of tunnels and caverns, and today its remnants can be found throughout the Underdark.

THE UR-BRAIN

Scattered through the Deeps, small cabals and communities of illithids pursue the hunt for fresh brains and for power. Each city is ruled by its own set of elder brains—vast organs that dwell within brine vats, encompassing the aggregated minds of the city's dead. Though immobile and vulnerable, the elder brains are powerful entities. Even so, they are only echoes of the power of the original Ur-Brain that guided Nihilath.

Illithid histories claim that the first elder brain was formed in the Underdark, coalescing when the Far Realm first erupted through the Underdark's brittle foundation. A fragment of brain matter was pulled through the breach and found a fertile sludge in which to take root and grow. The parasites it spawned were the first illithid larvae, crawling out to penetrate the minds of the Underdark's primitive humanoid inhabitants and become the original mind flayers.

As the illithids built the empire of Nihilath, this first elder brain became an entity of unimaginable might, its power outstripping present-day elder brains by an order of magnitude. Unknown beings destroyed this Ur-Brain during Nihilath's collapse, but even today, all illithids feel its ancient call deep in their minds. The mind flayers believe that a fragment of the Ur-Brain still lives, and that if a sliver of that tissue can be found, the Ur-Brain might be regrown. More important, the vengeful larvae it spawns might well remember all of Nihilath's lost secrets.

As a result, mind flayers have become archaeologists of a particular sort, competing with adventurers and other treasure seekers for items and information that have any trace of connection with Nihilath or its ancient secrets.

ABERRANT STRUCTURES

A few of Nihilath's secrets were not lost. Illithids grow their walls and battlements from ritually altered organisms imported from the Far Realm. Their towers breathe and perspire. Pulsing veins run across the surfaces of doors, which bleed when cut. Homes nourish themselves on insects and vermin, which the dwellings catch with lashing, gluey tongues.

The dessicated, long-dead structures in ruins left over from Nihilath indicate that the empire's buildings, particularly its great fortresses, were stranger and more powerful than the domes, bulbous towers, and filamentous tubes that mind flayers grow in their present cities. Some sages believe that certain creatures, such as ropers and oozes, trace their origins back to the living fortresses of Nihilath.

Aberrant structures can be of any shape or size. They might resemble walls of mouths, sheets of stone-colored flesh, or tentacled towers. Some common effects of such structures include the following:

- ◆ Squares adjacent to an aberrant structure are difficult terrain.
- ◆ Creatures on or adjacent to an aberrant structure take a -2 penalty to saving throws.
- ◆ Nonaberrant creatures that end their turns adjacent to an aberrant structure take 5 damage per tier.

An aberrant structure typically fills 1 to 40 squares. It can be identified with a DC 30 Dungeoneering check.

BRAINMOSS

As a predatory race dependent on the brain matter of sentient beings, mind flayers perch at the apex of the food chain. The scarcity of their dietary need restricts their numbers—even when they breed slaves as food.

The illithids of Nihilath supported a large population by way of a lost secret: the ability to cultivate brainmoss. This substance consisted of tissue seeded from living brains. Grown on cavern walls and floors, it provided flavorless but sustaining food for densely populated illithid cities.

Several varieties of wild brainmoss can be found growing in the Underdark today. Mind flayers can feed on wild brainmoss, but the secret of cultivating it for more extensive use has been lost. Reliable brainmoss cultivation would permit the illithids to multiply their numbers enormously.

Wild brainmoss picks up and retains strong emotional impressions of sentient beings around it. These emotions can have a significant effect on the minds of living creatures.

Wild brainmoss typically covers 4 to 10 squares of cavern floor or walls, usually as a contiguous patch. Different varieties occasionally grow in the same large chamber. It can be identified with a DC 25 Dungeoneering check.

Effect: Each variety of wild brainmoss has an effect on living creatures on or adjacent to it. Here are some possibilities:

- ◆ Gain vulnerable 5 psychic per tier.
- ◆ Gain resist 5 psychic per tier.
- ◆ Gain telepathy with a range of 10 squares.
- ◆ Gain a +2 bonus to attack rolls for psychic powers.

Usage: The presence of brainmoss can serve as a harbinger of illithid presence nearby . . . or it can signal characters to search the vicinity for Nihilath ruins. Some varieties make mind flayer encounters more dangerous, while others can help the illithids' enemies triumph. Choose the appropriate variety—or varieties, for a particularly interesting encounter—that provide the edge to the side that needs it most.

ILLITHID SERVANTS

Since the earliest days of Nihilath, the illithids of the Underdark have sought the rich flavors of brains steeped in emotion and experience. They captured and bred humanoid races as servitors and sources of nourishment. In doing so, they wiped out several sentient species native to the Underdark. Among them were the apelike ingai, the willowy dyath, and the large-skulled celeen. These beings inhabited Nihilath's



breeding pens side by side with drow, humans, dwarves, elves, dragonborn, and the race of gith whose escape gave birth to the githyanki and githzerai.

When the empire fell, most servitors died of predation or starvation. A few escaped. In some cases, entirely new races of the Underdark were born from the servitor races. Future descents into the illithids' realm will doubtless uncover descendants of these servitor races.

THE RESTLESS HEAPS

For paragon tier characters

All around this series of giant mounds in the Deeps, the Elemental Chaos exerts its influence.

History: Torog designed this torture den to house a single occupant: a primordial who petitioned to serve as one of Torog's exarchs. Torog renamed the primordial the Abnegator and erased its actual name from history. Torog tore the Abnegator's body asunder as part of the ritual torture each of his exarchs must endure, then buried each segment under a mound of rock and dirt.

Description: The Restless Heaps are giant mounds, each up to 300 feet tall and 3,000 feet in diameter. The mounds shift and change, but when viewed collectively from above, they resemble a roughly humanoid shape, albeit with too many limbs. Steam and geysers vent from hundreds of holes in the mounds. Inside, great cages hold victims who are tortured by blazing eruptions from the Elemental Chaos.

Wrackspawn and other servitors enter the mounds through a single gate. This portal teleports randomly between the various mounds every minute (or even more often), so a mound might be covered with wrackspawn and other servitors that want to enter but must wait until the gateway randomly teleports close enough to reach before it teleports away again.

The Restless Heaps lie in an area where the Elemental Chaos occasionally intrudes into the Underdark. Rather than causing the eruptions, the Abnegator's ongoing sacrifice prevents the Elemental Chaos from spilling over more dramatically. If the place were to be destroyed, a sizable portion of the Deeps would blow up as the Elemental Chaos bursts through and resculpts the landscape.

However, as long as Torog endures, none of his torture dens can be eliminated. In time, the Restless Heaps would regenerate, allowing the Abnegator's damping power to flow back into the world.

Adventure Hooks: At the Restless Heaps, the characters encounter paragon tier elemental and Underdark creatures.

- ◆ Underdark denizens who hate elementals assume that the elemental eruptions are caused by the Restless Heaps and hire the characters to destroy the place.
- ◆ Signs indicate that the Abnegator will soon attack the world. The tools and knowledge needed to defeat him lie deep within the Restless Heaps.

THE BUZZING VAULTS

For epic tier characters

Deep within the farthest reaches of the Underdark resides an indigo expanse that remains largely unknown even to the wisest of sages and the most skilled of adventurers. The area known as the Buzzing Vaults is one of the most dangerous areas in the entire subterranean realm.

The Buzzing Vaults are composed of a vast and interconnected complex of roughly spherical caverns. Within these humid grottos exist scores of tall spires, filling the interior of these chambers like the teeth in a dragon's maw. A faint emerald glow fills each cavern, the result of bioluminescent lichen covering the walls.

This area earned its name from the constant energizing hum heard throughout the cavern complex. This noise heralds an evil that should not be disturbed: the terrifying insectoid creatures known as swordwings.

BUZZING VAULTS KNOWLEDGE

Dungeoneering DC 20: Found in the Deeps of the Underdark, the Buzzing Vaults are so named because of the constant hum that echoes throughout the complex of spherical chambers.

Dungeoneering DC 30: Swordwings living in the Buzzing Vaults collect valuable treasures in their nesting spires, which jut from the floors and ceilings of the caverns.

Dungeoneering DC 35: At the center of the Buzzing Vaults is a grand cavern holding a honeycombed pillar known as the Great Mire. Countless swordwings swoop around the column in constant combat.

NESTING SPIRES

Swordwing nesting spires stand roughly 15 feet tall, constructed of whatever resources the swordwings can find and held together with a pastelike substance produced by regurgitating undigested food. Swordwings live in castes, with most individuals residing in the spires along the lower hemisphere of the chamber. Nests occupied by members of the highest caste, the crownwings, hang from the vaulted ceiling like mighty barbed stalactites.

Violent death comes quickly to those who intrude upon a swordwing nesting spire. Characters strong enough to survive such an encounter can find treasures of wonder arranged for display within the swordwings' cavernous lairs.

Each spire's collection of gathered items is unique. Because each spire is a reflection of a swordwing's own taste, it would not be uncommon to find one filled with books and scrolls, while another is filled with gold, gems, or rare artifacts.



THE GREAT MIRE

A grand cathedral several miles in diameter lies in the depths of the Bzzing Vaults. At its heart stands a column rising incredibly high to the soaring roof above. The column is honeycombed with chambers, shafts, and cross tunnels throughout, and its exterior is engraved with intricate glyphs. Denizens of the Underdark know this colossal structure as the Great Mire. Swordwings call it A'shoachact, Temple of Dhogostho-Attu.

The area around the Great Mire is in a perpetual state of turmoil. Swordwings can be found constantly flying in a controlled frenzy while in its proximity. At intervals that can be interpreted only by the minds of the swordwings, these creatures converge here in a grand display of delirium as they challenge one another to combat, hacking at their foes with scimitarlike arms and hedging out the weak with each passing. The strongest survivors gain (or retain) membership in the loftiest caste, the crownwings.

MHERKRUL

For paragon tier and epic tier characters

Just as Asmodeus rebelled against the god that commanded him to relinquish his power, so too do devils and angels alike occasionally challenge their lords. Those wise enough to recognize their error before being destroyed have no hope of mercy. Their only succor is to escape divine notice for a time, and those who succeed most often do so by coming to the cavernous godless realm known as Mherkrul.

In Mherkrul, rivers of magma swirl beneath bridges of black stone, and smoke hangs heavy in the iron halls of its fiery fortresses. Angels and devils take refuge in this infernal landscape, hiding together from the angry eyes of their former masters.

Although fractious, the angels and devils coexist relatively peacefully in Mherkrul, sharing both fears and enemies. They fear the fate of immortal servants who perish beyond the reach of the gods, and by oath and code of honor, violence in their refuge rarely results in death. Centuries of assaults by those faithful to the deities and by mercenaries such as maruts have led the inhabitants of Mherkrul to adopt a siege mentality; when an attack comes, angels and devils of all sorts fight side by side.

MHERKRUL KNOWLEDGE

Dungeoneering DC 20: Angels and devils come to Mherkrul, a cavernous realm in the Deeps where they can hide from their former masters.

Dungeoneering DC 30: A pit fiend and an angel rule Mherkrul together, somehow keeping the peace between various immortal factions.

Dungeoneering DC 35: The denizens of Mherkrul seek to strike down Asmodeus to guarantee their safety.

RULERS OF MHERKRUL

The inhabitants of Mherkrul distrust powerful leaders, so no single immortal rules here for long. Instead, angels and devils ally themselves in groups, and these groups put forth a speaker for their concerns. Often, the most powerful and charismatic member of the group takes the role of speaker, but sometimes a clever member manipulates the faction well enough to be a power behind the throne.

Currently, a pit fiend named Annaxus and an angel of vengeance called Faith in the Sword wield the greatest influence in Mherkrul. Together they have convinced many of the inhabitants that the only way to free themselves from their self-imposed exile is to strike down Asmodeus, a move they hope to make by transporting Mherkrul to the Astral Sea. There, under the protection of their goddess realm's mystique, they would launch the attack, aided by primordials they seek to free.

In fact, Annaxus hopes to earn his way back into the favor of Asmodeus by betraying his compatriots in the final moments, a course of action he thinks Asmodeus would favor.

But the truth is stranger still: The pit fiend's plan has its source among the aboleths of Xarcorr (page 74). These aberrant masterminds hope to start another war between the gods and primordials, distracting both while the aboleths unleash horrors upon the world that will bring about its destruction.

THE HATCHLANDS

For paragon tier and epic tier characters

The Hatchlands loop through the lowest reaches of the Underdark like an endless ulcerated intestine. According to drow legend, the network of pocked, unstable passageways came into congruence with the Far Realm long ago, ever so briefly. That tiny contact warped lifeless matter and flesh alike. Beholders were the abominable result.

LEGEND OF THE GREAT HATCHING

Before the height of the empire of Nihilath (page 82) came the Great Hatching. During this apocalyptic event, the lower depths of the Underdark shuddered and burbled. Vents appeared in its unstable rock, each of them a festering wound in the fabric of reality. The Great Mother, progenitor of the beholders, was born beneath the earth, called into life by the unfiltered, maddening illumination of the Far Realm. She tore herself from an egg that was her first worldly form. The pieces of the Great Mother's shattered shell dispersed throughout the Underdark.

Each shell piece attempted to recall its earlier shape. Most managed to become again what all had once been part of: an egg. However, each piece contained only a fraction of the vigor the original egg possessed. Still, when these lesser eggs hatched, beholders slipped forth from their slimy ruins.

The first beholders were paragons of insanity. They immediately fell into a murderous struggle for supremacy. Most died, though a few proved capable of a hint of self-preservation. These fled the hatching slaughter. They swept through the Underdark, claiming lofty chambers and secure redoubts for themselves.

THE HATCHLANDS TODAY

Lonely, dank, and suffused with an acrid stink of elemental wrongness, the Hatchlands are now home to a few weak beholders. Occasionally, in an aftereffect of the Great Mother's birth, a fragment of her shell condenses into a new pulsing egg.

If threatened, the egg immediately hatches, birthing a completely grown, fully intelligent beholder. Left to its own devices, it develops for a longer period, until it hatches as a higher-level beholder.

HATCHLANDS KNOWLEDGE

Dungeoneering DC 20: The Hatchlands are an area of the Deeps where beholders are born.

Dungeoneering DC 30: Beholders believe that the Great Mother, progenitor of all beholders, was born in the Hatchlands. They consider the area as neutral ground for their kind.

Dungeoneering DC 35: From time to time, beholders throughout the Underdark are called together in the Hatchlands to learn the desires of the Great Mother.

THE IMPULSE

No single beholder dares to claim the Hatchlands as its exclusive domain. At rare times, the beholders of the Underdark feel a sick, uneasy feeling deep in their globular bellies. After a period of nauseated confusion, they identify this effect as a call to fellowship from the Great Mother. If they permit themselves to speak of it at all, they ashamedly call this feeling “the impulse.” It compels them to abandon their comfortable state of mutual hostility to come together toward a common purpose.

The Hatchlands serves as neutral ground for beholders. Within its confines, they can restrain their instinctive desire to violently establish dominance over all other creatures. Here, they can achieve this feat without the impulse, though they seldom see a reason to do so.

Upon arrival in the Hatchlands, the strongest beholder senses the wishes of the Great Mother. It uses its genius intellect to create a plan to carry out those desires. It then lays out these instructions to the others as they arrive. Vexed by each other's company, the beholders leave as quickly as possible, fanning out to perform their separate roles in the scheme.

ALTERNATE THEORIES OF THE HATCHING

As unyieldingly solitary beings, beholders can't be said to have a culture or a set of common myths. They do seem to be born with a flicker of collective memory about the Great Hatching. The story given here is the most commonly told, both by beholders themselves and by surface world scholars. However, beholders are notorious theorizers. If prompted, they might be tempted to spout alternate versions of the story. Examples reported by adventures surviving beholder captivity include:

- ◆ The apocalyptic event that resulted in the Great Hatching was Torog's maddened crawl through the Underdark.
- ◆ Beholder eggs condensed from the bodily effluvia of Torog, the crawling god.
- ◆ The Great Mother was summoned by the primordials to destroy Torog, their hated foe.
- ◆ The Great Mother does not literally exist. She is a personification by foolish early beholders of the Hatchlands' eggs, which itself was an anomalous but entirely natural phenomenon.
- ◆ The original beholder egg was accidentally created by illithids. When beholders formed from it, they destroyed the illithids. (To accept this story, one must believe the beholders' claim that they caused the downfall of the empire of Nihilath.)

CITY OF ANATHEMA

For epic tier characters

This fallen drow city in the Deeps of the Underdark now serves as a torture den of Torog. It contains yuan-ti tied to both Torog and Zehir.

History: Erelhei-Cinlu was not the original drow city. When they first arrived in the Underdark, the drow constructed the majestic terraced city they called Erenira. Today, it's better known as the City of Anathema, and it serves as one of Torog's torture dens.

When the drow settled in Erenira, the River Ghal flowed clean, and food was plentiful. It was a time of prosperity for a beleaguered people, and they soon began to conquer nearby realms at Lolth's insistence. Torog, enraged by the drow's contentedness and Lolth's intrusion, attacked Erenira. As he crawled through the city, he upended its terraces, twisted its road, and crumbled its temple. He transformed the River Ghal into a foul, stagnant lake.

To Torog's pleasure, the drow fled into the cold and damp, once again a paranoid people without a home. He had shown Lolth that despite her power, in the Underdark she is still merely a spider hanging from a web in the corner of someone else's house.

Then Torog struck a pact with Zehir. He gave the shattered city to the snake god's people, the yuan-ti, and they promised to oversee it as a torture den.

Description: Originally divided into sections based on six societal castes, Erenira was built on six terraces. Streets warped into impossible shapes by Torog's passage wind across the terraces. Visitors become lost in the mazelike streets, cut off from their destinations.

The city's present-day name comes from the thirteen yuan-ti anathemas that rule it. Each anathema has its own torture pit, but only one anathema is the true king of the city. The others divide up territory, measuring it not by neighborhoods but by streets. Factions battle at the intersections, and the winners take the defeated off to their leader's torture pit.

The torture pits must be fed victims constantly, or the charter would be violated and Torog will come to reclaim the city. The yuan-ti are fertile enough to feed the bubbling poison vats and beds of piercing fangs within the pits with their own young. However, they prefer to gather victims of other races. Captives are currency in the City of Anathema, because when the current king dies the anathema with the most prisoners seizes the crown.

Adventure Hooks: This epic tier city can be a staging ground in conflicts between Lolth, Torog, and Zehir.

- ◆ The characters need a drow relic, and the drow demand that they rescue a captive from the torture pens or find lost drow lore from Erenira to claim the relic.
- ◆ The adventurers slay a renegade anathema, and discover they now possess its holdings (and political clout) in the city.

DEEP WATERS

The adventurers set out to rescue a drow noble captured by a party of kuo-toa raiders. The rescue might be the result of negotiations with the noble's house, or of information discovered in the course of the characters' previous activities. In any event, rescuing the prisoner provides a sure way to find favor with the drow—or to gain a bargaining chip for later use against the dark elves.

The kuo-toa raiders inhabit a warren of half-submerged caverns deep in the Underdark. Assume that the adventurers know the location of the site, or improvise a short skill challenge to allow them to find it. The delve opens with the adventurers on the edge of kuo-toa territory.

Tiles: This delve uses one set of tiles from *DU3: Caves of Carnage™*.

Levels: This dungeon delve works best for a party of five player characters from 16th to 20th level.

EXPANDING THE DELVE

Any or all of the following elements can be added to this delve to turn it into a longer adventure:

- ◆ The adventurers must make their way through dangerous territory before reaching the kuo-toa warrens. Encounters with a purple worm (*Monster Manual*, page 214), a tribe of grimlocks (*Monster Manual*, page 148), or a fomorian war party from the Feydark (*Monster Manual*, page 110) are appropriate challenges.
- ◆ Another faction hopes to find the same drow noble before the adventurers can. A group of incunabula from the Shadowdark (page 146) might seek secret knowledge the noble holds, or a group led by a rakshasa assassin (*Monster Manual*, page 217) might want her dead for the same reason.
- ◆ The aftermath of the rescue (whether successful or not) could include a skill challenge to negotiate the return of the noble (or the noble's remains) and a substantial reward.

ENCOUNTER DW1: LURKING HULK

Encounter Level 17 (9,750 XP)

SETUP

5 kuo-toa guards (G)

1 shadow hulk (H)

The adventurers begin the encounter on a flight of mildew-coated, roughly hewn stairs. At the start of the encounter, place only the visible kuo-toa guards. Place the shadow hulk and the other guards only after they are spotted or when they attack.

The true power behind the kuo-toa raiders, and the instigator of this kidnapping plot, waits deeper within the complex. To reach that location, however, the adventurers must deal with the guardians occupying this chamber.

As the adventurers descend the stairs, read: *Slime coats the rough walls of this huge cavern. Small chunks of shattered crystal can be seen scattered across the floor. Water flows into the cavern through a series of cracks in the far wall, creating a stream that disappears into a dark pit at the chamber's center. Hunched and fishlike kuo-toa stand near the pit. Startled by your appearance, they raise their spears and shields.*

Perception Check

DC 20 *A kuo-toa glances briefly to both sides of the cavern as it lurches forward to attack.*

DC 25 *In addition to the distant sound of flowing water echoing up from the open pit, you hear the faint sound of shouts in the Deep Speech common throughout the Underdark.*

TACTICS

The shadow hulk uses its burrow speed and phasing to slip through the walls and floor of the cavern. It makes *grabbing double attacks* against lightly armored adventurers as it constantly blasts foes with its *mad-denying gaze*. Unless it grabs a foe, it slips back into the walls and floor of the cavern whenever it can to avoid retaliatory attacks.

The kuo-toa guards keep to the sides of the cavern, giving the shadow hulk room to phase or burrow into combat. If the shadow hulk is slain, surviving kuo-toas flee down the pit to **Encounter DW2** (page 90).

If an adventurer tries to use the crystals for cover, the shadow hulk smashes them. See "Features of the Area" for details.

5 Kuo-Toa Guards (G)		Level 16 Minion	
Medium natural humanoid (aquatic)			
Initiative +11		Senses Perception +12; darkvision	
HP 1; a missed attack never damages a minion.			
AC 29; Fortitude 24, Reflex 25, Will 23			
Speed 6, swim 6			
⊕ Spear (standard; at-will) ♦ Weapon			
+21 vs. AC; 7 damage.			
Slick Maneuver (move; at-will)			
A kuo-toa adjacent to an enemy shifts to any other square adjacent to that enemy.			
Alignment Evil		Languages Deep Speech	
Str 15 (+10)	Dex 16 (+11)	Wis 9 (+7)	
Con 15 (+10)	Int 11 (+8)	Cha 13 (+9)	
Equipment leather armor, light shield, spear			

Shadow Hulk (H)		Level 17 Solo Soldier	
Huge shadow magical beast			
Initiative +14		Senses Perception +16; darkvision, tremorsense 10	
HP 860; Bloodied 430; see also <i>claw frenzy</i>			
AC 35; Fortitude 38, Reflex 31, Will 30			
Saving Throws +5			
Speed 6, burrow 4 (tunneling); phasing			
Action Points 2			
⊕ Claw (standard; at-will)			
Reach 3; +23 vs. AC; 3d6 + 11 damage.			
⊕ Grabbing Double Attack (standard; at-will)			
The shadow hulk makes two claw attacks. If both claw attacks hit the same target, the target is grabbed. A grabbed target takes ongoing 15 damage from the shadow hulk's mandibles until the grab ends. The shadow hulk cannot make any other attacks while grabbing a creature.			
⚡ Claw Frenzy (standard, usable only while bloodied; recharge [1])			
Close burst 3; +23 vs. AC; 3d6 + 11 damage.			
⚡ Maddening Gaze (minor 1/round; at-will) ♦ Gaze, Psychic			
Close blast 5; targets enemies; +21 vs. Will; the target does nothing on its turn except attack its nearest ally, moving if necessary (save ends). The target makes only basic attacks while under this effect.			
Alignment Unaligned		Languages –	
Str 32 (+19)	Dex 18 (+12)	Wis 16 (+11)	
Con 28 (+17)	Int 5 (+5)	Cha 13 (+9)	

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: 30 feet high.

Crystals: These 5-foot-high crystalline growths provide cover and are blocking terrain. If a crystal growth is smashed (a DC 25 Athletics check made as a minor action), it shatters in a close burst 1. Creatures in the burst are subject to an attack: +20 vs. Reflex; 1d10 + 7 damage, and the target is slowed (save ends).

Water: The stream and the pool to the northeast are filled with cool, murky water to a depth of 1 foot. These areas are difficult terrain for Small or Tiny creatures. A number of gemstones are scattered about the bottom of the pool—offerings made by the kuo-toas to their dark gods. The adventurers can collect gems with a total value of 360 pp.

Pit: This 20-foot-deep pit is half filled with water. A creature falling into the pit takes no damage but must succeed on a DC 10 Athletics check to stay afloat and a DC 25 Athletics check to climb out of the pit. A character who fails to stay afloat sinks and begins to drown (see *Dungeon Master's Guide*, page 159, for details).

At the waterline, a partially submerged tunnel leads to **Encounter DW2** on page 90.



ENCOUNTER DW2: THE PRISONER

Encounter Level 19 (12,100 XP)

THE SUBMERGED PASSAGE

The path to the next encounter area starts at the partially submerged passage visible in the water-filled pit in **Encounter DW1** (page 88). The passage extends for about 100 feet. In places, the winding tunnel's ceiling extends above the water by a foot or two. In others, the entire tunnel drops below the level of the water and becomes full of water.

To travel down the length of the tunnel, each character must make three DC 22 Endurance checks. With the third success, the character emerges into a narrow cavern opening. Each failed check, however, indicates some level of damage and exhaustion as the character battles through the underwater tunnel; a character who fails an Endurance check loses one healing surge.

When the adventurers reach the end of the tunnel, they find a huge, natural chamber and a variety of hostile creatures.

SETUP

10 aboleth servitors (S)
5 kuo-toa monitors (K)
1 aboleth slime mage (M)
1 prisoner (P)

When the adventurers navigate the tunnel and can see into this chamber, read:

Water pours from dozens of fissures set across a huge natural chamber, collecting in a brisk stream that crashes over a waterfall. Several kuo-toas and a number of slime-skinned humanoids lurk at the edges of the stream. A large, fishlike creature wallows within a shadowed pool on the far side of the cavern. A wooden bridge extends over the river running through the center of the chamber.

Perception Check

DC 22 A weak but imperious-sounding female voice calls out in Deep Speech from somewhere out of sight.

An adventurer who understands Deep Speech hears the drow prisoner insult her captors as she calls out for fresh water.

At the start of the encounter, place only the monsters that the adventurers can see from their starting point on the northern part of the map. Do not place the other creatures until the adventurers spot them or until the creatures attack.

10 Aboleth Servitors (S)

Medium aberrant humanoid (aquatic)

Level 16 Minion

XP 350 each

Initiative +10

Senses Perception +8; darkvision

HP 1; a missed attack never damages a minion.

AC 30; Fortitude 28, Reflex 23, Will 21

Speed 6, swim 6

Ⓢ Slam (standard; at-will)

+19 vs. AC; 7 damage.

Aboleth Devotion

An aboleth servitor gains a +2 bonus to attack rolls against enemies in an aboleth's *mucus haze* aura. If an aboleth servitor is ever more than 10 squares from its aboleth master, the servitor becomes dazed, weakened, and immobilized until its master moves within 10 squares of it.

Alignment Unaligned

Languages Common

Str 24 (+15)

Dex 15 (+10)

Wis 10 (+8)

Con 20 (+13)

Int 10 (+8)

Cha 10 (+8)

5 Kuo-Toa Monitors (K)

Medium natural humanoid (aquatic)

Level 16 Skirmisher

XP 1,400 each

Initiative +15

Senses Perception +15; darkvision

HP 153; Bloodied 76

AC 30; Fortitude 27, Reflex 28, Will 26

Speed 6, swim 6

Ⓢ Slam (standard; at-will)

+21 vs. AC; 2d10 + 4 damage.

Ⓢ Crossbow (standard; at-will) ♦ Weapon

Ranged 15/30; +21 vs. AC; 1d8 + 5 damage.

Ⓢ Leap Kick (standard; at-will)

The kuo-toa monitor shifts 2 squares and makes a *slam* attack.

Ⓢ Lightning Fist (standard; encounter) ♦ Lightning

+19 vs. Reflex; 3d8 + 4 lightning damage, and the target is stunned (save ends).

Ⓢ Slick Maneuver (move; at-will)

A kuo-toa adjacent to an enemy shifts to any other square adjacent to that enemy.

Alignment Evil

Languages Deep Speech

Skills Acrobatics +18, Dungeoneering +15

Str 19 (+12)

Dex 20 (+13)

Wis 15 (+10)

Con 17 (+11)

Int 15 (+10)

Cha 16 (+11)

Equipment leather armor, crossbow with 20 bolts

TACTICS

Three of the kuo-toa monitors open with *lightning fist* to stun the closest adventurers, then use *slick maneuver* and *leap kick* to shift past the party's front line. The other two hold back, guarding the prisoner and making sure that none of the intruders get close for the first two rounds of combat. They use their *crossbow* attacks during this time. After that, if no adventurers have come close, they advance to enter the fray.

The aboleth servitors swarm around the adventurers in groups of two or three. They target foes within the aboleth slime mage's *mucus haze* aura whenever possible.

The slime mage attacks first with *slime burst*, then makes *slime orb* or *tentacle* attacks as its servitors keep foes at bay. If it dazes a foe with a *tentacle* attack, the slime mage uses *dominate* to have that character attack other adventurers. Remember that the slime mage's aura creates difficult terrain all around the creature.

Aboleth Slime Mage (M)		Level 17 Artillery (Leader)	
Large aberrant magical beast (aquatic)		XP 1,600	
Initiative +11		Senses Perception +15; darkvision	
Mucus Haze aura 5; enemies treat the area within the aura as difficult terrain.			
HP 128; Bloodied 64			
AC 31; Fortitude 28, Reflex 28, Will 29			
Speed 5, swim 10			
⚡ Tentacle (standard; at-will)			
Reach 2; +19 vs. AC; 1d8 + 6 damage (3d8 + 6 damage against a dazed target), and the target is dazed (save ends).			
➤ Slime Orb (standard; at-will) ⚡ Psychic			
Ranged 10; +22 vs. Reflex; 2d8 + 7 psychic damage, and the target is slowed (save ends).			
➤ Dominate (standard; at-will) ⚡ Charm			
Ranged 10; targets a dazed humanoid; +20 vs. Will; the target is dominated (save ends). An aboleth slime mage can dominate only one creature at a time.			
⚡ Slime Burst (standard; encounter) ⚡ Psychic			
Area burst 4 within 10; targets enemies; +17 vs. Reflex; 2d8 + 7 psychic damage, and the target is immobilized (save ends). Aftereffect: The target is slowed (save ends).			
Alignment Evil		Languages Deep Speech, telepathy 20	
Skills Arcana +19, Dungeoneering +20, Insight +20			
Str 23 (+14)	Dex 16 (+11)	Wis 25 (+15)	
Con 20 (+13)	Int 23 (+14)	Cha 20 (+13)	

FEATURES OF THE AREA

Illumination: Darkness.

Ceiling: 20 feet high.

Water: Cool, murky water fills these areas to a depth of 3 feet. These areas are difficult terrain.

Floating Bridge: This sturdy bridge is set on posts and can support eight Medium creatures or an equivalent amount of weight. It can be easily detached at each corner (a total of four minor actions) or torn loose with a DC 22 Athletics check (a standard action).

River Rocks: Clusters of rocks within the water are covered in slime, making these squares challenging terrain. A creature moving through these squares must succeed on a DC 22 Acrobatics check or fall prone.

Waterfall: The water drops 10 feet, then flows on through turbulent tunnels and caverns before slowing. This is the escape route the adventurers must use in **Encounter DW3** on page 92. Climbing back up the wet rocks on either side of the waterfall requires a DC 25 Athletics check.

DEVELOPMENT

During the fight, the drow prisoner manages to free herself. However, her injuries prevent her from entering the fray to aid the adventurers. She can move away and try to make her escape, using the distraction caused by the adventurers to help her slip away.

When the aboleth slime mage is killed, any surviving monsters abandon the battle to flee down the passage to the north. However, with the slime mage's death, the magic wards that prevent this room from flooding are destroyed. Go immediately to **Encounter DW3** on page 92.



ENCOUNTER DW3: RAFT ESCAPE

Encounter Level 19 (12,000 XP)

SETUP

This encounter begins immediately after the aboleth slime mage is defeated in **Encounter DW2** (page 90). With no time to rest or even think, the adventurers must exit the flooding cavern. They can use the makeshift raft created by the floating bridge, traversing hazardous water-filled tunnels as they try to reach safety.

As soon as the aboleth is defeated, read:

As the slime mage collapses, its dying mental scream echoes through your mind. Suddenly, the walls around you begin to collapse, unleashing a torrent of water from all sides. The water quickly rises, dislodging the bridge so that it floats atop the surging water that threatens to fill the entire chamber.

The current flowing in from the tunnel leading back to **Encounter DW2** makes the passage impassable for any creature that does not have a swim speed. The most obvious path of escape is over the short waterfall and down the tunnel beyond. If the adventurers haven't already figured out that the floating bridge can function as a raft, the drow prisoner leaps onto it and readies to ride it out of the chamber. (If the adventurers destroyed or lost the raft in the previous encounter, put another raft in a corner of the cavern.)

GROUP SIZE

4 Characters: The encounter is complexity 4 (requiring 10 successes to complete) and is worth 9,600 XP.

6 Characters: The encounter requires 14 successes to complete and is worth 14,400 XP.

RAFT ESCAPE SKILL CHALLENGE

The adventurers must traverse the flooding caverns by raft, coordinating their actions to avoid hazards while steering along the safest route.

Level: 19 (XP 12,000).

Complexity: 5 (requires 12 successes before 3 failures).

Running the Challenge: This challenge takes place in rounds, much like combat. Roll initiative as soon as the challenge begins. Each character can take a normal allotment of actions each round. The drow prisoner does not participate until the adventurers have obtained 2 failures, at which point she begins making or assisting on Dungeoneering checks. Any checks she makes succeed on a roll of 5 or higher; any attempt she makes to aid a check succeeds automatically.

Special: Players might be tempted to focus all the characters on a particular skill—for example, having multiple characters assisting a single spotter or having everyone steering at the same time. However, due to the hectic nature of this challenge, only one character can assist any primary skill check.

In addition, most of the primary skills can contribute only one success per round toward the skill challenge.

Primary Skills: Acrobatics, Athletics, Dungeoneering, Nature, Perception.

Acrobatics or Athletics (DC 22, standard action):

The character steers the raft away from a hazard. On a failed check, roll a d6 to determine the hazard encountered (see "Hazards," below).

Dungeoneering or Perception (DC 22, standard action): The character looks ahead to identify unsafe passages and dangerous hazards. On a failed check, roll a d6 to determine the hazard encountered (see "Hazards," below).

Nature (DC 27, standard action): Even underground, the character can read the twisting river to identify the safest channels. On a failed check, roll a d6 to determine the hazard encountered (see "Hazards," below). This skill can be used to gain 1 success in this challenge.

Secondary Skills: Endurance, Heal, Intimidate.

Endurance (DC 14, no action): At the end of each character's turn, he or she must make this check to withstand the rigors of the raft escape. This check does not count as a success or failure in the skill challenge. However, each time a character fails this Endurance check, he or she takes a -2 penalty to subsequent checks made as part of the challenge. Multiple failures increase the penalty. If a character uses his or her second wind during the skill challenge, the penalty currently imposed on that character is negated. See also "Heal," below.

Heal (DC 22, standard action): The character helps a companion overcome injury or exhaustion. This check does not count as a success or failure in the skill challenge. With a successful check, the character eliminates the penalty currently imposed on a single character by failed Endurance checks, or grants that character a +5 bonus to his or her next Endurance check made as part of the challenge.

Intimidate (DC 22, minor action): The character forces his or her companions to push themselves beyond their limits. This check does not count as a success or failure in the skill challenge. With a successful check, each of the character's allies gains a +2 bonus to the next skill check made as part of this challenge. Further attempts to use Intimidate in this manner are more difficult. Increase the DC to 27 for subsequent checks by any character.

Success: If the adventurers earn 12 successes, they steer the raft through the safest portions of the water-filled tunnels, finally coming to rest on a safe, dry outcropping.

When the characters turn over the drow prisoner, they receive their reward—a level 22 magic item and a monetary reward of 18,000 gp

Failure: If the adventurers obtain 3 failures, the raging currents prove too powerful, and the makeshift raft splinters into pieces. Each character must make a DC 22 Acrobatics or Athletics check to escape the crash. Success means the character takes $2d6 + 5$ damage; failure means the character takes $4d6 + 10$ damage. All the characters wash up along the bank of the now-ebbing river, but the rescued drow prisoner is lost in the flood. Decide what additional encounters or challenges will be necessary for the adventurers to first find each other, then the drow noble—or to locate the noble's body.

WHICH WAY?

After the adventurers have achieved 6 successes in the challenge, the river forks in two directions. One is wide and slow; the other narrow and fast. The characters must choose which stream to take.

The slow stream reduces the DC of all skill checks made in the challenge by 2, but it increases the number of successes necessary to complete the challenge by 2.

The fast stream increases the DC of all skill checks by 2, but it reduces the number of successes needed to complete the challenge by 2.

HAZARDS

The adventurers encounter a hazard at each of the following points in the challenge:

- ◆ Each time a character fails an Acrobatics, Athletics, Dungeoneering, Nature, or Perception check.
- ◆ After the party has achieved 4 successes.
- ◆ After the party has achieved 8 successes.

When a hazard is encountered, roll a d6 and determine its specifics from the entries below. Each hazard can be encountered only once; reroll any duplicated results.

1-2. Rapids

The raft shakes violently as it plunges through a torrent of foaming white water.

The last character who attempted an Acrobatics or Athletics check to steer the raft must immediately make a DC 22 Acrobatics or Athletics check. With a successful check, the party gains 1 success in the skill challenge. A failed check means that one character (determined randomly) falls prone (see the "Overboard!" sidebar).

3. Sudden Impact

The raft strikes a submerged stalagmite.

Add 5 to the DC of all Acrobatics and Athletics checks made to steer the raft until the end of the encounter. A DC 27 Thievery check (a standard action) repairs the damage and negates the penalty.

4. Rockfall

Crumbling rock tumbles from the ceiling of the cavern.

The rockfall attacks one character at random: +24 vs. Reflex; $2d10 + 7$ damage, and the target is stunned until the end of his or her next turn.

5. Magic Veil

Luminous clouds flit across the waters ahead.

An adventurer can make a DC 22 Arcana check (a standard action) to part the magic veil so that the raft can slip through safely. If no one succeeds on this check before the next Acrobatics or Athletics check made to steer the raft, this wild magic washes over the characters, subjecting each to an attack: +24 vs. Will; the target takes a -5 penalty to attack rolls and skill checks (save ends).

6. Out of Control

You lose your balance as a sudden crosscurrent causes the raft to lurch dangerously under your feet.

Each character on the raft must succeed on a DC 17 Acrobatics check or be knocked prone (see the "Overboard!" sidebar).

OVERBOARD!

Any character who drops to 0 hit points or fewer while on the raft, who is knocked prone while on the raft, or who is pulled, pushed, or slid off the raft must make a saving throw. Failure means that the character falls into the water. The current pulls the character along at the same pace as the raft. However, a character in the water must make a DC 20 Athletics check at the start of each of his or her turns to stay afloat and avoid hazards. On a failed check, the character takes $2d6 + 7$ damage.

A character who falls overboard can climb back or be pulled onto the raft with a DC 22 Athletics check (a move action for the character in the water; a standard action for someone on the raft).

Any character in the water when the challenge is failed automatically fails the check to escape the crash.

THE FEYDARK

If the Feydark is an echo of the Underdark, it is a smaller and brighter echo. While the Shallows might have a dank and dismal fungal forest, the Feydark has innumerable smaller caverns lit by dozens of varieties of phosphorescent mushrooms and their incandescent spores. Where each expanse of living stone chronicles the Shallows' rasping assault upon the world above, the Feydark features hundreds of pocket-sized fomorian fiefdoms, each twisted by its own weird magic or insane monarch. The great dark oceans of the world's deeps have cousins in the Feydark, but these fey cousins are finite and not as murky. Instead of an ocean, the Feydark has a sea. Where darkness conceals the Underdark, the Feydark is lit with the sporadic glow of luminescent sea creatures and spore creatures passing overhead.

Aside from scale, the significant difference between the Underdark and the Feydark is that the Feydark is more homogenous. The Feydark does not have areas of Shallows and Deeps. The entire Feydark is semideep—not as forgiving as the Shallows, but not as deadly as the Deeps.

This chapter presents the following topics.

- ◆ **Denizens of the Feydark:** Brief looks at the monsters most commonly found in this region of the Underdark.
- ◆ **Typical Feydark Encounter:** A fomorian and its cohorts lurk near a subterranean stream.
- ◆ **Geography and Phenomena:** Terrain features and other special aspects of the environment.
- ◆ **Inbharann:** A fomorian kingdom that is the site of both untold wealth and terrible danger.
- ◆ **Gnome Realms:** Tucked away and populated by some of the hardest individuals of the race, a few gnome communities prosper in the Feydark.
- ◆ **Deadtrees:** The Forest Monarchs that towered over the Feywild long ago live on, after a fashion, beneath the earth.
- ◆ **Living Grotto:** Every kind of fungus in existence can be found within this morass.
- ◆ **The Regrown Tree:** A dungeon delve for paragon tier characters, who must try to preserve the rebirth of the Ivory Tree of Winter.



Dark creatures with fell agendas live in relatively large numbers within the subterranean lands of the Feydark. The fantastic nature of the Feywild's inhabitants echoes in larger, more elaborate caverns and winding halls that are more capable of supporting life than the smaller, meaner passages of the natural world. Grand fomorian kingdoms that rival realms of the surface sprawl through trackless vaults, deep-dwelling gnomes trace glimmering veins of silver through winding tunnels, and mushroom folk cavort in the courts of their kings.

Still, the meandering, endless tunnels of the Feydark remain perfect lairs for small groups of humanoids that have divorced themselves from larger societies. These wanderers live throughout the Feydark in small groups, intent on achieving their own goals.

CYCLOPSES: PLEGDED SERVITORS

Cyclopes serve fomorian masters, acting as bodyguards, soldiers, and artisans. In the depths of the Feydark, cyclops elders forge implements of immense power—magic rings, swords with blades of lightning, and shields that can turn a dragon's breath.

Cyclopes interact with other races of the Feydark on behalf of the fomorians, whether as invaders or envoys. On some occasions, cyclopes ally with drow according to an ancient agreement called the Declaration of Eschatos (*Monster Manual*, page 48). Such alliances rarely last.

CYCLOPS WARBAND

Level 15 Encounter (XP 6,000)

A cyclops impaler leads two of its comrades and three quicklings in search of the enemies of the fomorian kingdom of Inbharann (page 102).

- ◆ 1 cyclops impaler (level 14 artillery, MM 46)
- ◆ 2 cyclops crushers (level 14 brute, MM2 40)
- ◆ 3 quickling zephyrs (level 14 lurker, MM 215)

FOMORIANS: LORDS OF THE FEYDARK

Fomorians are a wicked people that rule over courts of sinister fey. Their Feydark realms are twisted reflections of the beautiful eladrin kingdoms of the surface Feywild, and indeed, some few fallen eladrin have come to serve new masters below the earth.

Fomorians are accustomed to a master's role. They see other races of the Feydark and beyond as lesser beings whose destiny is to come under eventual fomorian dominion. They trust few creatures, even those

that have pledged their swords, as much as they do their cyclops servitors. They prefer to deal with other races by using cyclopes as their intermediaries.

EXPEDITION

Level 20 Encounter (XP 14,000)

A fomorian blinder leads a student on an educational trek through the Feydark. An enslaved eladrin provides instruction while a pair of cyclopes guards the fomorians with their lives.

The eladrin fights on the side of the fomorians unless the characters persuade him to betray them (a complexity 1 skill challenge using Diplomacy, Insight, and Nature checks; the checks are hard until all monsters are bloodied or defeated, after which the checks become easy).

- ◆ 1 fomorian blinder (level 20 elite artillery, MM2 114)
- ◆ 1 fomorian cackler (level 17 elite lurker, MM2 112)
- ◆ 2 cyclops hewers (level 16 soldier, MM 47)
- ◆ 1 bralani of autumn winds (level 19 controller, MM 102)

GNOMES: GRIM SURVIVORS

Those gnomes who have chosen to make the Feydark their home show obvious differences from their surface-dwelling cousins: their eyes are slightly larger, lending them an eerie, staring appearance, and their skin has a nearly translucent pallor.

The culture of Feydark gnomes reflects the harshness of their life here. Where a surface gnome japes and capers to deflect the attention of outsiders, gnomes who live in the darkness use gallows humor to create a sense of group solidarity. Madness and savagery are lauded as positive traits, provided that they're directed toward the enemy. Outsiders belong to one of two categories: mortal foes, who must be destroyed if they come too close, and fools, who can be taken advantage of.

Honed by centuries of survival in a hostile realm, gnomes who scrape out lives in the Feydark are crueler and more prone to violence than their surface counterparts.

GNOME PROSPECTORS

Level 9 Encounter (XP 2,150)

A gnome entropist leads a group of prospectors into areas of the Feydark where she hopes to discover veins of naturally magic mineral to exploit. A couple of gnome wolverines, a dweomer eater "hound" capable of sniffing out magic of all sorts, and a quaggoth berserker accompany the entropist.

- ◆ 1 gnome entropist (level 8 artillery, MM2 129)
- ◆ 2 gnome wolverines (level 9 skirmisher, MM2 129)
- ◆ 1 dweomer eater (level 11 skirmisher, MM2 179)
- ◆ 1 quaggoth berserker (level 9 brute, page 152)

MYCONIDS: IMPLACABLE COLONIZERS

These fungal menaces thrive and multiply throughout the Feydark. Like lesser fungal forms, myconids spread into whatever niche or environment allows them a foothold, without any overarching plan or agenda. This aggressive growth combined with a touch of sentience means that myconid contamination threatens all denizens of the Feydark and far beyond, including the Underdark and the Shadowdark and, in some cases, the surface.

When other races of the Feydark encounter a myconid infestation, they usually attempt to destroy the infestation instead of allying with it. However, some fomorian realms keep myconid gardens in hopes of finding a way to force the fungal folk to give them allegiance as so many other races have done.

MYCONID COLONISTS

Level 6 Encounter (XP 1,427)

A group of mobile myconids seeks to put down fresh spores to found yet another colony. Most colonist groups send myconid gas spores ahead as an early warning system; foes are likely encounter one or two spores before the rest of the colonists become visible.

- ◆ 8 myconid gas spores (level 4 minion skirmisher, page 151)
- ◆ 5 myconid guards (level 4 soldier, MM2 164)
- ◆ 1 myconid colony swarm (level 5 artillery, page 151)

SPRIGGANS: BLOODTHIRSTY XENOPHOBES

The spriggans' undying hatred of gnomes cannot be overstated. The source of the hatred is simple: Gnomes remind the spriggans of their weaker selves, of enslavement and humiliation at the hands of their fomorian overlords. Gnomes have tried to reach an accord with their lost kin, but the spriggans will have none of it. The spriggans believe that time wasted on political wrangling would be better spent with sickles in hand and a dead gnome underfoot.

Given to foul, ritualistic practices, a spriggn always stops to soak its cap in the blood of an enemy when given the opportunity. A spriggn who returns from battle with a dry cap can lose rank. Rank is critical in spriggn society, since all spriggans seek to be in a position to lead their race to victory over the hated gnomes.

The spriggans' belief in their own superiority is tempered by their fealty to the fomorians. Despite the spriggans' dark history, a spriggn never fails to give proper obeisance to a fomorian.

BLOOD HUNTERS

Level 7 Encounter (XP 1,650)

A spriggn witherer leads a motley crew along the King's Highway in search of a pool of Torog's blood in which to dip their caps. A tangler beetle pet and a troglodyte savage round out the numbers of this vicious Feydark group.

- ◆ 2 spriggn giantsouls (level 8 brute, MM2 192)
- ◆ 1 spriggn witherer (level 8 artillery, MM2 193)
- ◆ 1 tangler beetle (level 5 controller, MM 30)
- ◆ 1 troglodyte savage (level 9 skirmisher, page 30)

"I don't care if they're pretty. We need to steer clear of the glowing mushrooms!"

—Veteran Feydark explorer

OTHER DENIZENS OF THE FEYDARK

More than any other region of the Underdark, the Feydark teems with life of all sizes. Common inhabitants include rats, tangler beetles, spiders, scorpions, stirges, vine horrors, shambling mounds, drakes, hydras, and dragons (particularly green, black, and purple).

The abundance of resources in turn leads to a higher than expected number of Feywild surface dwellers exploring and settling in the Feydark. Explorers and travelers can encounter any fey creature here, from banshraes and goblins to firbolgs and quicklings.

Among the fey, the eladrin are the least comfortable in the Feydark due to the cramped conditions, the lack of trees and sky, and the proximity to the fomorian centers of power. Feydark-dwelling eladrin are exiles, unwilling envoys, or outcasts that have fallen into fomorian alliance or servitude.

VISITORS TO THE FEYDARK

For many Underdark denizens, the Feydark feels like a near-paradise. Food and water are so plentiful that basic needs of sustenance are much easier to meet. This cornucopia has a dark aspect; where hunting is easy, predators accumulate. Goblin bands, duergar clans, and quaggoth tribes seeking the good life in the Feydark have fallen victim to more powerful creatures that see the humanoids in the same light that the lesser humanoids view plentiful Feydark game.

The drow also maintain a notable presence in the Feydark. They trade supplies and information with fomorians, and they use the dim tunnels to keep a close eye on their hated enemies, the eladrin.

TYPICAL FEYDARK ENCOUNTER

Encounter Level 16 (7,200 XP)

SETUP

- 2 cyclops crushers (C)
- 1 cyclops impaler (I)
- 1 fomorian cackler (F)
- 1 hook horror darkfiend (H)

Cast out from its people for the unforgivable crime of showing mercy to a captive, a fomorian cackler has settled in this cavern with three loyal cyclops allies and a pet hook horror. They know that water attracts life—frequently in the form of travelers or wild prey—and they plan to surprise and slay anything that enters the cavern.

This encounter can be placed in any out-of-the-way location in the Feydark. The adventurers approach this cavern from the southeast passage.

As the adventurers arrive, only one cyclops is immediately visible. The fomorian cackler starts the encounter at Medium size due to *size alteration*.

When the adventurers see into the cavern, read:

The sound of rushing water echoes from the chamber ahead. A wide stream runs through this chamber before tumbling into a sinkhole. A fine red spray billows from the waterfall, obscuring the cavern's far reaches. Glowing purple crystals in the walls bathe the chamber with dim, mauve light that reflects off crystalline flowers.

On the other side of the stream, a great one-eyed giant gulps handfuls of water from the rushing current. It glares at you, as a leering smile breaks out upon its brutish face.

2 Cyclops Crushers (C) Level 14 Brute

Large fey humanoid XP 1,000 each

Initiative +12 **Senses** Perception +16; truesight 6
HP 171; **Bloodied** 85
AC 26; **Fortitude** 27, **Reflex** 26, **Will** 25
Speed 8

⊕ **Spiked Greatclub** (standard; at-will) ♦ **Weapon**
 Reach 2; +17 vs. AC; 2d10 + 8 damage.

↘ **Evil Eye** (minor 1/round; at-will)
 Ranged sight; targets a creature the cyclops crusher has hit with a melee attack during this round; the target takes a -2 penalty to attack rolls and all defenses until the end of the encounter or until the crusher uses *evil eye* against a different target.

⚡ **Tremor Smash** (standard; recharge [1]) ♦ **Weapon**
 Close blast 2; +17 vs. AC; 2d12 + 8 damage, and the target is knocked prone.

Alignment Unaligned **Languages** Elven
Skills Athletics +18

Str 23 (+13) **Dex** 20 (+12) **Wis** 19 (+11)
Con 21 (+12) **Int** 10 (+7) **Cha** 11 (+7)

Equipment scale armor, greatclub

Cyclops Impaler (I) Level 14 Artillery

Large fey humanoid XP 1,000

Initiative +10 **Senses** Perception +16; truesight 6
HP 111; **Bloodied** 55
AC 28; **Fortitude** 28, **Reflex** 25, **Will** 26
Speed 8

⊕ **Spear** (standard; at-will) ♦ **Weapon**
 Reach 2; +19 vs. AC; 1d10 + 6 damage.

↘ **Spear** (standard; at-will) ♦ **Weapon**
 Ranged 10/20; +19 vs. AC; 1d10 + 6 damage.

↘ **Impaling Volley** (standard; recharge [1]) ♦ **Weapon**
 The cyclops impaler makes two ranged *spear* attacks against different targets no more than 2 squares apart; ranged 10; +19 vs. AC; 2d6 + 6 damage, and ongoing 5 damage (save ends).

↘ **Evil Eye** (minor; at-will)
 Ranged sight; the cyclops impaler gains a +2 bonus to ranged attacks made against the target. It can designate only one target with its *evil eye* at a time.

Alignment Unaligned **Languages** Elven
Skills Athletics +18

Str 23 (+13) **Dex** 16 (+10) **Wis** 19 (+11)
Con 21 (+12) **Int** 10 (+7) **Cha** 12 (+8)

Equipment leather armor, 12 spears (in sheaf over back)

Fomorian Cackler (F) Level 17 Elite Lurker

Huge fey humanoid (giant) XP 3,200

Initiative +17 **Senses** Perception +17; truesight 6
Cackling Depravity aura 1; each enemy within the aura takes a -2 penalty to Will.
HP 262; **Bloodied** 131
AC 31; **Fortitude** 30, **Reflex** 28, **Will** 27
Saving Throws +2
Speed 8
Action Points 1

⊕ **Disembowel** (standard; at-will) ♦ **Weapon**
 Reach 3; +22 vs. AC; 2d8 + 7 damage.

↘ **Evil Eye** (minor; at-will)
 Ranged 5; +20 vs. Will; the target treats the fomorian cackler as invisible (save ends).

↘ **Heartseeking Daggers** (standard; at-will) ♦ **Weapon**
 Ranged 10; targets one or two creatures; +22 vs. AC; 2d8 + 7 damage. *Effect:* The daggers return to the fomorian cackler after it makes the attack.

Invisible Mania
 A fomorian cackler's attacks deal 4d6 extra damage against a creature that cannot see the cackler.

Size Alteration (minor; at-will)
 The fomorian cackler changes its size to Medium, and the cackler's reach for *disembowel* becomes 1. The cackler can use a minor action to return to its normal size and regain its normal reach.

Alignment Evil **Languages** Elven
Skills Bluff +14, Stealth +18

Str 24 (+15) **Dex** 21 (+13) **Wis** 19 (+12)
Con 23 (+14) **Int** 15 (+10) **Cha** 13 (+9)

Equipment 2 daggers

Hook Horror Darkfiend (H)**Level 14 Lurker**

Large natural beast

XP 1,000

Initiative +17

Senses Perception +10; blindsight 10

HP 110; Bloodied 55

AC 28; Fortitude 26, Reflex 27, Will 24

Speed 6, climb 4

⊕ Hook (standard; at-will)

Reach 2; +19 vs. AC; 2d8 + 6 damage.

† Horror's Pounce (standard; at-will)

The hook horror darkfiend charges and makes the following attack in place of a melee basic attack: +19 vs. AC; 2d12 + 6 damage. If the darkfiend has combat advantage against the target, this attack deals 2d12 extra damage.

⚡ Fiend's Darkness (standard; sustain minor; recharge ⓧⓧⓧ) ⚡
Zone

Close burst 2; this power creates a zone of darkness that remains in place until the end of the darkfiend's next turn. The zone blocks line of sight for all creatures that do not have blindsight. Any creature entirely within the area is blinded unless it has blindsight. While inside the zone, the darkfiend is hidden from creatures that do not have blindsight, gaining combat advantage against them.

⚡ Shriek of Horror (when first bloodied; encounter) ⚡ Thunder

Close blast 5; targets enemies; +17 vs. Will; 3d6 + 6 damage, and the target is immobilized and deafened (save ends both).
Miss: Half damage, and the target is deafened (save ends).

Alignment Unaligned

Languages –

Skills Athletics + 15, Stealth +18

Str 17 (+10)

Dex 23 (+13)

Wis 16 (+10)

Con 20 (+12)

Int 3 (+3)

Cha 11 (+7)

TACTICS

One of the cyclops crushers moves into the middle of the shallow stream, using reach to attack targets on the opposite shore. The other bottles the adventurers up near the sinkhole and bull rushes any target it can into the sinkhole.

The cyclops impaler stays in the distance, hurling spears or making *impaling volleys* at ranged targets.

Remember to make use of each cyclops's *evil eye* ability every round.

The hook horror uses *fiend's darkness* to create a zone that blocks line of sight. Once hidden, it uses *horror's pounce* to leap across the water and into the midst of the adventurers.

The fomorian cackler hides within the darkness created by the hook horror. Once concealed from view, it tosses *heartseeking daggers* at targets within 6 squares (the extent of its truesight), effectively becoming invisible to them. During combat, it proclaims, "I'll never be taken alive by the lackeys of Inbharann," which the adventurers can identify with a DC 15 Nature check as a fomorian kingdom of the Feydark.

DEVELOPMENT

The cackler carries a matched set of five golden bracelets stolen from his people (worth 1,000 gp each, or 6,000 gp if sold to fomorians as a set).

If the fomorian is defeated, any surviving cyclopes try to surrender, offering to guide the adventurers to Inbharann in exchange for their freedom.

If the adventurers deliver proof of the cackler's death to the fomorians of Inbharann, they are treated with respect (and gain a +2 bonus to Diplomacy checks with those of the kingdom for a few days).

FEATURES OF THE AREA

Illumination: Dim light from translucent, purple crystals.

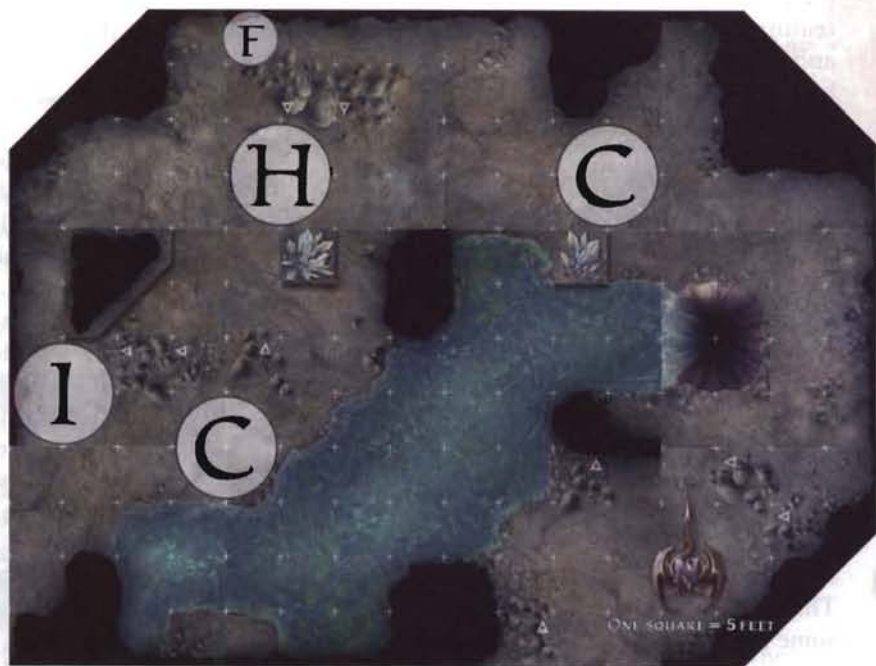
Ceiling: The ceiling is 30 feet high.

Crystalline Flowers: The clumps of crystalline flowers are blocking terrain.

Shallow Stream: The 3-foot-deep water is difficult terrain. Because of the current, any creature that is knocked prone in a square of water slides 1 square toward the sinkhole unless the creature succeeds on a DC 20 Athletics check.

Sinkhole: The stream empties into a 60-foot-deep sinkhole, which is filled to a depth of 5 feet with frothy blood-red water (it gets its color from the algae growing on the sinkhole's wall). Characters can scale the sinkhole's walls with a DC 20 Athletics check.

A fine red mist rises from the sinkhole, lightly obscuring it and the adjacent squares (creatures within this area gain concealment).



The Feydark hosts a profusion of life within a network of remarkable subterranean terrain.

NATIVE LIFE

Primal life essence flows through and infuses the Feydark, engendering a breathtaking profundity of wild growth. Succulent vegetation that has no need for light cascades through serpentine tunnels. Colossal vaults reverberate with the chirping of frogs, the buzzing of insects, and the soft-footed patter of countless subterranean vermin. The pungent reek of the never-ending cycle of decomposition and rebirth permeates every cavern.

Plant life is omnipresent in the Feydark. Tangles of roots dangle like webbing from the soil-laced ceilings of its caverns and tunnels. Shrubs cling to cavern roofs, giving them the appearance of subterranean forests. Twisting vines clutch at columns, walls, and the sides of crevasses. Grasping thorns and noxiously sweet flowers cover ground surfaces. Curtains of vegetation block and obscure passageways, occasionally requiring travelers to hack through them in order to continue on. Disturbed flora rejuvenates itself within a matter of days or, in locations especially rich in primal mud (see below), mere hours.

Teeming hosts of subterranean insects, reptiles, amphibians, and rodents feast on the Feydark's rich plant life, and in turn provide sustenance to larger creatures—from grublike wild hogs to obese flightless birds. At the top of the food chain reside the realm's native populations of fomorians, cyclopes, and gnomes. Scavengers capable of finding the way between planes leave the food-poor Underdark for the bonanza offered in the Feydark, risking clashes with its denizens.

Even without sunlight, Feydark plants and animals display the same wild range of coloration as do the normal flora and fauna of the Feywild. Some bear bioluminescent characteristics, which allow them to dimly or brightly illuminate corridors and caverns. Glowing mushroom caps stud the corners of caverns and form in small clumps along long tunnels.

Just as the Feydark's rich, loamy scent suffuses everything, so do the sounds of its native life form a background chorus nearly as loud as those in worldly jungles. When the sounds plunge suddenly into silence, the alert Feydark traveler knows that an undead or an aberrant intruder might be close by. The lesser beasts of the Feydark sense such unwholesome presences and instinctively go quiet.

TERRAIN

Beneath the layers of vegetation and the crawling things underfoot, the configuration of the Feydark mirrors the Underdark of the world. Irregular tunnels mimic the organic forms of searching roots. Moisture hangs in the air and seeps up from below. Travelers pass rippling ponds, rushing rivers, and stagnant lakes. The Feydark also boasts a range of terrain features more common to outdoor locations, including undergrowth, foliage, swamp, and trees (*Dungeon Master's Guide*, page 66).

The walls and ramparts of humanoid realms in the Feydark wage a constant battle with encroaching nature. Any structure that is not constantly maintained soon crumbles under the subtle onslaught of infiltrating roots and eroding vines.

Other Features: Fantastic terrain features from the *Dungeon Master's Guide* (pages 67–68) that are appropriate for Feydark encounters include cave slime, cloudspore, grab grass, grasping slime, pillars of life, and slides.

INSECT CLOUD

Swarms of flying, blood-drinking bugs infest the Feydark, searching for targets for their hunger. Though they can survive on carrion and plant sap, they greatly prefer living prey.

An insect cloud can occupy a single square or an area up to 5 squares on a side. It can be identified with a DC 20 Nature check.

Effect: Insect clouds create lightly obscured terrain. Any living creature that starts its turn in an insect cloud takes 1 damage per tier (or 2 per tier if bloodied).

An insect cloud changes position during an encounter. Assign the cloud a position in the initiative order (initiative +10) and move it 1d4–1 squares on its turn, typically toward the nearest bloodied combatant.

Any blast or burst that includes one or more squares occupied by an insect cloud disperses the cloud in the included squares.

Usage: As it moves about during combat, an insect cloud adds an element of unpredictability to an encounter. Player characters can also take advantage of the situation by moving enemies into the cloud.

GROUND SWARMS

Various types of vermin crawl through the tunnels of the Feydark, including masses of rats, beetles, tiny drakes, and other nuisance creatures.

A ground swarm can occupy a single square or an area up to 3 squares on a side. It can be identified with a DC 20 Nature check.

Effect: A ground swarm turns its squares into challenging terrain, requiring a creature that enters the swarm to make an easy Acrobatics check to avoid falling prone. Any living creature that falls prone or starts its turn prone in a ground swarm takes 1 damage per tier (or 2 per tier if bloodied).

A ground swarm moves around during combat. Assign the swarm a position in the initiative order (initiative +10) and move it 1d4-1 squares on its turn, typically toward the nearest bloodied combatant.

Any blast or burst that includes one or more squares occupied by a ground swarm disperses the swarm in the included squares.

Usage: Using a ground swarm near other hazards or dangerous terrain features can make an encounter more dangerous. For example, consider having a swarm of beetles near a fast-moving stream so that if the characters can't keep their feet, they end up having to deal with the current.

MUSHROOM ARCH

The primal mud (see below) found in various portions of the Feydark gives rise to several secondary terrain features of interest, including the mushroom arch. Also called an arch of wonder, a mushroom arch appears as a series of glowing mushrooms (frequently pale purple) that grow together to form an arch over a corridor through which a creature can pass.

A mushroom arch can form over a tunnel of any size up to 4 squares in width or height. It can be identified with a DC 20 Arcana or Dungeoneering check.

Effect: A mushroom arch gives off dim light in a 5-square radius. It also can affect creatures that pass through it, but rarely the same way twice. The effect is sometimes negligible, other times positive, and occasionally awful.

A creature that walks through a mushroom arch (or moves to stand directly beneath it) is affected automatically; roll a d10 and refer to the table below to determine the effect. A fey creature that walks through a mushroom arch adds 2 to the roll. Any time a creature triggers a mushroom arch, the power resident within it is temporarily drained, and the arch can't be activated again for 1 hour.

d10	Effect
1-2	Ongoing 5 damage per tier (save ends)
3-4	Slowed (save ends)
5-6	No effect
7-8	Bioluminescent haze grants concealment until the end of the encounter
9 or higher	Regeneration 2 per tier until the end of the encounter



Usage: Place a mushroom arch over a tunnel leading directly to a combat encounter to start the encounter off with a variable effect. Alternatively, placing the arch within an encounter space—perhaps in a tunnel connecting two areas of the battlefield—allows it to change the tenor of the fight in mid-combat.

PRIMAL MUD

Life force rises up through the Feydark into the Feywild in the form of primal mud. This organic sludge takes on various colorations, from a brown muddy hue to a clear, viscous slime. It gathers in pools and depressions, from where it is sucked through the Feydark's root structures up into the Feywild above. Primal mud nourishes the Feydark's dense subterranean flora. Brief contact with primal mud heals; lengthier exposure tears down living tissue, returning it to its raw nutrient origins.

A patch of primal mud typically covers 1 to 3 contiguous squares of cavern floor, but multiple mud patches are often present in the same large chamber. Primal mud can be identified with a DC 20 Dungeoneering check.

Effect: Primal mud is difficult terrain. A creature standing in primal mud can spend a healing surge as a minor action. This act temporarily expends the mud's magic and dries it out, changing that entire patch of primal mud into normal terrain until the end of the encounter. A fey creature that uses this benefit gains 1d6 additional hit points per tier and gains a +2 bonus to speed until the end of its next turn.

Usage: Use primal mud in particularly long or tough encounters to give the characters an edge in the fight. Alternatively, a wily fey opponent can use primal mud to heal itself and then flee the battlefield, possibly to set up an ambush in a later chamber.

THE KING'S HIGHWAY

In the Feydark, the King's Highway still shows evidence of Torog's rampage, but areas of it have become smooth over the ages. Water runs along the King's Highway, though it never mixes with the bright red patches of godsblood (see below) that spot the path. Godsblood appears as stains on dry rock, hangs suspended in stagnant pools, or defies the current in a waterlogged stretch of highway.

Feydark denizens are well aware that the highway offers easy access between Underdark realms. Fierce conflicts flare up between creatures that want access to the road and those who have claimed the territory for themselves.

Those who travel along the highway can sense Torog's ancient pain as a subtle apprehension that grows and wanes periodically. It never dissipates altogether, and it never increases to the point that creatures are physically affected. However, those who sleep along or near the King's Highway find that everything in their dreams is tainted blood red.

GODSBLOOD

Thanks to the natural vitality of the Feydark, the blood that Torog shed while burrowing through the Feydark remains as fresh and potent as on the day it was spilled, as long as it remains on the highway. The divine energy remaining within this godsblood temporarily supercharges the natural healing capability of any creature, but at the cost of its own stamina and sanity as the dormant power of the King that Crawls surges through the creature's body.

Pools of godsblood are found in areas of 3 to 12 contiguous squares. Godsblood can be identified with a DC 25 Dungeoneering or Religion check.

Effect: Any creature that spends a healing surge while in an area of godsblood gains regeneration 2 per tier and a -4 penalty to Fortitude and Will. These effects last until the creature reaches full hit points.

Only one creature can be affected by an area of godsblood at a time; once it is activated by a healing surge, the godsblood becomes dormant until its effect ends on that creature.

Godsblood removed from its pool loses its power instantly, so it can't be bottled or transported.

Usage: The source of godsblood somewhat limits where you can position it. However, you can make good use of it in a running series of encounters that occur along the King's Highway to either help the characters when they're in need of a healing break or assist a wily enemy you might want to keep around.

INBHARANN

For paragon tier characters

Mag Tureah (*Manual of the Planes*, page 44) might well be the most powerful of the fomorian kingdoms in the Feydark, but Inbharann is by far the richest. Inbharann occupies an unstable crossroads where the mutable rock of the Underdark meets the gnarled thorn caverns of its Feywild counterpart. Along the fissure runs a river of cool liquid gold. The residents of Inbharann harvest the gold, and then a caste of despised rogue eladrin called the Eile ferries it to the surface, as well as to dwarven mining outposts in the Shallows. The Eile use it to buy armaments on behalf of their masters and compensate spies and soldiers that work secretly against surface kingdoms. The Eile also transport goods from the surface back to the Feydark.

Inbharann is ruled by a semihereditary sovereign. When the old king or queen dies, the royal children conduct a legalized covert war. Violence committed by the dead sovereign's children or their retainers during this period is never subject to punishment or claims of compensation, as long as the perpetrators can justify it as part of the conflict. Restrictions preventing dealing with outlanders are also suspended, allowing the warring princes and princesses to hire adventurers and foreigners to fight on their behalf. The war concludes when only one combatant is left standing. If all perish, a tribunal decides which one fought with the greatest cleverness and orders his or her resurrection.

Royal children of Inbharann need not be related by blood to their sovereign. Kings and queens reward generals and heroes by adopting them.

Each royal offspring rules a city or settlement. When major outposts outnumber the progeny available to oversee them, military officials administer the remainders. The kingdom's capital city, also called Inbharann, is ruled directly by the sovereign.

The current sovereign, a cruel and impatient king named Donill, is the subject of a prophecy of doom. The prophecy predicts that King Donill will die by fire within the next eighteen months. His children reassure him about the failure of most prophecies to come true, even as they quietly prepare for war.

INBHARANN KNOWLEDGE

Dungeoneering DC 15: Inbharann is a wealthy fomorian kingdom located near the border between the Underdark and the Feydark.

Dungeoneering DC 25: A river of molten gold runs through Inbharann. Eladrin slaves sell the gold to dwarves and other surface races.

Dungeoneering DC 30: The defenders of Inbharann are protected by *eyes unblinking*, which are ritually enlarged evil eyes of deceased fomorian champions.



TERRAIN FEATURES

Inbharann's wealth would make it a tempting target for attacks by its neighbors, were it not for the kingdom's daunting fortifications. Its iron fortresses fix intruders in the beams of enormous evil eyes, then drink their blood as they fall.

BLOOD GRATE

Blood grates reflect the fomorians' fascination with butchery, even in battle. Not only do these hideous contraptions revitalize the fomorians and their allies as they fight off invaders, they also nourish the fortresses themselves with intruders' blood.

A blood grate typically fills an area of 4 to 6 contiguous squares (typically in a square or rectangular layout), though larger grates are rumored to exist in the grandest fortresses of Inbharann.

A blood grate can be identified with a DC 25 Arcana check.

Effect: The first time in each encounter that a living creature on a blood grate takes damage, the nearest enemy within 5 squares gains temporary hit points equal to half the damage dealt. The

blood grate is then deactivated until the end of the encounter.

Usage: Most Inbharann fortresses include several blood grates at key defensive positions, which simultaneously nourish the fortress and revitalize its defenders. The fomorians and their servants maneuver enemies atop the grates to gain stamina when those foes are wounded.

EYE UNBLINKING

The fomorians of Inbharann use weapons called *eyes unblinking*, inset into spires of black steel. These magic weapons are made from the ritually enlarged evil eyes of deceased fomorian rulers and champions. Nourished by the blood of wounded foes (see "Blood Grate," above), they remain alive and vigilant, loosing beams of arcane energy at invaders.

Each *eye unblinking* occupies a single square, set high in a tower. A typical fortress has one to four *eyes unblinking*, depending on its size. A fortress with insufficient *eyes unblinking* to cover all approaches rarely lasts long in the Feydark. An *eye unblinking* can be identified with a DC 25 Arcana check.

"I'm not saying we should refuse the coin the fomorian prince is offering. I'm just saying we have to be ready when he betrays us after we slay his royal sire."

—Shrewd mercenary

GNOME REALMS

For heroic tier and paragon tier characters

Feydark gnomes' lives are marked by a grim determination to survive. Gnome realms survive in the shadows of larger, fiercer kingdoms by remaining secret and inaccessible.

DROCHDAN, KINGDOM OF THE GNOMES

Drochdan is made up of an inner sanctuary known as Haven and a surrounding network of narrow and twisting passageways called the Traps.

The gnomes fill the Traps with hazards that maim, poison, or slay intruders—at least those that can enter in the first place. The Traps are so constricted that Large creatures can't move through the area at all, even when squeezing. Medium creatures find navigating the Traps slow and painstaking work. This configuration protects Drochdan from incursion by fomorians or giants directly because when these larger enemies want to invade, they must send smaller servitors to do the job.

Haven offers a clear contrast to Drochdan's outer passageways. It consists of a vast series of squared-off hallways and rectangular chambers, all of them finished in polished, lacquered wood. Despite their appearance, the wooden floors remain alive and slowly regenerate when scuffed, burned, or hacked. The wood was an ancient gift from surface-dwelling eladrin.

The gnomes did not build Drochdan. According to their legend, they won it by tricking a people remembered only as the Fools. But since the gnomes of Drochdan keep no histories other than oral folktales, it's hard to say for certain. Their tales contradict each other, perhaps deliberately, on the nature of the Fools.

The gnomes here make other unverifiable claims. They say they were the first gnomes and that their surface-dwelling kin are descended from cowards who couldn't survive in the depths. According to their creation myth, the first gnomes sprang from the wild dreams of primordials. When the other mortal races appeared, gnomes had already been around for ages, scavenging a living from the rubbish of the gods. According to gnome belief, religion is a trick you play on the deities to make them give you things. Gnome priests in Drochdan brag they have learned the secret of worshiping several gods at once without the gods in question being any the wiser.

The halls of Haven are stacked high with junk and clutter accumulated through centuries of raids on cyclopean workshops and fomorian kingdoms. Drafts and chill winds blow through them, arising spontaneously and with no clear source. Haven echoes with

Effect: Once per encounter on its turn, each *eye unblinking* can create a particular special effect as an area burst 5 within 20 squares of the tower in which the eye is set. The burst creates a zone that lasts until the end of the encounter. Once an *eye unblinking* creates its zone, it can move the zone 3 squares on its initiative count (initiative +11). Consider an eye to have a Will of 18 for the purpose of attempts to dispel its magic.

Included here are three examples of special effects; feel free to create your own minor effect along these lines. All such effects are designed only to assist those loyal to the ruler of the tower.

- ◆ No fomorian or fomorian ally within the zone grants combat advantage.
- ◆ Each fomorian or fomorian ally within the zone gains resist 5 to a particular type of damage (such as acid or fire).
- ◆ When a fomorian or fomorian ally within the zone hits an enemy with a melee attack, it can shift 1 square as a free action.

Usage: Place *eyes unblinking* to drive home the difficulty of assaulting the fomorians on their home territory. Characters who know they must invade a fomorian fortress would do well to find some way to sabotage its defenses before making a frontal assault. Colluding with a rival fomorian would be a reasonable, if ethically dubious, plan.

CYCLOPEAN ARSENALS

The typical cyclops pledges permanent allegiance to a single fomorian kingdom, but a caste of one-eyed wonderworkers known as the Seared Ones enjoys independent status. The name refers to the burn scars that members accumulate while working with noxious alchemical substances and at their forges. They consider their worship of the fomorians purer than that of other cyclopes, because they keep a respectful distance and offer up the best gifts.

Membership in the Seared Ones is hereditary, although the group occasionally adopts talented makers of enchanted items from the fomorian kingdoms. Only cyclopes need apply.

The Seared Ones maintain workshops in backwater caverns and hidden redoubts away from any fomorian kingdoms. These places are chosen for their arcane resonance. The Seared Ones seek locations bearing small tears in the fabric of the world. The unique magical properties of these sites allow the Seared Ones to create magic items more efficiently than elsewhere and also to make pieces exclusive to their order.

Aware that their workshops are promising targets for raids, the Seared Ones fill the routes to them with automaton guardians and an array of mechanical and magic traps. Some entryways teleport intruders who don't know the password to another location.

“I’m sure we passed this tunnel hours ago. Listen, are you sure it was wise to buy a map from a gnome?”

—Lost halfling traveler

cries, sobs, and eerie laughter, to which the gnomes pay no mind. Whether these sounds rebound from the Shadowdark or are the inconsolable final remnants of the Fools, no gnome cares to say.

Surviving by hunting and foraging, the gnomes supplement their meager catches with goods purloined during furtive robberies of the fomorians. Their hunting bands set upon weak or vulnerable exploration parties without qualms. Membership in these hunting bands shifts constantly as hunters defect to groups run by recently successful leaders.

On the rare occasions when hunting and looting bands need to coordinate efforts, they defer to their monarch. When a monarch dies, the bands gather to acclaim the hunting leader with the largest eyes as his or her replacement. During this process, cheating is rewarded, so if a monarch’s death seems imminent, band leaders fan out across the Feydark in search of a rare root that enlarges the apparent size of a gnome’s eyes. Because hunting leader is a coveted position, the gnomes find that weak, vacillating, or overly trusting rulers die suddenly under mysterious circumstances.

The current monarch of Drochdan is King Finutar, who single-handedly slew a ravaging firbolg that had somehow entered Haven.

THE HAZE

The gnomes of Drochdan suffer from a curse they call the haze. Often striking an entire hunting band at once, the haze plunges its victims into a state of berserk fury. It causes their eyes to glow red, their throats to constrict, and their mouths to open wide. One out of four victims of the haze sees his or her fingernails elongate and sharpen. Under the haze, victims lash out at the nearest threat, fighting until they or all targets in sight are killed. Fellow sufferers team up together, but turn on each other when everyone who is not touched by the curse has been felled. The haze suspends judgment but leaves the victims’ tactical instincts intact; they fight as well as they

would while sane. This residual good sense does not extend to fleeing or disengaging.

King Finutar’s court magicians assure the people of Drochdan that the haze is a hostile sending from a rival kingdom—perhaps the fomorians. In private, some gnomes whisper that it is a curse created by the Fools and recently reactivated by unknown means.

In reality, this magical ailment is spread by contamination of Drochdan’s food supply by fungal spores. This fact explains why entire gnome hunting bands are stricken by it at the same time—they’ve all eaten the same rations.

BURROW UNDER THE CRYSTAL MOUNTAIN

On the southeastern periphery of the Violet Thicket hides a gnome realm in secret crystalline caverns. By most accounts, the gnomes of the Burrow under the Crystal Mountain are more advanced than their counterparts in Drochdan.



DROCHDAN KNOWLEDGE

Dungeoneering DC 15: Drochdan is a kingdom of gnomes in the Feydark, surrounded by a network of deadly, twisting tunnels.

Dungeoneering DC 25: The gnomes of Drochdan occasionally fall victim to a berserk fury known as the haze, said to be a curse delivered by a hostile kingdom.

Dungeoneering DC 30: The gnomes claim they won Drochdan from its original owners, known today only as the Fools.

The clandestine tunnels and chambers where these gnomes dwell, known as the Crystal Caverns, are protected by their remote and secret location and also by the ancient magic of their inhabitants. Obscuring glamors hide the entrance from casual and determined scrutiny alike. Those that penetrate the glamors face a honeycombed network of concealed deadfalls, narrow choke points, and dead-end false passages. The fearful gnomes rarely leave their domain; the few that do venture forth are trained to fight and, more important, to remain stealthy.

The Crystal Caverns are a place out of time, glittering with thick veins of rubies, diamonds, and other precious gemstones. The most valued common occupation among the gnomes of the Burrow is mining, with the greatest percentage of adults devoting themselves to that pursuit.

DEAD TREES

For heroic tier, paragon tier, and epic tier characters

The Forest Monarchs of the Feywild were primeval trees. These four titans shed dappled shadows over the realm while gods and primordials still warred. Once as tall as mountains, the Forest Monarchs were more than mere trees. They served as emblems and as vessels of pure life force. People of the world still adopt the monarchs' images as their own signs in heraldry and decoration.

Rivened by war, sickened by death, harvested for weapons, and broken by battling gods, the monarchs fell. They were carried away as fuel for fire, food for primeval beasts, timber for vessels and structures, and wood for weapons and war machines. The rest rotted, turned to dust, or dissolved away.

Yet their ghosts linger. Beneath the ethereal beauty of the Feywild's rolling landscape lurk the scars of their existence. The roots of the Forest Monarchs reached deep into the Feydark. When those roots disintegrated, tunnels and caverns remained behind, adding their tangled miles to the Feydark's expanse. These passages wriggle through the subterranean

DEAD TREES KNOWLEDGE

Dungeoneering or Nature DC 15: Long ago, titanic primeval trees known as the Forest Monarchs towered over the Feywild. Today only the tunnels dug by their mighty roots remain, reaching deep into the Feydark.

Dungeoneering DC 25: Each of the root-tunnels left behind by the Forest Monarchs' disappearance bears its own unique trace of supernatural power, affecting those who explore the Feydark.

Dungeoneering DC 30: Remnants of the Forest Monarchs supposedly still thrive in forgotten areas of the Feydark.

landscape in snarled mazes. Each collection of tunnels exhibits unique features—remnants of the magic that once flowed through each Forest Monarch's roots like water.

GOLDEN TREE OF DAWN

Long ago, this Forest Monarch clutched the sun in its boughs, and the tree's gleaming bark and glittering leaves split the light into countless dazzling rays. The Golden Tree represented hope, even in the face of darkest night. The gods once plucked from its branches golden apples, one bite of which could lift curses and cure diseases. From this fruit they made a beverage capable of granting eternal life or bringing back a god from death.

The parts of the Feydark filled with the Golden Tree of Dawn's residual root-tunnels glitter with fool's gold. Despite the profusion of the sparkling mineral, light is dimmer here, as if the fool's gold steals brightness to feed its gleam. Thoughts of missed chances, regretted actions, and dreams that failed to find their promise come more readily to travelers within these gnarled passages. Hope seems a mere shadow here, and visitors feel a growing sense of despair. The golden gloom (see below) comes over most creatures that travel through the Golden Tree's root-tunnels.

Darkroot Market is located within a cluster of rolling tunnels that connect haphazardly. Here, foul creatures that delight in others' sorrow gather. Oni night hunters, night hags, mind flayers, and worse creatures trade broken dreams and night terrors alongside dark secrets and lost souls.

GOLDEN GLOOM

Melancholy afflicts those in the tunnels of the Golden Tree of Dawn. It saps ambition and crushes hope. Those who lack such virtues find sympathy in the tunnels' mood.

When a creature in the tunnels of the Golden Tree makes a successful saving throw against an ongoing effect, the creature continues to suffer the effect until the end of its next turn.

Consider allowing immunity to this effect to characters who are pessimistic and gloomy by nature. Black humor and sarcasm might also earn a character immunity.

IVORY TREE OF WINTER

In the ancient past, some archfey and some gods came together to celebrate the start of a new year and honor the passing of the past year in a celebration called the Rousing Revel. They danced about the Ivory Tree of Winter in gratitude to the cold season for its gracious parting, inviting it to return and share the Feast of Autumn before the world went into its contented rest again. This cordial relationship with

winter ended when the Ivory Tree was killed by strangers to the Feywild.

In reaction to this tragedy, the Winter Court of the fey (*Manual of the Planes*, page 37) turned against all others, reserving special hatred for nonfey. The season itself took up the court's rage at the falling of the Forest Monarch, and when winter is most bitter and grasping, when it comes early and lingers long, it seeks redress for the cold stab of this old wound.

Now, a deep-seated chill flows down the root-tunnels of the White Tree. Breath hangs in the air, and frost clings to the walls. White spirals of ivory bark swirl around the surfaces of its caves, lending to the sense of them as icebound. Mercy is foreign here because the cold clasps the heart and numbs the mind. The Winter Court makes frequent forays into this realm, sometimes to seek resentful solace from the warmth and brightness of the lands above and at other times to vent anger in a place that welcomes cruelty. Drow and fomorians dwell here and revel in their heartlessness.

COLD-HEARTED CURSE

Creatures within the tunnels of the Ivory Tree of Winter feel the weight of its anger filling their hearts, and they are rewarded if they give in to its cold rage.

When combat erupts in the tunnels of the Ivory Tree of Winter, each creature must make a choice at the start of its first turn in the encounter. If it chooses not to allow cruelty into its heart, the curse manifests as a -2 penalty to attack rolls and damage rolls until the end of the encounter. If it does allow cruelty into its heart, the following effects apply to the creature until the end of the encounter:

- ◆ The creature gains a +2 bonus to attack rolls and damage rolls.
- ◆ The creature treats all other creatures as enemies for the purpose of targeting with powers.
- ◆ The creature can't use healing powers or the Heal skill except on itself.

THE SILVER YEW

In the Feywild in days of old, the song of the Silver Yew sent lilting music over the land for leagues. Its tiny berries chimed merrily as the changing gusts produced a symphony of countless tinkling needles. Corellon passed hours in quiet reflection beneath its boughs, lying in Sehanine's arms. The craft of music was born beneath the Silver Yew, and love was its twin.

This Forest Monarch stood as a source of purity, fidelity, love, music, and magic. Like the other three titan trees, the Silver Yew was a casualty of the Dawn War. A betrayal among the gods during that time caused the tree to sicken: Corellon and Sehanine ended their first affair beneath a full moon. Corellon

discovered her love for another, and jealousy rent him in twain. Love—the original act of love—caused the first broken heart, and with that crack in Corellon's affection, the Silver Yew was stricken. The tree meant a great deal to Corellon's followers, and the betrayal that led to its destruction still stings them. To this day, eladrin and elves debate if love should last as long as their lives or if it can be as fleeting as the days that pass.

The stone in the tunnels of the Silver Yew sparkles with flecks of silver. In rare places, the mirrorlike wood of the Silver Yew remains embedded in the walls, showing twisted reflections of travelers. These coveted deposits yield enough top-quality wood to craft a bow of silver yew. Such magic bows are passed down the generations as heirloom weapons in the families of eladrin, centaurs, firbolgs, and some elves. The most powerful are wielded by archfey and angels.

While walking the root-tunnels of the Silver Yew, one feels watched and vulnerable. Trust is difficult, and treachery all too likely. No traveler can long resist the feeling that a betrayal is in the offing. However, creatures accustomed to living with paranoia feel little different, and drow have several enclaves here. Lycanthropes take refuge here because the silver suffering (see below) of the tunnels of the Silver Yew puts them on equal footing with their hunters.

SILVER SUFFERING

Those in the root-tunnels of the Silver Yew suffer from paranoia, and their fears are justified when they face weapons that echo the Forest Monarch.

Creatures in the tunnels of the Silver Yew take a -2 penalty to saving throws.

In addition, when a creature is damaged by a silvered weapon, it cannot regain hit points by any means until the end of its next turn.

THE BLOOD OAK

Crimson leaves once waved like banners over the Feywild. When the leaves fell, they dotted the land like bright drops of blood. The Forest Monarch that shed them lent its vitality to those around it, and those creatures that lived in its shadow rejoiced. Before the Blood Oak fell, no tree blushed in the presence of winter; all laid a carpet of green leaves from their boughs before it. The Blood Oak stood for life, vigor, courage, strength, and passion, and its image stands for those things still, despite the tree's having passed into myth long before the current age.

The Blood Oak's root-tunnels through the Feydark remain as proof of its once-vibrant life. Red veins thread through the stone on all sides, remnants of roots that occasionally leaked coppery crimson sap. The Blood Oak's tunnels now draw life from the living rather than lending it, making them a dangerous place for all but constructs and undead.

Consequently, the Blood Oak's tunnels are a haven for vampires, ghouls, and other hungry animated corpses. Roving mobs of spriggans, angry bands of shadar-kai, and occasional hunting parties of centaurs and firbolgs scour the tunnels. Swarms of stirges battle colonies of fey bats to drink the blood dripping from walls and pooling in curves.

The King's Highway runs through some of the Blood Oak's tunnels. The denizens in this area keep a steely-eyed watch on all who pass down the road.

CURSE OF THE BLOOD OAK

Anger seethes beneath the skin of all those who walk the bloody halls as the courage and passions the Blood Oak elicited in life are now twisted into wrath. In the living, this rage is especially dangerous because the remnants of the Blood Oak siphon this passion from life lost in the tunnels.

When a living creature in the Blood Oak's root-tunnels first becomes bloodied during an encounter, it takes ongoing 5 damage and gains a -2 penalty to attack rolls (save ends both).



LIVING GROTTO

For heroic tier and paragon tier characters

The Living Grotto is a fungal nightmare. Every variety of fungus thrives in this moist, oppressive grotto. Travelers must be wary in this dank, swampy cavern; several varieties of poisonous, animate, odiferous, and sentient fungi colonize the area, and whether common or extraordinary, every kind of fungus is eager to make fertilizer from fresh sources of animal protein. If travelers manage to hack a way through hundreds of yards of fungus-packed tunnels, they find that thicker, more durable fungi have grown back over their trail, sealing them inside.

Stories suggest the myriad fungal colonies have achieved a kind of group intelligence, meaning that all the fungus in the grotto forms a single living creature of enormous size. If true, this assertion would explain how creatures that should know better still are lured into the spore-laden tunnels, never to be seen again.

GREAT CATHEDRAL OF PSILOFYR

At the heart of the Living Grotto lies an immense fissure stretching several miles across and descending hundreds of feet into the Feydark. Rising from the abyss stands the Great Cathedral, an ancient toadstool towering 600 feet high; its gilled cap stretches out over 400 feet in diameter above its thick trunk. Beyond ancient, this colossal fungus was old when the Forest Monarchs grew on the Feywild's surface. The toadstool has stopped growing, having become petrified ages ago.

The site is revered by myconids. The fungus folk believe the stone toadstool holds the slumbering essence of Psilofyr, their creator.

LIVING GROTTO KNOWLEDGE

Dungeoneering DC 10: This part of the Feydark is choked by fungi of every imaginable variety, including many that have supposedly gained sentience.

Dungeoneering DC 20: Many valuable kinds of fungus grow in the Living Grotto. One type, leccinum, is prized by eladrin, gnomes, and fomorians alike. Other varieties are dangerous, including the spore fields that entrap explorers.

Dungeoneering DC 25: Myconids believe that the Living Grotto holds the slumbering essence of Psilofyr, their creator.



AMASUTELOB

A myconid lord of incredible power has ruled from the cathedral for several decades. The fungal monarch, called Amasutelob, claims to be the Last Spore of Psilofyr. Amasutelob claims dominion over all sentient plant life in the Feydark.

Amasutelob commands armies of otyughs, fey-grove chokers, shambling mounds, and other lesser known creatures of putrescent vegetation. From time to time, Amasutelob sends its armies out of the Living Grotto to make a surprise raid on a distant Feydark kingdom. The purpose of these raids is unclear. Many times the myconid lord has sent his forces against the largest fomorian kingdom, and, inevitably, all of Amasutelob's forces are decimated. Unconcerned, the myconid lord prepares for its next foray months or years hence. Amasutelob might be pursuing a subtle strategy designed to spread the spores of its kingdoms far and wide under the cloak of war. It's also possible the fungal monarch is merely insane.

PSILOFYR, THE SPORE LORD

No one knows if the archfey Psilofyr still lives, since it has been an age or longer since any myconid has heard the Spore Lord's meditative instructions. Today the rotpriests do not speak his name, and many myconids remain oblivious of their creator.

Some sages maintain that Psilofyr was slain long ago by a primordial of rot. Others say that the Spore Lord is conserving energy in preparation for a grand metamorphosis. Most theologians surmise that Psilofyr faded away as the myconid race outgrew the need for a caretaker.

SPORE FIELD

The overwhelming vigor of the fungal colonies that suffuse the Living Grotto and nearby tunnels manifests most dangerously in spore fields. These places transfix creatures that breathe in their intoxicating spores, even as other spores begin the job of rapidly decomposing the soon-to-be organic detritus.

Spore field patches are found in areas of 3 to 12 contiguous squares. A spore field can be identified with a DC 25 Dungeoneering check.

Effect: A creature that enters a spore field or ends its turn in one is restrained and takes ongoing 5 damage per tier (save ends both). If a creature drops to 0 hit points while in a spore field, its body produces a burst 1 centered on the creature; all squares in the burst become spore field squares. Creatures in the burst are treated as if they had entered it.

Plants are immune to the effects of a spore field.

Usage: Placing a spore field in an encounter with slower creatures could even up the odds a bit for those creatures. Of course, characters can also use the terrain to slow down faster foes by maneuvering the foes into it.

LECCINUM

One of the reasons nonplant visitors try to reach the heart of the Living Grotto is to collect specimens of a type of mushroom called leccinum. Valued for its unique flavor by Feydark creatures and eladrin of the surface world, leccinum commands premium prices when sold by collectors of this rare cap.

THE REGROWN TREE

Feydark tunnels carved by the roots of the Ivory Tree of Winter are not a place for the gentle or kind-hearted. When a mischievous banshree named Aedric discovered a dryad briar witch attempting to regrow the original Ivory Tree of Winter, he quickly gathered allies to destroy it before the archfey learned of its existence. The adventurers are too late to save the dryad briar witch from petrification, but they can still protect her life's work if they defeat her enemies in time.

Additional Information: Details about the Ivory Tree of Winter can be found on page 106.

Tiles: This delve uses one set of tiles from *DU3: Caves of Carnage™* and *DU5: Sinister Woods™*.

Levels: This dungeon delve works best for a party of five player characters from 10th to 14th level.

EXPANDING THE DELVE

To turn this delve into a longer adventure, consider these additions:

- ◆ Use this delve as a follow-up after the adventurers have already met Braila the dryad briar witch. Position Braila as a patron who pays the adventurers to destroy a nearby cave of ettins. The characters become aware of the regrown Ivory Tree's importance during their exchanges with the dryad.
- ◆ If news of the tree spreads, it could change the balance of power across the Feywild as various archfey position themselves to take advantage of its presence or destroy any evidence of its existence. The adventurers become the target of a coven of vengeful night hags, dispatched by a fey noble to eliminate any witnesses.

ENCOUNTER RT1: THE HOWLING TUNNEL

Encounter Level 12 (3,600 XP)

SETUP

4 quickling runners (R)
2 quickling zephyrs (Z)

The adventurers have entered a section of the Feydark created by the ancient roots of the Ivory Tree of Winter. This large cavern is full of thorny, poisonous plants grown by Braila, a dryad briar witch. The plants effectively form barriers that the adventurers must pass through at great peril.

The adventurers enter the cavern from the northwest.

When the adventurers enter the cavern, read:
Spirals of white tree bark embedded in the walls provide an icy light. A bitter wind swirls behind you, rustling the thorny undergrowth that lines the edges of the passage. From somewhere far ahead, you hear an odd fluting sound like a set of giant pipes.

Perception Check

DC 26 You hear small creatures skulking about somewhere ahead of you.

TACTICS

Once an adventurer comes into view, a quickling zephyr calls out that character as the target for the runners' *quick cuts* attacks. The quickling runners concentrate their attention on the same target each round, moving their speed around the target and striking twice. If pressed, a quickling runner resorts to a single *short sword* attack before shifting away.

The quickling zephyrs use the poisonous thorns to become effectively invisible (since they can move through the thorns without taking damage), darting

THE COLD-HEARTED CURSE

All three parts of this delve are affected by a magical effect known as the cold-hearted curse. At the start of its first turn in each encounter, each creature must make a choice whether to allow cruelty into its heart.

If a creature chooses not to allow cruelty into its heart, the curse manifests as a -2 penalty to attack rolls and damage rolls until the end of the encounter.

If a creature does allow cruelty into its heart, the following effects apply to the creature until the end of the encounter:

- ◆ The creature gains a +2 bonus to attack rolls and damage rolls.
 - ◆ The creature treats all other creatures as enemies for the purpose of targeting with powers.
 - ◆ The creature can't use healing powers or the *Heal* skill except on itself.
- All monsters in this delve accept the curse.

out to make *short sword* attacks against vulnerable foes. They work to gain combat advantage against their targets to deliver extra damage and to daze a given target.

The quicklings are allied with Aedric the ban-shrae. Their job is to help destroy the Ivory Tree of Winter and to protect this section of the cavern from any intruders—especially intruders friendly to Braila. They fight to the death, confident in their lightning speed to keep them safe. If four or more of the quicklings fall in battle, the remaining quicklings attempt to escape to warn Aedric and their other allies.

2 Quickling Zephyrs (Z) **Level 14 Lurker**
Small fey humanoid XP 1,000 each

Initiative +20 **Senses** Perception +10; low-light vision
HP 82; **Bloodied** 41
AC 30; **Fortitude** 26, **Reflex** 29, **Will** 23
Speed 12, climb 6; see also *blinding speed* and *unstoppable*
⊕ **Short Sword** (standard; at-will) ♦ **Weapon**
+19 vs. AC; 1d6 + 9 damage.
Blinding Speed (move; recharge ☹ ☹ ☹) ♦ **Illusion**
The quickling zephyr moves up to 12 squares and becomes invisible until it attacks or until the end of its next turn.
Combat Advantage
If the quickling zephyr has combat advantage against its target, it deals an extra 2d6 damage and dazes the target (save ends) on a successful melee attack.
Unstoppable
A quickling zephyr ignores difficult terrain and can move across any solid or liquid surface.
Alignment Evil **Languages** Elven
Skills Acrobatics +26, Bluff +13, Stealth +21
Str 12 (+8) **Dex** 28 (+16) **Wis** 17 (+10)
Con 22 (+13) **Int** 16 (+10) **Cha** 12 (+8)
Equipment short sword

4 Quickling Runners (R) **Level 9 Skirmisher**
Small fey humanoid XP 400 each

Initiative +13 **Senses** Perception +7; low-light vision
HP 96; **Bloodied** 48
AC 24 (28 against opportunity attacks); **Fortitude** 20, **Reflex** 24, **Will** 20
Speed 12, climb 6; see also *fey shift* and *quick cuts*
⊕ **Short Sword** (standard; at-will) ♦ **Weapon**
+14 vs. AC; 1d6 + 7 damage.
⊕ **Quick Cuts** (standard; at-will) ♦ **Weapon**
The quickling moves its speed. At any two points during its move, the quickling makes a melee basic attack at a -2 penalty. A quickling cannot use this power while immobilized or slowed.
Fey Shift (standard; encounter)
The quickling runner shifts 10 squares.
Maintain Mobility (minor; recharge ☹ ☹ ☹)
An immobilized quickling runner is no longer immobilized.
Alignment Evil **Languages** Elven
Skills Acrobatics +21, Bluff +9, Stealth +16
Str 9 (+3) **Dex** 24 (+11) **Wis** 17 (+7)
Con 16 (+7) **Int** 14 (+6) **Cha** 10 (+4)
Equipment short sword

DEVELOPMENT

Any quicklings that attempt to flee and warn Aedric about intruders must travel through a series of long, winding tunnels to reach the next encounter area (see **Encounter RT2**, page 112). Allow the adventurers 3 rounds to catch up with and stop the quicklings before the quicklings pull ahead and escape into the next encounter. Once a quickling runs into the southern tunnel, a PC must be within 6 squares of the creature to gain line of sight in the twisting tunnels.

If any of the quicklings escape from this cavern and evade pursuit, then the creatures in the next encounter are warned about the presence of the adventurers and prepare accordingly.

FEATURES OF THE AREA

Illumination: Dim light, provided by the remains of the Ivory Tree of Winter roots embedded in the walls of the passage.

Ceiling: The tunnel's ceiling is 20 feet high.

Poisonous Thorns: Each square of trees contains a 10-foot-high wall of thorns. The wall can be pushed through and is considered difficult terrain. The thorns block line of sight. Each time a creature enters a square of thorns, he or she takes 5 poison damage. Creatures that ignore difficult terrain (such as the quickling zephyrs) are not affected by this poison damage.

Cold-Hearted Curse: This affects all creatures in the cavern, as per the sidebar on the facing page.



ENCOUNTER RT2: THE ROOM OF SONG

Encounter Level 13 (4,300 XP)

SETUP

Aedric, banshrae warrior (B)
4 banshrae dartswarmers (D)
2 stone-eye basilisks (S)

After several minutes of travel through twisting tunnels, the adventurers arrive at this chamber.

Braila, the dryad briar witch, once used this cavern as her living quarters, heating it with a fire pit and staying in it when she wasn't nurturing her cutting of the Ivory Tree of Winter. The invading fey, however, led by the banshrae warrior Aedric, turned Braila and her battlebriar companion to stone. Now this area serves as the banshrae warrior Aedric's base of operations as he works to destroy the new growth of the Ivory Tree of Winter. Along with the banshrae warrior, four banshrae dartswarmers and two stone-eye basilisks occupy this chamber.

If any of the quicklings escaped from **Encounter RT1**, they are also here when the adventurers arrive.

The adventurers enter the chamber from behind the statue tile, in the northwest portion of the map.

When the adventurers approach the entryway, read:

The fluting sound you heard before becomes louder, and you feel a strong breeze blowing from up ahead. Eventually, the tunnel ends at an archway, with elaborate carvings that transform the constant wind blowing across them into a loud, haunting melody.

A shattered door lies on the ground at the archway. Beyond, the path is nearly blocked by a tangle of gray stone briars in the rough form of a large four-legged creature. Flames flicker from somewhere past the stone statue, and the odor of burned flesh mingles with the constant breeze.

Perception Check

DC 18 *Over the sound of the constant wind, you can barely hear the grunting of a great beast inside the chamber ahead.*

DC 23 *Those aren't just petrified briars—it's a creature that has been turned to stone. Crouched beside it is a petrified humanoid form—a dryad.*

DEVELOPMENT

If any of the quicklings managed to escape from the previous chamber and evade the pursuing adventurers, they ran to this chamber to warn Aedric. In this case, add the quicklings to the battle and note that Aedric is prepared for the arrival of the adventurers.

If the adventurers can approach the chamber without Aedric's knowledge, then the encounter plays out as described in "Tactics" on the facing page.

After the adventurers defeat Aedric, they have a chance to learn a bit more about what is going on here. See "Features of the Area" for additional information about Aedric's plans. As long as the adventurers don't destroy the statues, then they can rescue Braila. Doing this requires a Remove Affliction ritual. If the adventurers don't have access to this ritual, a scroll can be found in the next encounter.

Banshrae Warrior (B)		Level 12 Skirmisher
Medium fey humanoid		XP 700
Initiative +14	Senses Perception +8; low-light vision	
HP 121; Bloodied 60		
AC 26; Fortitude 22, Reflex 24, Will 22		
Speed 8		
⊕ Slam (standard; at-will) +17 vs. AC; 1d8 + 4 damage.		
⊕ Staggering Palm (standard; recharges after the use of <i>mantid dance</i>) +17 vs. AC; 2d8 + 4 damage, and the target is stunned until the end of the banshrae warrior's next turn.		
↘ Blowgun Dart (standard; at-will) ⊕ Weapon Ranged 5/10; +17 vs. AC; 1d4 + 6 damage.		
Melee Agility (minor, usable immediately after hitting with a melee attack; at-will) The banshrae warrior shifts 1 square.		
Mantid Dance (move; recharge ☹ ☹ ☹ ☹) Until the end of its next turn, the banshrae warrior gains a +2 bonus to all defenses and all noncritical ranged attacks automatically miss it.		
Skirmish +2d8 If, on its turn, a banshrae warrior ends its move at least 4 squares away from its starting point, it deals an extra 2d8 damage on its melee attacks until the start of its next turn.		
Alignment Unaligned	Languages telepathy 20	
Str 18 (+10)	Dex 23 (+12)	Wis 15 (+8)
Con 17 (+9)	Int 14 (+8)	Cha 20 (+11)
Equipment blowgun, darts		

2 Stone-Eye Basilisks (S)		Level 12 Soldier
Large natural beast (reptile)		XP 700 each
Initiative +9	Senses Perception +13	
Baleful Gaze Any creature within 5 squares of a stone-eye basilisk that attacks the basilisk is slowed until the end of its next turn. This effect doesn't rely on the target seeing the basilisk.		
HP 126; Bloodied 63		
AC 28; Fortitude 26, Reflex 22, Will 22		
Immune petrification		
Speed 4		
⊕ Bite (standard; at-will) +17 vs. AC; 2d8 + 5 damage.		
↙ Petrifying Gaze (standard; at-will) ⊕ Gaze Close blast 3; +17 vs. Fortitude; the target is slowed (save ends). <i>First Failed Saving Throw:</i> The target is immobilized (save ends). <i>Second Failed Saving Throw:</i> The target is petrified (no save).		
Alignment Unaligned	Languages —	
Skills Stealth +12		
Str 20 (+11)	Dex 12 (+7)	Wis 14 (+8)
Con 22 (+12)	Int 2 (+2)	Cha 8 (+5)

4 Banshrae Dartswarmers (D) **Level 11 Artillery**

Medium fey humanoid

XP 600 each

Initiative +11 Senses Perception +7; low-light vision

HP 89; Bloodied 44

AC 23; Fortitude 20, Reflex 23, Will 22

Speed 8

Ⓛ Slam (standard; at-will)

+13 vs. AC; 1d8 + 3 damage.

➤ Blowgun Dart (standard; at-will) ♦ Weapon

Ranged 5/10; +16 vs. AC; 1d10 + 6 damage, and the target is dazed and takes a -2 penalty to attack rolls (save ends both).

⚡ Dart Flurry (standard; recharge ⓁⓁⓁⓁⓁⓁ) ♦ Weapon

Close blast 5; +16 vs. AC; 1d10 + 6 damage, and the target is dazed and takes a -2 penalty to attack rolls (save ends both).

Alignment Unaligned

Languages telepathy 20

Str 16 (+8)

Dex 22 (+11)

Wis 15 (+7)

Con 17 (+8)

Int 14 (+7)

Cha 20 (+10)

Equipment blowgun, darts

TACTICS

As the adventurers push past (or break through) the statue to enter the chamber, the creatures within are alerted to their arrival.

The stone-eye basilisks move forward first, using *petrifying gaze* against as many targets as possible. They place themselves in position to take the brunt of the adventurers' initial charge, forming a front line that the banshrae dartswarmers can fight behind.

The banshrae dartswarmers stay behind the basilisks (to avoid their gaze), using *blowgun darts* to daze the adventurers. They save *dart flurry* for use against groups of adventurers that move past the basilisks.

Aedric begins the encounter by making a Stealth check to become hidden. He then waits for an adventurer to move past the front line formed by the basilisks. When this occurs, he moves forward and uses *staggering palm*, falling back and recharging it on his next turn with *mantid dance*. He is a liar and a coward, surrendering if he becomes bloodied or all his allies are defeated.

If questioned, Aedric slyly confesses to what he has done, but tells the adventurers that they're too late to do anything about it. If the adventurers destroyed Braila's petrified body to enter the chamber, he takes great pleasure in pointing that out to them.

FEATURES OF THE AREA

Illumination: Bright light, from the fire pit. If the fire pit is extinguished, the Ivory Tree root fragments embedded in the walls provide dim light.

Ceiling: The arched ceiling is 30 feet high.

Windsong: Due to the loud fluting of the wind through the carved doorway, all Perception checks made in this room related to sound receive a -5 penalty. Other than the telepathic banshrae, creatures must shout to be heard over the constant rush of wind.

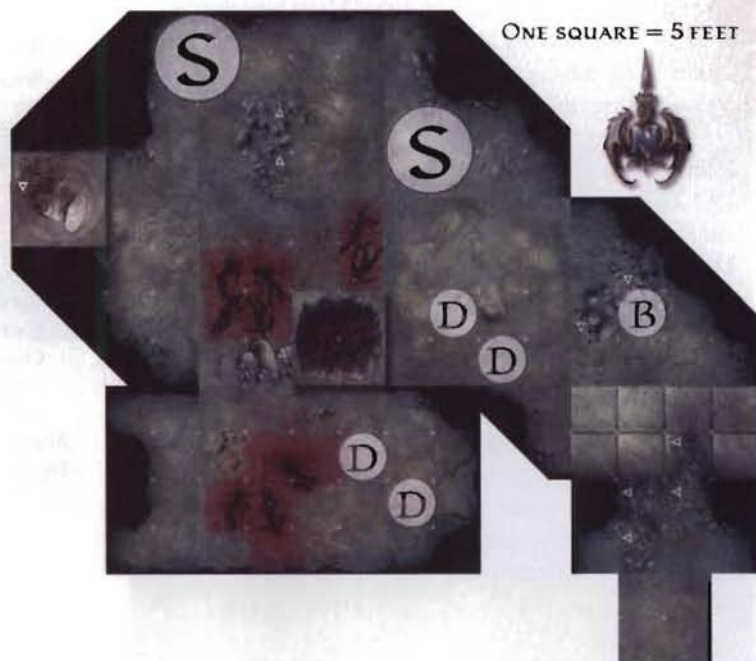
Petrified Guardians: The petrified bodies of the dryad briar witch and a battlebriar block the doorway. All 4 squares of the statue tile are difficult terrain. As a standard action, a character can attempt a DC 18 Athletics check to smash through the stony tangle, clearing up to 2 adjacent squares. Unfortunately, this action kills Braila the dryad and the battlebriar.

Corpse Piles: Braila acquired these rotting spriggan corpses as fuel for her magic fire pit. Previously stacked neatly, they have been scattered by the attacking fey.

Fire Pit: This magic fire pit burns only meat and leaves wood untouched. Any creature that enters this 4-foot-deep pit or starts its turn there takes 2d6 + 5 fire damage. Its bottom is lined with the burning corpses of spriggans.

Cold-Hearted Curse: This affects all creatures in the cavern, as per the sidebar on page 110.

Treasure: Aedric carries a pouch containing 9,500 gp in assorted gems and a satchel holding a map showing the location of this part of the Feydark with the notations "Braila must be stopped," "the Ivory Tree of Winter must be destroyed," and "Don't stand in front of basilisks."



ENCOUNTER RT3: WRETCHED ANGER

Encounter Level 15 (6,700 XP)

SETUP

Gorios, adult wretch dragon (D)

2 quickling zephyrs (Z)

3 will-o'-wisps (W)

Braila spent decades in this cavern, growing and tending to a cutting of the Ivory Tree of Winter. The tree makes this portion of the huge, forested cavern too cold for other plants to grow, filling the chamber with wintry air.

Convinced by Aedric to help destroy a thing of beauty, Gorios the wretch dragon slowly chews through the trunk of the magic tree. The dragon has chewed through half of the trunk by the time the adventurers reach this cavern. The dragon knows that Aedric expects to keep the tree trunk as treasure, but the cold-hearted curse has inspired Gorios to kill Aedric and bring the tree trunk back to his fomorian masters.

If Gorios hears fighting in the other room, he doesn't move to investigate; anyone who kills Aedric for him saves him the trouble.

The adventurers approach this chamber from the north. As the adventurers enter the area, they readily spot the wretch dragon. Keep the other creatures hidden until the adventurers notice them or the creatures attack.

When the adventurers enter the cavern, read:

The passage opens onto an immense forested cavern. The clearing ahead is dim and cold, with a deep and empty fire pit and a large patch of ice near its middle. Dead thorny plants line the clearing. A repulsive, malformed dragon squats like a massive toad as it chews through the trunk of a shimmering white tree.

Perception Check

DC 26 You notice faint tendrils of glowing mist curling out from the thorns in a couple of places.

DC 31 You see a small, fast fey darting among the thorns across the clearing.

ROLEPLAYING GORIOS

"Did you kill that annoying banshrae for me?" the misshapen dragon asks. "If so, you have my undying gratitude. In return, you may leave now, and we shall never have to test our battle skills against each other."

"Still here?" the dragon sneers. "Then I shall have the pleasure of destroying you as I am destroying this hated tree."

TACTICS

Gorios moves forward and uses his *breath weapon* on a cluster of adventurers, teleporting them into the thorny pit. Against distant foes, the dragon uses *wretched curse* to pull targets closer, utilizing the ice patch to accelerate their movement into the thorny pit if possible (see "Features of the Area").

The quickling zephyrs prefer to attack at the fringe of combat, using *blinding speed* and *unstoppable* to circle around through the thorns and gain combat advantage. They stay well away from the dragon until after Gorios becomes bloodied (to avoid being caught in the dragon's *burst of filth*).

The will-o'-wisps illuminate once battle begins. They use *luring glow* to drag adventurers into the thorny bushes or the pit. They find this hilarious, but flee if the adventurers defeat Gorios. They follow the characters at a distance to bedevil them at some later point in their adventures.

Adult Wretch Dragon (D)	Level 17 Elite Brute
Large fey magical beast (dragon)	XP 3,200

Initiative +14	Senses Perception +21; darkvision	
HP 400; Bloodied 200; see also <i>burst of filth</i>		
AC 30; Fortitude 29, Reflex 30, Will 30		
Resist 10 necrotic, 10 psychic		
Saving Throws +2		
Speed 8, climb 8 (spider climb), fly 6 (hover)		
Action Points 1		
Ⓢ Bite (standard; at-will) ♦ Necrotic	Reach 2; +19 vs. AC; 2d6 + 5 damage, plus ongoing 10 necrotic damage (save ends).	
Ⓢ Claw (standard; at-will)	Reach 2; +19 vs. AC; 1d8 + 5 damage.	
Ⓢ Draconic Frenzy (standard; at-will)	The dragon makes a bite attack and a claw attack.	
Ⓢ Wretched Curse (minor; at-will) ♦ Fear, Psychic	Ranged 10; +18 vs. Will; 1d8 + 2 psychic damage, and the target is pulled 2 squares.	
Ⓢ Breath Weapon (standard; encounter) ♦ Psychic, Teleportation	Close blast 5; +18 vs. Reflex; 3d10 + 4 psychic damage, and the target teleports 5 squares to an unoccupied space on solid ground of the dragon's choosing. Miss: Half damage, and the target does not teleport.	
Ⓢ Burst of Filth (free, when first bloodied; encounter) ♦ Necrotic, Psychic	Close burst 3; +18 vs. Fortitude; 2d10 + 7 necrotic damage, and the target is dazed and takes ongoing 10 psychic damage (save ends both).	
Alignment Evil	Languages Draconic, Elven	
Str 21 (+13)	Dex 23 (+14)	Wis 27 (+16)
Con 19 (+12)	Int 20 (+13)	Cha 14 (+10)

3 Will-o'-Wisps (W)

Small fey magical beast

Level 10 Lurker

XP 500 each

Initiative +15 Senses Perception +11; low-light vision

HP 57; Bloodied 28

AC 22; Fortitude 19, Reflex 24, Will 22

Resist insubstantial

Speed fly 6 (hover; altitude limit 2)

⊕ Glimmer Wisp (standard; at-will) ⊕ Radiant

Reach 2; +13 vs. Reflex; 2d6 + 6 radiant damage.

⊕ Spirit Drain (standard; usable only while illuminated; see fey

light; encounter) ⊕ Healing, Psychic

Reach 3; targets a bloodied creature; +12 vs. Fortitude; 2d8 + 3 psychic damage, and the target is weakened (save ends). The will-o'-wisp regains 14 hit points.

◀ Luring Glow (standard; usable only while illuminated; see fey light; at-will)

Close burst 20; targets one creature that is not blinded; +13 vs. Will; the target is pulled 3 squares and dazed (save ends).

Blink Out (immediate reaction, when the will-o'-wisp is missed by an attack; at-will) ⊕ Teleportation

The will-o'-wisp darkens and teleports 5 squares (see fey light).

Fey Light (free 1/round; at-will)

A will-o'-wisp illuminates or darkens its light. The will-o'-wisp's light is equivalent to that of a torch. The will-o'-wisp must be illuminated to attack. While darkened, the will-o'-wisp has concealment and can make a Stealth check to become hidden.

Alignment Evil

Languages Elven

Skills Stealth +16

Str 4 (+2)

Dex 22 (+11)

Wis 12 (+6)

Con 13 (+6)

Int 8 (+4)

Cha 18 (+9)

2 Quickling Zephyrs (Z)

Small fey humanoid

Level 14 Lurker

XP 1,000 each

Initiative +20 Senses Perception +10; low-light vision

HP 82; Bloodied 41

AC 30; Fortitude 26, Reflex 29, Will 23

Speed 12, climb 6; see also *blinding speed* and *unstoppable*

⊕ Short Sword (standard; at-will) ⊕ Weapon

+19 vs. AC; 1d6 + 9 damage.

Blinding Speed (move; recharge ☐☐☐☐☐☐) ⊕ Illusion

The quickling zephyr moves up to 12 squares and becomes invisible until it attacks or until the end of its next turn.

Combat Advantage

If a quickling zephyr has combat advantage against its target, it deals an extra 2d6 damage and dazes the target (save ends) on a successful melee attack.

Unstoppable

A quickling zephyr ignores difficult terrain and can move across any solid or liquid surface.

Alignment Evil

Languages Elven

Skills Acrobatics +26, Bluff +13, Stealth +21

Str 12 (+8)

Dex 28 (+16)

Wis 17 (+10)

Con 22 (+13)

Int 16 (+10)

Cha 12 (+8)

Equipment short sword

block line of sight. Each time a creature enters a square of thorns, he or she takes 5 poison damage. Creatures that ignore difficult terrain (such as the quickling zephyrs) are not affected by this poison damage.

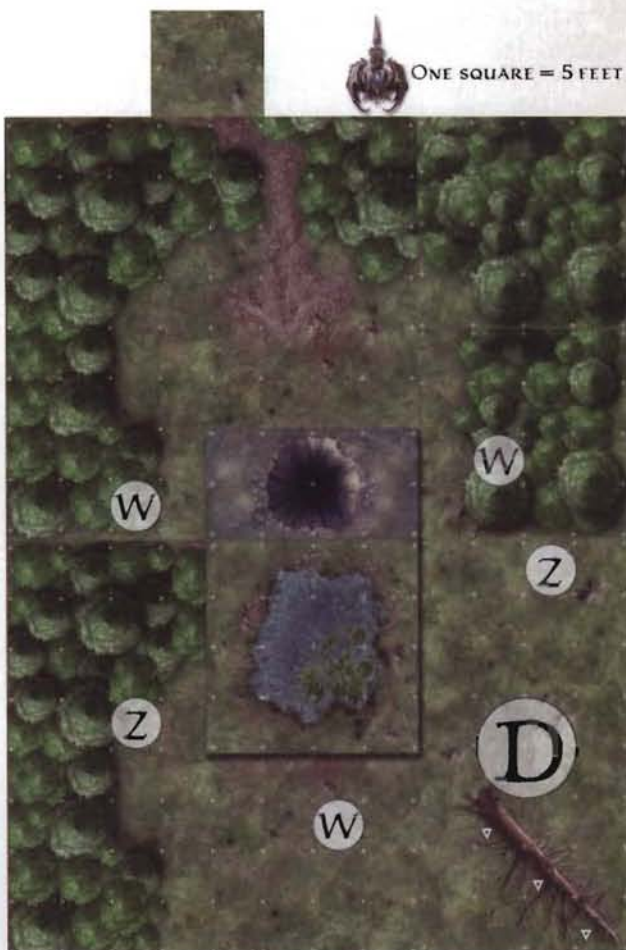
Thorny Pit: A 10-foot-deep pit stands near the center of the room. Anyone entering a square of the pit takes 5 poison damage; a creature that falls into the pit takes 1d10 + 5 damage from the fall. Climbing out of the slippery pit requires a DC 20 Athletics check.

Ice Patch: Any Medium or smaller creature that enters a square of ice moves 1 additional square in the same direction before resuming its normal movement. (This effect applies to normal and forced movement alike.) Any creature that ends its turn on a square of ice must succeed on a DC 20 Acrobatics check or fall prone.

Cold-Hearted Curse: This affects all creatures in the cavern, as per the sidebar on page 110.

Treasure: After defeating the wretch dragon and saving the Ivory Tree of Winter, the adventurers can discover a hidden cache of equipment among its branches (DC 23 Perception check). In addition to a number of mundane adventuring items, the cache includes a level 14 magic item and a level 15 magic item, as well as a scroll of Remove Affliction. If the adventurers also rescue Braila, the dryad gives them 140 pp and two *potions of vitality* for their efforts.

ENCOUNTER RT3: WRETCHED ANGER

**FEATURES OF THE AREA**

Illumination: Dim light, provided by the Ivory Tree of Winter root fragments embedded in the walls of the passage.

Ceiling: The arching ceiling is 30 feet high.

Poisonous Thorns: Each square of trees contains a 10-foot-high wall of thorns. The wall can be pushed through and is considered difficult terrain. The thorns

THE SHADOWDARK

THE BLACK, the Deep Chill, the World Tomb, the Soul Cold—those who have walked its freezing halls struggle for words that define the Shadowdark. The place clings to the heart as icy bitterness and in the mind as a haunting pall. Its soul-chilling nature lingers deeper than the unwholesome coldness felt on the surface of the Shadowfell, and it translates into a true freezing of water and blood in its black tunnels.

The Shadowdark is an otherworldly realm of legend, a chilling grave that buries many alive, and a quiet darkness that snuffs all hope. The unending gloom of the Shadowdark entombs strange places. Some mirror the Underdark locations of the world, while others bring new evils into being.

In the murky depths of the Shadowdark, any map is an epitaph for what was and offers only false promises. Travelers find their way by feel in the darkness. Even those using lights travel blind in the numbing cold, and they must intuit the path that does not lead to a quick death. Magic can help lost souls, and certain natives gain a hypersensory knowledge of their whereabouts, but the Shadowdark remains a treacherous place where even the rock betrays you.

This chapter presents the following topics.

- ◆ **Denizens of the Shadowdark:** A sample—the tip of the proverbial iceberg—of the creatures that explorers can expect to find here.
- ◆ **Geography and Phenomena:** Features that set the Shadowdark apart from every other realm in existence.
- ◆ **Typical Shadowdark Encounter:** An odd alliance between dark stalkers and undead attracts the characters' attention.
- ◆ **Glimmer, City of Secrets:** Home base of the incanabula—humanoids who employ bizarre and brutally cruel methods in their quest for knowledge.
- ◆ **Esarham, Graveyard of Demons:** A place that couldn't possibly exist, yet . . .
- ◆ **Lathan, River of Souls:** Where the dead go to await the Raven Queen—or some far worse fate.
- ◆ **Tower of Dark Secrets:** A dungeon delve for paragon tier characters, in which the adventurers travel to the Shadowdark and engage a group of incunabulum kidnapers on their own turf.



DENIZENS OF THE SHADOWDARK

Dark ones, incunabula, and undead populate the murky Shadowdark. Even as the lore-seeking incunabula expand their stores of knowledge and undead hunt for new prey, rumors of shadow dragons tempt those who seek challenges (and treasure) beyond that found in the world. Would-be adventurers stumble across more than they expect when they venture into the frigid depths of the Shadowdark.

DARK ONES: DEDICATED SERVITORS

Unlike the shadar-kai, dark ones take well to life in the Shadowdark. Even when separated from their masters, the dark ones act as servants to more powerful creatures. Whether acting as spies for incunabula or envoys for undead, dark ones take naturally to the role of underling. Drow might be the only masters that dark ones avoid—perhaps because they learned harsh lessons by serving as messengers between the shadar-kai and the drow cities of the Deeps.

DARK GUIDES

Level 11 Encounter (XP 3,100)

A trio of dark stalkers leads a duergar and his retinue of legion devils through the Shadowdark on his way to (or from) an important meeting with other powerful creatures. One dark stalker carries a map or similar clue pointing the way toward those creatures.

- ◆ 3 dark stalkers (level 10 lurker, MM 49)
- ◆ 1 duergar hellcaller (level 12 artillery, MM2 94)
- ◆ 6 legion devil hellguards (level 11 minion, MM 64)

INCUNABULA: INSCRUTABLE LOREMASTERS

Incunabula are enigmatic humanoids that live in silent, tomblike cities beneath the Shadowfell. They toil in narrow corridors and low-ceilinged chambers by the light of flaring oil lanterns. Some spend hours each day cataloging their ever-increasing store of knowledge on reams of parchment made from the skin of the dead. Others spend similar lengths of time sifting facts, no matter how minor, from captured souls, corpses, undead, and kidnapped living creatures. When questioning living humanoids, incunabula might submit enemies to a ritual of interrogation called the Unveiling that ends with the victim's death.

The incunabula collect their trove of secrets for a future need. This hoarded knowledge does not consist of mind-shattering truths, but rather everyday minutiae stolen from the minds of the recently dead. Each fragment of such knowledge amounts to little.

But like their lord Vecna, the incunabula believe that each tiny piece of recorded information is a single thread in a much vaster tapestry of understanding. When the subtle threads connecting the whole are finally recognized and the weave is understood in its entirety, the revealed lore could provide Vecna with the lever he requires to begin the next cosmic revolution—one that, he hopes, places him on top.

Incunabulum lairs and cities such as Glimmer (page 124) contain allied sentient undead (liches, mummies, and the like) that are similarly eager to glean forgotten knowledge.

Incunabula are described in more detail beginning on page 146.

The level 15 encounter on page 147 describes a typical group of incunabula and their companions.

UNDEAD: ETERNAL SEEKERS

Like the rest of the plane, the subterranean realms of the Shadowfell are haunted by undead creatures, from wandering hordes of zombies to restless wraiths. Many of the undead that roam the Shadowdark seek to distance themselves from the living, so encounters with undead that actively hunt living prey—such as ghouls and vampires—are rare.

Specters and voidsoul specters infest the Shadowdark, frequently allying themselves with creatures even more evil than they are. Nightwalkers lurk in the Shadowdark, as do the bodaks they create.

Powerful undead such as liches travel to the Shadowdark to build lairs and recruit allies.

EXPLORERS IN SHADOW

Level 14 Encounter (XP 5,800)

A lich serving Orcus, Vecna, or another evil master leads a small group of servants through the Shadowdark, searching for a lost item of great power. The lich might offer to trade information in lieu of a fight.

- ◆ 1 human wizard lich (level 14 elite controller, MM 176)
- ◆ 1 shield guardian (level 14 soldier, MM 149)
- ◆ 2 wailing ghosts (level 12 controller, MM 117)
- ◆ 1 shadow snake (level 16 skirmisher, MM 240)

OTHER DENIZENS OF THE SHADOWDARK

Groups of shadar-kai enter the Shadowdark on exploratory missions or on raids, but rarely seek to establish a long-term presence.

Darkmantles flutter through the Shadowdark in search of prey. They are used as sentry animals by dark ones or other denizens of the Underdark.

Shadow snakes create nests in gloomy caverns of the Shadowdark, and mighty shadow hulks carve tunnels in a paltry reflection of Torog's original journey through the darkness.

VISITORS TO THE SHADOWDARK

Although explorers visiting the Shadowfell are rare enough, those who seek out the dark caverns beneath the land of the dead are virtually unknown.

GEOGRAPHY AND PHENOMENA

Weak points in the boundaries between the world and the Shadowfell occur far more frequently in the Underdark than on the surface, but they're more difficult to find due to the shifting nature of both subterranean realms. The King's Highway offers the most stable means of finding the way to the Shadowdark (and the way out), but it's not the safest.

In the Shadowfell, passage to the Shadowdark works much like discovering the Underdark in the world. In fact, many locations where the surface and the Underdark connect are reflected in the Shadowfell.

Regardless of the means, the signs of passage remain largely the same. One step into the Shadowdark, and torches dim, breath fogs, and a chill plays over the skin and down the spine. Two steps into the Shadowdark, and the fog coils like tormented ghosts and the chill deepens in the gut as a feeling of foreboding. Beyond that, the rock appears to loom with leering faces of death, and the air grows cold.

Once they are seen or experienced, most Shadowdark phenomena and terrain features can be identified and their effect discerned with a DC 25 Arcana check unless otherwise noted.

GLOOM

As in the Shadowfell on the surface, the Shadowdark mutes light sources, reducing the radius illuminated by 50 percent. For example, a torch illuminates 2 squares instead of 5; a lantern illuminates 5 squares instead of 10. Magical light sources are unaffected.

THE KING'S HIGHWAY

In the Shadowdark, the King's Highway is a zig-zagging, sideways slash of wide corridors. The shattered rock retains the sharpness of its edges as if Torog had cut through it yesterday. This haunted thoroughfare allows the denizens of the realm access to one another. They battle to control and fortify its crucial access points. Possession of

Agents of Orcus explore the Shadowdark to spy on the incunabula, to raise armies of undead, or to search for the Raven Queen's secret name.

The drow seek to establish strongholds in the Shadowdark, as well as alliances with the incunabula. Most believe that the enmity between drow and shadar-kai leads the servants of Lolth to search for any method possible of undermining the influence of the Raven Queen's favored people.

territory along the King's Highway is a temporary matter, as soldiers of the dead kingdoms retreat before the onslaught of still more terrible forces.

GODSROCK

No divine entity can enter the underworld without in some way dying or taking on an aspect of death. Some live again when they exit the land of the dead, but all leave pieces of themselves behind. Even the King that Crawls could not escape this reality.

As Torog stabbed like a knife into the heart of death's realm, it slashed back into him. Where fragments of Torog's bones struck the earth, formations called godsrock sprouted. These columns of chalky material resemble limestone and rise from the floor at irregular intervals.

These stony pillars share an echo of Torog's physical and mental endurance with nearby living creatures, but also mete out excruciating pain to those wracked by other conditions.

At least one faction of incunabula seeks to locate and record the position of every fragment of godsrock in the Shadowdark. If they know the reason for gathering this information, they aren't sharing it.

A godsrock fragment typically occupies an area of 3 to 9 contiguous squares. It can be identified with a DC 25 Dungeoneering or Religion check.

Effect: A typical square of godsrock is 3 to 10 feet in height, and it can function as cover or blocking terrain, depending on height. Living creatures adjacent to a square of godsrock gain a +2 bonus to Fortitude and Will. In addition, any living creature that fails a saving throw while adjacent to godsrock takes 5 necrotic damage per tier.

Usage: Adding godsrock to an encounter with several creatures that use powers requiring saving throws allows the necrotic damage to come into play, while also providing living characters with a benefit (as long as they stay near the godsrock, of course).

STYGIAN WATERS

Through the Shadowdark, turbid waters seep and pool. Tears, cold sweat, venom, and black blood flow like water in whispering rivulets and growling torrents. Ice threatens to still these stygian liquids, creeping in from cold stone and bobbing at the surface. Some rivers, lakes, and seas freeze solid in the chill depths of the Shadowdark. Waterfalls die or lie comatose, with water pumping only weakly under a skin of ice.

Few mortal creatures swim such strange currents, but undead abound. The waters contain the bodies and spirits of creatures of the Underdark connected to water in life and chained to it in death. The stygian waters claim any waterborne beings that died with bitter words on their lips, dark thoughts in their minds, or whose heart's last beat echoed cold.

TERRAIN AND HAZARDS

The Shadowdark offers many of the same dangers as the Shallows and the Deeps of the Underdark, and also boasts horrors unique to the Shadowfell. In addition to the Shadowfell terrain features described on pages 51–52 of *Manual of the Planes* (darklands, necromantic seepage, and umbral taint), the following terrain and hazards exist in the Shadowdark.

CAUGHT BREATH

In several areas of the Shadowdark, the warm breath of living creatures freezes in the air, forming tinkling crystals. This is no mere fog. Each exhalation curls out and then halts in midair. Beards and mustaches swiftly become rimed with ice, and glinting frost collects all around the head and shoulders.

An area of caught breath fills an encounter-sized cavern, though the icy exhalations appear to drift through the Underdark on imperceptible winds and can also be encountered in narrow tunnels or areas of much larger chambers. Caught breath can be identified with a DC 20 Dungeoneering check.

Effect: Creatures in an area of caught breath take a -10 penalty to Stealth checks. Creatures that don't breathe (such as angels, constructs, living constructs, and undead) do not take this penalty.

Usage: Caught breath has a limited impact on combat, so its placement is more flavorful than dangerous. Placing it in an area where the characters have incentive to move quietly—perhaps forcing them to take a more elaborate and perhaps dangerous path—can add to the tension of a scene.

DEATH FROST

The deep cold and magical nature of the Shadowdark combine to produce an unnatural threat to life called death frost. This sparkling black frost clings anywhere, forming in places of great cold and death.

Death Frost

Level 13 Obstacle

Hazard

XP 800

Black frost creeps across the cold stone, hungry for the warmth of life.

Hazard: This hazard consists of an area of 2 to 5 contiguous squares. When a living creature moves adjacent to a square of death frost, the hazard grows outward.

Perception

◆ DC 21: The character spots the dark sparkling of light reflecting off a black sheet of frost on a surface.

Additional Skills: Arcana or Dungeoneering

◆ DC 23: The character recognizes and identifies the danger before moving adjacent to the death frost.

Trigger

When a living creature enters a square adjacent to the death frost or starts its turn there, the hazard attacks.

Attack

Opportunity Action Melee

Target: The triggering creature

Attack: +16 vs. Fortitude

Hit: 2d8 + 6 cold and necrotic damage.

Miss: Half damage.

Effect: The death frost increases in size to include the space of the triggering creature.

Countermeasures

◆ An attack that deals fire or radiant damage to a target in an area of death frost, or a burst or a blast that deals fire or radiant damage in an area of death frost, renders the entire hazard inert until the end of the attacker's next turn.

◆ A character can melt or scrape away the death frost in 1 square of his or her space by making a successful DC 23 Thievery check as a standard action.

◆ A campfire or similar blaze destroys the death frost in its square and squares adjacent to it after an hour of burning.

HUNGRY VOID

Some places in the unending night below sap existence as well as light and warmth. These hungry voids give creatures in them a disorienting feeling of falling away from their bodies. Light cannot dispel this effect because it is the area and not the shadows that unravel the threads of life. A creature in a hungry void is closer to death than elsewhere.

A hungry void typically fills an area 5 to 10 squares on a side, but some hungry voids—said to reflect the sites of epic battles in the Underdark—can be much larger. A hungry void can be identified with a DC 20 Dungeoneering check.

Effect: Bright light in a hungry void is automatically reduced to dim. A creature in a hungry void takes a -1 penalty to death saving throws. A bloodied creature that ends its turn in a hungry void square takes 2 necrotic damage per tier.

Usage: A hungry void accelerates the slide from bloodied to unconscious to dead, making any dangerous encounter more terrifying for the characters.

SOUL SHARD CLUSTERS

Remnants of living creatures slain in the Shadowdark linger as soul shards, and often these shards congregate into clusters. Some of the shards resemble ghostly versions of the creatures they were in life, while others appear as ephemeral skulls. Death giants covet soul shards, using them to fuel their powers.

A soul shard cluster encountered in the Shadowdark fills a 3-square-by-3-square area. It can be identified with a DC 25 Dungeoneering or Religion check.

Effect: A soul shard cluster has no substance, doesn't block movement or line of sight, and can't be attacked or damaged in any way.

Any living, nonshadow creature within the space of a soul shard cluster takes a -2 penalty to attack rolls and all defenses. A living creature within the space of a soul shard cluster can attempt a hard Religion check as a standard action to draw on the energy of the soul shard, regaining hit points if the check succeeds as if it had spent a healing surge. Success dissipates the soul shard cluster temporarily, but it reforms somewhere else nearby within hours or days. A creature can't retry the check.

Usage: The presence of a soul shard cluster could be the only warning characters have before a death giant attacks them.

CREATING NEW SOUL SHARDS

When a living creature fails a death saving throw in the Shadowdark, a soul shard manifests in that creature's square (or in 1 square of its space for Large or larger creatures). It remains in that square until the end of the encounter.

If the creature doesn't die, the soul shard disappears at the end of the encounter. If the creature dies, the soul shard becomes permanent (until gathered by a death giant or similar creature). Even if the creature later returns to life, its soul shard remains in the Shadowdark.

ICEGLOOM CHART

An *icegloom chart* offers an effective means of finding one's way about the Shadowdark. This magic map is made of a platter-sized slab of ice roughly 3 inches thick. Barely visible channels and bubbles in the ice constantly reshape themselves to resemble a map, though it defies any attempt to decipher the layout unless activated.

Icegloom Chart

Level 10

This heavy slab of smoky ice is filled with a webwork of cracks and air bubbles that display a tiny world of caves.

Wondrous Item 5,000 gp

Property: This hunk of ice never melts, though it can burn like wood. It has 50 hit points.

Power (Daily): Standard Action. By closely examining the *icegloom chart*, you can determine a path to a desired location within the Shadowdark. The path doesn't reveal any hazards or enemies between you and the location, nor is it guaranteed to be the shortest route available. The chart details one possible path from your current site to the desired location. Once activated, this path remains apparent until you take an extended rest.



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TYPICAL SHADOWDARK ENCOUNTER

Encounter Level 10 (2,500 XP)

SETUP

- 2 battle wights (W)
- 2 dark stalkers (S)
- 2 zombie hulks (Z)

Two dark stalkers—mercenaries hired by a fomorian lord—have forged an uneasy alliance with a pair of battle wights and their zombie servants after the two groups clashed here a few days ago (resulting in the destruction of three chillborn zombies working for the wights). With little more than an alliance of convenience linking them, each group plans to eventually betray the other.

The adventurers either wander into this situation by accident as they explore the Shadowdark, or they are sent to discover what this alliance is up to by local residents of this area of the Shadowdark.

The adventurers approach this chamber from the west. None of the monsters are immediately visible.

When the adventurers see the corpses, read:

Three decomposing corpses lie upon the floor. A pool of brackish water dominates the northern edge of the chamber while several clumps of stalagmites jut from the floor. The stench of death hangs heavily in the air.

Perception Check

DC 10 *The three corpses have long, clawlike fingernails and sharp fangs.*

DC 15 *You hear the echoing clink of armor from somewhere in the darkness.*

2 Battle Wights (W)		Level 9 Soldier
Medium natural humanoid (undead)		XP 400 each
Initiative +7	Senses Perception +3; darkvision	
HP 98; Bloodied 49		
AC 25; Fortitude 22, Reflex 18, Will 22		
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant		
Speed 5		
Ⓢ Soul-draining Longsword (standard; at-will) ♦		
Necrotic, Weapon		
+15 vs. AC; 1d8 + 5 necrotic damage, and the target loses a healing surge and is immobilized (save ends).		
⤴ Soul Reaping (standard; recharge Ⓜ Ⓜ) ♦ Healing, Necrotic		
Ranged 5; affects an immobilized target only; +12 vs. Fortitude; 2d8 + 5 necrotic damage, and the battle wight regains 10 hit points.		
Alignment Evil	Languages Common	
Skills Intimidate +14		
Str 20 (+9)	Dex 13 (+5)	Wis 9 (+3)
Con 18 (+8)	Int 12 (+5)	Cha 20 (+9)
Equipment plate armor, heavy shield, longsword		

2 Dark Stalkers (S)		Level 10 Lurker
Small shadow humanoid		XP 500 each
Initiative +14	Senses Perception +7; darkvision	
HP 81; Bloodied 40; see also <i>killing dark</i>		
AC 24 (see also <i>dark step</i>); Fortitude 21, Reflex 24, Will 23		
Speed 6		
Ⓢ Scimitar (standard; at-will) ♦ Weapon		
+15 vs. AC; 1d8 + 5 damage (crit 1d8 + 13).		
⤴ Dagger (standard; at-will) ♦ Weapon		
Ranged 5/10; +15 vs. AC; 1d4 + 5 damage.		
⚡ Dark Fog (standard; sustain minor; encounter) ♦ Zone		
Area burst 4 within 10; creates a zone of darkness that blocks line of sight (creatures with darkvision ignore this effect).		
⚡ Killing Dark (when reduced to 0 hit points)		
Close burst 1; targets enemies; each target is blinded (save ends). When slain, a dark stalker explodes in a spout of darkness.		
Combat Advantage		
The dark stalker deals an extra 2d6 damage on melee and ranged attacks against any target it has combat advantage against.		
Dark Step (move; at-will)		
The dark stalker moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.		
Invisibility (minor; recharge Ⓜ Ⓜ Ⓜ Ⓜ) ♦ Illusion		
The dark stalker becomes invisible until the end of its next turn.		
Alignment Unaligned	Languages Common	
Skills Stealth +15, Thievery +15		
Str 12 (+6)	Dex 21 (+10)	Wis 14 (+7)
Con 15 (+7)	Int 14 (+7)	Cha 19 (+9)
Equipment black garments, scimitar, 4 daggers		

2 Zombie Hulks (Z)		Level 8 Brute
Large natural animate (undead)		XP 350 each
Initiative +2	Senses Perception +3; darkvision	
HP 88; Bloodied 44; see also <i>rise again</i>		
AC 20; Fortitude 23, Reflex 17, Will 18		
Immune disease, poison; Resist 10 necrotic;		
Vulnerable 10 radiant		
Speed 4		
Ⓢ Slam (standard; at-will)		
Reach 2; +12 vs. AC; 2d8 + 5 damage.		
⤴ Zombie Smash (standard; recharge Ⓜ)		
Reach 2; targets a Medium or smaller creature; +12 vs. AC; 4d8 + 5 damage, and the target is knocked prone.		
Rise Again (the first time the zombie hulk drops to 0 hit points)		
Make a new initiative check for the zombie hulk. On its next turn, the zombie hulk rises (as a move action) with 44 hit points.		
Alignment Unaligned	Languages —	
Str 21 (+9)	Dex 6 (+2)	Wis 8 (+3)
Con 18 (+8)	Int 1 (-1)	Cha 3 (+0)

TACTICS

The monsters let their prey enter the chamber and approach the corpses before revealing themselves and attacking.

When the battle wights issue the command to attack, the zombie hulks lumber forth. One rises from the pool of water, while the other emerges from behind the stalagmites to pound enemies with *zombie smash*. Each battle wight fights in tandem with a zombie hulk to concentrate on a single opponent.

The dark stalkers begin the encounter hidden (DC 25 Perception to spot). They unleash *dark fog* to break up the party's lines of sight. They use *dark step* and *invisibility* to slip past the front line so they can attack targets in the back rank.

Though the stalkers and the undead are technically allies, neither side risks danger to assist its temporary comrades. A lone, bloodied monster remaining on either side flees, with no regard for its one-time allies.

AFTERMATH

One of the dark stalkers carries a ransom note demanding payment in magic and secrets for the return of a spy captured by their master. Tasked with delivering it to a nearby city of incunabula, the stalkers lost their way and sought to use the battle wights to track down the city's location. Delivering the note any time in the next week allows the incunabula to act on it, and it likely results in them owing the adventurers a favor.

Quest XP: 500 XP (minor quest) plus 500 gp for delivering the ransom note in time.

FEATURES OF THE AREA

Illumination: Darkness; there is no illumination in this cavern.

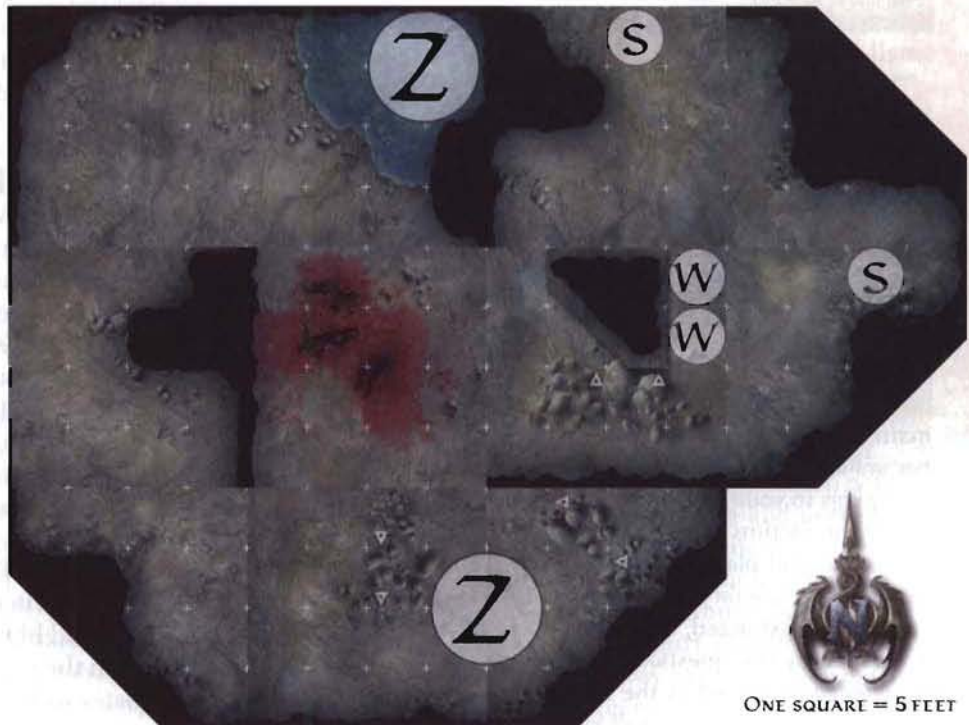
Cold: This cavern is very cold. Although the chill does not adversely affect the adventurers unless they spend more than 8 hours here (see *Dungeon Master's Guide*, page 159), sounds seem strangely muted in the cavern.

Ceiling: The ceiling is 15 feet high throughout the cavern.

Bloody Remains: The squares containing corpses or blood (the squares of red) are difficult terrain. In addition, any creature entering one of these squares must succeed on a DC 15 Acrobatics check or fall prone.

Stalagmites: Squares containing stalagmites (AC 5, Fortitude 10, Reflex 5; hp 40) are difficult terrain. Characters in such squares gain cover.

Pool: This pool of brackish water is 10 feet deep and has been infected by necrotic energy. Any non-undead creature that enters the pool gains vulnerable 10 necrotic (save ends). The wights know of this effect and use it to their advantage.



GLIMMER, CITY OF SECRETS

For paragon tier and epic tier characters

The incunabulum city of Glimmer lies upon a broad island in a half-drowned vault deep within the Shadowdark. The waves of the surrounding sea roll across the city-isle's bone-strewn shore. Most visitors reach Glimmer by way of ferry. Pale cavelight rings the island, illuminating hundreds of wide catacomb mouths that lead deeper inside. The failed majesty of a much older, fallen city is heaped above the winding entrances to Glimmer like a crown of broken spires.

CITY DISTRICTS

Glimmer is a city of winding streets, low-ceilinged plazas lit by corpse-lights, and stony silence broken by occasional muffled cries of an ongoing interrogation.

THE GROTTO (ENTRY DISTRICT)

Incunabulum gondoliers pole slender ferries from the edge of the drowned vault to the island containing the city of Glimmer. The three largest catacomb mouths are flooded, allowing watercraft unrestricted access. Inside, the catacombs open into the largest chamber of the city—the “port” where ferries and small ships come to dock.

Visitors from mundane worlds find the great bazaar that fronts the docks filled with all manner of oddities from across the Shadowfell, the world, and

THE UNVEILING

The Unveiling is the prosaic name that incunabula give to their interrogation process. It is “final” because living creatures subject to the process die, while dead souls and undead are destroyed (but see below). The victim gives up every piece of information he or she possesses, no matter how minor or petty. The process involves a ritual not unlike the one used by incunabula to pass inherited wrappings to young incunabula. However, unlike in that ritual, the victims of the Unveiling have their organs drawn out and placed in jars, even as their bodies are shrouded in funerary wrappings. The brain is the final organ to be extracted; instead of being stored in a jar, it is eaten by the questioner, who gains the complete knowledge possessed by the victim. The questioner has 12 hours to choose among all knowledge so gained and record it on parchment before it all fades.

In some cases, creatures subject to the Unveiling rise as a variety of undead, depending on the skill and intent of the questioner.

planes more distant. Many of the shops sell secret lore and hidden knowledge, each one specializing in a niche area of knowledge. Representative shop signs include “Eladrin Death Songs,” “Sunken Islands of Tharnasia,” “Conspiracies of the Purple Masters,” “Misplaced Keys,” and so on.

Several inns are located in the Grotto, including Cloak and Soul, Tongs, and Fisher's Rest. Travelers are not made to feel too unwelcome when they walk into the common rooms of any of these places. Still, visitors who make enemies in Glimmer could discover that even the most secure rented room probably contains a secret door that allows entry to a stealthy incunabulum.

At best, Glimmer is indifferent to strangers. Newcomers can find lodging, trade, and perhaps answers to vexing questions. However, visitors who allow themselves to be led too far astray from the main streets of the city are never heard from again. Rumors suggest that the missing fall victim to unscrupulous incunabula who couldn't resist interrogating the strangers for their secrets.

Sometimes groups wake to discover that one of their number has been stolen away. Other times entire parties fail to return to the common room after their rest. Those taken in this manner wake strapped to a shadowy, gurgling device. Their fate is to undergo the Unveiling.

THE HOWLING (LIBRARY DISTRICT)

Libraries are the heart of incunabulum culture, so it's no surprise that the largest interconnected catacomb tunnels are stuffed with intricately constructed shelves overflowing with scrolls of incunabulum-made parchment. Each scroll is dense with lore, and most of it is utterly trivial. However, buried amid the dross are real gems, such as the location of a king's lost treasury, the true name of a powerful demon, or the answer to the riddle carved on the side of an obsidian mountain tumbling through the Elemental Chaos.

A loose hierarchy of incunabula controls the flow of information in Glimmer. The Lady of Secrets is the head librarian of Glimmer, and she is ensconced in the central library of the Howling. She coordinates with incunabula in other locations who keep similar collections. One day, Vecna might demand an accounting, and the incunabula stand ready to answer.



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The Howling derives its name from the constant, though faint, shrieking of bodiless ghosts that haunt the catacombs. These sad calls are the only remnants of souls of the dead that fell into the hands of incunabulum inquisitors instead of making their way to the court of the Raven Queen.

GLIMMER KNOWLEDGE

Streetwise DC 15: Glimmer is a city lost somewhere in a half-drowned vault in the Shadowdark. Visitors arrive by ferry and must pay a fee of one secret, no matter how minor or personal, to the gondoliers.

Streetwise DC 25: Glimmer is not instantly lethal to outsiders and travelers, making it a sought-after destination within the inhospitable environment of the Shadowdark. The city is known for the secrets that can be bought within its narrow, tomblike confines.

Streetwise DC 30: Glimmer's inhabitants, called incunabula, wear shrouds of tight cloth wrappings, as if imitating mummies, making it difficult to pick them out from undead mummies, liches, and similar monsters that also inhabit the city. Aside from the native incunabula and undead, Glimmer hosts a variety of other races and creatures native both to the Shadowfell and the world.

THE COURT (NOBLES DISTRICT)

Among incunabula, status and prestige are paramount. Those in Glimmer who have accomplished great things are accorded titles, stipends, and the respect of their peers. Decorated achievers reside in the Court in individual housing, instead of the rude mausoleumlike tenements most incunabula inhabit.

Though minor shrines to Vecna exist throughout Glimmer, his largest temples are in the Court. Glimmer is one of the few places in the world and its echoes where the Vecna cult appears so openly. Most incunabula revere the god of secrets, and many serve their lord actively. In the Court, nobles are conspicuous about their service and undertake elaborate rituals every day (involving the interrogation of a soul, a living victim, or an unwilling undead creature). Incunabula from other neighborhoods are common in the Court, despite their lack of title; they are on their way to or from one of the two largest temples to Vecna.

PEOPLE, GROUPS, AND SITES

The rule of Glimmer is officially shared between Masarma Brum, the Lady of Secrets in the Howling, and Feliano Neme, the High Priest of Vecna in the Court. Despite the fact that both are putatively working toward the same end, each constantly plots against the other in a never-ending secret war of innuendo and assassination.

Day-to-day control of Glimmer falls to the White Hand, which is composed of dozens of squads of undead under the command of an incunabulum keeper. The White Hand answers to both Masarma and Feliano, but in practice some squads are loyal to the Lady of Secrets and others to the High Priest.

Egas Abreu the Parchment Maker is one of the most sought-after incunabula in Glimmer. Most agree that the quality of his parchment is superior to all others, both for its archival qualities and its color and feel under the quill.

The Mouth of the Oracle is a natural stone arch set up in a wide plaza. Mist fills the arch, and from it constantly issue whispers, words, and portions of slurred speech in every language known (plus quite a bit of what must be gibberish, since no one can understand it). Stepping through the arch appears to have no effect. The Mouth was brought to Glimmer as an object of research, then became an item of curiosity. No sound from the arch has ever been construed as a message, a warning, or anything consequential. Still, some can't resist searching for meaning in the Mouth's word stream.

ORIGIN OF THE INCUNABULA

Vecna is lord of the incunabula, having lured them into his service with a promise of access to knowledge unending; however, he was not their creator. The incunabula already possessed the means to satisfy their curiosity by interrogating the living and the dead for the least scrap of knowledge. According to incunabulum legend, the race came into being thanks to the ancient First Shroud, the initial wrapping that the Ancestor used to encase his body and thus absorb the knowledge imprinted upon it. The First Shroud was, according to incunabulum legend, taken from the swaddling grave clothes of a child of Nerull. (Nerull was the original lord of the dead who served in that role until he was unseated by the Raven Queen.)

Though they commonly ally with undead, incunabula do not aspire to immortality through undeath. Doing so would preclude their wrappings from being used to form the next generation.

Twenty-one lines of incunabulum heredity are currently recognized. Each is traced through inherited wrappings and is distinguished by a surname.

Incunabulum surnames are similar to mundane family names. Many recognized lines have gone extinct over the centuries (once, there were as many as thirty-three lines).

PHYSICAL QUALITIES

Incunabula are humanoids who wrap themselves in long strands of ancient, magically preserved cloth. The wrappings are not merely an odd cultural affectation; once an incunabulum dons a particular set of wrappings during a special coming-of-age ritual (which shares many features with the process of mummification), the strands of cloth become an integral portion of the incunabulum's body.

When an incunabulum dies, only its wrappings are salvaged. Those wrappings are divided, and from them two or three additional sets are prepared. These recycled wrappings are given to young incunabula who undergo their own coming-of-age rituals. In this way, fragments of secret knowledge and power are passed from one generation to the next. The wrappings possess bits of memory that stem from the first of the incunabula line.

Over their wrappings, incunabula gild themselves with rings, bracelets, circlets, and other adornments, frequently taken from the bodies of those they have selected for interrogation. One can roughly



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reckon the power and knowledge of an individual incunabulum by the quality of his or her adornment.

An incunabulum lives for two or three hundred years, or longer for those who have learned the secrets of enhanced longevity.

MONSTER THEME: INCUNABULUM AGENT

Incunabula use the Unveiling ritual to draw out all vestiges of knowledge and secrets within a creature's memory, and also to create loyal undead servants or allies. Some of these are mere mummies, but the Incunabulum Agent theme can be applied to almost any monster to create a new undead ally.

Incunabula prefer using the process to create humanoid agents, although it functions perfectly well on beasts and magical beasts as well. So far, the incunabula have failed to apply the effect to animates (such as skeletons and golems) or to insubstantial creatures (such as wraiths), though experiments continue.

Monsters of any role can benefit from the Incunabulum Agent theme, with lurkers and controllers making particularly good specimens. Creatures commonly used by the incunabula as agents include Underdark and Shadowfell natives such as dwarves, drow, shadar-kai, dark creepers, purple dragons and shadow dragons, wights, bodaks, and umber hulks.

Creatures that have the Incunabulum Agent theme appear partly wrapped in funerary linens.

Origin: The creature's origin becomes shadow.

Keyword: The creature gains the undead keyword.

Skill Modifications: +2 bonus to Arcana, Insight, or Stealth skill checks.

ATTACK POWERS

Creatures that have the Incunabulum Agent theme favor attacks that pin foes down so they can be dealt with later by the use of additional force or a follow-up attack. The powers available in this theme favor monsters that have direct attacks.

CONDITION THE SUBJECT

Condition the subject is a good way to enhance the ability of lurkers, soldiers, and brutes that have limited attack powers. A bodak skulk can use *condition the subject* with its *slam* (which also weakens the target) so its bodak reaver ally can use its *death gaze* on foes that are not only immobilized but also weakened.

Condition the Subject (minor; usable only while adjacent to an immobilized enemy; encounter)

Until the end of the encounter, the creature can make two melee basic attacks as a standard action against immobilized enemies. While this power is active, the creature can make only basic attacks. The creature can end this power at any time with a free action.

CONFUSING SECRET

Give this power to lurkers, soldiers, or brutes that have allies that can slow or immobilize opponents. A drow warrior can pick the time to launch its *rapier* attack with *confusing secret* to be certain its target is adjacent to at least one other ally.

† **Confusing Secret** (standard; encounter) ♦ **Charm**

The creature makes a melee basic attack against a slowed or immobilized target. If this attack hits the target, the target must make a melee basic attack against a creature of the attacker's choice as a free action.

HALTING SHOT

This power gives the allies of an artillery monster, a controller, or a lurker the ability to focus their attacks on locked-down foes. A cyclops storm shaman can use *halting shot* with its *tempest orb* so that its chimera ally can use its *dragon breath* on foes that can't move out of the blast area.

† **Halting Shot** (standard; encounter) ♦ **Charm**

The creature makes a ranged at-will attack. If this attack hits, the target is immobilized until the end of the target's next turn.

INQUISITOR'S GLARE

When this power is given to a controller, it widens the creature's threat potential. A bearded devil might unleash its *inquisitor's glare*, greatly enhancing the harmful effect of its *glaive*.

◀ **Inquisitor's Glare** (standard; recharge [ii]) ♦ **Gaze, Psychic**

Close blast 3; targets enemies; level + 3 vs. Will; the target is slowed (save ends). *First Failed Saving Throw:* The target is immobilized (save ends).

UTILITY POWERS

These powers enhance a creature or allied creature's attacks or help protect the creature against attacks.

ALL THE ANSWERS

Give this power to monsters that are allied with incunabula or with other creatures that can immobilize foes. Gnoll huntmasters that hurl their axes from a safe distance at already immobilized characters might become great threats to the characters.

All the Answers

Immobilized enemies grant this creature combat advantage.

MARTIAL SECRET

Martial secret is the defensive lore that all incunabula share, so allied incunabulum-themed creatures are also likely to possess it. Rakshasas, with their deceptive veils, make great incunabulum-themed monsters because they can hide their wrappings (as well as their tiger's visage). When the truth becomes known, *martial secret* allows them to avoid at least one punishing cut.

Martial Secret (immediate interrupt, when hit by a melee attack or a close attack; at-will)

The triggering attacker rerolls the attack roll with a -2 penalty.

ESARHAM, GRAVEYARD OF DEMONS

For paragon tier and epic tier characters

As any beginning student of divine lore can tell you, an afterlife for demons is impossible and inconceivable. Yet in the overheated, mist-obscured reach of the Shadowdark known as Esarham, unlucky explorers might stumble upon a final home for the souls of long-dead demons.

ESARHAM KNOWLEDGE

Arcana or Dungeoneering DC 15: Some who have explored the Shadowdark claim to have encountered undead demons.

Arcana or Dungeoneering DC 25: The trackless maze of tunnels known as Esarham contains the restless spirits of countless demons, cursed to eternal and pointless battle against one another.

Arcana or Dungeoneering DC 30: From time to time, the volcano at the center of Esarham erupts, destroying everything in the area. The demonic souls soon re-form to resume their incessant warfare.

FIRST SOULS OF THE ABYSS

When the Abyss brought itself into being, it created the first demons by corrupting primordials. Thus did Orcus, Demogorgon, and Baphomet come into existence. In turn, these early demon princes replicated their own corruption, fashioning their first demonic servants from mortal creatures. They would later master the crafting of more durable servants from the tumult of the Abyss, ensuring that the demons' essence would return to that realm upon their deaths. In the earliest days, that art was beyond their skill.

Consequently, the first demons were mortal, with souls that existed after the death of their physical forms. These souls passed into the Shadowfell, but without any god to claim them, their numbers began to accumulate beyond control. Horrific battles occurred, and the entire plane risked becoming an extension of the Abyss.

Eventually, the gods themselves interceded, though exactly which deities took action is subject to debate. Some claim it was the work of Nerull, the god of the dead preceding the Raven Queen, while others credit Torog for taking on the responsibility of overseeing these demonic souls.

Regardless, the demon princes gave up any responsibility for their early creations, allowing these demonic souls to languish eternally in the pitch-black prison of the Shadowdark. When not following their eternal impulse to destroy by waging an endless and pointless battle against one another, these restless spirits impotently plot to restore their status.

THE PYRE

Esarham consists of a trackless maze of tunnels, all leading toward a city-sized underground chamber. This chamber is called the Pyre after the perpetually erupting volcano at its center.

The Pyre belches smoke, molten rock, and magma. Some of the melted stone rushes down the side of the steaming peak to form red, steaming pools below. More of it explodes upward, attaching itself to the chamber's ceiling. There it rapidly cools, solidifying into a massive dark stalactite. Screaming demon faces appear in the stone, exhaling poisonous clouds.

After days or weeks of buildup, the stone column collapses down into the mouth of the volcano, blocking it off. The Pyre rumbles and thunders for a day or so. Then everything explodes once again, destroying everything unlucky enough to occupy the chamber and tunnels. The demonic souls re-form, resuming their incessant warfare, and the Pyre begins to build up once again, restarting the cycle of destruction.

“Demons don’t have souls, so they cease to exist upon death.”

—Joxam, human acolyte of Pelor

DEMONS OF ESARHAM

The demons cursed to existence within the tunnel-maze of Esarham appear and function much like other demons, with a few key differences. The Demon of Esarham theme below describes these changes.

In addition to mechanical changes, the demons of Esarham act a little differently from normal demons. They cannot leave the tunnels or central chamber of Esarham, even through teleportation or summoning. Such powers and rituals fail to affect the demon.

Demons of Esarham have developed the ability to contact distant agents by using a ritual or a magic item so that they can achieve goals well beyond their own reach. They promise these servitors great power and wealth in exchange for their efforts to undermine their own societies. Such agents have in the past been unmasked in cities of humans, eladrin, dwarves, drow, fomorians, and the incunabula of the Shadowdark.

Demon of Esarham Theme

Apply the following changes to convert any existing demon statistics block into a demon of Esarham.

Keyword: The creature gains the undead keyword.

Immune disease, poison

Vulnerable 5 radiant

Necrotic Touch

All untyped damage dealt by the demon's melee attacks becomes necrotic damage.

PROJECTIONS OF ESARHAM

Because the demons of Esarham have battled one another since shortly after the beginning of time, they yearn for fresh opponents. Few foes are foolish enough to come to their realm, where the demons can fight without fear of obliteration.

One common task assigned to Esarham agents is the creation of an area called a projection of Esarham. By performing a ritual of blood sacrifice, a lackey can, for a brief period, convert a discrete area into an extension of the demon realm. The demon controlling the lackey can transmit its essence, along with a small band of favored comrades, through space to the ritually prepared area.

Having set up the area, the lackey lures praiseworthy foes into it. When these foes arrive, the demons manifest anywhere within the projection. They can function normally within the projection of Esarham (as if they were still in that realm); if a demon is slain in a projection, it returns to Esarham to re-form itself. Once slain in a particular projection, a demon can never return to it.

The demons cannot cross the boundaries of the ritually prepared area (even involuntarily), so their lackeys strive to set up their battlegrounds in such a way that this restriction doesn't place the demons at a disadvantage. For example, boundaries might appear at a chamber's natural exits, but a projection would never bisect a large open area, since this arrangement would allow foes to stay safely on the other side of the boundary and pepper the demons with ranged fire.

Bored demons elaborately stage-manage these confrontations. Their objective is to divert themselves with a challenging fight: one that concludes with the lured foes' deaths. They instruct lackeys to install traps or stock the battle chamber with supplementary creatures. Demons compete to build battle projections with impressively bizarre terrain features.

UGALGA, KING OF ESARHAM

In life, Ugalga was perhaps the most destructive and evil of all the mortal demons. None of the demon princes agree on which one of them created him, and Ugalga recognizes none of them as his master.

Today, Ugalga exercises dominance—if not authority—over the demons of Esarham. He resembles a glabrezu, though his form is twisted and warped by an untold number of combats and volcanic destructions. He rules Esarham from atop the Pyre, where weaker demons (from evistros and mezzodemons to goristros and hezrous) work feverishly to construct a crude palace from rapidly cooling magma. These slaves race against the impending explosion of the Pyre, knowing the futility of their efforts.

Ugalga wants to be free to roam all existence, wreaking destruction as he did when first created. He suspends his natural loathing of mortals when presented with a possible plan to break him free from his Shadowdark prison. Adventurers might survive an interrogation with him by playing on this desire with a successful Bluff check.

5

SOUL ABATTOIR

For epic tier characters

Torog's torture den in the Shadowdark waylays the souls of those who die in the Underdark.

History: When he first crawled into the Shadowdark, Torog was pierced by a divine aspect of death that was drawn to his spark of divine power. From then on, Torog was responsible for the souls of mortals who die in the Underdark. He had a place built to shrive dead souls of their connection to the Underdark and send them on to the god of death.

Nerull, during his reign as god of death, accepted this incursion. It delivered souls to him already broken, ready for whatever torments Nerull had in mind. Once she seized power from Nerull, the Raven Queen looked less favorably on the Soul Abattoir. Unlike cruel Nerull, she sees no need for the suffering it inflicts on its unfortunate souls. Her legion of fanatical mortal followers, the Raven's Wings (*Dungeon Master's Guide 2*, page 167), has sworn to bring the Soul Abattoir to an end.

Description: The grim cathedral of Torog's Shadowdark torture den thrusts from a frozen underground plain. Its frost-coated steel spires resemble skeletal hands.

Six domes, each sculpted from iron ore into the shape of a howling skull, echo with shrieks of the tormented damned.

When a mortal dies in the Underdark, its soul migrates to a frigid pit within the Soul Abattoir. Here, sadistic immortals known as shivers collect the soul and send it to the torture chambers. Each successive chamber is more ghastly than the last. After the torture, a soul passes on, scarred for eternity but retaining no memories of the experience.

The shivers gleefully prize the rare opportunities to torture victims in the flesh. These unfortunates don't last long, and their souls return to the pit for lingering torment. Shivers spitefully recall every soul that ever escaped them. The further a soul was in its progression, the greater the shivers' anger.

Adventure Hooks: The characters are mostly likely to visit the Soul Abattoir in the epic tier.

- ◆ The characters want to rescue a soul trapped in the Soul Abattoir. The shivers will give it up only if the characters return a particular escapee.
- ◆ The Raven's Wings plan an assault on the Soul Abattoir. If the characters help, the Raven Queen promises them a second chance at life if they die.

LATHAN, RIVER OF SOULS

For paragon tier characters

Unable to find their way through the shifting stone of the Shadowdark, spirits roam its tunnels seeking a way to answer the call of their final fates. Eventually, these souls join more spirits of the fallen in their heedless rush to the end. Lone souls become twisted pairs, pairs become trickling rivulets of spirit-energy, and these trickles eventually coalesce into a veritable torrent of souls: the River Lathan.

The Lathan forms as streams of souls join together in a crevasse known as the Vale of Sighs. Here the moaning torrent becomes a true flow as spirits funnel through the narrowest part of the canyon, known in legend to many Underdark races as the Arrow's Notch. Beyond that point the Lathan behaves more like a river, but instead of water, its surface and depths are made of a rushing press of intertwined and glowing spirits.

None could mistake the River of Souls as it makes its haunting way across the Shadowdark. Its multicolored glow dispels the gloom that dominates the caverns, and its relentless moaning breaks the deathly quiet. To swim in the river's souls means sure destruction, but specially crafted boats can ply its flow, allowing creatures to cross it or use the Lathan to travel.

The Lathan runs its long course steadily upward, rising at times in reverse waterfalls. Eventually it empties into a vast cavern known as the Soul Slough. In this vast spiritual quagmire, the souls trapped in the Shadowdark await the Raven Queen's call. Those gifted with her call rise off the river like mist and whirl upward through a magic gate that opens a passage to the Raven Queen's domain, where the souls can receive their final judgment.

Devils frequently sail the Lathan to the Soul Slough to find souls that had been promised to them. They float atop the spirits in iron-keeled boats and fish spirits out with ghost-catching nets. Most of the time they catch the right ones, but they aren't above taking others when it seems like those souls won't be missed.

LATHAN KNOWLEDGE

Dungeoneering or Religion DC 15: A river of spirit-energy called the Lathan twists through the Shadowdark.

Dungeoneering or Religion DC 25: Devils sail the Lathan, using ghost-catching nets to fish out souls promised to them.

Dungeoneering or Religion DC 30: Most crossings built to bridge the Lathan don't last long, but the Worm Bridge, controlled by Bragarra the Bridge Witch, seems immune to the supernatural erosion that claims all other such structures.

THE LATHAN'S EFFECTS

Living creatures that dare enter the Lathan find their bodies buoyed up as in water and can swim in the environment. However, at the start of a living creature's turn, the current slides it 1 square toward the nearest shore.

Undead creatures find the Lathan to be an entirely different medium. They can't swim in it but can instead walk and otherwise move normally (as if the river weren't there). However, each round at the start of an undead creature's turn, it is slid 2 squares in the direction of the Lathan's flow.

Nonliving, nonundead creatures can move normally in the area of the Lathan, and its current does not slide them.

All creatures in the Lathan have concealment as though in water.

Creatures in the Lathan take 5 necrotic damage at the start of their first turn in the river. This damage increases by 5 for each round of continuous immersion in the River of Souls: In the second round in the Lathan, a creature takes 10 necrotic damage, it takes 15 necrotic damage in the third, and so on. Escape from the Lathan's area resets the necrotic damage to 5 in the first round of being immersed again. Few creatures can last for long while submerged in the deadly Lathan.

THE WORM BRIDGE

Only at one place along the Lathan does a permanent crossing exist: the Worm Bridge. All other bridges fall as if the river sought to depose them. The Worm Bridge succeeds where others fail because its master, Bragarra the Bridge Witch, controls it constantly to keep it from being dashed to pieces by the turmoil of the Lathan.

The bridge is crafted from the corpse of a purple worm whose long body forms a tunnel through the water to reach the other side. On either end stand a pair of nightmares chained to the dead beast, and dark stalkers lurk nearby, ready to obey their master's commands. Nearly frozen and unable to move more than its head, the purple worm must be pulled up and down the river to compensate for the water's movement. The dark stalkers drive the nightmares to draw the worm taut for crossing, and sink its coils deep to avoid floating dangers.



Bragarra is a night hag who developed this crossing to garner her trade. She offers any creature safe passage across the river in exchange for a fortune in treasure and its three happiest memories. Most who make the bargain are poorer for it ever after. The incunabula are said to be extremely interested in Bragarra and the memories she might reveal if she were subjected to the Unveiling.

The Worm Bridge **Level 10 Elite Obstacle**
 Hazard XP 1,000

The gaping maw of an enormous undead purple worm forms the entrance to a covered bridge across troubled waters.

Hazard: This hazard consists of a 2-by-2-by-2-square space occupied by the purple worm's head. A creature can freely enter or exit the area, but it does so at its own peril.

Perception

◆ DC 18: The character spots movement in the purple worm and realizes it is undead.

Additional Skill: Arcana

◆ DC 21: The character recognizes the danger of the Worm Bridge, knows its effect, and understands its countermeasures.

Initiative +5

Trigger

The worm bridge attacks any creature not given permission to cross it by Bragarra. It attacks when a creature enters or leaves its head's space, and it attacks any creatures within 2 squares of its head's space on its initiative count.

Attack

Standard Action or Free Action **Melee**

Target: The triggering creature

Attack: +17 vs. AC

Hit: 2d6 + 5 damage, and the target is pushed 2 squares. A creature pushed behind the head is moved into its body, a 2-square-wide tunnel of dead flesh. Creatures in the body lack line of sight and line of effect to creatures outside the body. Damage dealt to the body does not harm the head (but it might let the Lathan in).

Countermeasures

◆ A character in the head's space can use a standard action to attempt a DC 21 Athletics check. On a success, the character can either keep the mouth open or closed. Either way, the Worm Bridge cannot attack until the end of the character's next turn.

◆ A character can attack the Worm Bridge's head (AC 24, other defenses 22; hp 220; resist 10 necrotic, resist 5 all). When the head is bloodied, it loses the ability to make attacks on its initiative count.

TOWER OF DARK SECRETS

Incunabulum agents have kidnapped scholars, explorers, and collectors from whatever city in the natural world works best in your campaign. These captives are brought through a portal to a lair in the Shadowdark. There, the incunabulum agents interrogate these captives by using the ritual of Unveiling.

The adventurers have tracked the kidnapers to a half-ruined tower on the outskirts of the city. From here, the adventurers will find their way to the Shadowdark.

Additional Information: Details about the ritual of Unveiling can be found on page 124.

Tiles: This delve uses one set of tiles from *DU4: Arcane Towers*™.

Levels: This dungeon delve works best for a party of five player characters from 13th to 16th level.

EXPANDING THE DELVE

To turn this delve into a longer adventure, consider these additions:

- ◆ Locating the ruined tower could involve a skill challenge and one or more fights against incunabulum agents.
- ◆ Add sublevels between **Encounter DS2** and **Encounter DS3**, with more incunabulum cultists and their undead allies.
- ◆ Incunabulum reinforcements arrive just after the adventurers finish **Encounter DS3** and take a rest. They include two keepers, a darkflame taskmaster (*Open Grave*, page 168), and a savage minotaur with the Incunabulum Agent theme (page 127).
- ◆ Add a red rune tile to **Encounter DS3**. This teleportation circle leads to a larger settlement of incunabula—perhaps even to the city of Glimmer.
- ◆ A “kidnapped” character known to the adventurers turns out to be a spy for Vecna and the incunabula, which leads to betrayals and political fall-out.

ENCOUNTER DS1: RUINED TOWER

Encounter Level 15 (6,400 XP)

SETUP

2 entropic reapers (E)

1 incunabulum keeper (K)

The incunabula use this ruined tower as a way station, transporting captives through a portal to the Shadowdark. A lone incunabulum keeper stands watch, accompanied by a pair of entropic reapers.

The outer door is locked (DC 25 Thievery to open). Alternatively, the adventurers can climb up to the ruined second floor (DC 18 Athletics), clear the collapsed stairwell (requiring about 10 minutes of work), and enter from above. The second plan alerts the creatures in the encounter to their presence.

When the adventurers view this area, read:

Despite the disrepair visible outside, the inside of this tower is tidy and well-kept. A bright crimson rune glows on the floor, flanked by a pair of hooded, scythe-wielding creatures. A third humanoid, wrapped in linen strips, stands at a table strewn with papers. A rickety set of stairs leads up to a nonexistent second floor.

Incunabulum Keeper (K)	Level 17 Soldier (Leader)
Medium shadow humanoid	XP 1,600
Initiative +14	Senses Perception +13; darkvision
White Hand Authority aura 2; one undead ally within the aura at the start of the incunabulum keeper's turn can make a melee basic attack as a free action.	
HP 167; Bloodied 83	
AC 33; Fortitude 30, Reflex 28, Will 29	
Resist 10 necrotic	
Speed 6	
◆ Sword of Keeping (standard; at-will) ◆ Psychic, Weapon +24 vs. AC; 2d8 + 7 damage plus 1d8 psychic damage, and the target is immobilized until the end of the keeper's next turn.	
⤵ Feed on the Vulnerable (minor; at-will 1/round) Ranged sight; targets one allied undead creature adjacent to an immobilized enemy. The next time the target makes a check to recharge a power, it makes an extra check as a free action.	
Keeper's Blazon (standard; encounter) Each ally within 5 squares of the keeper makes a basic attack against an immobilized enemy as a free action, provided the ally can both see and hear the keeper.	
Martial Secret (immediate interrupt, when the incunabulum keeper is hit by a melee attack or a close attack; encounter) The triggering attacker rerolls the attack roll with a -2 penalty.	
Alignment Evil	Languages Abyssal, Common, Supernal
Skills Arcana +16, Diplomacy +16, Insight +18	
Str 21 (+13)	Dex 19 (+12) Wis 20 (+13)
Con 23 (+14)	Int 16 (+11) Cha 16 (+11)
Equipment longsword	

2 Entropic Reapers (E) **Level 15 Elite Lurker**

Medium shadow humanoid (undead) XP 2,400 each

Initiative +15 Senses Perception +10; darkvision

HP 232; Bloodied 116

Regeneration 10 (if an entropic reaper takes radiant damage, regeneration doesn't function until the end of its next turn)

AC 31; Fortitude 29, Reflex 29, Will 27

Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant

Saving Throws +2

Speed 6

Action Points 1

Ⓢ **Umbral Scythe** (standard; at-will) ♦ Necrotic, Weapon

Reach 2; +20 vs. AC; 4d4 + 5 necrotic damage.

⬅ **Entropic Assault** (standard; at-will) ♦ Necrotic, Psychic, WeaponRequires scythe; close burst 2; 4d4 + 5 necrotic damage, the target is dazed (save ends). *First Failed Saving Throw:* The target is instead stunned (save ends). *Second Failed Saving Throw:* The target takes ongoing 10 psychic damage and is stunned (save ends both).⬅ **Eye of Impending Doom** (minor 1/round, at-will) ♦ Fear, Gaze, Psychic

Close burst 3; targets one creature; +18 vs. Will; the target takes 10 psychic damage if it attacks the entropic reaper (save ends).

⚡ **Shift into Nothing** (standard; at-will)The entropic reaper disappears, negating line of sight and line of effect to it for all creatures. At the start of its next turn, it returns to a square within 5 squares of the square it occupied when it last used *shift into nothing*.

Alignment Evil Languages Common

Skills Intimidate +14

Str 23 (+13) Dex 18 (+11) Wis 17 (+10)

Con 20 (+12) Int 16 (+10) Cha 14 (+9)

Equipment robes, scythe

TACTICS

The reapers open the battle with *eye of impending doom*, then launch *entropic assault* attacks on the intruders. They use *shift into nothing* to exit and reenter the fray constantly, making sure to reappear near the most vulnerable targets.

The incunabulum keeper stays near the middle of the room so that the reapers can benefit from its *white hand authority* aura. It seeks to immobilize enemies with its *sword of keeping*, then uses *keeper's blazon* to grant its allies a free basic attack.

FEATURES OF THE AREA

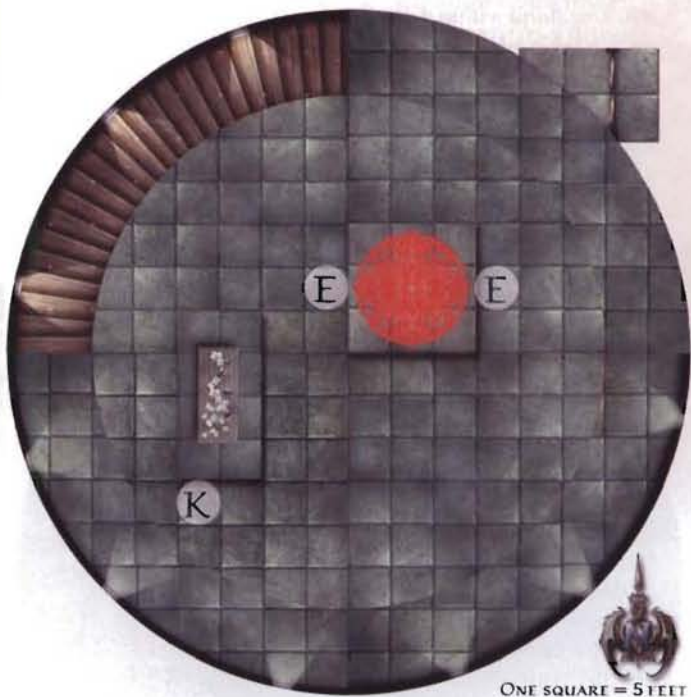
Illumination: Darkness. This room has no light sources. However, windows high on the tower walls allow whatever light might be available depending on the time of day to filter into the chamber as dim light. If the adventurers reach the tower at night, all that filters in from outside is more darkness.

Stairs: These rickety stairs are equally difficult to ascend or descend (difficult terrain). Any damage dealt to a square of stairs causes it and all adjacent squares to collapse.

Red Rune: This rune is part of a special Planar Portal ritual used by the incunabula to transport themselves and their captives to and from the Shadowdark. It functions as a permanent teleportation circle; characters must use a Planar Portal ritual to activate it.

Table: The table contains various papers and instruments. The papers indicate that prisoners are taken through the red rune to a hidden location in the Shadowdark. The adventurers also find a ritual scroll of Planar Portal and an ancient map (worth 5,000 gp) among the papers, an ornate silver mirror in the Bael Turath tradition (worth 7,500 gp), and a bag full of gems (worth 1,500 gp).

ENCOUNTER D51: RUINED TOWER



ENCOUNTER DS2: DARK CEREMONY

Encounter Level 16 (7,600 XP)

SETUP

- 1 blaspheme knight (K)
- 1 blaspheme soul vessel (B)
- 1 incunabulum cursebringer (C)
- 2 incunabulum slayers (S)

Before taking captives to the Chamber of Questions below, the incunabula subject them to a ceremonial “entombment” in this chamber. This, they believe, gives the subject a chance to meditate on his collected knowledge, which in turn should help with the extraction of that knowledge during the Unveiling.

An incunabulum cursebringer oversees this chamber, recording all travelers to and from the tower in the natural world. He greets and processes new arrivals, dissuading uninvited visitors with the help of two incunabulum slayers and a pair of blasphemers.

When the adventurers appear in this chamber, read:

This round chamber appears similar to the tower you just left. You stand within a glowing blue rune, with a paper-strewn table exactly where the last one stood. Instead of a rickety staircase, a closed trapdoor lies to the west of the table. A metal platform with attached winch sits across the room southeast of the table.

Three mummified humanoids stand around the room. Two hold wickedly sharp knives, while the third looks at you with a curious gaze.

Blaspheme Knight (K) Level 14 Soldier
Medium natural animate (construct, undead) XP 1,000

Initiative +13 **Senses** Perception +7; darkvision
HP 142; **Bloodied** 71
AC 30; **Fortitude** 26, **Reflex** 26, **Will** 26
Immune disease; **Resist** 10 necrotic, 10 poison; **Vulnerable** 10 radiant
Speed 6

① **Greatsword** (standard; at-will) ♦ **Weapon**
+21 vs. AC; 1d10 + 8 damage, and the target is marked until the end of the blaspheme knight's next turn; see also *blasphemous might*.

◀ **Sweeping Cleave** (standard; encounter) ♦ **Weapon**
Requires greatsword; close burst 1; +21 vs. AC; 2d10 + 8 damage, and the target is marked until the end of the blaspheme knight's next turn; see also *blasphemous might*.

Blasphemous Might (when a creature marked by the blaspheme knight makes an attack that doesn't include the knight)
Until the end of its next turn, the blaspheme knight deals 2d10 extra necrotic damage when it hits the marked creature.

Alignment Unaligned **Languages** Common
Str 25 (+14) **Dex** 18 (+11) **Wis** 10 (+7)
Con 22 (+13) **Int** 14 (+9) **Cha** 14 (+9)

Equipment ornate scale armor, greatsword

Blaspheme Soul Vessel (B) Level 15 Elite Controller
Medium natural animate (construct, undead) XP 2,400

Initiative +11 **Senses** Perception +11; darkvision
HP 292; **Bloodied** 146
AC 29; **Fortitude** 26, **Reflex** 26, **Will** 28; see also *will transfer*
Immune disease; **Resist** 15 necrotic, 10 poison; **Vulnerable** 10 radiant
Saving Throws +2
Speed 6

Action Points 1; see also *dominant action*

① **Mace** (standard; at-will) ♦ **Necrotic, Weapon**
+20 vs. AC; 2d8 + 6 necrotic damage.

⊗ **Arcane Sparks** (standard; at-will) ♦ **Fire, Necrotic**
Ranged 10; +19 vs. Reflex; 2d6 + 5 fire and necrotic damage.

Warring Wills

A blaspheme soul vessel's mind constantly struggles against the body it was placed in. At the start of the blaspheme soul vessel's turn, roll 1d6.

1-3: The body is dominant, and the blaspheme gains the *lifestealing mace* and *exert mind* powers (see *Body Dominant*, below).

4-6: The mind is dominant, and the blaspheme gains the *sphere of delusion* and *exert body* powers (see *Mind Dominant*, below).

Will Transfer (when the blaspheme soul vessel is hit by an attack vs. Will)

The attacker chooses whether the blaspheme soul vessel's body or mind is dominant until the end of the blaspheme's next turn.

Dominant Action

When a blaspheme soul vessel spends an action point, the creature determines whether its body or mind is dominant.

Body Dominant

⊕ **Exert Body** (minor 1/round; at-will) ♦ **Necrotic, Weapon**
The blaspheme makes a *mace* attack.

⊕ **Lifestealing Mace** (standard; at-will) ♦ **Necrotic, Weapon**
Requires mace; +20 vs. AC; 3d8 + 6 necrotic damage, and the target is dazed until the end of the blaspheme soul vessel's next turn.

Mind Dominant

⊗ **Exert Mind** (minor 1/round; at-will) ♦ **Fire, Necrotic**
The blaspheme soul vessel makes an *arcane sparks* attack.

⊗ **Sphere of Delusion** (standard; at-will) ♦ **Necrotic, Psychic**
Area burst 2 within 20; two attacks:

1: Targets enemies; +19 vs. Fortitude; 1d10 + 5 necrotic damage, and the target is blinded until the end of the blaspheme soul vessel's next turn.

2: Targets enemies; +19 vs. Will; 2d6 + 5 psychic damage, and the target is slowed (save ends).

Alignment Evil **Languages** Common

Skills Arcana +19, Religion +19

Str 24 (+14) **Dex** 18 (+11) **Wis** 18 (+11)

Con 18 (+11) **Int** 25 (+14) **Cha** 27 (+15)

Equipment chainmail, mace

TACTICS

The incunabula don't bother to ask questions before attacking, since they know they'll learn what they want more reliably by using the ritual of Unveiling later.

Incunabulum Cursebringer (C) **Level 16 Artillery**
Medium shadow humanoid XP 1,400

Initiative +15 **Senses** Perception +10; low-light vision

Whispers of Revulsion aura 1; each enemy that starts its turn within the aura is pushed 2 squares.

HP 123; **Bloodied** 61

AC 28; **Fortitude** 27, **Reflex** 29, **Will** 27

Speed 6

⊕ **Inquiring Grip** (standard; at-will) ♦ **Psychic**
+21 vs. Reflex; 2d6 + 4 psychic damage, and the target is immobilized until the end of the cursebringer's next turn.

⊕ **Curse of Creeping Doubt** (standard; at-will) ♦ **Psychic**
Ranged 20; +21 vs. Reflex; 2d8 + 7 psychic damage, and the target is immobilized (save ends).

⊕ **Curse Storm** (standard; recharge [2][2]) ♦ **Psychic, Zone**
Area burst 3 within 20; +21 vs. Reflex; 1d10 + 7 psychic damage, and the target is immobilized (save ends). The burst creates a zone of animated funerary wrappings that lasts until the end of the encounter. The zone is difficult terrain. Any creature that ends its turn in the zone is immobilized (save ends).

Martial Secret (immediate interrupt, when the incunabulum cursebringer is hit by a melee attack or a close attack; encounter)

The triggering attacker rerolls the attack roll with a -2 penalty.

Alignment Evil **Languages** Abyssal, Common, Supernal

Skills Arcana +15, Diplomacy +18, Insight +15

Str 18 (+12) **Dex** 24 (+15) **Wis** 14 (+10)

Con 21 (+13) **Int** 14 (+10) **Cha** 20 (+13)

2 Incunabulum Slayers (S) **Level 16 Lurker**
Medium shadow humanoid XP 1,400 each

Initiative +16 **Senses** Perception +10; low-light vision

HP 124; **Bloodied** 62

AC 30; **Fortitude** 29, **Reflex** 27, **Will** 29

Speed 6

⊕ **Inquisitive Dagger** (standard; at-will) ♦ **Psychic, Weapon**
+21 vs. AC; 2d4 + 9 psychic damage, and the target is immobilized until the end of the slayer's next turn.

⊕ **Digging for Answers** (standard; requires a dagger; recharge [2][2][2]) ♦ **Charm, Psychic, Weapon**

Targets an immobilized creature; +19 vs. Will; 2d4 + 4 damage plus 5d6 psychic damage. A target reduced to 0 hit points or fewer by this attack is dominated by the incunabulum slayer. A dominated target does not fall unconscious and does not need to make death saving throws. It dies only when reduced to negative hit points equal to its bloodied value. If the target under the slayer's control regains hit points so that it is no longer dying, or if the slayer drops to 0 hit points, the slayer's control of the target ends.

Martial Secret (immediate interrupt, when the incunabulum slayer is hit by a melee attack or a close attack; at-will)

The triggering attacker rerolls the attack roll with a -2 penalty.

Alignment Evil **Languages** Abyssal, Common, Supernal

Skills Arcana +17, Insight +15, Stealth +17

Str 21 (+13) **Dex** 19 (+12) **Wis** 15 (+10)

Con 22 (+14) **Int** 19 (+12) **Cha** 23 (+14)

Equipment dagger

The blaspheme knight takes on a heavily armored foe, marking that target with *greatsword* attacks. If it can reach at least two targets, it uses *sweeping cleave*.

The cursebringer opens with a *curse storm*, trying to immobilize foes for the slayers' *digging for answers* attack. At the same time, the cursebringer calls for the blasphemers' assistance, bringing these creatures clambering out of the pit.

FEATURES OF THE AREA

Illumination: Dim light, provided by the blue glowing rune.

Blue Rune: This rune is part of a special Planar Portal ritual used by the incunabula to transport themselves and their captives to and from the Shad-owdark. It functions as a permanent teleportation circle; characters must use a Planar Portal ritual to activate it.

Trap Door: This leads to the Pit of Entombment, a featureless 10-foot-deep pit where the incunabulum store new arrivals. It currently houses a pair of blasphemers.

Platform: An attached winch allows a character on this iron platform to lower it 1 square as a minor action. **Encounter DS3** is at the bottom of a 30-foot-deep shaft leading down from this room. Cutting the cable threaded through the winch (defenses 15; hp 20) sends the platform plummeting to the bottom of the shaft, alerting all creatures below.



ONE SQUARE = 5 FEET

ENCOUNTER DS3: THE UNVEILING

Encounter Level 17 (8,900 XP)

SETUP

- 1 incunabulum bone naga (N)
- 5 incunabulum thugs (T)
- 1 incunabulum inquisitor (I)
- 1 incunabulum keeper (K)

The incunabula use this large chamber to perform their grisly ritual of Unveiling. The grimlocks are part of a “social experiment” to determine whether the incunabula’s process of mummification can render these savage creatures docile enough to serve in delicate situations.

The bone naga begins the encounter behind the long shelf and out of sight of the adventurers. Like other creatures with the Incunabulum Agent theme (page 127), it appears mummified rather than skeletal, as normal.

Assuming the adventurers arrive in the normal manner by slowly descending upon the platform, the monsters here don’t suspect intruders until the platform fully descends. If the adventurers send the platform crashing down, the incunabula take up defensive positions until given the all-clear from above.

When the adventurers see this chamber, read:

A few bloodstains mar the orderly nature of this room. Tall shelves hold many books and scrolls, and a large table in the center of the room is covered with alchemical equipment. Three smaller tables each hold a partially eviscerated, half-mummified humanoid corpse.

Several burly mummies stand around the room holding greataxes, while two other linen-wrapped humanoids stand near the central table.

Perception Check

DC 20 *The half-mummified humanoids on the tables are still moving.*

5 Incunabulum Thugs (T) Level 18 Minion Brute

Medium natural humanoid (blind, grimlocks) XP 500

Initiative +10 Senses Perception +11; blindsight 10

HP 1 a missed attack never damages a minion.

AC 30; Fortitude 28, Reflex 26, Will 24

Speed 6

⊕ **Greataxe** (standard; at-will) ⊕ **Weapon**
+21 vs. AC; 12 damage (14 damage against a bloodied target).

All the Answers

Immobilized enemies grant this creature combat advantage.

Alignment Evil **Languages** Common, Deep Speech

Str 17 (+12) **Dex 12 (+10)** **Wis 15 (+11)**

Con 14 (+11) **Int 7 (+7)** **Cha 9 (+8)**

Equipment greataxe

Incunabulum Bone Naga (N) Level 16 Elite Controller

Large immortal magical beast (undead) XP 2,800

Initiative +11 Senses Perception +13; darkvision

Death Rattle (Necrotic) aura 2; an enemy that starts its turn within the aura is dazed.

HP 328; Bloodied 164

AC 30; Fortitude 32, Reflex 28, Will 29

Immune disease, poison; **Resist 20** necrotic; **Vulnerable 10** radiant

Saving Throws +2

Speed 7

Action Points 1

⊕ **Bite** (standard; at-will) ⊕ **Necrotic**

Reach 2; +20 vs. AC; 2d4 + 6 damage, and ongoing 5 necrotic damage (save ends). **Aftereffect:** The target is weakened (save ends).

⚡ **Death Sway** (standard; at-will) ⊕ **Necrotic**

Close burst 3; blind creatures are immune; +21 vs. Will; the target is dazed (save ends). If the target is already dazed, it takes 3d6 + 6 necrotic damage instead.

Martial Secret (immediate interrupt, when the incunabulum bone naga is hit by a melee attack or a close attack; at-will)

The triggering attacker rerolls the attack roll with a -2 penalty.

Condition the Subject (minor; usable only while adjacent to an immobilized enemy; encounter)

Until the end of the encounter, the bone naga can make two bite attacks as a standard action against immobilized enemies.

While this power is active, the bone naga can make only basic attacks. It can end this power at any time as a free action.

Alignment Unaligned

Languages Common, Draconic, Supernal

Skills Arcana +18, History +18, Insight +20, Religion +18

Str 22 (+14)

Dex 16 (+11)

Wis 20 (+13)

Con 28 (+17)

Int 20 (+13)

Cha 22 (+14)

TACTICS

The grimlock thugs rush the adventurers, making greataxe attacks as soon as possible. If one can catch multiple targets under a tipped shelf, it does so (see “Features of the Area”).

The bone naga uses its *death sway* whenever it won’t catch one of its incunabulum masters in the burst (the blind grimlocks and blindfolded victims are immune). If it can move adjacent to an immobilized foe, it uses *condition the subject* and then delivers two bite attacks against that foe each round.

The incunabulum keeper picks out a tough-looking foe to immobilize with *sword of keeping*. It uses *keeper’s blazon* as soon as possible.

The incunabulum inquisitor stays clear of the fight, immobilizing characters with *call to answer* and following up with *under the question*.

Incunabulum Inquisitor (I) **Level 18 Controller**
 Medium shadow humanoid XP 2,000

Initiative +12 **Senses** Perception +10; low-light vision
Binding Whispers aura 5; enemies within the aura are slowed and take a -2 penalty to saving throws.

HP 172; **Bloodied** 86

AC 32; **Fortitude** 30, **Reflex** 32, **Will** 30

Resist 10 necrotic

Speed 6

Ⓡ **Inquiring Grip** (standard; at-will) ♦ **Psychic**
 +22 vs. Reflex; 2d8 + 7 psychic damage, and the target is immobilized until the end of the inquisitor's next turn.

Ⓡ **Call To Answer** (standard; at-will) ♦ **Psychic**
 Ranged 10; +22 vs. Reflex; 1d10 + 7 psychic damage, and the target is immobilized (save ends).

Ⓡ **Under the Question** (standard; recharge ☐ ☐) ♦ **Charm, Psychic**

Ranged 10; targets an immobilized creature; +22 vs. Will; the target takes ongoing 15 psychic damage and is restrained (save ends both). A target reduced to 0 hit points or fewer by this attack's ongoing damage is dominated by the incunabulum inquisitor. A dominated target does not fall unconscious and does not need to make death saving throws. It dies only when reduced to negative hit points equal to its bloodied value. If the target under the inquisitor's control regains hit points so that it is no longer dying, or if the inquisitor drops to 0 hit points, the inquisitor's control of the target ends.

Alignment Evil **Languages** Abyssal, Common, Supernal

Skills Arcana +21, Diplomacy +19, Insight +15

Str 12 (+10) **Dex** 16 (+12) **Wis** 12 (+10)

Con 20 (+14) **Int** 24 (+16) **Cha** 20 (+14)

Incunabulum Keeper (K) **Level 17 Soldier (Leader)**
 Medium shadow humanoid XP 1,600

Initiative +14 **Senses** Perception +13; darkvision

White Hand Authority aura 2; one undead ally within the aura at the start of the incunabulum keeper's turn can make a melee basic attack as a free action.

HP 167; **Bloodied** 83

AC 33; **Fortitude** 30, **Reflex** 28, **Will** 29

Resist 10 necrotic

Speed 6

Ⓡ **Sword of Keeping** (standard; at-will) ♦ **Psychic, Weapon**
 +24 vs. AC; 2d8 + 7 damage plus 1d8 psychic damage, and the target is immobilized until the end of the keeper's next turn.

Ⓡ **Feed on the Vulnerable** (minor; at-will 1/round)
 Ranged sight; targets one allied undead creature adjacent to an immobilized enemy. The next time the target makes a check to recharge a power, it makes an extra check as a free action.

Keeper's Blazon (standard; encounter)

Each ally within 5 squares of the keeper makes a basic attack against an immobilized enemy as a free action, provided the ally can both see and hear the keeper.

Martial Secret (immediate interrupt, when the incunabulum keeper is hit by a melee attack or a close attack; encounter)

The triggering attacker rerolls the attack roll with a -2 penalty.

Alignment Evil **Languages** Abyssal, Common, Supernal

Skills Arcana +16, Diplomacy +16, Insight +18

Str 21 (+13) **Dex** 19 (+12) **Wis** 20 (+13)

Con 23 (+14) **Int** 16 (+11) **Cha** 16 (+11)

Equipment longsword

FEATURES OF THE AREA

Illumination: Dim illumination, provided by hundreds of candles atop every shelf in this chamber and set into tiny alcoves along the wall.

Platform: This is the platform used to descend from Encounter DS2.

Long Table: The long table near the center of the room is strewn with alchemical equipment. Adventurers can salvage alchemical reagents worth 10,000 gp from this table.

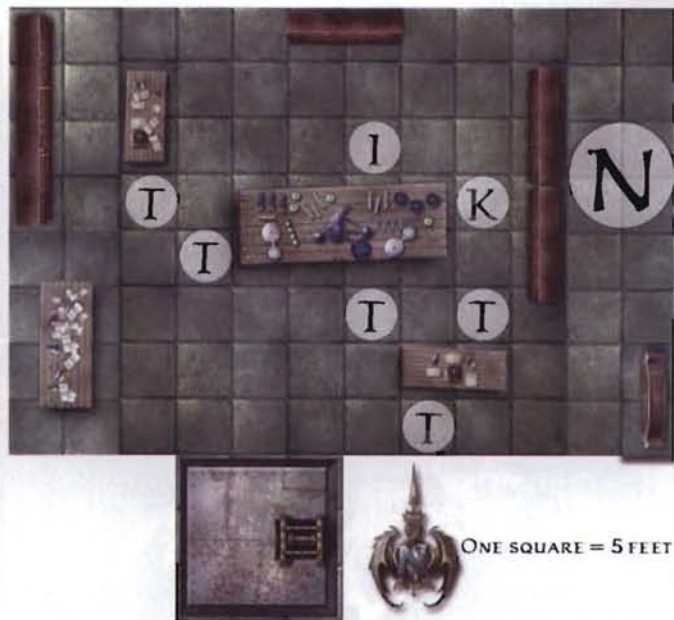
Short Tables: The three short tables are used for mummification. Each one has a humanoid victim strapped upon it.

Victims: The victims are partially wrapped, and each one has had a few of its less critical organs partially extracted (currently preserved in jars sitting on the table). As soon as combat starts, the victims begin screaming and writhing in pain. Any damage dealt to a victim kills it.

Bookshelves: These shelves hold various scrolls and tomes of lore, worth a total of 10,000 gp.

A bookshelf can be tipped over as a standard action (DC 13 Athletics check for short shelves or DC 18 for long shelves). Treat this as a melee attack against all creatures adjacent to the shelf in the direction it is tipped: +20 vs. Reflex; 2d6 + 5 damage, and the target is knocked prone.

Cabinet: The cabinet in the corner of the room is locked (DC 25 Thievery to open; the inquisitor carries the key). Inside are various possessions of former victims of the Unveiling, including a level 19 magic item.



NEW MONSTERS

THE WORLD beneath the world is home to horrors that feast on flesh, blood, mind, and soul. The twisting tunnels and endless black seas of the Underdark funnel explorers into the lairs of creatures that have never known or dreamed of the sun.

This chapter introduces new monsters and expands on some of the existing creatures native to the Underdark.

LOOK OUT BELOW!

If you want to build encounters with creatures that are commonly found in certain parts of the Underdark, you have plenty of choices. Here's a collection of monsters from the *Monster Manual* (MM), *Monster Manual 2* (MM2), *Draconomicon: Chromatic Dragons*, *Open Grave: Secrets of the Undead* (OG), *Keep on the Shadowfell* (H1), *Thunderspire Labyrinth* (H2), *King of the Trollhaunt Warrens* (P1), *Demon Queen's Enclave* (P2), *Assault on Nightwyrm Fortress* (P3), *Death's Reach* (E1), *Kingdom of the Ghouls* (E2), and *Revenge of the Giants* (RG) to supplement the creatures described in this chapter.

These monsters also appear in the D&D Compendium and the D&D Monster Builder, online resources available to D&D Insider subscribers. See www.dndinsider.com for details.

Shallows

Bullywug: MM2	Human: MM, MM2
Duergar: MM2, H2	Kruthik: MM
Dwarf: MM	Troglodyte: MM, MM2, P1
Goblin: MM, MM2	

Deeps

Aboleth: MM	Goblin, Lolthbound: P2
Abolethic Skum: MM2	Grimlock: MM
Balhannoth: MM	Kuo-Toa: MM
Beholder: MM, MM2, E1	Mind Flayer: MM
Dragon, Adamantine: MM2	Purple Worm: MM
Dragon, Purple: Chromatic	Umber Hulk: MM
Drow: MM, P2, RG	

Feydark

Cyclops: MM, MM2	Gnome: MM, MM2
Dragon, Black: MM	Hydra: MM, MM2, E2
Dragon, Green: MM	Myconid: MM2
Drake: MM, MM2,	Shambling Mound: MM
Chromatic, P1, RG	Spriggan: MM2
Fomorian: MM, MM2, P1	Vine Horror: MM

Shadowdark

Bodak: MM, P3	Shadow Hydra: P3
Darkmantle: MM2	Shadow Snake: MM
Dark One: MM	Specter: MM
Lich: MM, OG, P2	Wraith: MM, OG, Chromatic,
Nightwalker: MM, E1	H3, P3, E1, E2
Shadow Hulk: MM	Zombie: MM, OG, Chromatic, P2



DAVE ALLSOP



BLOOD OOZE

SPAWNED FROM THE BLOOD OF TOROG, these ravenous oozes slither endlessly along the King's Highway in search of prey.

BLOOD OOZE TACTICS

A blood ooze throws itself into the thick of combat, using *ooze consumption* to grab as many foes as possible. It trusts its *effusive reaction* to hinder attacks against it as it uses *vile spray* to target foes at the edge of the fray. When a striker or defender is bloodied, the ooze uses *blood infiltration* to enter the foe's body. The ooze pits the dominated creature against lightly armored characters as it continues its normal attack routine.

BLOOD OOZE LORE

Dungeoneering or Religion DC 16: A blood ooze is a horrific mass of ichor and gore, said to have been created from the blood of Torog in the aftermath of that god's great battle with Gargash. A blood ooze slithers through the Underdark in search of living creatures to consume.

Dungeoneering or Religion DC 21: The touch of a blood ooze is toxic to living flesh, but these creatures are more feared for their ability to wholly inhabit a living host. A blood ooze turns a foe against its own allies as it eats away at the hapless creature from within.

ENCOUNTER GROUPS

A blood ooze has no allies. However, undead and other creatures that an ooze cannot feed on might join it in battle in the hope of picking off prey at the edge of the fight.

Level 13 Encounter (XP 4,200)

- ◆ 1 blood ooze (level 11 solo controller)
- ◆ 6 horde ghouls (level 13 minion, MM 118)



Blood Ooze Level 11 Solo Controller

Large immortal beast (blind, ooze) XP 3,000

Initiative +8 **Senses** Perception +9; tremorsense 10
Blood Absorption (Healing) aura 2; each creature that starts its turn within the aura takes 10 damage (or 20 if the blood ooze is bloodied), and the blood ooze regains 10 hit points.

HP 448; **Bloodied** 224

AC 25; **Fortitude** 24, **Reflex** 22, **Will** 23

Immune gaze; **Resist** 10 necrotic, 10 poison

Saving Throws +5

Speed 5

Action Points 2

⊕ **Fetid Caress** (standard; at-will) ◆ **Necrotic, Poison**
Reach 2; +15 vs. Reflex; 2d6 + 3 necrotic damage plus 1d6 poison damage.

† **Blood Infiltration** (minor; encounter) ◆ **Charm, Necrotic, Poison, Reliable**
Reach 2; targets a bloodied creature; +15 vs. Fortitude; 3d6 + 6 necrotic damage, and the blood ooze flows to completely inundate the target. The blood ooze occupies the same space as the target, and attacks that deal damage to the ooze deal equal damage to the target. The target is dominated and takes ongoing 5 poison damage (save ends both). *Aftereffect:* Ongoing 5 poison damage (save ends). When the target saves against this aftereffect, the blood ooze leaves the target and flows into the nearest unoccupied space.

† **Blood Rot** (minor; recharges when bloodied) ◆ **Necrotic, Poison**
Reach 2; +15 vs. Fortitude; 1d6 + 2 necrotic damage, the target takes ongoing 10 poison damage, and all creatures have concealment against the target (save ends both).

⚡ **Effusive Reaction** (when the blood ooze is hit by an attack; at-will) ◆ **Necrotic**
Close burst 1; no attack roll; 5 necrotic damage.

⚡ **Ooze Consumption** (standard; recharge ☞☞☞☞) ◆ **Necrotic**
Close burst 1; +15 vs. Reflex; 2d6 + 3 necrotic damage, and the target is grabbed until the end of the blood ooze's next turn. *Sustain Free:* The blood ooze sustains the grab, and the target takes 2d6 + 3 necrotic damage.

⚡ **Vile Spray** (standard; at-will) ◆ **Necrotic, Poison**
Close blast 5; +15 vs. Reflex; 1d6 + 5 necrotic and poison damage.

Alignment Unaligned	Languages –	
Str 16 (+8)	Dex 16 (+8)	Wis 18 (+9)
Con 21 (+10)	Int 6 (+3)	Cha 10 (+5)

ELEMENTAL EYE

SWORN TO DESTROY THE SPIDER QUEEN, members of the Cult of the Elder Elemental Eye lurk at the fringes of drow society, dedicated to Tharizdun and the end of the world.

ELEMENTAL EYE CULTIST

Outcasts from drow society seek acceptance within the Cult of the Elder Elemental Eye.

Elemental Eye Cultist		Level 11 Minion Soldier	
Medium fey humanoid, drow		XP 150	
Initiative +9	Senses Perception +7		
HP 1; a missed attack never damages a minion.			
AC 25; Fortitude 25, Reflex 23, Will 22			
Speed 7			
⊕ Spiked Chain (standard; at-will) ♦ Weapon			
Reach 2; +18 vs. AC; 8 damage, and the target is marked and weakened until the end of the cultist's next turn.			
Alignment Evil	Languages Common, Elven		
Str 23 (+11)	Dex 18 (+9)	Wis 14 (+7)	
Con 16 (+8)	Int 11 (+5)	Cha 16 (+8)	
Equipment spiked chain			

ELEMENTAL EYE CULTIST TACTICS

Elemental eye cultists spread out among as many foes as possible, making *spiked chain* attacks to reduce the threat against their masters.



LUCIO PARRILLO

ELEMENTAL EYE PRIEST

These priests command unflinching loyalty from all those who serve the cult, wielding power bestowed by the Chained God.

Elemental Eye Priest		Level 14 Controller	
Medium fey humanoid, drow		XP 1,000	
Initiative +11	Senses Perception +13; darkvision		
HP 132; Bloodied 66			
AC 28; Fortitude 26, Reflex 25, Will 27			
Speed 7			
⊕ Spiked Chain (standard; at-will) ♦ Weapon			
Reach 2; +19 vs. AC; 4d4 + 5 damage.			
† Chain of Destruction (standard; usable only while bloodied; requires a spiked chain; at-will) ♦ Lightning, Thunder, Weapon			
Reach 2; +19 vs. AC; 4d4 + 5 damage, and the target takes ongoing 5 lightning and thunder damage.			
⤵ Burning Acid Bolt (standard; at-will) ♦ Acid, Fire			
Ranged 20; +19 vs. AC; 2d10 + 4 acid and fire damage, and the target is slowed (save ends).			
⤵ Darkfire (minor; encounter)			
Ranged 10; +18 vs. Reflex; until the end of the elemental eye priest's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.			
⚡ Scream of the Chained God (standard; recharge [1i]) ♦ Psychic			
Close blast 5; targets enemies; +18 vs. Will; 1d10 + 5 psychic damage, and the target is dazed (save ends).			
Chains of the Master (minor; at-will)			
The elemental eye priest transfers one effect that a save can end from itself to an ally within 5 squares of it.			
Alignment Evil	Languages Abyssal, Common, Elven		
Skills Bluff +16, Insight +18, Intimidate +16, Religion +14, Stealth +16			
Str 20 (+12)	Dex 19 (+11)	Wis 23 (+13)	
Con 12 (+8)	Int 15 (+9)	Cha 19 (+11)	
Equipment chainmail, spiked chain			

ELEMENTAL EYE PRIEST TACTICS

An elemental eye priest uses *burning acid bolt* from a safe distance, unleashing *scream of the Chained God* against two or more enemies. Once bloodied, the priest wades into melee with *chain of destruction*.

ELEMENTAL EYE LORE

For more information on the Cult of the Elder Elemental Eye, see the sidebar on page 72.

Religion DC 16: The cultists of the Elder Elemental Eye view themselves as a resistance movement intent on overthrowing the tyranny of Lolth.

Religion DC 21: Cultists of the Elder Elemental Eye secretly worship Tharizdun the Chained God and are dedicated not only to the overthrow of Lolth but to the apocalyptic destruction of all life.

THE CAVERNS OF THE FEYDARK hold a sizable population of gnomes. However, the gnomes of the Underdark take the sly trickster persona of their surface cousins to a much darker level, embracing a sinister madness that lurks within the shadows.

GNOME CARAVAN GUARD

Gnome caravan guards make binding oaths to protect cargo and travelers moving through the Underdark. Well armed and well armored, they attack any creature that threatens them or their charges.

Gnome Caravan Guard		Level 13 Soldier
Small fey humanoid		XP 800
Initiative +12 Senses Perception +10; low-light vision		
HP 132; Bloodied 66		
AC 29; Fortitude 26, Reflex 24, Will 24		
Speed 5		
⚔ War Pick (standard; at-will) ♦ Weapon		
+20 vs. AC; 2d8 + 5 damage (crit 4d8 + 21), and the target is marked until the end of the gnome caravan guard's next turn.		
⚔ Binding Strike (standard; requires a war pick; at-will) ♦ Weapon		
+18 vs. Reflex; 2d8 + 5 damage (crit 4d8 + 21). In addition, the target is marked until it ends its turn in a square that is not adjacent to the caravan guard. Until the mark ends, the target cannot shift unless it ends the shift in a square adjacent to the caravan guard.		
🗨 Stone Call (minor; encounter)		
Ranged 5; +18 vs. Reflex; the target is pulled 4 squares.		
🌫 Fade Away (immediate reaction, when the gnome caravan guard takes damage; encounter) ♦ Illusion		
The gnome caravan guard turns invisible until it attacks or until the end of its next turn.		
🔄 Merge with Stone (move; encounter)		
The gnome caravan guard moves 3 squares or shifts 1 square, and can pass into and through squares occupied by obstacles made of stone. If the obstacle is larger than it is, the caravan guard can end its movement in such a square. If it does, it remains alive and aware of its surroundings, but it cannot be seen or attacked. The only actions it can take are to make Perception checks or to shift 1 square into an unoccupied square as a move action.		
Reactive Stealth		
If a gnome has cover or concealment when it makes an initiative check at the start of an encounter, it can make a Stealth check to become hidden.		
Alignment Unaligned	Languages Common, Deep Speech, Elven	
Skills Athletics +17, Endurance +16		
Str 23 (+12)	Dex 19 (+10)	Wis 18 (+10)
Con 20 (+11)	Int 15 (+8)	Cha 16 (+9)
Equipment chainmail, war pick		

GNOME CARAVAN GUARD TACTICS

A caravan guard sets up ambushes with *merge with stone* and *fade away*, then uses *stone call* to pull an enemy close for a *war pick* attack.

GNOME STONEWALKER

Stonewalkers range far and wide throughout the Underdark, the whispers of the Feydark echoing within the caverns and passageways through which they roam.

Gnome Stonewalker		Level 13 Skirmisher
Small fey humanoid		XP 800
Initiative +11 Senses Perception +12; low-light vision		
HP 128; Bloodied 64		
AC 27; Fortitude 24, Reflex 25, Will 26		
Speed 5		
⚔ Throwing Hammer (standard; at-will) ♦ Weapon		
+18 vs. AC; 2d6 + 5 damage.		
⚔ Throwing Hammer (standard; at-will) ♦ Weapon		
+18 vs. AC; 1d6 + 5 damage.		
⚔ Battering Steps (standard; at-will) ♦ Weapon		
The gnome stonewalker makes a melee basic attack, shifts 1 square, makes a melee basic attack against a new target, and shifts 1 square.		
⚔ Disrupting Smash (standard; requires a throwing hammer; at-will) ♦ Weapon		
+16 vs. Reflex; 2d6 + 5 damage, and if the stonewalker is marked, that condition ends on it.		
🌫 Fade Away (immediate reaction, when the gnome stonewalker takes damage; encounter) ♦ Illusion		
The gnome stonewalker turns invisible until it attacks or until the end of its next turn.		
🔄 Merge with Stone (move; encounter)		
The gnome stonewalker moves 3 squares or shifts 1 square, and can pass into and through squares occupied by obstacles made of stone. If the obstacle is larger than it is, the stonewalker can end its movement in such a square. If it does, it remains alive and aware of its surroundings, but it cannot be seen or attacked. The only actions it can take are to make Perception checks or to shift 1 square into an unoccupied square as a move action.		
Reactive Stealth		
If a gnome has cover or concealment when it makes an initiative check at the start of an encounter, it can make a Stealth check to become hidden.		
🌀 Stonewalk (minor; recharge 2; 2) ♦ Teleportation		
The gnome stonewalker teleports 3 squares. Its origin and destination squares must both be adjacent to stone, or must have a floor of stone.		
Alignment Unaligned	Languages Common, Deep Speech, Elven	
Skills Dungeoneering +17		
Str 18 (+10)	Dex 17 (+9)	Wis 23 (+12)
Con 16 (+9)	Int 20 (+11)	Cha 14 (+8)
Equipment hide armor, 2 throwing hammers		

GNOME STONEWALKER TACTICS

A stonewalker stays in motion on the battlefield to avoid being pinned down, using *battering steps* to slip between targets without fear of reprisal. A stonewalker uses *fade away* and *merge with stone* to strike with surprise whenever possible, relying on *stonewalk* to escape a tight situation.

GNOME ROCKCALLER

A gnome rockcaller is one with the deep roots of the Underdark, channeling the strength of stone through its attacks and even from the living rock beneath its feet.

Gnome Rockcaller		Level 14 Controller
Small fey humanoid		XP 1,000
Initiative +10 Senses Perception +10; low-light vision		
HP 140; Bloodied 70		
AC 26; Fortitude 26, Reflex 26, Will 27		
Speed 5		
☉ Stone Fist (standard; at-will)		
+19 vs. AC; 2d8 + 4 damage.		
✦ Focused Quake (standard; at-will)		
Area burst 2 within 10; targets enemies; +18 vs. Reflex; 1d6 + 2 damage, and the target is knocked prone.		
✦ Ring of Stone (standard; at-will)		
Area burst 1 within 10; +18 vs. Reflex; 2d6 + 4 damage. <i>Effect:</i> Each square in the burst becomes difficult terrain until the end of the gnome rockcaller's next turn.		
✦ Call Stone Spirits (minor; encounter) ◆ Zone		
Area burst 1 within 5; the burst creates a zone of difficult terrain that lasts until the end of the rockcaller's next turn. As a standard action, the rockcaller can use <i>stone fist</i> against any target in the zone. As a move action, the rockcaller can move the zone up to 5 squares. <i>Sustain Minor:</i> The effect persists.		
Fade Away (immediate reaction, when the gnome rockcaller takes damage; encounter) ◆ Illusion		
The gnome rockcaller turns invisible until it attacks or until the end of its next turn.		
Merge with Stone (move; encounter)		
The gnome rockcaller moves 3 squares or shifts 1 square, and can pass into and through squares occupied by obstacles made of stone. If the obstacle is larger than it is, the rockcaller can end its movement in such a square. If it does, it remains alive and aware of its surroundings, but it cannot be seen or attacked. The only actions it can take are to make Perception checks or to shift 1 square into an unoccupied square as a move action.		
Reactive Stealth		
If a gnome has cover or concealment when it makes an initiative check at the start of an encounter, it can make a Stealth check to become hidden.		
Alignment Unaligned		Languages Common, Deep Speech, Elven
Skills Arcana +17, Diplomacy +18		
Str 14 (+9)	Dex 16 (+10)	Wis 16 (+10)
Con 20 (+12)	Int 20 (+12)	Cha 23 (+13)

GNOME ROCKCALLER TACTICS

A rockcaller uses *merge with stone* to lie in wait for a likely target, then uses *call stone spirits* once combat has begun. It makes *ring of stone* and *focused quake* attacks to damage and hinder melee combatants, falling back on *fade away* to beat a hasty retreat if necessary.

GNOME LORE

Arcana DC 18: The gnomes of the Feydark are close cousins of the gnomes of the Feywild and the world. Feydark gnomes can be differentiated from their surface-dwelling kin by their larger eyes and the translucent pallor of their skin.

Arcana DC 23: Underdark gnome culture frequently embraces madness and cruel violence, though most gnomes reserve their full hostility for outsiders. Many Feydark gnomes are especially hostile to the gnomes of the surface world.

ENCOUNTER GROUPS

In addition to taming Underdark beasts to serve them, gnomes use elementals as bodyguards and shock troops.

Level 10 Encounter (XP 2,700)

- ◆ 1 gnome stonewalker (level 13 skirmisher)
- ◆ 2 dweomer eaters (level 11 skirmisher, MM2 179)
- ◆ 1 stone-eye basilisk (level 12 soldier, MM 26)

Level 13 Encounter (XP 4,400)

- ◆ 3 gnome caravan guards (level 13 soldier)
- ◆ 1 gnome rockcaller (level 14 controller)
- ◆ 5 shardstorm vortex funnelclouds (level 13 minion skirmisher, MM2 101)



A FOUL RACE OF BLIND SAVAGES, grimlocks range across the Underdark, slaughtering and feasting on any creatures foolish enough to cross their path.

GRIMLOCK BODYGUARD

Possessing formidable psychic and combat skill, grimlock bodyguards lead dominant grimlock clans or are sworn to the service of powerful masters.

Grimlock Bodyguard Level 14 Soldier Medium natural humanoid (blind) XP 1,000

Initiative +14 **Senses** Perception +11; blindsight 10
HP 139; **Bloodied** 69
AC 30; **Fortitude** 27, **Reflex** 26, **Will** 25
Immune gaze
Speed 6

⊕ **Greatsword** (standard; at-will) ♦ **Weapon**
+21 vs. AC; 2d10 + 4 damage.

↓ **Stick and Shift** (standard; at-will)

The grimlock bodyguard makes a melee basic attack and then shifts 1 square. See also *bodyguard shift*.

◀ **Mindlash** (immediate interrupt, when any enemy marked by the grimlock bodyguard within 5 squares of it makes an attack that does not include the bodyguard; at-will) ♦ **Psychic**
Close burst 5; targets the triggering enemy; no attack roll; 10 psychic damage.

Bodyguard Shift

When a grimlock bodyguard shifts, it can shift into a square occupied by any enemy marked by it. The bodyguard slides that enemy 1 square as a free action and ends its shift in a square the enemy vacated.

Guarded Mark

Any enemy adjacent to the grimlock bodyguard at the end of its turn is marked by the bodyguard until the end of the enemy's next turn. An enemy marked by a grimlock bodyguard does not gain combat advantage while flanking any grimlock bodyguard.

Alignment Evil **Languages** Common, Deep Speech
Str 23 (+13) **Dex** 20 (+12) **Wis** 19 (+11)
Con 19 (+11) **Int** 11 (+7) **Cha** 11 (+7)

Equipment mismatched plate armor, greatsword

GRIMLOCK BODYGUARD TACTICS

A grimlock bodyguard focuses its attacks on well-armored foes, particularly strikers and defenders. A bodyguard stays in constant motion with *stick and shift* and *bodyguard shift*, counting on its *guarded mark* and *mindlash* to draw enemy attacks away from its allies.

GRIMLOCK DARK CALLER

A dark caller is a shaman among the grimlock tribes, drawing forth spirits of darkness to plague their enemies.

Grimlock Dark Caller Level 15 Controller Medium natural humanoid (blind) XP 1,200

Initiative +10 **Senses** Perception +13; blindsight 10
HP 148; **Bloodied** 74
AC 29; **Fortitude** 27, **Reflex** 26, **Will** 28
Immune gaze
Speed 6

⊕ **Staff** (standard; at-will) ♦ **Weapon**
+20 vs. AC; 2d8 + 6 damage.

➤ **Endless Dark** (standard; at-will) ♦ **Implement, Psychic**
Ranged 10; +19 vs. Fortitude; 1d10 + 5 psychic damage, and the target cannot see more than 1 square away (save ends).

◀ **Call of Darkness** (minor; encounter)

Close burst 10; all sources of light within the burst are extinguished.

➤ **Shadow Swarm** (standard; recharge ☹ ☹) ♦ **Necrotic, Zone**
Area burst 1 within 10 squares; +19 vs. Will; 2d8 + 5; the burst becomes a zone shadow swarms that lasts until the end of the dark caller's next turn. A creature within in the zone is blinded until it leaves the zone.

Alignment Evil **Languages** Common, Deep Speech

Skills Arcana +13, Religion +13

Str 19 (+11) **Dex** 17 (+10) **Wis** 23 (+13)

Con 20 (+12) **Int** 13 (+8) **Cha** 14 (+9)

Equipment hide armor, staff

GRIMLOCK DARK CALLER TACTICS

A dark caller hates all sources of light. Despite its blindness, light of any kind burns its skin like fire. It uses *call of darkness* to start any battle, blinding surface dwellers as the rest of the tribe attacks. It then uses *shadow swarm* to harass its enemies, relying on the warriors to surround an enemy and prevent it from escaping the swarm's blinding grasp.

GRIMLOCK HULK

Barbaric grimlock hulks make up the first line of defense for many grimlock clans, taking on the most formidable foes without fear.

Grimlock Hulk Level 16 Brute Medium natural humanoid (blind) XP 1,400

Initiative +12 **Senses** Perception +12; blindsight 10
HP 190; **Bloodied** 95
AC 28; **Fortitude** 30, **Reflex** 27, **Will** 27
Immune gaze
Speed 6

⊕ **Morningstar** (standard; at-will) ♦ **Weapon**
+19 vs. AC; 2d10 + 7 damage, and the target is knocked prone.

◀ **Reaping Star** (standard; requires a morningstar; recharge ☹ ☹ ☹) ♦ **Weapon**

Close burst 1; targets enemies; +19 vs. AC; 1d10 + 7 damage, and the target is pushed 1 square and knocked prone.

Bloody Wrath

A grimlock hulk's weapon attacks deal 1d10 extra damage against bloodied targets.

Alignment Evil **Languages** Common, Deep Speech

Skills Athletics + 20, Endurance +18

Str 24 (+15) **Dex** 19 (+12) **Wis** 19 (+12)

Con 20 (+13) **Int** 7 (+6) **Cha** 9 (+7)

Equipment morningstar

GRIMLOCK HULK TACTICS

A grimlock hulk wades into battle against the strongest foes with *reaping star* attacks. It targets bloodied foes whenever it can, hoping for a quick kill by taking advantage of its *bloody wrath*.

GRIMLOCK THUG

What the vile grimlock thugs lack in combat finesse, they make up for with their fearlessness and sheer numbers.

Grimlock Thug		Level 18 Minion Brute	
Medium natural humanoid (blind)		XP 500	
Initiative +14	Senses Perception +14; blindsight 10		
HP 1; a missed attack never damages a minion.			
AC 30; Fortitude 31, Reflex 29, Will 29			
Immune gaze			
Speed 6			
⊕ Greataxe (standard; at-will) ♦ Weapon			
+21 vs. AC; 12 damage (14 damage against a bloodied target).			
Alignment Evil	Languages Common, Deep Speech		
Str 24 (+16)	Dex 20 (+14)	Wis 21 (+14)	
Con 14 (+11)	Int 7 (+7)	Cha 9 (+8)	
Equipment greataxe			

GRIMLOCK THUG TACTICS

Grimlock thugs fight in ranks two deep and stay in the thick of combat, preventing enemies from attacking their more powerful allies.

GRIMLOCK LORE

Nature DC 18: Clans of savage grimlocks dwell within all areas of the Underdark, and numerous grimlocks are taken as slaves by that realm's more powerful denizens.

Nature DC 23: Though the grimlock race is known for its barbarism, a few grimlocks rise to moderate intelligence and the leadership of their foul clans. However, many of these leaders abandon their own people to become so-called grimlock bodyguards—seeking more profitable service with mind flayers, fomorians, and other powerful masters.

ENCOUNTER GROUPS

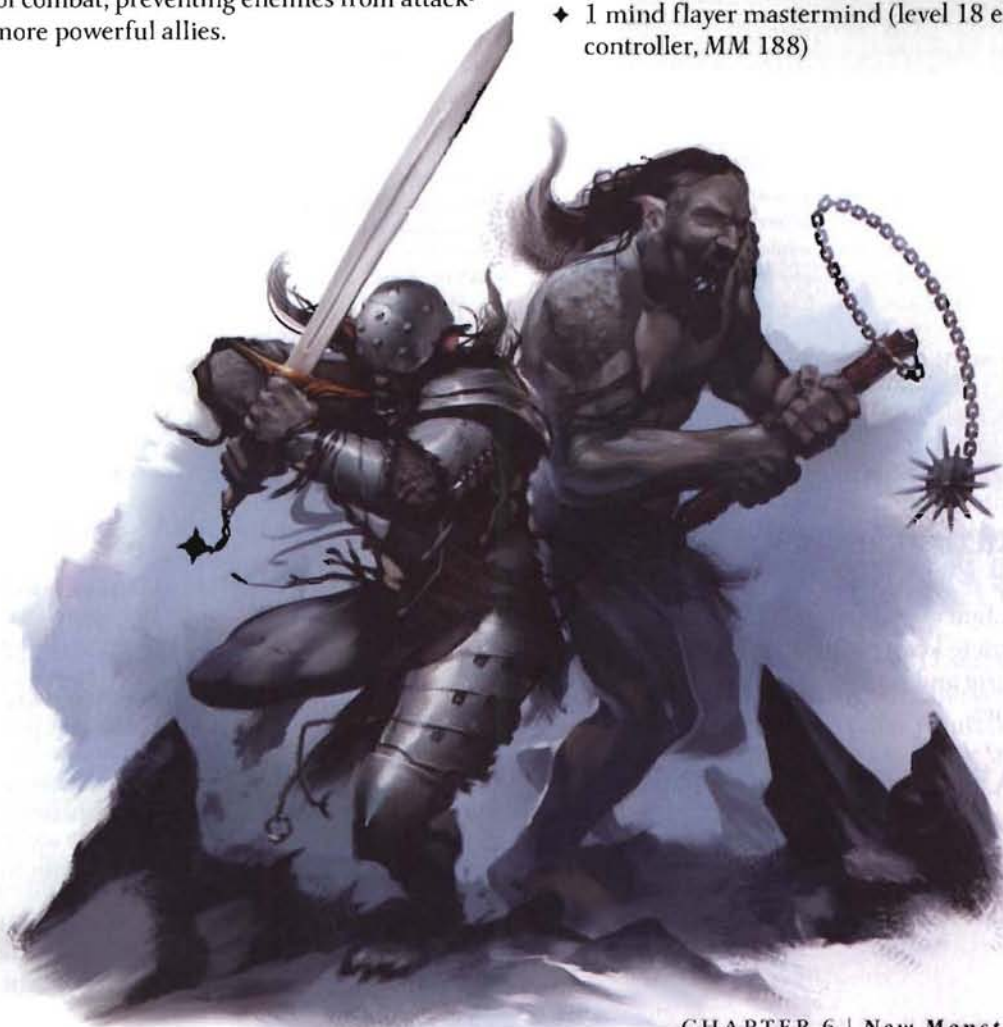
Whether encountered as a clan war party or in the service of more powerful creatures, grimlocks are a deadly threat.

Level 15 Encounter (XP 6,500)

- ♦ 1 grimlock bodyguard (level 14 soldier)
- ♦ 1 grimlock hulk (level 16 brute)
- ♦ 2 grimlock berserkers (level 13 brute, MM 148)
- ♦ 10 grimlock minions (level 14 minion, MM 148)

Level 18 Encounter (XP 11,000)

- ♦ 2 grimlock bodyguards (level 14 soldier)
- ♦ 10 grimlock thugs (level 18 minion brute)
- ♦ 1 mind flayer mastermind (level 18 elite controller, MM 188)



INCUNABULUM

IN THE NAME OF VECNA, LORD OF SECRETS, the mysterious incunabula gather knowledge from across the planes, hoarding it away in hidden cities deep in the Shadowdark.

INCUNABULUM CURSEBRINGER

As an initiate of forbidden secrets, the incunabulum cursebringer can strike down the strongest foes.

Incunabulum Cursebringer Level 16 Artillery Medium shadow humanoid XP 1,400

Initiative +15 **Senses** Perception +10; low-light vision
Whispers of Hate aura 1; each enemy that starts its turn within the aura is pushed 2 squares.
HP 123; **Bloodied** 61
AC 28; **Fortitude** 27, **Reflex** 29, **Will** 27
Speed 6

Ⓢ **Inquiring Grip** (standard; at-will) ♦ **Psychic**
+21 vs. Reflex; 2d6 + 4 psychic damage, and the target is immobilized until the end of the cursebringer's next turn.

Ⓢ **Curse of Creeping Doubt** (standard; at-will) ♦ **Psychic**
Ranged 20; +21 vs. Reflex; 3d6 + 5 psychic damage.

⚔ **Curse of Agonizing Uncertainty** (standard; encounter)
The cursebringer makes two *curse of creeping doubt* attacks. If both attacks hit the same target, the target is immobilized (save ends). The target takes a -2 penalty to saving throws to end this condition.

⚔ **Curse Storm** (standard; recharge Ⓜ; Ⓜ) ♦ **Psychic, Zone**
Area burst 3 within 20; +21 vs. Reflex; 1d10 psychic damage, and the target is immobilized (save ends). The burst creates a zone of animated funerary wrappings that lasts until the end of the encounter. The zone is difficult terrain. Any creature that ends its turn within the zone is immobilized (save ends).

Martial Secret (immediate interrupt, when the incunabulum cursebringer is hit by a melee attack or a close weapon attack; encounter)

The triggering attacker rerolls the attack roll with a -2 penalty.

Alignment Evil **Languages** Abyssal, Common, Supernal
Skills Arcana +15, Diplomacy +18, Insight +15

Str 18 (+12) **Dex** 24 (+15) **Wis** 14 (+10)

Con 21 (+13) **Int** 14 (+10) **Cha** 20 (+13)

INCUNABULUM CURSEBRINGER TACTICS

The incunabulum cursebringer relies on its *whispers of hate* aura to keep melee attackers at bay, using *curse storm* and *curse of agonizing uncertainty* to immobilize foes.

INCUNABULUM SLAYER

Wrapped in tattered funeral shrouds, an incunabulum slayer uses its blade to cut through a foe's very will.

Incunabulum Slayer Level 16 Lurker Medium shadow humanoid XP 1,400

Initiative +16 **Senses** Perception +10; low-light vision
HP 124; **Bloodied** 62
AC 30; **Fortitude** 29, **Reflex** 27, **Will** 29
Speed 6

Ⓢ **Inquisitive Dagger** (standard; at-will) ♦ **Psychic, Weapon**
+21 vs. AC; 2d4 + 9 psychic damage, and the target is immobilized until the end of the slayer's next turn.

⚔ **Digging for Answers** (standard; requires a dagger; recharge Ⓜ; Ⓜ; Ⓜ) ♦ **Charm, Psychic, Weapon**
Targets an immobilized creature; +19 vs. Will; 2d4 + 4 damage plus 5d6 psychic damage. A target reduced to 0 hit points or fewer by this attack is dominated by the incunabulum slayer. A dominated target does not fall unconscious and does not need to make death saving throws. It dies only when reduced to negative hit points equal to its bloodied value. If the target under the slayer's control regains hit points so that it is no longer dying, or if the slayer drops to 0 hit points, the slayer's domination of the target ends.

Martial Secret (immediate interrupt, when the incunabulum slayer is hit by a melee attack or a close attack; at-will)
The triggering attacker rerolls the attack roll with a -2 penalty.

Alignment Evil **Languages** Abyssal, Common, Supernal
Skills Arcana +17, Insight +15, Stealth +17

Str 21 (+13) **Dex** 19 (+12) **Wis** 15 (+10)

Con 22 (+14) **Int** 19 (+12) **Cha** 23 (+14)

Equipment dagger

INCUNABULUM KEEPER

The incunabulum keeper increases the power of undead allies as they attack at its direction.

Incunabulum Keeper Level 17 Soldier (Leader) Medium shadow humanoid XP 1,600

Initiative +14 **Senses** Perception +13; darkvision
White Hand Authority aura 2; one undead ally within the aura at the start of the incunabulum keeper's turn can make a melee basic attack as a free action.

HP 167; **Bloodied** 83
AC 33; **Fortitude** 30, **Reflex** 28, **Will** 29

Resist 10 necrotic

Speed 6

Ⓢ **Sword of Keeping** (standard; at-will) ♦ **Psychic, Weapon**
+24 vs. AC; 2d8 + 7 damage plus 1d8 psychic damage, and the target is immobilized until the end of the keeper's next turn.

⚔ **Feed on the Vulnerable** (minor; at-will 1/round)
Ranged sight; targets one allied undead creature adjacent to an immobilized enemy. The next time the target makes a check to recharge a power, it makes an extra check as a free action.

Keeper's Blazon (standard; encounter)
Each ally within 5 squares of the keeper makes a basic attack against an immobilized enemy as a free action, provided the ally can both see and hear the keeper.

Martial Secret (immediate interrupt, when the incunabulum keeper is hit by a melee attack or a close attack; encounter)
The triggering attacker rerolls the attack roll with a -2 penalty.

Alignment Evil **Languages** Abyssal, Common, Supernal
Skills Arcana +16, Diplomacy +16, Insight +18

Str 21 (+13) **Dex** 19 (+12) **Wis** 20 (+13)

Con 23 (+14) **Int** 16 (+11) **Cha** 16 (+11)

Equipment longsword

INCUNABULUM SLAYER TACTICS

An incunabulum slayer's *martial secret* helps it shrug off melee attackers while it makes *inquisitive dagger* attacks. It uses *digging for answers* as often as possible, hoping to turn a fallen foe against its own allies.

INCUNABULUM KEEPER TACTICS

An incunabulum keeper counts on its *white hand* authority aura and *feed on the vulnerable* power to aid its undead allies, creating a defensive cordon while it focuses *sword of keeping* attacks on lightly armored foes.

INCUNABULUM INQUISITOR

With the dark magic of its touch, an incunabulum inquisitor can wrest the will and life from any foe.

Incunabulum Inquisitor **Level 18 Controller**
Medium shadow humanoid XP 2,000

Initiative +12 **Senses** Perception +10; low-light vision
Binding Whispers aura 5; enemies within the aura are slowed and take a -2 penalty to saving throws.

HP 172; **Bloodied** 86

AC 32; **Fortitude** 30, **Reflex** 32, **Will** 30

Resist 10 necrotic

Speed 6

⊕ **Inquiring Grip** (standard; at-will) ♦ **Psychic**
+22 vs. Reflex; 2d8 + 7 psychic damage, and the target is immobilized until the end of the inquisitor's next turn.

⊙ **Call To Answer** (standard; at-will) ♦ **Psychic**
Ranged 10; +22 vs. Reflex; 1d10 + 7 psychic damage, and the target is immobilized (save ends).

⤵ **Under the Question** (standard; recharge Ⓜ; Ⓜ) ♦ **Charm, Psychic**
Ranged 10; targets an immobilized creature; +22 vs. Will; the target takes ongoing 15 psychic damage and is restrained (save ends both). A target reduced to 0 hit points or fewer by this attack's ongoing damage is dominated by the incunabulum inquisitor. A dominated target does not fall unconscious and does not need to make death saving throws. It dies only when reduced to negative hit points equal to its bloodied value. If the target under the inquisitor's control regains hit points so that it is no longer dying, or if the inquisitor drops to 0 hit points, the inquisitor's domination of the target ends.

Alignment Evil **Languages** Abyssal, Common, Supernal

Skills Arcana +21, Diplomacy +19, Insight +15

Str 12 (+10) **Dex** 16 (+12) **Wis** 12 (+10)

Con 20 (+14) **Int** 24 (+16) **Cha** 20 (+14)

INCUNABULUM INQUISITOR TACTICS

An incunabulum inquisitor makes *call to answer* attacks from the edge of combat, then uses *under the question* on an immobilized foe. It stays close to immobilized targets so that its *blinding whispers* aura can prolong that condition.

INCUNABULUM LORE

Arcana DC 20: The incunabula are a dispassionate race of humanoids driven to pilfer knowledge wherever they can find it, from the dusty shelves of forgotten libraries to the living souls of the victims they stalk in the Shadowdark.



Arcana DC 25: As agents of Vecna, incunabula rely on a dark ritual called the Unveiling to scour the memory of a recently slain corpse. Corpses corrupted by this ritual animate as skeletal undead wrapped in strands of linen.

ENCOUNTER GROUPS

Incunabula ally with sentient undead, though they avoid ghouls, vampires, and other creatures that feed on corpses or blood.

Level 15 Encounter (XP 6,600)

- ♦ 1 incunabulum keeper (level 17 soldier)
- ♦ 1 incunabulum slayer (level 16 lurker)
- ♦ 1 mummy lord (level 13 elite controller, MM 192)
- ♦ 1 slaughter wight (level 18 brute, MM 263)

Level 18 Encounter (XP 11,200)

- ♦ 1 incunabulum inquisitor (level 18 controller)
- ♦ 2 incunabulum cursebringers (level 16 artillery)
- ♦ 2 giant mummies (level 21 brute, MM 193)

IN THE SUNLESS SEAS OF THE UNDERDARK, the slime-scaled kuo-toas serve a dark madness only they can perceive.

KUO-TOA WARDER

Kuo-toa warders swarm around foes as if in a feeding frenzy, their spears biting like sharpened teeth.

Kuo-Toa Warder		Level 11 Minion Artillery	
Medium natural humanoid (aquatic)		XP 150	
Initiative +8		Senses Perception +5; darkvision	
HP 1; a missed attack never damages a minion.			
AC 23; Fortitude 24, Reflex 23, Will 23			
Speed 6, swim 6			
④ Spear (standard; at-will) ♦ Weapon			
+18 vs. AC; 5 damage.			
⑦ Javelin (standard; at-will) ♦ Weapon			
Ranged 10/20; +18 vs. AC; 8 damage.			
Slick Maneuver (move; at-will)			
A kuo-toa adjacent to an enemy shifts to any other square adjacent to that enemy.			
Alignment Evil		Languages Deep Speech	
Skills Athletics +14			
Str 19 (+9)		Dex 16 (+8)	
Con 15 (+7)		Int 11 (+5)	
		Cha 17 (+8)	
Equipment spear, 3 javelins			

KUO-TOA WARDER TACTICS

Kuo-toa warders hang back to throw javelins at the start of combat, entering the fray only when ordered to. Once in melee, they mob selected foes, flanking to make spear attacks with combat advantage.

KUO-TOA SPEARFIEND

Specially trained over a lifetime of combat, the kuo-toa spearfiend is a whirling blur of death on the battlefield.

Kuo-Toa Spearfiend		Level 12 Brute	
Medium natural humanoid (aquatic)		XP 700	
Initiative +10		Senses Perception +9; darkvision	
HP 152; Bloodied 76			
AC 24; Fortitude 26, Reflex 24, Will 23			
Speed 6, swim 6			
④ Longspear (standard; at-will) ♦ Weapon			
Reach 2; +15 vs. AC; 2d10 + 6 damage.			
← Fiendish Spear Sweep (standard; requires a longspear; recharge ☹️ [!]) ♦ Weapon			
Close burst 2; targets enemies; +13 vs. Reflex; 2d8 damage, and the target is knocked prone. Miss: Half damage.			
Slick Maneuver (move; at-will)			
A kuo-toa adjacent to an enemy shifts to any other square adjacent to that enemy.			
Skills Athletics +15			
Alignment Evil		Languages Deep Speech	
Str 19 (+10)		Dex 18 (+10)	
Con 22 (+12)		Int 11 (+6)	
		Cha 8 (+5)	
Equipment longspear			

KUO-TOA SPEARFIEND TACTICS

Spearfiends throw themselves into melee, using *slick maneuver* to position themselves in the midst of as many foes as possible. They then use *fiendish spear sweep* to wreak maximum carnage.

KUO-TOA MUMBLER

With its lispng whispers, a black-robed kuo-toa mumblur summons up dread power and terrible secrets.

Kuo-Toa Mumblur		Level 13 Elite Lurker (Leader)	
Medium natural humanoid (aquatic)		XP 1,600	
Initiative +16		Senses Perception +9; darkvision	
Maddening Mumbles (Psychic) aura 2; any creature without the aquatic keyword that enters the aura or starts its turn there takes 5 psychic damage.			
HP 206; Bloodied 103			
AC 27 (29 against opportunity attacks); Fortitude 25, Reflex 27, Will 24			
Saving Throws +2			
Speed 6, swim 6			
Action Points 1			
④ Spear (standard; at-will) ♦ Weapon			
+18 vs. AC; 2d8 + 5 damage.			
↓ Vicious Spear (standard; requires a spear; at-will) ♦ Weapon			
Targets a blinded creature; +18 vs. AC; 3d8 + 8 damage.			
← Terrifying Revelation (no action; when <i>strange eon's syllable</i> ends)			
Close burst 3; targets enemies; +16 vs. Will; the target is blinded until the end of the mumblur's next turn.			
Slick Maneuver (move; at-will)			
A kuo-toa adjacent to an enemy shifts to any other square adjacent to that enemy.			
Strange Eon's Syllable (minor; recharge ☹️ ☹️ [!])			
Until the end of the kuo-toa mumblur's next turn, it gains a +2 bonus to all defenses, and allies within 10 squares of it gain a +2 bonus to Fortitude and Will.			
Alignment Evil		Languages Deep Speech	
Skills Athletics +14, Stealth +17			
Str 16 (+9)		Dex 22 (+12)	
Con 19 (+10)		Int 17 (+9)	
		Cha 14 (+8)	
Equipment spear			

KUO-TOA MUMBLUR TACTICS

The kuo-toa mumblur waits for the fight to come to it, confident that its *maddening mumbles* protects it from melee attackers. It uses *strange eon's syllable* to blind a foe, then makes a *vicious spear* attack in preparation for unleashing its *terrifying revelation*.

KUO-TOA LEVIATHAN

Overwhelmed by crippling madness, some kuo-toas undergo a physical and mental transformation into hulking feral predators.

Kuo-Toa Leviathan **Level 15 Elite Brute**
XP 2,400

Huge natural humanoid (aquatic)

Initiative +12 Senses Perception +11; darkvision

HP 358; Bloodied 179

AC 27; Fortitude 28, Reflex 27, Will 26

Saving Throws +2

Speed 8, swim 8

Action Points 1

⚔ **Claw** (standard; at-will)

Reach 3; +18 vs. AC; 3d8 + 6 damage, and the target is knocked prone.

⚔ **Bloodlust Bite** (standard; at-will)

Targets a bloodied creature; +18 vs. AC; 3d8 + 6 damage, and the target slides 3 squares and takes ongoing 10 damage (save ends).

⚔ **Snapping Bites** (standard; at-will)

The kuo-toa leviathan makes two attacks: +18 vs. AC; 3d8 + 6 damage, and the target slides 3 squares.

⚡ **Mind-Rending Roar** (free, when first bloodied; encounter) ⚡
Psychic, Thunder

Close blast 5; +16 vs. Will; 1d8 + 5 psychic and thunder damage, and the target is dazed (save ends).

Alignment Evil

Languages Deep Speech

Skills Athletics +18

Str 23 (+13)

Dex 21 (+12)

Wis 18 (+11)

Con 19 (+11)

Int 5 (+4)

Cha 7 (+5)

KUO-TOA LEVIATHAN TACTICS

A kuo-toa leviathan attacks in a frenzy with its *snapping bite* or rends distant targets with the reach of its claw attacks. Targets of *snapping bite* or *bloodlust bite* are slid into positions that benefit the leviathan's allies, while it stays in the thick of combat to maximize the effect of its *mind-rending roar*.

KUO-TOA LORE

Nature DC 18: Their madness leads some kuo-toas to develop dangerous psychic abilities. These kuo-toa mumblers sow confusion and death among their enemies, and are found leading kuo-toa war bands or raiding parties.

Nature DC 23: The insanity inherent to their race inspires a mental and physical change in a rare few kuo-toas, transforming them into feral leviathans. Kuo-toa clans control and train such creatures as beasts of burden and living war machines.

ENCOUNTER GROUPS

Kuo-toas have no natural allies in the Underdark, but their war parties make use of creatures of other races, enslaved and bent to their will.

Level 13 Encounter (XP 4,450)

- ◆ 1 kuo-toa mumbler (level 13 elite lurker)
- ◆ 2 kuo-toa spearfiends (level 12 brute)
- ◆ 5 kuo-toa warders (level 11 minion artillery)
- ◆ 1 kuo-toa marauder (level 12 skirmisher, MM 172)

Level 17 Encounter (XP 9,600)

- ◆ 2 kuo-toa leviathans (level 15 elite brute)
- ◆ 1 cyclops battleweaver (level 17 skirmisher, MM 48)
- ◆ 1 fomorian cackler (level 17 elite lurker, MM2 112)



MIND FLAYER

ALL MIND FLAYERS DELIGHT IN THE AGONY of others, but the mind flayer tormentor develops this rapacious nature into a dark art.

Mind Flayer Tormentor Level 20 Artillery Medium aberrant humanoid XP 2,800

Initiative +14 Senses Perception +20; darkvision
HP 148; Bloodied 74

AC 32; Fortitude 31, Reflex 32, Will 32

Speed 7, teleport 5

⊕ **Tentacles** (standard; at-will)

+26 vs. AC; 2d8 + 7 damage, and the target is grabbed.

⊕ **Mind Lance** (standard; at-will) ◆ **Psychic**

Ranged 20; +25 vs. Will; 3d8 + 5 psychic damage, and the target is dazed until the end of the tormentor's next turn.

⊕ **Bore into Brain** (standard; at-will)

Targets a grabbed or stunned creature; +25 vs. Fortitude; 4d10 + 5 damage, and the target is dazed (save ends). If this power reduces the target to 0 hit points or fewer, the mind flayer tormentor devours its brain. This kills the target instantly and recharges all the tormentor's recharge powers. See also *tentacle projection*.

⊕ **Tentacle Projection** (standard; recharge [i]) ◆ **Psychic**

Ranged 10; +25 vs. Will; 4d10 + 5 psychic damage, and the target is restrained (save ends). While the mind flayer tormentor has a target restrained by this power, it can make its *bore into brain* attack as a ranged attack as if the target were grabbed, with a range of 10 squares.

⊕ **Agonizing Feedback** (standard; recharge [i]) ◆

Psychic, Teleportation

Close burst 3; targets enemies; no attack roll; 1d8 + 1 psychic damage, and the target is dazed (save ends). If the target is already dazed, it instead becomes stunned (save ends). The mind flayer tormentor teleports 5 squares after the attack.

Alignment Evil Languages Deep Speech, telepathy 20

Skills Arcana +22, Insight +20, Intimidate +22, Religion +22

Str 16 (+13) Dex 19 (+14) Wis 20 (+15)

Con 22 (+16) Int 24 (+17) Cha 24 (+17)

MIND FLAYER TORMENTOR TACTICS

A mind flayer tormentor stays well behind a wall of thralls and allies, attacking with *mind lance* as it waits to target a leader or a ranged combatant with *tentacle projection*. When that power has a foe grabbed, the tormentor makes its *bore into brain* attack at range. It makes melee *bore into brain* attacks against any other grabbed or stunned enemies close by in the fray.

MIND FLAYER TORMENTOR LORE

Dungeoneering DC 27: The reclusive tormentor is among the most feared of mind flayers, known for its ability to consume even the brains of foes that refuse to engage it in melee.

ENCOUNTER GROUPS

A mind flayer tormentor travels with an entourage of allies and slaves.

Level 18 Encounter (XP 10,400)

- ◆ 1 mind flayer tormentor (level 20 artillery)
- ◆ 1 battle guardian (level 17 controller, MM 149)
- ◆ 12 grimlock thugs (level 18 minion brute, page 145)



THESE FUNGAL HORRORS LONG AGO crossed over from the Feywild, spreading far and wide throughout the caverns of the Underdark.

MYCONID GAS SPORE

The floating gas spore acts as a remote spy and first line of defense for remote myconid colonies.

Myconid Gas Spore		Level 4 Minion Skirmisher
Medium fey beast (plant)		XP 44
Initiative +5	Senses Perception +3; blindsight 10	
HP 1; a missed attack never damages a minion; see also <i>spore burst</i> .		
AC 18; Fortitude 17, Reflex 15, Will 15		
Speed 0, fly 2 (hover)		
⊕ Acidic Slam (standard; at-will) ♦ Acid		
+9 vs. AC; 5 acid damage.		
↖ Spore Burst (when the gas spore drops to 0 hit points) ♦		
Healing, Poison		
Close burst 3; targets nonplants; +7 vs. Fortitude; 5 poison damage. <i>Effect</i> : Each plant creature in the burst regains 5 hit points.		
Alignment Unaligned	Languages –	
Str 6 (+0)	Dex 13 (+3)	Wis 13 (+3)
Con 16 (+5)	Int 1 (-3)	Cha 8 (+1)

MYCONID GAS SPORE TACTICS

Gas spores drift into combat in tight packs. A gas spore hits hard with its *acidic slam*, staying in the thick of the fray to maximize the effect of its explosive *spore burst*.

MYCONID COLONY SWARM

These swarms of carnivorous fungal creatures rise up to defend a myconid colony.

Myconid Colony Swarm		Level 5 Artillery
Large fey beast (plant, swarm)		XP 200
Initiative +6	Senses Perception +4; tremorsense 10	
Swarm Attack (Poison) aura 1; each enemy that starts its turn within the aura takes 3 poison damage.		
HP 51; Bloodied 25; see also <i>rotting decay</i>		
AC 17; Fortitude 16, Reflex 18, Will 16		
Resist half damage from melee and ranged attacks;		
Vulnerable 10 against close and area attacks		
Speed 4		
⊕ Swarm of Slams (standard; at-will)		
+12 vs. AC; 1d6 + 5 damage.		
↘ Devouring Spores (standard; at-will) ♦ Poison		
Ranged 10/20; +10 vs. Fortitude; 1d10 + 5 poison damage, and each nonfey or nonshadow creature adjacent to the target takes 5 poison damage.		
↖ Rotting Decay (when the colony swarm drops to 0 hit points) ♦		
Necrotic, Zone		
Close burst 2; the burst creates a zone of putrid black slime that lasts until the end of the encounter. The zone is difficult terrain. Any nonfey or nonshadow creature that starts its turn within the zone takes 5 necrotic damage.		
Alignment Unaligned	Languages –	
Str 10 (+2)	Dex 18 (+6)	Wis 15 (+4)
Con 15 (+4)	Int 2 (-2)	Cha 10 (+2)

MYCONID COLONY SWARM TACTICS

A colony swarm fires *devouring spores* from a distance, falling back on *swarm of slams* once it is bloodied or surrounded.

MYCONID LORE

Arcana DC 12: Myconids create gas spores and colony swarms as mobile perimeter defenses for their colonies. These fast-growing predators easily spread into neighboring areas of the Underdark, where they fall under the control of other creatures.

ENCOUNTER GROUPS

Gas spores and colony swarms are typically found near myconid colonies or close to the permanent camps of other Underdark denizens.

Level 3 Encounter (XP 801)

- ♦ 4 myconid gas spores (level 4 minion skirmisher)
- ♦ 1 dark creeper (level 4 skirmisher, MM 49)
- ♦ 3 gravehounds (level 3 brute, MM 274)

Level 6 Encounter (XP 1,350)

- ♦ 2 myconid colony swarms (level 5 artillery)
- ♦ 1 troglodyte curse chanter (level 8 controller, MM 252)
- ♦ 2 troglodyte thrashers (level 7 brute, MM 200)



QUAGGOTH

ALL OTHER RACES ARE POTENTIAL PREY for the rapacious quaggoths—feral Underdark dwellers that follow the way of the primal spirits.

QUAGGOTH BERSERKER

Quaggoth berserkers seek battle at every opportunity, never giving quarter or backing down from a fight.

Quaggoth Berserker **Level 9 Brute**
Medium natural humanoid XP 400

Initiative +8 Senses Perception +6

HP 117; Bloodied 58

AC 21; Fortitude 22, Reflex 21, Will 19

Speed 7

⚔ **Stone Club** (standard; at-will) ⚔ **Weapon**

+12 vs. AC; 2d6 + 5 damage, and the quaggoth berserker gains a +2 bonus to attack rolls and damage rolls until the end of its next turn.

Quaggoth Fury (free, when the quaggoth berserker hits with an attack; encounter)

The berserker deals 5 damage to itself to deal 3d6 extra damage to one target hit by the triggering attack.

Skills Athletics +14

Alignment Unaligned

Languages Deep Speech

Str 20 (+9)

Dex 19 (+8)

Wis 15 (+6)

Con 17 (+7)

Int 8 (+3)

Cha 10 (+4)

Equipment stone club

QUAGGOTH BERSERKER TACTICS

A quaggoth berserker wades into battle with *stone club* attacks, reserving its *quaggoth fury* for a bloodied foe.



QUAGGOTH CHANTER

A quaggoth chanter scribes its flesh with scars, summoning primal power as it leads its tribe into battle.

Quaggoth Chanter **Level 11 Controller (Leader)**
Medium natural humanoid XP 600

Initiative +8 Senses Perception +10

Restoration aura 5; when any enemy within the aura spends a healing surge, all quaggoth allies of the chanter within the aura recharge their *quaggoth fury* power.

HP 114; Bloodied 57

AC 25; Fortitude 23, Reflex 22, Will 24

Speed 7

⚔ **Primal Claw** (standard; at-will)

+16 vs. AC; 2d6 + 4 damage, and the target takes a -2 penalty to all defenses until the end of the chanter's next turn.

⚔ **Wind Totem** (standard; at-will) ⚔ **Implement**

Close blast 4; targets enemies; +15 vs. Fortitude; 1d6 + 2 damage, and the target slides 2 squares.

War Chant (immediate reaction, when any enemy within 5 squares of the chanter spends an action point; encounter)

An ally within 5 squares of the chanter can take a standard action as a free action.

Quaggoth Fury (free, when the chanter hits with an attack; encounter)

The chanter deals 5 damage to itself to deal 3d6 extra damage to one target hit by the triggering attack.

Skills Dungeoneering +15, Nature +15

Alignment Unaligned

Languages Common, Deep Speech

Str 14 (+7)

Dex 16 (+8)

Wis 20 (+10)

Con 18 (+9)

Int 12 (+6)

Cha 16 (+8)

Equipment totem

QUAGGOTH CHANTER TACTICS

A chanter's *primal claw* softens its enemies' defenses. It uses *wind totem* to prevent a foe from attacking or to put it within reach of its allies.

QUAGGOTH LORE

Nature DC 14: The feral Underdark race of quaggoths view all other living creatures as potential prey.

Nature DC 19: The quaggoths' nomadic clan society is based on worship of the primal spirits, and they seek out sources of primal power in the Underdark.

ENCOUNTER GROUPS

Quaggoths are poor allies at best, but they keep and train many of the beasts of the Underdark.

Level 9 Encounter (XP 2,400)

- ◆ 1 quaggoth chanter (level 11 controller)
- ◆ 3 quaggoth berserkers (level 9 brute)
- ◆ 1 dweomer eater (level 11 skirmisher, MM2 179)

SWORDWINGS SOAR THROUGH THE DEEPEST CAVERNS OF the Underdark, searching for prey and the relics coveted by their kind.

SWORDWING SLASHER

The swordwing slasher hones its *armblade* attacks to deadly precision, darting across the battlefield as it unleashes its fury.

Swordwing Slasher **Level 23 Lurker**
XP 5,100
Medium aberrant humanoid

Initiative +23 **Senses** Perception +17; low-light vision
HP 166; **Bloodied** 83

AC 37; **Fortitude** 35, **Reflex** 36, **Will** 34

Speed 6, fly 10 (hover)

⊕ **Armblade** (standard; at-will)

Reach 2; +28 vs. AC, 3d6 + 9 damage (crit 9d6 + 27 damage).

Slasher's Escape (immediate interrupt, when the swordwing slasher is hit by an attack; recharge ☒ ☒) ⊕ **Illusion**, **Teleportation**

The swordwing slasher becomes invisible until the end of its next turn, and teleports 5 squares. If the swordwing slasher is marked, that condition ends.

Slasher's Flurry (standard; recharges when the swordwing slasher uses *slasher's escape*)

The swordwing slasher makes an armblade attack against each enemy within reach.

Alignment Evil **Languages** Deep Speech

Skills Endurance 22, Stealth +24

Str 24 (+18) **Dex** 26 (+19) **Wis** 22 (+17)

Con 22 (+17) **Int** 12 (+12) **Cha** 10 (+11)

SWORDWING SLASHER TACTICS

A swordwing slasher counts on *slasher's escape* to evade attack, teleporting into the thick of combat to tear foes apart with *slasher's flurry*.

SWORDWING CUTTER

Swordwing cutters attack as a mob, surrounding and slashing foes with vicious *armblade* attacks.

Swordwing Cutter **Level 28 Minion Skirmisher**
XP 3,250
Medium aberrant humanoid

Initiative +24 **Senses** Perception +21; low-light vision
HP 1; a missed attack never damages a minion; see also *scattering hive*.

AC 43; **Fortitude** 41, **Reflex** 40, **Will** 39

Speed 6, fly 10 (hover)

⊕ **Armblade** (standard; at-will)

Reach 2; +33 vs. AC, 14 damage (crit 20), and the target is knocked prone.

Scattering Hive (immediate interrupt, when the swordwing cutter drops to 0 hit points)

Each other swordwing cutter adjacent to this swordwing cutter can shift 5 squares as a free action.

Alignment Evil **Languages** Deep Speech

Skills Endurance +26, Stealth +27

Str 28 (+23) **Dex** 26 (+22) **Wis** 25 (+21)

Con 25 (+21) **Int** 10 (+14) **Cha** 12 (+15)

SWORDWING CUTTER TACTICS

Swordwing cutters attack in groups of two or more, taking advantage of *scattering hive* whenever a cutter falls.

SWORDWING LORE

Dungeoneering DC 24: Swordwings hunt not only for sport and sustenance, but to collect relics, weapons, trinkets, or the hands of creatures they defeat in combat.

ENCOUNTER GROUPS

Swordwings view all creatures as potential prey, and they ally only rarely with other races.

Level 28 Encounter (XP 68,700)

- ◆ 6 swordwing cutters (level 28 minion skirmisher)
- ◆ 2 swordwing slashers (level 23 lurker)
- ◆ 2 crownwings (level 26 skirmisher, MM 249)
- ◆ 3 swordwings (level 25 soldier, MM 249)



CREATURES PLAYED IN THE TORTURE PITS of Torog are reborn as the deadly wrackspawn—granted the dubious reward of eternal life in exchange for absolute fealty to the King that Crawls.

ARMORED WRACKSPAWN

These horrid creatures lead the attacks of Torog's faithful, protected by armor fused directly to flesh and bone.

ARMORED WRACKSPAWN TACTICS

Armored wrackspawn attempt to bloody enemies quickly to make full use of their *bloodwrack* aura. A bloodied foe is kept close with *crushing blow* until it saves; then the armored wrackspawn uses *inflict new tortures* to choose another target.



Armored Wrackspawn

Level 13 Soldier

Medium immortal humanoid

XP 800

Initiative +12

Senses Perception +15; darkvision

Bloodwrack aura 2; each bloodied enemy within the aura takes a -4 penalty to saving throws.

HP 132; Bloodied 66

AC 30; Fortitude 25, Reflex 24, Will 24

Resist 10 psychic

Speed 5

⚔ **Warhammer** (standard; at-will) ♦ **Weapon**

+20 vs. AC; 2d10 + 4 damage, and the target is marked until the end of the armored wrackspawn's next turn.

⚔ **Crushing Blow** (standard; requires a warhammer; encounter) ♦ **Weapon**

+20 vs. AC; 3d10 + 4 damage, and the target is marked and slowed (save ends both).

Inflict New Tortures (immediate reaction, when any enemy adjacent to the armored wrackspawn succeeds on a saving throw; at-will)

The armored wrackspawn shifts its speed. *Crushing blow* recharges, and the wrackspawn uses it against a target other than the triggering enemy.

Alignment Evil

Languages Common, Deep Speech

Str 18 (+10)

Dex 18 (+10)

Wis 19 (+10)

Con 20 (+11)

Int 10 (+6)

Cha 8 (+5)

Equipment plate armor pieces, large shield, warhammer

BROKEN WRACKSPAWN

The failed results of the horrid rituals that produce their kind, broken wrackspawn are sacrificed in battle to protect their kin.

Broken Wrackspawn

Level 15 Minion Controller

Medium immortal humanoid

XP 300

Initiative +11

Senses Perception +12; darkvision

Bloodwrack aura 2; each bloodied enemy within the aura takes a -4 penalty to saving throws.

HP 1; a missed attack never damages a minion.

AC 29; Fortitude 29, Reflex 26, Will 27

Resist 10 psychic

Speed 5

⚔ **Bone Spear** (standard; at-will) ♦ **Weapon**

+20 vs. AC; 9 damage, and the target is weakened until the broken wrackspawn drops to 0 hit points.

Alignment Evil

Languages Common, Deep Speech

Str 24 (+14)

Dex 18 (+11)

Wis 21 (+12)

Con 20 (+12)

Int 10 (+7)

Cha 8 (+6)

Equipment bone spear

BROKEN WRACKSPAWN TACTICS

Broken wrackspawn stay in the thick of combat, hoping to weaken as many foes as possible with *bone spear* attacks before they fall.

Broken Wrackspawn		Level 28 Minion Controller	
Pit Guardian		Medium immortal humanoid	
		XP 3,250	
Initiative +21 Senses Perception +22; darkvision			
Bloodwrack aura 2; each bloodied enemy within the aura takes a -4 penalty to saving throws.			
HP 1; a missed attack never damages a minion.			
AC 42; Fortitude 42, Reflex 39, Will 40			
Resist 15 psychic			
Speed 5			
⊕ Bone Spear (standard; at-will) ♦ Weapon			
+33 vs. AC; 15 damage, and the target is weakened until the broken wrackspawn pit guardian drops to 0 hit points.			
Alignment Evil		Languages Common, Deep Speech	
Str 30 (+24)	Dex 24 (+21)	Wis 27 (+22)	
Con 25 (+21)	Int 10 (+14)	Cha 9 (+13)	
Equipment bone spear			

JAGGED WRACKSPAWN

A jagged wrackspawn's body pulses from within with eldritch light, its limbs pierced with steel-hard bone needles that can rend the flesh from a foe.

Jagged Wrackspawn		Level 16 Controller	
Medium immortal humanoid		XP 1,400	
Initiative +15 Senses Perception +12; darkvision			
Bloodwrack aura 2; each bloodied enemy within the aura takes a -4 penalty to saving throws.			
HP 157; Bloodied 78			
AC 30; Fortitude 28, Reflex 30, Will 27			
Resist 10 psychic			
Speed 6			
⊕ Embedded Needles (standard; at-will)			
+21 vs. AC; 2d6 + 2 damage, and ongoing 5 damage (save ends).			
† Dread Embrace (standard; encounter) ♦ Reliable			
+20 vs. Reflex; the target is removed from the battle grid and imprisoned within an extradimensional space inside the jagged wrackspawn (save ends). While imprisoned, the target is stunned and takes ongoing 10 damage, and no creature has line of sight or line of effect to it. When the target saves, or if the wrackspawn drops to 0 hit points, the target returns in a space of its choice adjacent to the wrackspawn. While imprisoned, the target is considered to be within the wrackspawn's <i>bloodwrack</i> aura but not adjacent to the wrackspawn, so that its successful saving throws don't trigger <i>rancorous screech</i> .			
↖ Rancorous Screech (immediate reaction, when any enemy adjacent to the jagged wrackspawn succeeds on a saving throw; at-will) ♦ Psychic			
Close burst 5; +20 vs. Will; 1d6 + 3 psychic damage.			
Alignment Evil		Languages Common, Deep Speech	
Str 18 (+12)	Dex 24 (+15)	Wis 19 (+12)	
Con 21 (+13)	Int 12 (+9)	Cha 13 (+9)	

JAGGED WRACKSPAWN TACTICS

A jagged wrackspawn targets heavily armored characters with its *dread embrace*, then attacks other foes with *embedded needles* while it has a creature trapped within it.

FLAYING WRACKSPAWN

An elite torturer and assassin of Torog, the flaying wrackspawn directs the relentless attacks of its kin.

Flaying Wrackspawn		Level 25 Controller	
Medium immortal humanoid		XP 7,000	
Initiative +21 Senses Perception +19; darkvision			
Bloodwrack aura 2; each bloodied enemy within the aura takes a -4 penalty to saving throws.			
HP 226; Bloodied 113			
AC 39; Fortitude 36, Reflex 39, Will 37			
Resist 15 psychic			
Speed 8, fly 8			
⊕ Barbed Whip (standard; at-will) ♦ Weapon			
Reach 2; +30 vs. AC; 3d8 + 7 damage, and the target is immobilized until the end of the wrackspawn's next turn.			
† Discord From Pain (immediate reaction, when any enemy adjacent to the flaying wrackspawn succeeds on a saving throw; at-will)			
Targets the triggering enemy; +29 vs. Will; the target makes a basic attack against a creature of the flaying wrackspawn's choice as a free action.			
↖ Break Loyalty (standard; recharge Ⓜ; Ⓝ; Ⓢ) ♦ Charm, Psychic			
Close burst 5; +29 vs. Will; 1d10 psychic damage. In addition, the target is affected by broken loyalty (save ends). While affected by broken loyalty, the target cannot flank with its allies, cannot use any power that grants bonuses to allies, and cannot use any power that allows allies to gain temporary hit points, regain hit points, or spend healing surges.			
Alignment Evil		Languages Common, Deep Speech	
Str 22 (+18)	Dex 29 (+21)	Wis 25 (+19)	
Con 18 (+16)	Int 14 (+14)	Cha 14 (+14)	
Equipment barbed whip			

FLAYING WRACKSPAWN TACTICS

A flaying wrackspawn stays behind the first rank of combat, immobilizing defenders or strikers with its *barbed whip*. The wrackspawn keeps an immobilized foe close in the event that the enemy triggers *discord from pain*.

WRACKSPAWN LORE

Dungeoneering or Religion DC 18: Wrackspawn are loyal tools created from the victims of Torog's torture dens. Each wrackspawn is an assemblage of parts from numerous humanoid creatures, bound together with foul rituals and dark magic.

ENCOUNTER GROUPS

Wrackspawn serve in Torog's raiding parties and the forces that guard his torture dens, fighting alongside other servants of the King that Crawls.

Level 15 Encounter (XP 6,900)

- ♦ 2 armored wrackspawn (level 13 soldier)
- ♦ 5 broken wrackspawn (level 15 minion controller)
- ♦ 1 jagged wrackspawn (level 16 controller)
- ♦ 3 yuan-ti malison sharp-eyes (level 13 artillery, MM 269)

Level 26 Encounter (XP 51,650)

- ♦ 6 broken wrackspawn pit guardians (level 28 minion controller)
- ♦ 2 flaying wrackspawn (level 25 controller)
- ♦ 3 angels of supremacy (level 24 soldier, MM2 10)

TOROG

THE GOD OF TORTURE, IMPRISONMENT, and the Underdark, Torog is the King that Crawls. His divinity is linked inexorably to his underground realm, and by dwelling there, he maintains his power. Legions of twisted, sadistic creatures swarm out from the darkness at his command, ready to inflict their deity's will on the world.

TOROG LORE

Religion DC 10: Torog is the evil god of torture and imprisonment. Speaking Torog's name aloud is considered to bring bad luck in countless cultures, and most folk refer to him only as "the King that Crawls." Over long millennia, Torog has pulled vast reaches of the surface world down into the Underdark, and many surface folk fear that invoking the god's wrath puts their own homes and lands at risk.

Religion DC 15: Torog has great power in the Underdark, where he keeps a number of lairs known as torture dens. The King that Crawls holds dominion over the Underdark, but all but ignores the surface world.

Religion DC 20: Torog keeps his exarchs close in a state of devotional torment, rather than dispatching them as independent agents. Although other deities rely on their exarchs to carry out their bidding among the mortal races, Torog uses lesser servants or takes on such tasks himself.

Religion DC 25: Unlike most deities, Torog does not create lesser aspects that mimic his shape and powers. Many sages assume this choice has something to do with Torog's reluctance to divide his power in any fashion, but the truth remains unknown.

TOROG'S TACTICS

Torog typically deals with enemies in person—usually in the torture den of Gargash, and only after a force of angels and other servants have preceded him into battle.

The King that Crawls begins combat with *imprisoning chains* to haul enemies close, then follows up with *serrated longsword* attacks while making *sickle of agony* attacks each round. When a defender or striker takes ongoing damage, Torog spends an action point to use *bond of torture* against that foe, forcing the target to choose between sharing Torog's pain or being consumed by the deity's will. The god stays in motion during battle, using his *crawling blood* power to create a crawling blood swarm each round.

Normally, Torog escapes combat by discorporating when he becomes bloodied. However, even when he is faced with inevitable defeat, it is up to you to decide whether Torog flees or fights to the death. See the "Discorporation of Torog" sidebar for more information.

Torog Level 34 Solo Lurker
Huge immortal humanoid XP 195,000

Initiative +26 **Senses** Perception +27; darkvision
Shared Torture (Psychic) aura 10; when any enemy within the aura makes a death saving throw, each conscious enemy within the aura takes 10 psychic damage.

Torturous Exhaustion aura 10; when any enemy within the aura makes a saving throw against ongoing damage, that enemy is weakened until the end of its next turn. Enemies within the aura can choose not to make saving throws against ongoing damage to avoid this effect.

HP 1,232; **Bloodied** 616; see also *discorporation*

AC 48; **Fortitude** 47, **Reflex** 45, **Will** 46

Immune attacks by characters below 20th level; **Resist** 20 psychic

Saving Throws +5; whenever an attack applies an effect to Torog that a save can end, he immediately makes a saving throw. Torog also makes saving throws at the end of each of his turns as normal.

Speed 6 (earth walk), climb 6

Action Points 2

⚔ **Serrated Longsword** (standard; at-will) ⚡ **Fire, Weapon**
Reach 2; +39 vs. AC; 3d12 damage, and ongoing 5 fire damage (save ends).

⚔ **Sickle of Agony** (minor 1/round; at-will) ⚡ **Weapon**
Reach 2; targets a creature that is not bloodied; +39 vs. AC; 3d10 damage, and ongoing 5 damage (save ends).

⚔ **Bond of Torture** (minor; recharges when no creature is affected by this power) ⚡ **Charm, Psychic**
Ranged 20; targets an enemy taking ongoing damage; +39 vs. Will; each time Torog takes damage, the target takes psychic damage equal to one-half the damage dealt to Torog. Each time the target takes damage from this effect, it can use an immediate reaction to end the effect by voluntarily becoming dominated by Torog (save ends).

⚔ **Imprisoning Chains** (standard; at-will)
Close burst 20; targets one, two, or three enemies; +37 vs. Reflex; 1d10 + 10 damage, and the target slides 5 squares and is restrained until the end of Torog's next turn.

⚔ **Torturous Chainlash** (immediate reaction, when Torog is hit by an attack; at-will)
Close burst 20; targets the triggering attacker; +37 vs. Reflex; 1d10 + 10 damage, and the target is stunned until the end of Torog's next turn.

Crawling Blood (move; at-will)
Torog moves his speed or shifts 1 square, and a crawling blood swarm (see the statistics block) appears in a square he left.

Discorporation (when first bloodied; encounter)
When Torog becomes bloodied, he normally discorporates and is unable to take physical form for a time. See the "Discorporation of Torog" sidebar.

Perpetual Crawler
Torog cannot be knocked prone. He takes no penalties for his ruined legs, and crawls at his normal speed.

Alignment Evil **Languages** all, telepathy 20
Skills Dungeoneering +32, Endurance +31, Intimidate +35
Str 33 (+28) **Dex** 20 (+22) **Wis** 30 (+27)
Con 28 (+26) **Int** 28 (+26) **Cha** 27 (+25)

Equipment serrated longsword, sickle of agony



DISCORPORATION OF TOROG

When a deity is bloodied, its mind leaves its body, and it is unable to assume physical form for a certain length of time. This discorporation lasts anywhere from a few months to several years, during which time the deity's power is weakened but not negated.

Because he draws his power from the Underdark instead of the Astral Sea, Torog discorporates differently from other deities, transforming into a swarm of millions of vermin and leeches that scatter quickly into the shadows.

Characters who want to truly kill a deity must fulfill one or more conditions specific to that deity and to your campaign. If the specific conditions are satisfied, the deity cannot discorporate, instead becoming bloodied as normal. Sample quests for those wishing to slay Torog are given below. However, Torog is unique among all the gods in that he is consumed by an irrational desire to die. Because of this, the King that Crawls is able to willingly overcome discorporation, and he can choose at any time to fight to the death.

Rigors of Execution: Any characters who want to slay Torog are welcome to try, but the battle must take place in Gargash's skull. From this primary torture den, Torog sends his foes to fight his exarchs in other torture dens. Once the exarchs are defeated, Torog can be slain.

The Seven Parts: When Torog first burst from the Underdark into the Shadowdark, the divine aspect of death pierced him, tearing out and scattering fragments of his mind, heart, lungs, guts, bones, blood, and bile. Torog salvaged these remains, keeping them in jars in his various torture dens. Characters who undertake a quest to destroy these vile relics gain the power to slay the maimed god.

CRAWLING BLOOD SWARM

Torog's divine blood seeps constantly from his grievous wounds, and grotesque creatures resembling centipedes, leeches, and roaches constantly emerge from this ichor. Legends claim that the most repulsive creatures of the Underdark were first born from the blood of Torog.

Crawling Blood Swarm Level 34 Minion Skirmisher

Medium immortal beast (swarm)

XP 9,750 (or 0 if encountered with Torog)

Initiative +30 Senses Perception +27; darkvision

Swarm Attack aura 1; each enemy that starts its turn within the aura takes 5 damage plus 5 extra damage per crawling blood swarm adjacent to the enemy.

HP 1; a missed attack never damages a minion.

AC 48; Fortitude 45, Reflex 47, Will 46

Resist 20 to melee and ranged attacks

Speed 3, climb 3 (spider climb)

Ⓢ **Swarm of Torturous Mandibles** (standard; at-will)

+39 vs. AC; ongoing 10 damage (save ends).

Blood Pollution

If a crawling blood swarm is adjacent to a bloodied creature at the end of the swarm's turn, another crawling blood swarm appears in a space adjacent to the bloodied creature.

Alignment Evil

Languages –

Str 12 (+18)

Dex 33 (+28)

Wis 30 (+27)

Con 28 (+26)

Int 1 (+12)

Cha 22 (+23)

THE CRINGE

The exarch known only as the Cringe continually travels the King's Highway to prove his worth to Torog. Though the Cringe is most often found in the Deeps, his mission takes him through all parts of the Underdark.

THE CRINGE LORE

Religion DC 20: The Cringe is an exarch of Torog who wanders the Underdark, attempting to retrace the route Torog took when he first tried to escape from that realm. Torog calls on the Cringe to enforce his will, whether quelling volcanic eruptions or ending subterranean wars. The deity's orders are said to be carved on the backs of slave creatures sent as messengers, or written in swirling blood flowing down the King's Highway.

THE CRINGE TACTICS

Left to his own devices, the Cringe typically ignores adventurers and other creatures not encountered on the King's Highway. However, Torog's will often sees the Cringe sent on missions against high-level characters exploring the Underdark.

The Cringe skewers nearby foes on its *rack of nails*, or lashes out with *razor chain* double attacks. He uses *cruel choice* as often as possible, either granting healthy allies a saving throw against a debilitating effect or "helping" a foe to deal damage.

TOROG'S SERVANTS

A variety of angels, slaves, sadists, exarchs, and created servitors maintain Torog's realms and agendas.

Angels: As a deity, Torog commands the loyalty of the full range of angels. Though angels serve Torog faithfully, they are unable to function as freely in the Underdark as they do in the other realms. When far from Torog or one of his places of power, the angels lose their *angelic presence* ability (or a similar ability that empowers them until they become bloodied). Consequently, angels in Torog's service operate as guards and torturers, or as fast-moving couriers. They function as front-line fighters when necessary, but they take a supporting or behind-the-scenes role compared to the retinues of other deities.

Angels prove that Torog's compulsions have limits. Since angels are made to serve gods faithfully, they might obey Torog even if subjected to the full extent of tortures the god's other followers must suffer. But Torog has not tested the question. If he ever felt completely secure in his power, he would indulge his curiosity.

Mortal Pawns: The most evil and determined sadists and masochists of all races and cultures serve Torog in the Underdark. They guard his dens, hunt for new victims, and otherwise entertain their sadistic master.

The Cringe

Large immortal humanoid

Level 18 Elite Brute

XP 4,000

Initiative +15

Senses Perception +14; darkvision

Bloodwrack aura 2; any bloodied enemy within the aura takes a -4 penalty to saving throws.

HP 430; **Bloodied** 215; see also *price of failure*

AC 30; **Fortitude** 31, **Reflex** 30, **Will** 29

Resist 10 psychic

Saving Throws +2

Speed 6

Action Points 1

⊕ **Razor Chain** (standard; at-will) ♦ **Weapon**

Reach 3; +21 vs. AC; 2d10 + 3 damage, and the target takes ongoing 5 damage and is slowed (save ends both).

⊕ **Double Attack** (standard; at-will)

The cringe makes two *razor chain* attacks.

⊕ **Rack of Nails** (standard; recharges when no creature is affected by this power)

Reach 2; +19 vs. Reflex; 5d6 + 7 damage, the Cringe slides the target into a square adjacent to it, and the target is restrained (save ends). Each time the target attempts a save against the restrained condition, it takes 10 damage. Each time the Cringe moves while the target is restrained, it can slide the target into any square adjacent to it. Only one enemy at a time can be restrained by this power.

➤ **Cruel Choice** (minor; recharge ☹️ ☹️) ♦ **Psychic**

Ranged 5; no attack roll; the target can make a saving throw. If the saving throw succeeds, the target takes 3d6 + 7 psychic damage.

⚡ **Price of Failure** (when first bloodied; encounter) ♦ **Psychic**

Close burst 10; targets enemies; +19 vs. Will; 2d6 + 7 psychic damage, and the target is dazed (save ends).

Alignment Evil

Languages Common, Deep Speech

Skills Dungeoneering +19, Endurance +21, Intimidate +16, Religion +17

Str 21 (+14)

Dex 22 (+15)

Wis 20 (+14)

Con 25 (+16)

Int 16 (+12)

Cha 15 (+11)

Equipment razor chain

All mortals who serve Torog begin their service by being tortured. The strong live to serve, and the weak die. Otherwise Torog does not discriminate. Humans, devas, minotaurs, renegade drow, duergar, and fomorians are equally welcome to volunteer at Torog's gates or fall prey to one of his slaving parties.

A well-known section of Torog's litany reads: "In Torog's service, all are equal." The deadly irony of the litany is that mortals that enter Torog's service by undergoing initial processing in the torture dens lose all facets of their personality, profession, skills, and race. Torog's torture devices break and reassemble the physical and mental traits of all but the most powerful mortals. In effect, Torog compensates for being left out of the work of creation perfected by the rest of the gods by pounding the mortal beings they created into forms that please him.

The result is a "race" forced into various twisted shapes, collectively known as the wrackspawn (page 154). Different types are crafted to serve different purposes. Torog refers to wrackspawn as his tools.

Wrackspawn can be found marauding or wandering through most areas of the Underdark. They are common hazards of the King's Highway and mass in

large numbers near each torture den. Barely capable of independent thought, wrackspawn function best when operating under preset instructions or standard orders, making them excellent guards, torturers, and raiders, but poor spies, couriers, and leaders.

TOROG'S EXARCHS

Other deities' exarchs are their most trusted—or at least most powerful—servants. That could be true of Torog, but the point is moot. Depending on your perspective, Torog's treatment of his exarchs is proof of his insanity, a symptom of malignant humor, or evidence of a master plan played out over eons.

Torog demands that any demigod or devil that wishes to become his exarch prove its worthiness by undergoing centuries of torture. This requirement comes as no surprise to Torog's followers. Exarchs are revered for their willingness to show their faith by undergoing what might be eternal torture, not for the benefits they might be able to provide to Torog's twisted worshippers.

The precise length of time it might require to earn freedom is unclear. No exarch has been freed. Each exarch or aspirant is imprisoned somewhere in Torog's realm or in a dimensional hideaway. Despite this fact, would-be exarchs still petition the deity every few decades or centuries. A few exarchs are known, but others might lie hidden in locations that only Torog knows. While his exarchs are tied up, Torog relies on high-level angels and wrackspawn agents (page 154).

The Abnegator: A former primordial who volunteered for Torog's service, the Abnegator was subjected to Torog's worst tortures before its severed and writhing parts were buried, becoming the Restless Heaps.

The Cringe: This demigod was commanded to duplicate Torog's epic crawl that created the King's Highway. This is a hopeless task, particularly since the Cringe's powers are far inferior to Torog's physical and supernatural abilities.

Duon-eel the Thrice Slain: This hero of the Dawn War was wracked by guilt over terrible atrocities. Now, he is complicit in atrocities against self and nature after undergoing Torog's tests. It is said that Duon-eel was freed when the drow descended into the Underdark, but he has been locked in a pocket dimension ever since.

Jerran: Another missing exarch, Jerran, was a wrackspawn who grew in power to become a tool in a caste called the "chains." When Jerran became worthy of a position as an exarch, Torog gave her back her gender and a true name, then assigned all the other "chains" to torture Jerran to advance her toward her apotheosis as a full exarch. The location of Jerran's torture is uncertain. Some believe it takes place in an unknown den or in a different dimension. If any of the "chains" were to reappear in the Underdark, that event would signal that Jerran had graduated from her torture and might be capable of serving as Torog's full agent.

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