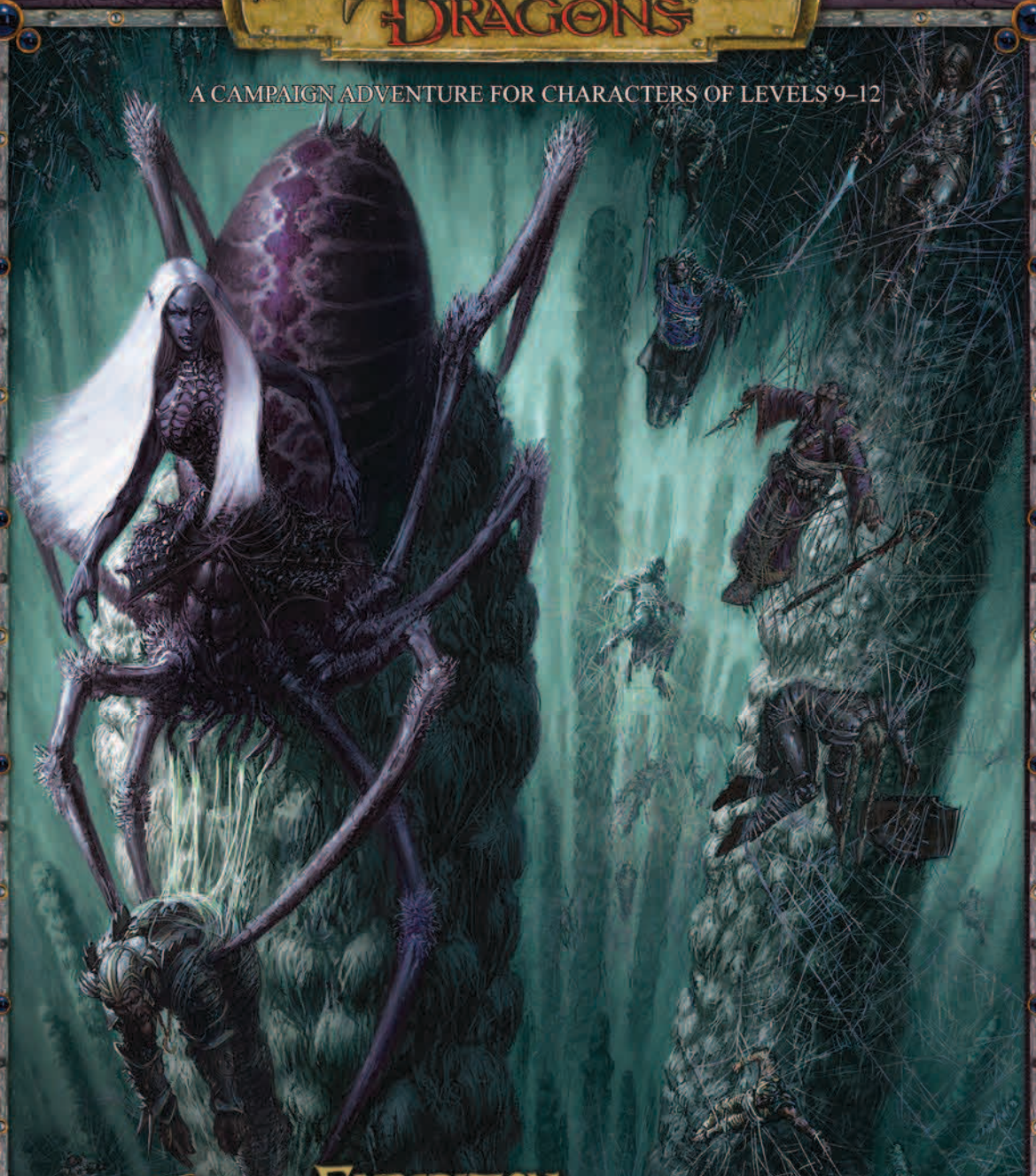
Dungeons & Dragons®

A CAMPAIGN ADVENTURE FOR CHARACTERS OF LEVELS 9–12



Expedition to the Demonweb Pits™

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Introduction

The meeting had been arranged through intermediaries, with suspicion and treachery on both sides. Now, at last, the two demon lords had arrived at their secret meeting place. They would have been more comfortable in his Argent Palace, but the Queen of the Succubi would agree to that no more than the Dark Prince would have agreed to meet in her realm of Shendilavri.

If his plans came to fruition, the inconvenience—and this pretense of civility—would be worth it.

"The idea," Graz'zt said, "is for mortals to invade the Demonweb."

"Mortals have their uses," Malcanthet agreed, smiling pleasantly. She poured dark red liquid into her goblet from a silver flagon, not bothering to offer him a cup as well. He wouldn't have accepted if she did. "You intend to incite them against the Spider Queen? I had no idea your . . . tastes . . . included a desire for self-destruction."

She was baiting him as she always did, but this time he had no intention of being seduced by her tricks. Although her cooperation wasn't required for his plans, Graz'zt needed her to agree, or at the very least, not to interfere. "I seek the destruction of our mutual enemies—yes, our," he said to her raised eyebrow. "We waste strength warring on each other. What we need is unity. The mortals will provide a pretext, with all their blundering."

"Unity in the Abyss. Blasphemous words, some might say. And dangerous."

Graz'zt waved dismissively. "For Lolth it might be dangerous. My own parlor will not be muddied by their boot prints. Well, perhaps a little, in my city."

"How many steps ahead are you planning this, o Prince of Tyrants?" Malcanthet's voice was more growl than purr.

"As many as you like. Let's say, six steps ahead. Six is my lucky number." He drummed his fingers on the ebony tabletop.

Malcanthet's wings flapped a little as she contemplated the proposal. "Mortals are unpredictable. They'll kill the Spider Queen's aspect, and then what? No one to read the Pact, no one to raise the armies of the Abyss, and no way for you and I to lead the charge against the heavens."

Curiosity and ambition ensured her agreement, as he had known it would. "You worry far too much. Lolth is a creature of eightfold duplicity and glorious paranoia."

"Yes. How does that help us if no divine aspect survives to read the Pact?"

"What makes you think she has only one aspect?"

"Ah," the Queen of the Succubi said softly, and smiled.

Graz'zt smiled in return, showing his fangs. Even if the Spider Queen were to be defeated in her own Web—well, that would be no defeat for him, would it?

WHAT IS EXPEDITION TO THE DEMONWEB PITS?

The *Expedition to the Demonweb Pits* campaign adventure is designed to begin with four to six 9th-level DUNGEONS & DRAGONS® characters, with advancement to 12th level by the adventure's finale.

The Demonweb Pits have a deep-rooted history within the game. In 1978, the landmark *Against the Giants* series climaxed by introducing the drow. The next module series, *Descent Into the Depths of the Earth*, led characters into grand conflicts in the Underdark through the *Shrine of the Kuo-Toa* to the *Vault of the Drow*. The final element of the story arc culminated with the module *Queen of the Demonweb Pits*, featuring the first intense look at the Abyss and an unforgettable fight against Lolth herself.

Expedition to the Demonweb Pits presents a different spin on these classic adventures. The game material in encounters reflects the most recent edition of the rules and includes entirely new features, threats, and rewards.

Beyond the adventure material, the appendix contains two new prestige classes that PCs can take, two new unique magic items, and fourteen new monster descriptions.

THE ENCOUNTER FORMAT

Expedition to the Demonweb Pits uses a new format designed for flexibility and speedier encounter resolution. This format places all the combat-oriented sections into one or two-page presentations separate from the main flow of the adventure plot, flavor, and area descriptions. These tactical encounter layouts contain all the information necessary to play out that encounter at the table—the setup for the situation, statistics for monsters and traps, information on hazards and terrain features, and a map of the area in which the encounter takes place so that the event can be set up and run on a battle map using D&D miniatures. Overviews of these encounter areas appear throughout the chapters, while the actual encounters are collected at the end of each chapter.

Some sections of the adventure, such as the Demonweb itself, consist almost entirely of combat encounters. Others have more of a balance of roleplaying, investigation, stealth, and combat elements.

WHAT YOU NEED TO PLAY

This adventure is intended for use in any DUNGEONS & DRAGONS game. The setting can be dropped into any campaign. You'll need the *Player's Handbook* (*PH*), *Dungeon Master's Guide* (*DMG*), and *Monster Manual* (*MM*) to make use of the material. This adventure draws from a number of other D&D books as well, such as *Fiendish Codex I: Hordes of the Abyss* (*FC1*), *Book of Vile Darkness*, *Complete Arcane*, *Frostburn*, *Spell Compendium* (*SC*), *Fiend Folio* (*FF*), and the various *Monster Manual* supplements (*MM2*, *MM3*, *MM4*). However, all the information a DM needs to run the adventure is provided in these pages.

Certain spells, such as *analyze portal*, are assumed to be available to the party at some point before the party reaches 11th level in this plane-hopping campaign. The *analyze portal* spell description can be found on page 176 as part of the *Book of Flesh and Mirrors*. It is an extremely common spell (particularly in Sigil), and scrolls can be easily purchased there for the usual price (375 gp).

Finally, the conditions on the various Outer Planes that the player characters visit are similar to the Material Plane unless otherwise noted.



Illus. by D. Bircham

Expedition to the Demonweb Pits is usable as a mini-campaign on its own, as a story arc in your regular campaign, or as a series of small side adventures with a big payoff. The structure is flexible and eminently customizable. The adventures and encounters fit seamlessly into campaigns based in the core D&D® world and also those using the FORGOTTEN REALMS® campaign setting.

The adventure is written to allow multiple tactics and strategies to succeed: the three main routes are combat, diplomacy, and stealth. Some sections favor one of these over another (the encounters in Sigil are easiest to resolve by the diplomatic route, for example), but all sections include guidance to the DM for multiple approaches by the party.

BACKGROUND

Graz'zt the Dark Prince, one of the most powerful demon lords in the Abyss, approaches the Spider Queen Lolth with a proposal. He suggests that they ally against Orcus and split his power base between them. Lolth refuses. She controls the area of the Abyss known as the Demonweb and is less interested in Abyssal politics than she is in the endeavors of her drow worshipers on the Material Plane.

Graz'zt is not one to take rejection lightly. Since she won't be his ally, he plans to make good use of her as a pawn. He turns his political ambitions toward undermining Lolth and perhaps gaining a foothold in the Demonweb for himself.

To that end, Graz'zt puts into play a strategy to weaken Lolth. Talk is cheap—and effective. Graz'zt seeds a rumor that Lolth is hastening her campaign of vengeance against Corellon Larethian and his people, the surface-dwelling elves. The thought that their goddess is about to take a more active role in mortal affairs spurs her worshipers to become more aggressive.

ADVENTURE OVERVIEW

Graz'zt already rules three layers of the Abyss, but he wants more. With his cambion son, Rule-of-Three, he plots and launches three schemes to grab power: discredit Orcus, weaken Lolth, and unite the demon lords under his leadership as the founder and speaker of a Demon Council.

To start off, Rule-of-Three spreads rumors about Lolth's aggression and hostility against her enemies in the Abyss. He slanders her in Sigil and in the ranks of the demon legions, calling her a goddess who considers herself above mere tanar'ri concerns. Given demonic resentment of her divine status, his lies find a receptive audience. Further, Rule-of-Three spreads the word among Lolth's followers that the Spider Queen herself will soon attack on a broad

front on the Material Plane, advising her followers to strike hard now to prepare for her arrival. Graz'zt hopes to attract mortal attention to her, and then direct that attention toward weakening or embarrassing Lolth and her supporters.

At the same time, since mortals might not be powerful enough to defeat the Spider Queen's aspects, Graz'zt hopes to gather the demon lords together for a council that will unify them against their enemies, even if only temporarily.

All he needs is a group of mortals willing to stir up trouble in the Demonweb so that Lolth and the demon lords listen to his talk of unity and security from interference.

The Hook

The PCs hear about increased drow activity in their own lands or through the kidnap and slaughter of elf cohorts or NPCs in nighttime raids. The drow have heard the rumors of Lolth's aggression, and they believe their goddess is coming. They act, believing it is time to kill the surface dwellers.

The PCs encounter the drow, their ogre zombie servants, and a vrock demon guardian of a gate to Sigil. Among the spoils of victory, they find a letter with three seals of black, red, and yellow wax. The letter is from "the Styx Oarsman, Sigil," telling them that "a source here confirms the Spider Queen is on the move. Attack and kill her enemies without pause or mercy." (See Lithara's Letter, page 220.) The writer promises further details in a later letter, to be picked up in Sigil by the messenger who carries their reply.

If the party fails to follow up by traveling to Sigil, drow attacks and elf deaths increase sharply until churches and local officials beg the party to intervene.

Planar Plot

After the characters arrive in Sigil, they meet the cambion Rule-of-Three at the Styx Oarsman. He is in one of his favorite guises, using his *hat of disguise* to appear as a githzerai scholar. Rule-of-Three was expecting a return messenger from the drow, not the PC party, but he is nothing if not flexible. They can help each other. In return for three errands, he can offer a gate home and an end to the drow infiltration. Rule-of-Three asks them to complete errands that he can't do himself, since he is not exactly welcome throughout the planes ("past bad behavior, for which I've atoned—but some people are unforgiving").

The first errand is easy. He sends the party across town to visit the Tower of the Prophet (see page 23) to collect a divination that will directly speak to forthcoming events. Since evil creatures cannot approach the Celestial Eye, Rule-of-Three needed someone to do this for him anyway; the PCs' arrival is convenient timing. At the tower, they gain a prophecy that directly relates to them—and anger some archons, who suspect the PCs are helping Graz'zt unite the Lower Planes against Mount Celestia.

The World Ash

When they return, Rule-of-Three assigns the PCs a second task. He deciphers the first line of the prophecy, which indicates that the characters should go to the Beastlands and recover the weapon of legacy known as *Thaas*. The PCs fight through beast encounters and return through the branches of Yggdrasil, possibly picking up a demonbane weapon from the Iron Wastes on the way. The characters' acquisition of the bow suits Rule-of-Three's (and by extension, Graz'zt's) plans to have the PCs cause disruption in Lolth's Demonweb. In part, this is a test of their abilities: if they fail the relatively simple task of retrieving the bow, they certainly won't be fit for what lies ahead.

Rule-of-Three neglects to mention that he is working for Graz'zt.

The Demonweb

The third errand is to visit the Demonweb and gather a spy's report that details Lolth's plans. Once they arrive in Lolth's realm in the Abyss, the PCs must evade drow patrols, monstrous spiders, and various demons before they complete Rule-of-Three's request.

They arrive not long after Graz'zt puts forth his Demon Council plan to the Abyssal lords. The Demon Queen of Spiders takes on her trickster aspect and issues the invitations herself, taking Graz'zt's plan for her own. While she doesn't much care about Abyssal politics or alliances, even Lolth can see the advantages of turning the demon lords' collective power against mutual enemies instead of spending it on

DROW TRAITS

All the drow that play a part in this adventure have the racial traits of elves as well as the special racial traits possessed by dark elves. Those traits include the following abilities:

- Immunity to magic *sleep* spells and effects.
- +2 racial bonus on saves against enchantment spells or effects.
- +2 racial bonus on Will saves against spells and spell-like abilities.
- Darkvision (can see in total darkness) out to 120 feet.
- Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. On subsequent rounds, they are dazzled (–1 on attack rolls, saves, and checks) as long as they remain in the affected area.
- Spell-Like Abilities: *dancing lights, darkness,* and *faerie fire* once per day each. Caster level equals the drow's class level.
- Spell resistance equal to 11 + class level.
- Proficient with the rapier, the hand crossbow, and the short sword.
- +2 racial bonus on Listen, Spot, and Search checks (already figured into each statistics block).
- A drow who passes within 5 feet of a secret or concealed door is entitled to a Search check to notice it as if that individual were actively looking for it.

Finally, all drow encountered in the Demonweb are outfitted with an effectively unlimited supply of drow sleep poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours).

each other. As usual, Graz'zt takes the long view of this turn of events. If the conference falls apart, the bloodshed would be on Lolth's home ground: no bad thing. If it succeeds, he'll take credit for making it happen.

The PCs explore the upper reaches of the Demonweb and eventually collect the report for Rule-of-Three, which includes information about the forthcoming Demon Council. They also learn that to reach the Demonweb Pits, they must pass through a Black Gate that is beyond their power to open at this time.

City of Demons

When the PCs return to Rule-of-Three with the report, he changes the rules.

The situation has changed, he says, and clearly the characters are on a road of destiny. Lolth's predations on the Material Plane have increased and this "Demon Council" can only indicate worse to come. To stop her, they'll need to penetrate the depths of the Demonweb Pits.

Rule-of-Three asks the characters to meet a bone naga ambassador of Orcus with inside information on the Demonweb: a map of the place and information about a key or pass needed to enter the Black Gate. The ambassador is waiting for them in the demon city of Zelatar, the capital of the Dark Prince Graz'zt. Unfortunately, the only gate currently active from Sigil to Zelatar opens one way, so the PCs will have to find their own path back. No trouble, he assures them, for powerful adventurers such as themselves.

At this point, Graz'zt (through Rule-of-Three) is gambling that the PCs can cause enough disruption in the Demonweb to embarrass Lolth in the eyes of the gathering demon lords. But he's also mindful of the words of the prophecy, and he needs Lolth to read the proposed Pact so that the power of her divine spark infuses the words to make it binding. He wants the PCs to be successful, but not too successful. Considering that the Council will take place in the center of Lolth's own layer of the Abyss, he's not overly concerned . . . yet.

Meanwhile, Graz'zt's unending war against Orcus takes on a less physical and more political turn. Graz'zt allows the bone naga ambassador into the city under the pretext of discussing a truce, knowing that the naga will meet with the PCs and give them the key to the Black Gate. This way, when the mortals invade the Demonweb Pits, Graz'zt can blame Orcus for the security lapse and turn the Pact against his ancient enemy. And if even Lolth can't keep mortals out of her own Web, that proves the necessity of the Pact! Lolth might be the one who puts it into action, but everyone will remember that it was the Dark Prince who had the brilliant idea in the first place.

Orcus, of course, has other plans.

The Demon Council

The PCs escape from Zelatar barely ahead of a demon mob, now in possession of the key to the Demonweb Pits. Rule-of-Three encourages them to return to the Demonweb and cause as much trouble as possible among Lolth's servants and the demon lords, knowing that they won't survive the mission. The PCs walk into a deadly conclave if they enter the Spider Queen's Grand Council Chamber unprepared. Aspects and ambassadors of eleven major demon lords have arrived, and they are all discussing the great dark Pact that will ensure demonic unity against their ancient celestial foes.

Unknown to Graz'zt, Orcus sends his bone naga ambassador to intercept the PCs when they enter the Demonweb. The ambassador gives them a golden Council pass, created by Lolth herself and the only item that allows legitimate entry into the Demon Council. Orcus is banking on that infuriating sense of righteousness that mortal adventurers flaunt so brazenly. He doesn't want the Pact of the Spider Queen to come to pass . . . and neither should the PCs. The words of the prophecy revealed the way they need to go, and even the warden archons in Sigil agree. The Spider Queen must be stopped.

Graz'zt is surprised when the PCs show up at the Council with a pass, but he feels confident he can still turn their presence to his advantage. If they kill one or two of the other demon lords, so much the better. They are representing Orcus, after all, which means Orcus is a traitor to the Abyss itself and the Pact should declare him as such. If Graz'zt can convince the other demon lords of that, he will strike an unprecedented blow against the Prince of Undeath and assure Orcus's inevitable downfall . . . and that of the celestial realms as well.

The PCs have the opportunity to derail the Pact of the Spider Queen. If they fail, the Pact might allow Graz'zt to assault Orcus's stronghold and expand his Triple Realm into another layer of the Abyss. It could swing the balance of the eternal Blood War against the devils of the Nine Hells definitively in favor of the Abyss. Worst of all, it enables the lords of the Abyss to invade the Upper Planes and corrupt the bastions of law and good, shifting the boundaries of creation itself. It's up to the heroes to defeat Graz'zt's and Lolth's aspects and prevent the Pact from changing the planes forever.

AN ABRIDGED VERSION

This book weighs in at 224 pages and includes more than fifty major encounters, fourteen new monsters, and visits to half-a-dozen infinite planar layers. It takes characters through a series of events leading to a major victory over evil in the Abyss. It's all here, complete with planar travel, epic scope, and a wide range of encounter styles and combats.

For some groups, it might be too much.

It's possible to focus on the adventure highlights, for people wishing a faster progression to the Demonweb finale or for groups working under time constraints. This abridged version is intense, fun, and detailed enough to work without any need for research, item questing, or false starts. The abridged version drops more than half of the written encounters and compresses the entire 9th to 12th level progression into a 10th-level adventure and a 12th-level adventure, both set mostly in the Abyss.

The sections that should be removed include the initial drow encounters, the Yggdrasil sequence (including the Beastlands and the Iron Wastes), and probably the Fane of Eclavdra, which can be a major distraction or red herring within the Demonweb. The PCs lose out on major elements:

They won't pick up *Thaas* or *Spidersilk* (both items of legacy), the *daylight* star or potions from Yggdrasil, or the *Demon-Quelling Sword* from the giants of the Iron Wastes. They also won't be able to make mistakes and overcome them by going to the Demonweb, learning its tricks, and returning for a second round.

Instead of the initial hooks involving drow raids on the Material Plane, push the start onto the planes right away. Give a 10th-level party a note from Rule-of-Three, telling the PCs to meet him in Sigil to help him unravel a plot among the demons. In this version, Rule-of-Three is working against his father Graz'zt because he has been duped by the demon lord Orcus. He chooses the PCs because they are mortals and hence disposable (and deniable if anything goes wrong).

The DM should use combat encounters in Sigil to get the players' blood pumping early (the cranium rats, warden archons, or yugoloths—but not all three). The PCs must go to Zelatar through the one-way portal and recover the Demonweb map and Black Gate password from the bone naga ambassador (page 114). The ambassador tells them that the Demon Council is set to occur on a particular date, giving the party time to go on whatever other mission the DM chooses from his own campaign (and reach at least 11th level in doing so).

At the end of the Zelatar adventure, the PCs should be 11th level or close to it, and they return to Rule-of-Three, who either agrees that they have time to undertake another adventure or promptly packs them off to the Demonweb portal. In the second case, the sense of limited time is critical—if Lolth completes the Pact of the Spider Queen, all is lost.

Either way, the characters proceed to the Demonweb encounters, all the way from the upper reaches down to the Grand Council Chamber. They could tail a demonic aspect through the Black Gate or fight one that is just arriving to take its golden invitation to the Council. Player strategy will likely be weak, and DMs might need to drop more clues than in the longer version.

There is no possibility of retreat, no time to rest and replenish spells. Aspects of various demon lords might wander around the upper levels as they wait for their peers to arrive. The party must succeed in reaching the Demonweb Pits and destroying Lolth's Envoy in a single long adventure in the Demonweb, rather than two staggered ones. The pressure is definitely on.

CHOOSING AN ADVENTURE HOOK

The PCs can become involved in the adventure in one of several ways. Choose the hook that best suits your particular group of characters; all begin with the A1: Drow Attack! encounter.

- A worried merchant from a frontier town solicits help. Recently, townsfolk have sighted drow in their area. A couple of outlying farms have been torched and their inhabitants killed, the bodies showing signs of torture or mutilation. From what townsfolk have been able to deduce, the drow have been coming from the hills to the east.
- The PCs are traveling through the wilderness when they stumble upon the Travelers' Rest.
- If a PC is a non-evil elf or worshiper of Corellon Larethian, the character is approached directly by a cleric of the elf deity to investigate the increased activities of the drow and are directed to such an area accordingly.

A1: DROW ATTACK!

No matter which hook you've selected to involve the characters, get the action started quickly with the drow attack.

As the characters approach the Travelers' Rest, read:

Near dusk, as you look about for a suitable place to make camp, you find a building standing off by itself near the rough road you've been using. It looks maintained, but unoccupied.

A sign above the door proclaims, "Travelers' Rest—All Are Welcome." A DC 10 Knowledge (religion) check reveals that this must be one of the occasional hospice buildings erected and maintained by those who honor Fharlanghn, the deity of the roads. These buildings provide travelers with shelter. Each visitor is expected to use what he needs from the shelter and contribute what he can in return. For instance, those with extra supplies might leave them for the next travelers, hunters might provide meat, and unskilled folk might chop wood. In this way, the rest stop is maintained.

Inside the shelter are three sets of bunk beds sufficient for six travelers to sleep in comfort, fourteen days' worth of food, twenty days' worth of animal fodder, a good well outside in the fenced-off corral area, an enclosed privy, plenty of firewood, and a handaxe in the woodpile. In addition to general furnishings such as cooking utensils, soap, and blankets meant to serve all travelers, the building contains adventuring gear for those who need it. These consist of two

ENDURING CONTENT

While adventures are rarely replayable within the same campaign, elements of this epic adventure can endure or reappear later within your campaign arc. As they progress through the adventure, the characters will make interesting allies or enemies of the demons who sent their aspects to Lolth's Council. Repercussions are bound to occur.

The appendix of monsters provides a mini-monster manual with several creatures that can easily make encore appearances later. The corrupted by the Abyss template (page 190), for instance, might feature on additional drow in your campaign, highlighting particularly favored individuals who went to the Abyss to directly serve their goddess for a time.

The legacy items offer another lasting link to the adventure. Anyone who bonds with either *Spidersilk* or *Thaas* by completing one or more of the legacy rituals associated with those items (see pages 178–179) has gained a permanent, useful memento of the characters' exploits.

50-foot coils of hempen rope, twenty torches, two waterskins, two sets of flint and steel, three flasks of acid, and two vials of alchemist's fire.

AFTER DUSK

Lithara, a cleric of Lolth, lives to manifest her goddess's will. Delighted by the recent rumor that Lolth plans to expand her reach, the drow priestess leads a group to begin sowing devastation on the surface world.

As an 8th-level cleric, she can control 32 Hit Dice of undead. Through several castings of the *animate dead* spell, she has created four ogre zombies to accompany her and the two drow barbarians she leads.

It's a few hours after dusk and the day has wound down, but the PCs are likely awake, preparing food or sharpening weapons and oiling armor. The drow and undead aren't very quiet. In particular, the ogre zombies are easy to notice (Hide –6, Move Silently –2) as they approach the shelter.

Since the encounter takes place only a few hours after dusk, the PCs face the fight alert and fully armored. They should have all their resources, and the encounter should prove challenging but not deadly.

The zombies fight until destroyed, and the drow fight to the death with zealous glee.

Go to encounter A1: Drow Attack! on page 10.

DEVELOPMENT

Lithara possesses an unsigned letter (see Lithara's Letter, page 220) that she keeps on her person in a scroll case. The letter points the PCs to an inn in Sigil.

The drow priestess wears *Spidersilk* (see page 180). This provides an early opportunity to introduce an item of legacy. A *detect magic* spell shows it as only a *+1 mithral shirt*, but an oddness to the aura and the floating bits of shadow that surround it hint that there's more to this item. Clearly stronger magic or a reputable sage should study it. An *identify* spell produces no further information beyond reinforcing that there's more to be learned about it. It takes an *analyze dweomer* spell or a skilled sage to provide information about this special item.

Lithara also kept a detailed journal. She writes little about herself and her activities; her writings chronicle larger, broader topics. She details the worship of Lolth, the religion, rites, and services. Her entries also reveal a wealth of information about the political and social life of drow among the upper classes.

Most of the personal information about Lithara and her life appear as margin notes among drawings and doodles. In the last entry, she has made the following notes in the margin:

Rule-of-Three of Sigil intrigues me as few others have. As he would say: a riddle, an enigma, a puzzle. Regardless of his ultimate loyalty (impossible to determine), he would make a fine sacrifice to honor the Spider Queen.

Benefit: Consulting this diary gives a +2 circumstance bonus on Knowledge (religion) and Knowledge (nobility and royalty) checks pertaining to drow.

It's easy to backtrack along the drow path, and even someone without the Track feat can attempt it. It requires a DC 8 Survival check to follow the tracks to the cave a few hours distant from the hospice. Groups hard hit by the "Drow Attack!" encounter should be encouraged to rest and follow the trail in the morning.

A2: LIZARD RIDERS

The trail left by the drow and zombies proves easy to follow. It follows the road that leads east past the Travelers' Rest, but then it diverges into wilder territory. After following the tracks for several hours (3 hours if the group moves at 30 feet, 4 if it moves at 20 feet), ask for a DC 15 Spot check. If successful, the PCs note a small hillock with an opening. If the check fails, the characters lose the trail and must spend time searching the area.

The cave entrance is about 10 feet across and shows signs of fresh use (Search or Survival [track] DC 15) as if several creatures, including a couple of Large ones (the giant lizards) have recently passed through. Other than this recent traffic and perhaps a few small woodland creatures, the caves seem undisturbed. Read:

A tunnel leads in. Its width varies between 10 and 15 feet. It curves back and forth until, after about 60 feet, it opens up into a larger area.

Two drow and their giant lizard mounts wait within for Lithara to return and lead them on further raids against the locals.

Go to encounter A2: Lizard Riders on page 12.

A3: THE GATE ROOM

Vrith, a vrock, accompanies the drow expedition. His main duty is to guard the gate through which the drow arrived. With his thoroughly chaotic evil mindset, he interprets this task loosely and joins in any nearby conflicts.

The vrock hides near the gate, up on a 10-foot-high ledge. As soon as he becomes aware of combat in the area with the drow lizard riders, he uses his *summon tanar'ri* power to endeavor to bring another vrock to his aid. If he succeeds, he orders it to guard the gate. He then uses *heroism* on himself. As his final preparation, he uses *mirror image*. Finally, he uses his *greater teleport* spell-like ability to appear on the 20-foot-high ledge near the center of the drow lizard rider room. So 4 rounds after hearing sounds of combat, the vrock arrives, ready to join the battle.

This room contains a gate to Sigil, which looks like a glowing gray archway. As indicated in Lithara's letter, the portal can be activated by pitching a horseshoe or a bridle through the arch (the riding lizards have such bridles if the party does not).

Go to encounter A3: The Gate Room on page 13.

Drow Attack!

Encounter Level 10

Use this encounter with the area description on page 8.

SETUP

Use this encounter as the sole encounter of the day. It's a tough fight, but one that 9th-level characters can handle with their resources at full strength.

While the PCs prepare to rest for the night inside the hospice, the drow cleric Lithara leads four ogre zombies and two drow vanguard on a mission of destruction. The hospice (and the PCs inside) just happen to be in their way.

To trigger this encounter, read:

The clanking of armor and weapons replaces the quiet sounds of the countryside at dusk.

TACTICS

Lithara notices the activity in and around the hospice and decides that this will be here first strike against the surface dwellers of the evening. She has no desire to storm the shelter if she doesn't have to; she'd rather draw the PCs out into the night for her zombies to pound on. If the sound of their approach doesn't attract the PCs' attention, Lithara calls challenges to them.

Lithara positions herself atop a steep slope to oversee the battle. She casts her *invisibility* spell first. She follows this by casting spells that enable her to maintain her invisibility, buffing up her allies with *bless* or *prayer*, summoning in monsters (note her Augment Summoning feat), and healing (using her wand of *cure moderate wounds* on the other drow and converting spells to *inflict* spells to patch up her undead minions as needed). If her *invisibility* is negated in some fashion (dispelled, purged, or seen through), Lithara changes her focus to offensive spells such as *confusion* or *contagion*.

The two drow barbarians hide in the trees. Whenever reasonable, they rage and charge into combat, preferring to attack fighter-types (those in heavier armor with martial weapons). They power up and put their full swing behind their Power Attack, taking a –5 penalty on their attack rolls for +10 points of damage. In general, they focus on keeping Lithara, their squad leader, alive. They view the zombies as an expendable resource, confident that if they win the battle, Lithara can simply make more undead minions the next day.

Left alone, the zombies attack the nearest foes. They're unintelligent and incapable of clever tactics. However, they do follow Lithara's orders. Whether she's visible or invisible, she shouts occasional commands to them, directing them to good effect.

Lithara Lolthblessed — CR 9

hp 43 (8 HD)

Female drow cleric 8
NE Medium humanoid (elf)
Init +2; **Senses** darkvision 120 ft.; Listen +6, Spot +6
Languages Common, Drow Sign Language, Elven, Undercommon

AC 21, touch 14, flat-footed 18
Immune sleep
SR 19
Fort +7, **Ref** +7, **Will** +10 (+12 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 30 ft. (6 squares)
Melee mwk dagger +8/+3 (1d4+1/19–20 plus poison)
Base Atk +6; **Grp** +7
Atk Options poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), smite 1/day (+4 attack, +8 damage)
Special Actions rebuke undead 3/day (+3, 2d6+11, 8th)
Combat Gear 3 doses drow poison, *wand of cure moderate wounds* (34 charges)
Cleric Spells Prepared (CL 8th, 1d20+10 to overcome SR):
4th—*air walk*, *confusion*[D] (DC 18), *freedom of movement*, *summon monster IV*
3rd—*contagion*[D] (+8 melee touch, DC 17), *dispel magic*, *invisibility purge*, *prayer*, *summon monster III*
2nd—*cure moderate wounds*, *invisibility*[D], *silence*, *sound burst* (DC 16), *summon monster II*
1st—*bane* (DC 15), *bless*, *doom* (DC 15), *entropic shield*, *inflict light wounds*[D] (+8 melee touch, DC 15), *summon monster I*
0—*cure minor wounds* (2), *detect magic*, *detect poison*, *guidance*, *resistance*
D: Domain spell. Deity: Lolth. *Domains:* Destruction, Trickery.
Spell-Like Abilities (CL 8th):
1/day—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 13, Dex 16, Con 12, Int 12, Wis 19, Cha 10
Feats Augment Summoning, Combat Casting, Spell Penetration
Skills Concentration +12 (+16 casting defensively), Diplomacy +5, Knowledge (religion) +4, Knowledge (the planes) +4, Listen +6, Search +3, Spellcraft +12, Spot +6
Possessions combat gear plus *+1 mithral shirt (an item of legacy, Spidersilk; see page 180)*, *+1 light steel shield*, masterwork dagger, light mace, *gloves of Dexterity +2*, *periapt of Wisdom +2*, *ring of protection +1*, *onyx stones worth 350 gp*

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

2 Drow Vanguard (Raging) CR 6

hp 63 each (5 HD)

Male drow barbarian 5
NE Medium humanoid (elf)
Init +1; **Senses** darkvision 120 ft.; Listen +11, Spot +3
Languages Common, Elven, Undercommon

AC 15, touch 11, flat-footed 15; improved uncanny dodge
SR 16
Fort +9, **Ref** +2, **Will** +4 (+6 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 30 ft. (6 squares)
Melee *+1 greataxe* +11 (1d8+7/×3)
Ranged mwk composite longbow +7 (1d8+2/×3)
Base Atk +5; **Grp** +9
Atk Options Power Attack, rage 2/day (8 rounds)
Combat Gear 2 *potions of cure moderate wounds*, 2 *potions of lesser restoration*
Spell-Like Abilities (CL 5th):
1/day—*dancing lights, darkness, faerie fire*

Abilities Str 18, Dex 13, Con 18, Int 10, Wis 12, Cha 12
SQ trap sense +1
Feats Power Attack, Weapon Focus (greataxe)
Skills Climb +9, Jump +9, Listen +11, Search +2, Spot +3, Survival +9
Possessions combat gear plus *+1 breastplate*, *+1 greataxe*, masterwork composite longbow (+2 Str bonus) with 4 adamantine arrows, 4 cold iron arrows, and 4 silvered arrows, 3d6 sp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

When not raging, the drow vanguard have the following changed statistics:
hp decrease by 10
AC 17, touch 11, flat-footed 17
Fort +7, **Will** +2
Melee *+1 greataxe* +9 (1d8+4/×3)
Ranged mwk composite longbow +7 (1d8+2/×3)
Grp +7
Abilities Str 14, Con 14
Skills Climb +7, Jump +7

4 Ogre Zombies CR 3

MM 267
hp 55 each (8 HD); **DR** 5/slashing

NE Large undead
Init –2; **Senses** darkvision 60 ft.; Listen +0, Spot +0

AC 15, touch 7, flat-footed 15
Immune undead immunities (*MM* 317)
Fort +2, **Ref** +0, **Will** +6

Speed 40 ft. (8 squares; can't run)
Melee greatclub +9 (2d8+9) or
Melee slam +9 (1d8+9)
Ranged javelin +1 (1d8+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +4; **Grp** +14

Abilities Str 23, Dex 6, Con —, Int —, Wis 10, Cha 1
SQ single actions only, undead traits
Feats Toughness
Skills Listen +0, Spot +0

Single Actions Only (Ex) Zombies have poor reflexes and can perform only a single move action or attack action each round. A zombie can move up to its speed and attack in the same round, but only if it attempts a charge.
Undead Traits (Ex) A zombie is immune to mind-affecting spells and abilities, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to extra damage from critical hits, nonlethal damage, ability damage, ability drain, energy drain, or death from massive damage.

CONCLUSION

Once the drow and zombies are defeated, the characters should notice that the drow's tracks came from the east. Refer to page 9 for additional developments.



Tactical Map Details

Creatures: The drow cleric Lithara (L) commands a force that includes four ogre zombies (Z) and a pair of drow vanguard barbarians (V).

Tree Stumps: Several tree stumps are on the map. These count as difficult terrain.

Steep Slope: Characters moving uphill must spend 2 squares of movement. Characters running or charging downhill must succeed on a DC 10 Balance check. Mounted characters make a DC 10 Ride check instead. Characters who fail this check stumble and must end their movement 5–10 feet later. Characters who fail by 5 or more fall prone. A steep slope increases the DC of Tumble checks by 2.

Building: This shelter's doors and windows have no locks, and the walls are made of wood (break DC 20, hardness 5, 60 hp).

Lizard Riders

Encounter Level 9 (11 with vrock)

Use this encounter with the area description on page 9.

SETUP

The drow lizard riders take up defensive positions when the PCs appear at the west entrance, barring the way farther into the caves. They both cast *darkness* on their lizards' bridles as soon as they become aware of the PCs' presence.

TACTICS

These two drow lizard riders make good use of their spiked chains, taking advantage of their Combat Reflexes to make attacks of opportunity on all who close to fight them.

The lizards have good climb skills and can walk on walls or ceilings. Both rider and mount have sufficient aptitude at jumping to clear the small chasm in the cavern.

DEVELOPMENT

Every round after the first, make a Listen check to see if the vrock in the adjacent room (**A3**) hears the sound of battle. It joins the fight 4 rounds after hearing noise, fully prepared for battle.

Tactical Map Details

Creatures: The riders and their lizards (L) position themselves so they can see anyone coming into the cave and attack from a height advantage.

Steep Slopes: See page 11.

Chasm: The ground here split long ago, creating a jagged chasm 5 feet across. It is 40 feet deep, and its natural handholds give it Climb DC 10.



2 Drow Lizard Riders — CR 7

hp 43 each (6 HD)

Male and female drow fighter 6
NE Medium humanoid (elf)
Init +8; **Senses** darkvision 120 ft.; Listen +3, Spot +3
Languages Common, Drow Sign Language, Elven, Undercommon

AC 18, touch 14, flat-footed 14
SR 17
Fort +6, **Ref** +6, **Will** +3 (+5 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 40 ft. (8 squares; mounted on riding lizard); base speed 30 ft.
Melee +1 *spiked chain* +12/+7 (2d4+4)
Ranged longbow +10/+5 (1d8/×3)
Space 5 ft.; **Reach** 5 ft. (10 ft. with spiked chain)
Base Atk +6; **Grp** +7
Atk Options Combat Reflexes, Mounted Combat
Combat Gear 3 *potions of cure light wounds*
Spell-Like Abilities (CL 6th):
1/day—*dancing lights, darkness, faerie fire*

Abilities Str 13, Dex 20, Con 12, Int 12, Wis 12, Cha 10
Feats Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Initiative, Mounted Combat, Weapon Finesse, Weapon Focus (spiked chain), Weapon Specialization (spiked chain)
Skills Handle Animal +9, Jump +8, Listen +3, Ride +15, Search +3, Spot +3
Possessions combat gear plus +1 *spiked chain, gloves of Dexterity +2,* chain shirt, longbow with 20 arrows, 15 gp.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on all attack rolls, saves, and checks while operating in bright light.

2 Riding Lizards — CR 2

Forgotten Realms Campaign Setting 308
hp 30 each (4 HD)

N Large animal
Init +2; **Senses** low-light vision, scent; Listen +2, Spot +2

AC 14, touch 11, flat-footed 12; riders have Mounted Combat
Fort +7, **Ref** +8, **Will** +2

Speed 40 ft. (8 squares), climb 40 ft.
Melee bite +6 (2d4+4) and 2 claws+1 each (1d3+2)
Space 10 ft.; **Reach** 5 ft.
Base Atk +2; **Grp** +6
Atk Options Combat Reflexes

Abilities Str 19, Dex 15, Con 17, Int 2, Wis 12, Cha 10
Feats Combat Reflexes, Lightning Reflexes
Skills Climb +17, Hide +0, Jump +10, Listen +2, Spot +2

The Gate Room

Encounter Level 9

Use this encounter with the area description on page 9.

SETUP

If the vrock did not join in the fight in encounter A2 or if he fled from it, he is here perched on the 10-foot-high ledge in the northeast corner. If the vrock heard the sounds of battle and didn't have time to join in, he is here, fully prepared for battle. If the PCs defeated the vrock, this room is empty.

VROCK **CR 9**

MM 48
hp 115 (10 HD); **DR** 10/good

CE Large outsider (chaotic, extraplanar, evil, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +24, Spot +24
Languages Abyssal, Celestial, Draconic, Githzerai; telepathy 100 ft.

AC 22, touch 11, flat-footed 20
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 17
Fort +14, **Ref** +9, **Will** +10

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee 2 claws +15 each (2d6+6) and
bite +13 (1d8+3) and
2 talons +13 each (1d6+3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +20
Atk Options Cleave, Combat Reflexes, Power Attack; spores
Special Actions stunning screech, *summon tanar'ri*
Spell-Like Abilities (CL 12th):
At will—*mirror image, telekinesis* (DC 18), *greater teleport* (self plus 50 pounds of objects only)
1/day—*heroism*

Abilities Str 23, Dex 15, Con 25, Int 14, Wis 16, Cha 16
Feats Cleave, Combat Reflexes, Multiattack, Power Attack
Skills Concentration +20, Diplomacy +5, Hide +16, Intimidate +16, Knowledge (the planes) +15, Listen +24, Move Silently +20, Search +15, Sense Motive +16, Spellcraft +15, Spot +24, Survival +3 (+5 following tracks)
Possessions *boots of elvenkind, cloak of elvenkind*

Spores (Ex) A vrock can release masses of spores from its body once every 3 rounds as a free action. The spores automatically deal 1d8 points of damage to all creatures adjacent to the vrock. They then penetrate the skin and grow, dealing an additional 1d4 points of damage each round for 10 rounds. At the end of this time, the victim is covered with a tangle of viny growths. (The vines are harmless and wither away in 1d4 days.) A *delay poison* spell stops the spores' growth for its duration. *Bless, neutralize poison,* or *remove disease* kills the spores, as does sprinkling the victim with a vial of holy water.

Stunning Screech (Su) Once per hour, a vrock can emit a piercing screech. All creatures except for demons within a 30-foot radius must succeed on a DC 22 Fortitude save or be stunned for 1 round.

Summon Tanar'ri (Sp) Once per day, a vrock can attempt to summon 2d10 dretches or another vrock with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.



TACTICAL MAP DETAILS

Creature: The vrock (V) perches in the northeast corner, ready for combat.

Ledge: This area is a shelf 10 feet above the surface of the cavern floor. The wall surface is rough, requiring a DC 15 Climb check.

Archway: Pitching a horseshoe or a bridle through the stone arch activates the portal (the riding lizards have such bridles if the party does not). It drops the party directly into the middle of the Market Ward in Sigil.

TACTICS

If first encountered in the room, the vrock heard the battle with the drow lizard riders and is prepared to meet the party. It has already endeavored to use its *summon tanar'ri* ability to gain an ally. Then, it cast *heroism* and *mirror image*. If foes are nearby, it uses its spores attack.

CONCLUSION

Once the vrock is defeated, the PCs are free to investigate and perhaps use the archway portal to Sigil. When the PCs are ready, the portal takes them to Sigil and the next part of the adventure.



Illus. by D. Bircham

The most famous planar metropolis in all existence is the city of Sigil. Located at the center of the Outer Planes and built on the inner surface of an enormous ring, Sigil claims to be the true crossroads of the multiverse. The city is ruled by the dreaded Lady of Pain, a mystery credited with enormous power—including the ability to bar divine beings from her realm.

Bards call Sigil the City of Doors due to its large number of portals, but the locals aren't that poetic. They just call it the Cage, a name suited to a city that's tough to get into and tough to leave. Not just physically—though unless you know a little something about portals, even that's a challenge—but emotionally. After all, what could you ever need that you couldn't find in Sigil? The place has everything and then some. It's a filthy, noisy place, with smoke-choked alleyways and crowded streets, but Sigil is alive in a way that no other city could ever hope to be.

As befits its paradoxical nature, Sigil is located in the center of an infinite plane (the Concordant Domain of the Outlands), floating above an infinitely tall spire and built inside a gigantic hollow ring of unknown material. The place has no sun or moon (see Illumination, below) and no real "horizon," and only naïve visitors wonder aloud about what's on the other side of the ground.

The only way in or out of the Cage is through its interplanar portals. Locals claim that you can get anywhere from Sigil if you know the right portal. While that might be an exaggeration, it isn't far from the truth. See Entering and Exiting Sigil, below, for more on the portals that give the city its reputation as the gateway to everywhere.

Traveler's Tip: Of all the planar cities, Sigil is the least inimical to travelers, no matter how extreme their philosophies. If you can reach Sigil, it can serve as the launching pad for further explorations, or as an end in itself; Sigil is known for its strange inhabitants, services, and distractions.

Newcomers should hire a guide (a tout, in local parlance). As with any large city, Sigil has its bad areas, and wandering without guidance could lead into dark alleys—or worse. A tout can help travelers find fair-priced inns, places to buy essential materials, and contacts who can provide needed information . . . all for a fair fee, of course.

Sigil (Metropolis): Nonstandard; AL LN; 200,000 gp limit; Assets 250,000,000 gp; Population: 250,000 (37% human, 20% planetouched [aasimars, mephlings, neraphim, tieflings, and the like], 10% elves, 10% halflings, 3% dwarves, 20% other).

Authority Figures: The Lady of Pain (LN female, unknown race); Arwyl Swan's Son, leader of the Sons of Mercy (LG male human paladin 12); Rhys, member of the Sigil Advisory Council (N female tiefling fighter 2/wizard 15); Shemeshka the Marauder a.k.a. King of the Cross-Trade, information broker (NE female arcanaloth).

ENTERING AND EXITING SIGIL

Sigil might well hold the honor of being both the best- and worst-protected city in the multiverse. It has no walls or gates, so it has nothing to fear from sieges or any of the other threats that face a typical city. On the other hand, just about anybody or anything can walk right into the city whenever he, she, or it pleases through the portals that connect Sigil to other planes.

The portals aren't specially marked or decked out as ornate gateways, but look like average doorways, windows, arches, fireplaces, and the like. That's just what they are. Any bounded space big enough for somebody to walk or wriggle through—from a sewer entrance to a wardrobe—might double as a portal to another plane.

But a visitor to Sigil need not worry about opening his bedroom closet and accidentally tumbling through to the Abyss. Portals need a portal key to activate them—usually a specific object that has an affinity for what's on the other side, but sometimes merely a word, a gesture, or the right state of mind. Without the correct key, a portal is just an open space. The city's natives are more than happy to sell keys to specific portals, or at least sell the knowledge of a key's nature.

Some portals don't cooperate with the commercially minded, however. Many don't linger long enough to become well known, and some don't lead to the same place twice in a row. But since nobody knows how to make or control portals, little can be done to improve the situation.

Furthermore, there's no way around the portals, no special back door to get into or out of the Cage. You can't call or summon creatures into or out of Sigil (even with a *gate* spell), nor can you use *plane shift* to get in or out. You also can't use *astral projection*, although, strangely enough, the various teleportation spells work just fine within Sigil itself. Since the city resides on the Outer Planes, no connection to the Ethereal Plane exists. Even the deities themselves can't (or don't want to) overcome these restrictions.

If the DM allows it, a character who makes a succesful DC 25 Knowledge (the planes) check knows of at least one portal on his home plane that purportedly leads to Sigil. That's not saying that the portal won't be hard to reach or fiercely guarded, but the route can be discovered.

ARCHITECTURE

In most cities, the architecture depends on three factors: the building materials available, the environment, and the dominant style and personality of the locals. Sigil has none of the first two factors and an overabundance of the third, and its architecture amply demonstrates that fact.

There's nothing to build with in Sigil. The "ground," though hard and sturdy, isn't stone, and its material crumbles to dust when excavated. The place has no trees to turn into lumber, and the only plants that thrive in Sigil are tough, spiky varieties such as razorvine (see page 107) and bloodthorn (*Fiend Folio* 23). You can't even dig up sod or mud to build a crude hut. Every piece of material in every building on every street is imported from another plane. No two buildings are made from the same materials or designed the same way.

Sigil doesn't have much of an environment to shape its architecture, either. It never gets very hot or very cold, it has no monsoons or tornadoes, and what passes for weather tends to make everything look gray and dingy. Thus, since the inhabitants don't have to worry about their houses surviving the next big storm, they build whatever kinds of structures suit their fancy. What's more, they build wherever they like, with no thought to overall city planning.

As a result, Sigil has no dominant style. The look of the city reflects the fact that its residents come from everywhere. Dwarves build sturdy stone structures next to graceful elf villas. A faithful reproduction of an Abyssal palace stands proudly overlooking the street, while around the corner a white marble shrine to Pelor is tucked into an alley. On top of that, since it's easier to scavenge than to import, half (or more) of the buildings in Sigil are ramshackle affairs thrown together from the parts of a dozen other constructions. The gorgeous darkwood facade of that tavern probably came from an old elf inn, and its stone fireplace was carried rock by rock from the ruins of a foundry twenty-three blocks away.

ILLUMINATION

Despite the lack of a sun or moon, Sigil enjoys days and nights like any terrestrial city. In the early hours of the morning, the sky slowly brightens, reaching a peak of illumination as bright as the noonday sun in a mid-latitude city (tempered somewhat by the near-perpetual haze). After peak, the illumination fades over the next several hours until darkness reigns at antipeak, and then the cycle starts over. With no moon or stars, of course, "night" in Sigil isn't like a typical country evening. If it's clear, though, you can make out the flickers of torchlight and lanterns from the other side of the city high above (remember, the city's built on the inside of a ring, so the far side of town is directly overhead).

All told, over the course of 24 hours, Sigil has about 6 hours of bright light and the same amount of darkness. The rest of the day resembles twilight, allowing beings that are sensitive or vulnerable to bright light or sunlight the freedom to go about their business with relative ease.

LAWS AND SOCIETY

Because of Sigil's role as the melting pot of the planes, it's easy to see how the city might seem like little more than a recipe for anarchy. How can a place where devils and demons rub shoulders with archons and slaadi hope to maintain order? In truth, three factors keep the city relatively stable.

The first is the Lady of Pain. This enigmatic being—possibly a deity, but no one's sure, since she doesn't allow worshipers—moves calmly and silently through the streets of Sigil. With a mere glance, she can cause creatures to sprout wounds and bleed like a fountain. Someone who manages to get on her bad side finds himself banished to an extraplanar maze, where he'll likely die of starvation (or even old age) searching for the single hidden exit. Somehow, the Lady keeps deities and beings of similar power out of the Cage despite its portals, so a coup to depose her isn't an option.

The second factor keeping the city intact is the dabus (see page 192), the strange, alien servants of the Lady of Pain. These silent, humanoid creatures serve as workers, patching the streets and shoring up buildings; as arbiters of justice, running the city courts; and, when necessary, as peacekeepers, putting down riots and the like. However, the dabus don't bother themselves with quelling petty crimes, so the streets are far from safe.

The third leg propping up the social order in Sigil is a flimsy one: the people themselves. In the heyday of the factions (see History, below), everybody knew who was in charge of law and order. Now, the closest thing Sigil has to a police force (not counting the dabus) is a citizen group called the Sons of Mercy. Unfortunately, without any official power to make arrests or carry out sentences, the Sons of Mercy don't garner much respect from the locals, and thus aren't terribly effective in limiting crime. Similarly, the so-called Sigil Advisory Council, founded by former members of the faction known as the Transcendent Order, might have the city's best interests at heart, but the group lacks real political power.

HISTORY

No one knows how Sigil came into being. Some say it was built ten thousand years ago by a deposed duke of Hell. Others claim it was unconsciously created by an insane demigod while he dreamed in an extradimensional prison. Still others contend it was constructed from the leftover bits of the Outer Planes just after the time of creation. Inhabitants of the Cage don't care about their city's origin. Still, nearly everyone agrees with the following handful of historical facts.

In some distant past, Sigil was run by guilds—powerful organizations that kept order and peace—and the philosophy-based factions were nothing more than dozens of splintered groups that squabbled incessantly among themselves. Then, six or seven centuries ago by most accounts, came the Great Upheaval, when the Lady of Pain decreed that the fifty-plus warring factions would be cut down to a mere fifteen. Despite this shock to the system, people agreed it was a good decision, because it ended countless feuds nearly overnight. Unfortunately for the guilds, it also meant the end of their power structure, as the factions quickly came to dominate local politics.

The stability proved short-lived. Soon enough, those fifteen factions started putting themselves on pedestals, each believing that its way was the right way, both for its members and for Sigil itself. The factions grew to believe they had a right to run the city. A few years ago, though, the political strife turned physical, and the streets ran with blood in the Faction War.

The Lady decided to start over again. As commandments go, it was a simple one, delivered to the leaders of each faction: "This city tolerates your faction no longer. Abandon it or die."

Opinions varied as to what exactly the Lady meant by that, but everyone paid attention. Three of the factions simply disbanded, ceasing to exist. Six more moved out of town to other locations and kept preaching their beliefs to any who would listen. The other six remained in Sigil but gave up on anything resembling an organization. Whether those six were the bravest—deciding that the Lady meant "no factions" but not "no beliefs"—or the most foolhardy is open to question.

THE WARDS

Sigil is divided into six regions, called wards. The wards aren't official designations—no walls divide them from one another—but everyone knows the difference between one ward and the next, even if they don't agree on exactly where that difference begins and ends. Still, it's important for visitors to know what's where, so they don't wander where they aren't wanted. In some locales that might earn them a warning, but in others it might get them a knife between the ribs.

Lower Ward: The Lower Ward is symbolic of the Cage as a whole. It gets its name from the large number of portals to the Lower Planes found here, through which a foul, sulfurous stench billows, filling the area. Still, it's hard to avoid the Lower Ward, since the majority of the city's craftsfolk live and work here, and the place is full of forges, mills, warehouses, and workshops.

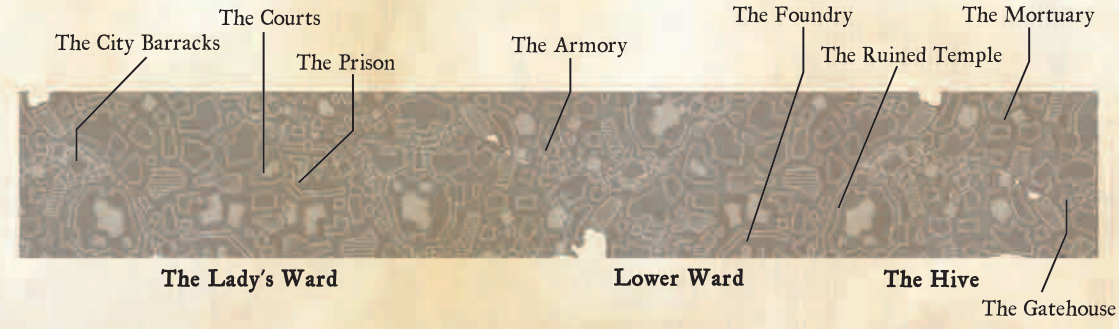
The Lady's Ward: Going counterclockwise around the ring of Sigil, the next stop is The Lady's Ward (and yes, the locals emphasize the capitals on all three of those words). The Lady of Pain doesn't actually live here, but rich citizens do, and most of Sigil's temples lie within this ward. The Lady's Ward has power, wealth, and majesty, and knows how to show it off.

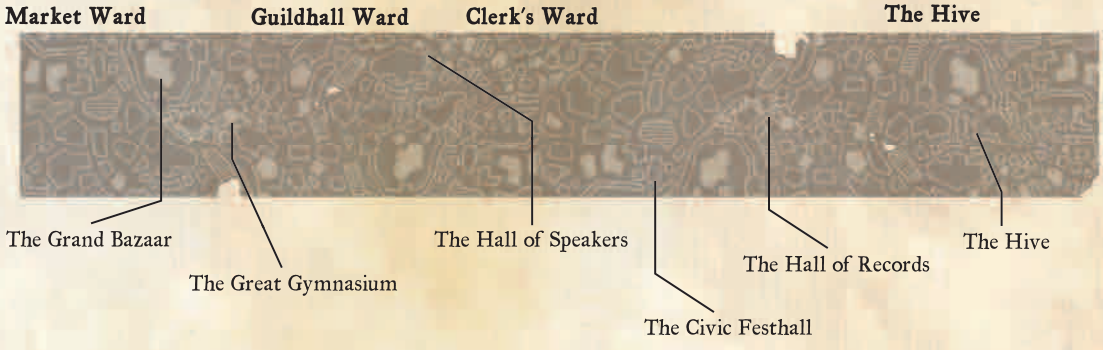
Market Ward: In the Market Ward, everything is for sale. The wealth of Sigil might be concentrated in The Lady's Ward, but it's spent here, on goods, services, information, reputation, or anything else your heart desires. The best place to get it all is the Grand Bazaar, an immense plaza filled with shops, tents, and stalls offering wares from dozens of planes and strange worlds. As the old saying goes, if you can't find it here, it probably doesn't (or shouldn't) exist.

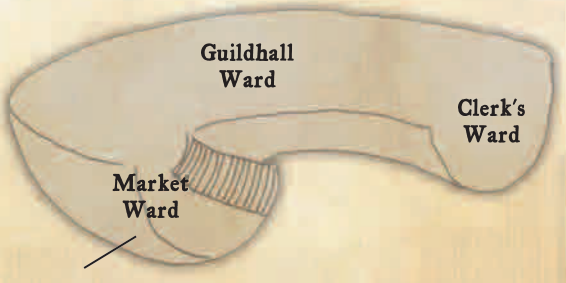
Prices can vary wildly, from dirt cheap (for merchants with an unexpected overstock) to many times the normal value (for goods in sudden short supply, due to a faulty portal or a band of planar marauders). Prices are unrelated to Material Plane prices, since everything is imported. Water is expensive, for example, at ten times the *Player's Handbook* rate, but metal is (comparatively) cheap (normal *PH* prices). This is because so much more water must be brought into the city than metal, and transporting liquids is more difficult in the tonnages required.

Guildhall Ward: Visitors can't tell the difference between the Guildhall Ward and the Market Ward. Even some locals claim that only tradition separates them. Since guilds haven't played a particularly significant role in Sigil for centuries, one can guess that the name owes a lot to tradition. Today, the Guildhall Ward serves as the domain of the middle class of Sigil. Merchants who hawk their wares in the Market Ward during the day sleep here at night, and many who deal in services (rather than selling finished goods) live and work here as well. The Guildhall Ward also houses racial neighbor-

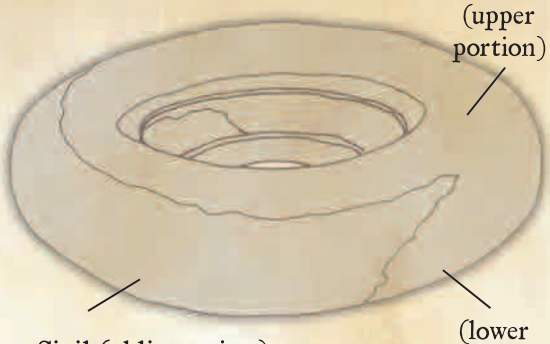
Sigil







3/4 view cross-section (lower portion)



1/4 section (pull-out view of city)



1/4 section (plan view of city)



Sigil

hoods, from the transplanted halfling hill of Curly-Foot, to the bariaur neighborhood of Ghundarhavel, to the githyanki community of Git'riban.

Clerk's Ward: Before the Great Upheaval (see History, above), the Clerk's Ward held the bureaucracy of Sigil, but that's all gone now, and some wonder what keeps the Clerk's Ward busy. The concern appears well founded; many whisper that the Clerk's Ward is starting to crumble at the edges, as the filthy Hive encroaches upon its territory. Behind the scenes, though, the Clerk's Ward is finding new purpose as a quiet place to get things done without a lot of attention. Some criminal organizations looking to improve their lot have moved from the Lower Ward or the Hive into the Clerk's Ward, and the fact that the locals here respect each other's privacy encourages activities of an illicit nature. Of course, it wouldn't be Sigil if everything made sense, so the Clerk's Ward is also home to one of the flashiest places in the city—the Civic Festhall. Run by a group calling itself the Society of Sensation (a faction, back when The Lady allowed such things), the Festhall combines the best aspects of a concert hall, museum, and tavern while simultaneously serving as the centerpiece of an artistic neighborhood that brings travelers from across the multiverse. It's the best place in Sigil to see or be seen.

The Hive: Locals claim that the Hive isn't a ward as much as the lack of a ward. Both the name for the region between the Lower Ward and Clerk's Ward and for the chaotic, sprawling slum in its center, the Hive crawls with scum and villainy of all stripes. The lowest of the low live in the Hive—those who can't afford (or don't dare) to rub elbows with more fortunate folks. In effect, the Hive is like a miniature version of Sigil itself, with everything that is needed in daily life: taverns and inns aplenty, entertainment, and services from escorts to sellswords. The quality might be questionable, but the prices can't be beat. The Gatehouse Night Market offers nearly everything one could find in the Grand Bazaar (and a few articles one couldn't), though it's best not to think too hard about where the goods came from.

SIGIL AS A BASE OF OPERATIONS

Sigil provides a grand opportunity for the PCs to research, explore, and experiment with what they'll need to combat the Queen of the Demonweb Pits. Within the ultimate cosmopolitan city, an observer might see angels and devils together plotting against the forces of chaos. Anything and everything is said and done in Sigil.

As a planar metropolis, the city offers characters an ideal shopping environment. Shopkeepers don't ask questions and happily buy loot from the PCs. They also sell anything the characters might desire. In Sigil, a customer can buy any item priced up to 200,000 gp.

The city of Sigil is itself an obstacle for the PCs, who must find the Styx Oarsman in the Lower Ward and speak with Rule-of-Three to start the planar sections of the adventure. The characters arrive in the middle of the Market Ward, perhaps the most convenient place in Sigil to get their bearings. Once they've crossed through the portal, it closes and becomes inactive, moving to another location in Sigil.

The exact locations of the various gates and portals within Sigil shift frequently, and gates are often sealed, moved, paved over, or suddenly guarded by one group or another. The exact locations of the gates from Sigil to the Demonweb, Zelatar, and back to the Material Plane can be anywhere, but the locations summarized on the accompanying table are recommended.

B1: RATS THAT TALK

The party's first encounter in the city at the center of everything is, typically, an unusual one. As the characters walk through one of the small avenues in Sigil on their way to the Styx Oarsman, they are approached by a greater swarm of cranium rats, hundreds and hundreds of the hive-mind creatures that communicate with them telepathically to warn the PCs about the dangers of getting involved with Rule-of-Three and angels and demons in general.

If the party refuses to hear their warning or ignores them, the rats might attack. Read:

You take a shortcut to avoid a religious procession that is freely scourging bystanders. You duck into an alley littered with dirt and filled with scurrying black rats. Bits of rotting cloth, sewage, and rubbish give the alley a pungent reek.

You're halfway down the alley when you hear the voices: hundreds of tiny voices, like children, all speaking together. "You must listen to us. Listening? Yes? Scuttle very carefully through this sewer. Demons are triple liars, but angels are eager to make you martyrs. Go, and trust neither heaven nor hell. We mean victory for you and defeat for the Spider Queen."

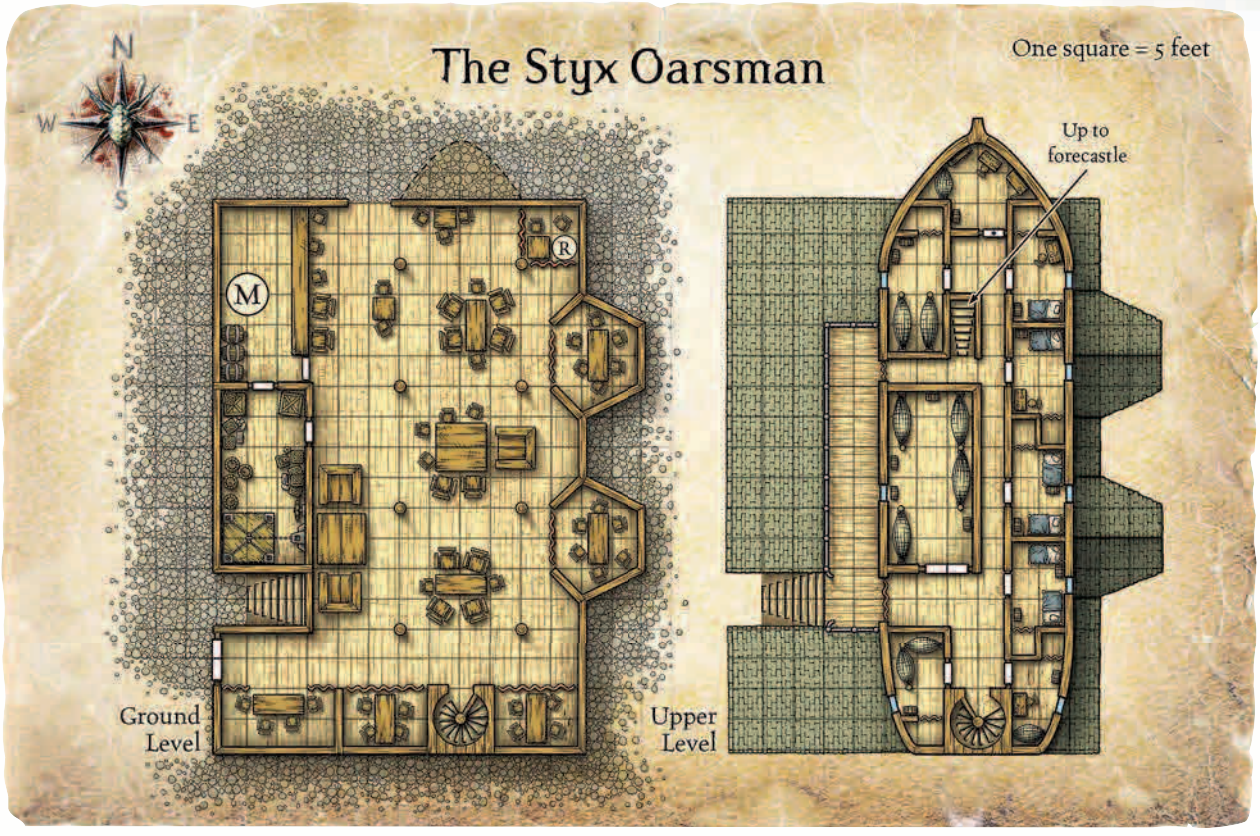
There's no sound; the voices are entirely in your head, and they aren't leaving.

If the party doesn't reply, read:

The voices seem to be waiting for an answer. "Not listening? Don't trust them. Don't trust the angels. Tell us you don't trust anyone, and we'll let you go."



Illus. by W. England



The rats themselves aren't difficult to see, but the rats in a dark alley don't look especially telepathic. With a DC 30 Spot check, a PC notices that the rats have exposed brains and the sound of their chittering seems coordinated, as if they were speaking to one another.

The cranium rat swarm's initial attitude is indifferent; it wants the party to know the dangers of Sigil's manipulators, including both the warden archons and Rule-of-Three. However, it is suspicious of every move the party makes. If party members pull weapons or begin casting spells, the paranoid rats attack.

Go to encounter B1: Rats That Talk on page 30.

THE STYX OARSMAN

Located in Sigil's Lower Ward, the Styx Oarsman typifies the multiracial planar metropolis. The patrons run the gamut from good to evil, with the scales tipping toward the dark side of life. This inn caters to a mostly humanoid crowd. Humans, elves, dwarves, halflings, and githzerai compose the majority of the clientele. A few drow, gnomes, and githyanki visit the Styx Oarsman. If your campaign uses *Planar Handbook*, buommans, mephlings, and spikers also hang out at the inn.

The inn prides itself on its acceptance of the more exotic beings in the city. The clientele tends toward those from or touched by the Lower Planes, including tieflings and even an occasional demon or devil. The Styx Oarsman is a discreet location to meet and do business.

Because it's such a safe and self-policing place with a reputation for discretion, over the years, the clientele expanded to include all types of races, even a celestial from time to time. Gryfalcon the jaunter (page 29) also drinks here.

The regular patrons value the usefulness of the place and are quick to take arms against anyone who starts a ruckus. The regular patrons don't use nonlethal force and, once the fight starter has been beaten into unconsciousness, either simply drop the comatose body out in an alley and leave him to the "mercy" of Sigil's less restrained denizens, or turn the loser in to the local constabulary.

The letters in **(bold)** below refer to the creatures' positions on the Styx Oarsman map above.

STAFF

All members of the staff are loyal to the Styx Oarsman and feel a great affinity to the place.

Bartender: A marilith simply known by the name Marilith **(M)** is the bartender. She mixes drinks three at a time and prevents people from going behind the bar. She starts with an attitude of indifferent. If approached and made friendly (see NPC Attitudes, *PH* 72) either through diplomatic interactions or a bribe of at least 100 gp, she gives out a special token that enables entry to the inn by the back door for those who wish to have secretive meetings or comings and goings.

Cleaners: Permanent *unseen servant* spells keep the inn's rooms neat and tidy. If Marilith needs a "Cleaning Crew" for extraordinary circumstances, such as removing a dead body, she relies on a pair of brothers, fiendish half-orc 4th-level monks nicknamed Punch and Kick. They're regulars at the establishment.

Owner: The inn is owned and run by a cambion, Rule-of-Three **(R)** (Knowledge [local] DC 30), one of Graz'zt's many children (Knowledge [the planes] DC 25), though he pretends to just be a patron of the place. Rule-of-Three frequently spends time at the inn in one of his favorite disguises, that of a githzerai scholar.

Servers: A trio of humans works as the wait staff of the inn. Hakim (male fighter 2), Rake (male rogue 1), and Ellissa (female bard 3) had been part of an adventuring group several years ago. Now the trio lives together as a romantically attached family unit and enjoys sharing the work of serving drinks at the inn. They find plenty of profit and excitement in working in the Styx Oarsman and don't anticipate returning to the adventuring life.

Spy: A mirror mephit (see page 208) named Gleam lurks in the bar mirror, watching the comings and goings of patrons and reporting to Graz'zt.

ACCOMMODATIONS

The heavily curtained booths are the main draw for those who use the Oarsman as a place to meet or do business. Heavy curtains shield the conversations from eavesdroppers (increasing Listen DCs by 5).

The back door has a special *arcane lock* that enables anyone to leave, but only those who bear a special token (purchasable by regulars from Marilith) to enter. Those coming in the back door to one of the back booths appreciate privacy and discretion. The Styx Oarsman caters to these folk.

MEETING RULE-OF-THREE

Bring me three coppers, I'll tell you a lie,
Bring me three smiles, by evening you'll cry,
Bring me three Bleakers, in madness you'll die.
—Children's rhyme about Rule-of-Three

When the party finds its way to the Styx Oarsman tavern, read:

You have found your way to the Lower Ward, a section of Sigil inhabited primarily by creatures of the Lower Planes, but also by humans and the floating dabus. You even spot occasional darting lantern archons, their light shining pure and holy through the smoke and gloom—and moving very quickly through this ward.

The Oarsman is noisy, and you see three squawking vrocks come stumbling out of the open archway that is the entranceway. Within you see barbed devils playing at cards, a beautiful human woman confidently serving goblets of wine to monsters, and a motley collection of customers. The bartender has six arms. It's not the type of inn you're used to.

Any of the demons, yugoloths, tieflings, or others who inhabit the place can point out Rule-of-Three if a character offers a small bribe (25 gp) or makes a DC 20 Diplomacy check.

If no bribe or successful Diplomacy check is forthcoming, read:

The creature you approach seems offended. "Do I look a servant? Do I look like your personal guide? No? Then stop treating me like one before I eat your entrails. Oarsman is for private business: no law, no Rule-of-Three answers, shut your trap and get out!" The entire place gets quiet, and every demon, devil, yugoloth, and other unsavory character in the bar turns to look at you. A circle of creatures pulls back from the table.

A githzerai scholar parts the wall of spiky and deadly creatures with a wave of his hand. "Did someone mention my name, call me out, and summon me? They call me, I call myself, the world knows I am Rule-of-Three." He scatters coins to the offended devils and yugoloths, gestures at the table, and the bar carries on as if the shouting never happened. Cards are dealt, ale is poured, and the noise returns to deafening levels.

"New in town?" asks the elderly githzerai, stroking his wispy beard and watching you carefully. "Your type, your disposition, your shining characters don't generally come to the Lower Ward, the wrong side of Sigil, the Styx Oarsman. I like the cheap beer, rough company, and rampant rumormongering. What brings you here?"

THE FIRST MEETING

At their first meeting, when the party mentions the letter, Rule-of-Three asks to see it. Read:

"What happened to the drow carrying this? I hope he was dead when you took it from him." (Pause for players' response.) *He listens to your reply and says, "I can get you home, and I can get the drow to stop rampaging through your plane. But it won't be easy; the drow are stirred up everywhere, on the Material Plane, here in Sigil, and in the Demonweb where Lolth spins her plots. Three things I'll require in return, three errands, three small tasks. The first is simple: Go to the Tower of the Prophet, open the Eye there, and ask how to blind the spider queen."*

If questioned about the author of Lithara's letter, Rule-of-Three merely shrugs and makes a sweeping hand motion toward his fellow patrons, perhaps indicating the city beyond as well. Further investigation by the PCs determines that drow have been lurking around the bar in the past several weeks . . . but then, there always are, and trying to find one unnamed drow in Sigil is a futile effort.

Attempts to determine his alignment or thoughts with spells or abilities fail thanks to his *amulet of mind shielding*. In addition, the patrons of the Styx Oarsman turn spellcasters and paladins into mulch as soon as they see anyone using such abilities. To soothe PC suspicions, Rule-of-Three claims he is a powerful enemy of Lolth (which is true). Under no circumstances will Rule-of-Three admit his connection to Graz'zt, even if the PCs discover it by other means.

For the first errand, he sends the party across town to collect a prophecy.

Continue with the visit to the Tower of the Prophet on page 23.

THE SECOND MEETING

When the PCs return from the Tower of the Prophet, read:

"Excellent! Well done, and good work! You have the prophecy. Please let me take a look and consider the alternatives, consult the records, and offer counsel."

The wispy-bearded scholar reads the few words in Celestial script quickly and closes his eyes a moment to think. "This reference to beasts, animals, and creatures is surely a hint, a clue, an omen that you must go to the Beastlands to recover Thaas!" Before you can ask, he keeps talking, though his voice drops to a whisper. "I hate to lecture, expound, and pontificate, but Thaas is a weapon of power, a demon-killing longbow of the elves, a creation of ancient and fearsome magic. You must find it, recover it, and restore it to use."



He thinks further and ignores questions. "You could go directly to the World Ash, the Great Tree that connects the planes, Yggdrasil. I will share with you the location of the portal, the gate, and the planar key. Go to the Hive Ward, seek out the only tree that grows there, and walk on its lowest branch, stem, or limb while humming the chant of the All-Father, a deity crucified on the tree." He hums a few bars of a hymn you don't recognize, until a bone devil one table over clears his throat and his scorpion tail twitches. Rule-of-Three drops silent, then continues:

"That will take you there, to Yggdrasil and then the Beastlands, far from here. There, you must seek Thaas yourselves, as a group, a united faction. I wish you good hunting, safe journey, and a quick return."

Continue with Chapter 3: Yggdrasil and Beyond, including the encounters in the Beastlands and possibly the Iron Wastes.

THE THIRD MEETING

When the party returns from Yggdrasil and the Beastlands (presumably with Thaas and perhaps other treasures in hand), read:

Rule-of-Three is drinking what looks like the same cup of wine in the same corner of the Oarsman. When he looks up and notices you, he smiles. "Welcome back, about time you got here, and blessed day!" As usual, Rule-of-Three seems conflicted about how he really feels, but at least he looks happy to see you back.

Rule-of-Three lowers his voice and continues, "Can you show me . . . the item? The thing we spoke of? The weapon of legend?" His eyes scan the weapons you carry, trying to see if one of them might be the demon-slaying artifact.

If the party complies, he takes one quick look, touches it with a fingertip, and mumbles a few words in Githzerai. (If anyone understands that language, he said, "I never thought I'd live this long, this short, or this strangely.") **Read:**

He nods and smiles, then motions for you to hide the bow. "Good, excellent, splendid," says Rule-of-Three. "You must not display it; that is, do not show it; that is to say, it might offend some creatures here." He waits for you to hide Thaas or cover it up, offering a somewhat greasy blanket.

When the longbow is hidden, Rule-of-Three speaks. "The time has come to fulfill both our wishes, yours and mine—my third request is that you prepare an expedition to visit the Demonweb and gather a report from a fellow scholar. Though she is a drow, Lissondra has rejected Lolth's embrace, and she serves me in exchange for information that furthers her own experiments." He places a large satchel filled with books on the table with a heavy thud. "Give her these in return for her report, and we'll soon see Lolth's plans unravel. Once you've done so, I think it will be safe for you to return to your home plane. I have uncovered a direct portal to your own kingdom and will give you the details when you return. Are we agreed?"

If the PCs agree, Rule-of-Three tells them that the portal to the Demonweb can be found in the Weaver's Guildhall in the Clerk's Ward, where the characters must simply walk through the main entrance while crushing a spider's egg. After they arrive in Lolth's realm in the Abyss, the PCs soon face drow patrols, monstrous spiders, demons, subterranean sporebats, and massive spider swarms. They might be able to gather some information from Rule-of-Three's agent in the Demonweb (encounter D4), but they certainly won't "unravel Lolth's plans" just yet.

Illus. by E. Deschamps

Continue with Chapter 4: The Demonweb. After the first Demonweb visit, the players might wish to return there if they feel their characters have unfinished business (for example, if they needed to retreat before finding Lissondra), or if they wish to attempt to infiltrate the Fane of Eclavdra after hearing about the Platinum Key from Lissondra and perhaps Gryfalcon. There is no set timeline for events, so allow them the freedom to explore the Demonweb until they do something dramatic (such as killing the giant at the Black Gate or gaining access to the Fane). At that point, the drow are alerted to their presence and take measures to guard the Demonweb against further intrusion.

THE FOURTH MEETING

When the party returns and asks for Rule-of-Three to hold up his end of their bargain, read:

Rule-of-Three listens to you and then says, "The reason, the excuse, the cause for why I spend my days at the Oarsman is that one hears things here that are difficult to learn anywhere else. Rumors say that there is a creature, construct, or servitor of Orcus named Dawnat Sanp. This thing serves the Prince of Undeath, and it has offered me, though intermediaries, three things to help us. Three, because it knows me: the time of this Demon Council, a map of the Demonweb itself, and a key to its lower reaches, the way to pass the Black Gate. A strange ally, but an ally all the same."

The old githzerai looks you in the eyes. "The Eye, the riddle, the prophecy clearly set you on this path. The Queen of Spiders must be hunted in her own Web, and Sanp has the weapons you must use. He waits for you in the city of Zelatar, at the Sign of the Black Heart."

Almost as an afterthought, Rule-of-Three gives them a password Sanp will recognize: "Life is fleeting, but death endures," spoken in Abyssal.

If the PCs balk, Rule-of-Three first offers them cash (up to 10,000 gp in diamonds), then a magic item (a pale lavender *ioun stone*, absorbs twenty spell levels of cast spells of 4th level or lower). If that doesn't convince them, he finally offers his most valuable possession (the *Book of Flesh and Mirrors*, see page 176) for them to go and return with the ambassador's information. If asked why the spy can't come here, the explanation is that it would arouse suspicion: The creature is well known to visit only the palaces of demon princes, and even then rarely leaves the Abyssal layer of Thanatos. If asked why Rule-of-Three can't go himself, he says he has been sentenced to death in the city of the Dark Prince Graz'zt (currently untrue, though it was at one time). If asked why not send a demon, he claims he cannot trust them. The PCs are much, much more reliable for such crucial information, since he and they share the same motives.

His generosity plays into his father's plan: Anyone who meets with the ambassador of Orcus can be incriminated as allies of Orcus, especially when the PCs return to the Demonweb armed with the bone naga ambassador's gifts. Graz'zt's own hands remain clean while Lolth suffers the consequences.

MOTIVATING THE PCS

The PCs should eventually realize that Rule-of-Three is an untrustworthy creature. Although he holds the key to their return home, so do many other beings in Sigil. At some point, even his bribes might not be enough to keep the characters on the track of the adventure. As the DM, you best know your players' likes and dislikes. Use the approaches that most appeal to them to keep the plot moving.

Good vs. Evil/Law vs. Chaos: Any good character should be keen to help out the warden archons. Though the PCs have been warned not to trust celestials, they should still understand that helping these archons is a good deed.

Prompt: A warden archon from the Tower of the Prophet approaches the party. If the archons have already confronted the characters on unfriendly terms (encounter B2), he is extremely apologetic. He strongly encourages them to play along with Rule-of-Three to untangle what is clearly a demonic plot in the offing. The archons lack the restraint and subtlety necessary to untangle the scheme (particularly when it comes to dealing peaceably with creatures such as the bone naga ambassador of Orcus).

Adventure: *Expedition to the Demonweb Pits* sends the characters traveling the planes to foil the machinations of demon lords and a drow deity. The epic scope of plot, the diversity of places, and the challenging encounters offer much to a party bent on adventure.

Prompt: Groups with this type of approach rarely need additional motivations. Perhaps a friendly bard listens avidly to their tales and wants to immortalize their story and seeks to know how it ends. "Surely, there must be more? What about that detail you mentioned? The most magnificent of epic poems must answer these questions."

Story: The PCs likely started the adventure investigating the drow attacks. If the players like the continuity of fighting a common foe, play up the drow aspects and the hints that it's part of a bigger plot.

Prompt: The PCs hear more reports of drow attacks or increased activity when they're gathering information. If you'd like to more strongly reinforce the idea with an encounter, have them thwart another drow attack. Show that the threat becomes more serious by having it include drow with the corrupted by the Abyss template (see page 190), the fiendish template, or even a half-fiend leader.

Treasure: Even in the early encounters, there's good compensation for the characters. Treasure is both good monetarily and in terms of interesting magic with two items of legacy and a unique spellbook among the rewards.

Prompt: If the PCs are mostly treasure-focused, play upon their greed. A collector of drow items offers to pay more than the standard 50% resale value for anything of drow manufacture. Perhaps she offers a 60% deal with up to 70% for anything focused on Lolth's worship. Alternatively, the collector could be a planar scholar or merchant interested in items from different planes.

This mission is very important for the adventure flow: Getting the verbal key to the Black Gate is by far the easiest way to get to the Demon Council, and the ambassador Dawnat Sanp might provide additional help later.

The gate that Rule-of-Three offers the party to reach Zelatar is a one-way portal found just outside the Oarsman, accessed by climbing up a hayloft ladder in the Oarsman's stables while keeping the image of a platinum piece in mind. The PCs find themselves in a circle of stones outside Zelatar.

Continue with Chapter 5: Zelatar, City of Demons.

RULE-OF-THREE **CR 10**

hp 81 (11 HD); **DR** 5/magic or good

Male cambion* demon rogue 5
* See page 195
CE Medium outsider (chaotic, evil, extraplanar)
Init +3; **Senses** darkvision 60 ft.; Listen +7, Spot +7
Languages Abyssal, Celestial, Common, Githzerai; telepathy 100 ft.

AC 25, touch 17, flat-footed 22; uncanny dodge
Immune electricity, poison
Resist acid 10, cold 10, fire 10, evasion; **SR** 16
Fort +8, **Ref** +8, **Will** +8

Speed 40 ft. (8 squares), 30 ft. with armor shown
Melee longsword +14/+9 (1d8+5/19–20) or
Melee *dagger of venom* +13/+8 (1d4+7/19–20 plus poison)
Ranged barbed javelin +11/+6 (1d10+4/19–20 plus 6d6 lightning)
Base Atk +9; **Grp** +13
Atk Options Power Attack; aligned strike (chaotic, evil), sneak attack +3d6
Special Actions alternate form, teleport
Combat Gear *ring of shooting stars* (13 charges)
Spell-Like Abilities (CL 11th):
At will—*detect magic, fear* (DC 13)

Abilities Str 19, Dex 17, Con 16, Int 15, Wis 13, Cha 20
SQ silent metal, tanar'ri traits
Feats Iron Will, Power Attack, Weapon Focus (longsword)
Skills Balance +5, Climb +13, Gather Information +8, Hide +12, Jump +6, Knowledge (local) +10, Knowledge (the planes) +10, Listen +7, Move Silently +12, Sense Motive +7, Spot +7, Tumble +10
Possessions combat gear plus *+3 dagger of venom*, 2 *javelins of lightning* (6d6), *eyes of seeing* (lenses that act as a *gem of seeing*), *hat of disguise*, *+2 mithral chain shirt*, *ring of protection +4*, *amulet of mind shielding* (as the ring), the *Book of Flesh and Mirrors* (page 176), purse of opals (4,000 gp)

Aligned Strike A cambion's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Silent Metal (Ex) A cambion takes no armor penalty on Climb, Hide, Move Silently, or Swim checks.

THE FINAL DETAILS

Rule-of-Three has little to offer the PCs when they return from Zelatar, and he seems eager for them to head off to the Demonweb Pits. The time of the Demon Council is fast approaching.

But there's still time for the PCs to do other things, especially if they haven't yet reached 11th level. About a week before the Demon Council, Dawnat Sanp sends the characters a message in Sigil, telling them that the usual arrival point in the Demonweb is being watched (especially now, with the Council so close) and that they should find another route. He suggests the Spiral Desert (see page 66), which has a portal from Sigil in a neglected alley in the Guildhall Ward. It might take a day or two for the party to reach the portal to the Demonweb through the wasteland, but evading the heightened drow patrols will be worth it. The PCs need to acquire a magical bronze pyramid portal key before they leave Sigil—fortunately, such things are commonly available (600 gp). If they fail to realize this detail before trekking through the desert, a key can be found in the town of Satos below the portal site, guarded by spiders and drow slavers.

Continue with Chapter 6: The Demon Lords' Council.

THE TOWER OF THE PROPHET

The letters in (**bold**) below refer to the creatures' positions on the Tower of the Prophet map (page 24).

As the party approaches the tower, read:

The tower is made of yellow stone and shines with inner light even during antipeak. Two sword archons (**S**) *guard the entryway, their eyes watchful and their straight-backed posture perfect. Clerestory windows are set just below the eaves, with a single round stained-glass window over the entryway.*

Inside, the Tower of the Prophet makes you a little dizzy. The whitewashed walls seem to rotate sharply in all directions at once around a single golden construct suspended in the air above the center of the floor. This construct looks like a sphere forged in the anvils of Mechanus, but it shines brightly, and its whirring sound is barely noticeable above the noises made by its watchers and worshipers. Three bearlike wardens (**W**) *fully 7 feet tall stand in prayer beneath the gleaming sphere, their arms lifted and their lips moving. A human in armor with three aasimar attendants is kneeling directly beneath the golden globe.*

One of the bearlike wardens approaches you. "I am Humbart. How may I serve?" he asks.

The party must convince the warden archons to open the Celestial Eye of the Prophet, a powerful construct with a direct link to the top layer of Mount Celestia. The Celestial Eye might offer a good or lawful party a prophecy to help defeat the drow.

The archons are members of the Order of the Prophet's Eye. Their *unerring assay* ability means that they never give a prophecy to a chaotic or evil character—such as Rule-of-Three, a known chaos sympathizer and unreliable scholar. They speak to visitors at length, seeking information about their connections, ethics, morals, and so on before allowing them access to the Eye. The party member who speaks most must succeed on a Bluff or Diplomacy check opposed by the warden archon's Sense Motive check (+12 modifier).

Complication: Mentioning Rule-of-Three

Mentioning Rule-of-Three's name brings a frown from Humbart and imposes a –4 circumstance penalty on Diplomacy and Bluff checks. Likewise, elves, tieflings, rogues, and other "suspicious-looking" PCs take a –2 penalty.

Diplomacy: Convincing Humbart

To persuade Humbart to open the Celestial Eye, the PCs must convince him that their cause is both good and just through the use of a Diplomacy check. A paladin or a cleric of any lawful good deity gains a +4 bonus on such a check.

Humbart and the other archons of the Tower can see the alignment auras of any character, and chaotic or evil characters are politely shown the door.

Breaking In: Stealthy Entry

Alternatively, the PCs can try to break in and attempt to open the Eye on their own. This is exceedingly unwise because the Tower is constantly watched by seven vigilant lawful good archons, and there are few methods of ingress and egress.

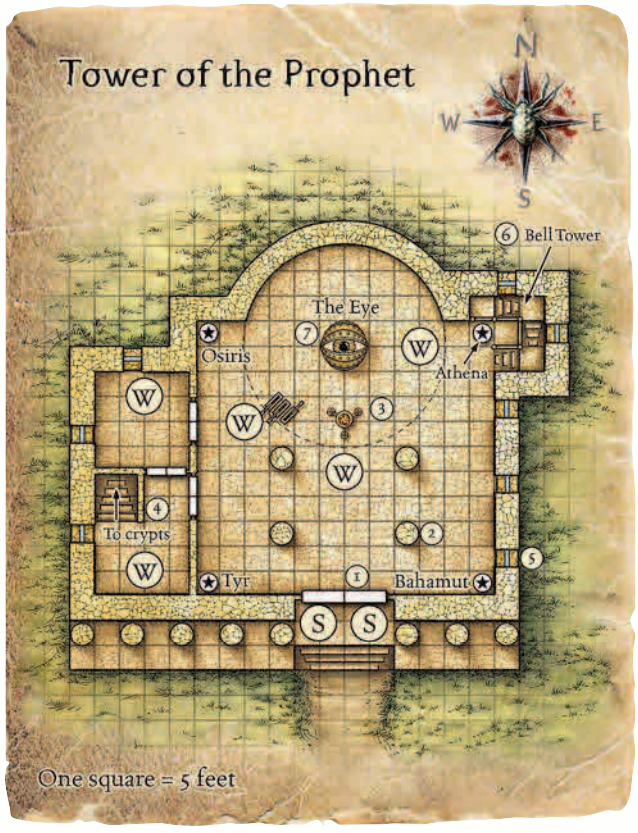
Still, the PCs likely have powerful magic and sharp skills to help them get in and out. The front door is barred, magically *arcane locked* (by a 10th-level caster), and physically locked (Open Lock DC 28). The easier routes in are the clerestory windows and the bell tower (see below).

The archons' Spot modifiers are +2 for the two faintly oblivious sword archons (*Book of Exalted Deeds* 160) named Justus and Lucinor and +22 for the five warden archons (the three males are Humbart, Edelbart, and Ursival, and the two females are Brizsli and Grenata). In addition, during the half of the day near peak, the temple is crowded with worshipers of certain celestial deities: Bahamut has a shrine here, as do Tyr, Athena, and Osiris.

In daytime, make Spot checks for one sword archon, three warden archons, and one bystander (at +5) to determine if a PC is seen. At night, make Spot checks for one sword archon (outside only), two warden archons, and no bystanders.

TOWER OF THE PROPHET LOCATIONS

The tower is located in The Lady's Ward, among a collection of dissimilar temples of marble, stucco, brick, and timber with a hundred different roofs, icons, and symbols. The glowing winged eye above its golden doors makes it easily recognizable.



1. The Golden Gates. These 20-foot-tall gilded doors open automatically whenever a lawful or good character approaches them, and close behind the character. Those of other alignments must make a DC 14 Strength check to pull them open or push them closed.

2. The Curtain Pillars and Nave. The 5-foot-diameter circular pillars are carved to resemble a stone curtain when viewed from the entranceway or from the altar. Their shadows and bulk make it possible, though not easy, to creep around the temple unobserved.

3. The Altar. The altar is a tripod holding a bowl of pure good fire, which shines brightly and constantly with an effect equal to a *daylight* spell.

4. The Crypt of the Archpriest. Stairs lead down to a 10-foot-by-20-foot crypt among the masonry of Sigil's understory. A single airshaft leads from here into the halls of the dabus. Anyone using it as an escape route will certainly encounter a dabus before reaching an exit.

5. The Clerestory Windows. Anyone who makes a DC 12 Spot check notices that the temple, though brightly lit, has no large entrances or windows. Indeed, the only entrances seem to be the main entryway, the bell tower stairs, and a series of narrow clerestory windows below the eaves of the temple. Climbing up to those windows is almost impossible on the slick marble walls (Climb DC 35), but swinging down from the roof overhang is possible with a DC 24 Climb check. Failure means the character falls 80 feet from the overhang to the street outside, taking 8d6 points of damage.

6. The Dome and Bell Tower Stairs. The bell tower stairs lead up to both the dome over the altar area and to the bells themselves, eleven bronze bells with a pleasing sound that are rung four times a day at peak, antipeak, and mid-twilight. The tower is home to the two sword archons, Justus and Lucinor, one of whom is always awake.

7. The Celestial Eye. When the party approaches the Eye, read:

The eye that gives this place its name is a strange object, with a segmented, insectlike covering of brass and copper fittings. The light from the glowing altar-tripod hovers around the Eye as well, lighting up every mote of dust near it.

A number of levers next to it control its functioning. One of the large bearlike archons stands beside the levers, alert and watching you.

If the characters (or even a single PC) get in without incident, they can open the Celestial Eye using either the golden key that Humbart wears around his neck or with a DC 30 Open Lock check. When they succeed in opening the Eye, read:

The brass segments of the Eye snap back one by one, releasing a ray of light so bright it seems like a solid pillar. It points up at the ceiling, reflecting down to the pillars and making the temple floor as bright as noon. As each segment snaps away from the Eye, the light shines directly at more and more of the temple interior; when the final segment drops beneath the Eye, revealing it completely, the light touches each of you. You can't see anything around you except as flickering shadows; solid people and pillars look transparent in this light. You feel it as a source of warmth and inquisitiveness—living light that burrows into your body to your soul. Voices echo within the light.

Somewhere nearby, you distinctly hear the scratching of a quill on paper, a sound so soft that you don't understand how you can perceive it in such a large, noisy temple.

Once it is opened, the Eye sears all around it for 3 rounds with a *ray of conscience* spell-like effect (30-foot radius). Evil or chaotic creatures are entitled to a DC 18 Will save each round to negate the effect. Chaotic characters who fail the save lose 1d8 points of Charisma per failed save. Evil characters who fail lose 1d8 points of Wisdom per failed save. Chaotic evil creatures lose both. Ability points are regained normally.

All PCs are affected as if by a *blindness* spell while the Eye is open; when the Eye closes, the spell effect is negated for all creatures that are not chaotic evil. Lawful good characters are entitled to a DC 18 Fortitude save to avoid the effect. The warden archons wear dark smoked-glass goggles for just this reason.

Read:

The sound of a quill moving over paper stops. You hear the clank of metal, and suddenly you are wrapped in black shadow, blinded. The light is gone, but you still see traces of it shining overhead. With a final clunk, even that light is gone. The world seems black, even though you see pillars and walls and creatures around you. A piece of paper in your hands shines with an echo of the vanished light.

Assuming at least one of the PCs is unaffected by the *ray of conscience*, the prophecy is spoken and written in the third round of the effect.

THE PROPHECY OF THE EYE

Once the Eye is opened and creatures have survived the Eye's searching gaze, they see the light of Mount Celestia and hear the voice of archons on the highest layer of the plane echoing in their minds. The language spoken is Celestial; characters who do not normally understand Celestial might gain sudden insight and spontaneously understand the words spoken by the Eye if they make a DC 22 Will save (evil characters might have lost Wisdom from the Eye's *ray of conscience*). Lawful good characters gain a +4 bonus on this save. Characters with 5 or more ranks in Knowledge (the planes) gain a +2 circumstance bonus on this save.

Those who hear the words of the Eye might be puzzled by its utterances, since its prophecies are rarely clear until afterward. One PC is either holding the paper prophecy (if they are in the place alone or at night) or is handed a piece of paper by the warden archon, the golden letters on it still shining with the light of Mount Celestia.

This particular prophecy, the Prophecy of the Celestial Eye, should be given to the party as a handout (page 220). It reads:

The bow of beasts dissolves the taint of the corrupted,
The bitter ice hides a giant's sword to crack Abyssal armor.
Search The Lady's wisdom and the book of flesh,
Bide your time, and flee when the goddess shakes her web.

A pair of keys: a blackened tongue, a golden word,
Pass through three gates: serpent, darkness, stone.
Kill the queen in her black pearl, and find
Near the throne a fourth gate—home.

The first stanza refers to the trip to the Beastlands (encounters C3–C5), the side trip to fetch the *Demon-Quelling Sword* (encounter C6), the Library of The Lady's resources (encounter B5) and Rule-of-Three's spellbook, and The Goddess Is Coming encounter in the PCs' first trip to the Demonweb (encounter D10). The second stanza refers to the Black Gate (the Dark Speech) and the stone spider entryway to the Council Chamber (requiring a golden pass).

When the party takes the slip of paper back to Rule-of-Three at the Styx Oarsman, he tells the PCs about the gate to the Beastlands and the longbow *Thaas*. See page 182.

If the PCs fail to acquire the prophecy of the Celestial Eye, a divine spellcaster in the party receives a dream about Lolth in her spider form spinning a great web. The spider-Lolth then proceeds to tug and gather the web back to her. The dream leaves the character with a sense of foreboding of Lolth plotting something huge. Later, a cleric of the PC's faith seeks the character out to relay the prophecy of the Eye because she knows the character has the opportunity to play a central role in its resolution.

AMBUSHES IN SIGIL

During their time wandering the streets of Sigil from The Lady's Ward to the Lower Ward and back again, the characters are likely to meet some unfriendly characters. These encounters can be used to enliven an otherwise overly chatty game session with combat.

B2: GUARDIANS OF THE TOWER

The first ambush is especially appropriate to spring on the characters after they've met with Rule-of-Three about the prophecy of the Celestial Eye. After the party leaves the Tower of the Prophet, the warden archons talk among themselves about the meaning of the questions they posed. The wardens are worried but decide to do nothing (especially if the party was unable to get a reading from the Eye). But even lawful good archons have hotheads among their number, and two of the bearlike creatures are convinced that the party is in league with demons in a bid to increase demonic power (which is at least partly true: the characters are working with Rule-of-Three, an agent of Graz'zt, against the machinations of Lolth).

Two warden archons decide to confront the party in the streets and nip this problem early.

Go to encounter B2: Guardians of the Tower on page 31.

B3: MERCENARY YUGOLOTHS

The PCs might eventually grow comfortable with Sigil's relative safety, but the city is full of powerful people who might well want them dead, especially after they start stirring things up on the planes. These yugoloths offer their hired-muscle services to the highest bidders; potentially, this encounter can be used more than once (the names change, but the stats remain the same). There is a 10,000 gp price on the PCs' heads offered by the offended party, and the yugoloths are quick to follow up on bounties. Creatures that might call for such a contract include the following:

- One of the jackal lords (page 34), who is sure to seek revenge if his or her mate is slain;
- The frost giants of the Iron Wastes (page 51), in retaliation for the theft of the *Demon-Quelling Sword*;
- A whip priestess of Lolth after the PCs' trip to the Demonweb (page 52), particularly if the PCs infiltrated the Fane of Eclavdra;
- Various merchant-demons encountered in Zelatar (page 84), especially the frogfaced slaver (if he survived the altercation), the shadow demons if the characters caused trouble in their inn, or a lamia noble affronted by the PCs' escape from the city and Graz'zt's justice.

The yugoloths wait until the PCs are on the streets during early or late twilight or near antipeak to attack.

Go to encounter B3: Mercenary Yugoloths on page 32.

OTHER INFORMATION SOURCES

At some point, the characters might seek information from other sources in Sigil. Rule-of-Three suggests that they talk to the "distinguished planar scholars Kemet and Gbemisola." If they seek out sources of their own rather than taking his advice, ask for a Gather Information check. With a result of DC 12, the characters hear again about the wily Kemet and his disciple, the Lady Gbemisola—with a vague caveat about unscrupulous sources. With a result of DC 23, they learn about the Library of The Lady.

Touts on the streets of Sigil sell cheaply bound copies of the *Travelers' Guide*, a loose collection of essays about various planes. They target obvious new arrivals and try to convince them to buy this necessary booklet for 25 gp. If the characters purchase the book, give the players a photocopy of the five *Travelers' Guide* handouts (pages 214–218).

B4: THE JACKAL SCHOLARS

If the PCs aren't careful, they might gain nothing but pain and misinformation from the two jackal lords. Kemet and Gbemisola can provide a lot of information about Yggdrasil and the Demonweb—for a price.

Meeting the Scholars

The two jackal lords do not receive visitors at their home in the Clerk's Ward without taking precautions. One uses *disguise self* to adopt the form of a gnoll butler named Argent. In that form, Argent asks the characters to wait for a moment and asks if they require refreshments. "Argent" goes to inform his master and mistress that they have guests.

In the few minutes while the party waits, the jackal lords cast protective spells in this order: *magic vestment* (8 hours duration), *spell immunity* (immune to *magic missile* and *lightning bolt* for 80 minutes), then *cat's grace* (15 minutes), *shield of faith* (duration 8 minutes), *bull's strength* (8 minutes), and finally another *disguise self* (150 minutes). Then they come out to meet the party in the form of a pair of dog-headed hound archons, surrounded by what seems to be a shimmering celestial glow (the *shield of faith* effect).

Anyone who has ranks in Spellcraft can make a DC 21 check to determine that the glow is a divine spell, specifically *shield of faith*. Since the effects of the other protective spells are all invisible, Spellcraft does not reveal their presence to the party until they affect play.

Rather than their chain shirts, Kemet appears to be wearing silver-threaded robes, and Gbemisola a loose flowing shirt, a red velvet vest, and ragged, ink-stained pants.

Their initial attitude is indifferent. As soon as they are paid, it improves to friendly.

Kemet answers questions while Gbemisola wanders in and out of the conversation (she has to leave at least once to return as Argent with their drinks and polite murmurings to the guests).

Negotiating Information

If the party offers cash up front, the hound archon and his assistant agree to take the money "for charity." If the party just starts rattling off questions, Kemet suggests that a donation is in order and assures the party that he gives half his money to charity. This is true only if his partner Gbemisola is considered a charity. The required cash depends on the difficulty of the questions (see below).

Kemet and Gbemisola know many pieces of information that will interest the party, including:

- The location of gates to the Beastlands and the Demonweb (400 gp)
- The existence of the ten-thousand-spider swarms in the Demonweb itself (750 gp)
- The existence of various demon lord aspects and how they stand in for the lords themselves (500 gp)
- The power of *Thaas*, the elf bow of lore and fable (2,300 gp)
- The merchant's peace pact in Zelatar and a merchant charter (page 221) (1,500 gp)
- Using Yggdrasil as a shortcut between planes and a rough map of its branches (plus advice about consulting the native ratatosks for portal locations) (3,500 gp)

The party can get the facts on the gate from Rule-of-Three, but the spider swarms are new information, and few people have maps of any kind for Yggdrasil. The Abyssal information is hard to come by for the simple reason that many visitors to the Abyss wind up dead, so it sees little tourist traffic.

However, the jackal lords never volunteer information. The characters have to ask about at least roughly the right topic. If they do, the jackals ask for payment up front. These creatures might look like archons, but they don't act like them.

Seeing through the Disguise

The PCs might see through the hound archon disguises. If one or more of them insist on shaking hands or clapping one of the scholars on the back, they are entitled to a DC 14 Will save to see that the form is an illusion. If they are suspicious and just observe very carefully, they can attempt to penetrate the disguise with a Spot check.

If the party sees through the disguise and says nothing, the jackal lords don't bring it up. If the PCs do mention it, the jackal lords' attitude immediately drops to unfriendly. They admit that they take on this shape to get a wider range of customers in Sigil, but insist that their information is good. Which, surprisingly, it is. However, they are ashamed at having been discovered and refuse to answer any more questions. They insist the PCs leave immediately, and if they receive any scolding, demands for refunds, or similar grief, they whistle for their hell hounds to make sure the party leaves.

Attempts by the party to steal from the jackal lords are always met with violence.

If dealings turn ugly, go to encounter B4: Angry Jackals on page 34.

B5: THE LIBRARY OF THE LADY

The Lady of Pain is a figure of mystery in Sigil, and she does not allow herself to be worshiped. Still, the pilgrims, refugees, and exiles who come to Sigil are grateful to her for the protection the city offers from their tormentors and the refuge it provides from at least some dangers. As a gesture of thanks, many of them give books, scrolls, or cash to the Library of The Lady, a collection of engineering, planar, historical, and arcane lore that is among the finest on the planes. Those libraries that offer greater depth of knowledge tend to be under the control of deities of knowledge or jealously guarded by the savants and races of the wise who assembled the libraries. The Library of The Lady is open to all inhabitants of Sigil and is located, of course, in The Lady's Ward.

The library has three rules:

1) Books do not circulate. Any attempt to remove a book physically or by magical means is met with violent opposition by the dabus and even by warden archons and devils working together. Copying books is permitted, as long as the originals do not leave the library. Attempted theft is punishable by the removal of the thief's soul for one month, during which time he must reshelf books as a member of the library staff. Repeat offenders get longer sentences.

2) Books must not be harmed, marred, cut, dog-eared, written in, enchanted, wizard-marked, shapechanged, glamered, blessed, desecrated, charred, doused with any liquid, scented, or otherwise altered. The use of nondestructive divinations on books is permitted, as is the use of *read magic* and copying cantrips. Altering a book in any way other than through normal wear is cause for expulsion from the library for one year.

3) Violence, running, or vandalism lead to immediate and permanent expulsion from the library. Those whose behavior is exceptionally disruptive might be imprisoned in one of the Lady's mazes with a single blank book for company.

Silence or quiet speech is encouraged but not required. *Silence* spells are applied to some sections of the library.

Characters who do not obey these rules are confronted first by the Warrior Who Does Not Exist and the librarian Goldfeather, then by the dabus, and finally by the Lady of Pain herself.

If the characters violate the rules, go to encounter B5: The Librarians on page 36.

The Warrior Who Does Not Exist

The party members might notice that a fellow in a dark brown cloak and well-worn studded leather armor is watching them (opposed check against Hide +19). Their shadow is Androcyn Blackthorn, a male tiefling with a small horn where his goatee should be. If the PCs ask other patrons of the library, they call him "The Warrior Who Does Not Exist." It's a nickname based on his odd philosophy: that he is a creature within a dream of the Lady of Pain, or a dream of the dabus. Most people write this quirk off as a result of

ingesting too many strange cacti, mushrooms, or alchemical powders, but Androcyn really believes it.

As a result, Androcyn constantly examines the world around him for clues and supernatural portents of what "The Dreamer" wants him to do. Sigil's less ethical inhabitants take advantage of this belief to turn Androcyn into their personal servant with suggestions that the Dreamer wants this or that thing, which just happens to benefit them.

The librarian Goldfeather is one of these abusive sorts, although he does not turn Androcyn to any evil purposes and believes he is keeping the tiefling from worse exploitation. Goldfeather uses the Warrior Who Does Not Exist as a part-time security force. Visitors new to the library are watched for their first few days, to see if they are scouting the shelves for valuable volumes, attempting to sneak materials out, or otherwise abusing the place. Androcyn confronts anyone he spots misbehaving.

The Night Watchman

The library is closed 12 hours a day, 6 hours before and after antipeak. The library's night watchman is a lawful, oathbound ice devil named Shactal (CR 13). He takes his duties seriously and guards the collections with both smarts and bravery. If he dies, he figures he stands at least a chance of returning to the Nine Hells. Until then, his oath keeps him here every night; days, he's drunk at the Styx Oarsman.

The Librarian

Librarians are the masters of information, and the chief librarian in the city of Sigil is not someone any sane PC wants to anger. The librarian for this collection is a marrash scholar who flies with strangely muffled wings. Long decades past, he came to steal and plunder, but over time he learned to love the collection. When the prior librarian (an androsphinx named Chestnut) died, Goldfeather took over. He knows the collection backward and forward, is careful about who gets access to the rare book collection, and has long since given up petty thievery.

That doesn't mean he's gone soft. He's learned a great deal as a librarian, including deciphering scripts, using magic scrolls, and even the finer points of the Dark Speech (see page 98). He's quite a resource. He fights only when attacked or when Androcyn spots a thief or vandal.

Researching the Planes

Any character who has at least 1 rank in a Knowledge skill can use the Library of The Lady to search for answers to specific questions and gain a circumstance bonus on the resulting check. The amount of the bonus depends on the type of question, as shown in the accompanying table.

For example, someone wishing to learn about vrocks would need a successful check against DC 11 to 15 to learn that they are birdlike demons, common followers of Pazuzu and Graz'zt, often seen in the Abyss, and so on. If the researcher wanted vrock weaknesses, the DC increases to 26 to 30—the information covers immunities and resistances. For more details on Pazuzu or Graz'zt, each individual requires a separate check of DC 16 to 25, with success providing their layers, portfolio, physical description, and character. It would not describe their aspects (that requires a result of 26 to 30). Finally, obtaining details of their planes would be straightforward (DC 11 to 15), but acquiring maps of their palaces or specific information about the powers of the demon lords is very, very hard (DC 31+).

The party can spend hours, days, or weeks here learning about the planes. After 1 month, the character making the most successful Knowledge checks gains a one-time bonus of +1 on all Knowledge (the planes) checks from the incidental information learned while pursuing other topics. After 2 months of research, the PCs should definitely have aroused the suspicion of Abyssal powers (which keep tabs on who investigates them and why), and will likely be threatened and then beaten by a group of demons, probably a carnevus/glabrezu team playing good cop/bad cop, to convince the party to stop. If the party continues researching the Abyss, the demons attempt to murder a solitary character on his or her way to or from the library.

The Extradimensional Reading Room

Magic scrolls, spellbooks, books of prayer, sentient books, animated books, rare and delicate books, and vile tomes

Library Knowledge Bonuses

Knowledge Type	Typical DCs	Check Bonus	Rare Book Bonus	Time	Examples
Common	10 or lower	+20	—	1 hour	Names of planes, planar effects, towns, planar inhabitants
Obscure	11 to 15	+12	—	1d6 hours	Demonic types, monster powers, Abyss layer names and descriptions
Dangerous	16 to 25	+5	+8	1 day	Dark Speech, spells, portal keys, demon lords, city guide to Zelatar, the Beastlords, Abyssal effects
Hidden/guarded	26 to 30	+2	+4	1d6 days	Map of Yggdrasil, River Styx, demon weaknesses, tanar'ri summoning and dismissal, existence of demon lord aspects
Divine/demonic secret	31+	+1	+3	2d12 days	Graz'zt's palace map, demon lord aspects and powers, Nidhogg's lair, Demonweb map or keys

are kept in the Extradimensional Reading Room, which is accessible only by Goldfeather. He opens the room by opening a particular book from the library's shelves; frequent visitors to the Library of The Lady know that the book that opens the room is different every time. The Extradimensional Reading Room has heavy magical warding against teleportation, *passwall*, and other forms of dimensional shifting. Access to the Extradimensional Reading Room is restricted to scholars who have books of their own to offer in exchange for access to the collection there. Using the Extradimensional Reading Room collection rather than the main library collection increases the circumstance bonus on Knowledge checks that the library provides, as shown in the Rare Book Bonus column on the Library Knowledge Bonuses table.

Individuals or groups that give Chief Librarian Goldfeather a book or spell scroll worth at least 2,500 gp buy an hour's time in the Extradimensional Reading Room. Larger gifts buy more time; spellbooks or ancient, obscure volumes from the merchant houses of the Lower Styx bring days of joy to the sage. Security is even tighter here than elsewhere, and infractions against the library rules are treated just as harshly.

Goldfeather checks in at intervals when strangers are given access to the Extradimensional Reading Room for the first time to make sure that nothing untoward happens. The place is a gold mine, and he refuses to see it harmed.

Insert for page 11:

ADDITIONAL RESOURCES

This adventure features two other individuals who can provide assistance and/or information to the player characters in order to prevent their mission from getting bogged down or heading off in a wrong direction. Introduce these NPCs at an appropriate time and place.

GRYFALCON

Once the characters have become familiar with the Styx Oarsman, they should meet one of the people staying there, the jaunter Gryfalcon (see page 175). This NPC is meant to be a friend and an ally to the PCs. He's well traveled, dependable, and easygoing. He'll render whatever reasonable aid he can to the party.

The introductory scenario is set in the Styx Oarsman, assuming that the PCs use the tavern as a base of operations. If they don't, he can be a regular at whatever inn in Sigil the PCs stay at regularly.

Training: Through his adventures, he has gained skills that he'll teach them (see the jaunter prestige class on page 172).

Direct Assistance: He'll accompany the characters or act as an emergency backup. If the characters get into a hopeless situation, perhaps he shows up to rescue them or help as a reinforcement.

Item: Gryfalcon has a silver sphere Demonweb teleportation key (see page 54) that he acquired during a previous trip to the Abyss. Once he's developed a cordial relationship with the PCs, he might lend it to them.

Facilitator: Gryfalcon can provide information for the PCs for any facet of planar travel in the adventure. If the characters get stumped and don't understand where to go next, Gryfalcon can be the guy to say, "Hey, you should check out this place I've heard about." For instance, if the PCs don't realize that it's a good idea for them to go to the Library of The Lady or visit the jackal scholars, Gryfalcon can suggest those resources. If he hears that they're visiting Zelatar, he'll let them know that they'll need a merchant charter to move through the city freely, and he can tell them where to obtain one (perhaps from the jackal scholars or through Estavan, an ogre mage member of the Planar Trade Consortium).

He also might be an ideal motivator for the characters to infiltrate the Fane of Eclavdra. He's heard of the Platinum Key and knows it's essentially a free pass through the Demonweb. Realizing the poor odds of a frontal assault on the stronghold, he can be a reasonable voice advocating stealth or intrigue.

LESHAWN SONJ

This NPC is meant to be a friend and an ally to the PCs. She's intense and driven, solemn and not prone to joking. However, she's also trustworthy, honest, and sincere.

The introduction to her is set anywhere outside the Styx Oarsman. Because the inn welcomes evil outsiders, it's not a place LeShawn willingly visits. LeShawn has no connection to the tavern or Rule-of-Three. She is a friend to the warden archons at the Tower of the Prophet and urges the PCs to help the archons unravel Rule-of-Three's plots.

Training: LeShawn willingly teaches others the arts of the demonwrecker (see the prestige class on page 168 and LeShawn's statistics on page 171).

Direct Assistance: If the party is short-staffed, and if the characters desire, she is willing to adventure with them if they are hunting demons. She requires no share of treasure from encounters with demons and clearly focuses on killing chaotic evil outsiders. She will not accompany the party on adventures that do not involve killing demons.

Item: If the PCs have not yet gone to the Beastlands, LeShawn encourages them to go in pursuit of the legendary longbow *Thaas*, renowned for its demon-fighting abilities. She doesn't feel the need to get it herself.

Facilitator: LeShawn is eager to rid the multiverse of demonkind and adamantly supports efforts to that end. Killing demons is good. Killing a demon goddess would be even better.

Rats That Talk

Encounter Level 9
Use this encounter with the description on page 18.

SETUP

The pack of cranium rats is only a visible threat when it gathers and attacks. The entire party is subject to swarm damage immediately and until it leaves the rat-filled alley. The rats attack if the party kills as much as a single individual rat, or if the party does not acknowledge the cranium rats' warnings.

If the party enrages the pack, read the text below and roll initiative.

TACTICS

The greater cranium rat swarm casts *slow* while speaking to the party. If the party attacks, the swarm uses its area damage while casting spells.

While fighting, the swarm continues to speak telepathically with the characters, telling them that they must not listen to the angels or to Rule-of-Three. If the characters flee, the rats do not pursue them outside the alley. If reduced to fewer than 50 hit points, the swarm discorporates.

CONCLUSION

If the swarm of rats is beaten back or defeated, the party is likely to continue on its way. The rats don't bother to return for a second encounter; in Sigil, one free warning is all you get.



Cranium Rat Swarm, Greater Pack CR 9

Fiend Folio 169
hp 194 (24 HD)

NE Medium magical beast (extraplanar, swarm of Diminutive creatures)
Init +7; **Senses** darkvision 60 ft., low-light vision; Listen +31, Spot +31
Languages telepathy 80 ft.

AC 14, touch 13, flat-footed 11
Immune cold, weapon damage, critical hits, flanking
SR 26
Fort +16, **Ref** +19, **Will** +12

Speed 40 ft. (8 squares), climb 20 ft.
Melee swarm (5d6)
Ranged touch attacks +27 (spells)
Space 10 ft.; **Reach** 0 ft.
Base Atk +24; **Grp** —
Atk Options Blind-Fight
Special Actions distraction (DC 24), mind blast, spells
Sorcerer Spells Known (CL 10th; d20+14 to overcome SR):
5th (3/day)—*hold monster* (DC 19)
4th (6/day)—*contagion* (+19 melee touch, DC 18), *fire shield*
3rd (7/day)—*fireball* (DC 21), *lightning bolt* (DC 21), *slow* (DC 17)
2nd (7/day)—*blur, knock, mirror image, see invisibility*
1st (7/day)—*charm person* (DC 15), *expeditious retreat, magic missile, ray of enfeeblement* (+24 ranged touch), *shocking grasp* (+19 melee touch)
0 (6/day)—*dancing lights, daze* (DC 14), *detect magic, flare* (DC 14), *ghost sound* (DC 14), *mage hand, open/close, prestidigitation, read magic*

Abilities Str 2, Dex 17, Con 14, Int 19, Wis 14, Cha 19
SQ swarm traits (*MM* 315)
Feats Alertness, Blind-Fight, Combat Casting, Greater Spell Focus (evocation), Greater Spell Penetration[B], Improved Initiative, Iron Will, Lightning Reflexes, Spell Focus (evocation), Spell Penetration
Skills Balance +29, Climb +31, Concentration +29, Listen +31, Sense Motive +31, Spot +31
Possessions none in the streets, 19,000 gp in small gems and silver, copper, and gold coins in lair

Mind Blast (Su) This attack is a 60-foot cone, usable at will. Anyone caught in this cone must succeed on a DC 23 Will save or be stunned for 3d4 rounds.

Tactical Map Details

Creatures: The cranium rat swarm (R) is concentrated in the center of the alley.

The Rat Alley: The alley is 10 feet wide and 100 feet long, with doors at the points indicated (Open Lock DC 20, break DC 17). The walls are 20 feet high. The windows both on the ground floor and 15 feet up are shuttered.

The cranium rat swarm fills 4 squares of the alley; all creatures in that area are subject to swarm damage.

GUARDIANS OF THE TOWER

Encounter Level 10
Use this encounter with the description on page 26.

SETUP

Two warden archons decide that those in league with demons are a deadly threat. At an appropriate time (perhaps just after the characters have reported to Rule-of-Three), they confront the party. Read the text below. If the party refuses to go along, roll initiative.

If the PCs do go along quietly, they are taken to the Eye and questioned sternly under the influence of a *discern lies* spell. The other warden archons are unhappy with Humbart and Grenata, but ultimately decide to let the party go.

As the PCs are confronted by the archons, read:

Just ahead of you in the street are two enormous, heavily armored bearlike creatures. One of them holds out a giant paw, palm forward. "You, halt! You are charged by the Order of the Prophet's Eye with consorting with demons. Please come with me quietly and we can avoid unpleasantness."

TACTICS

The warden archons try to subdue their quarry if possible, resorting to lethal combat only if their *unerring assay* tells them that they battle evil creatures.

CONCLUSION

If the warden archons are defeated, the party may simply continue on its way. The PCs might also take this encounter as proof of the truth of the cranium rats' warning.



HUMBART AND GRENATA CR 8

hp 69 each (8 HD); **DR** 10/evil

Male and female warden archons*
* *Book of Exalted Deeds* 163
LG Large outsider (archon, extraplanar, lawful, good)
Init +4; **Senses** darkvision 60 ft., low-light vision, scent; Listen +22, Spot +22
Aura menace (DC 13)
Languages tongues

AC 30, touch 9, flat-footed 30, uncanny dodge
Immune electricity, petrification
SR 25
Fort +9 (+13 against poisons), **Ref** +6, **Will** +7

Speed 30 ft. (6 squares) in full plate; base speed 40 ft.
Melee 2 claws +15 each (1d8+8) and bite +10 (2d6+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +8; **Grp** +20
Atk Options Power Attack; aligned strike (good, lawful), rend 2d8+12
Special Actions teleport
Combat Gear *ring of shooting stars* (4 charges)
Spell-Like Abilities (CL 11th):
At will—*aid, continual flame, detect scrying, detect thoughts* (DC 13), *locate creature, scrying* (DC 16), *see invisibility, true strike*
3/day—*shield of the archons, true seeing* (DC 16)

Abilities Str 27, Dex 11, Con 17, Int 16, Wis 12, Cha 12
SQ magic circle against evil, unerring assay
Feats Alertness, Improved Initiative, Power Attack
Skills Climb +14, Concentration +14, Diplomacy +14, Jump +14, Knowledge (religion) +14, Knowledge (the planes) +14, Listen +22, Search +14, Sense Motive +12, Spot +22, Survival +1 (+3 if following tracks or on other planes), Swim +9, Tumble –3
Possessions combat gear plus *+1 full plate of light fortification,* gold- and silver-inlaid staff of ivory topped with a topaz "eye" (8,000 gp)

Rend (Ex) If a warden archon hits a single target with both claws, it latches onto the opponent's body and tears the flesh. This attack deals 2d8+12 points of damage.
Shield of the Archons (Sp) Protective shield dissipates one targeted magical attack per round and grants +4 bonus on saving throws against magical areas and effects; duration 8 rounds (*BoED* 107).
Aligned Strike A warden archon's natural weapons, as well as any weapons it wields, are treated as good-aligned and lawful-aligned for the purpose of overcoming damage reduction.
Unerring Assay (Su) Instinctively knows the alignment of any creature within 60 feet.

TACTICAL MAP DETAILS

Creatures: The two warden archons (W) confront the PCs on an ordinary street in Sigil.

Wagon: The wagon provides cover (+4 AC) to characters who take shelter behind it.

Mercenary Yugoloths

Encounter Level 11

Use this encounter with the description on page 26.

SETUP

Ask the leading and trailing PCs to make a Spot check against DC 30. PCs who succeed see motion along the rooftops where the nycaloth is flying, hoping to pick off a straggler.

Roll initiative for all acting characters and the nycaloth and his three mezzoloths. The nycaloth makes a flyby attack and the mezzoloths release their *cloudkill* to fill the street. As each yugoloth acts, place its *cloudkill* area effect on the party and its figure on the street or rooftop. Whichever yugoloth goes first attempts to blind the party with the gaseous attack so that the other two can attack in melee. The mezzoloths have weapons at the ready.

If the PCs are attacked while walking down the street, read:

The street fills with green-yellow gas, obscuring the walls and sky. You hear roaring to both sides of the street and the clash of metal. Huge, hulking creatures with tridents rush through the gas toward you.

A grating voice snarls, "Your heads are worth a small fortune. My fortune."

TACTICS

Ekzireth tracked the party from the air and positioned his mezzoloths in a section of street with few easy exits. He is unaffected by his mezzoloths' *cloudkill* and uses it to obscure his approach. He treated his *+2 greataxe* with *oil of keen edge*, and, if the mezzoloth rush holds the party down for a round or two, he uses his *mirror image* and *invisibility*, as well. In this case, all his images are visible, but Ekzireth is not—the images must all be dispelled or he must attack for his invisibility to end.

Ekzireth attacks from above, preferring two greataxes and two claws to give himself a chance at a liftoff. He uses 3 points of Power Attack, bumping his greataxe attack bonus down to +15 and his damage up to 3d6+18. Once he has lifted off with a single target, he flies off to claim the bounty. Ekzireth flees using *greater teleport* if he is reduced to 20 or fewer hit points.

The mezzoloths serve out of fear, but they make powerful shock troops. All three cast *see invisibility* as the party approaches, then fire off their *cloudkill* to start the fight. One melees with the front rank of the party while the other two engage the rear. The mezzoloths typically use 3 points of Power Attack. They are not affected by their own *cloudkill*. They flee if they are reduced to 10 or fewer hit points, using *invisibility* and *darkness* to cover their retreat.

3 Mezzoloths — CR 6

MM3 201
hp 96 each (10 HD); **DR** 10/good

Male yugoloths
NE Medium outsider (evil, extraplanar, yugoloth)
Init +5; **Senses** darkvision 60 ft.; Listen +13, Spot +13
Languages Abyssal, Draconic, Infernal; telepathy 100 ft.

AC 21, touch 11, flat-footed 20
Immune poison, acid
Resist cold 10, fire 10, electricity 10; **SR** 22
Fort +12, **Ref** +8, **Will** +7

Speed 40 ft. (8 squares)
Melee *+1 trident* +15/+10 (1d8+4/19–20) or
Melee 2 claws +13 each (1d4+3)
Ranged *+1 trident* +13 (1d8+4/19–20)
Base Atk +10; **Grp** +13
Atk Options Power Attack; aligned strike (evil)
Special Actions rake +15 (1d6+5), liftoff, *summon yugoloth* 1/day
Spell-Like Abilities (CL 10th):
At will—*cause fear* (DC 13), *darkness, desecrate, produce flame* (+13 melee touch, +11 ranged touch), *see invisibility*
2/day—*cloudkill* (DC 17), *dispel magic*

Abilities Str 16, Dex 12, Con 21, Int 7, Wis 10, Cha 14
Feats Improved Critical (trident), Improved Initiative, Power Attack, Weapon Focus (trident)
Skills Hide +12, Intimidate +15, Jump +19, Knowledge (the planes) +11, Listen +13, Move Silently +12, Spot +13
Possessions combat gear plus *+1 trident,* necklaces of rust-red jade (300 gp each)

Aligned Strike A mezzoloth natural weapons, as well as any weapons it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.
Summon Yugoloth (Sp) 1/day, mezzoloth, 40% chance, as 3rd-level spell.

THE DABUS

The dabus serve the Lady of Pain, so trouble in the city is their business—but they are not powerful fighters. One dabus glides off quickly for help as soon as the fight breaks out. The other three defend themselves and generate illusions commanding the nycaloth and the party to stop at once. These commands are given silently in 10-foot-tall glyphs and images, such as a frowning Lady of Pain, an open-palmed hand, and hands gripping the bars of a prison. If the dabus must enter combat, they fight defensively. If a dabus is reduced to 15 or fewer hit points, it retreats to the Library of The Lady (page 27).

CONCLUSION

If the yugoloths are beaten back or defeated, the PCs can continue on their business in Sigil. No one takes any particular interest in the fracas—such encounters are daily occurrences here.

EKZIRETH THE NYCALOTH **CR 10**

MM3 203
hp 168 (14 HD); **DR** 10/good

Male yugoloth
NE Large outsider (evil, extraplanar, yugoloth)
Init +2; **Senses** darkvision 60 ft.; Listen +19, Spot +19
Languages Abyssal, Draconic, Infernal; telepathy 100 ft.

AC 23, touch 11, flat-footed 21; Mobility
Immune poison, acid
Resist cold 10, fire 10, electricity 10; **SR** 24
Fort +16, **Ref** +11, **Will** +11

Speed 40 ft. (8 squares), fly 90 ft. (good); Flyby Attack
Melee 4 claws +18 each (1d6+5 plus bleeding wounds) or
Melee +2 *greataxe* +21/+16/+11 (3d6+9/×3) and
2 claws +13 each (1d6+2 plus bleeding wounds) or
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +23
Atk Options Flyby Attack, Power Attack, aligned strike (evil), improved grab
Special Actions 2 rakes +12 each (1d6+2), liftoff, *summon yugoloth* 1/day
Spell-Like Abilities (CL 14th):
At will—*deeper darkness, desecrate, fear* (DC 17), *invisibility, mirror image, see invisibility, greater teleport* (self plus 50 pounds of objects only)

Abilities Str 20, Dex 14, Con 25, Int 13, Wis 10, Cha 16
SQ bleeding wounds
Feats Alertness, Flyby Attack, Iron Will, Mobility[B], Power Attack, Weapon Focus (greataxe)
Skills Bluff +13, Concentration +17, Diplomacy +13, Hide +8, Intimidate +24, Jump +19, Knowledge (arcane) +11, Knowledge (the planes) +11, Listen +19, Move Silently +12, Search +11, Sense Motive +10, Spellcraft +11, Spot +19

Possessions +2 *greataxe*, 2 *oils of keen edge*, 400 gp, and a single enormous black opal (2,500 gp)

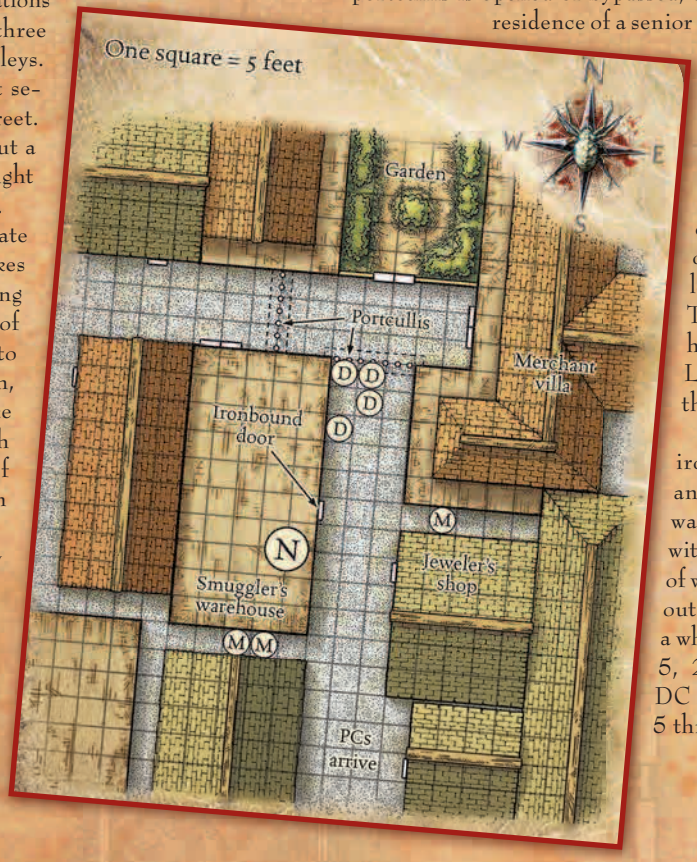
Bleeding Wounds (Ex) A claw wound continues to bleed after the injury is inflicted. Each wound bleeds for 1 point of damage per round thereafter. Multiple claw wounds result in cumulative bleeding loss (two wounds deal 2 points of damage per round, and so on). The bleeding can be stopped only by a DC 15 Heal check or the application of any *cure* spell or other healing spell (*heal, mass heal,* and so on).
Aligned Strike A nycaloth's natural weapons, as well as any weapons it wields, are treated as evil-aligned for the purpose of overcoming damage reduction.
Improved Grab (Ex) If a nycaloth hits with both claw attacks, it can start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can attempt to either deal damage with its claws, rake the grapple target (see below), or use its liftoff ability (see below).
Liftoff (Ex) When airborne, a nycaloth that gets a hold on a nonflying opponent of Medium or smaller size can ascend with the grappled creature. When carrying a medium load (between 267 and 532 pounds), its fly speed drops to 60 feet and it takes a –3 penalty on Hide and Move Silently checks. With a heavy load (533 to 800 pounds), the penalties worsen to –6. A nycaloth cannot carry more than 800 pounds while flying.
Rake (Ex) Attack bonus +15, damage 1d6+5; a nycaloth with a hold gains two rake attacks with its hind legs. This includes using the Power Attack feat to take a –3 penalty on attack rolls and gain +3 on damage rolls.
Summon Yugoloth (Sp) 1/day, nycaloth or 1d3 mezzoloths. 30% chance, as 6th-level spell.

TACTICAL MAP DETAILS

Creatures: The nycaloth (N) stations himself on a rooftop, while the three mezzoloths (M) hide in nearby alleys. Four dabus (D) (page 192) float serenely down the center of the street. They are innocent bystanders, but a party surrounded in *cloudkill* gas might be looking for someone to blame.

Ekzireth's Rooftop: This slate roof 12 feet above street level makes a perfect perch for the attacking nycaloth. The slanted slippery roof requires a DC 12 Balance check to stand and take a standard action, and a DC 18 Climb check to take a move action. The roof is high enough that it is out of the line of sight, and it grants a +10 bonus on the nycaloth's Hide check.

The Alley Portcullis: The alley is dark because the buildings loom over the alley, blocking out whatever light might be shining. Halfway down the alley, an iron portcullis seals travel for all but the smallest creatures. The portcullis has hardness 5, 50 hit points, and break DC 25. If the portcullis is opened or bypassed, the alley enters the private residence of a senior merchant of an interplanar trade company. He employs stone golems and an elf archer as guards.



Doorway to Shop: This doorway leads to a jeweler's shop; the door is fashioned of oak covered with a layer of bronze sheeting, and is locked (Open Lock DC 28). The door has hardness 5, 20 hit points, and break DC 23. Listen DCs increase by 5 through a door.

Ironbound Door: This ironbound door is unlocked and leads into a smuggler's warehouse; the place is filled with boxes of cheese and barrels of wine, and has been the hideout of the yugoloths for quite a while. The door has hardness 5, 20 hit points, and break DC 23. Listen DCs increase by 5 through a door.

Angry Jackals

Encounter Level 10

Use this encounter with the description on page 26.

SETUP

Use this encounter if the party offends the jackal lords in some way. The jackals prepared their spells before receiving visitors.

When the PCs offend the jackal lords, read:

The hound archons now appear as a black-eared, dark-furred beasts, half-jackal or hyena, no longer doglike or friendly. One of them howls, "You have abused our hospitality! Death!" You hear the baying of a pack somewhere in the house, coming closer.

TACTICS

If trouble erupts, one jackal lord fights defensively as a full-round action (taking –4 to attack rolls but gaining a +2 dodge bonus to AC, for AC 29 overall). When fighting defensively, that jackal lord tries to prevent anyone from reaching the other, who uses a curse of the jackal gaze attack if they are outnumbered. Then they switch places, giving the other jackal lord an opportunity to use the gaze attack.

If one is killed, the other immediately attempts escape through the closest door. The survivor might return to attack the party with the help of a mercenary nycaloth and his mezzoloth allies (encounter B3).

The hell hounds arrive 1 round after combat begins. They try to bite in their first round, then breathe fire in the second. They remain between the PCs and the jackal lords as much as possible, making attacks of opportunity if creatures try to squeeze past them to the jackal lords. They are pack hunters and use flanking effectively; they also concentrate their efforts, with pairs of hell hounds fighting single opponents (or all four on a single fighter, if one is especially aggressive). They track and harry fleeing prey relentlessly.

CONCLUSION

If the PCs defeat the jackal lords, they can loot the extensive library for about 10 minutes before 1d3+1 Sons of Mercy (LN fighter 6) come to investigate the disturbance. For each successful DC 20 Search check made in that time, the party finds one of the jackal lords' great treasures: a scroll of *raise dead*, an alchemical volume describing the manufacture of *potions of heroism*, a book containing a rough map of Yggdrasil's branches, a blank merchant charter for Zelatar (page 221), a copy of the *Travelers' Guide* (pages 214–218), and a magic volume that (if read for 1 week) grants 1 rank in Knowledge (the planes).

Kemet and Gbemisola — CR 8

Fiend Folio 105
hp 48 each (8 HD), **DR** 10/magic

Male and female jackal lords
LE Medium monstrous humanoid
Init +4; **Senses** darkvision 60 ft.; Listen +9, Spot +10
Languages Common, Infernal, Gnoll

AC 27, touch 17, flat-footed 23; Dodge
Fort +4, **Ref** +8, **Will** +12

Speed 30 ft. (6 squares)
Melee bite +11 (1d10+3) and
2 claws +6 each (1d4+1) or
Melee +1 *scimitar* +12/+7/+4 (1d6+2)
Base Atk +8; **Grp** +11
Atk Options Dodge; magic strike
Special Actions alternate form, curse of the jackal, dominate animal
Spell-Like Abilities (CL 15th):
At will—*cat's grace*†, *disguise self, detect magic, detect good, suggestion* (DC 16)
† already activated

Abilities Str 17, Dex 19, Con 14, Int 12, Wis 18, Cha 17
Feats Combat Casting, Dodge, Iron Will
Skills Bluff +9, Concentration +2 (+6 casting defensively), Diplomacy +7, Disguise +3 (+5 acting), Intimidate +5, Knowledge (religion) +7, Listen +9, Move Silently +7, Sense Motive +9, Spot +10
Possessions masterwork chain shirt plus 7 rich carpets (2,000 gp each), silk shirts, scarves, and fine linen clothes worth 600 gp, 11 silver and enameled cups (50 gp each), engraved silver medallion (200 gp)

Magic Strike A jackal lord's natural weapons, as well as any weapons it wields, are treated as magic weapons for the purpose of overcoming damage reduction.
Alternate Form (Su) A jackal lord can assume the form of a jackal of Medium size (use wolf statistics, *MM* 283).
Curse of the Jackal (Su) Once per day, a jackal lord can make a gaze attack against a single opponent within 30 feet (Will DC 20 negates) that transforms the target into a jackal (use dog statistics, *MM* 271). The effect is as *baleful polymorph*, but permanent. A jackal lord can reverse this effect by gazing upon an individual cursed by any jackal lord, but doing so counts as its use of the ability for the day. Otherwise, only a *limited wish, miracle,* or *wish* can restore the victim.
Dominate Animal (Su) Jackal lords can use *dominate animal* (canines only) at will as if they were 16th-level clerics.
Spells A jackal lord casts divine spells as an 8th-level cleric from the cleric list and the Animal and Evil domains.
4th—*divine power, spell immunity, unholy blight*[D] (DC 18)
3rd—*blindness/deafness* (DC 17), *dispel magic, invisibility purge, magic vestment*†, *magic circle against good*[D]
2nd—*bull's strength*†, *hold animal*[D], *hold person* (2) (DC 16), *spiritual weapon*
1st—*bless, calm animals*[D] (DC 15), *cure light wounds, lesser confusion* (DC 15), *obscuring mist, shield of faith*†
0—*cure minor wounds* (3), *guidance, resistance, virtue*
† already cast
D: Domain spell. *Domains:* Animal, Evil.

4 Hell Hounds — CR 3

MM 151
hp 25 each (4 HD)

LE Medium outsider (evil, extraplanar, fire, lawful)
Init +5; **Senses** darkvision 60 ft., scent; Listen +7, Spot +7
Languages Infernal (do not speak)

AC 16, touch 11, flat-footed 15
Immune fire
Weakness vulnerability to cold
Fort +5, **Ref** +5, **Will** +4

Speed 40 ft. (8 squares)
Melee bite +5 (1d8+1 plus 1d6 fire)
Base Atk +4; **Grp** +5
Atk Options aligned strike (evil, lawful)
Special Actions breath weapon

Abilities Str 13, Dex 13, Con 13, Int 6, Wis 10, Cha 6
Feats Improved Initiative, Run, Track[B]
Skills Hide +13, Jump +12, Listen +7, Move Silently +13, Spot +7, Survival +7 (+15 tracking by scent)

Aligned Strike A hell hound's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming damage reduction.
Breath Weapon (Su) 10-foot cone, once every 2d4 rounds, damage 2d6 fire, Reflex DC 13 half.



Illus. by H. Lyon



Tactical Map Details

Creatures: The two jackal lords (J) don't fight unless they have to, but once engaged in combat they defend themselves and each other to the best of their ability. The hell hounds (H) are napping until their masters whistle for them.

Doors: A creature in the house can flee easily; the doors at front and back are not locked.

The Librarians

Encounter Level 12

Use this encounter with the description on page 27.

SETUP

Use this encounter if the party damages books, attempts to steal them, or violates other rules of the Library of The Lady.

If the PCs abuse the books, read:

A figure steps out of the shadows, with a shining rapier held low at his side. "That book is not yours. Books do not leave the Library of The Lady. Put it down, right now." It's a tiefling in a dark brown cloak, and he seems very, very serious.

TACTICS

The Warrior Who Does Not Exist is a little crazy, but not a lot crazy, and he feels a strong loyalty to the library and Goldfeather. He hides in the library during regular hours, and he takes theft personally. When he spots theft, he uses his *slow* arrows to slow and catch any thief he sees.

Goldfeather reacts only to party actions, but he watches patrons of the library constantly, perched up on the shelving with bow in hand. He shoots first and asks questions later. He casts *protection from arrows* in a preparatory round before confronting anyone, then screeches and points an accusing claw at suspects—or simply fires a point-blank sneak attack arrow if he witnessed the crime. In ranged combat, he always uses his double bowfire ability. He does not come down from the shelving unless Androcyn is killed or disabled; he prefers to avoid melee entirely.

CONCLUSION

Even if the PCs defeat Androcyn and Goldfeather, they are hardly home free. If the party has spent more than 5 minutes making a disturbance and/or searching the shelves, the Sons of Mercy cordon off the library with dozens of guards. When the PCs exit, they are asked to surrender.

If the party slips through the cordon through magic or stealth, the dabus use *locate object* or other divinations to find the stolen books. And the Lady of Pain will surely throw the party into a maze if a significant number of books were damaged during the escape. Time to leave Sigil, and perhaps the adventure is at an end.

GOLDFEATHER — CR 10

hp 75 (12 HD)

Male marrash* rogue 5
* *MM2* 145
LE Medium outsider (evil, lawful)
Init +7; **Senses** darkvision 60 ft., scent; Listen +15, Spot +15
Languages Common, Abyssal, Celestial, Infernal

AC 19, touch 13, flat-footed 16; Dodge, uncanny dodge
Resist evasion
Fort +8, **Ref** +12, **Will** +9

Speed 30 ft. (6 squares), fly 70 ft. (good)
Melee 2 claws +6 each (1d4+1) and bite +6 (1d6)
Ranged composite longbow +13/+13 (1d8+1/×3)
Base Atk +7; **Grp** +8
Atk Options Point Blank Shot; aligned strike (evil, lawful), disease arrow, double bowfire, sneak attack +3d6, taklif arrow
Spell-Like Abilities (CL 10th):
At will—*protection from arrows*

Abilities Str 13, Dex 16, Con 14, Int 9, Wis 12, Cha 10
Feats Dark Speech, Dodge, Improved Initiative, Iron Will, Point Blank Shot
Skills Balance +15, Decipher Script +7, Diplomacy +8, Hide +11, Jump +3, Knowledge (local) +7, Listen +15, Search +8, Sense Motive +9, Spot +15, Tumble +13, Use Magic Device +8
Possessions composite longbow (+1 Str bonus) with 10 disease arrows and 10 taklif arrows, 3 chunks of turquoise (100 gp each), scroll of *identify*, scroll of *knock*

Aligned Strike Goldfeather's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming damage reduction.

Disease Arrow (Su) Any creature hit by Goldfeather's disease arrow must succeed on a DC 14 Fortitude save or contract a virulent planar version of filth fever. The incubation period is 1d3 days, and it deals 1d3 points of Constitution damage and 1d3 points of Dexterity damage. Each day it lasts, another Fortitude save is required, or 1 point each of Dex and Con damage becomes drain instead.

Double Bowfire (Ex) A flying marrash grips its longbow with its taloned feet and draws the string with both hands. This technique allows it to fire two arrows at its highest attack bonus as a full attack action.

Taklif Arrow (Ex) The effect of being hit by this arrow is the same as for a disease arrow, but if the creature fails any Fortitude save after the initial infection it dies instantly, and no *raise dead* nor *resurrection* is possible. The corpse rises as a new marrash 1d6 days later.

Androcyn Blackthorn **CR 11**

hp 79 (11 HD)

Male tiefling* fighter 5/rogue 6
* *MM* 209
LN Medium outsider (native)
Init +8; **Senses** darkvision 60 ft.; Listen +1, Spot +13
Languages Common, Infernal, Dwarven, Goblin

AC 19, touch 14, flat-footed 15; Dodge, uncanny dodge
Resist cold 5, electricity 5, fire 5; evasion
Fort +8, **Ref** +10, **Will** +4

Speed 30 ft. (6 squares)
Melee +2 *rapier* +14/+9 (1d6+4/18–20)
Ranged shortbow +13/+8 (1d6/×3 plus *slow*)
Base Atk +9; **Grp** +11
Atk Options Blind-Fight, Cleave, Combat Expertise, Power Attack; sneak attack +3d6
Combat Gear *oil of daylight*, *potion of aid*, *oil of slow arrow* (arrows as *slow* spell)
Spell-Like Abilities (CL 11th):
1/day—*darkness*

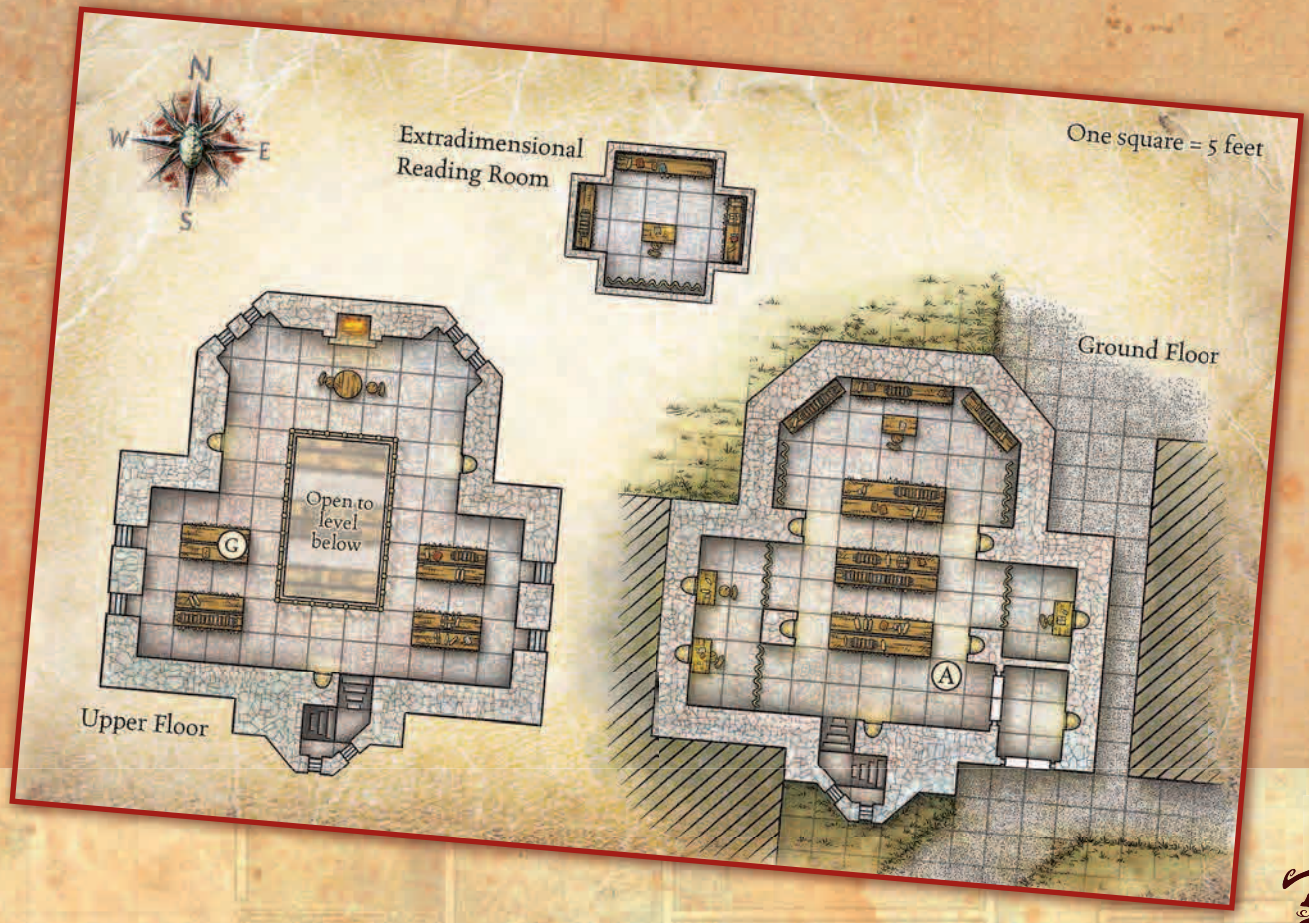
Abilities Str 15, Dex 18, Con 15, Int 15, Wis 12, Cha 10
SQ trapfinding, trap sense +2
Feats Blind-Fight, Cleave, Combat Expertise, Dodge, Improved Initiative, Power Attack, Weapon Focus
Skills Bluff +16, Concentration +8, Diplomacy +2, Disguise +0 (+2 acting), Gather Information +14, Handle Animal +7, Hide +19, Intimidate +16, Jump +15, Knowledge (local) +7, Listen +1, Ride +13, Spot +13
Possessions combat gear plus +1 *leather*, shortbow with 20 arrows, +1 *light steel shield*, +2 *rapier*, 8 pp, 13 gp, 7 sp, 17 cp, 341 gp in other assets

Tactical Map Details

Creatures: Androcyn (A) hides in the shadows of the ground floor shelving, while Goldfeather (G) watches from the upper floor.

Shelving: The shelves of the library are 4 feet wide and 20 feet high, bolted to the floor and jammed with volume after volume. They are easy to ascend or descend (Climb DC 11), almost ladderlike, but fighting space on top of one is so narrow that no dodge or evasion abilities can be used in melee. They provide cover from below.

Extradimensional Reading Room: This space is only accessible with Goldfeather's permission, and infractions against the books here are met with particular vehemence.





Illus. by D. Bircham

Yggdrasil, a world-spanning ash tree, serves as the preferred road between the planes for deities and messengers of the Norse pantheon. It is also looked upon as a god by the ratatosks. Yggdrasil's branches wave above Asgard, and its three roots extend to the three realms of existence: Asgard (better known as Ysgard in the Outer Planes), Midgard (the Material Plane), and Niflheim (either the Gray Waste of Hades or the Iron Wastes, home of the frost giants, depending on which sage you listen to).

From here, the characters discover the path to the Beastlands and eventually find the portal to the Iron Wastes—provided they make the right contacts along the way.

TRAVELING YGGDRASIL

When the party first arrives from Sigil, read:

You pass through the portal and find yourself on an enormous branch that sways slightly and is covered in sun-dappled shadows. The branch must be 50 feet in diameter, if not more. Leaves and branches block your vision in most directions, but you can look along the level surface of the branch you are on toward a gray-brown cliff a few miles away. Slowly it dawns on you that the cliff is the trunk of the tree; the tree must be literally miles tall and wide.

Like the Infinite Staircase, Yggdrasil connects the planes. It is aligned to chaos and closely connected to the Norse pantheon of deities, who use it frequently. It has a sky that extends in all directions around it.

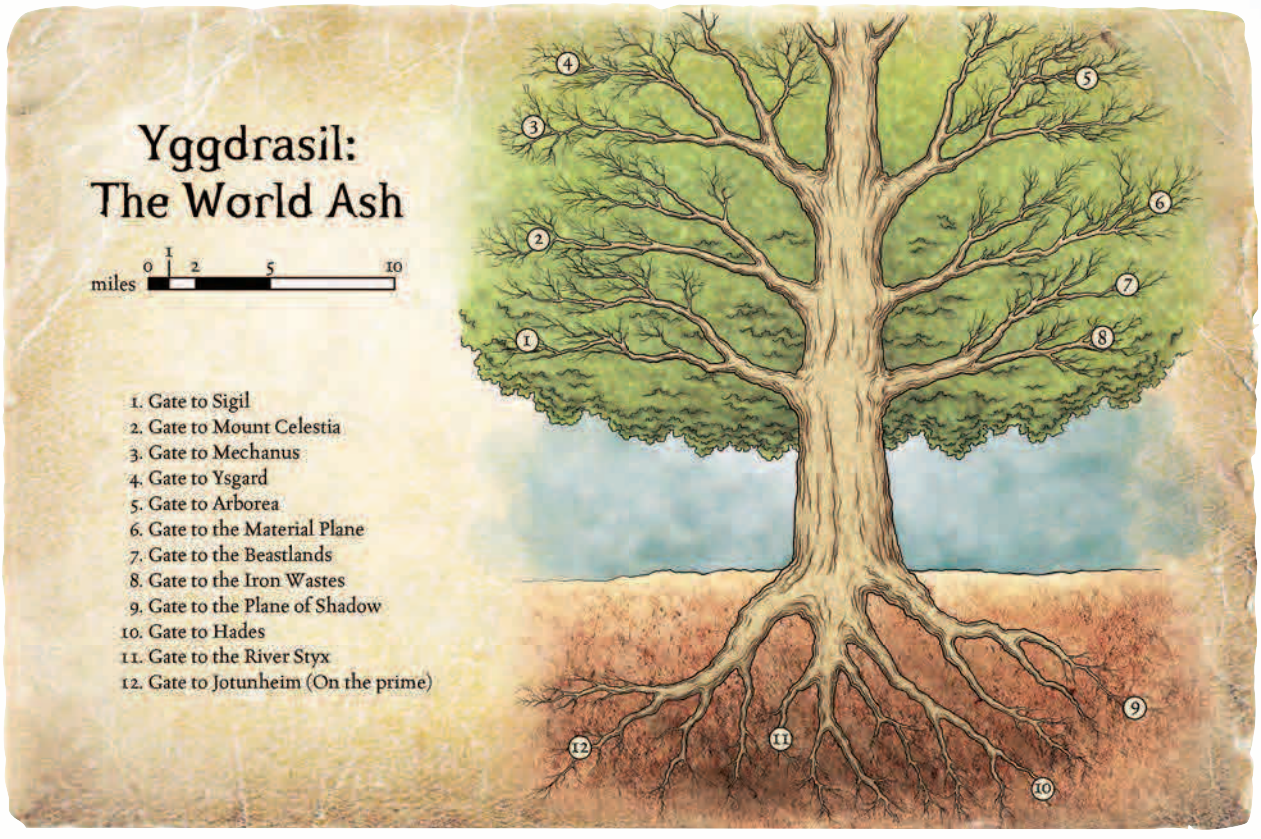
Day and night cycles exist on Yggdrasil, but they are not predictable. The light of the sun, filtered through the enormous breeze-stirred branches, fills the day. The nights are spectacular, since stars hang from thousands of leaves and branches. Yggdrasil is the World Ash, and the stars are its lights.

The first night that the party spends on Yggdrasil, read:

Time moves strangely on the giant tree, but the sun has set beyond a distant, fog-shrouded horizon. Birds and tree lizards grow silent as twilight deepens. You hear an owl hoot. At some point, the stars come out, but they seem brighter, closer, richer than those you remember from the Material Plane.

A breeze rustles through the branches, and the stars sway, as if moving with the tide. The stars hang from the branches by the thousands, seeming close enough to touch.

A character can reach one of these stars by climbing to the end of a branch at night. Doing so is difficult; if the party does not include any dwarves, chaotic good aligned mortals, or worshipers of the Norse pantheon, the dawn breaks and the star winks out just as a character approaches the end of a branch (and night doesn't fall again until the PCs are miles



away). A DC 18 Knowledge (the planes) check reveals that the stars are always out of reach to some people on Yggdrasil; savants or scholars do not understand the details.

A character who reaches a star can attempt to grab it. Grabbing a star requires climbing out to the very end of the branch, which sways, bends, and threatens to snap. The climber must make a DC 14 Climb check (or fall; see below) and then must make an attack roll against AC 20 to grab the star, which twinkles, jitters, and shimmies away from any touch.

If a star is claimed successfully, the climber has found a real treasure: the star is a bright, glittering stone that acts like an *ioun stone*, circling that person's head and casting a perpetual *daylight* spell around the wearer (CL 12th). If a character reaches and claims a single star, that's all the PCs can acquire. If they try for a second star, dawn breaks before someone reaches the end of another branch. The star's magic lasts for only 30 days once separated from Yggdrasil.

Mortal creatures that die on Yggdrasil are claimed by the battle maidens called valkyries (*Deities and Demigods* 200) and can only be raised or resurrected with a spell granted by a Norse deity.

PLANAR TRAITS

Yggdrasil has the following special planar traits:

- Mildly Chaos-Aligned: Lawful creatures on Yggdrasil take a –2 penalty on all Charisma-based checks.
- Enhanced Magic: Spells and spell-like abilities that have the plant descriptor benefit from being maximized (as the Maximize Spell feat, except the spell doesn't use a higher slot). In addition, spells that use chaos (including those of the Chaos domain) are extended (as the Extend Spell feat, except the spell doesn't use a higher slot). Spells that are already maximized or extended are unaffected.

PORTALS ON YGGDRASIL

Entering and exiting the paths of Yggdrasil is easier than using other portals. Each of its portals is at the end of a branch, but the branches themselves are always at least 5 feet wide at the point where they connect to Sigil, a forest on the Material Plane, or the halls of Ysgard. The planes it connects tightly are the Material Plane, the Plane of Shadow, Hades, Ysgard, Arborea, Sigil, the Beastlands, and the Abyss, but it has a few connections to every major Outer Plane. The PCs are unlikely to find the portal they need without the aid of the ratatosks (see below).

The tree itself is about 23 miles tall and 15 miles wide at its widest point. The trunk tapers from bottom to top, but starts at roughly a 4,000-foot diameter (6,282-foot circumference) and narrows to about a 1,200-foot diameter before splitting into the major branches of the crown. Individual branches are up to 10 miles long, including their various slopes, forks, and twists. Travel time between portals can require a day or two to cover a few hard miles (among the portals of the crown) or up to two weeks (a day or two to travel in from an outer root, a week or more slowly navigating up the trunk, and then a day or three back out to one of the smaller and thus more difficult portals of the crown).

BRANCHES AND CLIMBING

The tree itself can be climbed along its incredibly thick and ancient bark (Climb DC 12), and its gigantic branches can be walked on (varying from 5 feet wide to over 100 feet wide on the oldest limbs). The more difficult gates are on the thinner branches or on branches closer to the roots, where some sections are infested with viper trees, the offspring of Nidhogg.

Several long sets of stairs are cut into the bark or are built of planks stuck into the trunk; these spiral around the trunk itself, and connect the largest branches and most commonly used portals. Ravens, ratatosks, and linnorms watch the stairs, since they are the most heavily traveled sections of the tree.

The leafy branches in some sections provide concealment to travelers. Creatures able to climb around the branches or around the trunk might gain cover or total cover, as well.

Falling from Yggdrasil is rarely fatal; the tree has both roots and a leafy crown, but creatures never quite reach the ground. Commonly, creatures that fall from the middle or upper levels must attempt a DC 17 Reflex save. If they succeed on the save, they control their fall enough to land on another branch within 60 feet, taking 3d6 points of damage (the tree absorbs much of the impact). If the save fails, they tumble past many branches, taking 5d6 points of damage from whipping branches and glancing impacts with larger branches, then fall into one of the roots, coming out beside the root in Hades, near the home of the Norns or a marzanna hag (see *Frostburn*).

The World Ash is made entirely of living, semidivine wood and cannot be harmed by fire. However, it is possible to use fallen leaves, bark, and branches to start a fire for cooking, light, and heat. These fires never spread, but always attract the attention of the tree's protectors; even an evil linnorm kills anyone it sees trying to burn down its home.

YGGDRASIL'S INHABITANTS

Three main species live permanently on the tree itself: giant ravens, viper trees (see page 212), and squirrelfolk called ratatosks (page 210). In addition, giant owls, einheriar (*Deities and Demigods*), bariaurs (*Manual of the Planes*), valkyries, winter wolves, fire giants, frost giants, linnorms (*Monster Manual II*), Asgard dwarves (*Frostburn*), and elves are common travelers on Yggdrasil (though few of these call the tree home). A few hags are believed to have small cottages near the roots, close to the Norns and the Well of Urd. If the party spends a lot of time wandering Yggdrasil, consult the Wandering Encounters table below.

The giant ravens are believed to be children of Hugin and Munin, the greater god Odin's ravens. They carry travelers in exchange for food or shiny objects. Planar travelers have tamed a few to serve as mounts in Ysgard and beyond.

The viper trees and linnorms are commonly encountered near the roots of Yggdrasil, since both are children of Nidhogg. They demand tools and weapons from travelers in exchange for safe passage—though such gifts don't always guarantee the cooperation of these volatile creatures.

The ratatosks revere Yggdrasil and Hermod, the traveler god. They live in hollows within the tree, eat its nuts, and guide souls traveling from Midgard to the halls of Valhalla. They have a proprietary view of Yggdrasil, and the tribes watch the comings and goings of every traveler. With a DC 18 Gather Information check, a traveler can learn from a ratatosk whether the path he is currently on was recently traveled by anyone else—the ratatosks are gossips and love to talk about such things.

RANDOM ENCOUNTERS

Encounters are quite different in the upper and lower sections of Yggdrasil.

While the PCs are exploring the main trunk and crown of Yggdrasil (which includes the branches in this adventure), use the following table, rolling 1d20 once per day.

Roll	Encounter	Source
1–4	3 winter wolves (EL 8)	MM 256
5–8	5 giant ravens (EL 6)	Frostburn 148
9–16	7 ratatosks (EL 5)	Page 210
17–20	No encounter	

If characters explore areas off the map or venture down to the roots of Yggdrasil, use the following encounter table, rolling 1d20 once per day:

Roll	Encounter	Source
1–2	1 elder viper tree (EL 9)	Page 212
3–4	3 marzanna hags (EL 9)	Frostburn 144
5–7	1 ironmaw (EL 13)	*Fiend Folio* 104
8–11	3 frost giants (EL 12)	MM 122
12	1 gray linnorm (EL 20)	MM2 141
13–20	No encounter	

C1: THE RATATOSK TRIBE

The ratatosks willingly lead creatures along Yggdrasil's paths to the portals they seek. Use this roleplaying encounter when the PCs meet up with the ratatosks, either as a random encounter or if they deliberately seek out the squirrelfolk as a source of information.

Go to encounter C1: The Ratatosk Tribe on page 44.

C2: THE BRANCH THAT WALKS

Good relations with the ratatosks could lead to an encounter with a dangerous predator that preys on the squirrelfolk.

If the PCs decide to help the ratatosks, go to encounter C2: The Branch That Walks on page 46.

THE BEASTLANDS

"We'll be fighting demons. What can we get to help us?" This question draws the PCs to the Beastlands. *Thaas*, a legendary weapon revered for its demon-slaying properties, originated in the Wilderness of the Beastlands (bardic knowledge or Knowledge [the planes] DC 15). If the characters lack the skills to learn this on their own, a sage can research the topic

for them for the sum of 100 gp. Shaped from the great rack of a massive white stag's antlers and imbued with a hero's spirit, the longbow proved a powerful weapon against demonkind. Legends point to the Beastlands as its last known location, in the tomb of the hero or in a shrine dedicated to him.

The portal from Yggdrasil leads the PCs to the Wilderness of the Beastlands. It is a domain of natural savagery and plenty, embodying the forest eternal. The Wilderness of the Beastlands is a plane of nature unbound. Forests cover the landscape, ranging from mangroves hung heavy with moss to snowfall-laden pines to acres of sequoias so thick that no light penetrates their canopy. Oaks, birches, spruces, firs, and maples are common here. In addition to plentiful flora, fauna thrives. The plane favors animals of all kinds, and it is heavily populated by animals and magical beasts.

The PCs enter Karasuthra, the deepest of the layers and a land of perpetual nighttime. Although a pale moon hangs in the sky, the area is dark and shadowy enough that darkvision or a light source is needed to see. This section of the plane resembles temperate forests: mighty oaks create a dense canopy overhead while ferns and other shade-loving plants grow below.

PLANAR TRAITS

The Beastlands has the following special planar traits:

- Infinite Size: The part of the Beastlands known to visitors is relatively small, but there are vast realms beyond it, and deities as yet undiscovered within.
- Mildly Good-Aligned: Evil creatures in the Beastlands take a –2 penalty on all Charisma-based checks.

C3: THE HUNTED

The Beastlands is a wild, untamed place. Immediately upon arriving, the PCs encounter some of its dangerous denizens and witness the brutal life on the plane as an implacable foe stalks a pack of displacer beasts.

The displacer beasts are unaware they're being hunted, though they have felt on edge and irritable for the last several hours. Finding the PCs provides them with a much-desired release for their tension, and they attack heartily.

Go to encounter C3: The Hunted on page 48.

The wild hunter from encounter C4 has been tracking this pack of displacer beasts and arrives 6 rounds after this combat starts.

C4: THE HUNTER

The wild hunter and its mount join the combat with the displacer beasts and the PCs. It first focuses on the player characters, since intelligent creatures prove more interesting prey.

Go to encounter C4: The Hunter on page 49.

After the encounter with the wild hunter, the PCs should set off in search of the resting place of *Thaas*. Myriad paths and tracks lace through the Beastlands. However, *Thaas*'s memorial site is sacred to the denizens of the area, and many choose to honor the tomb of the great stag Forest Hart (see page 182) with regular pilgrimages, creating a clear path. A successful DC 20 Survival check gets the party headed quickly in the correct direction.

C5: GATE GUARDIAN

Hundreds of years ago, demons used several gates to raid the Wilderness of the Beastlands. In response to this, an elf druid named Anastrianna Amakiir planted a wizened elder tree here to protect the Beastlands from extraplanar incursions. The plant creature grew slowly and steadily into the powerful wizened elder watcher here today. It has been so long ago that the tree grew restless staying by the gate. In its long life, it has not seen anyone enter through the gates and broadened its duties to a more general, protective patrol of the area. It takes its job of guarding the plane seriously. It knows all the creatures native to this area and coexists with them peacefully. It attacks anyone it does not recognize as a native. The PCs encounter the watcher on their way to the site of *Thaas*.

The warm night air smells fresh, tinged with the scent of night-blooming flowers. Noises of a vibrant forest greet your ears: insects, birds, and small creatures scuttling through fallen leaves. You've stepped through into a clearing surrounded by dense forest. Although a moon hangs high above the treetops, the area is pitch-dark.

Go to encounter C5: Gate Guardian on page 50.

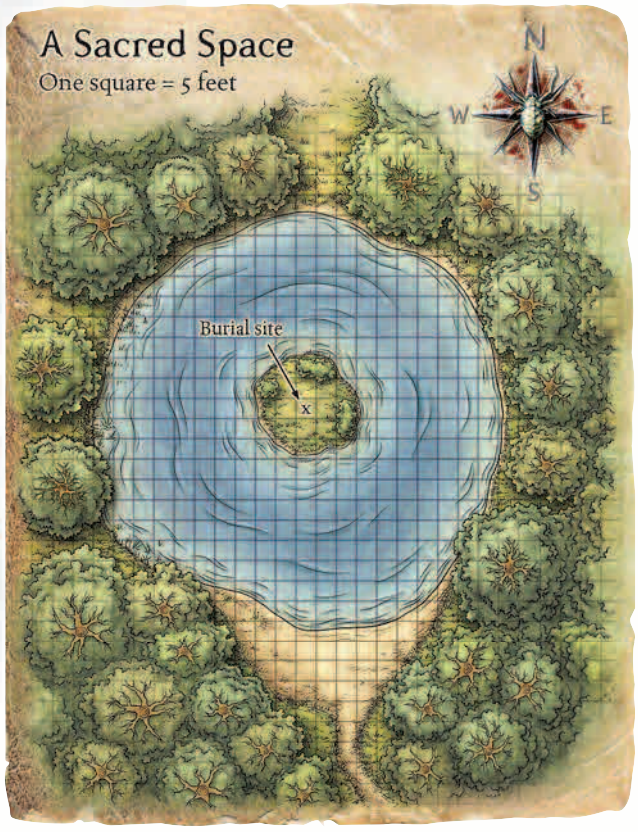
After the encounter with the wizened elder watcher and its animal companion, the characters easily discern a well-traveled path leading off through the forest. The location they seek is a sacred and holy place to the sentient denizens of this part of the Beastlands. The wizened elder watcher, like most of the inhabitants, makes regular pilgrimages to the burial site of the great stag.

A SACRED SPACE

The path leads to a quiet, moonlit glade. The moon shines more brightly here than elsewhere, providing an area of shadowy illumination. Overall, the Beastlands is a place of violence and danger, but here a quiet reverence fills the area. You enter what's clearly a sacred space. The moonlight shimmers on a pocket lake, about 100 feet across. At the center of the lake sits a small island, only about 20 feet in diameter.

Getting to the island should be a simple matter for any group of PCs. No monsters threaten them while they rest or explore here. As the PCs work or plan, they might see several of the denizens of the plane approach the area, but turn and leave peacefully as they see the PCs there. None of them will fight in this holy area. Once on the island, the PCs find the burial site of the great stag, Forest Hart.

Offerings of flowers, woven garlands of vines, nuts, and even a few metal trinkets make a deep pile on what seems to be an ancient burial site. At the center of the island, an unusual longbow stands upright; a particularly brilliant beam of light illuminates it. The longbow has been hewn from the rack of a great stag.



This weapon is *Thaas* (see page 182), a weapon of legacy that might prove helpful for the characters in this adventure. The weapon rests here, unguarded. The magic of its creation and the magic of this holy place call strongly for the weapon to be used against demons. So strongly, in fact, that although anyone can take *Thaas* without impediment, the weapon returns here if its user has not begun the first legacy ritual to bind the longbow after possessing it for one month. If the user hasn't begun the binding ritual within that time, *Thaas* disappears. It reappears at the burial site in the Beastlands 1d4+1 days later, ready to once again be used against demons by anyone willing to retrieve it.

The return path is through the branches of a spreading baobab tree that leads into Yggdrasil.

RIME THURAS, THE IRON WASTES

If the characters choose to go to the "land of the frost giants" as the ratatosks suggest, they might think they are going to Ysgard, the relatively benign plane that is home to the Norse deities. They aren't.

The Iron Wastes, called the land of Rime Thuras by the ratatosks and other Norsefolk, occupies the 23rd layer of the Abyss. This layer is a bitterly cold place of miles-deep ice and snow, inhabited primarily by frost giants and Abyssal giants under the dominion of their demon prince, Kostchtchie. The Glacier Citadel, a fortress carved into the ice between two towering peaks, serves as home to the prince and his frost giant mages.

PLANAR TRAITS

The Abyss has the following special planar traits:

- Infinite Size: The Abyss goes on forever in the form of an infinite number of layers, although its well-known realms are bounded.
- Mildly Chaos-Aligned and Mildly Evil-Aligned: Lawful creatures in the Abyss take a –2 penalty on all Charisma-based checks. Good creatures take a –2 penalty on all Charisma-based checks. Lawful good creatures take a combined –4 penalty on all Charisma-based checks.

In addition, the layer of the Iron Wastes has the following special traits:

- Enhanced Magic: Spells and spell-like abilities that have the cold descriptor benefit from being maximized (as the Maximize Spell feat, except the spell doesn't use a higher slot). In addition, spells that use water (including those of the Water domain) are extended (as the Extend Spell feat, except the spell doesn't use a higher slot). Spells that are already maximized or extended are unaffected.

WEATHER

The entire layer is severely cold during daylight hours and extremely cold after nightfall. To be considered protected from the weather, characters must have appropriate gear as described below.

Characters who decide to stay very long or seek out the Glacier Citadel should be discouraged with a blizzard that creates whiteout conditions. This blizzard lasts for 1 day, has wind speeds over 50 miler per hour, and drops heavy snow (1d4 feet).

Levels of Protection: A character can lessen or offset the effects of cold weather by acquiring a certain level of protection against those effects. As discussed in the Frostburn supplement, levels of protection begin at 0 (no protection whatsoever). To benefit from level 1 protection, a character must be wearing either a cold weather outfit (*PH* 131), fur clothing (*Frostburn* 78), or armor insulation (*Frostburn* 78). The Cold Endurance feat (*Frostburn* 47) also provides this level of protection by itself.

All these benefits are cumulative when determining an overall level of protection: For example, wearing a cold weather outfit and fur clothing provides level 2 protection, as does armor insulation plus fur clothing, or fur clothing plus the Cold Endurance feat. See *Frostburn*, pages 9–10 and 78–79, for more information on levels of protection and cold weather gear.

Severe Cold: Unprotected characters must make a Fortitude save every 10 minutes (DC 15, +1 per previous check), taking 1d6 points of nonlethal damage on each failed save. A partially protected character (level 1) needs to check once per hour.

For complete protection against severe cold, a character must have a level of protection of 2 or higher.

Extreme Cold: Unprotected characters take 1d6 points of cold damage per 10 minutes (no save). In addition, an unprotected character must make a successful Fortitude save (DC 15, +1 per previous check) or take 1d4 points of

nonlethal damage. Those wearing metal armor or coming into contact with cold metal are affected as if by a *chill metal* spell. A partially protected character (level 2) takes damage and makes saving throws once per hour instead of once per 10 minutes.

A character must have a level of protection of 3 or higher to be protected against extreme cold. For example, an improvised shelter (an igloo, a shelter of branches and tarps, or the like) offers level 3 protection, as does the combination of armor insulation, fur clothing, and a cold weather outfit. Level 2 is considered partial protection; level 1 is considered unprotected.

Whiteout: Whiteout conditions occur in snowstorms or blizzards accompanied by a strong or stronger wind. However, it doesn't have to be snowing to create whiteout conditions. Snow fields buffeted by severe or stronger winds can also cause creatures to experience a whiteout.

Characters in whiteout conditions take a –2 penalty to AC, lose any Dexterity bonus to AC, move at half speed, and take a –4 penalty on Dexterity-based skill checks, as well as to Search, Spot, and any checks that rely on vision. Characters gain total concealment (50% miss chance). These effects end when the PCs leave the area of whiteout. Whiteout conditions stack with the effects of wind and snowfall. Visibility is 5 feet.

SNOW FIELDS

The snow depth of the area of the Iron Wastes near the Yggdrasil portal is between 25 and 36 inches. Small and Medium creatures have major snow-impeded movement, while Large and larger creatures have minor snow-impeded movement. In other words, giants move more quickly here than most PCs.

The chance of the PCs getting lost in a snow field depends on the result of a DC 15 Survival check. This check typically occurs when wind obscures tracks and snowbanks shift, confusing directions.

Small and Medium, Major Impeded: A creature must pay 4 squares of movement to enter each square of the snow field. Tumble check DCs increase by 8.

Large and Larger, Minor Impeded: A creature must pay 2 squares of movement to enter each square of the snow field. Tumble check DCs increase by 2.

Totally Impeded: Small creatures are totally impeded if the snow depth goes to 37 inches or more (such as after a blizzard). Medium creatures are totally impeded if the snow depth goes to 61+ inches (such as if a blizzard drops 3 or 4 feet of snow). Large or larger creatures are only impeded at this snow depth.

Totally impeded creatures cannot move unless they succeed on a DC 5 Strength or Balance check (creature's choice). Moving at a creature's speed requires a full-round action. The creature must pay 4 squares of movement to enter each square of the snow field. Tumble check DCs increase by 20, and a creature loses its Dexterity adjustment to Armor Class while totally impeded.

Other areas of the wastes have more or less snow than this, but after the blizzard clears, movement becomes even more difficult.

C6: THE DEMON-QUELLING SWORD

The ratatosks know that the followers of Kostchtchie, the demon lord of frost giants, hold the *Demon-Quelling Sword*. The ratatosks offer the PCs furs (equal to cold weather clothing) and kindling before showing them the branch of the World Ash that leads to the Iron Wastes, the 23rd layer of the Abyss. There, they can search for the *Demon-Quelling Sword* and deal with the followers of Kostchtchie.

Go to encounter C6: The Demon-Quelling Sword on page 51.

The Demon-Quelling Sword

Frost dwarves made this giant blade for killing demons. Kostchtchie and his giant followers enslaved a number of frost dwarves, who spent three long years perfecting the blade and then were all butchered to provide the blood to quench its mithral core. It is currently being kept in a small, out-of-the-way outpost.

The *Demon-Quelling Sword* is reserved for special occasions, such as when the giants must assert themselves against the demons that swarm throughout the Abyss. An Abyssal giant follower of Kostchtchie recently used it against the succubi, who sought to ensnare dwarves as spies. Kostchtchie has no tolerance for such behavior.

Made with a mithral blade wrapped in a winter wolf-hide scabbard and set with accents of amber and bloodstone at the pommel and crossguard, the *Demon-Quelling Sword* is a Large *+3 mithral evil outsider bane frost mighty cleaving bastard sword*.

As a Large exotic weapon, it deals 2d8 points of damage instead of the usual 1d10 points. Only Large creatures can wield it effectively; smaller creatures take a cumulative –2 penalty on attack rolls for each size category of difference between the size of its intended wielder and the size of its actual wielder. If the creature isn't proficient with the exotic weapon, a –4 nonproficiency penalty also applies. If a *reduce* spell is cast on the blade, it becomes size Medium for the duration of the spell. Likewise, the Monkey Grip feat (*Complete Warrior* 103) or an *enlarge* spell on a Medium PC might allow an undersized party member to use the weapon without penalty.

This bastard sword excels at attacking evil outsiders. Against them, its effective enhancement bonus is +5 and it deals an extra 2d6 points of damage.

On command, the *Demon-Quelling Sword* is sheathed in icy cold. This frost does not harm the wielder, and it remains until another command is given to remove it. A frost weapon deals an extra 1d6 points of cold damage on a successful hit.

The sword allows a wielder with the Cleave feat to make one additional cleave attempt in a round.

Moderate conjuration and evocation; CL 10th, Craft Arms and Armor, *summon monster I, ice storm, divine power;* Price 104,070 gp; Weight 6 lb.

The Ratatosk Tribe

Roleplaying Encounter Level 10

Use this encounter with the area description on page 40.

SETUP

The party encounters the ratatosks along the branches of the World Ash. This is a roleplaying encounter, in which the PCs interact with the ratatosks to gain valuable information and directions to other locations in the adventure.



Illus. by W. Englnad

If the PCs get on the good side of the ratatosks, they receive offers of guides to help them navigate the portals of the World Ash, learn of a helpful demonbane weapon, and gain potent magical nut-potions.

When the party has poked around for a while or when the PCs reach the trunk of Yggdrasil (at least one day's travel from their entrance point), read:

You at last reach the trunk of the tree, and you see that someone has built a series of makeshift handholds here. Rungs have been nailed to the trunk in places, but sections are missing. Climbing up or down could be complicated.

You hear something scraping along the bark just around the trunk; a furry creature sticks its head up and watches you. It looks like a giant squirrel, and it carries in its mouth an enormous nut the size of a tankard. It is wearing a leather harness decorated with three long black feathers.

Goal: The PCs must convince the fireholder ratatosk named Kippenvall to provide them with a guide to help them along the trunk and branches of Yggdrasil to the planar portal they seek (likely either a portal to the Beastlands or Sigil). The ratatosks are frequently guides for dwarves (whom they call "dwarfsir") and elves (whom they call "alfsir"), but they distrust halflings and half-orcs on sight.

PCs who make a DC 14 Knowledge (the planes) check know that ratatosks expect a gift of food from travelers.

Initial Attitude: Indifferent.

Complication: Anyone who worships the Norse pantheon automatically improves the attitude of the ratatosks by one step. The presence of giants, ogres, goblins, drow, or tieflings in the party imposes a –4 circumstance penalty on Diplomacy and Bluff checks.

The ratatosks are interested in food. Offers of rations, wine, beer, or the like are met with chittering delight and provide a +2 circumstance bonus on Diplomacy or Bluff checks.

Success: To succeed using the Diplomacy skill requires a gift of food (even if it is just iron rations).

If the party convinces the ratatosks to be guides, Kippenvall assigns a young female ratatosk, Almveig, to take the PCs where they want to go.

TRAVEL WITH A GUIDE

For each week or portion thereof, the Yggdrasil trip requires one DC 14 Climb check and one DC 11 Balance check from each party member to avoid falling damage. Each failed check means the character slips and falls once. The character must continue to make checks until one succeeds.

If anyone falls during the trip and fails the save (see above), each such long fall costs 1d6 days for the party to reach the fallen character and make up lost ground if no ratatosk guide is available. With a ratatosk (who jumps to follow the character down and guide him up), the delay is restricted to 1 day.

Using ropes to bind the party together makes the ratatosk laugh, but means that no fall is a long one unless the characters bound to the falling character are dragged down as well. Any character can brace himself and stop the fall with a DC 14 Strength check.

Second Complication: When the PCs return from the Beastlands or wherever they go, Almveig is not waiting for them. Instead, Fastmundr, a young male ratatosk, is there to be their guide. If the characters ask what happened to Almveig, someone in the party must make a successful DC 20 Intimidate or Diplomacy check to pry the information out of their new guide. The previous guide has been eaten by what Fastmundr calls the "evil branch." This evil branch apparently eats quite a few ratatosks and is very dangerous.

Second Success: If someone in the party makes a second successful DC 20 Diplomacy or Intimidate check involving Fastmundr, the characters hear all the details of the ironmaw and its depredations. According to the ratatosks, the evil branch is 20 feet tall, with steel teeth and arms 30 feet long that snatch ratatosks from the branches or in midflight. The ironmaw hides among the leaves and hollows in the "Silent Branches." Fastmundr is sure that it is one of the poison children of the linnorms or Nidhogg or the frost giants of Rime Thuras.

Fastmundr doesn't ask the PCs to kill the evil branch. On the contrary, if they suggest it, he tries to talk them out of it. If they insist, he tells them to go to the "uptrunk" region, a place that the ratatosks consider both the most dangerous and the richest gathering ground for nuts.

If the PCs help the treefolk against the predatory ironmaw, they gain information about a demonbane weapon and are given nut-magic (useful potions in the form of fist-sized nuts) and other treasure.

Go to encounter C2: The Branch That Walks on page 46.

KIPPENVALL THE FIREHOLDER **CR 10**

hp 57 (11 HD)

Male Medium ratatosk* cleric 8
* See page 210
CG Small monstrous humanoid (extraplanar)
Init +2; **Senses** darkvision 60 ft.; Listen +0, Spot +4
Languages Sylvan

AC 21, touch 13, flat-footed 19; Deflect Arrows
Miss Chance 20% forest cover
Fort +7, **Ref** +7, **Will** +10

Speed 20 ft. (4 squares), climb 30 ft., fly 40 ft. (clumsy) in armor; gliding movement
Melee bite +9/+3 (1d4–1) or
Melee *+1 spear* +11/+5 (1d8–1/×3)
Ranged composite shortbow +12 (1d6/×3)
Base Atk +9; **Grp** +4
Atk Options Quick Draw; dive
Special Actions greater turning, rebuke plants 4/day (+1, 2d6+9, 8th), taunting curse, turn undead 4/day (+1, 2d6+9, 8th)
Combat Gear *oil of magic stone*
Cleric Spells Prepared (CL 8th):
1st—*cause fear* (DC 11), *comprehend languages* (DC 11), *endure elements, entropic shield, sanctuary* (DC 11)
0—*create water, cure minor wounds* (DC 10), *inflict minor wounds* (+5 melee touch, DC 10), *light, purify food and drink*, *virtue*
Deity: Yggdrasil. *Domains:* Plant, Sun
Spell-Like Abilities (CL 4th):
3/day—*entangle* (DC 14), *sanctuary*

Abilities Str 8, Dex 14, Con 12, Int 8, Wis 10, Cha 12
SQ fireholder, forest cover, greater turning
Feats Dash*, Deflect Arrows[B], Endurance, Quick Draw, Weapon Finesse
* +5 feet to speed if wearing light or no armor and carrying light load (*Complete Warrior* 97)
Skills Balance +4, Climb +7, Heal +7, Spot +4, Tumble +4
Possessions combat gear plus *+1 breastplate*, *+1 light steel shield*, *+1 spear*, composite shortbow with 20 arrows, 181 gp, 117 sp

Forest Cover (Ex) A ratatosk instinctively takes cover when in a forest, and always maximizes the amount of tree trunk between it and any foe, giving it concealment at all times. All ratatosks gain a 20% miss chance when engaged in ranged combat, fleeing, or pursuits in a forest.
Gliding Movement (Ex) Ratatosks can leap and glide from branch to branch in large trees and forests. They cannot gain altitude from flight, and drop 10 feet for every 20 feet they cover horizontally.
Dive (Ex) A ratatosk diving from the air to strike with claws or spear is treated as charging, and deals double damage with its weapon.
Taunting Curse (Su) Ratatosks are excellent cursers, and their arcane insults taunt an opponent within hearing distance to rush to attack the ratatosk (Will DC 12 negates); failing the save means that the affected creature charges the ratatosk, throwing down any ranged weapon, spell components, or other hand-held items (but holding onto any melee weapon and shield). Their tone is so harsh and mocking that this is not a language-dependent effect.
Greater Turning Once per day, Kippenvall can perform a greater turning against undead in place of a regular turning. The greater turning is like a normal turning except that the undead creatures that would be turned are destroyed instead.

The Branch That Walks

Encounter Level 13

Use this encounter with the area description on page 40.

SETUP

Use this encounter after the party has spoken to the ratatosks and accepted their story of the "evil branch." It is a difficult encounter for a 10th-level party, but winnable at full strength and with adequate preparation. With a successful Spot check opposed by the ironmaw's Hide check (+21 modifier), they see the ironmaw before it sees them. With a DC 12 Listen check, characters realize that no birds or normal squirrels live in the ironmaw region. The branches are stripped bare of game animals, birds, and so on.

Roll initiative for all acting characters and the ironmaw. The ironmaw does not charge; it uses its branches to ensnare and drag in prey. If the characters rely solely on ranged weapons, the ironmaw retreats into the trunk of Yggdrasil and reappears behind them.

If the PCs enter the blighted section of the World Ash, read:

The tree's branches here are silent. Nuts and leaves thickly carpet the branch underfoot. All around you is moss, barren branches, and split wood containing black hollows. Some of the holes and splits in the bark seem natural, while others look freshly torn or even show tooth marks that only an enormous animal could have made: The teeth must be several inches wide. You hear a twig snap, and suddenly leaves are swirling all around you. The tree's branches have come up through one of the black hollows and are grabbing for you.

The first thing the PCs notice when the ironmaw attacks is that the World Ash itself seems to be attacking them. Four branchlike tendrils whip and snap at the PCs from out of holes in the branch of the World Ash they are walking upon. Unless a PC is caught by the ironmaw and drawn to its trunk, or they follow the attacking tendrils back to their source, they may never see the true form of the ironmaw.

A PC that does get close to the ironmaw's trunk sees the fiendish plant in all its glory. Read:

It appears as if a section of the World Ash has been twisted and deformed into an ambulatory, 25-foot-tall, flesh-eating tree. Its canopy of dark green leaves is covered with tiny splotches the color of freshly spilled blood. While the creature moves relatively slowly, its slashing tendrils whip through the air with amazing speed. As you watch, the trunk itself splits open to reveal a dark, jagged maw.

TACTICS

The ironmaw prefers to strike from ambush using its tendrils against one or two targets (depending on their armor and distance). Once it has engulfed a single creature, it retreats into the holes in the World Ash to digest its meal. If it faces fire attacks or loses more than 80 hit points, it retreats.

CONCLUSION

If the ironmaw is killed, it dies in a shower of splintering wood, cracked down the middle. This is a particularly dangerous encounter, but if the party survives, the ratatosk tribe is extremely grateful, even chirpy with delight. They can't believe their good fortune. They give the party a *cloak of invisibility* and ten magical nut-potions (four *invisibility*, three *cure serious wounds*, three *neutralize poison*). They also tell the party a legend that might prove useful: They learned from some Midgard dwarf travelers recently that the frost giants have a demonbane weapon (see encounter C6: The *Demon-Quelling Sword*). Such a blade would be a powerful tool in the Abyss.

The ratatosks lead the PCs to the nearest portal back to Sigil. Or, if the characters wish, the squirrelfolk take them to the branch that leads to Rime Thuras, the frost giants' homeland, to recover the sword. The party might know this place by another name—the Iron Wastes, a layer in the Abyss.

TREASURE

If the PCs can destroy or drive off the ironmaw, they can explore the hollow within the World Ash where the ironmaw made its lair.

Bones of all descriptions litter the hollow space within the tree. Many bones appear to belong to ratatosks, but others look to be human as well as more bestial things.

If the PCs spend an hour searching the bone-strewn hollow and make a DC 25 Search check, they can find the following items among the debris:

Mace of Blood (DMG 275): This cursed magic weapon is a *+3 heavy mace*. It must be coated in blood every day, or its magical enhancement fades until it is once again is coated in blood. The character using the mace must make a successful DC 13 Will save every day it is within his possession or become chaotic evil.

Sword of the Planes (DMG 228): This longsword has the following enhancement bonuses, depending on where it is used:

- +1 On the Material Plane
- +2 On any Elemental Plane or against elementals
- +3 On the Astral or Ethereal Plane, or against natives of those planes
- +4 On any other plane or against any other outsiders

IRONMAW **CR 13**

Fiend Folio 104
hp 126 (12 HD), **DR** 15/magic and slashing

NE Huge plant (extraplanar)
Init –1; **Senses** low-light vision; Listen +14, Spot +13
Languages Abyssal

AC 25, touch 7, flat-footed 25
Immune critical hits, electricity, mind-affecting, poison, sleep, paralysis, polymorph, stunning
Resist acid 10, sonic 10; **SR** 30
Fort +14, **Ref** +3, **Will** +5

Speed 10 ft. (2 squares)
Melee 4 tendrils +17 each (2d6+10/19–20 plus wounding plus illness) and
bite +12 (1d8+5)
Space 15 ft.; **Reach** 15 ft. (60 ft. with tendril)
Base Atk +9; **Grp** +27
Atk Options Cleave, Engulf, Great Cleave, Power Attack; attach
Special Actions engulf, illness, magic strike, wounding

Abilities Str 30, Dex 9, Con 23, Int 4, Wis 13, Cha 14
SQ plant traits (*MM* 313)
Feats Alertness, Cleave, Great Cleave, Improved Critical (tendril), Power Attack
Skills Hide +21 (in woods), Listen +14, Spot +13

Attach (Ex) If an ironmaw hits with a tendril attack, the tendril, in addition to dealing normal damage, attaches to the opponent's body. A tendril draws a stuck opponent 10 feet closer in each subsequent round (no attack of opportunity) unless the opponent breaks free, which requires a DC 25 Escape Artist check or a DC 26 Strength check. An ironmaw can draw in a creature within 15 feet of itself and bite with a +4 attack bonus in that round. An ironmaw can draw a creature into its space and attempt to engulf it, as well.

A tendril can be severed by a single attack with a slashing weapon (made as an attempt to sunder a weapon) dealing at least 13 points of damage.

Engulf (Ex) As a standard action, an ironmaw can attempt to engulf a Large or smaller creature that enters its space. The victim of the attack can make an attack of opportunity, but if it does, it is not entitled to a saving throw. A victim that does not attempt an attack of opportunity must succeed on a DC 15 Reflex save or be engulfed; on a success, the victim is pushed back or aside (but not freed from attached tendrils). An engulfed creature takes 2d6+10 points of bludgeoning damage within an ironmaw's trunk each round and must hold its breath or begin to suffocate.

Illness (Ex) An ironmaw's tendrils can sap an opponent's health. Anyone caught by a tendril must succeed on a DC 22 Fortitude save or take 1d6 points of Constitution damage.

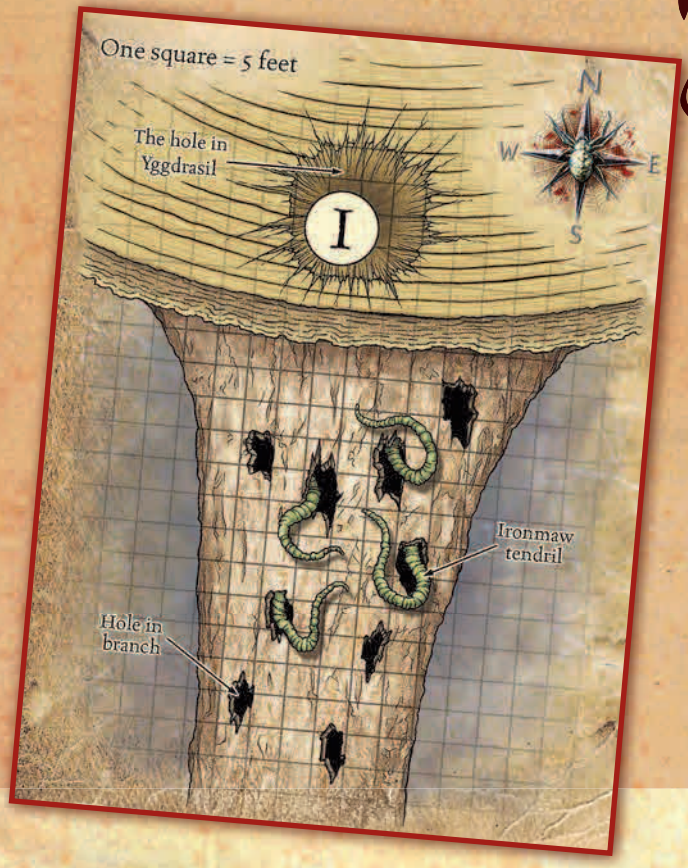
Magic Strike An ironmaw's natural weapons, as well as any weapons it wields, are treated as magic weapons for the purpose of overcoming damage reduction.

Wounding (Ex) A wound resulting from an ironmaw's tendril attack bleeds for an additional 3 points of damage per round thereafter. Multiple wounds from such attacks result in cumulative bleeding loss (two wounds for 6 points of damage per round, and so on). The bleeding can be stopped only by a DC 10 Heal check or the application of any cure spell or other healing spell (*heal, healing circle,* or the like).

TACTICAL MAP DETAILS

Creature: The enormous ironmaw (**I**) lurks and waits for prey in this blighted section of the World Ash.

The Hole in Yggdrasil: The hole in the World Ash is caused by the poisons of Nidhogg, the serpent that eternally gnaws the tree's roots, and by the work of its evil children, such as the ironmaw here. This particular hole is 200 feet deep, roughly 20 feet in diameter, and covered in a thin layer of moss, ferns, and slime. The ironmaw uses it as a way to move within the World Ash and sneak up on the quick, watchful ratatosks. The hole gives total cover to the ironmaw against anyone not within 30 feet of the entrance (though its tendrils can be attacked normally).



The Hunted

Encounter Level 8

Use this encounter with the area description on page 41.

SETUP

This encounter takes place immediately upon the PCs arriving on the Beastlands.

As the PCs get their bearings, read:

A loud, feline growl disturbs the night.

TACTICS

The displacer beasts work well as a team. They're smart enough to move into flanking positions to help each other out. The pack lord remains hidden until spotted or an opportunity to make a decisive strike presents itself. Six rounds after the fight begins, the wild hunter (encounter C4) arrives.

Tactical Map Details

Creatures: The two displacer beasts (D) move along the side of the path, while the displacer beast pack lord (P) hides in the trees. The wild hunter (W) approaches on its mount from the opposite end of the path after 6 rounds.

Massive Trees: Tree trunks take up an entire square and provide cover (+4 AC) to anyone behind them. A trunk has AC 3, hardness 5, and 600 hp. Climb DC 15.



2 Displacer Beasts — CR 4

MM 66
hp 51 each (6 HD)

LE Large magical beast
Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +5
Languages Common

AC 16, touch 11, flat-footed 14; Dodge
Miss Chance 50% (displacement)
Fort +8, **Ref** +7, **Will** +3; +2 against ranged attacks

Speed 40 ft. (8 squares)
Melee 2 tentacles +9 each (1d6+4) and bite +4 (1d8+2)
Space 10 ft.; **Reach** 5 ft. (10 ft. with tentacle)
Base Atk +6; **Grp** +14
Abilities Str 18, Dex 15, Con 16, Int 5, Wis 12, Cha 8
Feats Alertness, Dodge, Stealthy
Skills Hide +10, Listen +5, Move Silently +7, Spot +5

Displacement (Su) A light-bending glamer continually surrounds a displacer beast, making it difficult to surmise the creature's true location. Any melee or ranged attack directed at it has a 50% miss chance unless the attacker can locate the beast by some means other than sight. A *true seeing* effect allows the user to see the beast's position, but *see invisibility* has no effect.

Resistance to Ranged Attacks (Su) A displacer beast has a +2 resistance bonus on saves against any ranged magical attack that specifically targets it (except for ranged touch attacks).

Displacer Beast Pack Lord — CR 6

MM 66
hp 126 (12 HD)

LN Huge magical beast
Init +1; **Senses** Listen +5, Spot +5; darkvision 60 ft., low-light vision
Languages Common

AC 17, touch 9, flat-footed 16; Dodge, Mobility
Miss Chance 50% (displacement)
Fort +13, **Ref** +9, **Will** +5; +2 against ranged attacks

Speed 40 ft. (8 squares); Spring Attack
Melee 2 tentacles +18 each (1d8+8) and bite +13 (2d6+4)
Space 15 ft.; **Reach** 10 ft. (20 ft. with tentacle)
Base Atk +12; **Grp** +28

Abilities Str 26, Dex 13, Con 20, Int 5, Wis 12, Cha 8
Feats Alertness, Dodge, Mobility, Spring Attack, Stealthy
Skills Hide +11, Listen +5, Move Silently +6, Spot +5

Displacement (Su) As displacer beasts.
Resistance to Ranged Attacks (Su) As displacer beasts.

The Hunter

Encounter Level 10

Use this encounter with the area description on page 41.

SETUP

The wild hunter (see map on page 48) arrives 6 rounds after the fight with the displacer beasts begins. It has been hunting the displacer beasts, but the PCs spark its interest, since humanoids usually prove to be more intelligent and dynamic prey.

When the wild hunter arrives, read:

A strange mounted figure rides into view to the dull thud of unshod hooves.

TACTICS

The wild hunter moves so that all PCs are within 60 feet of it and activates its horn of the hunt ability. It next targets a character who attacks it. The hunter uses Ride-By Attack, fearlessly trampling any that get in its way. It prefers to use melee weapons, but fires its bow at distant targets.

Megaloceros (Mount) CR 6

Frostburn 117
hp 102 (12 HD)

N Large animal
Init +1; **Senses** low-light vision, scent; Listen +10, Spot +9

AC 19, touch 15, flat-footed 18; wild hunter has Mounted Combat
Fort +11, **Ref** +9, **Will** +7

Speed 40 ft. (8 squares); Run
Melee gore +13 melee (1d8+7)
Space 10 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +18
Atk Options Powerful Charge; improved grab, toss

Abilities Str 20, Dex 12, Con 16, Int 2, Wis 11, Cha 8
Feats Alertness, Endurance, Improved Toughness, Powerful Charge, Run
Skills Listen +10, Spot +9

Improved Grab (Ex) To use this ability, the creature must hit a Medium or smaller opponent with its gore attack. If it gets a hold, the megaloceros scoops up the opponent with its antlers and can toss it aside.

Toss (Ex) A megaloceros can vigorously shake any creature caught in its horns and fling it in a random direction. Resolve the toss as a bull rush maneuver (+14 check modifier), except that no attack of opportunity occurs, since the megaloceros has already grabbed its foe when it tries to toss the victim. The megaloceros does not need to move with its foe in order to throw its foe more than 5 feet. If the tossed victim beats the megaloceros's Strength check, he remains in his current square with no ill effects and is not grappled any longer. Tossed victims take impact damage on landing equal to falling the distance they were tossed.

Wild Hunter CR 9

hp 110 (20 HD); **DR** 5/cold iron

NE Medium fey
Init +8; **Senses** darkvision 90 ft., low-light vision; Listen +23, Spot +23
Languages Sylvan

AC 24, touch 13, flat-footed 19; master rider
SR 20
Fort +8, **Ref** +16, **Will** +12

Speed 30 ft. in full plate (6 squares), base speed 40 ft.; mounted speed 40 ft.; Ride-By Attack; rough charge
Melee ranseur +13/+8 (2d4+3/×3) or
Melee greataxe +13/+8 (1d12+3/×3)
Ranged composite longbow +14/+9 (1d8+3/×3 plus 2d6 bow precision)
Space 5 ft.; **Reach** 5 ft. (10 ft. with ranseur)
Base Atk +10; **Grp** +13
Atk Options Blind-Fight, Mounted Combat, Spirited Charge, Trample; horn of the hunt, rough charge
Special Actions horn of the hunt, selected prey

Abilities Str 16, Dex 18, Con 14, Int 11, Wis 11, Cha 21
Feats Blind-Fight, Improved Initiative, Mounted Combat, Ride-By Attack, Spirited Charge, Track, Trample
Skills Handle Animal, +28, Knowledge (nature +25), Listen +23, Ride +29, Spot +23, Survival +23 (+25 in aboveground natural environments)
Possessions *+1 mithral full plate*, composite longbow (+3 Str bonus) with 20 arrows, ranseur, greataxe, masterwork hunting horn

Master Rider (Su) A wild hunter's mount gains a deflection bonus to Armor Class equal to the hunter's Charisma bonus.

Rough Charge (Su) A wild hunter and its mount can charge across rough terrain. They need not charge in a straight line.

Bow Precision (Ex) Wild hunters shoot bows with great deadliness. They deal an additional 2d6 points of damage to their ranged targets. Creatures immune to extra damage from critical hits do not take this additional damage.

Horn of the Hunt (Su) As a standard action, a wild hunter can blow a terrifying blast upon its horn. All creatures within 60 feet, except wild hunters and their mounts, must succeed on a DC 25 Will save or become shaken for 1 minute. Those within 10 feet who fail their saves become frightened.

Selected Prey (Su) Three times a day, as a swift action, a wild hunter can point to one target within 60 feet to be marked as its prey. The hunter receives a +5 morale bonus on attack rolls and damage rolls against its marked target. In addition, all critical hit rolls against its target are automatically successful, so every threat is a critical hit.

Gate Guardian

Encounter Level 7
Use this encounter with the area description on page 41.

SETUP

Use this encounter as the characters journey from the portal to find the longbow *Thaas*.

As the PCs reach this clearing, read:

A gnarled-looking tree creature in the center of this clearing brandishes sharpened branches that form spearlike weapons. Weird lichen patterns stripe its body, which is draped with animal hides. A slavering wolverine crouches nearby.

TACTICS

This watcher has sharpened its branches on rocks to serve as crude spears. It can also attack with its fists. This watcher has five scrolls scratched into its bark. (The markings disappear once the spell is cast; if the elder is defeated, any remaining markings can be cut out and used as scrolls.)

The wizened elder watcher casts *barkskin* on itself at the beginning of the encounter. It uses its entangle ability against enemies that overwhelm or bypass its animal companion. If things get bad, it uses its wild shape ability to escape.

The wolverine serves the wizened elder watcher loyally. It seeks to kill or drive off anyone who harms its master.



Wizened Elder Watcher CR 7

MM4 180
hp 85 (9 HD); **DR** 5/slashing

Wizened elder druid 5
N Medium plant
Init +0; **Senses** low-light vision; Listen +9, Spot +9
Language speak with plants, Sylvan

AC 19, touch 10, flat-footed 19
Immune critical hits, mind-affecting, poison, sleep, paralysis, polymorph, stunning
Resist cold 5
Fort +13, **Ref** +2, **Will** +9
Weakness vulnerability to fire

Speed 20 ft. (4 squares); improved woodland stride
Melee 2 slams +6 each (1d8) or
Melee spear +6/+1 (1d8/×3)
Base Atk +6; **Grp** +6
Special Actions entangle, wild shape 1/day (5 hours)
Combat Gear 2 scrolls of *cure moderate wounds*, 2 scrolls of *call lightning*, scroll of *protection from energy*, *ring of fire warding* (see below)
Druid Spells Prepared (CL 5th):
3rd—*greater magic fang*, *sleet storm*
2nd—*barkskin* (2)†, *bull's strength*
1st—*goodberry*, *faerie fire*, *magic stone*, *shillelagh*
0—*detect magic*, *light*, *mending*, *read magic*, *resistance*
† one already cast

Abilities Str 10, Dex 10, Con 20, Int 10, Wis 18, Cha 16
SQ animal companion, link with companion, plant traits (*MM* 313), share spells, trackless step, wild empathy +5
Feats Alertness, Combat Casting, Natural Spell, Scribe Scroll
Skills Concentration +7, Handle Animal +5, Hide +5, Knowledge (nature) +11, Listen +9, Spot +9, Survival +19
Possessions combat gear plus hide armor, spear, *brooch of shielding*, *ring of fire warding* (absorbs 50 points of fire damage), 6 amber gems (100 gp each), 2 fire opals (1,000 gp each), 300 sp, 50 gp

Speak with Plants (Su) As the *speak with plants* spell; at will; caster level 9th.
Improved Woodland Stride (Ex) A wizened elder can move through any sort of natural or magical undergrowth at its normal speed and without taking damage or suffering any other impairment.
Entangle (Su) As the *entangle spell*; at will; DC 17; caster level 9th. This ability affects a 60-foot-radius area around the wizened elder and lasts for 1 minute.
Wolverine animal companion: hp 45 (*MM* 283)

Tactical Map Details

Creatures: The wizened elder watcher (WE) and its wolverine companion (W) stand in the center of the clearing and do not intend to let any nonnative pass.

The Demon-Quelling Sword

Encounter Level 11
Use this encounter with the area description on page 43.

SETUP

After the party has walked down the branch and traveled several hours through the snow, read the text below.

When the PCs spot the tower, read:

Ahead of you, a slope rises toward a tower sheathed in ice. You see a giant figure moving on the tower. He's hefting a boulder and shouting.

TACTICS

The frost giants start combat at a distance, throwing rocks until they run out of ammunition or their opponents close to melee range, then wade in with their greataxes.

CONCLUSION

If the frost giants are defeated, the PCs find the *Demon-Quelling Sword* on one of them. The sword warns the party that more frost giants will arrive soon, but it knows of a portal to the Demonweb of Loth. The party can decide whether to return along the branch of Yggdrasil or follow the sword's advice and skip Sigil entirely.

A small gold horn icon hangs on a hook in the tower. This is the portal key to the planar door that leads from the Iron Wastes to the Demonweb (see page 64 for more about planar doors and their keys).

2 Frost Giants — CR 9

MM 122
hp 139 each (14 HD)

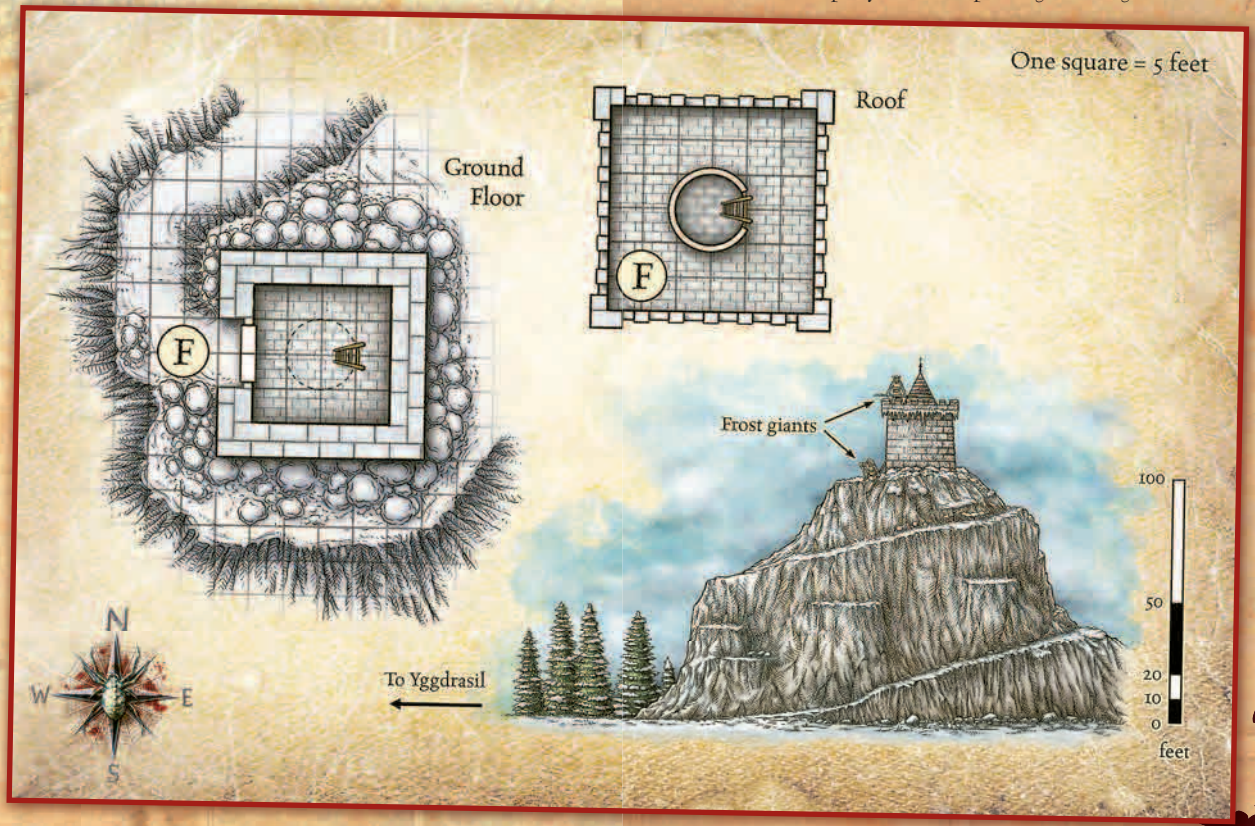
CE Large giant (cold)
Init –1; **Senses** low-light vision; Listen +2, Spot +12
Languages Common, Giant
AC 21, touch 8, flat-footed 21
Immune cold
Weakness vulnerability to fire
Fort +14, **Ref** +3, **Will** +6

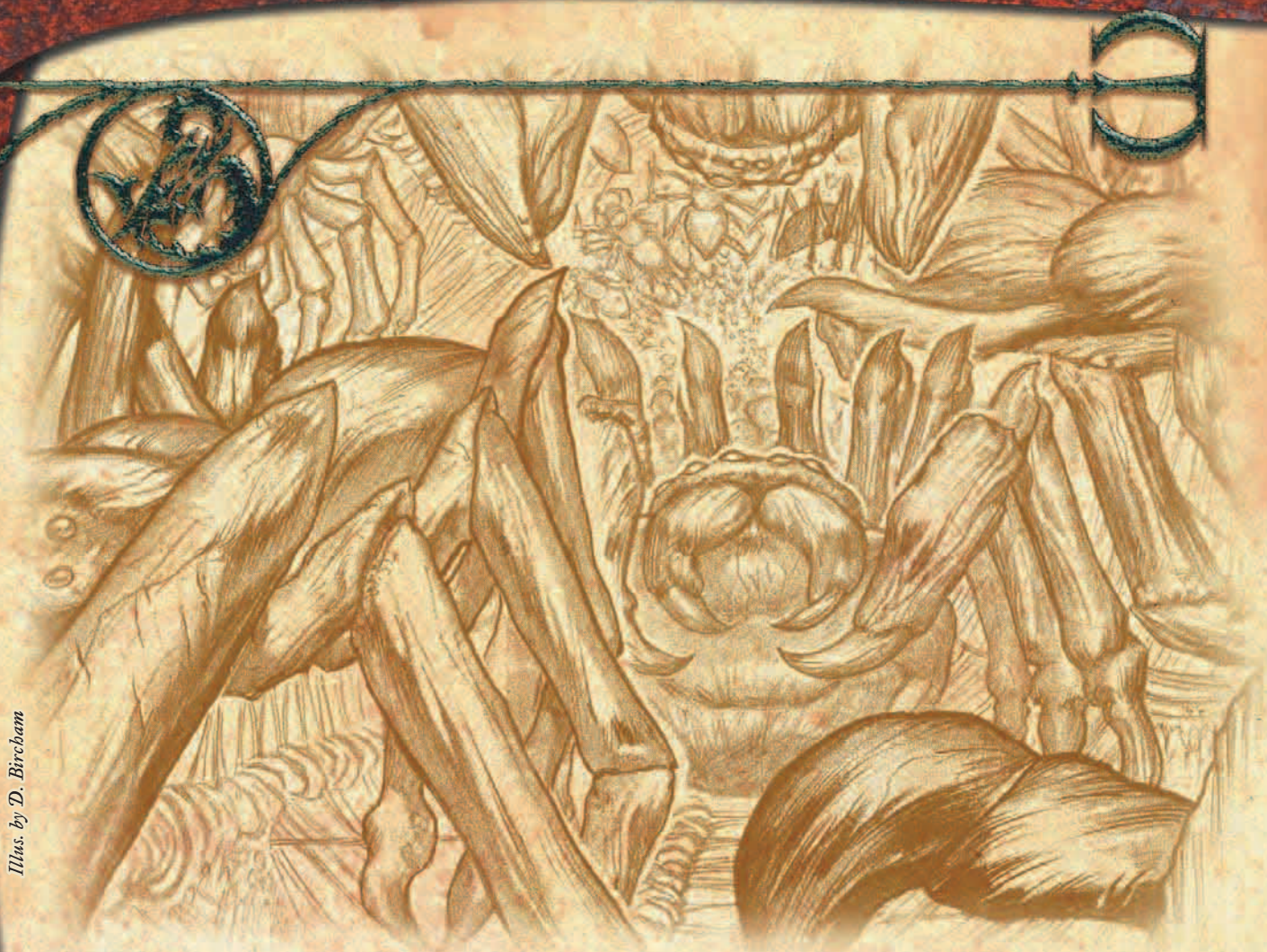
Speed 40 ft. (8 squares)
Melee greataxe +18/+13 (3d6+13/×3) or
Melee 2 slams +18 each (1d4+9)
Ranged rock +9 (2d6+9)
Space 10 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +23
Atk Options Cleave, Great Cleave, Improved Overrun, Improved Sunder, Power Attack
Special Actions rock throwing (range increment 120 ft.)

Abilities Str 29, Dex 9, Con 21, Int 10, Wis 14, Cha 11
Feats Cleave, Great Cleave, Improved Overrun, Improved Sunder, Power Attack
Skills Climb +13, Craft (any one) +6, Intimidate +6, Jump +17, Listen +2, Spot +12
Possessions greataxe, 20 rocks

Tactical Map Details

Creatures: Two frost giants (F) guard this small outpost. They're happy to see the PCs, since they've grown bored with each other's company and are spoiling for a fight.





Illus. by D. Bircham

Some Abyssal layers are the realms of demon lords, and others are the realms of gods. The Spider Queen Lolth is a demon that became a god, and her realm on the 66th layer is the nexus of some of the most nefarious plots in the Abyss. Lolth seeks to expand her realm by drawing worlds of the Material Plane into her Abyssal Demonweb, gaining additional power with each conquest. The Demon Queen of Spiders covets the status of the most powerful deities and seeks to achieve their station through treachery, deceit, and murder.

DEMONWEB FEATURES

Unless otherwise noted, all doors are unlocked, simple wooden doors (break DC 13; hardness 5; hp 5) and ceilings are 15 feet high.

There is no ambient light in Lolth's Demonweb; her drow are perfectly comfortable in the dark. Unless a light source is described, the characters have to provide their own.

The Demonweb is made of thick, magical webbing, sometimes forming passageways and other times forming vast webs or cocoonlike chambers. The webbing is immune to fire, cold, and electricity and has hardness 10 and 20 hit points per 5-foot section.

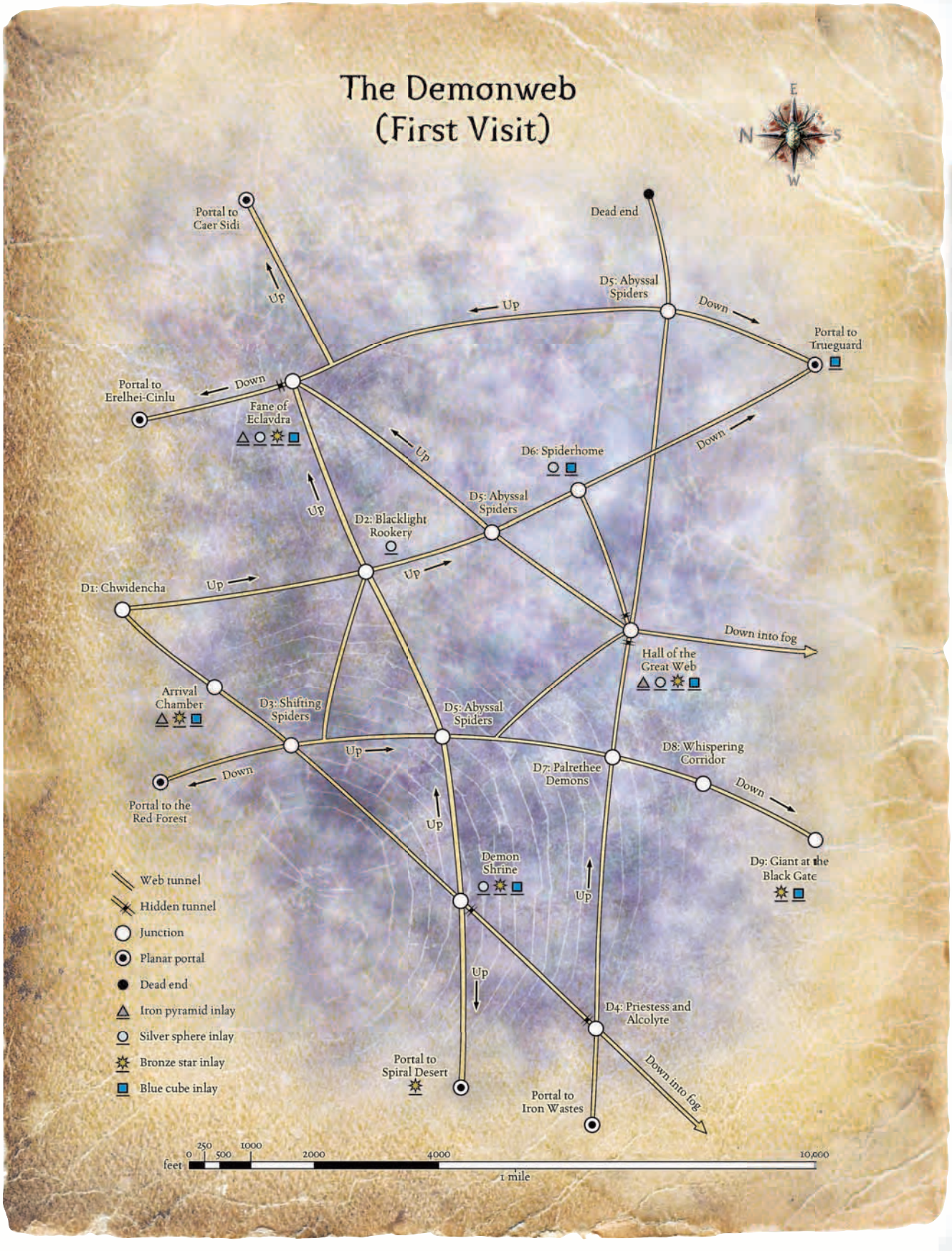
Throughout the web, various structures hang amid the strands, as though caught in the web's snare. This is truer than one might think, because the nature of Lolth's Web creates random portals throughout the planes, drawing in buildings, structures, and ships. The inhabitants of the Demonweb then incorporate the structures into the web.

PATHWAYS

Curved walls of sticky webbing form the pathways, creating an immense network of overlapping 20-foot-wide tubelike corridors. Examination of the pathways reveals a subtle movement in the apparently natural patterns formed by the webs, which constantly shift to form the twisted bodies and faces of condemned souls. The webbing is only slightly adhesive—enough to feel strange but not enough to hinder movement. Climbing the side of a web passage requires a DC 10 Climb check.

In a few areas, webbing forming the passages and tunnels has worn thin. Characters struck in combat in these areas might fall off a pathway into the outer web (see below); a Balance check (DC 10 + damage dealt) is required to stay on the pathway. PCs who fall off the web plunge 10d% feet before hitting a web strand and becoming caught. Luckily, the web takes much of the impact, and the PC takes just 1d6 points of damage per 100 feet fallen.

If a character cuts through the webbing, he or she can crawl or climb out of a pathway into the outer web. The outer surface of the tunnels is stickier than the inside, which makes movement difficult. A DC 15 Strength check


The Demonweb
(First Visit)
E
N
S
W
Portal to
Caer Sidi
Dead end
D5: Abyssal
Spiders
Up
Up
Down
Portal to
Trueguard
Portal to
Erelhei-Cinlu
Down
Fane of
Eclavdra
Up
D6: Spiderhome
Down
Up
D5: Abyssal
Spiders
D2: Blacklight
Rookery
Up
Up
D1: Chwidencha
Up
Down into fog
Hall of the
Great Web
Arrival
Chamber
D3: Shifting
Spiders
D5: Abyssal
Spiders
Up
D8: Whispering
Corridor
D7: Palrethee
Demons
Down
Down
Portal to the
Red Forest
Up
Demon
Shrine
D9: Giant at the
Black Gate
Up
Up
D4: Priestess and
Alcolyte
Portal to
Spiral Desert
Down into fog
Portal to
Iron Wastes
Web tunnel
Hidden tunnel
Junction
Planar portal
Dead end
Iron pyramid inlay
Silver sphere inlay
Bronze star inlay
Blue cube inlay
0
250
500
1000
2000
4000
10,000
feet
1 mile

is required to move across its surface (one check per move action); failure means that the character does not move in that round.

Adventurers in the Demonweb must avoid the drow patrols that sweep the pathways, as well as the demons and arachnid horrors that do Lolth's bidding. In extremely rare cases, a persuasive PC might convince one of Lolth's servants to betray another, but none ever betray the will of their beloved Spider Queen.

Here and there, solid metal doors lead off from a pathway, apparently into fog. These portals lead to a variety of demiplanes and Material Plane worlds that figure into Lolth's political and military schemes. Many of these worlds have been utterly defeated by Lolth's minions and swarm with dark elves, demons, and other servants of the Queen of the Demonweb Pits. See page 64 for more about the planar doors.

The Outer Web

The area around the detailed locations on the map is a black void filled with strands of webbing in all directions—including up and down. Due to the density of the webs, visibility is reduced to about 100 feet. PCs who leave the pathway can fly or move however they wish.

Far beneath Lolth's Web, in wells of utter darkness, lie the dreaded Demonweb Pits (see page 52 for details). A billowing mass of putrid gray clouds suffuses the Demonweb Pits beyond the web tunnels. Characters who venture into the clouds must succeed on a DC 22 Fortitude save to resist being forever drawn into the chaos of the Abyss. Some tunnels in the lowest parts of the upper Demonweb lead down into this darkness; the fog slowly devours the passageways that touch it, and yet Lolth hides her greatest plots, secrets, and treasures deep within the soul-destroying vapor.

In addition, subterranean sporebats (page 68) hunt in between the tunnels, endlessly searching for prey.

If the PCs leave the map, they find nothing but an infinite web and the soul-sucking fogs below, unless you want to create other encounter areas. The Demonweb is a very big place, and Lolth maintains a lair at its very center.

The maps and text for this adventure detail only a portion of the Demonweb and the Demonweb Pits.

PLANAR TRAITS

The Abyss has the following special planar traits:

- Infinite Size: The Abyss goes on forever in the form of an infinite number of layers, although its well-known realms are bounded.
- Mildly Chaos-Aligned and Mildly Evil-Aligned: Lawful creatures in the Abyss take a –2 penalty on all Charisma-based checks. Good creatures take a –2 penalty on all Charisma-based checks. Lawful good creatures take a combined –4 penalty on all Charisma-based checks.

In addition, the layer of the Demonweb has the following special traits:

- Enhanced Magic: The Demonweb alters magic and bends other aspects of reality. In the Demonweb, evil or chaotic spells function as if cast by a caster of twice the normal level. *Web* spells spread out to fill twice the area that they normally would. The save DC of the *poison* spell increases by 3. *Spider climb* lasts twice as long, as do spells that summon any type of vermin.

  Evil creatures in the Demonweb heal at twice the normal rate.
- Impeded Magic: Teleportation (including *dimension door, plane shift, teleport, greater teleport,* and any other spells with the teleportation subschool) within the Demonweb is entirely blocked except as noted under Teleportation Keys, below.

Teleportation Keys

Within the Demonweb, uncontrolled teleportation is impossible, blocked by Lolth's divine will. However, certain of her favored agents carry specially crafted geometric sculptures that allow instant travel to and from specific locations in the Demonweb for the key's holder and up to five other individuals touching the key holder.

The common keys, in order of rarity and value, consist of iron pyramids, silver spheres, eight-pointed bronze stars, and pale blue crystal cubes. *Detect magic* and DC 20 Spellcraft checks reveal that the iron, silver, and bronze keys all radiate faint conjuration (teleportation) magic; the blue cubes radiate moderate conjuration (teleportation) magic.

The various teleportation keys connect waypoint areas within the Web that are marked with floor mosaics: iron, silver, bronze, and blue, matching the various keys. Each

SUMMARY OF DEMONWEB TELEPORTATION KEYS

Iron Pyramids

Lead to: Arrival Chamber, Fane of Eclavdra, Hall of the Great Web.

Possessed by: Drow patrol captains.

Silver Spheres

Lead to: Fane of Eclavdra, Blacklight Rookery, Demon Shrine, Spiderhome, Hall of the Great Web.

Possessed by: Artoresz, Lissondra, Gryfalcon, subpriestesses in Fane.

Bronze Stars

Lead to: Arrival Chamber, Fane of Eclavdra, Demon Shrine, Hall of the Great Web, Spiral Desert corridor, Black Gate.

Possessed by: Whip priestesses Heveth, Galgolith, Ingili, Kaarili, and Seeudra; Eccozt.

Blue Crystal Cubes

Lead to: Arrival Chamber, Fane of Eclavdra, Demon Shrine, Spiderhome, Hall of the Great Web, Truegard corridor, Black Gate.

Possessed by: Whip priestess Treason, Urialle the sorceress, Gethshuq the bebilith.

of these circles on the floor radiates faint conjuration (teleportation) magic. Anyone holding a teleportation key and stepping into the circle is teleported to the destination pictured as he or she steps onto the mosaic. If the key holder has no particular destination in mind, roll d20 to determine which random destination he or she appears in, as shown in the table below.

	Key Type			
Destination	Iron Pyramid	Silver Sphere	Bronze Star	Blue Cube
Arrival Chamber	1–8	—	1–4	1–3
Fane of Eclavdra	9–15	1–4	5–10	4–11
Blacklight Rookery	—	5–7	—	—
Demon Shrine	—	8–12	11–14	12–13
Spiderhome	—	13–15	—	14
Hall of the Great Web	16–20	16–20	15–16	15–17
Spiral Desert (corridor)*	—	—	17–19	—
Truegard (corridor)*	—	—	—	18
Black Gate	—	—	20	19–20

* The teleportation floor mosaics are inscribed in the corridor in front of the planar doors, but the doors still require a portal key to open (see page 64).

Standard Drow Patrol (EL 11)

4 Drow Fighters — CR 5

hp 30, 27, 26, 25 (4 HD)

Male drow fighter 4
CE Medium humanoid (elf)
Init +3; **Senses** darkvision 120 ft.; Listen +6, Spot +7
Languages Common, Elven, Undercommon, Abyssal, Drow Sign Language, Draconic

AC 21, touch 13, flat-footed 18; Dodge
Immune sleep
SR 15
Fort +7, **Ref,** +4 **Will** +4 (+6 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 20 ft. (4 squares)
Melee mwk rapier +7 (1d6+2/18–20 plus poison)
Ranged mwk hand crossbow +8 (1d4/19–20 plus poison)
Base Atk +4; **Grp** +6
Atk Options Blind-Fight, Combat Reflexes; poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Combat Gear drow poison
Spell-Like Abilities (CL 4th):
1/day—*dancing lights, darkness, faerie fire*

Abilities Str 15, Dex 17, Con 12, Int 16, Wis 13, Cha 13
Feats Blind-Fight, Combat Reflexes, Dodge, Great Fortitude, Iron Will
Skills Concentration +3, Intimidate +8, Listen +6, Ride +9, Search +7, Spot +7
Possessions *+1 breastplate, +1 light steel shield,* masterwork rapier, masterwork hand crossbow with 12 bolts, 90 gp each

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on all attack rolls, saves, and checks while operating in bright light.

Random Encounters

Some of these encounters are significantly lower level than the PCs, especially if they return for a second (or third) visit to the Demonweb. Resist the urge to increase the difficulty of the random encounters; they provide a chance for the party to feel powerful. The PCs should overcome low-level monsters and flex their muscles during most of these encounters, defeating most of these rather quickly, capturing any foe they need to, and enjoying throwing their weight around.

PCs who walk the Demonweb openly and without disguise must deal with the suspicions of randomly encountered drow, demons, and hungry monsters. Spiders, demons, and other monsters attack nondrow on sight.

An encountered drow or drow patrol is instantly aggressive on a roll of 1–6 on a d20. PCs in drow disguise can bypass nonaggressive drow without their Disguise checks being opposed by Spot checks or any words at all being exhanged.

Initially nonaggressive drow who notice undisguised PCs challenge them (using Undercommon): "On whose authority do you walk the Web of our goddess?" PCs can attempt a Bluff check opposed by Sense Motive; on a failed check, a fight erupts. Even if PCs successfully bluff the drow, indif-

Drow Captain — CR 9

hp 68 (8 HD)

Male drow fighter 8
CE Medium humanoid
Init +8; **Senses** darkvision 120 ft.; Listen +8, Spot +15
Languages Common, Draconic, Elven, Undercommon, Drow Sign Language, Terran

AC 22, touch 14, flat-footed 18
Immune sleep
SR 19
Fort +9, **Ref** +6, **Will** +3 (+5 against spells and spell-like abilities); +2 against enchantments

Speed 20 ft. (4 squares)
Melee *+1 short sword* +15/+10 (1d6+5/19–20) or
Melee rapier +13/+8 (1d6+4/18–20 plus poison)
Ranged mwk hand crossbow +13 (1d4+2/19–20 plus poison)
Space 5 ft.; **Reach** 5 ft.
Base Atk +8; **Grp** +12
Atk Options Blind-Fight, Power Attack, Rapid Reload; poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Combat Gear drow poison, *potion of haste*
Spell-Like Abilities (CL 8th):
1/day—*dancing lights, darkness, faerie fire*

Abilities Str 18, Dex 19, Con 16, Int 14, Wis 12, Cha 11
Feats Alertness, Blind-Fight, Greater Weapon Focus (short sword), Improved Initiative, Power Attack, Rapid Reload (hand crossbow), Weapon Focus (rapier), Weapon Focus (short sword)
Skills Bluff +3, Jump +8, Listen +8, Search +9, Spot +15
Possessions *+1 elven chainmail, +1 buckler, +1 short sword,* masterwork hand crossbow with 20 bolts, rapier, *periapt of proof against poison, oil of darkness,* 220 pp, 150 gp, iron pyramid teleportation key

ferent is the best attitude PCs can achieve if they attempt diplomacy.

Drow fooled by the PCs have little to say to travelers, though they may give a general description of the nearest few points of interest.

PCs who press for information trigger suspicion and the need for additional Bluff checks.

In the Web

While the PCs are exploring the web passages or the areas specifically noted within the Demonweb, use the following table, rolling 1d20 once per hour.

d20	Encounter	Source
1–2	1 Huge monstrous spider (EL 4)	*MM* 289
3–4	1 chwidencha (EL 9)	Page 67
5–9	Standard drow patrol (EL 12)	See below
10–12	2 yochlols (EL 10)	Page 142
13–20	No encounter	

Outside the Web

If characters explore areas off the map or the strands between the passages, use the following encounter table, rolling 1d20 once per hour:

d20	Encounter	Source
1–2	2 sporebats (EL 12)	Page 68
3–5	2 vrocks (EL 11)	MM 48
6–9	1 Lolth-touched Gargantuan monstrous spider (EL 9)	*MM* 289, *MM4* 92
10	1 or 2 dread harpoon spiders (EL 10 or 12)	*MM3* 81, *MM4* 92
11–12	2 varragoins (1 rager and 1 arcanist) (EL 13)	*Fiend Folio* 181
13–20	No encounter	

ARRIVAL CHAMBER

Rule-of-Three assures the PCs that the Demonweb portal will drop them near the priestess they seek . . . but of course, specific directions would be impossible given that Lolth's Web changes at the goddess's whim. See The Demonweb (First Visit) map (page 53) for the layout at this time.

The portal from Sigil drops the party here without much transition. Read:

Suddenly the noise of Sigil is gone, and you are in a chamber seemingly made of webs. The air smells slightly acidic, and the tunnel is about 50 feet wide here. The only marker of the portal is the presence of bones, hundreds of them, all chewed at the ends with the marrow sucked out of every one. Tufts of hair lie everywhere among the bones.

A DC 22 Search check turns up a dwarf beard-ring that the drow overlooked. It is made of gold and worth 400 gp because of its high quality.

An iron pyramid, a bronze star, and a blue crystal cube are inscribed into the floor here. These are linked to the Demonweb teleportation keys described on page 54.



Leaving and Returning: Leaving through this portal is just as easy as entering, and it returns the party to Sigil in the temple district, where the people leaving and entering are watched. If the characters are not on a list of known drow allies, the portal is sealed the next time they return. In addition, when they return to the old location, they might meet yugoloth mercenaries, ready with an ambush (encounter B3, page 32).

The portal in Sigil will have moved. A DC 23 Gather Information check reveals its new location, and an *analyze portal* spell reveals its new key.

In addition, each time the PCs leave, at least one (and possibly several) of the passageways has shifted when they return. This shifting is normal; the connections between the areas on the map are temporary, spun up from the fabric of the Demonweb (some say, built by Lolth-touched spiders) and eventually collapsing back into the mists.

Once the PCs have left the Demonweb for more than a day, use The Demonweb (Second Visit) map on page 115. If they use the portal frequently, generate your own version of the Demonweb using the Ambassador's Map (page 219) as a guide to the ever-changing connections and patterns.

THE DEMON SHRINE

If the PCs enter the shrine, read:

This empty chamber contains an entire temple complete with pillars, an arched cathedral-style ceiling, and stained glass windows depicting spiders and their prey. At the center of the room is an altar

conveniently fitted with shackles and a catch basin for blood, lying underneath the fangs of an enormous spider sculpture of Lolth that hangs from the ceiling.

The image of Lolth here is suspended from spider silk ropes; it is made of hammered silver and worth 15,000 gp or more for its masterful workmanship. If it is cut down (or dropped), it is likely ruined, because its legs are fragile and the whole statue is hollow. Even if it can be transported, the leg span is 10 feet in diameter, making it a tough item to lug about. It weighs just 40 pounds, but most parties will be happy to take only its eight garnet eyes, worth 150 gp each.

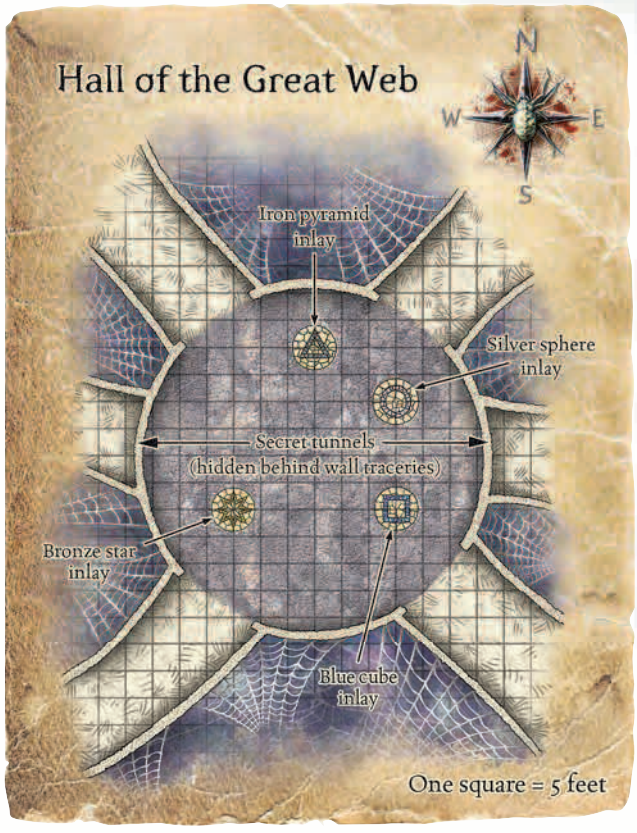
A 24th-level *unhallow* effect (cast by Eclavdra) emanates in a 40-foot radius from the altar. In addition to the usual *magic circle against good* and turning check effects, anyone in the area who does not worship Lolth is subject to a *bane* spell (Will DC 19).

A secret passage (Search DC 20) is hidden behind one of the stained glass windows. The entire window swings into the temple, revealing a 20-foot-wide passage leading away from the arrival portal. This leads to encounter D4: Priestess and Acolyte (see page 70).

A silver sphere, a bronze star, and a blue crystal cube are inscribed into the floor here. These are linked to the Demonweb teleportation keys described on page 54.

In addition, a small gold horn icon lies among the webs that line the walls of the Shrine (Search DC 25). This is the portal key to the planar door to the Iron Wastes (see page 64 for more about planar doors and their keys).





HALL OF THE GREAT WEB

If the PCs enter the Hall of the Great Web, read:

The black hemispherical room is the junction of several passages, and its floor is polished black marble marked with silver lines and shapes. Two sections of the wall are covered with silver-and-iron scrollwork that resembles webbing; these two meet at the center of the dome overhead. The floor wriggles slightly underfoot.

The entire hall radiates faint evil and faint transmutation magic. Creatures changing forms here (such as a yochlol assuming an alternate form) can shift between forms as a free action rather than a standard action.

With a DC 17 Wisdom check, a character can interpret the abstract pattern of inlays in the floor as a map of this section of the Demonweb. The circles are rooms or junctions; the squares are portals, and the lines are the passageways themselves. This map updates itself every time the Demonweb changes (see page 52 for details of the Demonweb's shifting connections).

An iron pyramid, a silver sphere, a bronze star, and a blue crystal cube are inscribed into the floor here. These are linked to the Demonweb teleportation keys described on page 54.

The walls here are covered with silver-and-iron scrollwork that resembles webbing. Anyone climbing up those walls can find passageway entrances leading to the frayed and vermin-infested area of Spiderhome (encounter D6) and to the palrethee magma gate (encounter D7).

ENCOUNTERS D1–D10

Encounter areas D1, D2, D3, D5, D6, D7, D8, and D9 are all locations the characters might wander into as they search for the priestess Lissondra. Each of these areas contains aggressive Abyssal creatures that are only too happy to see fresh mortal meat appear in their lairs.

Lissondra has a laboratory in area D4. Depending on how the PCs approach her and her sorcerer companion, she can be an ally or an enemy to the characters.

D10: The Goddess Comes! is a special encounter that should be triggered if the PCs spend too much time in the Demonweb after meeting Lissondra. It can also be used in the unlikely event that the PCs defeat the giant at the Black Gate (encounter D9) and have acquired a means of opening the door (or if they seem intent on doing so at this time). The characters should remember the words of the prophecy ("Flee when the goddess shakes her web") and leave the Demonweb before the Hammer of Lolth catches up with them.

THE FANE OF ECLAVDRA (EL 18)

PCs who enter this area behold the Fane. Read:

This expansive natural cavern apparently serves as a major anchor for the Demonweb. Below an intricately carved basilica roof stands a three-towered obsidian-carved citadel surrounded by a web-filled chasm. The highest tower reaches three stories and is surmounted by an open turret.

The three-towered citadel houses ninety-nine accomplished drow warriors and clerics who serve Eclavdra, the epic-level ruler of Lolth's forces on the layer. Luckily for PCs intent on entering the Fane, Eclavdra is currently absent, though her underlings are capable of overcoming PCs who attempt to enter the Fane by force. The drow noted below and on the maps are those in the Fane when the PCs arrive; the rest are out on standard patrol duty or off duty in the underground barracks.

DM Caution: The first time the characters glimpse the Fane, be sure to impress on them its size and the number of drow evident within. If the party tries to crack the Fane without stealth, magical disguises, or verbal subterfuge, failure is assured. PCs not immediately killed in a full-on assault linger only to face torture in the drow dungeons. See the area description and maps below, plus several strategies the PCs might adopt to penetrate the Fane without triggering an armed conflict that would spell their doom.

Eclavdra

Lolth's chief diplomat and the supreme mortal ruler of her organization and multiworld religion is Eclavdra (CE female drow cleric 23; *Epic Level Handbook* 306), a ravishing priestess known for cruelty and complex scheming. Utterly without compassion and always thinking three moves ahead, Eclavdra ruthlessly eliminates rivals before they become threats, and her willingness to manipulate and discard her subordinates impresses even Lolth. She usually wears a sardonic sneer, but when in the presence of great planar personages, she softens and shows diplomatically appropriate deference.

Eclavdra fell out of favor with Lolth in recent decades, after her alliance with the Elder Elemental God jeopardized Lolth's attempt to bring the world of Oerth into her Demonweb. Thereafter, Eclavdra appeared to abandon Lolth by serving as an ambassador of the demon prince Graz'zt, perhaps at the urging of the demon lord Verin. Eclavdra ultimately seduced and betrayed Graz'zt, thus regaining her status as Lolth's favored mortal and earthly high priestess. The Queen of the Demonweb Pits admires ambition above loyalty and counts Eclavdra as one of the most ambitious denizens of the Abyss.

Eclavdra is visiting another plane when the party first visits. She might be present on a future occasion if the party returns.

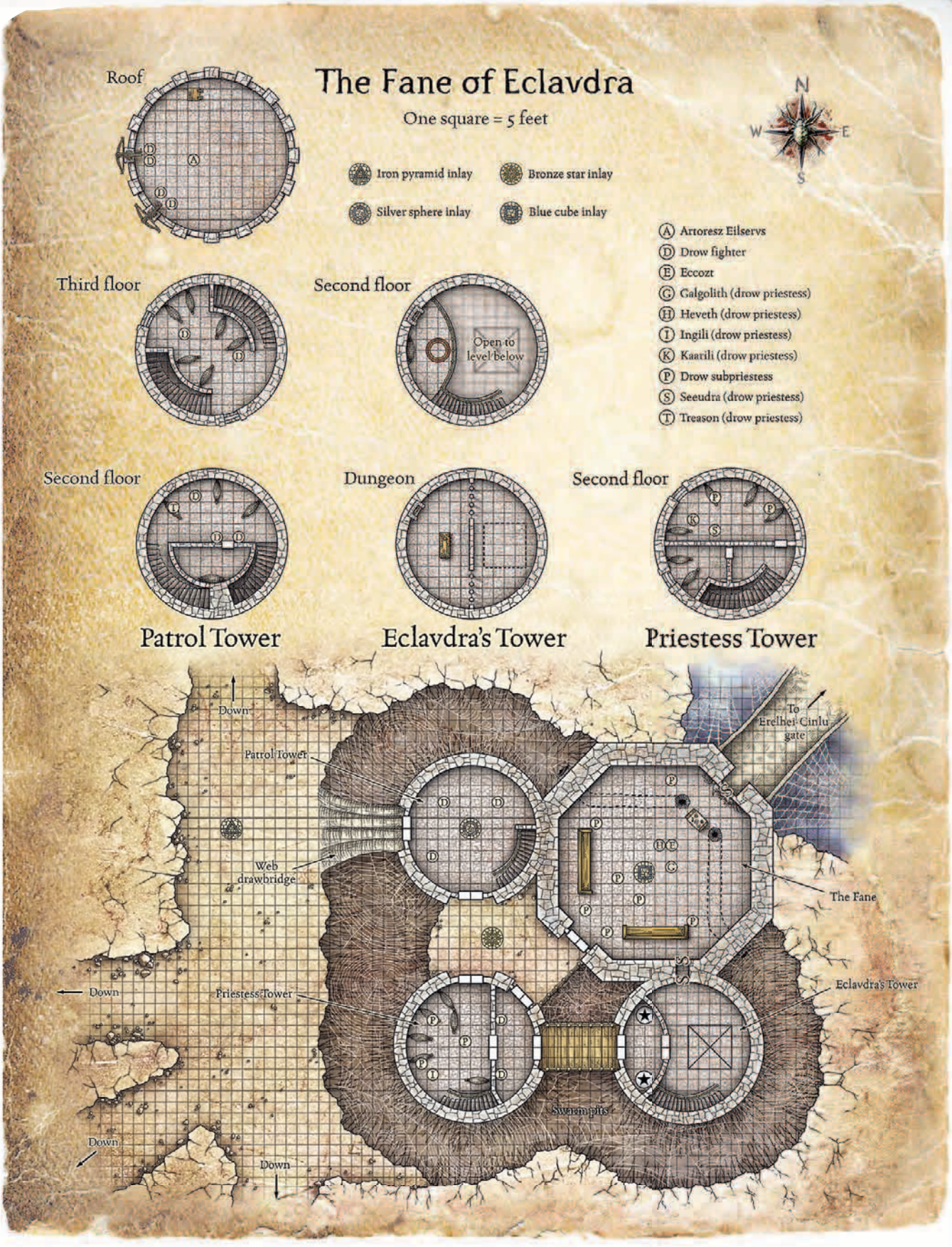
The Warriors

In addition to Eclavdra and the yochlols, Lolth relies upon a network of lesser lieutenants, each with responsibility over a specific portion of the Demonweb. The warrior Eccozt is in charge of the Fane of Eclavdra and this area of the web during Eclavdra's absence; other sections of the Demonweb (not presented in this adventure) are under the rulership of Minolin (CE female drow cleric 12/fighter 9), Riklaunim (CE male drow fighter 5/wizard 16), and Adinirahc (CE male drow cleric 14/fighter 4).

Eclavdra's warriors make frequent patrols throughout the layer. Seventy of them are 4th-level fighters, led by nine 8th-level captains. Artoresz Eilservs, the captain of the crossbow guards, never leaves the Fane. These all coordinate under the authority of the fighter/rogue/blackguard commander Eccozt, a male half-fiend drow. The 8th-level fighter captains have iron pyramid teleportation keys, Artoresz has a silver sphere teleportation key (which he never uses, bestowed as acknowledgement of his station), and Eccozt carries a bronze star teleportation key. For details of these keys and their use in this section of Lolth's Web, see page 54.

The Priestesses

The clerics are fewer in number but more fanatical and very skilled: twelve are relatively humble 5th-level subpriestesses, but the remaining six are 9th-level whip priestesses, named Heveth, Galgolith, Ingili, Kaarili, Seeudra, and Treason. The whip priestesses run the services in the Fane, administer discipline in the ranks, and keep the fear of Lolth instilled in all her servants here. Currently favored by Eclavdra, the priestess Treason carries one of the blue cubes that enables her to teleport instantly between locations as described on page 54. The other whip priestesses carry bronze stars, and the subpriestesses carry silver spheres.


The Fane of Eclavdra
One square = 5 feet
N
W
E
S
Iron pyramid inlay
Bronze star inlay
Silver sphere inlay
Blue cube inlay
Roof
Third floor
Second floor
Open to level below
Ⓐ Artoresz Eilservs
Ⓓ Drow fighter
Ⓔ Eccozt
Ⓖ Galgolith (drow priestess)
Ⓗ Heveth (drow priestess)
Ⓘ Ingili (drow priestess)
Ⓚ Kaarili (drow priestess)
Ⓟ Drow subpriestess
Ⓢ Seeudra (drow priestess)
Ⓣ Treason (drow priestess)
Second floor
Dungeon
Second floor
Patrol Tower
Eclavdra's Tower
Priestess Tower
Down
Patrol Tower
To Erelhei-Cinlu gate
Web drawbridge
The Fane
Down
Priestess Tower
Eclavdra's Tower
Swarm pits
Down
Down

Eccozt — CR 13

hp 78 (10 HD); **DR** 5/magic

Male half-fiend* drow fighter 4/rogue 3/blackguard 3
* *MM* 147
CE Medium outsider (augmented humanoid)
Init +9; **Senses** darkvision 120 ft.; Listen +13, Spot +13
Aura despair (10 ft., –2 saves), evil
Languages Common, Abyssal, Draconic, Dwarven, Elven, Goblin, Kuo-toan, Undercommon

AC 21 touch 15, flat-footed 16
Immune sleep, poison
Resist acid 10, cold 10, electricity 10, fire 10, evasion; **SR** 21
Fort +11, **Ref** +11, **Will** +7 (+9 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 30 ft. (6 squares), fly 30 ft. (average)
Melee +2 *rapier* +17/+12 (1d6+8/18–20 plus poison) and bite +10 (1d6+3) or
Melee bite +15 (1d6+3) and 2 claws +10 each (1d4+6) or
Melee +2 *rapier* +17/+12 (1d6+8/18–20 plus poison)
Base Atk +9; **Grp** +15
Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack; poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), sneak attack +2d6, smite good 1/day (+1 attack, +3 damage), smite good 1/day (+1 attack, +10 damage)
Special Actions rebuke undead 4/day (+5, 2d6+1, 1st)
Combat Gear drow poison
Spell-Like Abilities (CL 10th):
At will—*detect good*
4/day—*darkness*
3/day—*poison* (+15 melee touch, DC 16)
1/day—*contagion* (+15 melee touch, DC 15), *dancing lights, desecrate, faerie fire, unholy blight* (DC 16)
Blackguard Spells Prepared (CL 3rd):
1st—*cure light wounds*, *magic weapon*

Abilities Str 22, Dex 21, Con 15, Int 20, Wis 13, Cha 12
Possessions combat gear plus +1 *leather, +1 buckler, +2 rapier,* 125 gp, bronze star teleportation key
SQ trapfinding, trap sense +1, dark blessing
Feats Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Improved Sunder, Iron Will, Power Attack
Skills Bluff +7, Climb +16, Diplomacy +12, Heal +14, Hide +18, Intimidate +16, Jump +17, Knowledge (religion) +17, Listen +13, Ride +18, Search +16, Sleight of Hand +11, Spot +13, Swim +15, Tumble +14

Aura of Despair (Su) Enemies within 10 feet of Eccozt take a –2 penalty on all saving throws.
Aura of Evil (Ex) Eccozt's aura of evil (see the *detect evil* spell) is equal to that of a 3rd-level cleric.
Smite Good (Su) Eccozt can attempt to smite good with one normal melee attack. He adds +1 to his attack roll and deals an extra 3 points of damage. If Eccozt accidentally smites a creature that is not good, the smite has no effect, but the ability is still used up for that day.
Smite Good (Su) Once per day, Eccozt can make a melee attack with an additional +1 bonus to deal an extra 10 points of damage against a good foe.
Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds Eccozt for 1 round. In addition, he takes a –1 circumstance penalty on all attack rolls, saves, and checks while operating in bright light.
Dark Blessing (Su) Eccozt gains a +1 bonus on saving throws.

Heveth, Galgolith, Ingili, Kaarili, Seeudra, and Treason — CR 10

hp 52 each (9 HD)

Female drow cleric 9
CE Medium humanoid
Init 5; **Senses** darkvision 120 ft.; Listen +10, Spot +8
Languages Common, Elven, Undercommon, Abyssal, Yugoloth

AC 17, touch 11, flat-footed 16
Immune sleep
SR 20
Weakness light blindness
Fort +7, **Ref** +4, **Will** +10 (+12 against spells and spell-like abilities); +2 against enchantments

Speed 20 ft. (4 squares) in breastplate; base speed 30 ft.
Melee +1 *mace* +9/+4 (1d6+3 plus poison)
Space 5 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +8
Spell-Like Abilities (CL 9th):
1/day—*dancing lights, darkness, faerie fire*
Atk Options poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), smite 1/day (+4 attack, +9 damage)
Special Actions rebuke undead 6/day (+3, 2d6+12, 9th)
Combat Gear drow poison, *potion of remove disease, potion of remove paralysis*
Cleric Spells Prepared (CL 9th):
5th—*false vision*[D], *insect plague*
4th—*confusion*[D] (DC 18), *dismissal* (DC 18), *giant vermin, inflict critical wounds* (DC 18)
3rd—*bestow curse* (DC 17), *blindness/deafness* (DC 17), *contagion*[D] (+8 melee touch, DC 17), *helping hand, magic circle against law*
2nd—*death knell, gentle repose, hold person* (DC 16), *invisibility*[D], *sound burst* (DC 16), *spiritual weapon*
1st—*bane* (DC 15), *deathwatch, divine favor, endure elements, inflict light wounds*[D] (+8 melee touch, DC 15), *protection from good*
0—*cure minor wounds, detect poison, guidance, mending, purify food and drink, resistance*
D: Domain spell. Deity: Lolth. *Domains:* Destruction, Trickery.

Abilities Str 15, Dex 13, Con 12, Int 15, Wis 19, Cha 17
Feats Improved Initiative, Improved Unarmed Strike, Run, Scribe Scroll
Skills Bluff +10, Concentration +3, Diplomacy +7, Disguise +6 (+8 acting), Intimidate +5, Jump +3, Listen +10, Search +6, Sense Motive +12, Spot +8
Possessions combat gear plus +1 *breastplate, +1 mace,* 80 pp, 104 gp, bronze star teleportation key (Treason has a blue cube teleportation key)
Smite (Su) Once per day, a whip priestess can make a single melee attack with a +4 bonus on the attack roll and a +9 bonus on the damage roll. She must declare the smite before making the attack.
Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

12 Subpriestesses **CR 6**

hp 36 each (5 HD)

Female drow cleric 5
CE Medium humanoid (elf)
Init +1; **Senses** darkvision 120 ft.; Listen +4, Spot +4
Languages Elven, Undercommon, Abyssal, Common

AC 16, touch 11, flat-footed 16
Immune sleep
SR 16
Fort + 5, **Ref** +1, **Will** +8 (+10 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 20 ft. in breastplate (4 squares), base speed 30 ft.
Melee mwk heavy mace +6 (1d8+2 plus poison)
Base Atk +3; **Grp** +5
Atk Options poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), smite 1/day (+4 attack, +5 damage)
Special Actions rebuke undead 6/day (+5, 2d6+8, 5th)
Combat Gear drow poison, *potion of cure light wounds*
Cleric Spells Prepared (CL 9th):
3rd—*blindness/deafness* (DC 17), *contagion*[D] (+5 melee touch, DC 17), *dispel magic*
2nd—*invisibility*[D], *shatter* (DC 16), *sound burst* (DC 16), *spiritual weapon*
1st—*divine favor, endure elements, inflict light wounds*[D] (+5 melee touch, DC 15), *protection from good, magic weapon*
0—*cure minor wounds, detect poison, guidance, purify food and drink, resistance*
D: Domain spell. Deity: Lolth. *Domains:* Destruction, Trickery.

Abilities Str 15, Dex 13, Con 12, Int 15, Wis 18, Cha 17
Feats Toughness (3)
Skills Bluff +4, Concentration +9, Knowledge (religion) +9, Spellcraft +10
Possessions combat gear plus masterwork heavy mace, breastplate

ENTERING THE FANE WITHOUT A FIGHT

Unless the PCs stumble upon Eclavdra's Fane ignorant of its significance (noted by Lissondra in area D4 and/or by Gryfalcon in Sigil), they probably have some sort of plan or combination of plans for gaining entry on the sly.

Entering by Stealth: This is by far the best approach, since it takes extraordinary skill to bluff the suspicious drow. PCs who wish to sneak into the fortress must first beat the four crossbow guards' Spot check result of 17 to sneak into the cavern of the Fane. Getting across the web-filled moat surrounding the castle requires flight, clever rope use, or a series of three Climb checks (respectively DC 17, 20, 23 to clamber along the side walls and up to the ceiling, then a drop down into the open courtyard).

From there, PCs are best served by opening the doors to the Priestess Tower. Two 4th-level drow warriors guard the vestibule and must either be evaded or quietly dealt with. If PCs engage these two drow, one or both cry out an alarm after 1 round of combat. At that juncture, the entire Fane's defensive force begins to mobilize against them, beginning with the subpriestesses in the next chamber. They could still attempt to rush into Eclavdra's Tower and locate the key before Eccozt, a sortie of priestesses, and hordes of drow warriors locate them.

Of course, if the PCs take out the two guards quietly, they can continue their stealthy attempt to infiltrate Eclavdra's Tower.

Climbing down into the spider-filled pits and going up the other side stirs up a ten-thousand-spider swarm (see page 80).

Accessing the drawbridge requires casting *web* at the patrol tower or releasing the drawbridge manually from within the tower. Alternatively, if the PCs successfully use subterfuge and the password as described below, the drow in the patrol tower lower the web bridge.

Entering by Subterfuge: As described under Random Encounters, PCs have a small amount of leeway in dealing with drow they encounter if they resort to disguise and/or are quick-witted. The four crossbow guards on top of their tower (as described below under Patrol Tower) automatically see PCs who wish to make their presence known near the Fane.

The PCs must succeed on three Bluff (or Diplomacy) attempts opposed by the Sense Motive checks of three different drow.

Bluff One: One guard calls down from the crenellated crown of the three-story turret in Undercommon, "Name your purpose for approaching Eclavdra's Fane!"

PCs can attempt a Bluff check opposed by Sense Motive. If PCs are in drow disguise, they gain a +2 bonus on their Bluff attempt (the guards are too far away to make an opposed Spot check at this juncture). On a failed check, the guards sound the alarm; roll initiative. PCs are best served by retreating and trying a different tack.

Bluff Two: If the PCs succeed on their initial Bluff check, the guards call up Artoresz to parley with the PCs. This is where the PCs can attempt to spin their guile into at least a halfway believable story about why they should be allowed to enter Eclavdra's personal tower. Once they've crafted their tale, allow the PCs one more Bluff check opposed by a Sense Motive check by Artoresz. If PCs know the password ("Eight eyes and a black heart") they gain a +5 bonus on this Bluff attempt. Depending on what you think of the characters' story, you can further modify their Bluff check, ranging from –2 to +2.

Bluff Three: If things continue to go well, the web drawbridge lowers and the gates at the base of the patrol tower swing wide. Three drow fighters on the ground floor level escort them into the open courtyard that prominently displays the bronze star mosaic. In a flash of smoke, Eccozt appears on the mosaic, demanding to know the PCs' story. One more Bluff check by the PCs opposed by Eccozt's Sense Motive, and the PCs are home free—they are allowed 10 minutes and 10 minutes only inside Eclavdra's tower, and Eccozt insists on accompanying them. See Eclavdra's Tower, below.

STARTING A FIGHT

In the second round after any fight with crossbow guards on the patrol roof begins, a DC 22 Spot check by any of the PCs reveals dozens of drow assembling behind the arrow slits in the lower tower.

In the third round, two powerful-looking drow (Eccozt and Artoresz) appear at the top of the patrol tower and either join the fight against PCs who remain at a distance or deal with any PC who has physically made it to the tower top.

In the fourth round, PCs are attacked with a barrage of thirty hand crossbow bolts from every window and arrow slit piercing the sides of the patrol tower. Though fired from a variety of drow, for simplicity's sake assign every roll a +7 attack bonus (which includes one range increment penalty, on average). This barrage repeats every round PCs remain in the cavern.

In the fifth round, the whip priestesses unleash a ten-thousand-spider swarm (see page 80) against the PCs.

The fight continues until the PCs flee the cavern or die, or—by some wonder—defeat all the defenders of the Fane.

The Fane of Eclavdra Map

The letters in **(bold)** below refer to the creature's positions on the Fane of Eclavdra map (page 59). This tower is guarded by twelve 4th-level drow fighters **(D)**, the arcane archer Artoresz **(A)**, and the whip priestess Treason **(T)**. Use the patrol drow on page 55 for the fighters, the statistics below for Artoresz, and the description above for the priestess.

The door at the base of the tower is always locked (Open Lock DC 23).

PATROL TOWER

Four drow fighters guard the top of the tower at any given time; Artoresz reviews the tower-top on a regular basis but doesn't demean himself by standing watch. Two heavy crossbows are mounted on the top of the tower.

A silver sphere is inscribed into the bottom floor in this tower. This is linked to the Demonweb teleportation keys described on page 54.

The Crossbow Guards: The two heavy crossbows here are fired by a standard patrol of four drow fighters. They each have 120-foot darkvision and a +7 Spot modifier. Their leader, the arcane archer Artoresz of the House Eilservs, appears on the roof in 1d4 rounds, ready to fend off intruders. As a drow, Artoresz joined the arcane archer prestige class using hand, light, and heavy crossbows rather than with the usual shortbows or longbows.

The guards are on the lookout against stealthy invaders, and call out a challenge to strangers they notice (as described above in Entering the Fane without a Fight). Because their weapons are secured on swivel mounts on the top of the tower battlements, they fire with a +1 circumstance bonus on the attack roll. They reload using the Rapid Reload feat and poisoned bolts, and so fire one each round with a total bonus of +15/+10 for Artoresz's ranged attack and +9 for regular members of the crew. Artoresz's bolts are imbued with *color spray, faerie fire,* and *shocking grasp* (typically in that order).

Under Artoresz's command, the crossbow crew fights more loudly and with better teamwork than most drow; they have been trained to shout to alert the rest of the Fane to danger, and they work together to speed up loading, target acquisition, and firing.

The heavy crossbow crews gain a cover bonus when they are firing between the tower battlements at targets at ground level (+4 to AC).

WEB DRAWBRIDGE

The two inner towers are protected by a spider pit, which also serves as a breeding ground for phase spiders and Lolth-touched spiders of all kinds. The pit is filled with webs and spiders, but a bridge of carefully spun spider silk can be lowered at this location to span the pit when the drow wish to carry something heavy in or out of the inner towers or the Fane itself.

Anyone entering the pit/moat meets Lolth-touched spiders as described on page 72.

An iron pyramid is inscribed into the floor in front of the drawbridge. This is linked to the Demonweb teleportation keys described on page 54.

SWARM PITS

The deepest portion of the spider pits that surrounds the inner towers is the swarm pits, which are home to the ten-thousand-spider swarms that plague visitors. Anyone entering this area releases such a swarm (see page 80). The lower sections of the swarm pits connect directly to the Fane, but passing through those narrow, 3-foot-high tunnels means taking swarm damage each round while making no more than a double move.

PRIESTESS TOWER

This 50-foot-tall tower currently holds the three 9th-level whip priestesses Ingili **(I),** Kaarili **(K),** and Seeudra **(S)** and five 5th-level subpriestesses **(P)**. Both sets of double doors that lead into the priestesses' main tower chamber are locked (Open Lock DC 30).

Two 4th-level drow guards **(D)** stand watch in the vestibule opening onto the covered tunnel that connects the priestess tower with Eclavdra's tower.

A bronze star is inscribed into the ground between the patrol tower and priestess tower. This is linked to the Demonweb teleportation keys described on page 54.

ECLAVDRA'S TOWER

This tower has witnessed the heights and depths of drow power and intrigue. Eclavdra's chambers fill this structure, but the cleric's business keeps her away from the complex more than 70% of the time. When in residence, the high priestess Eclavdra keeps four 8th-level male drow fighter favorites here as lovers. She also retains attendants worthy of her: two yochlols (see page 142) and two whip priestesses (see the stats above, page 61). She usually lounges on a throne on top of a 30-foot-tall stone pyramid, scolding her inferiors for their indolence while at the same time bolstering their enthusiasm for the worship of Lolth and the defense of the Demonweb.

Artoresz Eilservs **CR 10**

hp 82 (9 HD)

Male drow fighter 5/sorcerer 2/arcane archer 2
CE Medium humanoid
Init 4; **Senses** darkvision 120 ft.; Listen +21, Spot +18
Languages Abyssal, Common, Elven, Undercommon, Drow Sign Language, Goblin; empathic link

AC 21, touch 14, flat-footed 17 or 25 (as above with +4 bonus from cover)
Immune sleep
SR 20
Weakness light blindness
Fort +9, **Ref** +8, **Will** +8 (+10 against spells and spell-like abilities); +2 against enchantments

Speed 30 ft. (6 squares)
Melee mwk rapier +12/+7 (1d6+4/18–20 plus poison)
Ranged *+2 heavy crossbow* with *+1 bolt* +14/+9 (1d10+2/19–20)
Space 5 ft.; **Reach** 5 ft.
Base Atk +7; **Grp** +11
Atk Options Far Shot, Point Blank Shot, Precise Shot, Rapid Reload, Still Spell; enhance arrow +1, poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Special Actions *imbue arrow*
Combat Gear drow poison
Spell-Like Abilities (CL 9th):
1/day—*dancing lights, darkness, faerie fire*
Sorcerer Spells Known (CL 2nd):
1st (5/day)—*color spray* (DC 12), *shocking grasp* (+11 melee touch)
0 (6/day)—*daze* (DC 11), *flare* (DC 11), *ghost sound* (DC 11), *light, mage hand*
Abilities Str 18, Dex 19, Con 15, Int 17, Wis 14, Cha 13
SQ share spells with familiar
Feats Alertness, Far Shot, Iron Will, Point Blank Shot, Precise Shot, Rapid Reload, Still Spell, Weapon Focus (heavy crossbow)
Skills Bluff +8, Concentration +12, Diplomacy +3, Disguise +1 (+3 acting), Intimidate +9, Jump +11, Listen +21, Ride +16, Search +11, Spot +18, Survival +2 (+4 following tracks), Use Rope +15
Possessions combat gear plus *+1 chain shirt*, *+1 light steel shield*, *+2 heavy crossbow* with 22 *+1 bolts*, masterwork rapier, 5 pp, 291 gp, silver sphere teleportation key

Artoresz's bat familiar, Flaptooth: hp 41 (*MM* 268)
Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.
Enhance Arrow (Su) Every nonmagical bolt Artoresz nocks and lets fly becomes magical, gaining a +1 enhancement bonus.
Imbue Arrow (Sp) Artoresz can place *color spray, darkness, faerie fire,* or *shocking grasp* upon a bolt. When the bolt is fired, the spell's area is centered on where the bolt lands, even if the spell could normally be centered only on the caster. This ability allows him to use the crossbow's range rather than the spell's range. It takes a standard action to cast the spell and fire the bolt. The bolt must be fired in the round the spell is cast, or the spell is wasted.

Fortunately for the party, Eclavdra is currently away on the Material Plane, since she is Lolth's emissary there and she must make the goddess's attention felt throughout the Underdark. If you need her for a combat encounter, she is a CR 23 opponent described on page 306 of *Epic Level Handbook* (but is best reserved for a future adventure). In her absence, Eclavdra demands that her tower be left empty of guards and priestesses who might try to steal her secrets. Only Eccozt is permitted inside while Eclavdra is gone, and that only to attend to any prisoners who might be in the dungeon at the time.

The covered tunnel leading from the priestess tower connects (through elaborately carved double doors) onto the ground floor audience chamber, which is flanked by two large ebony statues of Lolth.

Main Floor: The double doors opening into Eclavdra's tower are locked (Open Lock DC 33). They open into a chamber floored with white marble. This is an audience chamber, featuring Eclavdra's pyramid. Braziers glow with coals, providing material components, incense, and heat. A spiral stair provides access to the upper floor. A lever hidden in a panel on the pyramid-throne (Search DC 25) moves the entire structure, revealing a pit below.

The Drow Dungeon: A pit in the center of Eclavdra's tower under her pyramid leads down to the dungeon area. Solitary prisoners are stripped of weapons, spell components, and armor, and thrown down. The entire pyramid slides over them again to cover up the pit.

The dungeon contains a holding room (beneath the pit in the ceiling) and the torture room. The various knives, iron brands, and other items are put to use after three or four days, when the lack of water in the dungeon has weakened a prisoner enough that he or she is not much of a threat when a combat patrol opens the hatch and comes down to strap the victim to a torture table. (For more details, see the Captured by the Drow sidebar.)

The dungeon walls are solid stone (unlike the web passageways), and cannot be cut open.

Upper Floor: This is a half floor overlooking the main floor. It contains a spider silk hammock and a fireplace. Inscribed in the floor is a silver filigree summoning circle, which in turns surrounds an iron filigree summoning circle. Both inner and outer circles are set with random-looking sigils.

The Platinum Key

PCs who have spent the effort to break into the Fane should be looking for the Platinum Key. This artifact is the ultimate pass through the Demonweb. It opens both the Silver Door and the Black Gate, and anyone with it in his or her possession is assumed to be favored by Lolth.

The Platinum Key is not in planar phase with the tower, but can be brought into phase using the circle-in-circle inscribed in the floor. A DC 20 Search check reveals that both circles rotate independently, like metallic hoops set in oiled tracks. Another DC 20 Search check or a DC 20 Intelligence check reveals that the same symbols apparently repeat on the inner circle as on the outer circle, though not in the same order.

Counting the sigils reveals each rotating circle to be inscribed with 667 sigils.

A final DC 22 Search check or DC 22 Intelligence check reveals the followinf information: Only one symbol on the inner band does not match a symbol on the outer band. If both circles are rotated so that the nonmatching symbols line up for more than 10 seconds, the phase-shifted Platinum Key suddenly appears.

The PCs have acquired the item they seek.

THE FANE

This octagonal shrine to Lolth is more richly decorated than any other structure in the Demonweb. Every surface glistens with black lacquer, polished brass, silver framing and webwork, black candles, and softly glowing opals. When the party arrives, the two 9th-level whip priestesses Heveth **(H)** and Galgolith **(G)**, seven 5th-level subpriestesses **(P)**, and Eccozt **(E)** are here; Eccozt hurries to the top of the patrol tower to coordinate the battle at the first alarm.

The total value of the Fane's gems, precious metals, painted icons, and stone and metal statues is well over 90,000 gp, but it would take two days to pry it all loose. The accumulated riches weigh about 2,600 pounds. With a DC 22 Appraise check, the party could spend an hour and gather 9,000 gp of valuable items, weighing just 200 pounds. With a second hour spent and a DC 25 Appraise check of the more difficult items, the party could gain another 12,000 gp, weighing an additional 400 pounds. To gather more of the wealth after that point requires first a DC 24 Search check and then a DC 28 Appraise check.

If any of these Appraise checks fail, the party gets just 3,000 gp for that hour.

A blue cube is inscribed into the floor in this shrine. This is linked to the Demonweb teleportation keys described on page 54.

A secret door behind a bas relief (Search DC 20) reveals a passageway that leads to the Erelhei-Cinlu portal (page 65).

PLANAR DOORS AND KEYS

The metal planar doors leading from the Demonweb to Lolth's conquered worlds bear no markings whatsoever, and trial-and-error remains the best means of exploration without native cooperation. The doors the party might find in this adventure include portals to the elf realm of Caer Sidi, the drow city of Erelhei-Cinlu, the Iron Wastes, the Spiral Desert, the Red Forest, and the conquered mine pits of Truegard.

The planar doors in the Demonweb are all made of a transparent metal, with hardness 20 and 400 hit points each. They cannot be magically opened; they must be activated as gates in the Demonweb often are, by sacrificing a sentient creature's lifeblood and marking the door with it in the shape of Lolth's holy symbol. This information can be discovered with a DC 20 Knowledge (the planes) check or a DC 25 Knowledge (religion) check.

The doors also open with the use of magic portal keys. *Detect magic* or a DC 24 Spellcraft check reveals that these small objects radiate strong conjuration (creation) magic. Once used to cross and return through a planar door, a portal key vanishes from the user's possession to reappear in a random area of the upper Demonweb. The residents of the Demonweb, naturally, rarely bother with portal keys and merely slaughter a handy mortal or lesser demon when they want to open a door.

The keys to open these planar doors can be found in the following locations.

Plane	EL	Key Shape	Key Location
Caer Sidi	18	black sphere	D8: Whispering Corridor
Erelhei-Cinlu	10	silver cube	D1: Chwidencha
Iron Wastes	11	gold horn	Demon Shrine
Red Forest	12	red tree	D2: Blacklight Rookery
Spiral Desert	10	bronze pyramid	D7: Palrethee Demons
Truegard	11	white hammer	D6: Spiderhome

CAPTURED BY THE DROW

If the characters are overwhelmed and captured by the drow in the Fane, they are not immediately killed. Instead, the hateful drow keep them prisoners for a day or three, until dehydration weakens them. The drow ask them to reveal their source, and if multiple PCs are in their hands, they torture one of them in front of the others to attempt to gain information. Choose the victim randomly, unless the party contains an obviously lawful good character such as a paladin, ranger, or the priest of a lawful good deity.

Drow torture includes such pastimes as placing the victim in a spider pit (where he or she takes 3d6 points of damage plus exposure to poison each round), and slowly drowning the prisoner in blood (use the drowning rule, page 304 of the *Dungeon Master's Guide*). In each case, the other characters are forced to watch, and the victim of torture takes 1 point of Constitution damage for each such session. The drow torture their victims at least three times a day, often more, depriving them of sleep, water, and rest.

All prisoners must make a DC 20 Fortitude save each day or become fatigued from torture, abuse, and lack of food and water. Once fatigued, they must make DC 20 Fortitude saves each day or become exhausted. The cramped, cold, and wet conditions of the drow prisons do not allow sufficient rest to recover hit points from natural healing or to recover from fatigue and exhaustion, and are too vermin-infested and uncomfortable to allow arcane casters to recover spells. Divine casters recover spells normally, despite the conditions, if they make a DC 12 Wisdom check.

If answers are not forthcoming after a week or so, prisoners are transferred to area F9: Prison of the Yochlols.

From the other side, the planar doors are invisible. Anyone casting *detect magic* can locate the outline of the metal doors, though the portal remains incorporeal until someone casts *web* or *spider climb* to summon the door on the conquered plane.

PLANAR DOOR TO CAER SIDI (EL 18)

A doorway off Lolth's Demonweb leads to the Kingdom of Caer Sidi, located on an obscure Material Plane world. The portal opens to reveal overgrown woodland and, beyond that, a well-manicured garden surrounding a beautiful, turreted castle situated atop a small hill. The sky above is locked in an artificial twilight, the sun always tucked away behind a dark bank of clouds.

A community of just under one hundred elves calling themselves "the Pharisees" commands this castle, bolstered by an impressive army of hobgoblins, gnomes, and trolls. The neutral evil elves, led by the ambitious Duke Alfric (NE male elf fighter 7/wizard 11), make slaves of their world's dwarves, orcs, and kobolds, but greet visitors warmly with promises of a feast in their honor. The haughty Pharisees of Caer Sidi claim that their remote location makes each visitor a cause for celebration.

Duke Alfric and his cunning consort Meriven (NE female elf rogue 14) recently negotiated a truce with Lolth after an invasion that lasted nearly a decade. Alfric seeks to undermine Lolth and enthusiastically supports any of her enemies, donating minor magic items to the cause and even standing by during initial forays.

As the characters grow more and more powerful, however, Alfric betrays them in hope of currying favor with Lolth. He does so by asking them to complete an assassination mission, killing three "infiltrators" who are really Lolth's ambassadors. As soon as their hands are bloody, Alfric tries to turn the characters over to Gethshuq (see encounter F20) or another servant of Lolth. The party must fight to escape.

PLANAR DOOR TO ERELHEI-CINLU (EL 10)

A planar door off the Fane of Eclavdra leads directly to an ostentatious temple of Lolth overlooking the drow city of Erelhei-Cinlu, deep below a mountain range on Eclavdra's home world. The city rests within a vast chamber called the Vault of the Drow and is home to evil creatures such as illithids, rakshasas, and troglodytes. Demons such as glabrezu wander the streets without attracting undue attention.

Humans or dwarves who are not slaves are unusual enough to attract attention; in the temple, surface dwellers are usually sacrifices or servants. Disguises or *invisibility* spells are required to leave the temple of Lolth safely. Once the PCs leave the temple district and the wealthier sections of town, they can blend into the crowds. Surface elves are always attacked and cannot go anywhere in town undisguised.

While sneaking in and out of the well-attended temple is extremely dangerous, access to the sordid markets and arcane secrets of Erelhei-Cinlu might be worth the risk. The goods of the surface world and many more besides are available here at double the usual price. The PCs can secure a room at an inn, win cash in the gladiatorial arena, or buy food, weapons, and supplies. Unless they run out of cash or offend Lolth, this can be an area of relative safety (compared to the Demonweb, at any rate).

PLANAR DOOR TO THE IRON WASTES (EL 11)

This door leads to the 23rd layer of the Abyss, the Iron Wastes of Kostchtchie. The tower of the *Demon-Quelling Sword* (encounter C6, page 51) lies not far from here, giving the PCs another chance to acquire it if they missed their chance on Yggdrasil.

From the other side, the *Demon-Quelling Sword* can bring the PCs directly here from the frost giants' tower. It tells them how to make the portal visible with a *web* or *spider climb* spell and waits patiently for them to sacrifice a creature to open the door. If the PCs refuse, the sword grumbles and explains that the planar door can also be opened with a key, but it doesn't know what form the key takes. The sword is lying; it knows very well that the gold horn icon in the giants' tower opens this gate.

PLANAR DOOR TO THE RED FOREST (EL 12)

A door portal at this Demonweb anchor point leads to a forest of strangely red trees: Their trunks vary from dark yellow through orange to woody red, and their leaves are all purple or black, with silvery undersides. The undergrowth is normal green. The portal opens near a narrow forest trail, just wide enough for a horse.

On this world, a powerful sun god named Elishar (*Deities and Demigods* page 207) and his Soldiers of Light prestige class members protect a network of small gnome and human villages from the steady incursion of Lolth's forces. The drow live aboveground here, under the deep, dark canopy of the Red Forest. The human villagers live in the few cleared territories and look to Elishar's paladins and Soldiers of Light to protect them. The gnomes are torn between the two: Some work alongside the human followers of Elishar, others work for the drow. As an alternative to Elishar, use the sun god Pelor from the *Player's Handbook* and standard paladins.

Near the gate, the party meets a yochlol named Vonshar disguised as a human farmer. It tells the party that its village is controlled by a seemingly friendly warrior who secretly serves Lolth and keeps his people enslaved. If the PCs could capture and destroy him, they would free the people from tyranny and stem Lolth's tide on this world. The warrior, Lord Baraville of the Loireburg, will ride out from his summer palace to his winter hunting lodge soon. Perhaps the party could help with an ambush?

If the party goes along with Vonshar's plan, the drow arrive, all magically disguised, and help slaughter Lord Baraville and his knights. Once they have done so, they overrun the

Loireburg Castle and the town of Loiremark, burning and pillaging and planting seeds everywhere, seeds that magically sprout into yet more trees of the Red Forest that will soon cover this world completely.

If the PCs help Lord Baraville instead, they are given two rewards for their help: a *robe of eyes* and a *sunshield*, a *+3 light steel shield* that produces a *searing light* effect (CL 10th) three times per day.

PLANAR DOOR TO THE SPIRAL DESERT (EL 10)

A bronze star is inscribed into the floor in front of this portal. This is linked to the Demonweb teleportation keys described on page 54.

Lolth conquered this rocky wasteland on the Material Plane long ago, and it is now an entire continent of hunting desert spiders (for not all Lolth's children spin webs), many of them Gargantuan or Colossal in size. The drow here are nocturnal but live on the surface, coming up from thick adobe homes and bat-filled caves into the starlight each evening to tend their crops and conspire in Lolth's service. The desert spiders feed on the small birds, mammals, lizards, and other insects—and the occasional slave who wanders too close to the edge of the fields.

The portal opens onto the top of a plateau 150 feet above the level of the surrounding desert (a narrow, difficult winding path down can be found with a DC 24 Search check). The nearest town is called Satos, and the folk there have never seen dwarves, gnomes, or halflings; their slaves are all human, kobold, and thri-kreen. The city also contains tame Small, Medium, and Large hunting spiders (CR 1 and 2), which act as guard animals and keep the slaves from running off. The smartest among them can trigger a bell to ring if strangers approach, and there are enough of them to form a swarm if the town is attacked. During daylight hours, when the drow are deep in their adobe homes or the bat caves, it looks as if the spiders are the true inhabitants of the towns.

The drow here assume that the PCs are a group of escaped slaves and treat them accordingly, no matter what they claim. The best the party can do is defeat the two Gargantuan spiders (CR 8 each) that guard the slave pen during the day and free the slaves of Satos. This encounter is left for the DM to develop if the PCs pursue this side quest.

PLANAR DOOR TO TRUEGARD (EL 11)

A blue crystal cube is inscribed into the floor in front of this portal. This is linked to the Demonweb teleportation keys described on page 54.

The plane on the far side of this portal is one of dwarven misery and slavery. The citadels of Truegard guard the mine entrances that are the source of wealth and sorrow for the entire continent where once dwarves ruled. The citadels are now glorified ventilation shafts and wheelhouses, used to bring up ore and rock, and to remove the bodies of dead dwarves from the deeps.

One such wheelhouse citadel is visible from the portal "window." In view are an enormous steam engine, a flywheel fully 30 feet tall, and a winch that winds up 3 miles of iron cable, which is attached to a mine car that travels down a sloping shaft into the deep mine below. The mithral and adamantine found here are forged into weapons and armor that are enchanted by Lolth's priestesses and used on a dozen worlds under her sway.

The plane as a whole is overrun with drider overseers who have failed the Spider Queen and are here to prove themselves; they take their bitter rage out on the dwarves, who are whipped to death over the course of years or sometimes months. Every dwarf miner bears the marks of a whip, and none are allowed to grow long beards, the better to shame them.

A few open pit mines exist on Truegard as well, where dwarves carry out each load of ore by hand, but these are rare. The dwarves living on the surface rarely thrive, and the drow find the open pits disquieting and more difficult to secure against rebellion, smuggling, or sabotage.

Deep in the mine-pits, the yochlols rule over both driders and dwarves. The dwarves call them the "handmaidens," for fear of speaking their real names. The greatest of them is a yochlol cleric named Yscolene. If a disturbance of any kind occurs in the mine, yochlols arrive in pairs to sort it out (see their statistics on page 142). Any disturbance that lasts for more than a few minutes draws Yscolene's personal attention. (If combat ensues with Yscolene, use the statistics for Urialle presented on page 144.)

Possible adventure hooks include the following:

1) The Crippled Crane: Rebellious dwarves ask the party for help in destroying the main crane to the deep mines. Doing so gives the dwarves below time to organize a revolt. Without the crane, the drow and their servants cannot easily reach the lowest reaches of the mines to put down the revolt.

2) The Rightful Heir: Dwarves ask the party to rescue Regthor Longbeard, the rightful heir to the dwarf empire of Truegard, and now a hostage of the drow to ensure the good behavior of his subjects. Once rescued, he must be taken to Sigil, where Longbeard can recruit allies to free his people.

3) Drow Trickery: The yochlols are rivals for Lolth's affection, so it's possible to impersonate a drow priestess or other servant and play the rival yochlols against one another. If this tactic is pulled off exceptionally well, all the yochlols might turn on one another, or be tricked into "returning to the Demonweb" for promotion or punishment by the Spider Queen.

Chwidencha

Encounter Level 9

Setup

Use this encounter when the characters enter the chwidencha's territory. Ask the PCs to make Listen checks against the chwidencha's Move Silently +6 to hear it scuttling around.

The chwidencha scuttles forth and attacks any character who comes within 15 feet of it. At that time, roll initiative for all acting characters and the chwidencha.

If the PCs enter the chwidencha's territory, read:

You see a mass of hooked spider legs crawling along the ceiling just ahead of you; the thing is letting go of its grip, ready to drop on your heads.

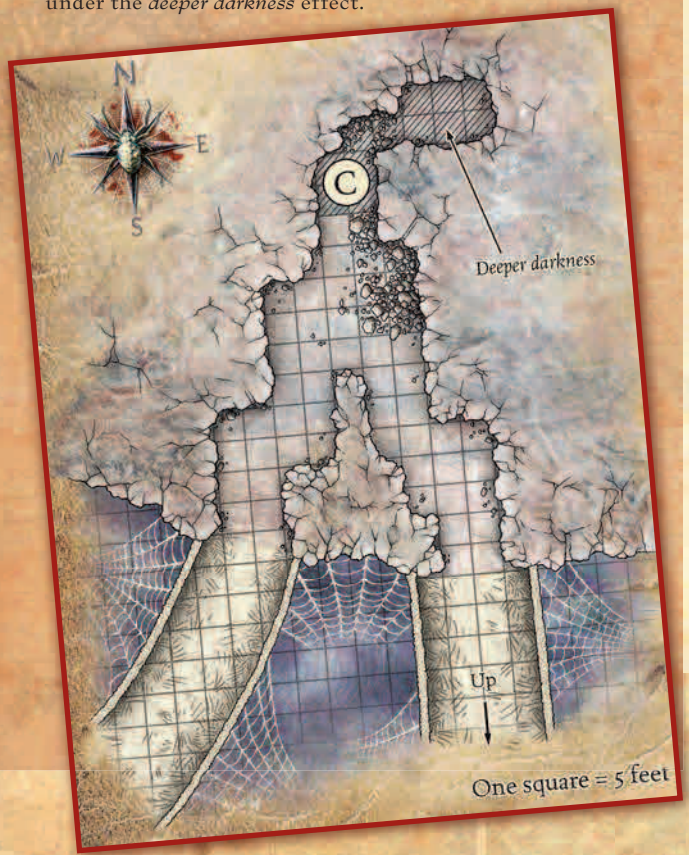
Tactical Map Details

Creature: The chwidencha (C) lurks in the darkness, waiting for food to come its way.

Rubble: The corridor contains rubble from the construction of a tomb for a drow priestess. Lifting a particular piece of rubble requires a DC 16 Strength check.

Parts of the area are covered in *deeper darkness*, as marked. The chwidencha navigates here with its tremorsense; one section hides the entrance to its lair. Finding the lair requires a DC 22 Search check, DC 12 if the *deeper darkness* is removed first.

Lair: The chwidencha's lair is hidden at the end of the tunnel under the *deeper darkness* effect.



Tactics

The chwidencha prefers to jump down from the ceiling, grab a party member, and retreat into the areas of *deeper darkness*. If it grabs hold of a Small creature, it can move half its speed while grappling and constricting. If it grabs a Medium creature, it can move just 1 square (plus a 5-foot step) each round.

Conclusion

If the chwidencha is defeated, the party is free to move through its home or use it as a hiding place for rest and recovery.

In addition, a small silver cube icon lies among the rubble of the chwidencha's lair (Search DC 25). This is the portal key to the planar door to the city of Erelhei-Cinlu (see page 64 for more about planar doors and their keys).

Chwidencha — CR 9

Fiend Folio 34
hp 129 (12 HD)

N Large aberration
Init +7; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +6, Spot +6
Languages Undercommon (understood but not spoken)

AC 21, touch 12, flat-footed 18
Fort +11, **Ref** +9, **Will** +11
Weaknesses vulnerability to sonic

Speed 30 ft. (6 squares), burrow 30 ft.
Melee 4 leg rakes +15 each (1d6+6/19–20)
Space 10 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +19
Atk Options constrict 3d6+9, improved grab

Abilities Str 22, Dex 17, Con 20, Int 3, Wis 16, Cha 3
SQ leg regeneration
Feats Great Fortitude, Improved Critical (leg rake), Improved Initiative, Lightning Reflexes, Weapon Focus (leg rake)
Skills Climb +9, Hide +3, Listen +6, Move Silently +6, Spot +6

Constrict (Ex) With a successful grapple check, a chwidencha can crush a grabbed opponent, dealing 3d6+9 points of bludgeoning damage.

Improved Grab (Ex) A chwidencha must hit an opponent of up to Medium size with two or more leg rake attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict its opponent as well as deal automatic leg rake damage.

Leg Regeneration (Ex) Foes can attack a chwidencha's legs, but only when those appendages are holding an opponent. A leg has an AC of 19 (touch 12) and can take 20 points of damage. The loss of a leg does not harm the creature (that is, the damage does not apply against its hit point total), and the chwidencha regrows the limb within a day.

Blacklight Rookery

Encounter Level 10 (12 or 13 on return visits)

SETUP

Use this encounter when the characters enter area D2. The first time the party enters the Blacklight Rookery, only a single sporebat nests here. The second time, there are two, the third time three, and so on.

A silver sphere is inscribed into the floor here. This is linked to the Demonweb teleportation keys (page 54).

If the PCs enter the rookery, read:

The passage ahead seems to have been torn apart by powerful forces—it looks crumpled in sections, and the floor is uneven, with cracks that let a breeze through. You realize that the corridor ahead is an intersection, and part of the ceiling is missing. You see webs, hundreds of them, in all directions above you.

TACTICS

These subterranean sporebats, adapted to lightless conditions, attack only creatures that enter their rookery (though they know better than to attack the drow) or exit the tunnels. A single sporebat uses its enervation ray repeatedly. If there are two or more sporebats, they use their enervation rays the first round, then one moves to melee while the other continues to use enervation. Sporebats do not pursue any creature into the tunnels.

CONCLUSION

If the sporebats are beaten back or defeated, refer to The Demonweb (First Visit) map on page 53 for additional locations in the Demonweb. If the PCs explore the sporebat nests, they might attempt a Search DC 25 check; if successful, they find a small, well-camouflaged clutch of sporebat seeds (worth 5,000 gp if handled carefully). If this combat lasts for more than 7 rounds, the PCs draw the attention of both a standard patrol and one of the 5th-level subpriestesses from the Fane of Eclavdra (page 58).

In addition, a small red tree icon lies in a crack in the floor of the rookery (Search DC 25). This is the portal key to the planar door to the Red Forest (see page 64 for more about planar doors and their keys).

Tactical Map Details

Creatures: The sporebats (S) hunt in the darkness between the tunnels.

Ceiling Opening: The open section is reachable with a DC 15 Climb check; the hole in the tunnel is 15 feet above floor level.

Outer Web: If the characters use the hole to leave the tunnels, see page 54 for a description of the web-filled void outside the passageways.

Sporebat — CR 10

Fiend Folio 161
hp 97 (15 HD)

N Medium plant
Init +9; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +20
Languages Sporebat
AC 15, touch 15, flat-footed 10
Miss Chance 50% camouflage
Immune critical hits, mind-affecting, fire, poison, sleep, paralysis, polymorph, stunning
Fort +11, **Ref** +19, **Will** +5

Speed 5 ft. (1 square), fly 60 ft. (good); Flyby Attack, Hover
Melee 2 claws +13 each (1d4+2) and tail rake +8 (1d4+1)
Ranged ray +16 touch (enervation)
Base Atk +11; **Grp** +13
Atk Options Cleave, Power Attack
Special Actions enervation ray

Abilities Str 14, Dex 21, Con 15, Int 8, Wis 11, Cha 4
SQ camouflage, plant traits (*MM* 313), silent
Feats Alertness, Cleave, Flyby Attack, Hover, Improved Initiative, Power Attack
Skills Listen +2, Spot +20

Camouflage (Ex) During any condition of natural illumination other than daylight, a sporebat can disappear into the shadows, giving it total concealment (50% miss chance).
Enervation Ray (Su) A sporebat can fire a brown enervation ray every other round at any target within 150 feet. As the *enervation* spell, CL 12th (DC 10).
Silent (Ex) Sporebats move in absolute silence .



Shifting Spiders

Encounter Level 9

SETUP

Use this encounter when the characters enter area D3. Every time the phase spiders appear or disappear, the web quivers beneath the party's feet.

If the PCs enter the shifting spiders' territory, read:

The web floor breaks apart into separate runs and ropes of webbing. Below and between the strands, you see the black yawning emptiness of the void. The tunnel picks up in several directions on the other side of this web.

TACTICS

The Lolth-touched phase spiders attack as soon as a single creature steps at least 30 feet into the webbing. They hope to catch their victims flat-footed. The spiders shift in around their victim, make a round of flanking bite attacks, and shift back out at the end of their attacks. They then wait to see whether their poison takes effect. If not, they wait for the party to split up and attack the smallest group. They continue these hit-and-run tactics until their poison takes down prey; then they try to shift their kill with them into the Ethereal Plane.

CONCLUSION

If the phase spiders are defeated, refer to The Demonweb (First Visit) map on page 53 for additional locations in the Demonweb. If the fight lasts more than 7 rounds, a standard patrol (page 55) arrives at the start of the next round.

3 Lolth-Touched Phase Spiders CR 6

MM 207, *MM4* 92
hp 57 each (5 HD)

CE Large magical beast
Init +7; **Senses** darkvision 60 ft., low-light vision; Listen +1, Spot +4

AC 15, touch 12, flat-footed 12
Immune fear
Fort +10, **Ref** +7, **Will** +2

Speed 40 ft. (8 squares), climb 20 ft.
Melee bite +10 (1d6+7 plus poison)
Space 10 ft.; **Reach** 5 ft.
Base Atk +5; **Grp** +15
Atk Options ethereal jaunt, poison (Fort DC 20, 1d8 Con/1d8 Con)

Abilities Str 23, Dex 17, Con 22, Int 7, Wis 13, Cha 10
Feats Ability Focus (poison), Improved Initiative
Skills Climb +14, Hide +3, Jump +10, Listen +1, Move Silently +11, Spot +4

Ethereal Jaunt (Su) A phase spider can shift from the Ethereal Plane to the Material Plane as a free action, and shift back again as a move action (or during a move action). The ability is otherwise identical with *ethereal jaunt* (caster level 15th).
Skills A phase spider can always choose to take 10 on a Climb check, even if rushed or threatened.



Tactical Map Details

Creatures: The phase spiders (P) use their shifting ability to their best advantage when prey wanders into their web.

Webbing: The webs are as thick as strands of cable. They can be climbed on all fours (requiring no skill checks but cutting movement in half, no running possible) or walked on with a DC 10 Balance check. Combat requires a Balance check (DC 10 + damage dealt) whenever a character is hit. Failing the Balance check means that the character falls prone and is stunned for 1 round; if he fails a DC 15 Reflex save, he falls out of the webbing (see page 52 for characters falling through the Demonweb).

The phase spiders take no penalties and have no chance of falling out of the web.

Sticky Webs: If a PC enters one of these sections, his hands or feet stick to the webbing, and he becomes flat-footed and unable to move. To free themselves, characters must make a DC 18 Strength check or have a friend burn away the web beneath them. This also burns away their means of support. The spiders move over sticky webs without impediment.

Priestess and Acolyte

Encounter Level 10

SETUP

Use this encounter as the party approaches the junction marked D4 on the map (page 53).

If the PCs followed the secret tunnel from the Demon Shrine, they come upon an *illusory wall* (CL 12th, Will DC 16 disbelief) that creates the appearance of a dead end. Lissondra's laboratory is just beyond the wall.

If the PCs come from another direction, they see that the room ahead is full of flickering light, flashing much more quickly than normal fire and creating roaring heat. This area serves as the library and summoning quarters of the drow cleric Lissondra and her tiefling lover, an acolyte of the skin who believes he can improve the quality of Lolth's spiders with transfusions of demonic blood. Lissondra is currently out of favor with her goddess and seeks ways to regain her trust. In typical drow fashion, she plans to betray Lolth and then reveal the plot against her.

Lissondra and Bon Amejdoss are largely oblivious to visitors, but all the tunnels leading to their area are trapped with *alarm* spells. If the party is not using *detect magic*, the spells go off, and the two lovers have 1 round to cast defensive spells before the party arrives. A rogue can detect an *alarm* spell with a DC 23 Search check.

This area is too far away from the Fane of Eclavdra (see page 58) for standard patrols to notice *fireballs*, screams, or the sounds of combat.

If the PCs enter the room's flickering light, read:

The corridor is covered with a black curtain or tapestry. Around the edges, you can see that the space beyond has been expanded into a summoning chamber or makeshift laboratory. Braziers in the corners burn with coals; long shelves hold hundreds of books and scrolls. More tapestries cover the walls and hold in the heat of the braziers.

One section of the chamber directly across from you is lit by a metal candelabra that holds hundreds of candles; their light shines on two people: a drow woman wearing gauzy spiderwebs and a black circlet set with shining red gems, and a tiefling man with shiny skin and a pointed tail. The two of them seem not to have noticed you, but their black cat has—it is perched on the table near them. Its three red eyes stare straight at you, unblinking.

TACTICS

Lissondra and Bon both have 1 round to prepare before the party arrives; she casts *magic circle against law*, and he casts *shocking grasp*. Then they pose as if they notice nothing, wondering if these unlikely visitors are Rule-of-Three's messengers. They don't make the first move, but hold ready actions: He holds a *fireball*, and she holds the *pyrotechnics* wand ready to create smoke for a quick escape through the *illusory wall* toward the Demon Shrine.

Lissondra **CR 8**

hp 41 (7 HD)

Female drow cleric 7
CE Medium humanoid (elf)
Init +5; **Senses** darkvision 120 ft.; Listen +5, Spot +7
Languages Common, Elven, Undercommon, Draconic, Goblin

AC 19, touch 13, flat-footed 18
Immune sleep
SR 18
Weakness light blindness
Fort +8, **Ref** +3, **Will** +8 (+10 against spells and spell-like abilities); +2 against enchantments

Speed 20 ft. (4 squares) in breastplate; base speed 30 ft.
Melee *+1 heavy mace* +8 (1d8+3)
Ranged *+1 hand crossbow* with *+1 bolt* +7 (1d4+1/19–20 plus poison)
Base Atk +5; **Grp** +7
Spell-Like Abilities (CL 7th):
1/day—*dancing lights, darkness, faerie fire*
Atk Options Rapid Reload; poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Special Actions rebuke undead 6/day (+5, 2d6+10, 7th)
Combat Gear drow poison, *ring of counterspells*, wand of *pyrotechnics* (8 charges)
Cleric Spells Prepared (CL 7th):
4th—*chaos hammer*[D] (DC 17), *lesser planar ally*
3rd—*blindness/deafness* (DC 16), *inflict serious wounds* (DC 16), *magic circle against law*[D], *stone shape*
2nd—*augury, darkness, hold person* (DC 15), *resist energy, shatter*[D] (DC 15)
1st—*bane* (DC 14), *detect undead, disguise self, entropic shield, hide from undead* (DC 14), *protection from law*[D]
0—*create water, cure minor wounds* (DC 13), *guidance, inflict minor wounds* (DC 13), *resistance, virtue*
D: Domain spell. Deity: Lolth. *Domains:* Chaos, Trickery.

Abilities Str 14, Dex 12, Con 12, Int 15, Wis 17, Cha 16
Feats Great Fortitude, Improved Initiative, Rapid Reload
Skills Heal +12, Hide +8, Knowledge (religion) +12, Knowledge (the planes) +11, Listen +5, Search +4, Spot +7, Survival +3 (+5 following tracks or on other planes)
Possessions combat gear plus *+1 breastplate, +1 hand crossbow* with 23 *+1 bolts, +1 heavy mace, cloak of protection +2*, silver sphere teleportation key, 40 gp

They fight while retreating each round, Bon activates his fiendish flare when first retreating, then uses a poisoned *shocking grasp* touch in melee. Lissondra uses *darkness*, then *chaos hammer*. With Rapid Reload, Lissondra can move and fire her hand crossbow each round as well.

Bon Amejdoss **CR 8**

MM 209
hp 53 (8 HD)

Male tiefling sorcerer 5/acolyte of the skin* 3
* *Complete Arcane* 19
CE Medium outsider (native)
Init +3; **Senses** darkvision 60 ft.; Listen +4, Spot +4
Languages Common, Abyssal, Draconic, Infernal, Orc

AC 16, touch 14, flat-footed 13
Resist cold 5, electricity 5, fire 10
Fort +6, **Ref** +7, **Will** +9

Speed 30 ft. (6 squares); Run
Melee +1 *longspear* +5 (1d8+2/×3)
Base Atk +4; **Grp** +4
Special Actions fiendish glare 1/day
Combat Gear scroll of *lightning bolt, nondetection, magic missile,* and *rope trick;* scroll of *monster summoning III*
Sorcerer Spells Known (CL 6th):
3rd (3/day)—*fireball* (DC 15)
2nd (6/day)—*blindness/deafness* (DC 14), *minor image* (DC 14)
1st (7/day)—*detect secret doors, jump* (DC 13), *shocking grasp* (+4 melee touch), *true strike*
0 (6/day)—*detect magic, detect poison, light, open/close* (DC 12), *prestidigitation* (DC 12), *ray of frost* (+7 ranged touch), *resistance* (DC 12)
Spell-Like Abilities (CL 8th):
1/day—*darkness, poison* (+4 melee touch, DC 16)

Abilities Str 10, Dex 17, Con 15, Int 16, Wis 14, Cha 14
SQ wear fiend, share spells with familiar
Feats Alertness, Combat Casting, Lightning Reflexes, Run, Scribe Scroll
Skills Bluff +11, Concentration +16 (+20 casting defensively), Hide +8, Intimidate +6, Knowledge (arcana) +6, Knowledge (the planes) +9, Listen +4, Move Silently +7, Open Lock +4, Spellcraft +8, Spot +4, Survival +2 (+4 on other planes)
Possessions combat gear plus +1 *longspear*
Fiendish Glare (Su) Bon has the ability to unnerve opponents with a ferocious glare once per day. This is not a gaze attack, and the target need not meet the acolyte's gaze or even see Bon (although Bon must have line of effect to the target). Glaring is a standard action that affects any creature Bon can see within 100 feet. The target becomes shaken for 10 minutes, and must succeed on a DC 15 Will save or be stunned. The duration of the stun effect depends on the target's current hit points. If they are 50 or fewer, it is 10 rounds; 51 to 100 hit points, 3 rounds; 101 or more hit points, 2 rounds. Fiendish glare is a mind-affecting fear effect.
Wear Fiend (Su) An acolyte of the skin summons the essence of a fiend and wears it like a second skin. It increases the acolyte of the skin's natural armor bonus by 1 and grants a +2 inherent bonus to Dexterity.
Bon's cat familiar, Illuminos: hp 10 (*MM* 270)

CONCLUSION

If the PCs deliver the books peacefully, they have accomplished Rule-of-Three's request. Rather than thanking them, Lissondra laughs and says, "Good of you to visit, but really, you'll have a hell of a time surviving past the Black Gate." She gives them a sealed letter to return to Rule-of-Three.

What they do thereafter is up to them. If the party asks for information about Lolth's plans, visitors, or the like, the pair might be helpful (Diplomacy DC 20) or might need bribery (200 gp value) to encourage them to share information. They tell the PCs about the Black Gate and the forthcoming Demon Council. Lissondra and Bon tend not to speak the demon lords' names but use euphemisms instead.

For her own amusement (and in anticipation of the characters' deaths), Lissondra might give the PCs the password to enter the patrol tower of the Fane of Eclavdra ("Eight eyes and a black heart"). She even mentions that the Platinum Key in Eclavdra's tower can get them past the Black Gate, with the clear implication that it is unlikely the PCs will be able to infiltrate the Fane and live.

If one of the PCs is wearing *Spidersilk*, Lissondra is interested in how it was acquired and freely relates the history of the item of legacy (see page 181).

Tactical Map Details

Creatures: Lissondra (L), Bon (B), and Bon's familiar Illuminos (I) appear to be hard at work, but they are tensed and ready for the party's arrival.



Abyssal Spiders

Encounter Level 5 (7 or 8 on return visits)

SETUP

Use this encounter whenever the party walks down one of the webbed corridors marked on the map. Ask the party to make a Spot check opposed by the spider's Hide check (+11 modifier); if the party fails, the spider sneaks up unseen and gains a surprise round. It takes the spider 1 round to chew through the webbing. It then drops onto the party members as its first attack; treat this as a charge attack.

These encounters should be with a single spider when the party first comes across these areas in the Demonweb, and with two or three spiders in subsequent encounters.

If the PCs enter the webbed territory, read:

The corridor is heavily webbed but the space itself opens up a bit. You think you can see the webs clearing just a little way ahead—and then the web shivers and shakes.

TACTICS

The spiders throw their webs at foes in the first round or the surprise round, seeking to split the party and immobilize smaller members. In the second round, they leap out of their webs as a charge, making poisonous bite attacks against creatures not caught in the webs.

If one spider is killed, the other two retreat to their webs. If the webs are burned, the spiders fight to the death.

CONCLUSION

If the Lolth-touched spiders are defeated, refer to The Demonweb (First Visit) map on page 53 for additional locations in the Demonweb. If a fight here lasts more than 5 rounds, it attracts the attention of a drow patrol (see page 55). The spiders fight in concert with the drow.

Lolth-Touched Spider — CR 5

MM 289, *MM4* 92
hp 76 (8 HD)

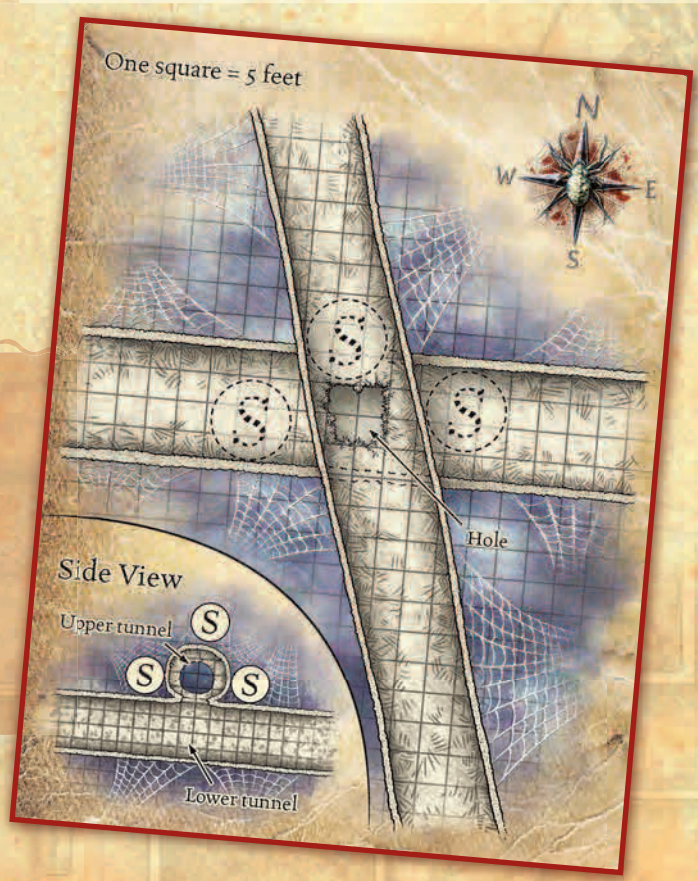
CE Huge vermin (chaotic, evil)
Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +4
Languages —

AC 16, touch 11, flat-footed 13
Immune fear, vermin immunities (*MM* 317)
Fort +11, **Ref** +5, **Will** +2

Speed 30 ft. (6 squares), climb 20 ft.
Melee bite +11 melee (2d6+10 plus poison)
Ranged web +7 touch (entangle)
Space 15 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +21
Atk Options poison (Fort DC 19, 1d8 Str/1d8 Str)

Abilities Str 25, Dex 17, Con 20, Int —, Wis 10, Cha 2
SQ vermin traits (*MM* 317)
Feats —
Skills Climb +15, Hide +3 (+11 in web), Jump +7, Listen +0, Move Silently +7 (+15 in web), Spot +4

Web (Ex) Web-spinners can throw a web eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet. An entangled creature can escape by making a successful DC 19 Escape Artist check, or by bursting the web with a DC 23 Strength check. Each 5-foot section has 14 hit points and damage reduction 5/—.
Skills A monstrous spider can always choose to take 10 on Climb checks, even if rushed or threatened.



Tactical Map Details

Creatures: Monstrous spiders (S) prowl throughout the Demonweb, chewing through the tunnels to reach prey.

Webs: The tunnel's webs fill the top half of the passageways and are easily strong enough to carry the weight of the Huge spiders above.

An entangled creature can escape with a DC 20 Escape Artist check or burst the web with a DC 24 Strength check.

SPIDERHOME

Encounter Level 9

SETUP

Part of this passage has come loose from its connecting tunnels and now spins slowly in midair, anchored from the ceiling by deceptively thin strands of webbing.

Anyone hoping to pass through this area can fly across the gulf to the opposite tunnel, attempt to jump the 15 feet across to the spinning corridor when it lines up with the hallway, or climb around the edges of the area with a DC 10 Climb check.

A silver sphere and a blue crystal cube are inscribed into the floor of the spinning corridor. These are linked to the Demonweb teleportation keys described on page 54.

As the PCs approach the Spiderhome area, read:

You see that the tunnel ahead shreds into weblike strands. The passage continues to crumble until it abruptly ends, leaving you standing on a ledge that looks down into the web-filled void of the Demonweb. Ten feet in front of you, part of what must have once been the connecting tunnel spins lazily around in space.

If the PCs make it onto the spinning corridor or climb along the webbing, read:

The webbing around you turns red beneath your hands, and you see almost a dozen spiders as big as dogs with heavy red blisters of flesh on their backs scuttling out of the dark.

CONCLUSION

If the bloodsilk spiders are beaten back or defeated, refer to The Demonweb (First Visit) map on page 53 for additional locations in the Demonweb. If this combat lasts for more than 1d6+6 rounds, it attracts the attention of a drow patrol (see page 55).

In addition, a small white hammer icon rests openly on the edge of the spinning corridor (Search DC 10), about to tumble into the web void below. A PC who makes a successful DC 12 Reflex save can grab it before it falls. This is the portal key to the planar door to Truegard (see page 64 for more about planar doors and their keys).

TACTICAL MAP DETAILS

Creatures: The bloodsilk spiders (S) make this avoided area their home.

The Spinning Corridor: The corridor's spinning and rocking gives characters a –2 penalty on attack rolls, saving throws, skill checks, and ability checks. When combat begins, roll initiative for the corridor (Init +0). On its turn, the corridor continues its spin, completing a quarter-turn each round and lining up with the tunnels every other round.

9 CORRUPTED BLOODSILK SPIDERS CR 3

MM4 24
hp 25 each (2 HD); fast healing 1

CE Small corrupted by the Abyss* aberration (augmented magical beast)
* See page 190
Init +2; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen –1, Spot +3

AC 19, touch 13, flat-footed 17
Resist electricity 5
Fort +5 (+9 against poison), **Ref** +5, **Will** –1

Speed 30 ft. (6 squares), climb 20 ft.
Melee bite +5 (1d8+1)
Ranged blood web +5 ranged touch (entangle)
Base Atk +2; **Grp** –1
Special Actions blood drain

Abilities Str 13, Dex 14, Con 14, Int 2, Wis 8, Cha 1
Feats Weapon Finesse
Skills Climb +13, Hide +15, Jump +1, Listen –1, Move Silently +6, Spot +3

Blood Drain (Su) As a swift action each round, a bloodsilk spider can drill its webs into ensnared creatures. The webs deal 1d6 points of damage at the start of each round. A bloodsilk spider gains temporary hit points (max. 10) equal to the damage dealt.

Blood Web (Ex) A bloodsilk spider can throw a blood-red web eight times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and affects targets of up to Medium size. The web anchors the target, allowing no movement. Attempts to escape or burst the webbing gain a +5 bonus if the trapped creature has solid leverage while pulling free.

An entangled creature can escape the web with a DC 13 Escape Artist check or a DC 17 Strength check. Each 5-foot section of web has 12 hit points, hardness 0, and damage reduction 5/—. The blood-soaked web is immune to fire.

Skills A bloodsilk spider can always choose to take 10 on Climb checks, even if rushed or threatened.



Palrethee Demons

Encounter Level 11

SETUP

This encounter is triggered when the PCs open a door to this area.

If the PCs enter the palrethee's territory, read:

You are in a room that seems to belong to a plane of fire and brimstone: the air reeks of rotting meat, and puffs of sulfurous smoke obscure the chamber. Striding out of the smoke are two tall skeletal demons with bony white vestigial wings. Their entire bodies are sheathed in blue fire.

Roll initiative for all acting characters and the palrethee. The inferno spider joins the combat in the third round.



Illus. by C. Crieblow

TACTICS

The palrethee use their *fiery shield* and demonic burn abilities to full effect, grabbing Small foes and dragging them into the magma gate if possible. Use grapple checks to determine whether a palrethee grabs a foe, and opposed Strength checks to see whether the palrethee wrestles the character toward the gate. Just standing next to the gate deals fire damage to a creature, and the palrethee take full advantage of this fact.

2 Palrethee Demons — CR 8

MM2 58
hp 59 each (8 HD), **DR** 10/good

CE Medium outsider (chaotic, evil, fire, tanar'ri)
Init +3; **Senses** darkvision 60 ft.; Listen +12, Spot +12
Languages Abyssal; telepathy 100 ft.

AC 23, touch 13, flat-footed 20; Dodge
Immune electricity, fire, poison
Resist acid 10, cold 10, fire 10; **SR** 18
Weakness vulnerability to cold
Fort +9, **Ref** +9, **Will** +7

Speed 30 ft. (6 squares)
Melee +1 *flaming longsword* +14/+9 (1d8+7/19–20 plus 1d6 fire) or
Melee 2 slams +12 each (1d8+4 plus demonic burn)
Base Atk +10; **Grp** +14
Atk Options aligned strike (chaotic, evil), *fiery shield, summon tanar'ri* 1/day
Spell-Like Abilities (CL 8th):
At will—*detect good, detect magic, see invisibility*
1/day—*fear* (30-foot radius, DC 14)

Abilities Str 19, Dex 16, Con 16, Int 13, Wis 12, Cha 11
Feats Combat Expertise, Dodge, Weapon Focus (longsword)
Skills Bluff +11, Diplomacy +15, Hide +14, Intimidate +2, Knowledge (arcana) +12, Listen +12, Sense Motive +12, Search +12, Spellcraft +14, Spot +12

Aligned Strike A palrethee demon's attacks are treated as evil-aligned and chaotic-aligned for the purpose of overcoming damage reduction.

Demonic Burn (Ex) A creature hit by a palrethee's slam attack must succeed on a DC 17 Reflex save or catch on fire (*DMG* 303). The flame burns for 1d4 rounds. A burning creature can take a move action to put out the flame.

Fiery Shield (Sp) A palrethee is wreathed in scorching flames that cause damage to each creature that attacks it with a natural or hand-held melee weapon. Such an attack deals normal damage to the palrethee (assuming its damage reduction is overcome), but at the same time the attacker takes 1d6+8 points of fire damage (SR applies, CL 8th). Weapons with exceptional reach, such as longspears, do not endanger their users in this way.

Summon Tanar'ri (Sp) Once per day, a palrethee can attempt to summon another palrethee with a 30% chance of success. This ability is the equivalent of a 3rd-level spell.

If the characters use cold spells or kill one of the palrethee, the other flees into the magma gate. Anyone attempting to pursue must have the ability to breathe superheated sulfurous steam; if a character is not immune to fire and smoke effects, he or she takes 4d6 points of fire damage per round and must make a successful DC 22 Fortitude save each round or take 1d6+1 points of Constitution damage.

Once the party is engaged with the palrethee, an opportunistic inferno spider throws its web from the magma gate, seeking to snare easy prey. It serves the palrethee and is one of Lolth's worshipers in the fire realms.

The inferno spider stays in the magma gate as often as it can, using its flame webs to capture prey that might otherwise be too quick and nimble. In combat, it first tries to entangle prey with its webs and then closes to bite with its poisonous fangs. Possessing only limited intelligence, the inferno spider is still a cunning and tenacious hunter, and it uses Spring Attack to dart in and out of combat.

Inferno Spider — CR 8

MM4 76
hp 119 (14 HD); **DR** 5/—

N Large elemental (extraplanar, fire)
Init +7; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +6, Spot +6
Languages Ignan

AC 22, touch 12, flat-footed 19; Dodge, Mobility
Immune fire; elemental immunities (*MM* 308)
Fort +8, **Ref** +12, **Will** +6
Weakness vulnerability to cold

Speed 40 ft. (8 squares), climb 40 ft.; Spring Attack
Melee bite +14 (2d6+7 plus caustic poison)
Ranged flame web +12 ranged touch (2d6 fire plus entangle)
Space 10 ft.; **Reach** 5 ft.
Base Atk +10; **Grp** +19
Atk Options Combat Reflexes; caustic poison (Fort DC 21, 3d6 fire/3d6 fire), fire shield

Abilities Str 20, Dex 16, Con 18, Int 6, Wis 11, Cha 11
SQ elemental traits (*MM* 308)
Feats Alertness[B], Combat Reflexes, Dodge, Improved Initiative[B], Iron Will, Mobility, Spring Attack
Skills Climb +13, Hide +8, Jump +9, Listen +6, Spot +6

Flame Web (Ex) An inferno spider can throw a burning web eight times per day. This is similar to an attack with a net but has a maximum range of 100 feet, with a range increment of 20 feet, and affects targets of up to Huge size. The web anchors the target in place, allowing no movement. Each round, at the end of the inferno spider's turn, an entangled creature takes 2d6 points of fire damage.

An entangled creature can escape the web with a DC 21 Escape Artist check or burst it with a DC 25 Strength check. The web has 12 hit points and hardness 5. If any part of the flame web takes 5 or more points of cold damage, the flame goes out and the web becomes cold and brittle, reducing the Escape Artist check DC to 16 and the Strength check DC to 20.

Fire Shield (Su) An inferno spider's body produces tremendous heat. Any creature that strikes or touches an inferno spider with its body or a weapon, or that grapples an inferno spider, automatically takes 1d6 points of fire damage once per turn.

Skills An inferno spider can always choose to take 10 on Climb checks, even if rushed or threatened.

CONCLUSION

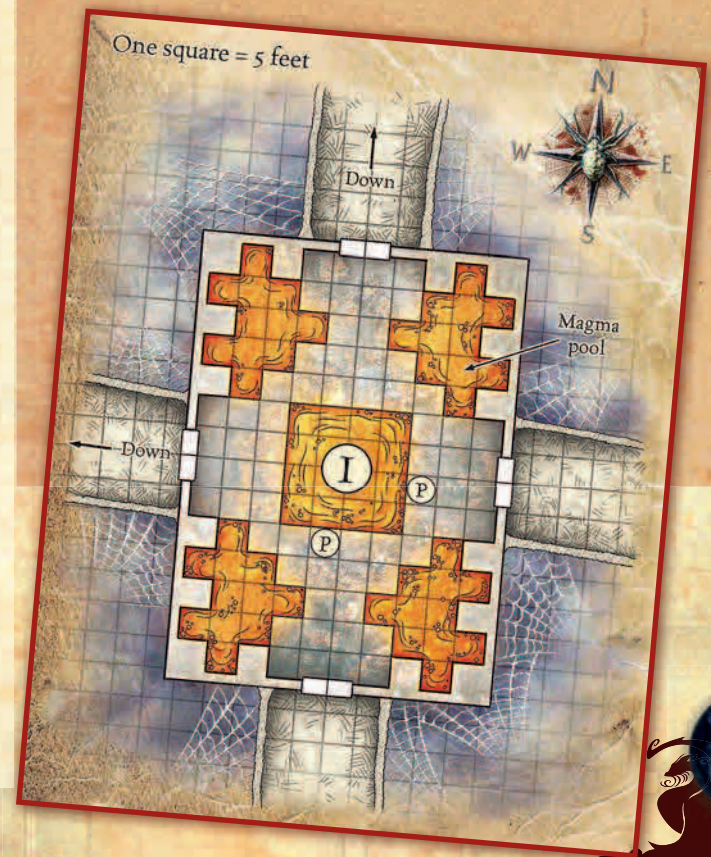
If the palrethee are beaten back or defeated, the PCs can find a fair bit of treasure in this room, as long as they don't mind the lava. A stone chest (Open Lock DC 22, hardness 12, 20 hp) floats in one of the magma areas; it contains 600 pp, a fire opal worth 1,000 gp, and a bronze pyramid portal key that opens the planar door to the Spiral Desert (page 66). Refer to The Demonweb (First Visit) map on page 53 for additional locations in the Demonweb. If this combat lasts for more than 1d6+6 rounds, it attracts the attention of a drow patrol (see page 55).

Tactical Map Details

Creatures: The palrethee demons (P) immediately attack creatures other than drow that enter their territory; the inferno spider (I) waits until they enter combat and distract potential prey from its thrown flame webs.

Magma Gate: The magma pool in the center of the room is connected to a layer of the Abyss cloaked in eternal fire—the home of the palrethee, new allies to Lolth's cause. Red-hot molten stone pours out of the gate and into this metallic room, but does not melt the adamantine channels built for it. Anyone standing in the magma takes 4d6 points of fire damage per round; anyone standing adjacent to it takes 2d6 points of fire damage per round.

Lolth opened this portal herself, so the gate can be closed only with a successful *dispel magic* against a 20th-level caster. If the PCs go through, they find themselves in the Abyssal home of the palrethee (or, if the DM prefers, in the City of Brass, where the palrethee have an outpost). It is a layer made of fire, causing 1d6 points of fire damage to unprotected characters each round.



Whispering Corridor

Encounter Level 11

SETUP

This corridor and the Silver Door it contains exist primarily as a feature to keep unauthorized creatures from reaching the Black Gate. Those with legitimate business in the Demonweb Pits have access to bronze star or blue cube teleportation keys, which can take the bearer directly to area D9. Otherwise, the drow avoid this area entirely.

Use this encounter if the characters walk toward the Whispering Corridor in the upper Demonweb. Ask the party to make a Listen check against DC 20 to hear the allips and whisper demons muttering in the darkness of the pits. Characters who succeed in hearing the muttering must make two Will saves (DC 21 and DC 16) each round they remain in the Whispering Corridor or take the effects described in the whisper demon's maddening whispers ability and the allips' babble ability.

Observant characters (Spot DC 15) note an unusual number of openings in the walls of this corridor. The sporebats are particularly active in the area outside this tunnel, although they do not enter the Whispering Corridor. If the PCs try to escape the whisper demon and allips by going outside the tunnel, the creatures do not pursue.

When the party enters the area, roll initiative for all acting characters and the allips and whisper demon.

If the PCs enter the area, read:

The webs of the corridor ripple and flutter; you feel a cold breeze and hear a murmur of voices ahead. The floor ahead is dotted with deep pits.

If the PCs can see across the room, add:

You see a massive silvery door at the end of this hallway, past the pits.

TACTICS

The allips fly out of the pits after 1 round of babbling and attack with their Wisdom-draining touch. They do not flee until all but one of them is destroyed or turned.

The whisper demon attacks 1 round after the allips move into melee. It attempts to use its maddening whispers for at least 3 rounds from within the pits, hoping to create spawn. To force the DC 21 Will saves for as many mortals as possible, it must remain within 60 feet of a party member each round. To do so, it uses the connecting tunnels between the pits.

Once it has created *confusion* in at least one-third of the PCs, it waits for the allips to further weaken the party, but no longer hides within the tunnels. Instead, it flies straight up to the ceiling of the room and hides there, flying and whispering.

CONCLUSION

If the demon and the allips are defeated, refer to The Demonweb (First Visit) map on page 53 for additional locations in the Demonweb. If the fight lasts more than 1d6+8 rounds, it attracts the attention of a drow patrol (see page 55); the drow arrive at the end of the hall and

Whisper Demon — CR 9

MM4 46
hp 90 (12 HD); **DR** 5/cold iron or good

CE Medium outsider (chaotic, evil, extraplanar, incorporeal)
Init +5; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Aura maddening whispers (60 ft., DC 21)
Languages Abyssal, Celestial, Draconic; telepathy 60 ft.

AC 20, touch 20, flat-footed 15; Dodge, Mobility
Miss Chance 50% incorporeal
Immune *confusion,* electricity, hypnotism, *insanity,* poison, Wisdom damage and drain
Resist acid 10, cold 10, fire 10
Fort +11, **Ref** +13, **Will** +13

Speed fly 40 ft. (8 squares) (perfect); Flyby Attack
Melee 2 incorporeal touches +17 each (2d6/19–20)
Base Atk +12; **Grp** —
Atk Options aligned strike (chaotic, evil)

Abilities Str —, Dex 20, Con 16, Int 10, Wis 5, Cha 20
SQ create spawn, incorporeal traits (*MM* 310), madness
Feats Alertness, Dodge, Flyby Attack, Improved Critical (incorporeal touch), Mobility
Skills Bluff +20, Diplomacy +9, Disguise +5 (+7 acting), Hide +20, Intimidate +22, Knowledge (religion) +15, Knowledge (the planes) +15, Listen +14, Sense Motive +12, Spot +14

Aligned Strike A whisper demon's attacks are treated as evil-aligned and chaotic-aligned for the purpose of overcoming damage reduction.

Maddening Whispers (Su) Any living creature within 60 feet of a whisper demon hears its maddening telepathic whispers and must succeed on a DC 21 Will save or become *confused* for 1 round. When rolling d% to determine the actions of a creature confused by maddening whispers, on a roll of 51 or higher, instead of the normal *confusion* result, the creature attempts to kill itself—automatically dealing damage to itself equal to its average melee damage with the weapon it currently wields or its primary natural weapon, whichever deals more damage. A creature that succeeds on the Will save cannot be affected by the same whisper demon's maddening whispers for 1 round. This is a mind-affecting compulsion effect.

Create Spawn (Su) A living creature that kills itself within 60 feet of a whisper demon rises as an allip under the whisper demon's control 1 round later.

Madness (Ex) Anyone targeting a whisper demon with a thought detection, mind control, or telepathic ability makes direct contact with its tortured mind and takes 1d4 points of Wisdom damage.

fire into the melee. Under no circumstances do the drow enter the hall.

A small black sphere icon lies near one of the allip pits (Search DC 25). This is the portal key to the planar door to the city of Caer Sidi (see page 65).

Once the party passes through (or around) the Silver Door, the allips and whisper demon give up the pursuit.

THE SILVER DOOR

At the end of the Whispering Corridor is a set of double doors covered with silver webs that radiate from a single keyhole; anyone attempting to pick the lock might trigger a magic trap that spins web strands around the hand nearest the keyhole, then injects spider venom through the keyhole each round thereafter until the victim dies or the hand is removed from the metal webbing.

When the webbing is sprung, an *alarm* spell is also triggered. It speaks a single word that calls any surviving allips and the whisper demon to attack anyone near the door.

The webbing is mechanical, not magical, and is made of hardened adamantine. It must be hit to release anyone trapped by it, though a DC 20 Escape Artist check is also sufficient to squirm away after the initial exposure.

The door itself is barred and locked (Open Lock DC 30). The Platinum Key from the Fane of Eclavdra opens the Silver Door, but no other key to open this door exists. The passageway beyond the Silver Door leads to encounter D9.

Spider Lock Trap: CR 10; magic device; mechanical trigger; automatic reset; two spell effects cast in a single round (*alarm* and *poison*); Search DC 27; Reflex DC 25 allows character to pull hand back before it is webbed onto door and and avoid injury poison (Fort DC 19, 2d6 Con/1d6 Con), Disable Device 27, AC 17, hardness 12, hp 80.

7 ALLIPS — CR 3

MM 10
hp 26 each (4 HD)

NE Medium undead (incorporeal)
Init +5; **Senses** darkvision 60 ft.; Listen +7, Spot +7
Aura babble (60 ft., DC 16)
AC 15, touch 15, flat-footed 14
Miss Chance 50% incorporeal
Immune undead immunities (*MM* 317)
Resist +2 turn resistance
Fort +1, **Ref** +4, **Will** +4

Speed fly 30 ft. (6 squares) (perfect)
Melee incorporeal touch +3 (1d4 Wisdom drain)
Base Atk +2; **Grp** —
Special Actions madness
SQ incorporeal traits (*MM* 310), undead traits (*MM* 317)

Abilities Str —, Dex 12, Con —, Int 11, Wis 11, Cha 18
Feats Improved Initiative, Lightning Reflexes
Skills Hide +8, Intimidate +7, Listen +7, Search +4, Spot +7, Survival +0 (+2 following tracks)

Babble (Su) An allip constantly mutters and whines to itself, creating a hypnotic effect. All sane creatures within 60 feet of an allip must succeed on a DC 16 Will save or be affected as though by a *hypnotism* spell for 2d4 rounds. This is a sonic, mind-affecting compulsion effect.

Creatures that save cannot be affected by that same allip's babble for 24 hours.

Wisdom Drain (Su) An allip deals 1d4 points of Wisdom drain each time it hits with its incorporeal touch attack. On each successful attack, it gains 5 temporary hit points.

Madness (Su) See whisper demon.

TACTICAL MAP DETAILS

Creatures: The whisper demon (W) and allips (A) work together to destroy any that disturb their home, even drow.

The Pits: The room is studded with fourteen pits, seven of them home to an allip, and one belonging to the whisper demon. The allip pits are 20 feet deep and covered with *deeper darkness*. Scaling a pit requires a DC 24 Climb check.

The Central Pit: The whisper demon's pit is 40 feet deep and set with spikes at the bottom, so anyone falling in takes 8d6 points of damage. Like the allip pits, it is covered with *deeper darkness*. Anyone entering this pit immediately brings all the allips boiling up out of their pits.

The Silver Door: The Whispering Corridor ends at the Silver Door (see below), a set of trapped doors that lead to the Black Gate (encounter D9).

The Outer Web: If the characters leave the tunnels, see page 54 for a description of the web-filled void outside the passageways. Attempts to bypass the Silver Door on the outside of the tunnels are extremely dangerous, because this area of the outer web is a prime breeding ground for sporebats, even more than the Blacklight Rookery (encounter D2). Anyone exiting the tunnels runs into 1d3 sporebats (see page 68). In addition, the soul-sucking fog is just 200 feet below the level of this tunnel (meaning any fall from the pathway is not just fatal but likely unresurrectable). If the PCs kill the sporebats and reenter the pathways on the far side of the Silver Door, they find themselves in the corridor approaching the Black Gate (encounter D9).



Giant at the Black Gate

Encounter Level 11

SETUP

Use this encounter when the characters approach the Black Gate from the Whispering Corridor, whether they opened the Silver Door using skill or magic, acquired the Platinum Key from the Fane of Eclavdra, or used the outer web to bypass the door entirely.

If the PCs enter the passageway beyond the Silver Door, read:

An enormous black metal door stands at the end of this tunnel. In front of the door is a 14-foot-tall demon, snorting and lowering its head for a charge. Its breath is steaming fire.

Roll initiative for all acting characters and the kastighur.

A bronze star and a blue crystal cube are inscribed into the floor here. These are linked to the Demonweb teleportation keys described on page 54.



Illus. by A. Sawekel

KASTIGHUR — CR 11

MM4 42

hp 172 (15 HD); **DR** 10/cold iron or good

CE Huge outsider (chaotic, extraplanar, evil, tanar'ri)
Init –1; **Senses** darkvision 60 ft., scent; Listen +19, Spot +19
Aura frightful presence (60 ft., DC 18)
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 23, touch 7, flat-footed 23
Immune acid, electricity, poison
Resist cold 10, fire 10; **SR** 17
Fort +16, **Ref** +8, **Will** +10

Speed 30 ft. (6 squares) in breastplate; base speed 40 ft.
Melee stunning charge +17 (5d6+24 plus stun) or
Melee gore +15 (2d6+14) and
2 slams +13 each (1d8+10)
Space 15 ft.; **Reach** 15 ft.
Base Atk +15; **Grp** +31
Atk Options Improved Bull Rush, Improved Overrun, Power Attack (6 points included), Powerful Charge, Quicken Spell-Like Ability (*teleport*), aligned strike (chaotic, evil), fear bolstered
Special Actions stunning charge
Spell-Like Abilities (CL 18th):
At will—*feather fall*

Abilities Str 27, Dex 8, Con 25, Int 8, Wis 12, Cha 8
Feats Ability Focus (frightful presence), Improved Bull Rush, Improved Overrun, Multiattack, Power Attack, Powerful Charge, Quicken Spell-Like Ability[B] (*teleport*), Track[B]
Skills Concentration +15, Diplomacy +1, Intimidate +17, Knowledge (dungeoneering) + 4, Knowledge (nature) +6, Knowledge (the planes) +5, Listen +19, Search +8, Sense Motive +13, Spellcraft +8, Spot +19, Survival +19 (+21 on other planes, following tracks, in aboveground environments, or underground)
Possessions *+2 breastplate*

Frightful Presence (Su) A kastighur can inspire terror by charging or attacking. Affected creatures must succeed on a DC 18 Will save or become shaken, remaining in that condition as long as they remain with 60 feet of the kastighur.
Aligned Strike A kastighur's attacks are treated as evil-aligned and chaotic-aligned for the purpose of overcoming damage reduction.
Fear Bolstered (Ex) A kastighur delights in attacking terrified opponents and gains +2 on attack rolls against shaken, frightened, or panicked creatures.
Stunning Charge (Ex) When a kastighur charges and hits with its gore attack, the creature struck must make a DC 25 Fortitude save or be stunned for 1 round.

TACTICS

The kastighur does not immediately attack creatures that appear on the inscribed areas of the floor, assuming they are drow on their way down to the Demonweb Pits. (However, it feels free to attack creatures that appear but do not know how to open the Black Gate.) It also does not attack creatures bearing the Platinum Key.

If combat ensues, the kastighur charges and uses its frightful presence in the first round. It tries to hit with its gore attack for a stunning charge effect; once that initial rush is over, it simply attacks with all its fury. Since it cannot use its teleport ability to escape from the Demonweb, it knows that any battle must be to the death.

CONCLUSION

If the kastighur is killed or incapacitated, it dies with a peal of thunder, its body crackling with electricity and literally smoking and sparking until nothing remains. The PCs might then attempt to bypass the Black Gate. If this is their first visit to the entrance to the Demonweb, try to terrify them as much as possible at this point: Faces appear in the surface of the gate and give dire warnings of Lolth's realm beyond. Worse, Lolth's aspect is alerted by the kastighur's death and comes to investigate for herself.

Go to encounter D10: The Goddess Comes! on page 80.

THE BLACK GATE

The room's dominant feature is the Black Gate, which guards access to the Demonweb Pits, closer to Lolth's presence. The Platinum Key from the Fane of Eclavdra opens this door. The Black Gate also opens to a word of the Dark Speech, but the PCs have no way of knowing that on their first visit.

The gate is made of solid adamantine, with hardness 20 and 100 hit points. The gate is likewise warded with Lolth's personal *arcane lock* (CL 20). It can be opened with a powerful *knock* spell against the existing *arcane lock* (removing the bars on the gate and temporarily lifting the *arcane lock*), followed by a DC 27 Open Lock check. It can also be opened with a successful *dispel magic* followed by a successful Open Lock check (DC 30 for both bars and lock). Alternatively, the PCs can attempt to break it (Strength DC 35 with the *arcane lock*, 25 without).

If the PCs attempt to batter through the gate or otherwise draw attention to their attempts to bypass it without a word or key, the warlocks on the other side use *baleful utterance* at will to destroy as much of the party's equipment as they can. See encounter F2: Warlocks beyond the Gate (page 116) for details.



Tactical Map Details

Creature: The kastighur (K) has been charged with guarding the Black Gate against all intrusion.

The Black Gate: The Black Gate dominates this area, marking the entrance to the Demonweb Pits.

The Goddess Comes!

Encounter Level 12 or higher

SETUP

The PCs might be reluctant to leave the Demonweb, despite being unable to open the Black Gate. To encourage them, use this encounter in which all the pathways tremble at the approach of Lolth's aspect, and creatures scramble and cower, fleeing combat for safe harbor.

Adjust the sequence below depending on the characters' location. If they're in area D9, 1d3 sporebats fly out of the rookery tunnels each round in a frenzy, but no other creatures approach (since they can't bypass the Silver Door). If they killed the kastighur, a ten-thousand-spider swarm erupts from its corpse. The Hammer of Lolth, of course, simply comes in through the walls.

In each round, new creatures enter the party's vicinity. Also in each round, the PCs have the opportunity to flee back to the portal to Sigil.

Round 1: The Demonweb shakes violently. A tiefling and a palrethee demon run past the party, screaming, "The goddess comes! Flee or be devoured!" They are moving at a full running clip (120 feet per round), but the party can take attacks of opportunity as they pass by. The two are much too terrified to stick around.

Round 2: Wherever the party is, a ten-thousand-spider swarm enters the area, dealing a single round of damage as the vermin scurry through and around the party. See below for details of the spider swarm.

Round 3: A lone drow walks calmly toward the direction of Lolth's arrival. If the PCs attack, she ignores them. "I will live to see her aspect destroy you all. Fools, the goddess comes to greet me. Her and ten thousand of her children." Use the statistics for a drow patrol member (page 55) if combat occurs for some reason, though this devout fanatic doesn't care about dying when her goddess is about to appear.

Ten-Thousand-Spider Swarm CR 9

MM 239, *MM4* 92
hp 133 (12 HD); **DR** 10/magic

CE Diminutive Lolth-touched magical beast (extraplanar, evil, swarm)
Init +10; **Senses** darkvision 60 ft., low-light vision; Listen +10, Spot +10
Languages Abyssal

AC 23, touch 23, flat-footed 14
Immune weapon damage, critical hits, fear, flanking
Resist fire 10
Weakness hive mind
Fort +13, **Ref** +17, **Will** +7

Speed 30 ft. (6 squares), climb 20 ft.
Melee swarm (3d6 plus poison)
Space 10 ft.; **Reach** 0 ft.
Base Atk +12; **Grp** —
Atk Options distraction (DC 24), poison (Fort DC 23, 1d6 Dex/1d6 Dex)
Special Actions inhabit

Abilities Str 7, Dex 22, Con 20, Int 6, Wis 13, Cha 9
SQ fearless, swarm traits (*MM* 315)
Feats Ability Focus (poison), Alertness, Improved Initiative, Iron Will, Toughness
Skills Hide +19, Listen +10, Move Silently +10, Spot +10

Hive Mind (Ex) A Lolth-touched spider swarm has a hive mind, which makes it susceptible to mind-affecting spells and abilities. For the purpose of such spells, the swarm is a single creature of the magical beast type. Any swarm with at least 12 hit points has a hive mind, giving it an Intelligence score of 6. If a swarm is reduced to fewer than 12 hit points, it becomes mindless and thus immune to mind-affecting spells and abilities.

Distraction (Ex) Any living creature that begins its turn with a Lolth-touched spider swarm in its space must succeed on a DC 21 Fortitude save or be nauseated for 1 round.

Inhabit (Ex) A Lolth-touched spider swarm can enter the body of a helpless or dead creature by crawling into its mouth and other orifices. Inhabiting requires 1 minute, and the victim must be Small, Medium, or Large (although four swarms working together can inhabit a Huge creature). The swarm can abandon the body at any time, although doing so requires a full round. Any attack against the host deals half damage to the spider swarm as well, although the swarm's resistances and immunities might negate some of or all the damage.

If a Lolth-touched spider swarm inhabits a dead body, it restores animation to the creature and controls its movements, effectively transforming it into a zombie of the appropriate size for as long as the swarm remains inside. If a Lolth-touched spider swarm inhabits a living victim, it can neutralize the effect of its own poison and control the victim's movement and actions as if using *dominate monster* on the victim. The swarm quickly consumes a living victim, dealing 2d4 points of Constitution damage per hour it inhabits a body. A body reduced to Constitution 0 is dead.

A Lolth-touched spider swarm-inhabited creature is easy to spot, since its skin crawls with the forms of spiders inside. The swarm is intelligent enough to attempt to hide beneath loose clothing or a large cloak to keep its presence from being detected. The swarm can attempt a Disguise check to conceal its inhabitation of a host, with a –4 penalty in a Small host.

A *remove disease* or *heal* spell cast on an inhabited victim forces the swarm to abandon the host.

Fearless (Ex) Lolth-touched creatures are immune to fear effects.



Illus. by C. Critchlow

HAMMER OF LOLTH **CR 11**

hp 133 (14 HD); **DR** 5/epic

CE Large outsider (chaotic, evil, extraplanar)
Init +4; **Senses** darkvision 60 ft.; Listen +25, Spot +25
Languages Abyssal, Draconic, Common, Drow Sign Language, Elven, Undercommon

AC 21, touch 13, flat-footed 17
SR 25
Fort +12, **Ref** +13, **Will** +17

Speed 40 ft. (8 squares), climb 20 ft.
Melee bite +18 (1d8+6/19–20 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +21
Atk Options Blind-Fight, aligned strike (chaotic, evil), poison (Fort DC 22, 1d10 Str/1d10 Str)
Combat Gear 2 *potions of cure serious wounds*

Abilities Str 16, Dex 18, Con 21, Int 27, Wis 26, Cha 23
Feats Blind-Fight, Improved Critical (bite), Weapon Finesse, Weapon Focus (bite), Weapon Specialization (bite)
Skills Balance +21, Bluff +23, Climb +28, Craft (alchemy +25), Diplomacy +10, Disguise +23 (+25 acting), Escape Artist +21, Hide +17, Intimidate +25, Jump +24, Knowledge (history) +25, Knowledge (the planes) +25, Knowledge (religion) +25, Listen +25, Search +25, Sense Motive +25, Spot +25, Survival +8, Use Rope +4 (+6 bindings)
Possessions combat gear plus *amulet of health +4*

Aligned Strike A hammer of Lolth's attacks are treated as evil-aligned and chaotic-aligned for the purpose of overcoming damage reduction.

Round 4: Every tunnel and bit of webbing moves as if in an earthquake, throwing rubble around, twisting and flexing the passageways but not breaking any of the strands or walls. The tunnel that the party is in creaks and bends with the weight of the Hammer aspect of Lolth that is outside it.

A second spider swarm arrives and inhabits the drow's body.

Round 5: The Hammer of Lolth opens the tunnel or room that the party is in by literally unweaving it, peeling it back. If the party is looking back toward the source of the shaking (or isn't running away), read:

Your feet crunch on the carapaces that are scattered all over the corridor. The swarms are dead, blasted to bits. The tunnel shakes, and the tunnel wall seems to be . . . dissolving, unmade, its webmatter spun back into its maker. You see a jet black, glossy carapace at the center of the hole, the tunnel unweaving as her four front legs move faster than you can follow. Her head is not a spider's armored shell, but the white-haired head of a drow female, the face of the Spider Queen. She grins at you, her mouth dripping poison.

The goal here is to scare the PCs into leaving the Demonweb—and to build up Lolth's power for the characters' eventual triumph when they go down into the Demonweb Pits. If they don't know to run when confronted by the Spider Queen, they deserve to suffer the consequences.

Round 6: A third spider swarm appears. The Hammer of Lolth attacks the nearest character.

Round 7: If the PCs haven't left by now, they weren't paying attention to the warning prophecy of the Celestial Eye (see page 220). Priestesses from the Fane of Eclavdra (three whip priestesses and six subpriestesses; see page 60) arrive and demand that the PCs surrender. They will all be captured or killed by the drow and the goddess.

TACTICS

The Hammer of Lolth jumps on the nearest character with a jump charge, seeking to pin and crush the character below it. Treat this as a charge (+2 on attack rolls, –2 to Armor Class), but also add +2 to any of Lolth's damage rolls as she uses gravity to crush foes beneath her.



Illus. by D. Bircham

Zelatar, the largest city of the realm of Azzagrat, exists in all three layers of Graz'zt's domain. Doorways might allow exit onto a street or into a building, but the building interior or the street could exist on a different layer of the Abyss. Graz'zt controls the 45th layer, called Rauwend; the 46th layer, called Shadowsky; and the 47th layer, called Voorz'zt. The Zelatar city districts on each layer have their own names as well: Fogtown on the 45th, Gallenghast on the 46th, and Darkflame on the 47th. The residents of the city use the layer name and the district name interchangeably; the district names are used throughout this adventure for clarity.

There are obstacles to getting into and through the city, and the party will surely spend time dealing with each of them. As a quick summary, these obstacles include:

1) the fight with the frogfaced slaver (encounter E1)

2) passing through the Viper Gate (encounter E2)

3) hiring a guide or getting honest directions (see page 91)

4) traveling through the streets and an oven of green fire to the Sign of the Black Heart

5) either paying a bribe for a room at the inn or using stealth to enter the hidden section of the inn (encounters E3–E4)

6) talking to the ambassador and getting the information and map (page 97)

7) getting out of the city alive (encounter E5)

8) escaping the plane and returning to Sigil (encounters E6–E8)

How quickly or slowly the PCs accomplish these goals depends on both their actions (whether they seek out a guide, for example) and on how ruthless you are as the DM. The multiplanar and purely evil nature of the city makes it impenetrable to parties that want to hack their way to a solution, so hints might be needed. Pacing is crucial to make sure the characters have a good adventure in a vile place.

PLANAR TRAITS

The Abyss has the following special planar traits:

- Infinite Size: The Abyss goes on forever in the form of an infinite number of layers, although its well-known realms are bounded.
- Mildly Chaos-Aligned and Mildly Evil-Aligned: Lawful creatures in the Abyss take a –2 penalty on all Charisma-based checks. Good creatures take a –2 penalty on all Charisma-based checks. Lawful good creatures take a combined –4 penalty on all Charisma-based checks.

CITY ADVENTURE PACING

As the DM, you can run the Zelatar section of this campaign as a quick-and-dirty nighttime visit to Dawnat Sanp and a hasty escape, where each encounter instantly leads into the next, or you can slow the action down, letting the party stumble and search for clues.

Fast Pace: The advantage of a fast pace is that it keeps the action and tension high, and maintains player interest just for the thrill of the next chance to break out the battle grid. It rewards parties that thrive on risk, that make decisions quickly, and that are powerful and savvy enough to know when to cut and run.

The downside of this approach is that it gives the party little or no time between encounters. The typical sequence would include the Viper Gate, followed immediately by meeting a guide and bribing him to take the PCs to the Sign of the Black Heart, arriving there and talking or fighting their way past the shadow demons (or slipping through the door in the rooftop garden with succubus help), then hearing the shout of the lamia noble in the courtyard below, baying for the PCs' blood. They flee the city the same night they arrived, having gotten what they came for but seeing little else.

Slow Pace: Zelatar is at least as complex and fascinating a place as Sigil or the great cities of the Material Plane. In one respect, this makes it a fine place for the PCs to poke their noses into other business and diverge from the core adventure path. The party sets the pace and gets a chance to enjoy the exotic weirdness of a city unlike any other.

The advantages are that they can buy supplies, get items identified, train up for new levels or craft needed scrolls and potions. A character can pick up Knowledge (the planes) or learn a new language such as Abyssal or even the Dark Speech here (expending the usual skill points or feat slots to do so).

The downside of the slower pace is that Zelatar is, despite Graz'zt's edict of protection for merchants, a deadly demonic city run by a ruthless demon prince. Any party eventually draws unwelcome attention from a powerful demon that asks the wrong questions: The characters have to bluff, forge, or bribe their way out of trouble. If they wait too long, they will wear out their welcome in Zelatar long before they have found the inn on the 47th layer, much less gotten the map and information from their bone naga informant.

ZELATAR

Large City; Monstrous Power Center; AL CE; GP Limit 40,000 gp; Assets 466,000,000 gp; Population: 18,000; Mixed (20% manes, 11% dretches, 9% rutterkins, 9% lamias, 8% vrocks, 8% hezrous, 7% bulezaus, 6% carnevuses, 5% tieflings, 4% succubi, 3% armanites, 2% shadow demons, 2% harpies, 1% Abyssal giants, 1% lamia nobles, 4% other demons such as mariliths, cambions, alkiliths, glabrezu, and so on).

Authority Figures: Graz'zt (CE male demon lord epic), Dark Prince, Master of the Gates of Zelatar, Lord of the Argent Palace; Lavendeth (CE female lilitu cleric 16), high priestess of the Chosen's Tabernacle; Eniff of the Joss Desert (CE female lamia noble cleric 12), high priestess of the Grand Shrine; Athux (CE male drow half-fiend fighter 10/blackguard 7), General of the Legions of Graz'zt.

Important Characters: Verin/Ztefano (CE male demon lord), Graz'zt's diplomat and favored spy; Thraxxia (CE female human half-fiend sorcerer 11), Graz'zt's daughter and favored assassin; Madjack Madarang (CE male carnevus demon), owner of the gladiator pit; Inkheart and Sable (CE male and female shadow demons), owners of the Sign of the Black Heart; Raxivort (CE male xvart rogue 15), King of Xvarts, Prince of Bats.

City Guard: Song of Blood (CE male bulezau fighter 4), infantry captain; Blackwatch and Nightwatch (CE female shadow demons rogue 4), elite guards.

Private Militias: Too many to count. Authority figures have an entourage or a company of hirelings who do the demon's work of intimidation, theft, and murder, as required. However, few command more than a hundred such followers.

Notes: The inhabitants of Zelatar include demons, cambions and other half-fiends, tieflings, lamia, lilitu (*FC1* 43), and others who revere Graz'zt. Many of these creatures are beautiful and female; all are evil. The locals know the ways of the shifting portals between the layers, but visitors require a guide to get from place to place within the city.

CITY DISTRICTS

The three main city areas are Fogtown on the colorless 45th layer, cosmopolitan Gallenghast on the 46th, and Darkflame on the 47th layer of the Abyss, where heat and cold are reversed and torches flicker with blue and purple flames.

Fogtown

Rains are frequent on the windswept, gray 45th layer of the Abyss, and water from this layer is piped to the other layers of the city. Everything here takes on a subdued and indistinct air. All Move Silently and Hide checks on the layer gain a +2 circumstance bonus, but all Knowledge (the planes) checks concerning the layer take a –4 penalty. Dretches and manes live in countless hovels, among the large stone piles that are the mansions of hezrous, who enjoy the climate.

The poorest laborers of Azzagrat toil just outside the scythe-topped walls of the moody Fogtown neighborhood, harvesting colorless edible fungi from the featureless plains surrounding the city. Fogtown is a place of slave gulags and

rickety insane asylums, where hope is even scarcer than coin, and violence lurks at the dark heart of every shadow.

Because the nature of the Triple Realm's 45th layer makes details difficult to remember, the city's inhabitants use Fogtown as a rendezvous point or contraband drop, reasoning that participants are automatically safer when they cannot remember each other's faces.

Zrintor, the Forest of Vipers: Outside the city, an impossibly large forest of viper trees (both larval and elder; see page 212) dominates a vast portion of this layer, enshrouding a huge collection of green fire oven gates that lead to locations throughout Azzagrat. The trees themselves writhe upon absent winds, their venom-mouthed branches snaking down to ensnare unwary travelers. Because Zrintor's oven gates are so versatile, the forest remains heavily traveled despite the inherent danger of the trees. No animals survive here, and only the firelight of torches and lanterns keeps travelers safe from the trees.

From time to time, terrible fires beset the forest, spurring the trees to piteous screams of terror and pain. Only Graz'zt himself can quench such a potent conflagration, but he is said to enjoy the keening of the dying vipers and seldom rushes to save them.

Gallenghast

Light shines up from the ground of the 46th layer, making all places seem strangely distorted, and shadows stretch like columns of light into the sky. Shadow demons, Abyssal giants, and rutterkins especially favor this layer. It is the seat of power of Athux, Graz'zt's son, as a reward for his help in defeating Iggwilv. Creatures not native to this section of the Abyss have a great deal of trouble on Hide checks here, since light behaves so differently. All nonnative creatures gain a –5 circumstance penalty on their Hide checks while on the layer.

Gallenghast is the largest of Zelatar's three planar neighborhoods, packed with the villas of demonic nobles and the markets of traders from every corner of the Great Wheel. Numerous inns and lodging houses of dubious character crowd the peripheries of vast market squares. Here and there, absent paving stones allow the natural light of the 46th layer of the Abyss to blast upward in vibrant towers of eerie luminescence, casting the neighborhood in moody lighting.

Visitors seeking a safe refuge flock to Gallenghast's chapterhouse of the Planewalkers Guild, the ragtag assembly that bases itself on the Infinite Staircase. The Staircase, a vast planar pathway that grounds itself wherever creativity thrives, connects to a secluded doorway under an artist's studio in a deserted alleyway nearby. The artist, a sadistic ogre mage named Erballux Klint (NE male ogre mage expert 7), specializes in making statues out of actual corpses, their resin-hardened organs, veins, and flensed skin peeled back to reveal a riot of natural coloration. Klint is a member in good standing of the Planewalkers Guild, and a handful of his animated life-statues protect the door from unwanted explorers. Interlopers who are not members of the guild can access the door to the Infinite Staircase by donating an unusual specimen to his studio's "waiting chamber."

A broad grass clearing near Gallenghast's walls attracts martial visitors throughout the year. These Hollowfield Grounds serve as the site of monthly tournaments known throughout the Abyss for their savagery and their extreme formality. Winning a particularly spectacular death match at the Grounds is enough to make any resident of Zelatar an instant celebrity and might even warrant a personal audience with the Dark Prince himself.

The Chosen's Tabernacle, profane cathedral of Graz'zt's wicked cult, dominates the large central square of this neighborhood, bathed in the layer's eerie groundlight and casting dolorous shadows high into the air. The temple's high priestess, Lavendeth (CE female lilitu cleric 16), is a manipulative administrator with the appeal of a succubus and a head for dirty dealing, making her a favorite consort of the Dark Prince.

Darkflame

The 47th layer is thought to be Graz'zt's home layer. It is certainly the oldest of the three. It can only be reached from the 45th and 46th layers, and its blue sun is distinct from that of the other layers. Even more distinct is the way flames glow blue and purple here rather than red, dealing cold damage instead of fire damage. Cold effects correspondingly cause fire damage, and fire resistance on this layer is diminished by half. Succubi and lamias find the layer especially congenial.

ZELATAR LORE

Characters who have ranks in Knowledge (the planes) can learn more about the city of Zelatar and its strange geography. When a character makes a skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
15	The city of Zelatar is ruled by Graz'zt in a sharp hierarchy; demons at the bottom dare not question those above them, and few demons dare to make trouble in Graz'zt's capital. The city itself is built on all three Abyssal layers that Graz'zt rules and is inhabited by lamias, rutterkins, vrocks, and others in rather close proximity, due to Graz'zt's strict pronouncements against melee combat within the city.
20	The easiest way for nonnatives to find their way around the city of Zelatar is to hire a tiefling or rutterkin as a guide to the portals. The prices are high, but the alternative is walking around a deadly city full of demons and likely becoming lost.
27	Ranged combat and magical combat are permitted within the city, and the legions of armanites (heavy demonic cavalry) and bulezaus (invisible demonic foot soldiers) have wide latitude to kill whatever they need to kill for recreational purposes. Merchants, however, are protected from demonic harassment by a special edict.



The most remote of Zelatar's three neighborhoods, Darkflame is a haven for those who do not wish to be found. Graz'zt houses his deadliest assassins and agents within the district, each with a deep cover identity that masks their true nature from even their closest neighbors. Shadow demons, succubi, and alkiliths abound in the twisting mazelike alleys, seeking out those who would use the obscurity of Darkflame to hatch seditious plots against their ebon-skinned prince.

A walled enclosure called Zul's Hanging Garden writhes with carnivorous plants in a thousand different colors. Their grasping fronds and snapping traps yearn to reach ever upward, toward the dangling feet of hundreds of impaled traitors kept impossibly alive by the powers of magic chains hanging from a glass ceiling. Their piteous moans are like music to the vines and creepers, who dine on their dripping blood and spilled bile. When a growth reaches a victim, his sentence is declared fulfilled and he escapes into the aromatic embrace of death.

ANIMATED TONGUE PORTALS

These tongues and the surrounding metal doors, barred portcullis, and iron scrollwork are equivalent to Huge animated objects (88 hp). They count as having multiple legs (the bars and pillars of the gate can be pulled out of the street), so they have a speed of 40 feet. Their motions are sinuous and quick. Destroying an animated gate destroys the portal and brings the attention of demonic guards.

DISCOVERING PORTALS

The party must pass through at least one portal to reach the Sign of the Black Heart, which operates on the 47th layer. The city gates are all on the 45th and 46th layer; on the 47th layer, a continuous wall without a break surrounds the city. Ergo, it's worth hiring a guide or investing time in gathering a great deal of information from unreliable demons. Finding a guide is the easier method.

Some PCs will find their way around the city without a lot of help, because of their familiarity with portals and multiplanar spaces. For such a group, it's simply a matter of using DC 20 Knowledge (the planes) checks to determine which of the three layers they are on at any given time, and what might be a useful portal (DC 25). Shifts of light, scent, and architecture details are usually helpful. The populations of the three layers are not quite the same, either.

The portals in the city take three primary forms: groves of viper trees (or doors carved within the trunks of especially large viper trees), ovens of green fire, and animated iron gateways.

The groves of viper trees are difficult for nonchaotic and non-evil characters to pass through, because of the elder trees' ability to detect alignment. However, if a character moves at 20 feet per round or faster and accepts a round of attacks of opportunity as he or she passes through a viper tree's reach and threatened squares, the tree cannot prevent them from passing through the gate.

The ovens of green fire cause 2d6 points of magical fire damage to creatures not resistant or immune to fire. Given

Graz'zt's cruel sense of humor, some green fire ovens are simply full of fire and don't contain portals at all. In this case, a creature takes 2d6 points of damage going in but must then turn around and get back out, during which time it takes another 2d6 points of damage. There are no saving throws against this damage because creatures walk into the fire willingly.

The iron gateways are the public portals between the three layers; they are Huge animated objects that close when commanded by a vrock, lamia, lamia noble, succubus, cambion, carnevus, hezrou, marilith, or demon lord. Once closed, the gates have four slam attacks in the shape of forked tongues. See the sidebar for complete details.

CITY LOCATIONS

The city is too large to describe in detail, but prominent landmarks, households, temples, and merchants are covered here.

1. THE GIANTS' GATE

The PCs might decide to find another way into the city rather than risk the Viper Gate (encounter E2). If so, they find a second gate that also leads into the city, called the Giants' Gate because of the two enormous giant statues holding 40-foot-long spears. Made of iron, they seem almost carved out of the metal walls on either side of the gate itself. This gate is only used by tanar'ri demons; the giants, really enormous iron golems, attack all other creatures.

2. THE ROOSTING WALL

The city's approximately two thousand vrocks roost along the outer city walls and the palace walls, but their favorite spots to gather in flocks include this particular stretch of wall overlooking the River of Salt. The wall is smeared yellow-gray from generations of vrock droppings, and their cawing speech in Abyssal echoes over the river here. Other demons avoid the area.

3. THE CAMPS OF THE LEGIONS

The windswept plains of the 45th layer are home to overflow legions of demonic soldiers, both heavy cavalry armanites and the invisible infantry called the bulezau. Both groups are under the command of Athux (CE male drow half-fiend fighter 10/blackguard 7), one of the many sons of Graz'zt. Athux's mother was a particularly comely drow cleric, and the black-skinned, six-fingered Athux looks like a younger version of his father. He shares Graz'zt's appreciation for cruelty and ornamentation but lacks his father's panache and foresight.

Athux was instrumental in the recent overthrow of Adimarchus, a rival demon lord who once ruled Occipitus (layer 507), and who fell victim to Athux's powerful charismatic charms. Since that victory, Graz'zt has placed Athux in command of his considerable demonic army, a thinly veiled insult that suggests the Dark Prince doesn't think much of his son's domestic political prospects. Athux might or might not realize that his new command of the legions is an insult, but he does appreciate their power. However, the legions are not allowed to enter the city en masse, only in smaller companies, so he needs helpers and warriors who can help him storm the Argent Palace as part of a coup d'état against Graz'zt.

Anyone snooping around the camps is escorted to an audience with Athux; he judges them on their ability to help him overthrow his father. Athux foolishly thinks he commands the army because Graz'zt fears him, so he's been plotting against his father—a fact that fills Graz'zt's dark heart with pride.

4. ARGENT PALACE

The Argent Palace sits on a small plateau about 50 feet above the level of the surrounding town, and as a result is visible from anywhere in Zelatar, regardless of which layer the observer is looking from. The palace is Graz'zt's abode of sixty-six ivory towers and one hundred cold, mirrored halls—a sterile, echoing space. Those seeking Graz'zt's audience room must wend their way through the mirror and portal maze in which at least a dozen ravenous bodaks roam. Mirror mephits are also said to act as Graz'zt's spies in the Argent Palace, and the palace's mirrors are all heavily enchanted for scrying and travel across the Plane of Mirrors.

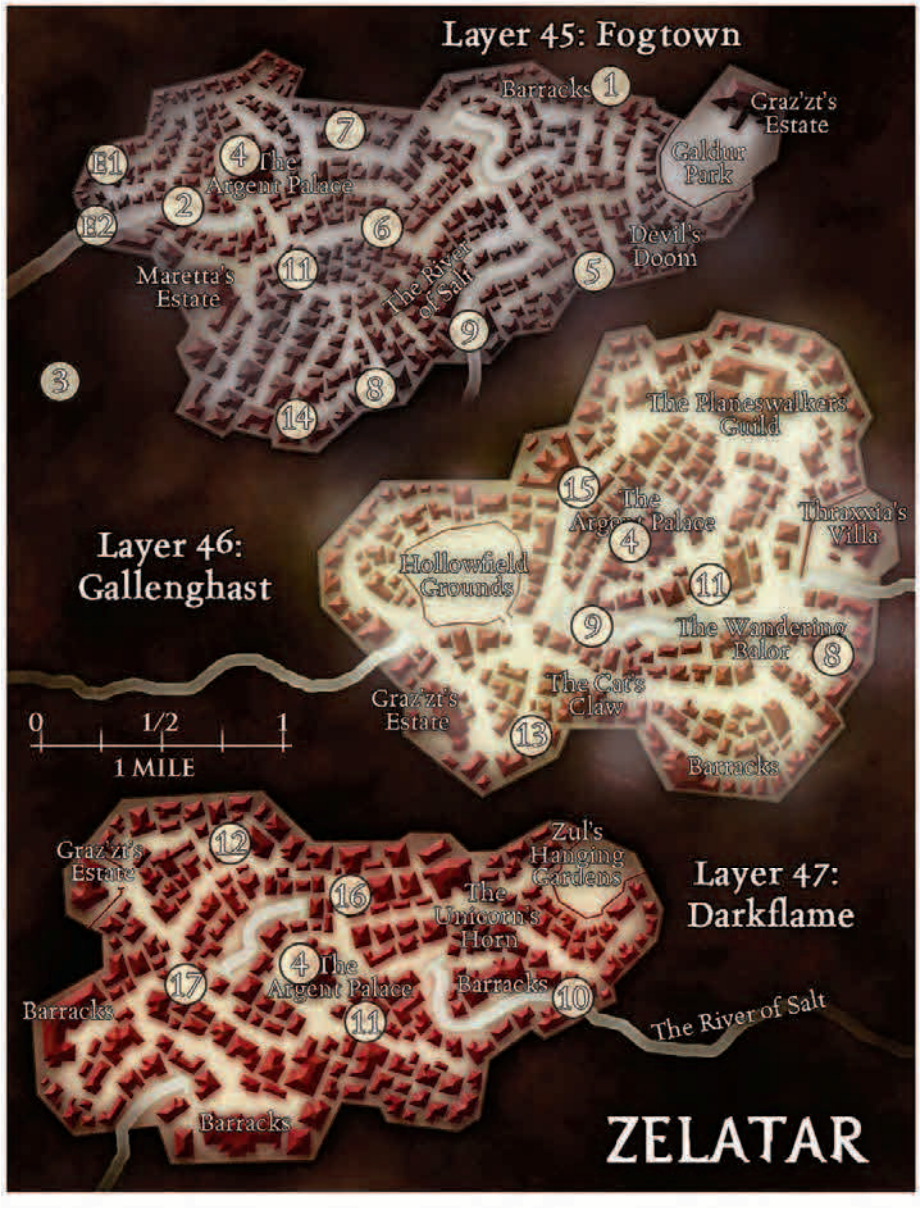
PALACE DUNGEONS

When a PC irritates a major demon or attacks traveling merchants such as night hags (who carry merchant charters), he crosses a line that gets him forcefully arrested by however many demons it takes to subdue him. The ugly affair is no longer subject to negotiation or bribes; it becomes "a matter for Lord Graz'zt," and a troop of six armanites led by a marilith comes to take the prisoner to the Argent Palace for further questioning. The party might, if it is lucky, get the prisoner out of the palace dungeons with strong stealth skills and magic, but the odds are poor.

A frontal assault definitely results in the entire party being killed or captured; even a cursory scouting of the Argent Palace shows that something like forty vrocks patrol its skies, dozens of lamias and at least four lamia nobles wander in and out at all hours, and one or two mariliths are frequent visitors (one of these, Ustina of the Amber Hive, is widely known in the city). A succubus with an escort of thirteen bulezau also visits frequently (this is Maretta, the succubus overlord of the town of Samora). A successful DC 25 Gather Information check in the city might reveal more defenses and details of the palace.

While DM mercy might mean that Graz'zt is intrigued by offers to advance his cause, Graz'zt claims that he knows nothing about why Rule-of-Three sent the PCs here and doesn't believe their story. They'll have to convince him (Diplomacy DC 30 or higher).

Eleven lamia nobles, 121 normal lamias, sixty-six succubi, twenty-three vrocks of the largest size, at least twenty-three 7th-level or higher priests of Graz'zt, and other demonic courtiers and companions guard the outer sections of the Argent Palace. Screams can be heard from the palace when Graz'zt slowly tortures and kills sacrifices given to him by supplicants from the Material Plane.



5. THE BONEBREAKERS' PIT

This section of Fogtown is an area of punishment and butchery, where manes become food for greater demons or are turned into rutterkins (a painful process that destroys a healthy mane and leaves it permanently twisted) to provide Graz'zt's armies with fresh troops. Mortals visiting here are importuned by the manes that are soon to be slaughtered or transformed. The manes beg for mercy silently and constantly, kneeling and pleading with anyone who is not obviously a demon greater than they are.

Rutterkins and their hezrou and carnevus overseers run the bottom of this pit. The ground is slick with demon blood, and a steady stream of porters carries flesh out and souls into the pit. The screams of the rutterkins-to-be can be heard from hundreds of yards away; the demons here all ignore the sound as unremarkable.

6. THE QUEEN'S CAUSEWAY AND THE PLAGUE OF RATS

Fogtown connects to Gallenghast, the heart of Zelatar, by way of a vast undermarket called the Queen's Causeway, named in honor of Zuggtmoy, Queen of Fungi. A gray, chalky fungus is one of Zelatar's primary food sources, and the markets of the Queen's Causeway sell the usually tasteless stuff in a staggering array of flavors. Wide stairs at the south end of the market lead to Fogtown, while a much more traveled flight on the opposite side leads to Gallenghast.

Rats currently overrun the Queen's Causeway and nearly all buildings in Fogtown. Swarms of them throng the streets and make life difficult for the inhabitants. Several reports of rats devouring dretches and even larger demons have been confirmed. These rats obey Raxivort, a goblinlike creature that once served as Graz'zt's Master of Slaves before breaking into the Dark Prince's secret vaults and making off with incalculable spoils. Enraged at this betrayal, Graz'zt has launched numerous unsuccessful attempts to have Raxivort destroyed, but the wily Night Flutterer, as he is known by his people, the xvarts, has thus far eluded capture.

Any characters who captured or destroyed Raxivort would win Graz'zt's favor. Any party that desperately needs to get out of town under cover of darkness (or under a cloak of rats) might find Raxivort willing to help, for a steep price in gems and magic.

7. THE BOULEVARD OF FORTUNETELLERS

This wide street is a popular one, because it is filled with tieflings, carnevus, and succubi, along with lamia fortunetellers and palm readers and other hucksters. Demons are as interested in the future as anyone, and some of these fortunetellers are considered reputable. All act more or less as an *augury* spell does, for a fee of roughly 500 gp (or the equivalent in meat or goods).

Beheading is frequently the fate of the eldest and most famous of the fortunetellers, in order that their wisdom can be added to "Grandmother Fortuna," a pillar made of more than two hundred heads stacked in a spiral column. It is said that this particular repository of wisdom and prophecies speaks only when Graz'zt or his favored consorts come to the market themselves. A few carnevus claim to know the secret of getting Grandmother Fortuna to speak, which costs the party at least 5,000 gp (though the carnevus prefer the sacrifice of a willing soul).

Surprisingly, the demons are not liars; if the party buys the pillar's services, the heads speak in a rasping chorus of desiccated tongues and clicking teeth, with the equivalent of a *commune* spell. Lamia spies immediately alert Graz'zt when Grandmother speaks.

8. THE GRAND SHRINE OF THE HIGH LAMIA

The Grand Shrine exists simultaneously on the 45th and 46th layers of the city, and it stands brightly at the head of the Boulevard of Vipers on each. The tall dome of the Grand Shrine is covered with tarnished silver leaf, half reflective, half blackened. The dim, cool interior smells like a lion's cage, catlike and feral, with an undertone of rot.

The building never closes to worshipers, and the temple is always full of at least thirty lamias singing sweet praises of Graz'zt in Fogtown, while at least thirty harpies sing harsh, shrieking praise in Gallenghast. Some demons say they can hear both voices at once, and that the union of the two layers is a symphony of the Dark Speech. Most mortals and lesser demons think this is a load of horse apples.

The High Lamia herself is Eniff of the Joss Desert, the greatest priestess of all Graz'zt's lamia followers, a lamia noble with powerful divine spellcasting ability. She is happy to offer healing to followers of the Six-Fingered Lord for a small fee (100 gp per spell level). Pilgrims from the Joss Desert on the 45th layer come to the Grand Shrine as a religious duty.

The Grand Shrine is in competition with its powerful rival, the Chosen's Tabernacle (see below).

9. THE RIVER OF SALT

The River of Salt runs through the city of Zelatar in all three layers of Azzagrat, a sparkling mass of liquid salt crystal (how a substance can be both liquid and crystalline at the same time is a question best left for the sages). Submersion in the river is deadly, as the salt attacks eyes, nose, and mucous membranes, and crushes any creature placed within it. Because the river simultaneously snakes through all three layers of Azzagrat, specially prepared trade vessels float upon its surface in a rotation that brings them to every city in Graz'zt's domain. Some tours even offer "city-to-city" trips, which go downstream and travel from Zelatar to other cities in Azzagrat and back to Zelatar without ever working tediously against the current.

Creatures within 10 feet of the river are subject to suffocation (*DMG* 304) from choking on the dust generated by the grinding salt crystals. Characters submerged in the crystal flow take 6d6 points of crushing damage per round. Even touching the flowing minerals is enough to earn 1d6 points of dehydration damage, because the river drains vital fluids from all it touches.

The River of Salt is a tributary of the River Styx, though the confluence is hundreds of miles downstream from the city. Galleys and towed barges made of iron or stone float on the piers of Darkflame and carry cargo from Zelatar to Gehenna, Carceri, Limbo, and elsewhere. The dockworkers are hezrous with occasional help from rutterkins, dretches, and marraenaloths. The crews of the vessels that dock here are from all over the Lower Planes: night hags, devils, bladelings, slaadi, and others all work the Styx trade ships.

10. THE BRIDGE GATE

The only nonmagical gate to the city in the 47th layer is the one between the docks and the interior city (to prevent assaults by water). The gate is planted with four overlapping elder viper trees (two of the law-sniffing variety, two of the good-sniffing kind), which help the vrocks and other guards inspect everything that passes through the gates.

The river itself provides a deadly moat in front of this gate. Only flying creatures or sailing ships come to Zelatar directly on the 47th layer; others approach through Fogtown or Gallenghast.

11. VIPER TREE BOULEVARD

This boulevard of sixty-six elder viper trees leads up to the gates of the Argent Palace on all three layers of the city, although on the Fogtown and Gallenghast versions of the boulevard, no gate leads into the Palace. On the Darkflame layer of the city, the gate is a bone-white construction that seems as much organic as carved, marked with thousands of fingers and hands. With demonic originality, it is called the Gate of Hands.

Every third viper tree along the boulevard contains a portal to one of the other layers of the city. Tanar'ri and tieflings can see this effortlessly (Spot DC 5), but others have much more trouble figuring out which are portals and which are not. Any character who makes a successful DC 18 Knowledge (the planes) check can spot the difference. A *detect magic* spell is not useful here, since all viper trees are faintly magical.

At the far end of the boulevard from the Argent Palace is the Grand Shrine of the Lamia, at least in Fogtown and Gallenghast. In Darkflame, the site is a public square used for executions.

12. SIGN OF THE BLACK HEART

This inn on Darkflame caters to the wealthy and the powerful. It is located near the entrance to the palace. See page 93 for full details on the inn and its owners.

13. THE SWORDSMITH'S PIT

In Gallenghast, gladiatorial combat among the vrocks, carnevus, and other demons is a popular pastime. The demons gamble, cheat, and argue over the results of fights between matched demons or unequal matches; popular matches involve a captured devil (which always loses) or a single powerful demon against a dozen or more mortals, such as humans, aasimar, or dwarves. The more exotic, the better.

This pit is said to have been a forge or foundry at one time. If so, it's a surprise it ever went out of business, given the demands of the Blood War for armor and weapons.

Those who wish to join a fight here must stake a certain amount, usually 1,000 gp, to prove they are serious contestants and will show up for the fight. Master of the arena Madjack Madarang chooses their opponents, and they change often. However, a typical fighter could expect to fight (in order) two rutterkins (CR 4), a cambion wizard 6 (CR 7), two lamias or one bodak (CR 8), a hezrou with a *fire shield* spell or a carnevus/rutterkin team (CR 11), three bulezaus or two Abyssal giants (CR 12), and finally an alkilith (CR 14).

For each opponent the character defeats (fights are to the death or unconsciousness), he wins more money, but each fight is double or nothing. The first match wins an easy 1,000 gp, the second doubles that to 2,000 gp, then 4,000 gp, and all the way up to 32,000 gp for defeating the alkilith. There is little time for healing or recovery between matches—only about 10 rounds from one fight to the next, during which potions can be drunk or healing spells applied. If a fighter chooses to drop out, he keeps the purse he has won to that point. If he keeps going, he probably dies in the ring. The alkilith is nicknamed the Great Green God by the fans and spectators, and it has not been defeated in many years.

14. THE GOLDEN OPPORTUNITY

This boarding house serves githzerai, slaadi, lesser demons and (though its owner doesn't know it), Graz'zt's son Rule-of-Three, on those occasions when he comes here to report to one of Graz'zt's spymasters.

15. THE RUNNING MARKET

Succubi, lamia, and other carnivorous demons purchase mortals, least demons, larvae, and captured foes from the Blood War at this flesh market. Manes are already butchered when sold here; healthy mortals, captured devils, or enslaved yugoloths are offered in groups or matched pairs. The market gets its name from the practice of letting slaves "escape" and watching them run until they are either recovered by their seller or brought down by a purchaser.

Given the wide range of the Abyss and the exotic types of creatures found there, other sentient creatures are for sale, usually as food, sometimes for sacrifices or darker purposes. Vrocks gather here at nightfall each day, waiting for the leftovers and scraps after the merchants close their slave pens for the night. It is not unusual for demons to sample a slave before purchase; fingers, toes, and ears are provided as appetizers.

Anyone attempting to stop the bloodshed and butchery here is likely to be arrested by a patrol of the town watch (a bulezau and two shadow demons) or the market guard (a single hezrou in a tall black hat) for "disturbing trade." An easy bribe (involving a minimum of 200 gp and a DC 15 Diplomacy check) allows the PCs to go free. If this fails, they are taken to prison overnight. The next morning, they are found guilty in a mock trial and sentenced to be burned by acid in a pit of lime (4d6 points of damage, no save). If the crime is repeated, the sentence changes and the offenders are transformed into manes (*FC1* 45).

16. THE CHOSEN'S TABERNACLE

This enormous shrine stands near the Argent Palace on Darkflame. It is an alternative to the Grand Shrine of the High Lamia, meant for worship by powerful demons, lamia nobles, and creatures whose presence might disturb lesser beings, given the liquid praises of the alkilith and the incorporeal whispering of its shadow demon chorus. The lilitu Lavendeth rules the place with casual cruelty.

The Chosen's Tabernacle is closed to mortals during services, and screams and pleading are frequent disturbances when the offerings to Graz'zt are made. However, no one ever actually sees mortals being carried in or carried out of the Tabernacle. Some believe that the green ovens can divert a sacrifice to the Tabernacle at Graz'zt's bidding; others think there is simply a hidden underground tunnel somewhere nearby.

17. THE GREAT GREEN OVEN

Depending on who you believe, this especially large oven either connects all portions of the city of Zelatar, or is a colossal demonic joke. The oven itself is just like the portal ovens scattered throughout the city, but it is as large as a small mansion and burns with a brighter green than the others. It sometimes flickers with the purple flames of the 47th layer. It supposedly has the power to move travelers to any point in the city, even within the Argent Palace itself.

As evidence, the demons who claim that it connects all places point out that mariliths, lamia nobles, and carnevus walk into it and disappear: lesser demons think this is sheer trickery, and the Great Green Oven merely burns up lesser creatures. Few demons are willing to confirm the story through experiment.

This oven deals 4d8 points of fire or cold damage to anyone entering (the flames become purple when confronted with a creature that has immunity to fire). The story might be true, or just another demon's lie, or it might be true some of the time. On the planes, facts change.

ENCOUNTERS IN ZELATAR

Once the PCs learn that they can wander around the city without being immediately torn apart, they might try visiting various people and places. Zelatar is a deadly city full of predatory demons and other fiends, but some will be thrilled by the exotic sights of a demon city.

If the party does wander from place to place in search of the Sign of the Black Heart rather than paying a guide or discovering the use of portals, roll once on the encounter table per hour. These encounters represent demons or other creatures that interact or interfere with the party in some way; obviously, the PCs see demons and others constantly while they are in the city, but the majority ignores them completely.

Commonly encountered creatures in the city, their level of hostility, CR, and sources are provided in the table below.

d%	Creature	Attitude	EL	Source
01–07	12 manes	Unfriendly	7	*FC1* 45
08–16	10 dretches	Indifferent	8	*MM* 42
17–26	6 rutterkins	Indifferent	8	see below
27–31	2 tieflings, 3rd-level sorcerers	Friendly	5	*MM* 209
32–35	3 babaus	Hostile	9	*MM* 40
36–40	Lamia (and 2 rutterkins)	Unfriendly	7	*MM* 165 (see below)
41–45	Succubus	Indifferent	7	*MM* 47
46–49	3 lamias	Hostile	9	*MM* 165
50–52	2 bodaks	Hostile	10	*MM* 28
53–56	Night hag riding nightmare	Indifferent	10	*MM* 193, *MM* 194
57–59	Shadow demon	Hostile	8	*BovD* 172
60–64	3 vrocks	Hostile	12	*MM* 48
65–69	Yugoloth, yagnoloth	Indifferent	10	*MM2* 204
70–71	Chasme	Hostile	10	*FC1* 34
72–74	Harpy archer	Indifferent	11	*MM* 151
75–76	Hezrou	Unfriendly	11	*MM* 44
77–81	Carnevus and hezrou	Indifferent	12	page 198, *MM* 44
82–86	2 Abyssal giants	Indifferent	12	page 204
87–91	2 lamia nobles	Unfriendly	11	page 206
92–94	12 armanites	Hostile	14	*FC1* 28
95–97	6 bulezau	Unfriendly	14	*FC1* 33
98	Alkilith	Hostile	14	*FF* 46
99	Marilith	Unfriendly	17	*MM* 44
100	Graz'zt and 3 lamia nobles	Indifferent	Epic	page 184, page 206

If a source in this table is not available, use one of the following creature substitutions from the *Monster Manual*.

Creature	MM Substitution
12 manes	10 quasits (*MM* 46)
Yugoloth, yagnoloth	Glabrezu (*MM* 43)
Chasme	Bebilith (*MM* 42)
6 bulezaus	8 Abyssal ogre barbarians (*MM* 199)

6 Rutterkins CR 3

Book of Vile Darkness 170
hp 37 each (5 HD); **DR** 5/cold iron or good

CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +9, Spot +9
Languages Abyssal; telepathy 100 ft.

AC 16, touch 12, flat-footed 14
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 14
Fort +7, **Ref** +6, **Will** +5

Speed 20 ft. (4 squares)
Melee mwk snap-tong +9 (2d6+3)
Ranged three-armed-blade +8 (1d10+3)
Base Atk +5; **Grp** +7
Atk Options snap-tong grapple
Special Actions *summon tanar'ri*
Spell-Like Abilities (CL 6th):
At will—*darkness*, *cause fear* (DC 11), *telekinesis*
1/day—*desecrate*

Abilities Str 14, Dex 15, Con 17, Int 9, Wis 12, Cha 10
Feats Exotic Weapon (snap-tong)B, Exotic Weapon (three-armed-blade)B, Weapon Focus (snap-tong), Weapon Focus (three-armed-blade)
Skills Balance +4, Climb +10, Intimidate +8, Jump +6, Listen +9, Move Silently +10, Spot +9, Tumble +12
Possessions masterwork snap-tong, 5 tri-blades

Snap-Tong A snap-tong deals 2d6 points of piercing damage, threatens a critical hit on a 20, and deals double damage on a critical hit. A-wiel-der that hits an op-ponent of Small to Large size can at-tempt to start a grapple as a free action without provoking attacks of op-por-tunity. If the wielder gets a hold, the snap-tong grabs the opponent and deals 2d6 points of damage each round the hold is maintained.

Three-Armed Blade This exotic ranged weapon is a 1-foot-wide, three-bladed wedge that is launched from a slinglike device. It has a range increment of 20 feet and deals 1d10 points of slashing damage. It threatens a critical hit on a 20 and deals double damage on a critical hit.

Summon Tanar'ri (Sp) Once per day, a rutterkin can attempt to summon 1 rutterkin or 1d6 dretches with a 35% chance of success. This ability is the equivalent of a 1st-level spell.

ZELATAR PLOT POINTS

As the DM, you have three plot points to work with in this section of the adventure arc. The PCs arrive at Rule-of-Three's request and likely immediately attempt to enter the city and seek out Dawnat Sanp, the bone naga ambassador. This portion of the plot revolves around elements that keep them away from him. After their meeting, the PCs' goals change—first to escaping a hostile city, and then to finding a portal to take them away from the Triple Realm.

FAILURE TO HIRE A GUIDE

No demon is going to say, "Go hire a guide, dummy"—though several guides offer their services just inside the city gates. Rule-of-Three knows the city too well to think of suggesting it. So how long should the party wander around the wrong layer trying to find the Sign of the Black Heart? At least for one major combat—and for as long as the players are having fun.

Wandering the streets is a great way for the party to see that the city is full of dangerous and completely evil creatures: Slavery, torture, murder, and other crimes are all part of the street life, though chartered merchants and travelers are protected from the worst of it. However, demons love to lie, and if the PCs ask for directions to the Black Heart, they need to overcome a hostile or unfriendly initial reaction from anyone they speak to: Most lie, sending them into a green oven without a second thought—the wrong green oven, leading someplace such as the Running Market, the Swordsmith's Pit, or the Grand Shrine.

Charters and Symbols of Law and Good

If the PCs have a merchant charter (from the jackal lords or purchased elsewhere in Sigil), they can walk through the city largely unopposed. Some demons try trickery or attempt to provoke the party into attacking (and then claim self-defense), but most respect the Dark Prince too much to cross his edict.

If they don't have a charter, the party members are fair game for any dretch, manes, or hezrou that wants to take a shot at them, especially if they are displaying any signs of law or good, such as being of elf or dwarf blood, wearing holy symbols, carrying shields marked with lawful or holy heraldry, or radiating auras of good or law. Allegiance to celestial powers is a crime in Zelatar, and killing mortals is not.

Fights and Arrests

Zelatar is violent place where might rules. If the PCs do fight and stay near the scene of the fight for more than 1d4 minutes (searching for loot, questioning witnesses, and so on), they might get arrested. Mortals are guilty until proven innocent, and any demon will swear that the PCs committed any number of offenses in the city. Arrested PCs are likely to be tortured and killed in Graz'zt's dungeons. See the Palace Dungeons sidebar on page 86 for consequences for captured PCs.

Hopefully, not all of them will be captured at once, and at least one of them escapes to tell the tale to Rule-of-Three and to round up replacement members of the adventuring company.

Failure to Meet the Ambassador

If the party does not meet with Dawnat Sanp (page 97), the trip is essentially wasted. The PCs can leave using the standard methods, but they may find it impossible to get past certain sections of the adventure in the Demonweb itself, including the Black Gate (encounter D9).

Side Quests

Here are possible quests that the party might be asked to undertake or might stumble across while wandering the city.

- Asked to serve Graz'zt's son Athux as assassins, killing off an important carnevus advisor who has been spying on Athux
- Challenged to show papers by a patrol of bulezau
- Asked for a bribe by a mob of Raxivort's bat-riding xvart followers (though they call it a "road use tax")
- Offered corrupted halfling slaves for sale by a merchant nalfeshee named Crazy Ussigor ("Just 900 gp each!")
- Recruited for the Swordsmith's Pit by an ambitious mane
- Solicited by a succubus who wants someone to kill off her hezrou master

OPTION: A VISIT BY RHYXALI, DEMON PRINCESS OF SHADOW

If the party spends too much time in Zelatar or ventures into sections of town best left alone, it might be worth having Graz'zt's sister, Rhyxali, pay a visit to the city. The shadow demons are her followers and are fiercely loyal to her. A DC 15 Gather Information check reveals that she trades in both information and souls, and considers mortals to be trash unworthy of demonic attention except as a source of currency. Every time she visits, the rumors say, she brings a list of traitors and schemers with her, the better to uproot plots against Graz'zt.

All demons in the city are on edge, nervous that their own petty schemes might be exposed. In exchange for the list of traitors, the Dark Prince supposedly gives Rhyxali information of his own, or the souls of all mortals left in the city.

Rhyxali arrives by night, darkening all lights as she approaches, and keeping the city magically darkened while she remains there. Her entourage includes ninety-nine shadow demons and Kadasha, a Large shadow demon who is one of her particular favorites. She also brings along a small gift for Graz'zt, a dozen corrupted mirror mephits (later seen in encounter F11).

- Offered a poisonous drug called "red amber" by a friendly glabrezu dealer (Fortitude DC 19 or lose 1d6 Con)
- Asked to judge a religious schism between two rival lamia nobles (guaranteed to infuriate one side or the other unless a PC makes a DC 20 Diplomacy check)

Demons see the party as a target for cash, for services, or for manipulation. None are interested in helping the party unless they are paid or rewarded in some way.

Getting Out of the City

Once the PCs have the information, password, and map, they need to leave the city in haste. If they refuse to leave when the mob rushes them (encounter E5), you should make it clear that demons with claws, spells, and big nasty teeth are gathering to tear them apart. A chant of "Graz'zt comes! Graz'zt will kill the mortals slowly!" might also convince the PCs to leave. Once they are seen with the ambassador, time in Zelatar should be borrowed time.

Getting Back to Sigil

The final problem involves leaving the plane. The PCs can return to Sigil by four main methods:

1) Bargaining with the night hag on the plains outside Zelatar (encounter E7), who offers to show them an exit along the Styx;
2) Shipping out on the River of Salt;
3) Sneaking out by way of the Infinite Staircase, which takes them to a random plane;
4) Finding a root of Yggdrasil and climbing up it. This is complicated for a number of reasons, but mostly because the roots of Yggdrasil in Azzagrat are protected by elder viper trees, and require casting *analyze portal* to detect and open properly. Such a root exists in the Zrintor Forest.

CITY OF ZELATAR ENCOUNTERS

No matter how the party arrives at the city (from Sigil's portal or by other means), get the action started immediately with the hezrou slaver fight.

E1: THE FROGFACED SLAVER

As the PCs exit the portal from Sigil, they arrive about 200 yards from the entrance to the city of Zelatar, the triple-layer city that is Graz'zt's home and the seat of his power.

You stand in a small cluster of stones outside the walls of an enormous city on a windy, foggy plain; the sky threatens rain. Between the stones, you see a stream of demons, prisoners, and planar travelers tramping along a road a short distance from you. In contrast to the baked mud of the plain around the city, you see a silvery palace—it shines with a slightly blinding glare, even in this gray daylight. You can't see more because of the stones, but you hear the stamping of hooves and a croaking voice shouting orders.

If the PCs speak Abyssal, they understand that the voice is barking at slaves, telling them to get up and get moving.

When the PCs leave the cover of the rocks, continue reading:

You see the road leading to the city of demons ahead of you: Bird-like vrocks roost on the city walls, legions of demonic cavalry train in formations outside the walls, and merchants approach the city from many directions, including on ships that travel a strangely crystalline river.

Ahead of you, quilled beasts of burden haul chests and sacks toward a city gate. On either side of the road sit or stand maimed and wounded demons, ignored by the passersby. A fat, froglike demon walks along this line of bleeding, dazed demons, slapping each of the creatures and putting shackles on those who show signs of resistance.

The 8-foot-tall frog demon sees you and croaks in staccato rhythm, his neck pouch bulging, his mounds of fat jiggling. "You came through the one-way portal from Sigil. Wonderful! You are my slaves now. If you do not resist, I will not brand you." He makes that croaking noise again, and you realize he is laughing at you.

Rule-of-Three's suggested portal was, in fact, one way, so returning to Sigil the same way is not an option once the party arrives in Azzagrat. The party learns this immediately from the slaver to avoid confusion later.

The armanite guards nearby prevent the demon from enslaving the PCs if they point out that they are merchants (and have the proper papers) and therefore protected by Graz'zt's edict. Only characters with this information ahead of time are likely to know that the slaver is bluffing. A DC 30 Knowledge (the planes) check reveals this obscure bit of planar trivia for parties that are unprepared by research in the Library of The Lady (see page 27).

The bystander armanites and other demons watch the fight, but don't get involved unless the party attacks them personally or the hezrou offers them cash to fight. The armanites here are members of Graz'zt legions, and not really town guards or bounty hunters. But in the chaotic society of Zelatar, their hooves and lances hold a lot of sway over who is arrested and taken before the secret tribunals of the Argent Palace, and who is merely released with a warning. Offered money by the hezrou, they might join the combat, especially if the party looks wounded and weak.

Go to encounter E1: The Frogfaced Slaver on page 100.

Additional Development

If the hezrou is slain or driven away, the slaves ask for their freedom. No one objects if the slaves are freed, and one of them—a battered tiefling male named Risis—offers in gratitude to become their guide to the city, warning them about the viper trees. He can take them to the Sign of the Black Heart by a direct route (through the green fire ovens), although it takes him a day or two to find the right oven. At that point, Risis flees for fear of the dangers at the inn.

If two or more armanites are slain, the rest gallop off for reinforcements, and the PCs will be wanted for "questioning" during their stay in the city. This means any bulezau or

armanite patrol they see will try to arrest them, and movement through the city requires greater stealth.

E2: THE VIPER GATE

If the PCs make a DC 25 Gather Information check involving one of the demon travelers, they learn that this is the city of Zelatar, and the wall is defended by hundreds of vrocks. The gate is guarded only by the elder viper trees, which detect the presence of good-aligned characters.

You see the gate rising ahead of you, a rusted construction of iron or steel. A row of demonic heads is impaled on pikes along the top of the arch, surrounded by buzzing flies—some of the eyes and tongues are still moving.

The traffic in and out of the city includes froglike hezrou, limping rutterkins, unfamiliar demons with two mouths and four arms, and dozens of lesser demons scuttling underfoot. They all ignore you except to shove roughly as they pass.

The gate of the city has a large, white-barked tree on either side, and seems casually guarded. Dozens of vrocks caw and screech from their roosts on the walls, and lesser demons walk in and out of the city gate; none fly over the walls.

If the characters approach the gate, go to encounter E2: The Viper Gate on page 102.

HIRING A GUIDE

Anyone who speaks Abyssal (or has other means of communication) can make a DC 13 Gather Information check to find out that guides to the city are available. The usual price is 400 gp per day, with a day's wages payable up front.

Most guides are crippled in some way: Axehead Ritanna is a retired rutterkin who has lost a hand, Dagger Slim is a tiefling with an uncontrollable taste for raw manes flesh, and Slippery Jeck is an immature vrock with half-molted feathers and a missing eye. Guides are never whole—they are always the weak, the elderly, and the addicted rather than healthy demons still able to make a living through war or terror.

A guide's initial attitude toward prospective clients is friendly, though this worsens by one category if the guide is underpaid or if the guide is threatened or targeted with spells. If both underpaid and threatened, a guide leads the PCs into a nesting ground of hungry vrocks in Darkflame and abandons them there.

THE SIGN OF THE BLACK HEART

Zelatar boasts a great number of inns, taverns, brothels, and other places of amusement. The Sign of the Black Heart is different from most because it caters to visitors from other layers of the Abyss, and to night hags, yugoloths, and even the occasional non-evil guest. It has a prime location along the Viper Boulevard, not too far from the Gate of Hands in the Darkflame district.

However, it is difficult to reach the inn from the Viper Gate; attempts to get there without a guide are arduous. Getting there by asking directions requires three DC 28 Gather Information checks, since lesser demons don't know the Black Heart or the Darkflame district well, and greater demons don't waste their time talking to mortals. If any of the checks fails, the characters spend 1d6 hours heading in the wrong direction and should meet an encounter from the city table (page 90). Getting there by buying a city map isn't possible; for military reasons, Graz'zt forbids anyone to make or sell such maps.

The prices are elevated, with rooms costing at least 50 gp a night, but that money buys a certain amount of silence and security. It's no wonder that Dawnat Sanp, a bone naga ambassador of Orcus in the city ostensibly to discuss matters of mutual advantage with Graz'zt or his advisors, chooses to stay here rather than at the Golden Opportunity boarding house, for example (or risk constant surveillance within the Argent Palace itself). The location is safer than the docks, and it oozes status. The belief that spies and assassins are among its best customers only drives up the price of a room.

The architecture of the place is simple: The inn is built in a square around a central courtyard, making access from the ground easy to control. The doors leading into the common rooms and public areas are all built within the courtyard; no place leads directly onto the street. Succubus concubines fly in and out discreetly through the private chamber windows, so they never need to strut through the halls.

Inn Security: In addition to the shadow demons and the alkilith, a pair of vrocks patrols the skies as paid guards. The rooms of the Sign of the Black Heart are secured by *alarm* spells and by Graz'zt's seal of protection for merchants and travelers. The *alarm* spells are triggered when anyone other than a succubus opens one of the windows or shutters that secure the upper floors. In addition, each room is home to a quasit or a mirror mephit that spies for Graz'zt. Spotting the spy requires a DC 22 Spot check; standard countermeasures can remove the *alarm* spells. Anyone attempting to enter one of the doors from the rooftop gardens to the private chambers releases a *sepia snake sigil* (Will DC 15) and an *alarm* spell at the same time. The succubi (encounter E4) can bypass any of this security with a password, since the rooms' patrons often request their services.

The letters in **(bold)** below refer to the creatures' positions on the Sign of the Black Heart map (page 94).

COMMON ROOM

Read the following when the party enters this space. If the PCs let the hezrou escape them at the city gate, you might choose to have him be the merchant found here.

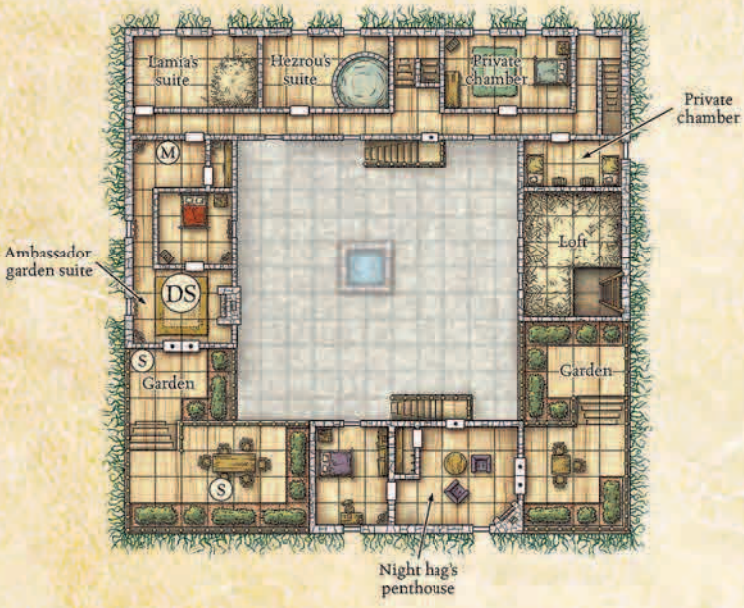
At first, the public room in the inn looks deceptively ordinary: a well-stocked bar, fresh meat cooking on a grill, and even a firepit; the open room here is well appointed and barely inhabited. Three tieflings **(T)** *in black tabards with white embroidered hearts seem to be the staff, all bowing and scraping with excellent manners. One is tending the bar, another is waiting tables, and the third is attending to a lamia noble.*

Sign of the Black Heart

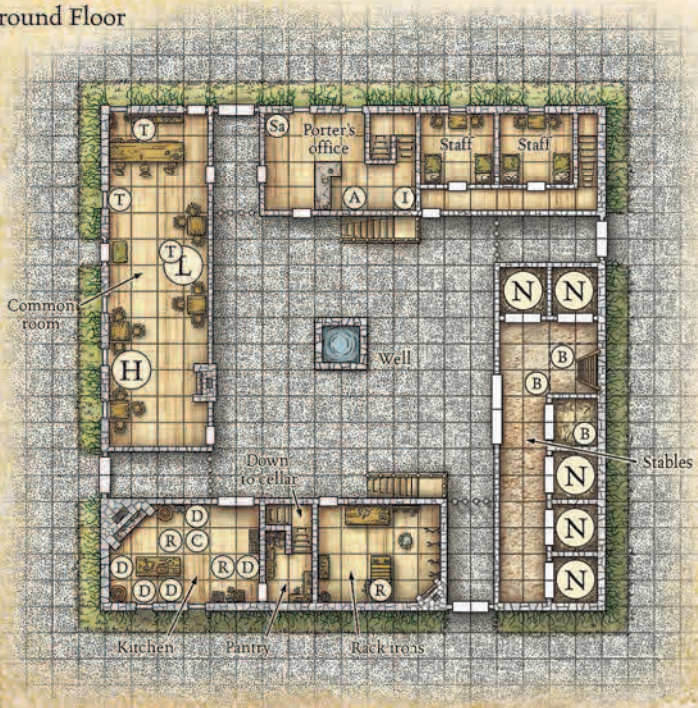
One square = 5 feet



Upper Floor



Ground Floor



The two guests, however, are as demonic as the rest of the city. One is a drunken hezrou merchant **(H)** *counting coins while lounging in an overstuffed leather chair, and the other is a lamia noble* **(L)** *who has the tiefling waiter in her coils and doesn't appear likely to let him go anytime soon.*

The logs in the fireplace shift and crackle, and the bartender looks in your direction. "Get you a drink?"

Underneath the urbane exterior, even the common room (called the Duke's Room by the staff) is a dangerous place. The menu includes fresh manes meat and larvae prepared to order. The firepit is home to Small flamebrother salamanders, who stoke the fires. The mirror behind the bar is inhabited by a mirror mephit (see page 208) who spies on what happens here and reports to a spymaster vrock, who in turn combines reports for Graz'zt's ministers. The succubus concubines occasionally visit the Duke's Room, trolling for customers. Mortals are a delicacy; mortals with cash are too good to be true.

Anyone speaking too loosely of Graz'zt or too kindly of Lolth, Demogorgon, Orcus, or any other demon prince finds that any of the patrons are only too eager to inform Graz'zt's spies of the heresy. Arrests can be made at any time, day or night.

PORTER'S OFFICE

An alkilith named Cloaca **(A)** enforces order among the guests. No one who is not a member of the staff or a paying, registered guest is permitted into the staff areas or the private chambers. Read:

You step into a well-appointed room made of stone and dull metal; the only oddity is that the room is dimly lit, with a single candle burning on a porter's desk in front of you. The air in the room makes your lungs burn; a haze of smoke, acid, or some vile fume hangs in the air. The haze and darkness might be a plus, though, from the looks of the large, oozing demon sitting here behind its desk. Roughly humanoid, the demon drips green ooze from skin so puckered it appears scraped raw or half digested. It burps loudly and stares down at you with eyes so green they almost glow.

Slimy droppings from this demon hiss when they spatter on the floor, but the creature seems calm. By the flickering candlelight, the demon opens a large ledger in front of it and you hear a voice in your head saying, "Is this a delivery, or do you have a booking? This inn is reserved, serving our most private and exclusive patrons." The demon consults the large ledger, flipping pages.

Just entering the Porter's Office requires characters to make a DC 10 Fortitude save or cough, wheeze, and blink away tears from the acrid stench of the porter demon. The haze does not provide concealment.

Characters who have ranks in Knowledge (the planes) can make a DC 23 check to learn that the creature is an alkilith, one of the oldest and most powerful kinds of demons, though perhaps not quite as powerful as a balor. Its touch melts flesh. On a check result of 28 or higher, they learn that alkiliths serve the demon lord Juiblex and that other demons fear them because of their ability to command oozes (especially green slime) and their raw speed and spellcasting prowess.



Illus. by B. Hagan

The two proprietors of the inn, the shadow demons Inkheart **(I)** and Sable **(Sa)**, are hidden in the shadows here (Hide +30), as part of the usual reception for guests. They enjoy speaking to visitors who cannot see them. Many assume that Cloaca, the alkilith, is communicating telepathically. This amuses Inkheart but annoys Sable.

In any case, the shadow demons are the ones asking for papers and the name of the party's reservation. They'play along for some time, asking for a "booking fee" and a "courtesy charge" and a "room deposit" for as long as they think they can get away with it (a suspicious PC is entitled to a Sense Motive check against their Bluff modifier of +15). If bribed, Cloaca takes the cash. At the end, they give the PCs a reservation slip for four days in the future—this gives the party access to the inn in four days, but not immediately. Unfortunately, the ambassador is leaving in two days. There are no refunds.

If dealings turn ugly, go to encounter E3: Inkheart and Sable on page 104.

Gathering Information About Guests

If the PCs ask for the ambassador Dawnat Sanp, they learn that the Sign of the Black Heart does not disclose its current guests: The shadow demons only say that "Their privacy is valuable." This is a ploy to finagle yet another bribe. If the PCs make a DC 25 Diplomacy check or offer a bribe of 1,000 gp or more, they learn that Dawnat Sanp is staying here, he arrived more than a week ago, and he has held few audiences (one with a functionary from the Argent Palace, another with Graz'zt's son Athux). He is leaving in two days.

The same information can be gotten from the staff or other guests with a DC 23 Gather Information check. In all cases, talking to Cloaca and the shadow demons is more expensive and less useful than talking to the staff or offering them small bribes.

The manes servants have names that match their skills—Bootblack, Maid, and Firebox are typical. They are terrified of doing anything wrong, and they are accustomed to hearing orders from their superiors rather than questions. They view any attempt to pump them for information with the deepest suspicion; they suspect a trap. A DC 22 Diplomacy check or DC 27 Intimidate check is required to get anything more than the shallowest "Yes, sire" and "No, your magnificence" answers out of the manes. However, persistent questions might yield a little information: the manes do know the room that contains the ambassador ("The Garden Suite") and they know that the room next to it (the night hag's penthouse) is currently empty.

The shadow demons would happily take a message "in case he shows up here" for a small courier fee of 200 gp. Any rutterkin, tiefling, or manes member of the staff does the same with a DC 22 Diplomacy check.

The party must offer an enormous bribe to the porter to have any hope of being allowed into the private quarters. The bribe must include at least 10,000 gp in gems or three or more minor magic items to be considered seriously.

If anyone gives the shadow demons trouble, they send Cloaca to throw the offending party out of the inn. It does so using its acidic touch and cloudkill form. See page 105 for the alkilith's statistics.

KITCHEN

The food here includes masses of meat, blood puddings on the boil, and creatures kept live and in cages for immediate, fresh preparation. Knives and cleavers are strewn everywhere, as are cauldrons of boiling water, soup, and pudding. The overseer is a carnevus demon **(C)** named Egtum, a thin and weedy-looking fellow whose two mouths can bark two sets of directions at once. Use the carnevus statistics from page 134 if necessary.

Egtum's staff includes two rutterkins **(R)** and five dretches **(D)**, but they are not loyal and flee without a fight if confronted. The dretches are marked with knife scars and burns from fetching items out of the fires.

STAFF QUARTERS

Some of the various tiefling wait staff and attendants, rutterkin kitchen help, succubus maids, and other staff are quartered in these barracks. Occupancy of these chambers varies continually as the hired help rise and fall in status. Some creatures consider a place in the staff quarters to be an honor; others see it as worse than the opposite of that. There is nothing to be seen here other than the bullying, crying, screaming, and torture that staff members indulge in to vent their frustrations. The doors are stuffed with felt around the edges to avoid disturbing the guests (this also imposes a –5 circumstance penalty on any Listen check made within the inn).

The shadow demons' rooms are the attic (for Inkheart) and a crypt below the kitchen cellar (for Sable). Both are small, dark, and largely inaccessible from anywhere else in the inn except by incorporeal creatures.

PRIVATE CHAMBERS

These rooms are all extremely well appointed by demonic standards: leather bedding, iron bed frames, sulfurous water for washing off blood or gore, and a manes servant or snack to cater to each guest's whims.

Private chambers of various sorts, and sizes, take up most of the second floor of the inn. As with the staff quarters on the first floor, the occupants of these chambers are often only short-term visitors. At present, two private chambers are unoccupied. Two others belong to the lamia noble and the hezrou merchant (see Common Room, above). Three other private areas are of special note, and are described below.

Ambassador's Garden Suite

If the party knocks before entering, read:

A thin, rattling voice comes from inside the room. "I told you—no visitors." When you speak again, the voice responds: "You have the password?" Again, you have the answer, and the door swings open. Within a large suite, all the windows are shuttered and curtained.

Two candelabra shed minimal light. The creature that opened the door is one of the inn's manes servants, but the resident is a large bone snake **(DS)**, *with hundreds of clattering ribs and fangs as long as your forearm. "I am Dawnat Sanp, the ambassador of Orcus. I have information for you, if you promise me to take it against the Spider Queen."*

The ambassador's body sways slowly and the bones of the cobra's enormous hood flare out, as if the ambassador were still alive to make a display of its glittering scales. Deep within its eye sockets, something glitters.

If the party sneaks in through the garden door or the hall, read:

You're in! The large room around you is dark and dimly lit, just a couple of candelabra, though unlit lanterns, braziers, and candles stand everywhere. The windows are all shuttered and the curtains drawn. A servant demon squeaks, "Visitors, master!" and something you thought was part of the carpet pattern suddenly moves, a hundred ribs coming into focus as an enormous bone snake that speaks with a whispering hiss. "You must be the visitors I am expecting. Either that, or you are the chef's idea of a dinner worthy of an ambassador." If it weren't already all teeth, you would swear it was smiling. "If you have the password, I have sssssomething for you."

See Speaking with the Ambassador on page 97 once the party arrives here.

Night Hag's Penthouse

A night hag named Lorinda keeps this room on retainer. She is currently on business on the River of Salt, but if the party tries camping out here as a safe place, she might return at an inopportune time. Use the night hag statistics on page 111.

Rooftop Gardens

Popular with the lustful, the gluttonous, and the sadistic, the rooftop gardens are often booked by one of the Black Heart's guests for a reception, the celebration of a new cartel or alliance, or even the execution of a particularly hated enemy. The gardens are divided between spiky plants and bloodthorn, imported from Sigil. Read:

Part of the inn has a flat rooftop covered with spiky, mobile plants; some of them resemble Sigil's bloodthorn vines, others are clearly carnivorous. The dangerous-looking plants are planted right along the edge of the roof; the middle includes a grove of palms with purple leaves and a single tall cactus that seems a popular roosting spot for black owls and bats. Occasionally you catch a glimpse of a woman walking among the plants.

Landing on the rooftop gardens without permission brings swift attacks from the two vrock patrol guards who watch for fliers.

Climbing characters avoid the guards, but they meet the succubus courtesans **(S)** strolling among the plants here.

Go to encounter E4: Succubus Courtesans on page 106.

THE RACK AND IRONS

This room contains a small vat of acid, cold iron blades, spikes, and nails, and other implements of torture and punishment. The shadow demons treat their staff harshly when it fails them. At the moment, a single rutterkin **(R)** is here. Its name is Chatterbox, and it happily tells the PCs anything if they take it out of the inn. Chatterbox knows what it is talking about, including the dangers of the alkilith ("one of the most ancient of demons") and where it thinks the ambassador is ("top floor, next to the gardens").

STABLES

These stables are currently home to five cauchemar nightmares **(N)**. The demon horses are available for hire for use in the city (they know the way through the green ovens and make good guides, despite their vile disposition) at a rate of 100 gp each per day. A successful DC 20 Ride check is required to saddle and mount a nightmare. If the check fails, the rider is thrown and takes 2d6 points of falling damage.

The nightmares are watched over by three babau **(B)** grooms. They offer bits of raw meat to thrown riders, to help them win over the nightmares for another try (feeding the meat to the nightmares provides a +2 circumstance bonus on the next Ride check).

The horses are bored with being ridden by dignitaries and merchants and desperately want to get out of the city. They are willing to allow good riders to "steal" them if the party decides to use them to escape the city. They will not fight to defend the party as they flee the city, but do as their riders ask if the riders make DC 20 Ride checks. Failing to make the Ride check means the nightmares simply flee the city as they feel best, shaking pursuit in any way the DM determines would be entertaining (and possibly splitting the party or leaving unconscious riders behind).

SPEAKING WITH THE AMBASSADOR

The ambassador Dawnat Sanp is here for another two days, and he has instructions to speak with the PCs about weakening Lolth. He also has a map of the Demonweb for the PCs' use (give players the Ambassador's Map on page 219), though he warns them that things often change in Lolth's realm.

The bone naga ambassador can provide general planar information on Lolth's demonic servants. If talked to smoothly (Diplomacy DC 23) or well bribed, Dawnat reluctantly describes the yochlol demons, drow warlocks, and the swarms of Lolth-touched spiderkind, but he does so slowly. The ambassador wants the PCs to fight and discomfit Lolth, but he also wants them all to die in the assault, so no one survives to talk about his role in all this.

Dawnat Sanp also knows a little about the properties of the Demonweb, such as the effects of webs, *spider climb*, and other spell effects there, but doesn't volunteer this information. Instead, he urges the party to visit the Demonweb and destroy all creatures of Lolth. Using good-aligned mortals to harass his master's ancient enemy is oh, so very sweet.

He knows the password for the Black Gate (area D9) and is happy to give it to the PCs by saying it verbally. However, the password is a dread word in the Dark Speech and has nasty effects on mortal ears. The ambassador is so accustomed to using and hearing the Dark Speech that he doesn't think about how it might affect the party. Hearing the Dark Speech password rips into the party's minds and requires a DC 20 Will save when heard. If the save fails, non-evil characters who hear it and are 10th level or lower are shaken, taking a –2 morale penalty on attacks, saves, and checks for 1d10 rounds. Non-evil characters of 11th level or higher are filled with loathing for the bone naga and must attack him on the next round. (For more details, see the Dark Speech Summary sidebar below.)

Seeing the effect it has on the PCs, Sanp rattles in disgust and hands them a scroll of *dread word*. For the purpose of the password, the Black Gate is the target of the spell. (Remember that wizards of any alignment can cast spells with the evil descriptor without ill effect.) The naga dryly suggests that a wizard inscribe the spell, since reading it off a scroll might seem suspicious to the guardian at the Black Gate.

If attacked, the bone naga defends himself as outlined on page 130. If after a single round of combat the characters cease their attack, Sanp might accept an apology (Diplomacy DC 25) but demands they leave his room immediately.

Either way, go to the E5: Chased Out of the City encounter description below.

Handouts: Dawnat Sanp carries a map of the Demonweb that he believes is accurate (the Ambassador's Map, page 219).

E5: CHASED OUT OF THE CITY

Once the PCs have the information they need from the ambassador, they will be chased out of the city as spies. To cut the chit-chat short, use the following sequence of increasingly urgent prompts to flee the city. A large part of getting characters to flee is the DM's approach; make it clear to them that staying is suicide. If a paladin decides to buy the party time to flee, make sure that his sacrifice does help the party get away, but don't offer any false hope that fighting the whole city is a survivable option.

DARK SPEECH SUMMARY

There exists a language so dire, so inherently full of malice, corruption, and hatred, that it is simply called the Dark Speech. This is the secret language of evil deities, so foul and so potent that even lesser demons and devils refrain from its use, lest it consume them.

Not surprisingly, few mortals know even a few words of the Dark Speech. But those who do are wise never to underestimate the power of words. The safest way to use the Dark Speech is through spells such as *dread word* (see page 177). Most characters must take the Dark Speech feat to begin to learn the Dark Speech language.

The Dark Speech is extremely difficult to master. A special feat is required to speak even a single word of it correctly, for mortal tongues were not designed to utter these words of pure evil. Some evil outsiders know smatterings (or more) of the Dark Speech and need no feat to master it.

To actually communicate by means of the Dark Speech—that is, for a knowledgeable speaker to convey information to a knowledgeable listener—the speaker must take great care, or both listener and speaker will be harmed. Dark Speech has no words for good concepts such as kindness, mercy, and purity. However, evil characters can speak of misery, anguish, hate, and betrayal with accuracy impossible in any other tongue.

The Dark Speech has no written form. It cannot be transliterated into another language's written form without losing all its meaning and power. Spells such as *dread word* mimic its effects, however.

Besides communicating in the language of evil itself, a speaker can use the Dark Speech in four ways: dread, power, corruption, and dark unity. The effect of the dread word the bone naga ambassador speaks is detailed here.

Dread: The words spoken cause fear, loathing, and dread in all who hear them. Speaking words of dread is harmful to the speaker, dealing 1d4 points of Charisma damage each round the Dark Speech is spoken. When dread words of the Dark Speech are uttered, all within 30 feet of the speaker must make a Will saving throw (DC 10 + 1/2 speaker's level + speaker's Cha modifier). Listeners who know the Dark Speech from possessing the Dark Speech feat gain a +4 circumstance bonus on this saving throw. If a listener fails his saving throw, he is subject to the following effects, depending on his Hit Dice or level and alignment.

HD 10 or fewer, Non-evil: Characters are shaken, taking a –2 morale penalty on attack rolls, saving throws, and checks for 1d10 rounds.

HD 11 or more, Non-evil: Characters are filled with loathing for the speaker and must attack him on their next action.

HD 10 or fewer, Evil: Characters are mastered by the Dark Speech, acting as if charmed (as described in the *charm person* spell) for 1d10 minutes.

HD 11 or more, Evil: Characters are impressed, reacting to the speaker with more respect and wariness. This adds a +2 competence bonus on subsequent attempts to change their attitude (*PH* 72).

DARK SPEECH [VILE]

A character who takes this feat learns a smattering of the language of truly dark power.

Prerequisite: Base Will save bonus +5, Int 15, Cha 15.

Benefit: The character can use the Dark Speech to bring loathing and fear to others, to help cast evil spells and create evil magic items, and to weaken physical objects.

Normal: Attempting to utter a word of the Dark Speech always ends in immediate death for a speaker who is not trained in its dark power. Fortunately, it is impossible to make someone use the Dark Speech if he or she is unwilling, because the language's pronunciation is so exacting.

Special: The character gains a +4 circumstance bonus on saving throws made when someone uses the Dark Speech against him or her.

If the party didn't attack the bone naga ambassador, read:

You have a map of the Demonweb and its secrets are yours, but the bone creature suddenly turns to the door. "I hear someone. A spy!" It turns and grabs the latch with its tail, flicking the door open. On the other side stands a single lamia, one of Graz'zt's chosen favorites. It screams, "Spies! Spies in the city! Call the watch and summon the elder demons!"

You hear the senior demons and powerful guests of the inn opening their doors, and you see several lamias just outside the window stop in their tracks and look up toward the noise.

"The word of the lamia trumps the sworn testimony of any ambassador. Run!" shouts the bone naga. "The entire city is against you! Flee for the city walls!"

If the party is reluctant to leave, continue:

A mob of lamias is gathering in the street, and you hear the chanting of the Dark Speech in a room nearby as one of the demons prepares to earn itself favors from Graz'zt by making your lives hell. The crowd of lamias outside can't get into the inn, but it's just a matter of time until the town watch arrives. The bone naga is shaking. "An accusation of ssssspying is the worst! Graz'zt sssssuspectssss everyone! You will be tortured and transformed into demonssss yourselvesss."

If the party thinks it has a better plan, add:

Dawnat Sanp looks at you. "Why are you still here? You must get to the Demonweb Pitssss and ssstop the council before Lolth sssseizes all power in the Abysssssss! Get out, ssssneak out, but get out now! When the carnevus and lamias come, you cannot hide!"

The ambassador rattles all his bones. "I cannot commit sssssuicide. I hope to ssseee you again on another plane." He makes a gesture and teleports away without another word.

If the party attacked the bone naga ambassador, read:

You see a succubus peering through the window and realize that she saw you assault the ambassador. She screams, a piercing cry that is sure to alert everyone in the inn and anyone passing in the street.

The succubus's alarm brings the shadow demons Inkheart and Sable to investigate within 2 rounds, and the lamias gather as above. One of them points up at the PCs and yells, "*Those mortals have spoken with the mouth of Orcus, enemy of Graz'zt and the butcher of Allagash! Seize them in the name of the Dark Prince!*"

If the PCs don't understand Abyssal, call for a DC 10 Sense Motive check. It's obvious that whatever the lamia said, she has enraged all the demons around her.

Given that Orcus's complete destruction of the town of Allagash (once a thriving city on the 45th layer) is still a powerful source of anger, much of the city rises up to destroy the PCs. It's time for them to leave—probably flying or running. Some groups might be notoriously reluctant to flee, even when the odds are hopelessly stacked against them. If the bone naga is still alive, it warns them as above.

Either way, go to encounter E5: Chased Out of the City on page 108.

ENCOUNTERS E6–E8

Encounters E6, E7, and E8 take place after the PCs have fled Zelatar and are wandering the plains around the city. They are pursued by a hired group of two Abyssal giants and a charnel hound. The giants release the hound to pursue the characters, then follow on foot. The hound finds them first.

As PCs run out of the city, read:

You've made it past the city walls, and the pursuit slows down. A few vrocks are watching you from the sky, but the lamias have given up. You can hear roaring, bells and gongs sounding, and see demons gathering in clusters along the city walls. They seem to be letting you go.

You see a small rutterkin sitting on a fence along the road outside town; it points and laughs at you, shouting, "The giants will bring you back and put your heads on pikes! You'll pay the price for opposing Graz'zt's power and glory. The giants will—!" The small demon is knocked off its perch by a much larger vrock, who turns to you and says, "The giants are hunters. You are their prey. Run, fools. Run to the Styx and drown yourselves."

The few demons you see all laugh and return to the city gates. A troop of demonic heavy cavalry is rallying near the gate; there are twenty of them now, and more are coming up in support with a clatter of hooves. Every so often they look your way or tip a lance in your direction.

Go to encounter E6: The Charnel Hound on page 110, followed by E7: The Night Hag on page 111 and E8: Two Giant Hunters on page 112.

THE RIVER STYX

The River Styx is foggy and appears shallow, and the water has a faint greasy sheen. Anyone touching the water of the River Styx must make a DC 17 Fortitude saving throw or suffer total amnesia. Treat the victim as if feebleminded (as the *feeblemind* spell). Even those who make their saves lose all memory of the events of the last 8 hours. Prepared spells remain in memory, although the victim might not realize they are prepared.

Anyone who makes a DC 18 Knowledge (the planes) check realizes that traveling the River Styx can get the party out of the Abyss to safer layers, but doing so requires a servitor such as a marraenoloth yugoloth (*MM2* 202) or a mortal in service to Hades or one of the other deities of the Underworld.

The Frogfaced Slaver

Encounter Level 11 (or higher with armanites)

Use this encounter with the area description on page 92.

SETUP

The hezrou attacks the party, seeking to beat the PCs into joining his slave line. If faced with a single opponent, he tries nonlethal damage. If faced with multiple creatures, he fights to wound and kill.

When the hezrou attacks, read:

The frog-demon leaps into the middle of your party, flailing around it on all sides. Its wet body reeks of something worse than sewage, some noxious demonic slime.

TACTICS

The hezrou is spoiling for a fight. If attacked, it uses a free action to yell out to the guards in Abyssal. Characters who understand Abyssal hear it say, "You witness that the travelers attacked me first! I offer gold and blood to anyone who helps me capture them and put them in chains!" Then it eagerly presses forward into the party (exposing itself to an



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Frogfaced Slaver — CR 11

MM 44
hp 149 (10 HD); **DR** 10/good

Male hezrou demon
CE Large outsider (chaotic, extraplanar, evil)
Init +0; **Senses** darkvision 60 ft.; Listen +23, Spot +23
Aura stench (10 ft., DC 24)
Languages Abyssal, Celestial; telepathy 100 ft.

AC 23, touch 9, flat-footed 23
Immune electricity and poison
Resist acid 10, cold 10, fire 10; **SR** 19
Fort +16, **Ref** +7, **Will** +9

Speed 30 ft. (6 squares)
Melee bite +14 (4d4+5) and
2 claws +9 each (1d8+2)
Space 10 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +19
Atk Options Blind-Fight, Cleave, Power Attack; aligned strike (chaotic, evil), improved grab, *summon demon* 1/day
Special Actions stench
Spell-Like Abilities (CL 13th):
At will—*chaos hammer* (DC 18), *greater teleport* (self plus 50 pounds of objects only), *unholy blight* (DC 18)
3/day—*blasphemy* (DC 21), *gaseous form*
Abilities Str 21, Dex 10, Con 29, Int 14, Wis 14, Cha 18
Feats Blind-Fight, Cleave, Power Attack, Toughness
Skills Climb +18, Concentration +22, Hide +13, Escape Artist +13, Intimidate +17, Listen +23, Move Silently +13, Search +15, Spellcraft +15, Spot +23, Survival +2 (+4 following tracks), Use Rope +0 (+2 with bindings)
Possessions 10 gold bars worth 1,000 gp each, 200 pp

Stench (Ex) A hezrou's skin produces a foul-smelling, toxic liquid whenever it fights. Any living creature (except other demons) within 10 feet must succeed on a DC 24 Fortitude save or be nauseated for as long as it remains within the affected area and for 1d4 rounds afterward. Creatures that save are sickened for as long as they remain in the area. A creature that saves cannot be affected again by the same hezrou's stench for 24 hours. A delay poison or neutralize poison spell removes either condition from one creature. Creatures that have immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws.

Aligned Strike A hezrou's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Improved Grab (Ex) To use this ability, a hezrou must hit with both claw attacks. It can then attempt to start a grapple as a free action without provoking attacks of opportunity.

Summon Demon (Sp) Once per day, a hezrou can attempt to summon 4d10 dretches or another hezrou with a 35% chance of success. This ability is the equivalent of a 4th-level spell.

8 Armanite Guards CR 7

Fiendish Codex I 28
hp 85 each (10 HD); **DR** 10/cold iron or good

CE Large outsider (chaotic, extraplanar, evil, tanar'ri)
Init +0; **Senses** darkvision 60 ft.; Listen +13, Spot +13
Languages Abyssal, telepathy 100 ft.

AC 23, touch 9, flat-footed 23
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 18
Fort +11, **Ref** +6, **Will** +7

Speed 40 ft. in plate armor (8 squares), base speed 60 ft.; Run, air walk
Melee mwk lance +14/+9 (2d6+7/×3) and hooves +8 (1d6+2) or
Melee mwk heavy flail +14/+9 (2d8+7/19–20) and hooves +8 (1d6+2)
Ranged composite longbow +9/+4 (1d8+6/×3 plus 1d6 electricity [plus 2d10 electricity on a critical hit])
Space 10 ft.; **Reach** 5 ft. (10 ft. with lance)
Base Atk +9; **Grp** +18
Atk Options Improved Bull Rush, Power Attack, aligned strike (chaotic, evil), cavalry charge, sparkbolt
Special Actions *summon tanar'ri*

Abilities Str 20, Dex 11, Con 20, Int 8, Wis 12, Cha 13
Feats Improved Bull Rush, Power Attack, Run, Track
Skills Intimidate +13, Jump +17, Listen +13, Search +11, Spot +13, Survival +13, Tumble +8
Possessions full plate, masterwork lance, masterwork heavy flail, composite longbow (+5 Str bonus) with 20 arrows

Aligned Strike An armanite's attacks are treated as evil-aligned and chaotic-aligned for the purpose of overcoming damage reduction.
Cavalry Charge (Ex) An armanite is considered to be mounted for determining the effects of charge attacks with lances. The armanite gains a +4 bonus on attack rolls when charging with a lance and does not take a penalty to its Armor Class as a result of its charge.
Sparkbolt (Su) An armanite can charge arrows it shoots from any bow with electricity energy at will. Arrows fired by an armanite gain a +1 enhancement bonus and the *shocking burst* weapon quality.
Summon Tanar'ri (Sp) Once per day, an armanite can attempt to summon 1d10 dretches or another armanite with a 30% chance of success. This ability is the equivalent of a 3rd-level spell (CL 9th).

attack of opportunity if it must), so its stench can take effect as quickly as possible. It begins the fight by using *blasphemy* and follows up with an occasional *chaos hammer* or *unholy blight*, depending on the alignment of its opponents. If it is reduced to 45 hit points or fewer, it uses *greater teleport* to enter the city and report the party as "spies" to the lamia noble of the Grand Shrine (see page 88).

Armanite guards might join in the combat, at the DM's option: one in the second round, two more in the third round. If an armanite is dead in the fourth round, no more join the fight. If no armanite is dead, three more join in the fourth round; no more join in after that point.

Armanites enter melee combat with their lances at the charge, for maximum destruction and mayhem. Once engaged in melee, they switch to a heavy flail that they spin wildly, swinging as they kick with their hooves. If any of the armanites are killed, the remainder use their air walk ability to get out of melee, fire a round of sparkbolts, and retreat to the camps of the legions outside the city. They might (30% chance) return with reinforcements, totaling ten armanites when they return.

Conclusion

If the hezrou is defeated, the party can pass through the Viper Gate into the city (encounter E2), visit the legions of demons camped outside (page 93), or scout the city for other ways to enter (potentially finding the Giants' Gate, see page 86).

Tactical Map Details

Creatures: The hezrou slaver (H) wants nothing more than to add more slaves to his collection, but he won't sacrifice his life to do it. The armanites (A) find the whole affair amusing and aren't particularly interested in helping either the slaver or the PCs. The hezrou's demon slaves (D) merely stand dully while their owner fights and scatter into the Abyss if he is defeated.



The Viper Gate

Encounter Level 11

Use this encounter with the area description on page 93.

SETUP

When the party enters the gate, read the text below and give the viper trees a surprise round attack against good-aligned characters. Then roll initiative for all acting characters and the viper trees. Bystander demons watch the fight, but won't get involved unless the party attacks them personally.

If the PCs approach the gate, read:

Two white, leafless trees stand on either side of the gate, and at the last minute you realize their branches are topped with snake heads—snakes that hiss, "The stench of the archons!" and bite.

TACTICS

The elder viper trees allow a good-aligned party member to walk into the gate, where both trees can take a bite with all four heads. They then hold their next round's bite actions, waiting to see if their poison has had the desired effect. If so, they attack the next good-aligned member, or anyone who attacks them. If the party reduces the trees to 40 hit points or fewer, they use their ability to sink into their root

2 Elder Viper Trees — CR 9

See page 212
hp 137 each (11 HD); **DR** 10/good or magic

CE Huge plant (extraplanar)
Init +1; **Senses** Listen +2, Spot +12
Languages Abyssal

AC 21, touch 9, flat-footed 20
Immune acid, cold, critical hits, gas, paralysis, poison, polymorph, sleep, stunning
Fort +15, **Ref** +4, **Will** +3
SR 18
Weakness vulnerability to fire

Speed 10 ft. (2 squares)
Melee 4 bites +18 each (2d6+12/19–20 plus paralyzing poison)
Ranged broken branch +7 (4d8+28 plus paralyzing poison)
Space 10 ft.; **Reach** 15 ft.
Base Atk +8; **Grp** +28
Atk Options Combat Reflexes, Snatch; poison (Fort DC 23, 1d4 Str plus paralysis 2d6 rounds/2d8+2 Str)
Special Actions ingest, viper hiss

Abilities Str 34, Dex 12, Con 26, Int 7, Wis 10, Cha 12
SQ sense good, plant traits (*MM* 313)
Feats Combat Reflexes, Improved Critical (bite), Multiattack, Snatch
Skills Listen +2, Spot +12

Sense Good (Ex) An elder viper tree can sense good-aligned creatures within 40 feet.
Broken Branch (Ex) See p. 212.
Ingest (Ex) See p. 212.
Viper Hiss (Ex) See p. 212.



Illus. by B. Hagan

burrows (see page 212). Defeating the viper trees this way draws a lot of attention from the surrounding demons.

The elder viper trees attack good-aligned creatures for a single round. If the PCs do not counterattack, the viper trees let them pass (the party still earns full experience for defeating them). If the characters begin a fight, they are susceptible to both trees' attacks while in the overlapping reach radius. If they stick to one side or the other, they are susceptible only to the four attacks from the tree on that side.

CONCLUSION

If the elder viper trees are defeated, refer to page 90 for additional choices in the city of Zelatar. If the PCs fight for more than 4 rounds (or burn the trees, creating thick, acrid smoke), they attract the attention of the vrocks. Later, they will be visited by a lamia noble, demanding an explanation and recompense for the destruction of Lord Graz'zt's valuable property. Otherwise, they can continue into the city in search of the Sign of the Black Heart (see page 93).

VROCK **CR 9**

MM 48
hp 115 (10 HD); **DR** 10/good

CE Large outsider (chaotic, extraplanar, evil, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +24, Spot +24
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 22, touch 11, flat-footed 20
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 17
Fort +14, **Ref** +9, **Will** +10

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee 2 claws +15 each (2d6+6) and
bite +13 (1d8+3) and
2 talons +13 each (1d6+3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +20
Atk Options Cleave, Combat Reflexes, Multiattack, Power Attack; spores
Special Actions stunning screech, *summon tanar'ri*
Spell-Like Abilities (CL 12th):
At will—*mirror image, telekinesis* (DC 18), *greater teleport* (self plus 50 pounds of objects only)
1/day—*heroism*

Abilities Str 23, Dex 15, Con 25, Int 14, Wis 16, Cha 16
Feats Cleave, Combat Reflexes, Multiattack, Power Attack
Skills Concentration +20, Diplomacy +5, Hide +16, Intimidate +16, Knowledge (the planes) +15, Listen +24, Move Silently +20, Search +15, Sense Motive +16, Spellcraft +15, Spot +24, Survival +3 (+5 following tracks)
Possessions *boots of elvenkind, cloak of elvenkind*

Spores (Ex) A vrock can release masses of spores from its body once every 3 rounds as a free action. The spores automatically deal 1d8 points of damage to all creatures adjacent to the vrock. They then penetrate the skin and grow, dealing an additional 1d4 points of damage each round for 10 rounds. At the end of this time, the victim is covered with a tangle of viny growths. (The vines are harmless and wither away in 1d4 days.) A *delay poison* spell stops the spores' growth for its duration. *Bless, neutralize poison,* or *remove disease* kills the spores, as does sprinkling the victim with a vial of holy water.

Stunning Screech (Su) Once per hour, a vrock can emit a piercing screech. All creatures except for demons within a 30-foot radius must succeed on a DC 22 Fortitude save or be stunned for 1 round.

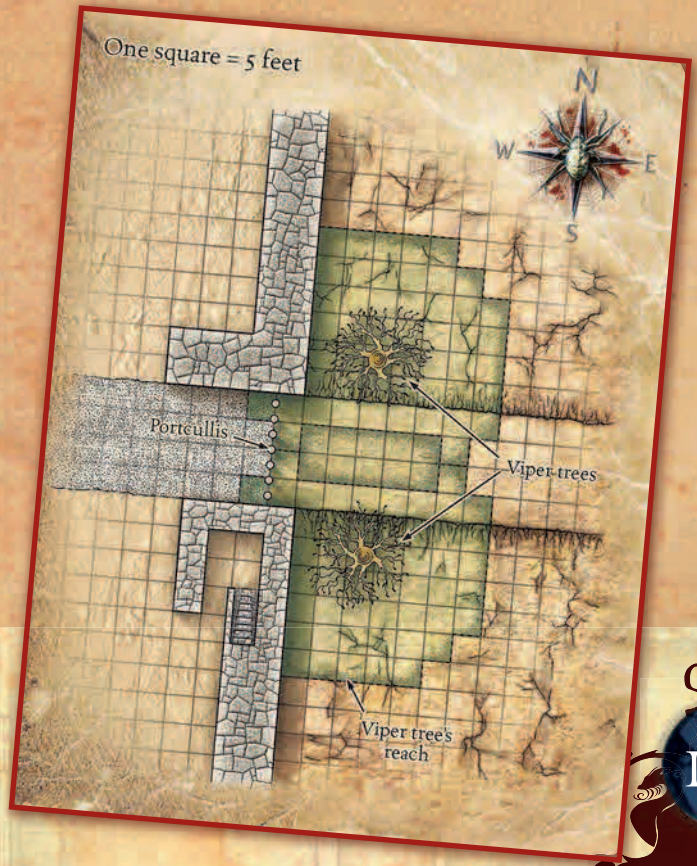
Summon Tanar'ri (Sp) Once per day, a vrock can attempt to summon 2d10 dretches or another vrock with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

TACTICAL MAP DETAILS

Creatures: The elder viper trees enjoy taking bites out of good-aligned travelers.

The Viper Gate: The gate itself is 40 feet wide and 40 feet high; the doors themselves are animated objects but only open and close when commanded by a lamia noble, greater demon, carnevus demon, or Graz'zt himself. If the party approaches within the radius marked on the map, any good-aligned members are attacked by the tree (a surprise attack unless the party approaches the trees with suspicion).

Over the Wall: The city wall is 40 feet high and is a prime roosting place for vrocks and harpies (the two species hate each other, and squabbles over territory are frequent). If the PCs try to fly into the city, vrocks attack them while they are in the air and continue to attack when they land. The attacks stop as soon as the party goes indoors somewhere in the city; no town watch comes to pursue the PCs, but a lamia noble finds them and questions them in human form if they avoid the gate. A DC 23 Bluff check or a DC 18 Diplomacy check is required to put her suspicions to rest. If her doubts continue, the party might notice that they are constantly followed in the city: Two lamias shadow the party in the streets, a succubus watches them from the air (especially at night), and a mirror mephit (page 208) watches them in their rooms.



Inkheart and Sable

Encounter Level 10 (14 with alkilith)

Use this encounter with the area description on page 95.

SETUP

When the PCs enter the Porter's Office at the Sign of the Black Heart, the alkilith and the two shadow demon owners of the inn confront them. The alkilith is large and reeking and obvious; the shadow demons are extremely well hidden.

If the party objects to the bribes, demands, and rudeness of the shadow demons and Cloaca, read:

The slime demon hisses at you, and again you hear the voice in your head, but now much louder. "No reservation? Worthless mortal fools! Out, out of this inn before I strip the flesh from your bones!" The acidic, hazy air around you grows thicker, and the shadows around the single candle grow even murkier.

Inkheart and Sable — CR 8

Book of Vile Darkness 172
hp 49 each (10 HD)

Male and female shadow demons
CE Medium outsider (chaotic, evil, incorporeal)
Init +11; **Senses** darkvision 60 ft., Listen +16, Spot +15
Languages Abyssal

AC 22, touch 22, flat-footed 15
Miss Chance 50% incorporeal
Immune cold, electricity, fire, mind-affecting, poison, sleep, paralysis, stunning, disease; incorporeal immunities
Fort +7, **Ref** +16, **Will** +10
Weakness light powerlessness

Speed fly 40 ft. (8 squares) (perfect)
Melee 2 claws +17 touch (1d6 vile)
Base Atk +10; **Grp** +17
Atk Options Power Attack, aligned strike (chaotic, evil), flesh-ripping claws, vile damage
Special Actions Improved grab, pounce, rake +17 (1d6+5)
Spell-Like Abilities (CL 10th):
At will—*darkness*
1/day—*deeper darkness, damning darkness*
1/week—*magic jar*

Abilities Str —, Dex 24, Con 10, Int 17, Wis 17, Cha 20
SQ darkness enhancement, incorporeal traits
Feats Combat Expertise, Improved Initiative, Lightning Reflexes, Power Attack
Skills Bluff +15, Concentration +10, Diplomacy +12, Hide +30*, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes) +11, Listen +16, Move Silently +20, Search +16, Spot +15
Possessions a strongbox hidden in a wall containing 25,000 sp and 15,000 gp moved there incorporeally over the years

Light Powerlessness (Ex) A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a –4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.
Aligned Strike A shadow demon's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Flesh-Ripping Claws (Ex) When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. All its damage is vile damage.
Improved Grab (Ex) If a shadow demon hits with both claw attacks, it deals normal damage, can rake in the same round, and can start a grapple as a free action without provoking attacks of opportunity. Each successful grapple check it makes during successive rounds automatically deals damage from both claws.
Vile Damage (Ex) All claw damage from a shadow demon is vile damage, so it can be healed only by magic cast within the area of a *consecrate* or *hallow* spell. Vile damage represents such an evil violation of a character's body and soul that healing magic can repair the damage only in a holy place.
Pounce (Ex) If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt) even though it has moved.
Rake (Ex) On any round it has a hold on an opponent, a shadow demon gains two rake attacks (+17 melee touch) with its hind legs for 1d6+5 points of damage each. A shadow demon can also attempt to rake when it makes a pounce attack.
Darkness Enhancement (Ex) Shadow demons gain power from being within total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Cloaca, the Tame Alkilith CR 14

Fiend Folio 46

hp 77 (11 HD); **DR** 15/good, half damage from bludgeoning weapons

CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Init +7; **Senses** darkvision 60 ft.; Listen +19, Spot +19
Languages Abyssal, Common, Undercommon, Celestial; telepathy 100 ft.

AC 23, touch 17, flat-footed 16
Immune acid, gas, poison, critical hits, electricity, flanking, sleep, paralysis, stunning, polymorph
Resist cold 10, fire 10; **SR** 23
Fort +10, **Ref** +14, **Will** +10

Speed 40 ft. (8 squares)
Melee 4 slams +19 each (1d8+3 plus acid)
Base Atk +11; **Grp** +14
Atk Options Combat Reflexes, Power Attack; aligned strike (chaotic, evil), cloudkill form
Special Actions *summon tanar'ri*
Spell-Like Abilities (CL 11th):
At will—*contagion* (+14 melee touch, DC 21), *desecrate, detect magic, dispel magic, enervation* (+18 ranged touch), *hold monster* (DC 22), *magic circle against good, stinking cloud* (DC 20), *greater teleport* (self plus max load of objects only), *wall of ice* (DC 21)
3/day—*cone of cold* (DC 22), *unholy blight* (DC 21)

Abilities Str 16, Dex 25, Con 16, Int 14, Wis 17, Cha 15
SQ amorphous
Feats Alertness, Combat Reflexes, Power AttackB, Weapon Finesse, Weapon Focus (slam)
Skills Bluff +16, Concentration +17, Diplomacy +20, Disguise +2 (+4 acting), Escape Artist +21, Hide +21, Intimidate +18, Listen +19, Move Silently +21, Sense Motive +17, Spot +19, Survival +3 (+5 following tracks), Use Rope +7 (+9 binding)
Possessions 6 emeralds worth 2,000 gp each

Acid (Su) Anyone struck by an alkilith's pseudopod must make a DC 18 Fortitude save or take an additional 1d6 points of acid damage in the current round and each of the next 1d6 rounds. Additionally, each time a character fails a Fortitude save against this attack, one of his items is put at danger as if he had rolled a natural 1 on his save (see *PH* 177).
Aligned Strike An alkilith's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Cloudkill Form (Su) As a full-round action, an alkilith can assume the form of a cloud of noxious green vapor. The alkilith is gaseous (as if it were the target of a *gaseous form* spell) in this form, and anyone inside the cloud is affected as if from a *cloudkill* spell. Returning to its solid form is a full-round action. Caster level 11th; save DC 17.
Summon Tanar'ri (Sp) Once per day, an alkilith can attempt to summon 1 hezrou with a 50% chance of success. This ability is the equivalent of a 10th-level spell.
Amorphous (Ex) An alkilith is not subject to flanking or critical hits. It is immune to poison, sleep, paralysis, stunning, and polymorph.

TACTICS

Inkheart spends 1 round enhancing the darkness of the room while Sable attacks with her claws and pounce attack in the first round. Both order the alkilith to "stay out of this," fearing quite rightly that unleashing Cloaca's acid slams will destroy the building around them. In the second round, Inkheart pounces and both fight with the benefit of the enhanced darkness. If either demon is reduced to fewer than 20 hit points, they flee and tell the alkilith to kill anything following them.

If either shadow demon is killed, the other one unleashes the alkilith with a scream of rage and despair: "You will all die in burning acid! Your bodies will turn to jelly and rot!" The second shadow demon continues to fight at the alkilith's side and does not stop until the PCs are dead or have fled. It does not pursue fleeing PCs but stays by the body of its partner.

CONCLUSION

If the shadow demons are defeated, bribed, or bluffed, the party can enter the private sections of the inn and speak with ambassador Dawnat Sanp (see page 97).

If the characters don't get past the shadow demons, they must find another way to speak with the ambassador. Every hour the PCs spend wandering the city is another hour that they can get into deep trouble with the demons of Zelatar.

Tactical Map Details

Creatures: Inkheart (I) and Sable (Sa) aren't looking for a fight, but they'll finish one. The alkilith (A) gleefully joins in the melee once unleashed.



Succubus Courtesans

Roleplaying Encounter Level 11

Use this encounter with the area description on page 97.

SETUP

When the PCs approach the Sign of the Black Heart from the air or by climbing, two succubus courtesans spot them. In exchange for gold, magic, or favors, the courtesans service the demons, night hags, and others who visit the inn. The succubi call out to the party rather than attacking; read the text below.

As the PCs approach the rooftop garden, read:

You hear a flap of wings behind the towering sawtoothed plants on the rooftop garden, and the soft voice of a woman calls to you. "I know how to get in and avoid the snoops. Let's talk about what that's worth to you." You turn to look, and of course it's a demon in human form: the speaker and another female with her resemble redheaded twins with bat wings.



Illus. by M. Coimbra

ROLEPLAYING THE SUCCUBI

These two are old professionals and are unlikely to mistake a bunch of human adventurers for likely clients. However, they might just hit them up for a bit of treasure in exchange for help getting into the inn.

Initial Attitude: Indifferent.

If they are bribed, the succubi might grow friendly enough to tell the party how to get past the razorvine—and past them—without a fuss. The succubi are not interested in cash (though Juventissa likes diamonds, rubies, and opals). Offering a bribe of minor magic gifts (potions, scrolls, minor magic items) gets their interest, and allows the character presenting the bribe to make a DC 25 Diplomacy check. Offering up a major magic item or a kiss (if a PC willingly accepts a negative level) puts them in a better mood, and allows the character presenting the bribe to attempt a DC 20 Diplomacy check.

If the check fails, they take the bribe and complain about its quality, then tell the PCs to scram before they call their friend (and "best customer"), the alkilith (page 105). Their attitude shifts to hostile. If the check succeeds, they become friendly and consider the whole incident a rather entertaining prank. They show the PCs how to enter any room on the upper floor through the windows safely, and without disturbing the razorvine. They even offer to keep watch for them "while you conduct your business. Whatever it is."

TACTICS

The succubus courtesans are not warriors and flee combat whenever they can. If forced to fight, they attack with their claws, but they prefer to turn foes against one another. Succubi use their *polymorph* ability to assume humanoid guise, and can maintain this deception indefinitely. Their preferred tactic when dealing with the PCs is to feign friendship and create an opportunity to be alone with one of them, whereupon the succubus applies her life-draining kiss. Succubi are not above taking on the role of a damsel in distress, assaulted and abandoned by a vile demon within the inn.

Glastina and Juventissa CR 9

MM 47
hp 33 each (6 HD); **DR** 10/cold iron or good

Succubus demons
CE Medium outsider (tanar'ri, extraplanar, chaotic, evil)
Init +1; **Senses** darkvision 60 ft., low-light vision, tongues; Listen +19, Spot +19
Languages Abyssal, Celestial, Draconic; tongues, telepathy 100 ft.

AC 20, touch 11, flat-footed 19; Dodge, Mobility
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 18
Fort +6, **Ref** +6, **Will** +7

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee 2 claws +7 each (1d6+1)
Base Atk +6; **Grp** +7
Special Actions change shape, energy drain, *summon tanar'ri*
Combat Gear *dagger of poison* (3 charges)
Spell-Like Abilities (CL 12th):
At will—*charm monster* (DC 22), *detect good, detect thoughts* (DC 20), *ethereal jaunt* (self plus 50 pounds of objects only), *suggestion* (DC 21), *greater teleport* (self plus 50 pounds of objects only)

Abilities Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 26
Feats Dodge, Mobility, Persuasive
Skills Bluff +19, Concentration +10, Diplomacy +12, Disguise +17 (+19 acting), Escape Artist +10, Hide +10, Intimidate +19, Knowledge (any one) +12, Listen +19, Move Silently +10, Search +12, Spot +19, Survival +2 (+4 following tracks), Use Rope +1 (+3 with bindings)
Possessions combat gear plus 4 platinum rings (Search DC 19) worth 300 gp each

Tongues (Su) A succubus has a permanent tongues ability (as the spell, caster level 12th). Succubi usually use verbal communication with mortals.
Energy Drain (Su) A succubus drains energy from a mortal it lures into an act of passion, or simply by planting a kiss on the victim. If the target is not willing to be kissed, the succubus must start a grapple, which provokes an attack of opportunity. The succubus's kiss or embrace bestows one negative level. The kiss also has the effect of a *suggestion* spell, asking the victim to accept another kiss from the succubus. The victim must succeed on a DC 21 Will save to negate the effect of the suggestion. The DC is 21 for the Fortitude save to remove a negative level.
Change Shape (Su) A succubus can assume the form of any Small or Medium humanoid.
Summon Tanar'ri (Sp) Once per day, a succubus can attempt to summon 1 vrock with a 30% chance of success. This ability is the equivalent of a 3rd-level spell.

CONCLUSION

If the succubi are defeated, bribed, or bluffed, the party can pass through the rooftop doors into the private sections of the inn and speak with ambassador Dawnat Sanp (see page 97).

If the party sets off the alarms and wardings, the shadow demons and the two vrock guards overhead respond to this "attack" on the guest rooms, attempting to capture and question one or more party members. If they succeed and learn that the party was here to speak to the ambassador, captured PCs are in huge trouble: see the Palace Dungeons sidebar on page 86.

Tactical Map Details

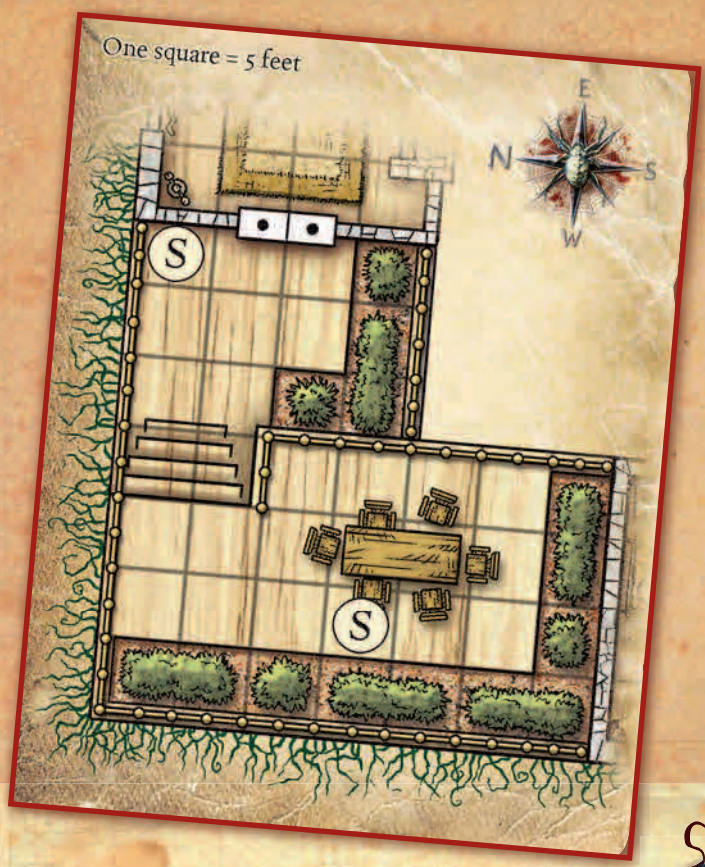
Creatures: The succubi (S) are bored and looking for entertainment; a group of mortals on their rooftop qualifies.

Locked Strong Wooden Doors: 2 in. thick; AC 3; hardness 5; hp 20; break DC 25 (locked); Open Lock DC 25.

Razorvine: The razorvine grows along the edges of the roof garden and especially along the window sills of the inn. The demons don't bother trimming it back much; it provides a useful layer of protection against unwanted intruders. The staff trims it away from the windows of the second floor every time a guest checks in. If the window grows over and the guest complains, they trim it again, but since razorvine grows a foot or more per day, it's a losing game. At least the cut plant provides excellent kindling when dried.

Reaching or moving into the marked areas draws blood; minor contact with razorvine deals 1d6 points of damage, while more serious contact—such as a push into a patch or falling headlong into it—can deal up to 3d6 points of damage. Armor and a thick hide help reduce the damage; subtract your natural armor bonus plus half your armor bonus from damage dealt by razorvine.

If the razorvine is cut up or burned, it is replaced with bloodthorn (*Fiend Folio* 23) the next time the party visits.



Chased Out of the City

Encounter Level 13

Use this encounter with the area description on page 98.

SETUP

The read-aloud text below assumes that the lamia's threat and the gathering crowd induce the PCs to flee.

As the party flees the city, read:

You run, and the entire city seems to be chasing you, demons by the dozens, by the hundreds—and the lamias are closest on your heels.

THE CHASE

The PCs need to cross 500 feet to get to the city wall, or they can attempt to lose the pursuit by killing enough demons to make the rest wait until the armanite cavalry, alkilith heavy hitters, or bulezau foot troops arrive. Once the characters are out of the city, trackers pursue them (see Conclusion). Anyone running or flying needs to succeed in outpacing the pursuers (the lamias have a speed of 60 feet). A typical party at running speed with a heavily armored member (20-foot movement) requires 13 rounds of double moves or 7 rounds of full-speed running to reach the wall. Attackers can make an attack and fall back over time; to avoid working out every detail of the attacks and chases, assume that a party is attacked twice per round of movement required. For example, a party double moving with

Lamia Noble — CR 11

See page 206

hp 107 (15 HD); **DR** 10/silver and magic

CE Large monstrous humanoid (extraplanar) sorcerer 7
Init +3; **Senses** darkvision 60 ft.,; Listen +10, Spot +10
Languages Common, Abyssal

AC 19, touch 12, flat-footed 16
Fort +6, **Ref** +12, **Will** +9
SR 17

Speed 30 ft. (6 squares)
Melee longspear +20/+15/+10 (2d6+5/×3)
Space 10 ft., **Reach** 10 ft.
Base Atk +15; **Grp** +29
Atk Options Power Attack, Silent Spell; constrict 4d8+6 plus Wisdom drain
Sorcerer Spells Known (CL 7th):
3rd (5/day)—*fly, lightning bolt* (DC 17)
2nd (7/day)—*ghoul touch* (+20 melee touch, DC 16), *mirror image*
1st (7/day)—*expeditious retreat, magic missile, sleep* (DC 15), *ventriloquism*
0 (6/day)—*daze* (DC 14), *detect magic, flare* (DC 14), *ghost sound* (DC 14), *message, read magic, touch of fatigue* (+20 melee touch, DC 14)
Spell-Like Abilities (CL 9th):
3/day—*charm person* (DC 15), *mirror image, persistent image* (DC 19), *suggestion* (DC 17)

Abilities Str 21, Dex 16, Con 14, Int 12, Wis 10, Cha 18
SQ alternate form
Feats Alertness, Combat Casting, Improved Grapple, Power Attack, Silent Spell, Weapon Focus (longspear)
Skills Bluff +16*, Concentration +12, Disguise +12, Hide +7*, Intimidate +9, Knowledge (arcana) +12, Knowledge (history) +7, Listen +10, Move Silently +13, Spot +10

Wisdom Drain (Su) A lamia noble drains 1 point of Wisdom from a victim as a touch attack (Will DC 21 negates). Unlike with other kinds of ability drain attacks, a lamia noble does not heal any damage when it uses its Wisdom drain, though it gains 1 point of temporary Charisma for each point drained.

Lamia nobles typically try to use this power early in an encounter to make foes more susceptible to *charm person* and *suggestion*. When a victim's Wisdom drops below 3, he or she willingly does whatever the lamia tells him to. The lost Wisdom can be returned by an *owl's wisdom* spell cast within the hour or by a *restoration* spell within a week.

Constrict (Ex) With a successful grapple check, a lamia noble can crush a grabbed opponent, dealing 4d8+6 points of damage. This constriction can be combined with its Wisdom drain (Will DC 25 to negate while constricted).

Alternate Form (Su) A lamia noble can assume human form once per day, and use this ability to visit human cities and create chaos. However, it is possible to penetrate their disguises when they shift forms this way, for the transformation is never quite complete: their eyes might be green-yellow, their skin might have a scattering of scales, or they might have a short snakelike tail, for example. Lamia nobles attempt to hide these telltale traces with their Disguise skill, but sharp-eyed characters might see through this and discern the snakelike monster underneath.

6 Lamias **CR 6**

hp 62, 61, 60, 59, 53, 52 (9 HD)

CE Large magical beast
Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +11
Languages Abyssal, Common

AC 18, touch 11, flat-footed 16; Dodge, Mobility
Fort +7, **Ref** +8, **Will** +7

Speed 60 ft. (12 squares), 50 ft. (10 squares) with armor; Spring Attack
Melee touch +12 (1d4 Wisdom drain) or
Melee dagger +12/+7 (1d6+4/19–20) and 2 claws +7 each (1d4+2)
Space 10 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +17
Spell-Like Abilities (CL 9th):
At will—*disguise self, ventriloquism*
3/day—*charm monster* (DC 15), *major image* (DC 14), *mirror image, suggestion* (DC 14)
1/day—*deep slumber* (DC 14)

Abilities Str 18, Dex 15, Con 12, Int 13, Wis 15, Cha 12
Feats Dodge, Iron Will, Mobility, Spring Attack
Skills Bluff +14, Concentration +10, Diplomacy +3, Disguise +1 (+3 acting), Hide +11, Intimidate +3, Spot +11

Wisdom Drain (Su) A lamia drains 1d4 points of Wisdom each time it hits with its melee touch attack. Unlike with other kinds of ability drain attacks, a lamia does not heal any damage when it uses its Wisdom drain. Lamias try to use this power early in an encounter to make foes more susceptible to *charm monster* and *suggestion*.

a slowest member with 30-foot base speed takes 5 rounds of attacks from the lamias, while a running party with a slow member and a 20-foot speed takes seven attacks over that distance, and (since it is running) no defense or Dexterity bonuses to AC.

Teleportation or flying can change the pursuit considerably; for a flying chase, use two vrocks instead of six lamias (the lamia noble casts a *fly* spell to follow along).

Any party that kills six or more lamias (or two or more vrocks) is left alone by the rest.

TACTICS

The lamia noble does not sully her hands with mere melee combat; that's what her followers are for. Instead, she uses her spells, especially *touch of fatigue, magic missile, mirror image,* and *lightning bolt* (if the party is on foot) or *fly* (if the characters are flying out or riding the nightmares from the Sign of the Black Heart). When a party member is cut out of the herd, knocked down, or otherwise falls behind, the lamia noble takes over for the lamia mob; she attacks with her grapple to constrict and finish off the foe while the rest of the lamias continue the pursuit.

The lamias attack on the run, moving to cut the party off and setting themselves up to take attacks of opportunity against characters running by them. Half of the lamias protect themselves with *mirror image* before going into melee; the other half don't. They take advantage of spring attacks to give themselves attacks while denying them to the party.

If the party is on foot, the lamias try to use *major image* to create the image of a dead-end street, "trapping" the party in a cul-de-sac. PCs who save against this image notice that the wall wasn't there a moment ago, or that demons are walking right through it.

CONCLUSION

If the escape from the city is successful, the party can make a DC 20 Listen check to hear the demons give up the pursuit and talk among themselves. If the PCs do overhear this, they hear a vrock and a lamia argue over whether "the army" or "the trackers" will pursue them—both think that the hunt will be profitable for someone.

Unless the characters seek to return to the city, their next encounter is with the charnel hound and Abyssal giants (see pages 110 and 112).

If the PCs kill all the lamias or vrocks chasing them, they can walk the rest of the way out of the city, covered in blood. Zelatar has seen stranger sights, and demons respect murder in broad daylight. However, the characters are no longer welcome in the city and must leave. If they refuse, they are arrested and taken to the Argent Palace.



Illus. by E. Deschamps

The Charnel Hound

Encounter Level 13

Use this encounter with the area description on page 99.

SETUP

Use this encounter after the PCs escape Zelatar.

One night after the PCs leave the city, read:

You're just beginning to think that you might have gotten away clean when you hear a withering howl. Each hour, the howl gets closer. Just before dawn, you see it: a massive hunting dog made of dead flesh and bones. It looks in your direction.

The charnel hound raises its head and howls with the noise of a hundred damned souls.

Immediately go to encounter E7: The Night Hag.

TACTICS

Creature: The charnel hound (C) swiftly closes to melee. It continues shouting and screaming the entire time it is in combat with the party, shouting, "They're here! I found them! Come kill them!" over and over in Abyssal. If the party uses a *silence* spell to shut it up, the giants take longer getting there (add 2 rounds until they arrive).



Charnel Hound — CR 13

MM3 26
hp 220 (21 HD); **DR** 10/silver and magic

CE Huge undead
Init +2; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Abyssal, Giant
Aura frightful presence (60 ft., DC 24)

AC 26, touch 10, flat-footed 24
Immune undead immunities (*MM* 317)
SR 23
Weakness aversion to daylight
Fort +7, **Ref** +9, **Will** +12

Speed 40 ft. (6 squares)
Melee bite +22/+17 (2d8+14) and 2 claws +17 each (2d6+7)
Space 15 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +32
Atk Options Power Attack, body integration, magic strike, rend 4d6+21

Abilities Str 38, Dex 14, Con —, Int —, Wis 11, Cha 18
SQ aversion to daylight, undead traits (*MM* 317)
Feats Power Attack[B]
Skills Jump +18, Listen +0, Spot +0

Frightful Presence (Su) A charnel hound can inspire terror by charging or attacking. Affected creatures must succeed on a DC 24 Will save or become shaken as long as they remain within 60 feet of the charnel hound.

Aversion to Daylight (Ex) If exposed to natural daylight (not merely a *daylight* spell), a charnel hound takes a –4 penalty on attack rolls, saving throws, and skill checks.

Magic Strike A charnel hound's natural weapons are treated as magic for the purpose of overcoming damage reduction.

Body Integration (Su) Whenever a charnel hound reduces a living humanoid foe of Large size or smaller to negative hit points, the foe must immediately attempt a DC 24 Fortitude saving throw. On a failed save, the victim's body is instantly absorbed into the form of the charnel hound, healing the charnel hound of points of damage equal to 3 × the Hit Dice of the victim. This effect kills the victim, and makes it difficult for his companions to recover his body or equipment unless the charnel hound is defeated.

Rend (Ex) A charnel hound that hits with both claw attacks latches onto the opponent's body and tears its flesh. This deals an extra 4d6+21 points of damage.

If the party rebukes or turns the hound, it runs toward the giants and tells them where the party is; it doesn't fight while turned, but the Abyssal giant hunters show up 1 round sooner than they might have otherwise.

CONCLUSION

If the charnel hound is turned or defeated, the night hag Condorra hobbles toward the party from out of the mist just downriver.

The Night Hag

Roleplaying Encounter Level 11

Use this encounter with the area description on page 99.

SETUP

The PCs meet a planar traveler who can help them leave Azzagrat—a night hag (**N** on the map) who lurks by the banks of the River Styx.

TACTICS

While most night hags attack good creatures on sight, Condorra tries to make a bargain for souls first. If the party would rather fight, she rips through armor and flesh with her deadly teeth. She loves to use *sleep* and then strangle those who are overcome by it.

CONDORRA **CR 9**

MM 193
hp 69 (8 HD); **DR** 10/cold iron and magic

Night hag
NE Medium outsider (evil, extraplanar)
Init +1; **Senses** Listen +15, Spot +15
Languages Abyssal, Celestial, Common, Infernal

AC 22, touch 11, flat-footed 21
Immune fire, cold, charm, sleep, fear
SR 25
Fort +12, **Ref** +9, **Will** +10

Speed 20 ft. (4 squares)
Melee bite +12 (2d6+6 plus disease)
Space 5 ft.; **Reach** 5 ft.
Base Atk +8; **Grp** +12
Atk Options Combat Casting, Mounted Combat; aligned strike (evil), magic strike
Special Actions dream haunting
Spell-Like Abilities (CL 8th):
At will—*detect chaos, detect evil, detect good, detect law, detect magic, magic missile, ray of enfeeblement* (+9 ranged touch), *sleep* (DC 12)
A night hag can use *etherealness* at will (caster level 16th) as long as it possesses its heartstone (see below).

Abilities Str 19, Dex 12, Con 18, Int 11, Wis 15, Cha 12
Feats Alertness, Combat Casting, Mounted Combat
Skills Bluff +12, Concentration +15, Diplomacy +5, Disguise +1 (+3 acting), Intimidate +14, Listen +15, Ride +12, Sense Motive +13, Spellcraft +11, Spot +15
Possessions heartstone

Disease (Ex) Demon fever—bite, Fortitude DC 18, incubation period 1 day, damage 1d6 Con. Each day after the first, on a failed save, an afflicted creature must immediately succeed on another DC 18 Fortitude save or take 1 point of Constitution drain. The save DC is Constitution based.
Dream Haunting (Su) See *Monster Manual*.
Aligned Strike Condorra's bite is treated as evil-aligned for the purpose of overcoming damage reduction.
Magic Strike Condorra's bite is treated as a magic weapon for the purpose of overcoming damage reduction.
Heartstone: See *Monster Manual*.

If the PCs defeat or turn the charnel hound, read:

You see an old woman with stringy hair and dark skin at the edge of the river, hobbling out of gray scraggly brush and coming toward you. When you are within speaking distance, she says in a harsh voice, "You know, I saw you and that charnel hound. The hound's masters are two giants, and they're close on your trail. They'll eat your guts and put your head on a pike."

She pauses a moment. "But it doesn't have to be that way. I can summon a ferry from the Styx. All it will cost you is one soul, your own or someone else's." The blue-skinned hag turns to face you fully and she grins, her smile full of pointed teeth. "Not so much to pay to get out of the Abyss, is it?"

CONCLUSION

If the PCs agree to the night hag's demand, they must provide a soul. A clever group will offer one of the giants' souls rather than one of their own: The hag agrees and shuffles back into the briars and bracken.

If the party defeats a giant, Condorra appears next to him and thrusts her clawed hand into his eye, yanking out a fat, wriggling larvae the size of a small dog. "Oh, that's a fine damned soul," she cackles.

Pleased with her prize, she summons a ferry to take the characters up the Styx and eventually to the small Salt Fountain in the Lower Ward of Sigil.



Two Giant Hunters

Encounter Level 12

Use this encounter with the area description on page 99. Refer to the tactical map on page 111.

SETUP

After the party speaks with the night hag, the Abyssal giants arrive, following the sound of their charnel hound and the party's tracks. They arrive 2 rounds after the party ends its discussion or combat with the night hag if the PCs did not silence or defeat the hound, and arrive in 6 rounds if they did defeat the hound. If the hound was defeated, the giants wait until nightfall to attack if possible.

After the party defeats or bargains with the night hag, read:

A few minutes after the fight with the hound and meeting the blue-skinned Condorra, you see two powerful giants carrying enormous swords coming from the same direction as the hound. They stop about 80 feet away, speaking to each other, readying weapons. You can't see them too clearly through the river fog, but you think they are drawing 10-foot-greatswords and sharpening the edges.

TACTICS

The giants follow the hound's noise toward the party, they stand for a moment to decide whether to attack right away or prepare their ground first.

If the party has not silenced or killed the hound, the giants create two chaos-shaped pits in front of themselves and then begin hurling rocks.

If the party silences the hound or kills it before the giants arrive, the giants still find the party but are more cautious. They wait until nightfall to attack, then use their *chaos shape* ability to dig two trenches ahead of the PCs, trapping them unless they climb down or jump over. They put a third trench directly in front of themselves and then hurl rocks into the party's camp from about 290 feet out (just at the edge of their range increment).

If they are receiving heavy return missile fire, the giants jump down into the trench and gain total cover from the trench. They can still hurl rocks normally.

CONCLUSION

If the characters defeat both giants, that ends the pursuit from Zelatar.

If they haven't made a bargain with the night hag Condorra, the PCs still need to find a way out of the Abyss and back to Sigil. They can figure out how to summon a Styx ferry on their own, requiring a DC 26 Knowledge (the planes) check. The method is simple: throw any enchanted stone or two coins from a burial into the waters of the river. If they party does so, a marraenoloth yugoloth (*MM2* 202) arrives after 1d6×10 minutes and demands a larva or soul for party passage or a minimum of 100 gp per passenger. A DC 30 Knowledge (the planes) check reveals that while 100 gp will buy passage, 400 gp ensures that the marraenoloth will not deliver the party into a fiendish ambush (15% chance, reduced by 5% for every 100 gp over the initial price).

Jangill and Issafer — CR 10

See page 204
hp 161 each (17 HD); **DR** 5/adamantine

Abyssal giants
CE Huge giant (evil, extraplanar)
Init +0; **Senses** darkvision 120 ft.,low-light vision; Listen +16, Spot +16
Languages Abyssal, Giant

AC 31, touch 8, flat-footed 31
Immune acid, charm, cold, fire
Resist electricity 20
Fort +15, **Ref** +6, **Will** +11

Speed 30 ft. (6 squares) in banded armor
Melee greatsword +22/+17/+12 (3d8+15/17–20) or
Melee 2 slams +20 each (1d6+10)
Ranged exploding rock +12 (2d8+10 in 10-foot radius)
Space 15 ft.; **Reach** 15 ft.
Base Atk +12; **Grp** +32
Atk Options Snatch; sword of corruption, exploding rocks
Special Actions rock catching, chaos shape

Abilities Str 31, Dex 13, Con 21, Int 12, Wis 18, Cha 13
Feats Greater Weapon Focus (greatsword), Improved Critical (greatsword), Weapon Focus (greatsword), Snatch, Track
Skills Bluff +14, Climb +18, Intimidate +14, Listen +16, Sense Motive +10, Spot +16
Possessions banded armor, greatsword, 5 rocks

Exploding Rocks (Ex) See page 204.
Chaos Shape (Su) See page 204.
Sword of Corruption (Su) See page 204.

Tactical Map Details

Creatures: The two giant hunters (G) try to keep chaos-shaped trenches between themselves and the PCs.

Trenches: Characters who are charging might not spot a trench until it is too late in the dark conditions (Spot DC 18). If his Spot check fails, a character can attempt to jump the 20-foot-wide pit; those who fail take 2d6 points of falling damage. This obstacle gives the giants a chance to hurl more rocks or (if they've run out) to ready their swords for melee.



Illus. by D. Bircham

The Demonweb Pits are a mysterious section of Lolth's realm, rarely seen by planar travelers or even by Lolth's favorites, the drow. The Demonweb Pits exist within the fog and mists beneath the infinite webs of the upper Demonweb, and they are filled with ancient horrors, powerful weapons, and hidden wastelands of former worlds devoured and sucked dry of all life and hope.

Three portals exist in this section of the Demonweb Pits: a portal to Thanatos, Orcus's layer in the Dead God's Skull (page 118), a link to the Upper Planes in the Celestial Cyst (encounter F5), and a recently created portal to the Plane of Mirrors (encounter F11).

Refer to page 52 for details on the Demonweb's planar traits.

The PCs should be at full strength when they come through the Demonweb portal, even if that means resting in the Spiral Desert or elsewhere. At the DM's discretion, the trip to an alternate Demonweb portal can be a relatively simple matter or involve another harrowing journey for the party. If the PCs choose to use the Arrival Chamber portal from Sigil (page 56), they face a higher risk of running into one of the standard drow patrols, now each accompanied by a whip priestess (EL 11). Fast talking is required to prevent an immediate attack.

THE SOUL FOGS

At all times, a soul-sucking fog lurks just outside the tunnels of the Demonweb Pits. Attempts to open a wall to go outside the passageways here are just as easy as they are in the upper Demonweb (web hardness 10, hit points 20 per 5-foot section, and immune to fire, cold, and electricity).

However, opening a wall here releases a cloud of the deadly fog. The PC who opened the passageway wall must make a DC 22 Fortitude save each round or be immediately lost to the depths of the Demonweb Pits, his soul forever forfeit to Lolth's power. Creatures within 20 feet of the opening must make a DC 20 Fortitude save or gain one negative level from the gas.

These passageways are self-sealing. Fog pours in for 1 round. In the following round, a mesh of web strands holds back the vapor; 2 rounds later, the mesh is solid enough that it is no longer gas-permeable, and in the round that follows, it looks like there was never an incision at all.

THE COUNCIL PASS

The invited guests are arriving at the Council on foot by way of the upper Demonweb, escorted by one of the five whip priestess (Heveth, Galgolith, Ingili, Kaarili, or Seeudra) using a bronze star teleportation key to take them to the Black Gate. Whip priestess Treason has gone ahead to the Council Chamber.

The Council pass is a scroll of golden parchment inscribed with Lolth's thin writing and seal (see Lolth's Invitation, page 221). The only ones who have such a pass are the aspects of the demon lords and their ambassadors. The party should be able to get one from the bone naga ambassador (encounter F1).

If the PCs fail to acquire the bone naga ambassador's pass, they might intercept one of the other arriving aspects or ambassadors and surreptitiously steal or simply defeat someone and take his, her, or its golden pass. The ambassador of Kostchtchie would be a prime target. They also might conceivably find a way to attach themselves to an aspect's or ambassador's entourage and simply enter the Council Chamber as part of another group.

F1: THE BONE NAGA AMBASSADOR

Use this encounter in the upper Demonweb on the party's return visit, when the PCs are on their way to the Black Gate. It must occur before the party finds the archway to the Grand Council (page 120). Whether the PCs arrive through the Spiral Desert as suggested or by another route, the bone naga ambassador soon catches up with them.

You see two tall, shambling figures ahead of you in the tunnel, standing near a heavily gilded palanquin sitting on the floor of the passage. You see a scattering of bones there as well, which ripple and reveal themselves as a bone naga—the one you last saw in Zelatar. Kneeling on the floor in front of the litter is a drow figure in heavy chains and shackles.

Dawnat Sanp, the ambassador the party met in Zelatar, is back for a repeat encounter.

If he and the PCs parted on more or less friendly terms, the ambassador waits in the upper Demonweb to meet the PCs and warn them of what they will find in the Council Chamber ahead. He gives them his golden pass so they can present themselves as ambassadors of Orcus. Casually, he mentions the portal in the Dead God's Skull as another potential exit from the Demonweb, if anyone were to need such a thing. He seems kind and generous, perhaps overly so.

If the PCs attacked the ambassador in Zelatar when he spoke in the Dark Speech but stopped short of killing him, he still waits for them, but with a distinctly less friendly demeanor. He gives them the pass, but neglects to warn them about what lies ahead.

If the party destroyed the bone naga, he explains (somewhat bitterly) that Orcus rebuilt him from spare parts. He wastes no time seeking revenge and is prepared for a fight. Defeating him means that the party acquires one of the golden passes and can freely enter the Council Chamber (see encounter F10) . . . which was Orcus's intent all along, no matter how it comes about.

If a fight breaks out, go to encounter F1: Bone Naga Ambassador on page 130.

Whether the party is given the pass freely or kills the ambassador here and takes it, Lolth, Graz'zt, and the other demon lords note Dawnat Sanp's absence and assume that Orcus is deliberately snubbing this gathering by sending mere mortals in his ambassador's stead. Since the Prince of Undeath ordered his ambassador to undermine Graz'zt and Lolth's plotting, that assumption isn't far from the truth.

With a golden pass in their possession, PCs can present themselves as ambassadors of Orcus and have the priestesses take them directly to the Black Gate.

THE BLACK GATE, REVISITED

Every ambassador and demon lord aspect who presents him, her, or itself at the Black Gate must use a word of the Dark

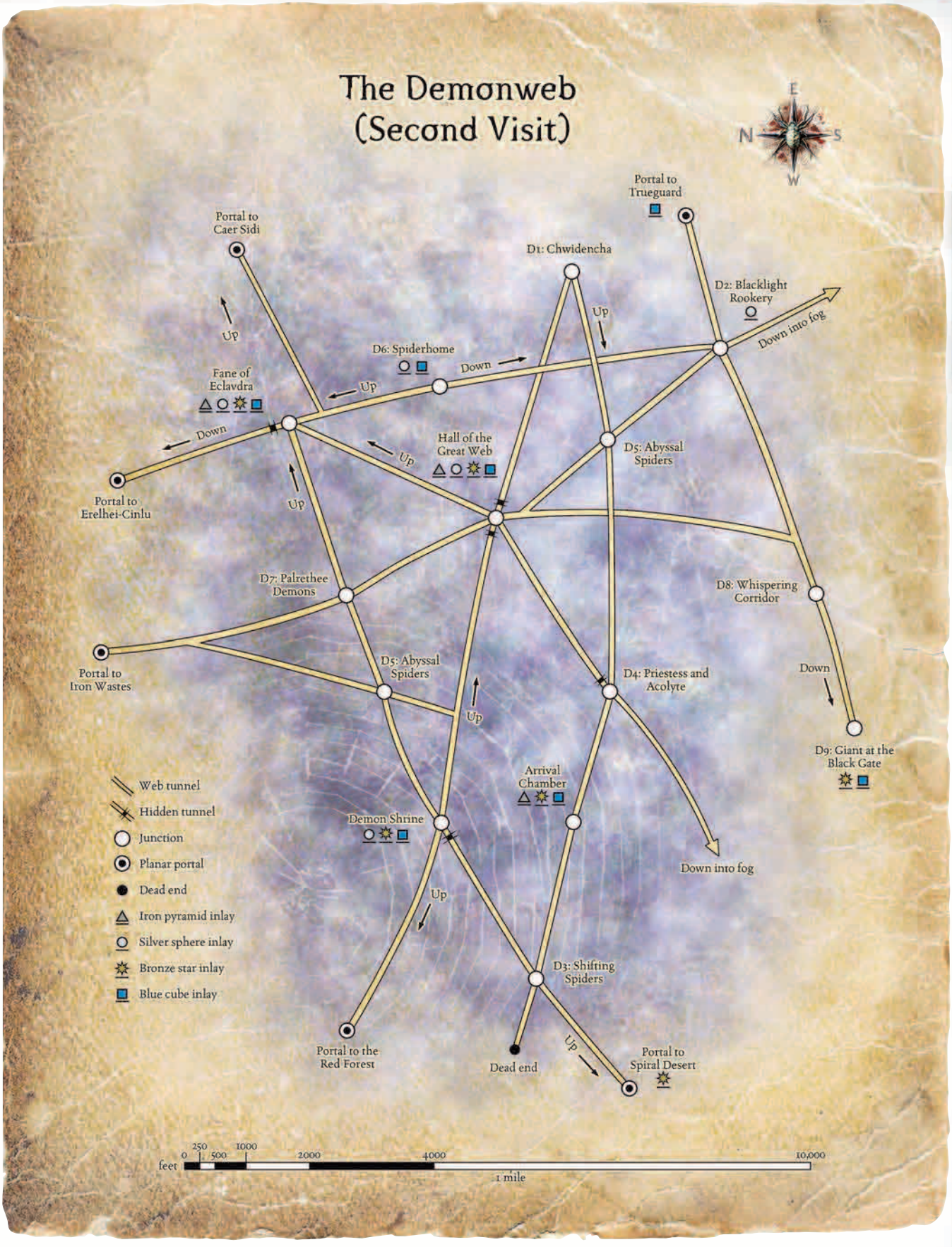
THE HELPFUL TIEFLING

If the party is at a loss for how to deal with all these demons, you could take pity and point out a more or less human-looking tiefling that they encounter somewhere in the upper Demonweb before nearing the Black Gate.

If approached successfully (his initial attitude is indifferent), he offers some or all of the following suggestions:

- To gain admittance to the chamber of the Spider Queen's aspect, steal one of the golden passes (or borrow one belonging to an ally).
- The demon lords all hate the bebilith Gethshuq (encounter F20), who guards the Audience Chamber. Its death would not be avenged by demons, perhaps only by the drow.
- There's no need to fight everyone. Demons fight among themselves given half a chance.
- Don't wait until the pact is read aloud. The Dark Speech in Lolth's voice will probably kill listeners who are not extraplanar outsiders or demons.
- A challenge here is between individuals or allied groups; it is possible to challenge just one demon lord's aspect or ambassador at a time without the others becoming involved.
- Obviously, don't display holy symbols or weapons meant to kill demons.

The tiefling doesn't care whether the Pact among Lolth and the demon lords succeeds or fails; he's here to report on the meeting for scholars in Sigil. He suspects, in fact, that some of those scholars are tainted with lawfulness, but he's being paid too well to care. (Unbeknownst to the tiefling, his employers are the warden archons from the Tower of the Prophet.)


The Demonweb
(Second Visit)
E
N
S
W
Portal to Trueguard
Portal to Caer Sidi
D1: Chwidencha
D2: Blacklight Rookery
Up
Down into fog
D6: Spiderhome
Down
Up
Fane of Eclavdra
Down
Hall of the Great Web
Up
D5: Abyssal Spiders
Portal to Erelhei-Cinlu
Up
D7: Palrethee Demons
D8: Whispering Corridor
Portal to Iron Wastes
D5: Abyssal Spiders
D4: Priestess and Acolyte
Down
Up
D9: Giant at the Black Gate
Arrival Chamber
Web tunnel
Hidden tunnel
Junction
Planar portal
Dead end
Iron pyramid inlay
Silver sphere inlay
Bronze star inlay
Blue cube inlay
Demon Shrine
Down into fog
Up
D3: Shifting Spiders
Portal to the Red Forest
Dead end
Up
Portal to Spiral Desert
feet
0
250
500
1000
2000
4000
10,000
1 mile

Speech to open it. The kastighur (if the party didn't kill it) stands by, ready to attack anyone who doesn't know the password. If the kastighur was killed, a retriever (*MM* 46) stands as a guard in its stead.

The party can also unlock the Black Gate with the Platinum Key from the Fane of Eclavdra.

F2: WARLOCKS BEYOND THE GATE

After the PCs open the Black Gate, they must present a golden pass to the warlocks in area F2. If they have it, the warlocks point them to the left passage.

The warlocks do not question anyone holding the Platinum Key, although they do look curiously at a group of mortals that carries the sign of Lolth's favor.

You walk through the Black Gate into an enormous chamber with two obvious exits, one to the right, one to the left. The ceiling is about 50 feet above you, and the entire space seems to be coated in a gray spider silk covering, though you don't see any actual webbing. The room is lit only by the lights you've brought into it.

If the drow are not satisfied with the party's credentials, go to encounter F2: Warlocks beyond the Gate on page 132.

F3: THE CARNEVUS AND THE DROW

Few drow are allowed to visit the depths of the Demonweb Pits; most see only Lolth's Web above the mists. This chamber is meant for the drow warlocks and other guards of the Black Gate when they are off duty. At the moment, two drow knights are playing host to two carnevus demons who have arrived as a part of Graz'zt's delegation. They are discussing the sequence of Lolth's questioning the various aspects and ambassadors, and then her intention to announce the Pact in the Dark Speech. The carnevus and the drow disagree whether the pact should be called Lolth's Pact or Graz'zt's Pact—anyone who makes a DC 20 Listen check at the door to this room can overhear the argument. If the party hears the argument and understands Abyssal, read:

You hear two voices, one speaking with a grating echo, the other using the silky tones of a male drow. The grating voice speaks in Abyssal and says, "It is Graz'zt's Pact! It was the Dark Prince's idea, and should bear his name."

The drow voice replies, "Then why are we in the Demonweb, instead of the Triple Realm? Our goddess is greater than any demon lord. Her aspect will seal the pact."

"It is still the Dark Prince's council!"

"Bah. Merely a formality."

You hear mumbling and grumbling; the speakers have moved away from the door.

If the Listen check succeeds but the listener does not understand Abyssal, read:

You hear two voices, one speaking with a grating echo, the other using the silky tones of a male drow. They seem to be arguing, but not shouting. Then the voices fall silent.

The double door itself is lacquered metal, painted with white abstract designs. It has hardness 10 and 20 hit points; its superior, physically warded locks can be opened with a DC 28 Open Lock check.

The carnevus demons and drow knights come to reinforce the warlocks if they are summoned, but do not otherwise leave this room. If the PCs open the door and are not openly holding a Council pass or the Platinum Key, they are attacked.

If the party opens the door without credentials, go to encounter F3: The Carnevus and the Drow on page 134.

F4: THE HARPOON SPIDERS

Three Lolth-touched dread harpoon spiders live in this wider section of hallway. They work together to eat anything that is not a drow or demon—or does not walk in a group with one of Lolth's invitations openly displayed. If the PCs are not openly holding a Council pass or the Platinum Key, they are attacked.

As the party enters the area, read:

You see an area with arches like insect legs meeting in an enormous dome at least 60 feet overhead. Like so many other areas of the Demonweb, the interior of this domed hallway is clogged with webbing, and small spiders scuttle everywhere, although too few to make a swarm.

If the party enters this section of hallway without credentials, go to encounter F4: The Harpoon Spiders on page 136.

F5: THE CELESTIAL CYST

Lolth catches items in her Abyssal web that might best be left alone. The Celestial Cyst is one such catch: It is literally a chunk of Mount Celestia that was dragged into the Abyss as part of the process of corrupting a paladin. When that eladrin paladin gave in to the temptations of abuse of power, pride, and arrogance, Lolth made the paladin one of her children, and she served Lolth as a blackguard for decades.

The land the fallen paladin stood on is more problematic; it is holy ground, and it is the location of a gate to the lowest layer of Mount Celestia. An *analyze portal* spell or a DC 20 Knowledge (the planes) check reveals important information: The gate opens only when a *consecrate, daylight, hallow,* or *holy word* spell is cast here. The spells open the gate for 1 round, 1 minute, 1 hour, and 1 day, respectively. The creatures of Mount Celestia are aware of this, but on those occasions when they have invaded or raided through the cyst, the denizens of the Demonweb have encased the

cyst in the soul-sucking fog. It's a dead end, largely ignored by the forces of good and law as a viable route into the Demonweb.

However, the Demonweb's mistress hates and fears the Cyst, and she knows it is a potential bridgehead for invasion, even if it is rarely active. When her demons or drow warrant punishment, she puts them here, forcing them to suffer the daylight for days or hours—and over time, even the toughest creatures crack under the burning pain, begging Lolth for release. Lolth is not forgiving, but she has found that the fallen eladrin paladin guards it well, now as an undead bodak who longs for death.

A party attempting to enter the Cyst must defeat the bodak.

Go to encounter F5: Celestial Cyst on page 137.

F6. SLEEPING BEASTS

The priestesses of Lolth keep their displacer beast pack kenneled down in the Demonweb Pits, hoping that the creatures will grow stronger and more corrupted with time. The beasts don't care about passes of any kind and attack creatures that interrupt their rest.

When the party reaches this chamber from any direction, read:

You see a single area of high ground at the center of this dark cavern. You also see two areas that at first resemble snow: irregular drifts of white, which you quickly realize are bones: thousands of well-stripped bones.

If the party enters this section of hallway, go to encounter F6: Sleeping Beasts on page 138.

F7: SPIDER AND ASSASSIN

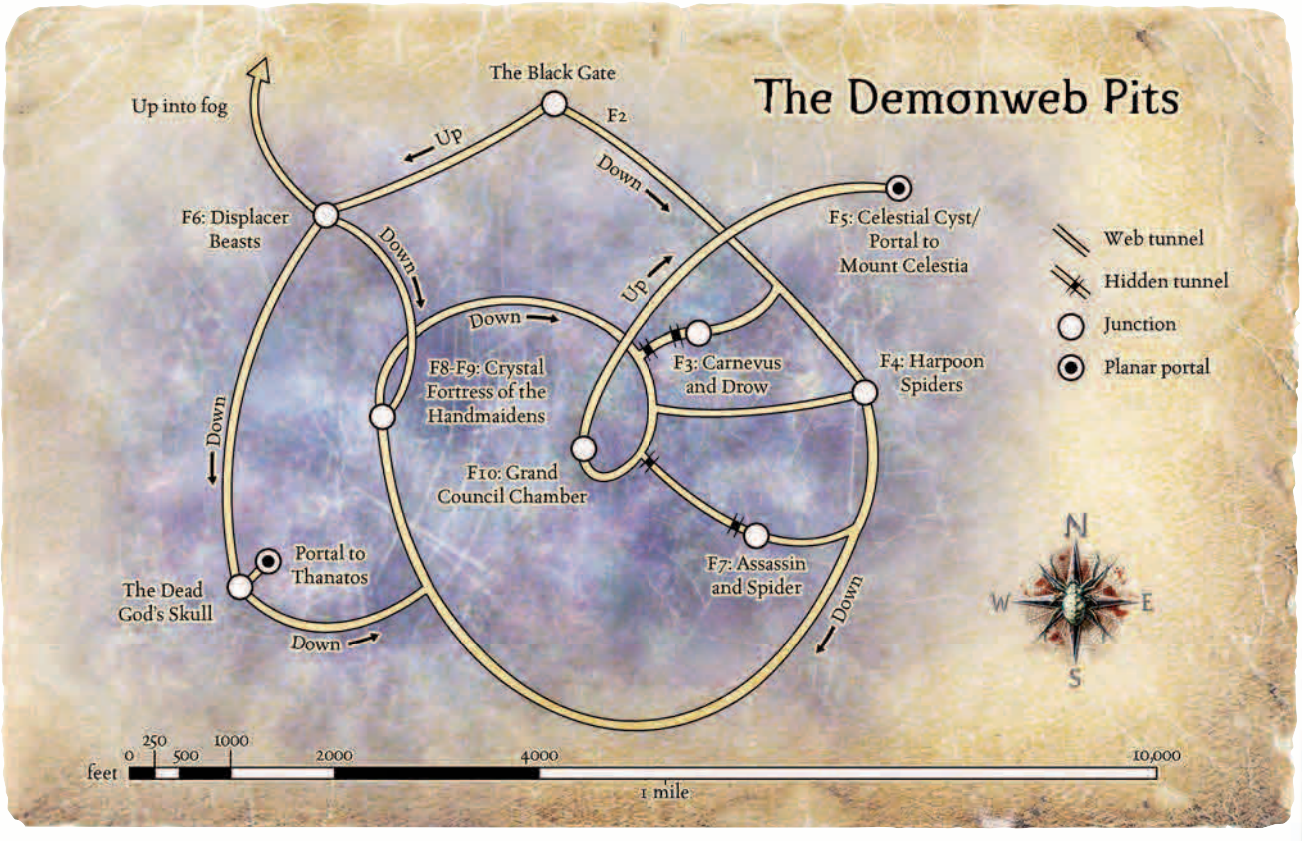
A phase spider and an assassin are stationed here, silently watching the hallway. If the PCs are not openly holding a Council pass or the Platinum Key, they are attacked.

When the party enters this chamber, read:

The tunnels before you darken with shadows on all sides. The white-and-brown mosaic tile floor is strewn with bits of webbing and empty spider egg casings. The passage is lined with niches on either side, most containing a marble statue of a drow, tiefling, or demon. You think you see motion behind you, but the tunnel is so narrow, you're not sure how anyone could have slipped past you.

If the party enters this section of hallway without credentials, go to encounter F7: Spider and Assassin on page 140.

If the PCs back out, the duo pursues them at a distance to be sure they are admitted into the Grand Council Chamber. The party can spot them with an opposed Spot check against a Hide modifier of +20 for the shadowdancing spider and +14 for the assassin.





THE DEAD GOD'S SKULL

When the party arrives at this area, read:

This irregular room's walls are covered in a hard white stone. Mist boils up out of two pits in the floor, and the web passageways lead out in two directions. You realize with discomfort that you are standing in an area shaped like a giant skull. There is a dry, dusty smell here, with hints of rotting meat.

The two pools of mist are pits into the soul fogs. Anyone entering them must make the usual saving throw (see page 113).

A third exit, not immediately obvious, is a planar portal that leads from the Demonweb to Thanatos, the layer of the Abyss where Orcus rules and dwells. Kiaransalee created it during the period after she had slain Orcus, as a memorial to her victory over him—a short-lived victory, as it turned out. The party might learn of this exit from Dawnat Sanp, the bone naga ambassador, or can discover it with a *detect magic* or *analyze portal* spell.

Opening the portal requires a *speak with dead* spell or a successful command undead attempt against 10 HD. Alternatively, the physical key is any fleshless skull held up and traced around the outline of the doorway, which is drawn on the inside of the bony skull. Tracing the portal open requires two full-round actions; the other options require a standard action.

Getting from Thanatos to Sigil is relatively easy, as long as the party does not linger here. This portal can serve as an alternative escape route for the PCs after they start a fight in the Grand Council Chamber. It is not the best escape route from the Demonweb, but it beats being caught by a horde of demons and drow.

Thanatos

Layer Number: 113
Ruler: Orcus, Prince of Undeath
Planar Traits: In addition to the normal Abyss planar traits (see page 54), Thanatos has the following special trait:

- Minor Negative-Dominant: Living creatures take 1d6 points of damage per round. At 0 hit points or lower, they crumble into dust.

Ash-gray clouds fill the cold black skies of Thanatos, the Belly of Death, where daylight never intrudes. The layer's immense, melancholic moon changes phases at random when covered by clouds, making time difficult to measure. A handful of cities crouch upon the layer's vast tundra, havens for the mortal and immortal cultists who seek to emulate the life of their demonic patron. The PCs arrive near one such city, Everlost, the seat of Orcus's power. If they are traveling with Dawnat Sanp, he immediately leads them to the nearest Dustmen (see below). If not, a DC 23 Knowledge (the planes) check reveals that this is the best (and indeed a vital) course of immediate action to survive the layer.

Death ward and similar spells negate the layer's minor negative-dominant trait damage for their duration. Mortal creatures that die upon Thanatos rise as undead (usually zombies) 1 hour after their death. Chaotic evil mortals instead become manes, dretches, or rutterkins. This process can be halted by *raise dead* or *limited wish* and can be reversed by *resurrection*, *shapechange*, *miracle*, or *wish*. Undead on the layer gain fast healing 3.

Because of the thin air, all living creatures must make a DC 18 Fortitude save each hour to resist becoming fatigued. Fatigued characters must make the same save or become exhausted. Characters who become exhausted on Thanatos immediately begin to suffocate (*DMG* 304).

Very little plant life exists on Thanatos. Mortals wishing to find sustenance must rely upon the indigenous mosses, molds, and fungi, and even these grow only in relatively temperate locales such as Lachrymosa or Orcusgate.

Good-aligned visitors stand little chance of survival on Thanatos without the assistance of the Dustmen, members of a shattered faction who manage to eke out a grim existence here after having been exiled from the city of Sigil. The remnants of the faction house themselves in the otherwise abandoned city of Vadrian, but have outposts in all the cities of Thanatos. The Dustmen know the layer well and offer their services as guides for the right price (in this case, the right price is about 4,000 gp per person—and haggling drives it up). For some reason, the native undead ignore anyone accompanied by a member of the faction. Not so the mortal Skull Lords and the immortal fiends, who seek out and attack parties led by Dustmen guides

lest anyone get the impression that it is easy to survive in the Abyss.

Outside the cities, hordes of undead—thousands of them—rove across the land in search of flesh. The strongest and most ambitious among Orcus's thralls attempt to dominate and command these armies, leading them on invasions of the Material Plane and the layers of rival demon princes such as Graz'zt and Demogorgon.

Everlost

On the periphery of civilized Thanatos, beyond the Final Hills, rests a sprawling desert of bone dust called Oblivion's End. Howling windstorms scream with the cries of lost incorporeal undead, forever bound to the desolate wasteland. At the center of this expanse stands the massive fortress of Everlost, a towering structure built from countless bones retrieved from the demon prince's Material Plane conquests.

Everlost is and has ever been the seat of Orcus's power on Thanatos, although the hideous demon lord can manifest himself from place to place throughout the layer at will. From this remote locale, Orcus issues decrees to his cult and his enemies, pronouncing death sentences that soon reach the ears of his debased followers all over the multiverse. The Prince of Undeath is unconcerned with details, preferring to let his underlings worry about how to enact his grand designs. His chief diplomat and castellan is Harthoon (CE male human lich sorcerer 19), a capable administrator who moonlights as a master embalmer. His vast operating theater contains scores of metal slabs with perfectly preserved corpses kept fresh with a secret chemical admixture. Harthoon plans to animate these corpses as sleeper agents in mortal kingdoms, where their preserved nature allows them to blend in as nearly undetectable spies.

PCs arriving on Thanatos and surviving its environment will be tolerated, since Orcus is pleased to see Graz'zt's "plot" to unite the demon princes thwarted. Orcus or his minions such as Harthoon grant the characters their lives and free passage to Sigil.

F8: CRYSTAL TOWER

This mass of clear crystal is shockingly linear in the swirling chaos of the Demonweb; its cubes and pyramid shapes are made of purple, blue, and clear quartz, all smoothed and carved into a floating fortress of stone. The crystal fortress is one of the places where the yochlols make more of their own kind from favored drow, and also where they interrogate prisoners and enemies of the Spider Queen. Its walls seem regular, but the entire structure is subtly asymmetrical and distorted.

When the party reaches this chamber from any direction, read:

The tunnel that surrounds you changes from gray and web-lined to transparent and crystalline; you see only fog and mists, but you hear a distinct, chiming sound, like rubbing the rim of a water glass. The mist clears, and you see a looming tower of purple crystal ahead. The tower glows from within, pale blue, purple, and white, and you see that it extends both above and below the passageway you stand in.

A flash of light within the crystals lights up the entire tower like a beacon for an instant, then the light pulses, fades, and vanishes.

If the party enters the Tower without credentials, go to encounter F8: Crystal Tower on page 142.

F9: PRISON OF THE YOCHLOLS

From the outside, there are two clear paths into the fortress, one higher than the other. It is possible to see through the crystal walls of the fortress and notice the prisoners on the lower level with a DC 23 Spot check. The yochlols are in interior areas and not visible from the outside.

Go to encounter F9: Prison of the Yochlols on page 144.

F10: SPIDER GOLEM DOOR

As a reminder of precisely who is hosting this demonic conclave, Lolth ordered the construction of a special stone golem to seal the door into the Council Chamber. As his contribution, Graz'zt sent a corruptor of fate assassin to watch against those who might seek to disrupt or attack the gathering.

As the party approaches this room, read:

The tunnel ceiling in front of you is transparent, and you see the center of the web, a black pearl suspended in darkness and fog. The corridor ends with a huge archway 10 feet wide and 20 feet tall; gigantic mirrors flank the archway on either side, and a stone figure of a spider covers the entryway itself, its eight legs grabbing all sides of the arch. The statue shifts a leg, and you see a small demon, a dretch, come out of the arch and skitter away. You should be able to see around the edges of the statue, but behind it you glimpse only fog and mist.

The tiny dretch scurries away down the hall to the dread harpoon spiders; it has been asked to fetch a spider silk handkerchief for the ambassador of Pazuzu as a keepsake. It speaks to the party only if a character speaks Abyssal and succeeds on a DC 18 Intimidate check or a DC 20 Bluff check. The party might be able to kill the dretch and disguise one party member as a Small creature (this might require a *reduce* spell) to sneak into the hall.

Ambassadors and aspects (and their retinues) holding a golden pass are permitted into the Council Chamber without delay.

If the party acquired the Platinum Key, it can be used in place of a Council pass for admittance through the spider golem door, although this requires a little more deception on the PCs' part. If they are posing as ambassadors of a demon lord (with appropriate clothing, symbols, and attitudes), the ruse requires a DC 25 Bluff check. If they approach merely as themselves, the watching corruptor of fate assassin is considerably more suspicious and calls for the drow whip priestess

Treason to confirm that the characters are supposed to have the key.

Treason knows the Key is supposed to be safely locked up in the Fane of Eclavdra, but she hesitates to attack the party; Lolth favors ambition, and perhaps the goddess has reasons for these mortals to have the key that her priestess cannot discern. Treason is acutely aware of the importance of this Council, and even more of the potential of having the three most powerful demon lords in the Abyss (outside of Lolth, of course) in one room at the same time. She alerts the other drow to the PCs' possible duplicity but warns them not to attack unless the characters make some kind of definitive move against Lolth or the Council.

If the party attempts to enter the Grand Council without credentials, go to encounter F10: Spider Golem Door on page 146.

F11: THE GREAT MIRROR

Huge mirrors line the wall just outside the Council Chamber. The PCs can enter the Council Chamber through the mirror wall, if they are drawn in by the mirror mephits. Read.

Apparently even demon lords are vain, because two gigantic mirrors stand next to the spider door. The mirrors are fully 30 feet tall and 20 feet wide, and framed in rich gold scrollwork. The mirrors are pitted and flecked with black, but still reflect your image perfectly.

The mirror's size is useful because it is meant to reflect demon lords, after all, and needs to be big enough for Demogorgon to see himself at full height. When Graz'zt entered the Council Chamber in disguised form, he gave the corrupted mirror mephits within instructions to watch and listen to everything outside the chamber, especially in the little alcove outside the chamber, where he hopes other demon lords will do their plotting. As a result, Graz'zt effectively sees and hears everything that happens here.

The mirror scrollwork is worth at least 4,000 gp if pried loose.

If the characters are having trouble getting past the guards and into the Grand Council, a corrupted mirror mephit might whisper nasty suggestions to them. Hearing a mirror mephit's suggestions requires a DC 25 Listen check. Seeing it in the mirror (which the corrupted mephits won't leave) requires a DC 30 Spot check—seeing one brings on combat as the mephits try to drag someone into their plane.

Go to encounter F11: The Great Mirror on page 148.

The Plane of Mirrors

The Plane of Mirrors on the far side has normal gravity, normal time, and finite size. It is static, has no elemental or energy traits, and is mildly neutral-aligned (no penalties apply to any alignment). Magic functions normally there.

This section of the Plane of Mirrors is coterminous with many layers of the Abyss and with the PCs' home plane. The mirrors in the collection that includes the great mirrors were all made by mirror mephits at Graz'zt's behest, using materials from the Triple Realm. They connect twelve points around the Abyss and elsewhere, as noted below.

- two mirrors outside the door of the Council Chamber
- two mirrors in the Audience Chamber of the Argent Palace of Zelatar, deep within Graz'zt's stronghold
- a mirror behind the bar in the Styx Oarsman in Sigil
- a mirror behind the bar in the Sign of the Black Heart in Zelatar
- a handheld mirror that accommodates only Small creatures or those who make a DC 20 Escape Artist check, in a red dragon's lair
- a handheld mirror given as a gift to the drow whip priestess Treason, kept despite her better judgment
- a mirror given to Orcus, stored in a metal box on the lifeless layer of Thanatos
- a mirror on the shadow Abyssal layer of Graz'zt's sister Rhyxali, in her hunting lodge's entry hall
- a mirror given as a gift to Oriel, a sword archon on Mount Celestia
- a mirror belonging to one of the PCs' enemies on the Material Plane

Entering the Plane of Mirrors creates a mirror duplicate of the character entering, with opposite alignment and with all the equipment of the character except for mirrors (which are not duplicated). The mirror-self knows where the original self is on the Plane of Mirrors, but the reverse is not true. The mirror-self cannot leave the Plane of Mirrors unless it slays its original self; there's not much on the Plane of Mirrors other than windows into more exciting planes, so the mirror-selves immediately start to stalk their originals, intending to kill them. Finding them takes 2d20 rounds.

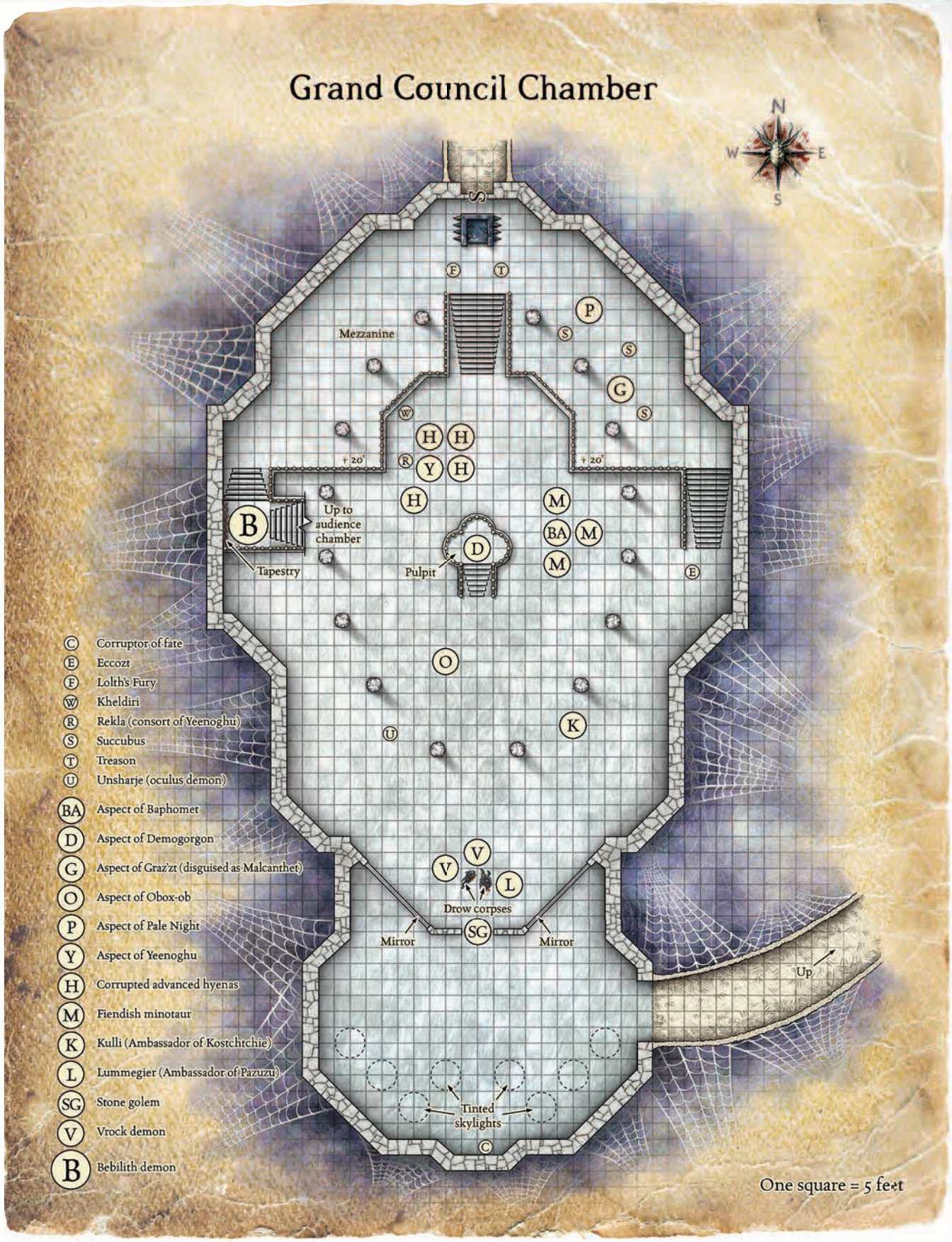
THE GRAND COUNCIL CHAMBER

The characters' goal is to reach this chamber, but once within it, they are subject to a wide range of dangers. Parties should try some combination of stealth, diplomacy, and use of the golden pass; however, some groups might choose to fight their way through the Council. See The Battle Royale, below, for the results of this approach.

Once the PCs move beyond the spider golem at the entrance to the chamber (either by way of the Great Mirror or through the use of a golden pass), they are in a large, ornate chamber built magically and with great care just to impress the demon lords of the Abyss. The room is dimly lit, a faint glow emanating from the spider silk pillars throughout the chamber. Read the section below and ask the players what they want their characters to do.

If the PCs enter the Grand Council Chamber or view it from within the Great Mirror, read:

Grand Council Chamber





Illus. by F. Zhang

You see an enormous council hall before you, more than 100 feet across, at least 50 feet high at the center of the domed ceiling, and roughly oval in shape. Stairs halfway across the chamber on the right side lead up to a second-floor mezzanine.

Standing throughout the chamber is a wide assortment of demons and their allies. In front of you are a richly plumed vrock talking to two drow guards, a powerfully muscled many-eyed demon, a huge frost giant, three enormous black-furred minotaurs—and several taller creatures that must be demon princes or their aspects. One is a two-headed reptilian with a halo of fire, standing on a raised platform and speaking to a small crowd, including several gnoll-headed humanoids and a creature that resembles a three-tailed scorpion.

A mezzanine level overlooks all this; the pillars holding it up are a glistening, iridescent white. A black marble throne at least 15 feet wide stands on the mezzanine. Two female drow stand before the throne on the mezzanine, watching creatures walking up and down the stairs. You see succubi on the upper level, as well as a woman who seems permanently hidden by a veil of white shimmering light.

A screech comes from the main level, and then a flurry of wings that is over in a moment. The richly plumed vrock stands over two dead male drow. Two other vrocks stand by him, gloating.

The vrock ambassador just killed two drow guards who offended him and is crowing over the remains. It picks at the bodies with its beak, stabbing out eyes and swallowing them whole, then looks around, challenging any of those present to make a fuss. The other drow don't bother to protest; the sacrifice of a few insignificant male guards is easily balanced against what might be gained here today.

Displaying Holy Symbols

A party that enters showing off *daylight* spells, lawful good holy symbols, or other such items draws plenty of unwelcome attention.

- Any *daylight* or other bright light effect brings hostile drow attention. If the light is not doused immediately, the drow commander Eccozt (page 60)—on his best behavior—comes over and tells the PCs, teeth gritted, to put it out. He feels perfectly justified in attacking anyone who disobeys his command.
- If the PCs display *Thaas*, the oculus demon Unsharje recognizes it when the party approaches within 30 feet of him. **Go to encounter F13: Keen-Eyed Oculus on page 152.**
- Kulli, the frost giant chieftain, recognizes the *Demon-Quelling Sword*. **Go to encounter F15: Ambassador of Kostchtchie on page 156.**
- Lawful good holy symbols are recognized by the drow priestess at the Throne of Lolth and provoke combat there. **Go to encounter F19: The Throne of Lolth on page 162.**

See The Battle Royale section on page 128 for more information about characters who want to confront all the demon lords at once. If they have no stealth or disguise ability, it's still possible to resolve the adventure without a total party kill.

WALKING THROUGH THE COUNCIL HALL

The demon lords speak among themselves in Abyssal, and listening over the raucous noise requires a DC 25 Listen check. The discussions reveal the information presented below (a separate 1-minute DC 15 Listen check is required for each bulleted point, and they are gained in the order presented).

The PCs won't be confronted by anyone else unless they approach them closely. The demon lords, for once, are not interested in fighting for a fight's sake and do not attack the PCs except under the conditions noted below.

A character who speaks Abyssal and makes a DC 22 Gather Information check as a standard action can gain information more quickly, but at a greater risk. She must attempt a Bluff or Diplomacy check after each Gather Information check that fails. If the Bluff or Diplomacy check fails, she has offended a member of a demon lord's party, and combat ensues, subject to the Peace Pact described below (page 127).

The letters in **(bold)** below refer to the creatures' positions on the Grand Council Chamber map (page 121). The spider golem **(SG)** is still visible from this side of the chamber door.

- **The Peace Pact:** To prevent a general brawl, Lolth has promised to kill any demon that settles a dispute by violence. Those who do fight here fight to the death as a group (defined as creatures from the same layer of the Abyss or from the same plane). The winning group must answer to Lolth. In other words, if you start a fight here no one will help you, and no one will join the battle against you except for your foe's allies from the same layer of the Abyss or same home plane.
- **The Missing Lords:** Orcus, Kostchtchie, and Pazuzu sent powerful ambassadors instead of coming themselves. Others, such as Zuggtmoy and Juiblex, are not represented at all.
- **The Ambassadors:** The ambassadors are Dawnat Sanp (on behalf of Orcus, now supplanted by the PCs), the frost giant chieftain Kulli **(K)** (Kostchtchie's delegate), and Lummegier **(L)**, an enormous vrock of maximum size with wings that shimmer a deep purple and a beak trimmed with gold (representing Pazuzu), accompanied by two vrocks **(V)**.
- **Prince of Vermin:** The primordial obyrith demon Obox-ob **(O)** is here, with the oculus demon Unsharje **(U)** nearby.
- **Lord of Bulls:** An aspect of Baphomet **(B)** is here with three all-black minotaurs **(M)**. He stands glaring at the aspect of Yeenoghu.
- **Lord of Gnolls:** The aspect of Yeenoghu **(Y)** is accompanied by a small army of four howling dire hyenas **(H)**, his half-fiend consort Rekla **(R)**, and the nervous-looking gnoll warlock Kheldiri **(W)**.
- **Queens of Night and Beauty:** Malcanthet **(G)**, the Queen of the Succubi, is here, and she is in close company with Pale Night **(P)**, the ancient obyrith Mother of Demons.
- **Prince of Demons:** The aspect of Demogorgon **(D)** preaches support for Lolth's pact from the central podium.
- **Lord of Tyrants:** Graz'zt has yet to arrive in person (though most believe he is already here in disguise). No

ALLIES AND ENEMIES

While none of the demon lords can truly be said to have friends, some of them form temporary useful alliances. Ancient enmities, however, fester eternally. Below is a brief summary of the significant relationships between demon lords; unless otherwise noted, they all view each other with wariness and suspicion, and do not leap to anyone else's defense. Due to Lolth's Peace Pact, even the fiercest enemies are behaving . . . for now.

Baphomet: Hates Graz'zt and especially Yeenoghu, whose destruction is his driving goal. He regards Pale Night as an ally because they mutually defend a layer, but she has never aided him in any other way.

Demogorgon: Engaged in an unending three-way war between himself, Graz'zt, and Orcus. His alliance with the ancient obyrith Dagon grants him secrets that help him retain his status as one of the most feared lords in the Abyss, despite the relatively low CR of his aspect here.

Graz'zt: Relentlessly wars with Demogorgon and Orcus. His abhorrence of Pazuzu and Malcanthet (because perhaps only those two can match him in cunning) is well known.

Kostchtchie: No particular enemies, though other demon lords are disdainful of his untamed temper.

Lolth: Lolth is a goddess and considers Abyssal disputes to be beneath her notice; her ambitions are firmly fixed on the worlds of the Material Plane. The other demon lords fear and envy her power but know that scheming against Lolth—particularly in her own Demonweb—means death.

Malcanthet: Not present, but Graz'zt exploits her alliances while in her form: The Queen of Succubi maintains allegiances with Pazuzu and Demogorgon (though Graz'zt will not go to their aid if they are attacked), and nurses her grudges with Yeenoghu and Graz'zt (though her usual slander against him is much reduced).

Obox-ob: Hates all tanar'ri for usurping obyrith rule in the Abyss, and especially Demogorgon for stealing his title as Prince of Demons. The oculus demon Unsharje feels the same.

Orcus: Universally detested by all other demon lords, especially his primary enemies Demogorgon and Graz'zt.

Pale Night: All respect and fear the ancient obyrith Mother of Demons, even if none can claim her as an ally. To their relief, none of them seem to have drawn her enmity, either.

Pazuzu: Known for his unique neutrality. No particular enemies (although Graz'zt doesn't like him).

Yeenoghu: Malcanthet and Baphomet have earned his unyielding wrath.

one is sure, but some guess that he might be posing as a succubus (**S**).

- **The Spider Queen:** Lolth's Envoy is speaking with demon princes one at a time in her audience room. As a goddess, she sends her Envoy aspect to read and oversee the signing of the Pact of the Spider Queen. For now, three powerful drow guard her interests: the warrior Eccozt (**E**), the whip priestess Treason (**T**), and the Lolth's Fury (**F**). The bebilith porter Gethshuq (**B**) bars the way into the Audience Chamber until Lolth is ready to speak with each ambassador or aspect.
- **The Pact of the Spider Queen:** The demon lords have largely agreed to a Pact of the Spider Queen (only Graz'zt calls it the Pact of Graz'zt). It sounds like a complicated arrangement, but it means that all demons will send troops once each year against one of their greatest enemies, to break opposition with sheer numbers.
- **Dark Speech:** The pact will be read in the Dark Speech.
- **Reading the Pact:** Once the Pact is read and agreed to, it becomes magically binding, and the planes themselves are forever altered. See page 129.
- **Goals of the Pact:** The demon lords and ambassadors are planning a united front against the baatezu and the celestials. The only decisions that remain are who shall lead (Graz'zt offers himself as a candidate, as does Lolth's aspect). The friction between the demon lords is less than usual because of the sense of demonic delight in the room—Lolth's Pact will give them powerful weapons to tear their enemies apart.

Beyond this information, everything is rumor, slander, and manipulation, something the demons enjoy and expect as part of the process of negotiating with each other. PCs might not be as amused by the threats and posturing.

F12: AMBASSADOR OF PAZUZU

The vrock ambassador is too busy crowing over his kill to pay the PCs any attention. He and the other two vrocks begin their celebratory *dance of ruin* 1 round after the PCs enter the chamber. With a DC 20 Knowledge (the planes) check, the characters know that they need to be out of the 100-foot radius of the effect before 3 rounds pass.

Go to encounter F12: Ambassador of Pazuzu on page 150.

F13: KEEN-EYED OCULUS

The oculus demon Unsharje is a friend of the obyrith demon lords from the time before the tanar'ri and is currently accompanying Obox-ob. The oculus demon confronts the PCs if it sees one of them carrying *Thaas*.

Go to encounter F13: Keen-Eyed Oculus on page 152.

F14: ASPECT OF OBOX-OB

This ancient creature preceded the creation of the tanar'ri and is still resentful of the tanar'ri's rise to power in the Abyss. The aspect of Obox-ob calls for a blood price if his associate, the oculus demon, is killed.

Go to encounter F14: Aspect of Obox-ob on page 154.

F15: AMBASSADOR OF KOSTCHTCHIE

The frost giant grudgingly speaks to the PCs (sharing information with anyone who speaks Giant or Abyssal as outlined above) if they do not display the *Demon-Quelling Sword*.

If they do show the blade openly, read.

The demonbane sword shines with an eager light, as if it knew how much potential work surrounded it, how many demons fill this space. It positively thrums with power—and it catches the eye of the enormous frost giant in the fancy polar-bearskin robes. "That sword!" he shouts. "Thief! You stole Kostchtchie's sword!"

The giant reaches into his leather sack and throws a rock across the room, straight at you.

Go to encounter F15: Ambassador of Kostchtchie on page 156.

ASPECT OF BAPHOMET

This aspect does not speak to the characters; he considers mortals beneath him, and he is enraged if they appear to support Yeenoghu. If approached, he ignores them or tells his black-furred minotaurs to keep the party at bay. If attacked, Baphomet has a *mass maze* spell readied to use either on attackers or on himself and his followers.

If the party fights and defeats the aspect of Yeenoghu, the aspect of Baphomet seeks out the PC who struck the killing blow to congratulate him and offer a boon. Read:

The three black, sleek-furred minotaurs walk up to you in a solid wall, then step aside to reveal the shape behind them: the Lord of Minotaurs, a hulking, manlike brute 15 feet tall. His muscular frame is covered in thick, matted black hair. His head is that of a fiendish bull, and his great horns are stained in the lifeblood of countless victims. Cloven hooves and a bovine tail complete his bestial appearance.

The Prince of Beasts laughs with a deep chuckle that sounds a bit like the grunting of slaughtered oxen. "Thank you," says the demon lord. "You have slain my rival's aspect, and now this pact is free of his scheming. Ask me anything, and I will gladly answer you." He nods his head to you; his followers gasp to see it.

"Anything, truly," says the demon lord. "You have done me a favor. But quickly. I have schemes of my own to attend to."

The aspect is as good as his word and happily explains the benefits of the Pact to the demonic world: Death to the archons and celestials, death to internal traitors, unity for the layers of the Abyss, greater power to the cabal of demon lords present here. Give the PCs any information from the list of bulleted points above that they do not yet have.

F16: THE WORD OF DEMOGORGON

This aspect stands on the Speaker's Platform and rails at the group to support Lolth's proposal, to recruit other demon lords, and to resist calls by Graz'zt to create the pact in the Dark Prince's name.

If the party comes close enough to listen for a little while, go to encounter F16: The Word of Demogorgon on page 157.

F17: ASPECT OF YEENOGHU

Characters walking within 15 feet of the aspect of Yeenoghu attract the snarling, biting attention of the corrupted dire hyenas. Anyone within 10 feet is attacked. Read:

Behind the frothing hyenas stand their master and mistress. The aspect of Yeenoghu, a massive, gaunt gnoll 12 feet in height, stands with a triple-headed flail in his mighty hands. Yellow fur appears in mangy patches on his body, with pale gray flesh showing where the fur is absent. His amber-colored eyes are large and protruding.

Slightly behind him stands a female gnoll with curved horns and gray fur that ripples in waves; she carries a bow and holds the leashes of four chained hyenas. They have the usual sloped shoulders leading down their spotted flanks to stubby tails—but they are clearly not ordinary hyenas. First, they are as big as ponies. Second, their eyes burn with a yellow gleam, and their teeth are black as obsidian. They yip and yelp—and one slips its leash and lunges with its crushing fangs.

Unless the party immediately apologizes or smooths things over (Diplomacy DC 20), go to encounter F17: Aspect of Yeenoghu on page 158.

APPROACHING THE MEZZANINE

The drow commander Eccozt challenges characters attempting to leave the main floor and openly walk up the stairs. If they have an invitation, he examines it carefully, noting exactly which demon lord they are said to be representing. He and other drow do not know or care about *Thaas* or the *Demon-Quelling Sword*, and they eye the wearer of *Spidersilk* with a mix of envy and respect. Only the obvious presence of a lawful or good priest, a paladin, or the like makes the commander question the PCs further; even then, the party can attempt a relatively easy Bluff or Diplomacy check opposed by the commander's Sense Motive check (+1 modifier). If this check succeeds, refer to Papers in Order, below. If it fails, read:

The drow reads the pass on its golden parchment, looks at you, and looks at the parchment again. "Priestess Treason," he calls to one of the female drow in front of the throne. "Please bring the Envoy's Fury to escort these ambassadors to the Audience Chamber."

If the party makes a Spot check opposed by the commander's Sleight of Hand check (+11 modifier), they notice that the commander is motioning with the hand that is not holding the parchment. He is using drow sign language to tell the whip priestess that the PCs must be arrested. If the party does not see the signs, the Fury and Treason arrive. The three drow confront the PCs to arrest them. See page 60 for Eccozt's statistics. See page 162 for the whip priestess and the Lolth's Fury.

If the party presents no pass, the fight begins right away. The Fury and Treason move to support the commander and arrive in 2 rounds.

The other demons refrain from interfering, saying only, "This is the Spider Queen's domain, let her minions handle this."

Papers in Order

If the pass is in order, the party is waved through. Read.

The drow commander examines the invitation carefully, staring at it, looking at you, then staring at it again. "The Envoy of Lolth is beyond the far doors, ambassadors of Orcus." He looks at you again. "Be ready when the porter calls you. The Envoy does not enjoy waiting."

He hands you the pass and waves you up the stairs.

Eccozt keeps an eye on these strange representatives, but in the Abyss, he's seen much weirder sights than mortal ambassadors of Orcus.

F18: ASPECT OF GRAZ'ZT

This aspect of the Queen of Succubi is actually Graz'zt in disguise. Given the two demon lords' well-known enmity, no one suspects that he arrived in her place. If approached, the aspect hisses at them and whispers, "Do not speak to the White Lady. Not one word." Graz'zt knows that Pale Night will be offended if mortals speak to her, and he doesn't want to lose her power from the Pact.

If the PCs manage to move through the Council Chamber without angering or fighting any of the demon lords, the words of the prophecy are very much on Graz'zt's mind, and he has no intention of letting the adventurers anywhere near the Spider Queen. But he hasn't alerted Lolth or her servants about the prophecy, either. It's one thing for him to be aware of it, but entirely another to warn another demon lord about a potential threat.

Read:

ASPECTS ON THE WEB

Although the aspects of Baphomet and Pale Night are participants in the Council, game statistics are not provided for them in this adventure (since they are not meant to be combatants).

If you need their game information for some reason, or you want to use the demon lords for a different purpose, go to http://www.wizards.com/default.asp?x=dnd/we/20060609x to see statistics blocks for them as well as several other demon lords that are not part of this adventure.

You notice that the beautiful demon Lady of the Succubi is now leaning over the balcony. She addresses the Council. "Listen to me, O Aspects of Our Greatness!"

But something's wrong; it's not the Lady of the Succubi after all. Her voice and her shape suddenly change; the figure in front of you is male, not female, a black-skinned demon with fine features, rich black robes, and six-fingered hands. He continues speaking, his voice echoing through the council hall. "These mortals are servants of Orcus, brought here among us to turn us against one another. Lolth says we must not fight each other—but surely that does not mean we cannot destroy a few worthless mortals." A murmur goes up around you.

A few of the demon lords hesitate, perhaps considering whether it is worse to annoy Lolth or to annoy Graz'zt, the Dark Prince. For a moment it seems like the whole room is against you, and then another voice answers him with a sneer.

"If these mortals are as 'worthless' as you say, surely you can deal with them yourself." Demogorgon looks as pleased as a demon lord possibly can . . . an immensely disturbing expression.

Graz'zt cannot back down now. Even if Eccozt has not confronted the PCs yet, he moves aside to allow them up the stairs for this battle.

Go to encounter F18: Aspect of Graz'zt on page 160.

ASPECT OF PALE NIGHT

This aspect of the Mother of Demons does not wish to be bothered in any way, barely deigning to speak to the aspects of other demon lords and their attendants. Read:

The demon or woman speaking with one of the succubi is dressed head to toe in a white robe; even her eyes are covered. Her voice is low and hard to hear; she gestures fluidly despite the robe. She seems not to notice you.

If approached by mortals, she shows her true face to them, suppressing the white shroud that gives her a soft, feminine shape as a full-round action. Her true form is one of such unimaginable horror that reality itself refuses to accept it.

If the party attempts to speak with her, read:

The White Lady turns when you speak to her, her robe shimmering and hinting at the beautiful shape within. She lifts her hands to open the veil slightly—and you are staring beyond the veil at something that should not be, something ancient and filled with malice, the Mother of Demons, a creature that sees even tanar'ri as children. Your mind rebels and your vision fades; for a moment, you want to tear out your own eyes.

She shifts the veil to cover herself, but it is too late. What is seen cannot be unseen.

This supernatural ability blasts the mind of anyone who sees the truth. Any creature within 30 feet of her true form must make a DC 24 Fortitude save. Success indicates that the creature's mind simply fails to process what it sees before a new shroud automatically wraps around her incorporeal body. Failure indicates that for a brief moment, the character views the truth, and immediately takes 2d6 points of Wisdom damage (1 point of which is Wisdom drain instead). Those who successfully save retain no memory of what they saw beyond the veil. This is a fear and death effect that does not affect chaotic evil outsiders.

Pale Night can only do this once per day, and she teleports away in the following round. This astonishes those around her; despite Lolth's prohibition against teleportation in the Demonweb, Pale Night is able to teleport normally. She rejects the Pact, since Lolth cannot be trusted to keep mortals away.

F19: THE THRONE OF LOLTH

Made of gold-veined black marble, the 15-foot wide and 25-foot-tall throne's top is carved with a subtle pattern of spider legs, drow faces, and spider abdomens. A DC 25 Search check reveals that one of the drow faces has open eyes (the rest all have closed eyes). PCs who press on this face open the secret passage to the Celestial Cyst hidden behind the throne (encounter F5). Lolth takes demons to the Cyst as a form of punishment; the demons all fear to go "behind the throne," because the light of the Cyst discomforts and burns them.

However, the whip priestess Treason and one of Lolth's Furies guard the throne. They attack anyone who approaches the throne too closely and doesn't immediately move on to another part of the room.

Go to encounter F19: The Throne of Lolth on page 162.

F20: BEBILITH PORTER

The enormous adamantine doors seal off the Audience Chamber where the Envoy of Lolth (attended by another of her aspects) is speaking with the demon lords and securing support. Read:

The doors to the Audience Chamber are at the far end of the mezzanine, beyond the enormous throne, with a spidery demon at the door. The creature is enormous, the size of a small house, but shaped like a demonic spider, spiky-limbed and with legs spanning more than 14 feet. It must weigh at least a ton, maybe two. Sitting on top of its misshapen head is a small yellow hat.

It also wears a large key around its neck, though it is so stylized that it must be symbolic—there's no keyhole in the Audience Chamber door.

There are no seats or benches for you to wait on, but a large, beautifully woven tapestry hangs on the wall behind the creature. It shows a series of drow hatching from spider eggs and spreading throughout many worlds along weblike paths and portals.

Entering requires a golden pass; no pass means that the party must defeat Gethshuq. If the party approaches the doors, Gethshuq challenges all who approach as described in encounter F20.

Go to encounter F20: Bebilith Porter on page 164.

F21: THE AUDIENCE CHAMBER

The Audience Chamber is difficult to gain access to, but once the party opens the door (over Gethshuq's dead body or by using a pass), read:

The doors shut by themselves behind you, and the darkness of the Audience Chamber slowly lifts, like someone raising a curtain. The room before you is a sphere about 120 feet in diameter; except for a platform near the door, the room's floor is the now-familiar web of spider strands instead of a solid floor. The interior walls are a glossy black, and you see small spiders darting across the dark surface. At the center of the sphere, 60 feet in front of you, suspended by strands of silk and gazing down on you as if you were tiny insects, is the Envoy aspect of Lolth, the demon goddess. She is in the form of a 10-foot-tall drow dressed all in white.

From across the webbing, you hear the chittering of Lolth's mandibles or carapace, chitin rubbing against chitin in anticipation. "Come closer, ambassadors," says the voice of ten thousand spiders. "Hear the words of Lolth's aspect, and be amazed."

Do you step out onto the web?

If the PCs try to talk with the Envoy, they won't get far. She asks who sent them and why they are here. If their answers are not fawning and friendly, the Envoy is immediately suspicious and surveys their alignment. If she finds any good-aligned characters, she attacks. If she cannot detect their alignment, she addresses them in the Dark Speech, just to see what they are made of.

The Hammer of Lolth aspect is hidden in the ceiling here, black on black. If any character looks away from the demon and the Envoy to the ceiling and beats the Hammer's Hide check (+21 modifier) with an opposed Spot check, read:

Above the Envoy and to your left, at least 40 or 50 feet in the air, is a large, glossy black spider, almost invisible against the chamber's lacquered black walls. Its gray torso and white-haired drow head mirror the Envoy's cruel beauty. Even from this distance, you see its eyes are red, and its abdomen is marked with a red hourglass shape.

If the party denies loyalty to the drow cause or denies allying mortal souls to the Pact, Lolth's demeanor changes in an instant to raw hatred and rage.

Go to encounter F21: The Audience Chamber on page 166.

LOLTH'S COUNTDOWN AND THE PACT

Once the characters enter the Plane of Mirrors or gain entry to the Council Chamber, the clock starts ticking. They could spend long minutes gathering information by talking to the various demons already here. They might use stealth to kill a demon or one of the drow while the party is covered by illusions or darkness—the demon princes expect a certain amount of death and treachery at a meeting of this kind, which is why they send aspects and ambassadors instead of attending in person.

Eventually, though, if the party waits too long, Lolth will have spoken with all the surviving ambassadors. She spends 15 minutes each with (in order of precedence) the aspects and ambassadors of Pale Night, Demogorgon, Pazuzu, Obox-ob, Malcanthet/Graz'zt, Baphomet, Kostchtchie, Yeenoghu, and finally Orcus (represented by the PCs), ostensibly last in a place of honor but in reality because the Prince of Undeath is so thoroughly reviled even by his fellow demon lords. The audiences take just over 2 hours total.

At the end of all audiences, side agreements, negotiations, and protocol, the Envoy of Lolth gets down to business. Read:

A 10-foot-tall drow female walks out of the Audience Chamber and climbs onto the Eight-Legged Throne. When she sits down, the drow around her all kneel. A kneeling whip priestess, the bebilith porter, her male commander, and her Fury surround her. On her right hand, the darkly handsome aspect of Graz'zt, who has shed his disguise and shown himself, attends her. The chamber quickly hushes as all the demon lords and ambassadors present turn to Lolth to hear what she has to say.

Lolth begins to speak aloud the words of the Pact of the Spider Queen in the Dark Speech. Each word she speaks literally hangs in the air in front of her, creating a black stain on the universe that slowly fades into the demons below on the main floor. Each word is like a twisting knife in your ears, painful to hear. The Envoy of Lolth continues speaking, quickening the pace of her chant.

The demon princes and all their attendants stand below the throne on the main level of the chamber. They are not harmed by the Dark Speech, but the party might be. Characters who make a DC 25 Spellcraft check understand that this is a divine spell spoken in the Dark Speech, and it is a language-dependent, mind-affecting compulsion. Demons who hear it are bound to make common cause against their enemies.

The PCs who hear it suffer the usual effects of hearing the Dark Speech. It rips into the their minds and requires a DC 25 Will save when heard. If a non-evil character of 10th level or lower fails the save, he or she becomes shaken, taking a –2 morale penalty on attacks, saves, and checks for 1d10 rounds. Non-evil characters of 11th level or higher who fail the save are filled with loathing for the Envoy of Lolth and must attack her on the next round. (For more details about the Dark Speech, see the Dark Speech Summary on page 98). Characters who succeed in the first round must make additional saves each round.

Banishment

If Lolth completes the spoken Pact (taking 6 rounds to do so), she and the demon lords here are bound by it. In addition, the conclusion of the Pact acts like a *banishment* spell against all creatures not native to the Abyss. Characters can immediately

make DC 24 Will saves to avoid being banished; characters who fail this save are immediately transported out of the Abyss and back to their home plane. The party has failed in its mission and gains no experience for this encounter.

THE BATTLE ROYALE

A party that fights its way here and lacks the resources or ability to bluff, finesse, or sneak its way to the audience with Lolth's Envoy (so it only has to fight its way out to a portal) might decide to fight the Demon Council. All of it. The demons aren't expecting a raid by mortals this deep in their own territory, and initially are happy to let Lolth deal with it, but if the party continues its violence after killing off a couple of drow or a demon, clearly it's serious, and the rest weigh in. The demonic tolerance for a high level of violence lets the party get away with a few kills before the other demons become alarmed.

Here's how a big battle royale can play out. You'll need to modify it to suit the party's actions, but a smart group with heavy artillery and characters at full strength might pull it off. It's unlikely, but they might.

1) Enter, Swords Drawn. The party defeats the spider golem and corruptor of fate assassin at the door. The DM reads the description of all the demon lords and ambassadors on page 123. The party more or less shouts, "Wahoo!" and wades into the fray. This is likely to be a total party kill, but there is always the chance of a bloody victory.

2) Ask Who They Attack. The demons here are all afraid of Lolth; the ambassador of Pazuzu and others fight only when they feel "provoked" (as described above). Of course, it doesn't take much to provoke a demon.

Anyone the party attacks in the first round moves to kill the party at the spider golem entrance. This likely includes the vrock ambassador.

3) Drow Respond. The drow won't let a bunch of mortals bust up the Demonweb Pits. The drow commander Eccozt responds in the first round; see page 60.

The Lolth's Fury and whip priestess Treason respond in round three. Use encounter F19.

Gethshuq the bebilith porter sticks its head in the Audience Chamber, telling the Envoy what is happening, and then arrives in round four. Use the statistics from encounter F20.

4) Others Weigh In. If the party attacks a faction group with melee, area spells, or a ranged attack, the whole group responds. For example, catching one of the dire hyenas in a *fireball* provokes all the creatures in Yeenoghu's group.

5) The Envoy and Graz'zt. Likewise, if the Envoy is threatened, Graz'zt sees all his plans and manipulations threatened. The Envoy must live for Graz'zt to succeed, so he calls for action at once to save her. Trigger the aspect of Graz'zt (encounter F18) immediately.

6) Victory or Death! If the Envoy of Lolth is killed, the Pact cannot occur: Without divine power to back up the reading in the Dark Speech, the Pact won't be binding on the demon lords. However, this alone is not enough to dissuade the aspects of the demon lords; they keep fighting if they are already engaged.

If Graz'zt's aspect is killed, the Pact also falls apart, for political reasons. His manipulations managed (barely) to contain the rivalries and mistrust between the other lords so far, and without his prodding, the Council dissolves in immediate suspicion, accusations, and the usual intra-demonic blood feuds.

If both Graz'zt and the Envoy survive and the party is killed or defeated, the Pact is born in blood. If anything, the party has made Graz'zt's job much, much easier. It's a breeze for the Dark Prince to convince the others of the mortals' threat. The party's home plane is targeted for invasion and death. The planes are changed forever.

If the party kills both the Envoy of Lolth and Graz'zt, other demon lords not in the front line immediately begin to leave using various devices, invisibility, mirror magic, and other tricks. It's a glorious victory. The PCs, however, shouldn't wallow in their triumph within the Demonweb Pits. The tunnels shake, and Lolth herself comes to investigate, sending her swarms ahead of her within minutes, and then having masses of drow, harpoon spiders, and the like cleanse and unhallow the scene of this defeat.

GETTING OUT ALIVE

Defeating Lolth's Envoy and even getting the demon lords to fight among themselves are noble victories, but unless the PCs find a way to escape, their success will not be remembered as it should be. They need to get out alive.

Escaping the Grand Council Chamber

If Gethshuq, priestess Treason, the Lolth's Fury, and Eccozt are already dead, the PCs can reach the Eight-Legged Throne unobserved or at least with much less attention focused on them. If they go through the Celestial Cyst or into the Plane of Mirrors, they escape either all or most of the pursuit.

Baphomet and Yeenoghu realize that with Lolth's Envoy dead, the Peace Pact no longer applies. The bottom of the stairway in front of Lolth's Throne erupts in a shrieking, writhing melee of fur and violence. These two demon lords and their parties ignore the PCs completely in favor of attacking their most hated enemy.

Obox-ob and the oculus demon attack Demogorgon, taking out their ancient grudges on the aspect of the upstart Prince of Demons.

The ambassadors of Kostchtchie and Pazuzu leave immediately through the Council door and directly to the portals that leave the Demonweb. Pale Night vanishes, teleporting away.

If the PCs go through the main room of the Council Chamber, they should have to fight their way through at least one demon prince aspect or one major ambassador. Many of the demons simply leave once it is clear that Lolth's aspect is dead, but some seek to avenge her aspect, hoping to curry favor with her down the road.

If the characters cross through the portal to Thanatos, they are protected by Orcus's will, since he is pleased to see Lolth and Graz'zt frustrated. If they go through a portal to the Material Plane, they might be pursued right through the portal by clever demons or a group of drow.

See the Further Adventures section for more details.

Leaving the Demonweb

As the PCs leave, they might have to fight or sneak their way past guards they avoided on the way in, perhaps by waving an ambassador's pass, perhaps by magic or stealth. In the best case, these should not be full combats but one- or two-round skirmishes followed by the arrival of the aspects and their retinues from the Grand Council Chamber.

Ask any player whose character wants to fight the demon lords single-handedly to confirm that's what he or she wants to do. Then squash the character mercilessly and congratulate the player on sacrificing his character to buy time for the rest of the party to flee.

Characters who make it to the Black Gate encounter the yochlol sorceress Urialle (page 144) and eight drow patrol members (page 55). If the party has already defeated Urialle, substitute a normal yochlol.

Characters who make it back to the first entry portal encounter drow commander Eccozt (page 60), a whip priestess (page 60), four drow patrol members (page 55), and two phase spiders (page 69). If the party has already defeated Eccozt or all the whip priestesses, no additional drow are encountered.

Failure to Seal a Portal

If the PCs leave by one of the portals other than the Celestial Cyst to Mount Celestia and fail to use a *seal portal* spell behind them, they are pursued through the portal. To maximize the shock value of the pursuit through the portal, pretend that the chase is over. Let the PCs heal for a round or two and talk about their escape, then read.

The portal behind you sizzles and opens, and you smell the sour reek of the Demonweb. Menacing shapes step through the portal: the two-headed aspect of Demogorgon, three of the gigantic harpoon spiders, and one of the four-armed carnevus demons, its two mouths already speaking spells.

If the party is too weakened to handle the resulting combat, the town watch or other local guardians step in to finish the fight and hail the PCs. Unless the party can kill it themselves, the aspect of Demogorgon retreats and escapes back through the portal, vowing death to all who took part in the expedition into the Demonweb Pits.

If the DM is feeling especially kind, the PCs are met by Humbart and Edelbart, the warden archons of the Temple of the Prophet, when they pass through the portal or after they defeat the first wave of demonic pursuit. A temple prophecy from the Celestial Eye told Humbart where to be and why, and the warden archons immediately seal the portal behind the party to protect Sigil (or wherever else the party winds up).

FUTURE ADVENTURES

After the party creates enough chaos to end the Demon Council (and possibly kills the Envoy of Lolth), a great internecine war breaks out among the demon lords, and their armies tear each other apart. Demogorgon and Zuggtmoy form an alliance against Lolth and invade the Demonweb; Graz'zt attempts to ensnare the layer of Occipitus in one gulp, since he has already overthrown its prince, Adimarchus, the demon lord of madness.

The drow who waited for the imminent invasion of the surface world are disappointed, because the Spider Queen commands her servants to repel the arrogant assault of Demogorgon and Zuggtmoy. This proves to take years, since the Demon Queen of Fungi has secretly created a strain of mold-demons that attack and infect spiders, and plagues sweep through the Demonweb. Fortunately, the Demonweb contains many worlds, and the portals between them can be sealed when needed.

Graz'zt's plan to lead a unified demonic front in the Blood War or against the Upper Planes is thwarted, but his revenge against Lolth for spurning his initial offer is complete. It's hard to say with the Prince of Tyrants whether he ever expected to really achieve an alliance at the Council.

Perhaps Lolth will have revenge, but the PCs have secured peace on the Material Plane by creating war in the Abyss. Only a few people know what the party has done, but they are the servants of law and good who have protected the Upper Planes. Paladins and other servants of lawful good deities are held in higher esteem, and gifts of magic and land should be forthcoming for those who have not taken vows of poverty.

If you like, you can conclude the expedition with the arrival of a celestial herald, a sword archon in full fiery glory who grants each of the survivors a bonus feat (such as Ancestral Relic or the exalted feats from *Book of Exalted Deeds*). In addition, any lawful good members of the party are given a *helmet of crown of glory* (25 charges, *Deities and Demigods* 216).

If the party attempts to find Rule-of-Three in the city of Sigil, he is nowhere to be found for the next few years. He has taken a rest in Zelatar as a reward for his good work, and seeks to forge a new, smaller coalition with Kostchtchie (easily manipulated) or a tactical alliance with Orcus against Lolth. The politics of the Abyss constantly shift, but they never truly change.

Bone Naga Ambassador

Encounter Level 12

Use this encounter with the area description on page 114.

SETUP

The bone naga seeks to help the PCs—or destroy them. In the latter case, use this encounter in a standard 20-foot-wide tunnel of the upper Demonweb.

Before the bone naga ambassador attacks, read:

The creature hisses at you, raising up to strike. "You killed me once. But those who serve the Prince of Undeath never die."

TACTICS

If Dawnat has time to prepare, he casts *mirror image* and *stoneskin* before combat begins. He begins any combat by casting *prismatic spray*, followed by *chain lightning* or *cone of cold*. The third round is the remaining spell (*chain lightning* or *cone of cold*), and in the fourth round, the bone naga uses *pyrotechnics* (to blind foes while he makes a getaway) or an *ice storm* or *shout* (if he feels he can still win the fight). He includes himself in the area of the *ice storm* if necessary, since he is immune to cold damage. In the fifth round, he uses *dominate person* to gain another meat shield.

If caught in melee combat, he uses his poisonous bite and sting while counting on the distraction of *mirror image* and the damage-soaking protection of *stoneskin* to survive. He flees when reduced to 20 hit points or fewer.

DAWNAT SANP — CR 11

MM2 35
hp 80 (15 HD); **DR** 5/slashing or bludgeoning

Bone naga
CE Large undead
Init +5; **Senses** darkvision 60 ft.; Listen +20, Spot +20
Languages Abyssal, Common, Dark Speech, Infernal, telepathy 250 ft.

AC 17, touch 11, flat-footed 16; Dodge
Immune cold, mind-reading, undead immunities (*MM* 317)
Fort +5, **Ref** +8, **Will** +11
SR 23

Speed 40 ft. (8 squares)
Melee sting +9 (2d4+3 plus poison) and bite +4 (1d4+1 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +7; **Grp** +13
Atk Options Maximize Spell; poison (sting: Fort DC 17, 1d4 Con drain/1d4 Con; bite: Fort DC 17, 1d4 Str/1d4 Str)
Combat Gear *ring of protection +1, brooch of shielding* (40 points of absorption remaining)
Sorcerer Spells Known (CL 14th):
7th (3/day)—*prismatic spray* (DC 22)
6th (5/day)—*greater dispel magic, chain lightning* (DC 21)
5th (6/day)—*dominate person* (DC 18), *cone of cold* (DC 20), *teleport*
4th (6/day)—*enervation* (+8 ranged touch), *ice storm, shout* (DC 19), *stoneskin*
3rd (7/day)—*dispel magic, lightning bolt* (DC 16), *nondetection, vampiric touch*
2nd (7/day)—*darkness, ghoul touch* (+10 melee touch, DC 15), *mirror image, scorching ray* (+8 ranged touch), *spider climb*
1st (7/day)—*charm person* (DC 14), *chill touch* (+10 melee touch, DC 14), *magic missile, protection from good, shocking grasp* (+10 melee touch)
0 (6/day)—*acid splash* (+8 ranged touch), *dancing lights, detect poison, detect magic, mage hand, message, ray of frost* (+8 ranged touch), *read magic, touch of fatigue* (+10 melee touch, DC 13)

Abilities Str 16, Dex 13, Con —, Int 16, Wis 15, Cha 17
SQ detect thoughts, undead traits
Feats Combat Casting, Dark Speech[B], Dodge, Improved Initiative, Lightning Reflexes, Maximize Spell, Spell Focus (evocation)
Skills Bluff +21, Concentration +21, Diplomacy +7, Hide +15, Intimidate +23, Listen +20, Sense Motive +20, Spellcraft +21, Spot +20
Possessions combat gear plus 2 *candles of truth*, 2 black opals worth 400 gp, a silver fang-ring marked with sign of Orcus (100 gp)

Telepathy (Su) A bone naga can communicate telepathically with any creature within 250 feet that has a language.
Poison (Ex) A bone naga delivers its poison through a successful bite or sting attack. The poison from the bite (Fortitude DC 17) has the same initial and secondary damage (1d4 points of Strength damage). The poison from its sting (Fortitude DC 17) is more virulent; its initial damage is 1d4 points of Constitution drain, and the secondary damage is 1d4 points of Constitution damage.
Detect Thoughts (Su) A bone naga can continuously detect the thoughts of those around it. This ability functions like a *detect thoughts* spell (caster level 9th; Will DC 15), and it is always active.
Undead Traits (Ex) A bone naga is immune to mind-affecting spells and abilities, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to extra damage from critical hits, nonlethal damage, ability damage, ability drain, energy drain, or death from massive damage.



Illus. by E. Cox

2 Ogre Zombies **CR 3**

MM 267
hp 55 each (8 HD); **DR** 5/slashing

NE Large undead
Init –2; **Senses** darkvision 60 ft.; Listen +0, Spot +0

AC 15, touch 7, flat-footed 15
Immune undead immunities (*MM* 317)
Fort +2, **Ref** +0, **Will** +6

Speed 40 ft. (8 squares; can't run)
Melee greatclub +9 (2d8+9) or
Melee slam +9 (1d8+9)
Ranged javelin +1 ranged (1d8+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +4; **Grp** +14

Abilities Str 23, Dex 6, Con —, Int —, Wis 10, Cha 1
SQ single actions only, undead traits
Feats Toughness
Skills —

Single Actions Only (Ex) Zombies have poor reflexes and can perform only a single move action or attack action each round. A zombie can move up to its speed and attack in the same round, but only if it attempts a charge.

Undead Traits (Ex) An ogre zombie is immune to mind-affecting spells and abilities, poison, sleep, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to extra damage from critical hits, nonlethal damage, ability damage, ability drain, energy drain, or death from massive damage.

CONCLUSION

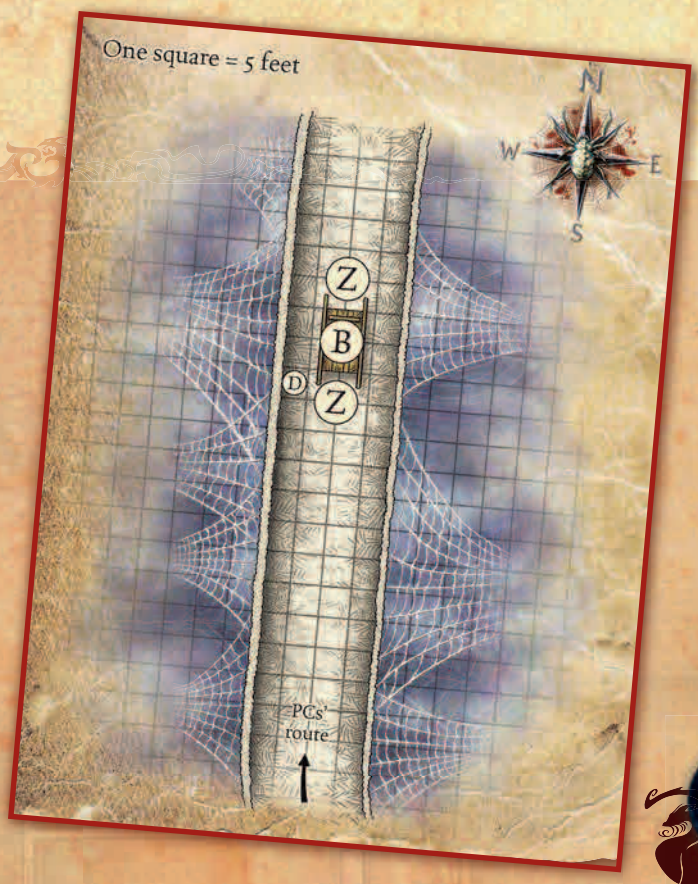
If the bone naga is killed or incapacitated, he falls into a thousand bone fragments. If the ogre zombies are still around, they continue to obey the bone naga's last order. The party can take the bone naga's few possessions, but the real treasure is the golden scroll inviting the ambassador to the Council. It is written in Abyssal; give the players a handout of Lolth's Invitation, page 221. The characters can proceed on to the Council as described on page 120.

Tactical Map Details

Creatures: The bone naga ambassador (B) waits in the passage for the party to arrive, flanked by his ogre zombies (Z). His bound and gagged prisoner (D) silently glares from the floor.

The Prisoner: The prisoner is a drow who dared to challenge Orcus's ambassador. It can be anyone that the party has already met in the Demonweb and allowed to survive, such as Lissondra, the priestess who sneered at them (encounter D4). If freed, the prisoner joins the fight against Dawnat Sanp.

The Palanquin: The palanquin is made of two iron bars for the frame, covered with a cross-hatching of vrock thigh bones and decorated with a tanned rawhide shade and curtains; the front and side are mounted with three skulls on the front and sides—a human, a vrock, and a gnoll embellished with gold roses and enormous thorns pointing out of their eyes. The four posts of the chair itself are made of silver and are topped with tiny gilded imp skulls. The whole contraption has hardness 5 and 50 hp, weighs over 300 pounds, and is worth 250 gp.



Warlocks Beyond the Gate

Encounter Level 10

Use this encounter with the area description on page 116.

SETUP

The party can get here through various means: speaking the password in the Dark Speech, using the Platinum Key, or even stealthily piggybacking on the arrival of a demon lord.

Read the text below if the PCs have not spoken the Dark Speech or shown a pass. They are attacked by the drow warlocks here.

As the PCs are confronted by the warlocks, read:

You hear a word, a ripping sound that tunnels directly into your mind, like the words that the bone naga spoke in Zelatar. Your shields and weapons quiver in your hands.

TACTICS

The warlocks are both protected by *entropic warding* to begin with, and as soon as it is clear that the party shouldn't be here, they both use Quicken Spell-Like Ability (*eldritch blast*) to get two shots off in the first round.

In the second round, they use their wands to full effect while flying, Saz'zt firing his *wand of Evard's black tentacles* to slow the party down, Ruthenoc activating his *wand of chain lightning* (and using one of its three remaining charges). In the third round, Ruthenoc attacks with another double *eldritch blast*, targeting flying characters, archers, or spellcasters (in that order). Saz'zt flies over the party to attack a vulnerable rogue or spellcaster in the rear ranks (anyone lightly armored).

If one of the warlocks is killed, the other uses *invisibility* and flees, going to warn the drow and carnevus in area F3 that intruders have arrived.

CONCLUSION

If the warlocks are killed or incapacitated, the PCs can enter the Demonweb Pits proper. They can take either the right or left path. Visitors here for the Council have been told to follow the left spiral downward until they reach the spider golem door and must show their pass again to enter the Grand Council Chamber (encounter F10). Refer to The Demonweb Pits map on page 117 for additional locations in the Demonweb.

RUTHENOC — CR 8

hp 34 (8 HD); **DR** 2/cold iron

Male drow warlock 7*
**Complete Arcane* 5
CE Medium humanoid
Init +1; **Senses** darkvision 120 ft.; Listen +2, Spot +8
Languages Common, Elven, Undercommon, Abyssal

AC 21, touch 13, flat-footed 20
Immune sleep
SR 18
Weakness light blindness
Fort +4, **Ref** +3, **Will** +5 (+7 against spells and spell-like abilities); +2 against enchantments

Speed 30 ft. (6 squares)
Melee rapier +8 (1d6+1/18–20 plus poison)
Ranged hand crossbow +7 (1d4/19–20)
Base Atk +6; **Grp** +7

Atk Options Point Blank Shot, Quicken Spell-Like Ability, poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Special Actions *eldritch blast* 4d6 2/round, *baleful utterance*
Combat Gear drow poison, *wand of chain lightning* (3 charges), *wand of alter self* (6 charges)
Spell-Like Abilities (CL 7th):
At will—*detect magic*
1/day—*dancing lights, darkness, faerie fire*
Invocations Known (CL 7th):
Least (at will)—*baleful utterance, entropic warding, spiderwalk*
Lesser (at will)—*walk unseen*

Abilities Str 13, Dex 13, Con 10, Int 14, Wis 10, Cha 14
Feats Dark Speech, Point Blank Shot, Quicken Spell-Like Ability (*eldritch blast*), Weapon Focus (rapier)
Skills Hide +1, Concentration +10, Knowledge (arcana) +10, Listen +2, Search +5, Spot +8, Spellcraft +8, Use Magic Device +10
Possessions combat gear plus rapier, hand crossbow with 20 bolts, armband of jet (400 gp), ornamental silver dagger (200 gp)

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.
Eldritch Blast (Sp) Standard action; range 60 feet; twice per round; +8 ranged touch; 4d6 damage. *Complete Arcane* 7.
Baleful Utterance (Sp) When a warlock speaks a single syllable of the Dark Speech, he affects an object or area as if by a *shatter* spell. If a creature is holding or wearing the target of the spell and the target is destroyed, the creature must make a DC 14 Fortitude save or be dazed for 1 round and deafened for 1 minute. This is a sonic effect.
Entropic Warding (Sp) When this invocation is activated, chaotic energies swirl around the warlock, deflecting incoming arrows, rays, and other ranged attacks (as *entropic shield*). The warlock leaves no trail (as *pass without trace*) and cannot be tracked by scent.
Walk Unseen (Sp) Use *invisibility* (self only) as the spell.

Saz'zt **CR 9**

hp 64 (8 HD); **DR** 1/cold iron

Male drow fighter 4/warlock* 4
**Complete Arcane* 5
CE Medium humanoid
Init +3; **Senses** darkvision 120 ft.; Listen +8, Spot +12
Languages Abyssal, Common, Elven, Undercommon, Draconic

AC 19, touch 13, flat-footed 16
Immune sleep
SR 19
Weakness light blindness
Fort +6, **Ref** +5, **Will** +6 (+8 against spells and spell-like abilities); +2 against enchantments

Speed 30 ft. (6 squares)
Melee mwk rapier +10 (1d6+4/18–20) and mwk short sword +11 (1d6+4/19–20)
Ranged +10/+10 quickened ranged invocation (2d6)
Base Atk +7; **Grp** +11
Atk Options Point Blank Shot, Power Attack, Quicken Spell-Like Ability (*eldritch blast*)
Special Actions *eldritch blast* 2d6, *baleful utterance*
Combat Gear *wand of slow* (13 charges), *potion of cat's grace*, *potion of invisibility*, *wand of Evard's black tentacles* (24 charges)
Spell-Like Abilities (CL 4th):
At will—*detect magic*
1/day—*dancing lights*, *darkness*, *faerie fire*
Invocations Known (CL 4th):
Least (at will)—*baleful utterance* (see Ruthenoc), *eldritch spear*, *entropic warding* (see Ruthenoc).

Abilities Str 18, Dex 17, Con 13, Int 15, Wis 13, Cha 11
Feats Dark Speech, Point Blank Shot, Power Attack, Quicken Spell-Like Ability (*eldritch blast*), Two-Weapon Fighting, Weapon Focus (short sword), Weapon Specialization (short sword)
Skills Concentration +7, Intimidate +6, Listen +6, Search +6, Sense Motive +6, Spot +10, Use Magic Device +6
Possessions combat gear plus *+2 mithral chain shirt*, masterwork short sword, masterwork rapier, 39 gp

Light Blindness (Ex) See Ruthenoc.
Eldritch Blast (Sp) Standard action; range 250 feet; +14 ranged touch; 2d6 damage. *Complete Arcane* 7.



Tactical Map Details

Creatures: Ruthenoc (**R**) and Saz'zt (**S**) take their guard duties seriously and regard everyone who comes through the Black Gate with suspicion.

The Black Gate: The two warlocks can see through several enchanted sections of the Black Gate without opening it, allowing them to see anyone approaching. This gives them time to prepare a warm welcome; they use line of sight through the gate to cast *baleful utterance* on those on the other side, shattering weapons, shields, and whatever else they can find.

Illus. by H. Lyon



The Carnevus and the Drow

Encounter Level 13

Use this encounter with the area description on page 116.

SETUP

If the characters don't overhear the conversation within or decide to open the door anyway, they walk straight into the guard barracks where demon and drow reserves are off duty.

If the PCs open the door to this room, read:

The first thing that catches your eye is a gushing red fountain in the center of the room. Beyond that, two of the four-armed, two-mouthed demons you saw in the city of Zelatar turn toward you as the door opens, and their mouths speak in overlapping arcane syllables. Two armored drow stand near a table on the far side of the room, looking eager to fight.

TACTICS

The carnevuses both use *vampiric touch* and *invisibility* in the first round (they use *countermagic* and *invisibility* if they lose initiative). In the second round, they attack with *vampiric touch* claws (for 1d6+5 plus 4d6 vampiric), and one of them uses *magic missile* (4d4+4 points of damage) while the other uses *Evard's black tentacles*.

In round three, one brother holds a counterspell ready to cancel any offensive spell while the other uses both the *wand of lesser spell turning* and *magic missile*. In the fourth round, they fight with sword and axe, as well as using a single spell-like ability each. One uses *magic missile*, and the other holds *countermagic* ready to cancel any healing magic used by their foes.

If one is killed, the other hedges his bets by using one offensive and one defensive spell-like ability each round, such as *countermagic* with *magic missile* or *invisibility* with *vampiric touch*.

Raptus and Potasbene — CR 9

See page 198

hp 88 each (11 HD); **DR** 10/magic or good

Male carnevus demons
CE Medium outsider (chaotic, evil, extraplanar)
Init +2; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Languages Abyssal; telepathy 100 ft.

AC 24, touch 12, flat-footed 22
Immune electricity, gas, poison
Resist fire 20; **SR** 15
Fort +10, **Ref** +9, **Will** +7

Speed 30 ft. (6 squares)
Melee 2 claws +16 each(1d6+5) or
Melee 4 claws +16 each (1d6+5) or
Melee 2 *+2 longswords* +19/+14/+9 (1d8+7/19–20) and 2 battleaxes +11/+6 (1d8+2/×3)
Ranged repeating heavy crossbow +13 (1d10/19–20)
Base Atk +11; **Grp** +16
Atk Options Improved Disarm, Maximize Spell; aligned strike (chaotic, evil)
Special Actions *countermagic,* two-tongued
Combat Gear *wand of lesser spell turning* (6 charges), scroll of *tongues,* scroll of *seal portal,* scroll of *meld into mirror* (see page 177)
Spell-Like Abilities (CL 8th):
3/day—*magic missile, invisibility, vampiric touch* (+16 melee touch, DC 18), *Evard's black tentacles* (DC 19)

Abilities Str 21, Dex 14, Con 16, Int 20, Wis 10, Cha 12
SQ superior multiweapon fighting
Feats Combat Casting, Combat Expertise, Dark Speech[B], Improved Disarm, Maximize Spell, Multiweapon Fighting[B], Weapon Focus (longsword)
Skills Bluff +15, Concentration +17, Diplomacy +5, Disguise +1 (+3 acting), Gather Information +15, Hide +16, Intimidate +17, Jump +19, Knowledge (arcana) +19, Knowledge (the planes) +19, Listen +14, Move Silently +16, Sense Motive +14, Spot +14, Survival +0 (+2 on other planes), Use Magic Device +15
Possessions combat gear plus 2 *+2 longswords,* 2 battleaxes, repeating heavy crossbow with 20 bolts, heavy gold rings marked with Graz'zt's personal seal (400 gp each, faint evil aura), formal silk robes embroidered with the six-fingered hand of Graz'zt (200 gp each)

Aligned Strike A carnevus's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Countermagic (Sp) A carnevus always has one *dispel magic* available as *countermagic* each round if it chooses not to cast a second spell. If no spells are cast against it, the effect is not used. If a spell is cast, the *dispel magic* can be used as a swift action to negate the magic.

Superior Multiweapon Fighting (Ex) A carnevus fights with a weapon in each hand. Because it has a natural propensity for fighting with multiple weapons, it does not take a penalty on attack or damage rolls for attacking with more than one weapon simultaneously. Furthermore, a carnevus can attack with two of its four arms as a standard action. The creature always uses at least a two-weapon fighting style, generally with sword and an axe, though it can fight with two swords and two axes if so inclined.

Two-Tongued (Ex) A carnevus's two mouths speak spells more quickly than any arcane caster with a single mouth, moving synchronously to automatically quicken the casting of any spell it speaks. Effectively, it can cast two spells in a single round.

Likewise, a carnevus can maximize any spell it casts, rather than a specific spell. Its *fireballs* do 48 points of damage if the save fails, for example, and creatures caught in its *ice storm* take the full 30 points of damage without a save.

Unzor and Ocigella CR 9

hp 78 each (8 HD)

Male and female drow knight* 8
* *PH2* 24
LE Medium humanoid
Init 3; **Senses** darkvision 120 ft.; Listen +3, Spot +6
Languages Abyssal, Common, Elven, Drow Sign Language, Undercommon

AC 24, touch 17, flat-footed 21
Immune sleep
SR 19
Weakness light blindness
Fort +6, **Ref** +5, **Will** +6 (+8 against spells and spell-like abilities); +2 against enchantments

Speed 30 ft. (6 squares)
Melee mwk longsword +13/+8 (1d8+6/19–20 plus poison plus *shocking grasp*)
Ranged +11 hand crossbow (1d4/19–20 plus poison)
Base Atk +8; **Grp** +12
Combat Gear drow poison, *ring of shocking grasp* (6 charges)
Spell-Like Abilities (CL 8th):
1/day—*dancing lights, darkness, faerie fire*
Atk Options Mounted Combat, Point Blank Shot, Power Attack; poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Special Actions fighting challenge +2, test of mettle, shield block

Abilities Str 18, Dex 17, Con 14, Int 12, Wis 10, Cha 16
Feats Great Fortitude[B], Mounted Combat[B], Point Blank Shot, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword)
Skills Handle Animal +9, Intimidate +9, Jump +10, Knowledge (nobility and royalty) +5, Listen +3, Ride +6, Search +5, Sense Motive +2, Spot +6, Swim +6
Possessions combat gear plus *+2 mithral chain shirt,* masterwork longsword, *+3 heavy steel shield,* 91 gp

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.
Fighting Challenge (Ex) As a swift action, either knight can issue a challenge against a single opponent. This grants the knight a +2 morale bonus on Will saves and a +2 bonus on attack rolls and damage rolls against the target. This effect lasts for 8 rounds.
Test of Mettle (Ex) As a swift action, all enemies within 1,000 feet must make a DC 17 Will save or attack the knight in preference to other targets, with melee, ranged, or spell attacks.
Call to Battle (Ex) As a swift action, a knight grants a second save on fear effects to an ally, with a +3 bonus.
Bulwark of Defense (Ex) An opponent that begins its turn in a knight's threatened area treats all threatened squares as difficult terrain.
Shield Block (Ex) A knight gains an additional +1 shield bonus against a single foe.
Vigilant Defender (Ex) Tumble attempts moving through a knight's space or threatened squares have a DC that increases by 8.
Shield Ally (Ex) A knight can absorb half damage as an immediate action from a physical attack against an ally.

CONCLUSION

The drow treasure here includes a chest containing 800 gp, a 50 gp cat's-eye gem, three silver holy symbols of Lolth (25 gp each), and an elaborate platinum pectoral for a priestess of Lolth, set with black opals and worth 10,000 gp. The carnevuses' treasure includes what they carry as shown above, including rings and clothing and scrolls.

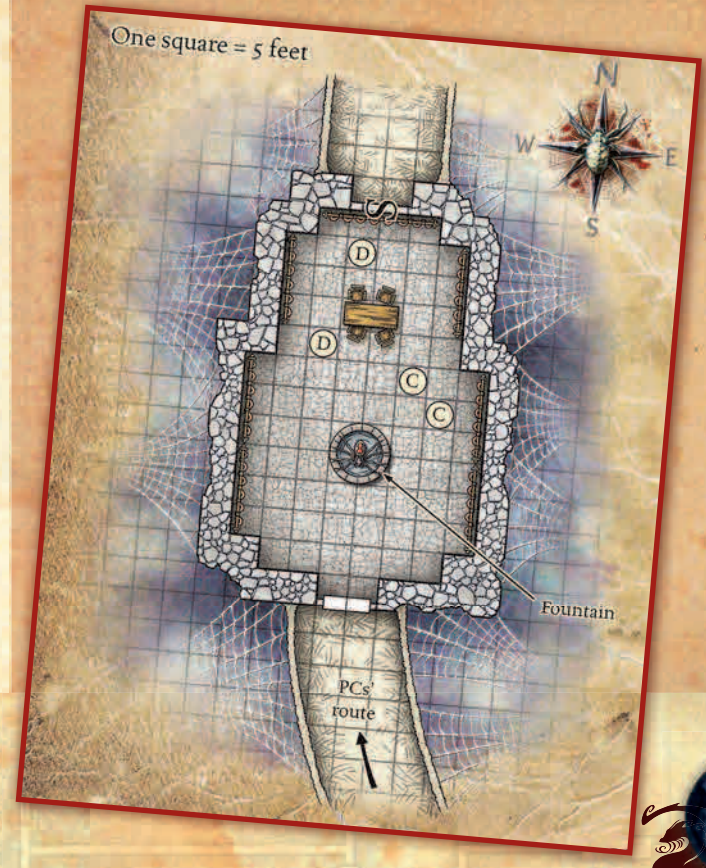
If the creatures in this room are not defeated, they follow the party if it is clear that the PCs do not belong in the Demonweb Pits. They hang back at least 100 feet and attack the party from behind. Refer to The Demonweb Pits map on page 117 for additional locations in the Demonweb.

Tactical Map Details

Creatures: The drow knights (D) and the carnevus (C) are engaged in their argument and don't expect to be disturbed.

The Fountain of Blood: The fountain's blood is enchanted not to coagulate, and it can be used as a weapon. Because it is filled with desecrated demon blood, anyone falling into or pushed into the fountain takes damage as from unholy water. Any lawful or good creature touching the fountain takes 2d6 points of damage; a lawful good creature takes 4d6 points of damage.

The Secret Door: The party can find the secret door in this room with a DC 25 Search check. The section of wall that pops in and slides to one side is easy to mistake for a loose or badly joined panel.



The Harpoon Spiders

Encounter Level 13
Use this encounter with the area description on page 116.

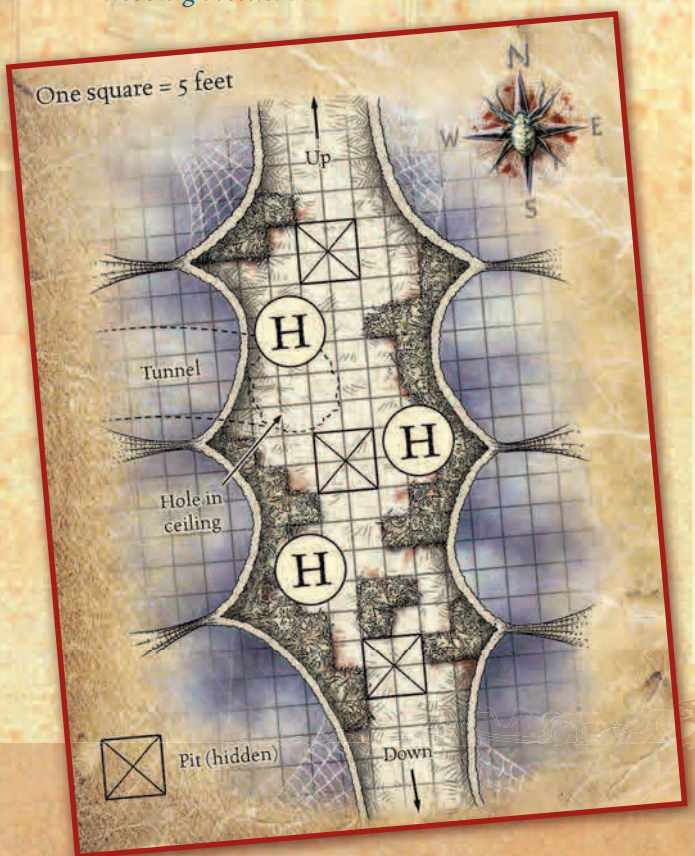
SETUP

Use this encounter when the characters enter this section of hallway. Ask the party to make Spot checks opposed by the harpoon spiders' Hide checks (+16 modifier, including a +5 circumstance bonus for being out of the horizontal line of sight). If the Spot checks all fail, the party is caught flat-footed while the spiders gain a surprise round.

Roll initiative for all acting characters and the spiders.

If the PCs enter the hallway, read:

To your right and left, you see heaps of bones and the empty carapaces shed by spiders larger than horses. A moment later, a spear shoots out of the webbing overhead.



3 Dread Harpoon Spiders — CR 10

MM3 81, *MM4* 92
hp 131 each (9 HD)

CE Huge Lolth-touched aberration
Init +3; **Senses** darkvision 120 ft.; Listen +1, Spot +10
Languages Abyssal, Common, Undercommon

AC 19, touch 11, flat-footed 16
Immune fear, vermin immunities (*MM* 317)
Resist evasion
Fort +12, **Ref** +8, **Will** +7

Speed 40 ft. (8 squares), climb 20 ft.; web movement
Melee bite +14 (2d6+10 plus poison)
Ranged 2 fangs +9 each (1d6+10 plus harpooning)
Space 15 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +24
Atk Options Combat Reflexes, Improved Trip; harpooning, poison (Fort DC 23, 1d6 Dex/2d6 Dex)

Abilities Str 31, Dex 17, Con 29, Int 14, Wis 12, Cha 9
SQ spines
Feats Ability Focus (poison), Combat Reflexes, Improved Toughness, Improved Trip, Lightning Reflexes
Skills Balance +11, Climb +25, Hide +11, Jump +29, Listen +1, Move Silently +3, Spot +10, Tumble +14

Web Movement (Ex) Use climb speed in webs; immune to *web* spells.
Harpooning (Ex) A dread harpoon spider can fire its harpoonlike fangs up to 20 feet (no range increment). A successful hit deals 1d6+1 points of damage as the harpoon hooks the flesh of the target. The spider can reel in a harpoon as a free action; treat this as a trip attack (+24 bonus) against any creature attached to the fang. Failure indicates that the harpoon rips free (and deals another 1d6+1 points of damage to the victim).
Spines (Ex) Any creature striking a dread harpoon spider with its body or a handheld weapon must make a DC 17 Reflex save or take 1d8 points of piercing damage from the spider's spines. The spines also deal an extra 1d8 points of damage on a successful grapple check (much like armor spikes). As a full-round action, a dread harpoon spider can pick up a Large or smaller helpless creature with its legs and impale the body on its spines, dealing 3d6 points of piercing damage.

Tactical Map Details

Creatures: The harpoon spiders (H) eagerly await prey not protected by signs of Lolth's favor.

The Pits: Three 10-by-10-foot areas have been set up by the harpoon spiders as pits to catch creatures that are busy looking up at them.

Pit Trap: CR 12; mechanical device; location trigger plus impact; manual reset; Reflex DC 22 avoids; 60 ft. deep (6d6 fall); multiple targets (first target in each of four adjacent 5-ft. squares).

Breaking the webs to climb back out of the pit requires a DC 20 Strength check or a DC 25 Escape Artist check. A DC 10 Climb check is required to get out. Burning the webs deals 2d4 points of damage to anyone in the pit and increases the Climb DC to 25.

Vertical Harpoon Assault: The harpoon spiders attack only from above. Throwing axes, firing arrows, or hurling spears straight up halves the range increment for missile weapons. The spiders stay 20 feet above the floor of the room.

Celestial Cyst

Encounter Level 10

Use this encounter with the area description on page 116.

SETUP

Use this encounter when the party first reaches the Cyst.

As the party approaches the Celestial Cyst, read:

You hear chimes or bells ahead, and you see a light that almost scorches your eyes after the dimness all around you. But there's a dark silhouette between you and the light. For a moment, it looks like a woman with sunken, hollow eyes—then that image fades, and you see a blank-faced creature that oozes hate.

If the party defeats the bodak, read:

The blank-faced figure falls to the ground, and you see it is the hollow-eyed woman you saw for a moment earlier. Her eyes seem less haunted now, and her face is at rest.

If the party opens the portal here as described on page 116, read:

You complete the spell, and the center of the Cyst opens up, just as the Celestial Eye did in Sigil—and the opening suddenly surrounds you, swallowing you up in a wash of celestial harmonies. You are standing on a mountain. You can see for hundreds of miles around you, a mountain alive with angels and archons darting here and there among a thousand spires.

You're not in the Demonweb anymore. Just behind you, you see a small portal, flickering and dark.

CONCLUSION

If the characters turn, destroy, or defeat the bodak, they can use the Celestial Cyst either as a place to heal and recharge in safety, or as an escape route from the chaos they might cause in the Grand Council Chamber.

Lady Katirin Feldamir, Bodak — CR 10

MM 28
hp 85 (13 HD); **DR** 10/cold iron

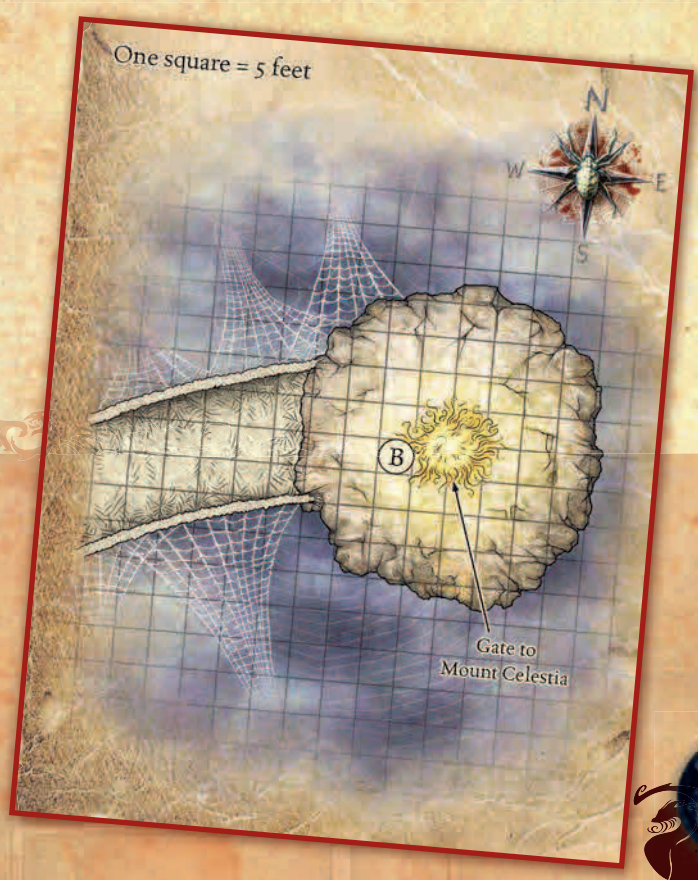
CE Medium undead (extraplanar)
Init +6; **Senses** darkvision 60 ft.; Listen +15, Spot +15
Languages Common

AC 20, touch 12, flat-footed 18; Dodge
Immune electricity, undead immunities (*MM* 317)
Resist acid 10, fire 10
Weakness vulnerability to sunlight
Fort +4, **Ref** +6, **Will** +9

Speed 20 ft. (4 squares)
Melee slam +8 (1d8+1)
Base Atk +6; **Grp** +7
Special Actions death gaze

Abilities Str 13, Dex 15, Con —, Int 6, Wis 12, Cha 12
SQ undead traits (*MM* 317)
Feats Alertness, Dodge, Improved Initiative, Weapon Focus (slam)
Skills Listen +15, Move Silently +10, Spot +15
Possessions antique platinum symbol of Bahamut (200 gp), divine scroll of *consecrate* and *daylight* (CL 9th)

Death Gaze (Su) Death, range 30 feet, Fortitude DC 17 negates. Humanoids who die from this attack are transformed into bodaks 24 hours later.
Vulnerability to Sunlight (Ex) Each round of exposure to the direct rays of the sun deals 1 point of damage to a bodak.



Tactical Map Details

Creature: The fallen paladin bodak (B) stands just outside the *daylight* effect, guarding the portal.

Hallowed Ground: This bit of Celestia remains hallowed ground, and demons and drow alike shun it. The area around the portal is under a constant *daylight* effect, and all lawful good creatures within it gain fast healing 1. All good-aligned creatures gain a *prayer* spell effect for 1 hour after leaving the Cyst. Evil creatures exposed to its light suffer burning pain from the pure light (Fortitude DC 14 or lose 1 point of Constitution per minute of exposure).

Sleeping Beasts

Encounter Level 13

Use this encounter with the area description on page 117.

SETUP

Use this encounter when the characters enter area F6. The displacer beast pack lord's initial attitude is hostile. She is the only member of the pack awake in the first round; the regular displacer beasts are asleep and can be targeted by surprise attacks or (with a successful Move Silently check against the pack lord's Listen modifier of +4) with a coup de grace attack. Moving through the bonefield to attack the beasts imposes a –4 penalty on the Move Silently check.

Once the pack lord notices the party, she snarls from its position on top of the platform; her snarl wakes up the remaining displacer beasts. Roll for initiative.

If the PCs approach the displacer beast's den, read:

The tunnel before you smells like cat droppings and is cluttered with bones and torn rags. You hear the rasping snore of several large animals ahead.



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It's possible to walk through this room safely, since the displacer beasts are not the most loyal of Lolth's servants. Any character offering a large enough mass of fresh or dried meat (or a live animal such as a donkey) can attempt to bribe them with food. This requires that at least one character carry the food to the pack lord's platform in the center of the room, where one of the carrying characters can attempt a DC 20 Handle Animals check. The displacer beasts are used to being fed by the knights in area F3, so anyone wearing drow armor and carrying a shield gains a +1 circumstance bonus to that check due to familiarity.

If the check succeeds, the PCs can move through the room with only a few hisses and snarls to bother them. If it fails, the entire pack yowls in unison and combat begins normally.

Displacer Beast Pack Lord — CR 12

MM 66
hp 203 (18 HD)

LE Huge magical beast
Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +4, Spot +10
Languages Common

AC 17, touch 9, flat-footed 16; Dodge
Miss Chance 50% displacement
Fort +16, **Ref** +14, **Will** +9; +2 against ranged attacks

Speed 40 ft. (8 squares)
Melee 2 tentacles +25 each (1d8+8) and bite +19 (2d6+4)
Space 15 ft.; **Reach** 10 ft. (20 ft. with tentacles)
Base Atk +18; **Grp** +34
Atk Options Combat Reflexes

Abilities Str 26, Dex 13, Con 20, Int 5, Wis 12, Cha 8
SQ resistance to ranged attacks
Feats Alertness, Combat Reflexes, Dodge, Iron Will, Lightning Reflexes, Toughness, Weapon Focus (tentacle)
Skills Hide +11, Listen +4, Move Silently +6, Spot +10

Displacement (Su) A light-bending glamer continually surrounds a displacer beast, making it difficult to surmise the creature's true location. Any melee or ranged attack directed at it has a 50% miss chance unless the attacker can locate the beast by some means other than sight. A true seeing effect allows the user to see the beast's position, but *see invisibility* has no effect.

Resistance to Ranged Attacks (Su) A displacer beast has a +2 resistance bonus on saves against any ranged magical attack that specifically targets it (except for ranged touch attacks).

6 Displacer Beasts **CR 4**

MM 66
hp 51 each (6 HD)

LE Large magical beast
Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +5
Languages Common

AC 16, touch 11, flat-footed 14; Dodge
Miss Chance 50% displacement
Fort +8, **Ref** +7, **Will** +3; +2 against ranged attacks

Speed 40 ft. (8 squares)
Melee 2 tentacles +9 each (1d6+4) and bite +4 (1d8+2)
Space 10 ft.; **Reach** 5 ft. (10 ft. with tentacles)
Base Atk +6; **Grp** +14

Abilities Str 18, Dex 15, Con 16, Int 5, Wis 12, Cha 8
SQ resistance to ranged attacks
Feats Alertness, Dodge, Stealthy
Skills Hide +10, Listen +5, Move Silently +7, Spot +5

Displacement (Su) A light-bending glamer continually surrounds a displacer beast, making it difficult to surmise the creature's true location. Any melee or ranged attack directed at it has a 50% miss chance unless the attacker can locate the beast by some means other than sight. A true seeing effect allows the user to see the beast's position, but *see invisibility* has no effect.

Resistance to Ranged Attacks (Su) A displacer beast has a +2 resistance bonus on saves against any ranged magical attack that specifically targets it (except for ranged touch attacks).

TACTICS

The displacer beast pack does not fight quietly, and in fact it sounds like someone set a herd of cats on fire. This noise echoes through the Demonweb in all directions, but especially toward areas F2 where the warlocks are on duty, and area F8, the crystal tower of the yochlols.

If combat continues for more than 4 rounds, begin making DC 20 Listen checks for those areas (Listen +2 for the warlocks, +3 for the knights, and +11 for the yochlol). If they hear the displacer beasts, they show up to investigate at the DM's option, but if not they are more aware of the presence of intruders coming from that direction and are unlikely to be caught off guard.

The pack lord is in no hurry to leap off her platform, because she is resistant to ranged attacks and she can strike anyone within 10 feet of it using her tentacles' reach. However, if more than four members of her pack are killed, the pack lord leaps from the platform (treat as a charge) onto a flanked opponent below, making a full attack and trying to claw that one target apart. When the pack lord descends from the platform, all remaining displacer beasts work with her, attacking a single target from all directions.

A party that defeats the pack lord might discourage the remaining displacer beasts. Any character who was in melee with the pack lord can make an immediate Intimidate check against the displacer beasts' modified level check at +7. If the check succeeds, the remaining displacer beasts leave combat with their next move action. If it fails, combat continues normally.

CONCLUSION

If the displacer beasts and pack lord are defeated, refer to The Demonweb Pits map on page 117 for additional locations in the Demonweb.

Tactical Map Details

Creatures: The pack lord (P) and her displacer beasts (D) consider this area theirs and do not tolerate intrusion, unless intruding creatures carry food.

The Bonefield: This area is covered in a deep drift of bones, skulls, spider carapaces, and bits of exoskeleton and egg casings. Movement through the bonefield costs 4 squares per square of movement. Double moves are possible, but running is not without a DC 20 Balance check.

The Pack Lord's Platform: This raised surface stands 10 feet above the level of the floor elsewhere in the room. The pack leader can jump up in a single fluid leap, but PCs need to ascend it (slippery natural stone, Climb DC 30) or fly up. The pack's treasure is all kept here, including a scroll of *raise dead,* a *wand of magic missile* (CL 10th, 12 charges), a *+2 dagger,* and a large platinum circlet set with amethyst chunks (worth 3,000 gp).



Spider and Assassin

Encounter Level 12

Use this encounter with the area description on page 117.

SETUP

Use this encounter when the characters enter area F7. If they make an opposed Spot check against the assassin Xillian's +14 Hide modifier, they notice him pretending to be a statue in the niche indicated. To increase the encounter difficulty, assume that Xillian has already cast *invisibility* on himself and give him a surprise round unless the party notices him despite his *invisibility* (Spot DC 30).

If the PCs enter the hall of niches, read:

Each niche was once filled with a statue, but some are broken or simply missing. For a moment, one of the statues seems to move, but it is only a bit of spiderweb fluttering in the breeze.

TACTICS

The spider and assassin work opposite ends of the party. The assassin studies the party from the shadows for 3 rounds, then steps out of the shadows to catch a foe flat-footed with his death attack. The spider phases into the middle of the party and attempts to snatch a member away; if successful, it dumps the victim into the middle of the hallway webbing (counts as entangled) and then goes to collect another foe.

CONCLUSION

If the shadowdancing phase spider and assassin are defeated, refer to The Demonweb Pits map on page 117 for additional locations in the Demonweb. The spider is especially likely to escape; it goes immediately to area F3 and leads the knights back to this location 10 minutes later. If the assassin survives, he goes to the Tower of the Handmaidens (F8) and alerts the yochlols to the invaders' presence.

Xillian — CR 9

hp 44 (8 HD)

Male drow rogue 5/assassin 3
CE Medium humanoid (elf)
Init +8; **Senses** darkvision 120 ft.; Listen +13, Spot +14
Languages Abyssal, Common, Draconic, Elven, Goblin, Gnome, Ignan, Undercommon

AC 18, touch 14, flat-footed 14; improved uncanny dodge
Immune sleep
Resist evasion; **SR** 19
Weakness light blindness
Fort +3 (+4 against poison), **Ref** +11, **Will** +3 (+5 against spells and spell-like abilities); +2 against enchantments

Speed 30 ft. (6 squares)
Melee +2 *rapier* +11 (1d6+4/18–20 plus poison)
Ranged mwk hand crossbow +10 (1d4/19–20 plus poison)
Base Atk +5; **Grp** +7
Atk Options Point Blank Shot; death attack, sneak attack +5d6, poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Spell-Like Abilities (CL 8th):
1/day—*dancing lights, darkness, faerie fire*
Combat Gear drow poison, *potion of barkskin +5*, *potion of resist energy (electricity) 20*
Assassin Spells Known (CL 3rd):
2nd (1/day)—*invisibility* (DC 17), *spider climb* (DC 17)
1st (4/day)—*detect poison, obscuring mist, sleep* (DC 16)

Abilities Str 14, Dex 19, Con 13, Int 20, Wis 12, Cha 14
SQ trapfinding, trap sense +1
Feats Improved Initiative, Point Blank Shot, Weapon Finesse
Skills Appraise +13, Balance +9, Bluff +12, Climb +12, Disguise +13, Escape Artist +15, Forgery +15, Hide +14, Intimidate +14, Listen +13, Move Silently +15, Search +18, Spot +14, Tumble +13, Use Rope +14
Possessions combat gear plus *+1 studded leather*, masterwork hand crossbow with 22 bolts, *+2 rapier*, 11 pp, 20 gp, 14 sp, 11 cp, 5,674 gp in other assets

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

Death Attack (Ex) If Xillian studies his victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack can paralyze or kill the target (Xillian's choice). While studying the victim, Xillian can take other actions as long as his attention stays focused on the target and the target does not detect him. If the victim fails a DC 18 Fortitude save against the kill effect, the target dies. If the paralysis saving throw fails, the victim is rendered helpless and unable to act for 1d6+3 rounds. If the save succeeds, the attack is just a normal sneak attack. Once Xillian has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if Xillian does not launch the attack within 3 rounds, 3 new rounds of study are required before he can attempt another death attack.

Shadowdancing Phase Spider CR 11

MM 207
hp 132 (13 HD)

Phase spider rogue 2/shadowdancer 2
CE Huge magical beast
Init +10; **Senses** darkvision 120 ft., low-light vision; Listen +4, Spot +10
Languages none

AC 26, touch 14, flat-footed 20; Dodge, Mobility; uncanny dodge
Resist evasion
Fort +12, **Ref** +18, **Will** +3

Speed 40 ft. (8 squares), climb 20 ft.
Melee bite +16 (2d6+7 plus poison plus snatch)
Space 15 ft., **Reach** 10 ft.
Base Atk +11; **Grp** +26
Atk Options Combat Reflexes, Snatch; poison (Fort DC 20, 1d8 Con/1d8 Con); sneak attack +1d6
Special Actions ethereal Jaunt

Abilities Str 24, Dex 23, Con 22, Int 10, Wis 10, Cha 13
SQ hide in plain sight (in natural terrain)
Feats Combat Reflexes, Dodge. Improved Initiative, Mobility, Snatch
Skills Bluff +5, Climb +15, Hide +20, Listen +4, Move Silently +24, Perform (dance) +7, Sense Motive +2, Spot +10
Possessions *bracers of armor +5*

Ethereal Jaunt (Su) A shadowdancing phase spider can shift from the Ethereal Plane to the Material Plane as a free action, and shift back again as a move action (or during a move action). This ability is otherwise identical with *ethereal jaunt* (CL 15th).

Tactical Map Details

Creatures: The assassin Xillian (X) and the phase spider (S) watch this section of hallway for intruders.

The Niches: Each niche is about 5 feet wide and 5 feet deep. Most are occupied by heavy statues, but a few are covered with strands of webbing and dust, disguising their emptiness.

The empty niches are trapped. Anyone who enters one and does not press the failsafe (a tilted mosaic tile at the back of the niche) triggers a portcullis that falls across the front of the niche, following by a jet of petrifying magical gas. The gas requires a DC 20 Fortitude save; if the save fails, the victim is turned to stone as if affected by a *flesh to stone* spell.

Petrification Trap: CR 10; magic device; proximity trigger (*alarm*); spell effect (*flesh to stone;* caster level 15th; Fort DC 20 resists); Search DC 29; Disable Device DC 29.

Lifting the iron portcullis to get out of a niche requires a DC 25 Strength check, and the portcullis falls back as soon as the PC lets go unless it is propped open. Sliding between the bars is difficult; they have crossbars, so only Small creatures can squeeze through. Even then, a DC 22 Escape Artist check is required for success. The portcullises have hardness 10 and 60 hit points each.

The Secret Door: The party can find the secret door in this hallway with a DC 25 Search check. The section of wall that pops in and slides to one side is easy to mistake for a loose or badly joined panel.



Crystal Tower

Encounter Level 12

Use this encounter with the area description on page 119.

SETUP

Use this encounter when the characters approach the Tower of the Handmaidens from any direction. The sound of the crystal chimes is audible from 60 feet away.

The crystal tower sits on an immense chunk of rock ensnared in the Demonweb. The rock is bursting with huge crystal shards; beneath it are web-walled chambers that seem almost subterranean. The fortress is home to nine demonic handmaidens of Lolth, who have been ordered to protect this section of the Demonweb and the numerous portals to other worlds found therein. They also keep dangerous prisoners and enemies of Lolth here in the lower section of the rock (encounter F9).

If the PCs enter the tower, read:

There's no door, just a perfectly smooth opening in the wall of crystal. Inside, the blue-green light comes from a 10-foot-diameter lens of fused metal and flesh, a contraption still in motion. A female drow stands before it, concentrating.

In the center of the chamber you see a female drow standing on the ceiling above a staircase leading farther down into the fortress. To one side, two long flights of stairs connect an upper landing to the main floor.

A scream echoes up from below.

A yochlol in spider form lurks over the entrance, and the yochlol in gaseous form might be out of the PCs' line of sight if they enter the top level of the fortress.

4 Yochlols — CR 8

Fiendish Codex I 54

hp 95 each (10 HD); **DR** 10/good

CE Medium outsider (chaotic, evil, extraplanar, shapechanger)

Init +6; **Senses** darkvision 60 ft.; Listen +15, Spot +15

Languages Abyssal, Drow, Common, Undercommon; telepathy 100 ft.

AC 21, touch 21, flat-footed 15 or

AC drow form 16, touch 16, flat-footed 10

Immune acid, electricity, mind-affecting spells and abilities, poison

Resist cold 10, fire 10; **SR** 19

Fort +12, **Ref** +13, **Will** +9

Speed 30 ft. (6 squares), climb 30 ft. in spider form

Melee 8 tendrils +16 each (1d4+4) or

Melee drow form short sword +11 (1d6+4) or

Melee spider form bite +16 (1d6+6 plus poison)

Ranged drow form hand crossbow +8 (1d4/19–20)

Base Atk +10; **Grp** +14

Atk Options Combat Expertise; spider form poison (Fort DC 20, 1d6 Con/2d6 Con)

Spell-Like Abilities (CL 10th):

At will—*detect thoughts* (DC 17), *dominate person* (DC 16), *darkness*, *desecrate*, *greater teleport* (self plus 50 pounds of objects only), *spider climb*, *stone shape*, *web* (DC 17)

Abilities Str 19, Dex 22, Con 20, Int 18, Wis 15, Cha 20

SQ mind blank, rapid shapeshifter

Feats Combat Casting, Combat Expertise, Exotic Weapon Proficiency (hand crossbow)[B], Persuasive, Weapon Finesse

Skills Bluff +20, Concentration +18 (+22 casting defensively), Diplomacy +22, Disguise +5 (+7 acting), Hide +19, Intimidate +22, Knowledge (arcana) +17, Knowledge (religion) +17, Knowledge (the planes) +17, Listen +15, Move Silently +19, Sense Motive +15, Spot +15, Survival +2 (+4 on other planes)

Possessions short sword, hand crossbow with 20 bolts, harpoon spider silk shirts (1,000 gp each) and opal tiaras (600 gp each)

Gaseous Form (Su) A yochlol can assume gaseous form, appearing as a roiling cloud of oily green smoke. In this form, a yochlol's statistics do not change, although it is treated as if under the effects of a *gaseous form* spell that cannot be dispelled. A gaseous yochlol can use *contact other plane* at will as an additional spell-like ability. Any creature sharing the same square as a gaseous yochlol at the end of that creature's turn is affected as if by a *stinking cloud* spell (Fort DC 20 negates).

Drow Form (Su) A yochlol can assume the form of a hauntingly beautiful human or elf (usually drow) woman. It has only a little flexibility in altering its specific appearance, and as a result it can't use this ability to disguise itself as a specific individual.

Mind Blank (Su) A yochlol is protected at all times by the equivalent of a *mind blank* spell. This effect cannot be dispelled.

Rapid Shapeshifter (Ex) A yochlol can shift between its various forms with astounding speed. Changing shape is a swift action that a yochlol can perform as often as once per round.

TACTICS

The yochlols begin with two in drow form (one *spider climbing* on the ceiling), one in spider form, and one in gaseous form. One drow yochlol casts *web* to attempt to catch the entire party (doubled by the Demonweb's properties), while the other tries to use *charm person*. The spider and gaseous yochlol use their melee attacks.

In the second round, another *web* goes off, as well as a *dominate person* attempt against the strongest opponent from the first round. The spider and gaseous yochlol attempt to flank an opponent.

In the third round, any surviving yochlols retreat toward the down staircase, the better to escape as needed. They also call telepathically to Urialle the sorceress (encounter F9) for help.

If any yochlol drops below 10 hit points, it assumes gaseous form and attempts to sicken the enemy while remaining immune to most attacks.

CONCLUSION

If the yochlols are killed or incapacitated, the party can continue along the path, go up to the balcony and follow the passageway, or go down the stairs (following the sound of screams from below) to the yochlol interrogation chamber (encounter F9). Refer to The Demonweb Pits map on page 117 for additional locations in the Demonweb.





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Tactical Map Details

Creatures: Four yochlols are in the upper level of the tower at the moment: two in drow form **(YD)** (one above the staircase down, once using Urialle's blue cube key on the Venomsphere Lens), one in amorphous (gaseous) form **(YA)**, and one in spider form on the ceiling **(YS)**.

The Venomsphere Lens: This flesh-and-metal lens is a scrying device that Lolth has created here; it is too large to move and requires an activating word in the Dark Speech or the use of one of the blue cube teleportation keys. When it is in operation, it spins in a succession of different directions while still fixed in place. The movement jerks to a stop when the correct location is reached; the sphere's surface then grows an organic window that reveals a clear image of the desired location.

Anyone who has a blue key or who can speak the proper command can view any area of the Material Plane as an act of will. To force the viewing of the correct location requires a DC 16 Wisdom check, a DC 19 Knowledge (arcana) check, or a DC 24 Use Magic Device check.

Characters who are not drow and who fail one of these checks draw the attention of the Envoy of Lolth (encounter F21). The Envoy warns both the bebilith porter (encounter F20) and Eccozt of the presence of uninvited guests in the Demonweb Pits. The carnevus and drow knights in encounter F3 are immediately sent to patrol the region.

The Crystal Pillars: The crystal areas of the handmaidens' tower are powerful spider-summoning devices, each able to bring a ten-thousand-spider swarm (page 80) here from the surrounding Demonweb within 3 rounds.

Prison of the Yochlols

Encounter Level 12

Use this encounter with the area description on page 119.

SETUP

Use this encounter when the characters are captured or when they descend down to the bottom level of the crystal tower. The drow bring especially powerful captives to the yochlol to be sure that their confessions are quick and that they reach Lolth's ears directly. This is the interrogation room of the crystal tower. The yochlol torturer and her two assistants are interrogating a frost dwarf and an aasimar here, one on the rack, the other on the waterboard.

The encounter depends heavily on whether the yochlol torturer has been warned; she can't hear the sound of combat over the noise of screaming here. If any of the yochlols from area F8 did come down to warn the staff here, or called for help telepathically, the torturer is fully readied, with spells cast defensively while the party is upstairs. These include a *web* spell filling the staircase up, a *darkness* spell covering the cells, a *shocking grasp* ready for the first melee attack (and likely combined with the two-bladed sword), and then *spider climb*. Her bat familiar lets her know when the party is approaching (Spot DC 30 reveals the creature while the party is upstairs).

If the PCs descend the shaft, read:

The glowing hollow core of the crystal fortress leads down into a hellish chamber. Blood is spattered on every crystal surface; gases coil and bubble through crystalline pipes, and steam and other vapors puff out of the walls. Familiar tools make this room's purpose clear: a filthy rack stretches a pale dwarf with a bloodstained beard, and a waterboard and a

Urialle, Yochlol Torturer — CR 11

Fiendish Codex I 54
hp 113 (17 HD); **DR** 10/good

Yochlol sorcerer 6/eldritch knight 1
CE Medium outsider (chaotic, evil, extraplanar, shapechanger)
Init +6; **Senses** darkvision 60 ft.; Listen +17, Spot +17
Languages Abyssal, Drow, Common, Undercommon; telepathy 100 ft.

AC drow form 24, touch 16, flat-footed 17 or
AC gaseous form 21, touch 21, flat-footed 15 or
AC spider form 21, touch 21, flat-footed 15
Immune acid, electricity, mind-affecting spells and abilities, poison
Resist cold 10, fire 10; **SR** 19
Fort +16, **Ref** +15, **Will** +14

Speed 30 ft. (6 squares), climb 30 ft. in spider form
Melee drow form +*2 anarchic two-bladed sword* +18/+18 (1d8+4/19–20) or
Melee spider form bite +18 (1d6+6 plus poison) or
Melee gaseous form 8 tendrils +18 each (1d4+4)
Ranged drow form hand crossbow +20 (1d4/19–20)
Base Atk +14; **Grp** +18
Atk Options Blind-Fight, Combat Expertise; spider form poison (Fort DC 20, 1d6 Con/2d6 Con)
Spell-Like Abilities (CL 17th):
At will—*detect thoughts* (DC 17), *dominate person* (DC 16), *darkness*, *desecrate*, *greater teleport* (self plus 50 pounds of objects only), *spider climb*, *stone shape*, *web* (DC 17)

Abilities Str 19, Dex 22, Con 20, Int 18, Wis 15, Cha 20
SQ familiar, mind blank, rapid shapeshifter
Feats Alertness, Blind-Fight, Combat Casting, Combat Expertise, Exotic Weapon Proficiency (hand crossbow)[B], Exotic Weapon Proficiency (two-bladed sword)[B], Persuasive, Skill Focus (Concentration), Weapon Finesse
Skills Bluff +27, Concentration +19 (+23 casting defensively), Diplomacy +25, Disguise +8 (+10 acting), Hide +18 (+12 in armor), Intimidate +23, Knowledge (arcana) +24, Knowledge (religion) +19, Knowledge (the planes) +19, Listen +17, Move Silently +18 (+12 in armor), Sense Motive +17, Sleight of Hand +15 (+9 in armor), Spot +17. Survival +4 (+6 on other planes)
Possessions +*1 half-plate, +2 anarchic two-bladed sword,* blue cube teleportation key

Sorcerer Spells Known (CL 6th; 40% arcane spell failure)):
3rd (4/day)—*rage*
2nd (6/day)—*summon swarm, touch of idiocy* (+4 melee touch)
1st (7/day)—*shield*, *shocking grasp* (+4 melee touch), *silent image* (DC 14), *sleep* (DC 14)
0 (6/day)—*arcane mark, dancing lights, daze* (DC 13), *detect poison, flare* (DC 13), *message, read magic*

Gaseous Form (Su) A yochlol can assume gaseous form, appearing as a roiling cloud of oily green smoke. In this form, a yochlol's statistics do not change, although it is treated as if under the effects of a *gaseous form* spell that cannot be dispelled. A gaseous yochlol can use *contact other plane* at will as an additional spell-like ability. Any creature sharing the same square as a gaseous yochlol at the end of that creature's turn is affected as if by a *stinking cloud* spell (Fort DC 20 negates).
Drow Form (Su) A yochlol can assume the form of a hauntingly beautiful human or elf (usually drow) woman. It has only a little flexibility in altering its specific appearance, and as a result it can't use this ability to disguise itself as a specific individual.
Bat familiar: hp 16 (*MM* 268).
Mind Blank (Su) A yochlol is protected at all times by the equivalent of a *mind blank* spell. This effect cannot be dispelled.
Rapid Shapeshifter (Ex) A yochlol can shift between its various forms with astounding speed. Changing shape is a swift action that a yochlol can perform as often as once per round.

barrel of sewage are being used on an aasimar who is vomiting up water.

Elsewhere you see too many instruments of cruelty to count, including a spiked club in the hands of a female drow with broad shoulders and a full metal helmet. Her two assistants stand near leather straps, heavy clubs, and a series of knives, tongs, brands, and other implements of torture, all shiny and well used.

You can see three elves hammering against the crystal walls on one side of the room, and a human in a similar cell on the far side. You can't hear a word they are saying.

TACTICS

Urialle attacks anyone coming down the stairs with *touch of idiocy*, then a *dominate person* attempt. She uses *desecrate* if she has yochlols to defend her from melee (or *summon swarm* if she does not), then attacks with her two-bladed sword. Casting *summon swarm* here to call spiders brings her a ten-thousand-spider swarm, as described on page 80. Urialle uses her *summon swarm* ability no later than the third round.

2 YOCHLOLS CR 8

Fiendish Codex I 54
hp 95 each (10 HD); **DR** 10/good

CE Medium outsider (chaotic, evil, extraplanar, shapechanger)
Init +6; **Senses** darkvision 60 ft.; Listen +15, Spot +15
Languages Abyssal, Drow, Common, Undercommon; telepathy 100 ft.

AC 21, touch 21, flat-footed 15 or
AC drow form 16, touch 16, flat-footed 10
Immune acid, electricity, mind-affecting spells and abilities, poison
Resist cold 10, fire 10; **SR** 19
Fort +12, **Ref** +13, **Will** +9

Speed 30 ft. (6 squares), climb 30 ft. in spider form
Melee 8 tendrils +16 each (1d4+4) or
Melee drow form short sword +11 (1d6+4) or
Melee spider form bite +16 (1d6+6 plus poison)
Ranged drow form hand crossbow +8 (1d4/19–20)
Base Atk +10; **Grp** +14
Atk Options Combat Expertise; spider form poison (Fort DC 20, 1d6 Con/2d6 Con)
Spell-Like Abilities (CL 10th):
At will—*detect thoughts* (DC 17), *dominate person* (DC 16), *darkness*, *desecrate*, *greater teleport* (self plus 50 pounds of objects only), *spider climb*, *stone shape*, *web* (DC 17)

Abilities Str 19, Dex 22, Con 20, Int 18, Wis 15, Cha 20
SQ mind blank, rapid shapeshifter
Feats Combat Casting, Combat Expertise, Exotic Weapon Proficiency (hand crossbow)[B], Persuasive, Weapon Finesse
Skills Bluff +20, Concentration +18 (+22 casting defensively), Diplomacy +22, Disguise +5 (+7 acting), Hide +19, Intimidate +22, Knowledge (arcana) +17, Knowledge (religion) +17, Knowledge (the planes) +17, Listen +15, Move Silently +19, Sense Motive +15, Spot +15, Survival +2 (+4 on other planes)
Possessions short sword, hand crossbow with 20 bolts, harpoon spider silk shirts (1,000 gp each) and opal tiaras (600 gp each)

Gaseous Form (Su) See Urialle.
Drow Form (Su) See Urialle.
Mind Blank (Su) See Urialle.
Rapid Shapeshifter (Ex) See Urialle.

CONCLUSION

If the yochlols are killed or incapacitated, the party can free the prisoners.

The prisoners all know how to get into the Demonweb by various means and come from a variety of planes. They include a chaotic evil frost dwarf from the Iron Wastes; a lawful good aasimar named Thonda Goldenhair who stumbled through the Celestial Cyst and knows how to open the portal there (encounter F5); two male elves and one female elf (all chaotic neutral) from Caer Sidi named Marfindel, Talorien, and Illyseux; and a lawful evil human rogue named Navaux the Miller from Sigil. All of them are weak, diseased, poisoned, and exhausted; none have armor, weapons, or other gear.

Refer to The Demonweb Pits map on page 117 for additional locations in the Demonweb.

TACTICAL MAP DETAILS

Creatures: Two yochlols (Y) assist Urialle the torturer (U), all intent on their gruesome work with the prisoners (P).

The Summoning Circle: The circular crystal area brings Lolth's allies and demonic guests here from other layers of the Abyss. Anyone standing on the circle when casting any summoning spell gains three effective levels (though that individual cannot cast spells of a higher level than normal) and gains +1 hit point/HD for summoned creatures.



Spider Golem Door

Encounter Level 12

Use this encounter with the area description on page 119.

SETUP

Use this encounter when the characters approach the Grand Council Chamber. If the PCs present the pass from the bone naga ambassador (page 114), they are allowed in. If they try Bluff or Diplomacy, the stone golem blocking the doorway ignores them unless they attempt to pass by it, but it has a readied action to make a full slam melee attack against anyone trying to move into the Council Chamber. A DC 20 Escape Artist check allows a character to slip past the golem. Roll initiative for the moving character and the golem after the first attack.

The corruptor of fate hides in the shadows, telling the spider golem whom to attack and hoping to flank any creatures fighting it.

The charactders might need to bypass these guardians if they flee this way to escape the chamber after fighting the Envoy of Lolth (encounter F21).

If the PCs try to enter the Grand Council Chamber without a pass, read:

The spider-shaped seal over the door shifts on all eight legs at once, and you feel invisible webs brush against you; it strikes with its heavy stone leg.

Corruptor of Fate Assassin CR 10

MM4 190
hp 111 (12 HD)

Male corruptor of fate assassin 5
NE Medium outsider (evil, extraplanar, yugoloth)
Init +11; **Senses** darkvision 60 ft.; Listen +15, Spot +15
Languages Abyssal, Draconic, Infernal; telepathy 100 ft.

AC 24, touch 18, flat-footed 17; Dodge, Mobility; improved uncanny dodge
Immune acid, energy drain, necromantic effects, negative energy effects, poison
Resist cold 10, fire 10, electricity 10; **SR** 19
Fort +11 (+13 against poison), **Ref** +16, **Will** +6

Speed 30 ft. (6 squares)
Melee *+1 short sword* +18/+13 (1d6+4/19–20 plus bestow curse)
Ranged *+1 shortbow* +18/+13 (1d6+3/×3)
Base Atk +10; **Grp** +13
Atk Options aligned strike (evil), death attack, poison (shadow essence, DC 17, 1 Str drain/2d6 Str), sneak attack +3d6
Special Actions corrupting gaze
Combat Gear 2 *potions of cure serious wounds*, *potion of fly*
Assassin Spells Known (CL 5th):
2nd (2/day)—*cat's grace, invisibility, spider climb*
1st (4/day)—*feather fall, jump, obscuring mist, true strike*

Abilities Str 16, Dex 25, Con 20, Int 13, Wis 10, Cha 8
SQ outsider traits, unluck, yugoloth traits
Feats Dodge, Improved Initiative, Mobility, Weapon Finesse
Skills Balance +19, Disguise +9, Escape Artist +17, Hide +22, Jump +5, Listen +15, Move Silently +22, Sleight of Hand +17, Spot +15, Tumble +22, Use Rope +7 (+9 binding)
Possessions combat gear plus *+2 studded leather armor*, *+1 short sword*, *+1 composite shortbow* (+3 Str bonus) with 20 arrows, *amulet of natural armor +1*, *ring of protection +1*, 3 doses of shadow essence, 140 gp

Bestow Curse (Su) As the *bestow curse* spell; at will; caster level 12th. Affects those touching or touched by a corruptor of fate or its weapons who fail a DC 18 Will save. A cursed creature must roll percentile dice each turn. On a roll of 01–50, it can take no action. On a roll of 51–100, it can act normally. This is a necromantic effect. Undead are unaffected by a corruptor of fate's curse-bestowing body.

Aligned Strike The assassin's attacks are treated as evil-aligned for the purpose of overcoming damage reduction.

Death Attack (Ex) If this assassin studies its victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack can paralyze or kill the target (assassin's choice). While studying the victim, the assassin can take other actions as long as its attention stays focused on the target and the target does not detect it. If the victim fails a DC 16 Fortitude save against the kill effect, the target dies. If the paralysis saving throw fails, the victim is rendered helpless and unable to act for 1d6+5 rounds. If the save succeeds, the attack is just a normal sneak attack. Once the assassin has completed the 3 rounds of study, it must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if the assassin does not launch the attack within 3 rounds, 3 new rounds of study are required before it can attempt another death attack.

Corrupting Gaze (Su) A corruptor of fate can blast its enemies with a glance from up to 30 feet away. Creatures that meet the corruptor's gaze must make a successful DC 15 Fortitude save or take 1d6 points of damage and a –1 penalty on attack rolls, skill checks, and saving throws for 1 minute.

Unluck (Su) Attacks and damage against a corruptor of fate are rolled twice and the attacker must use the lower result. This is a mind-affecting necromantic effect.

TACTICS

The stone golem uses its *slow* effect in the first round of combat (and every odd-numbered round thereafter), and the assassin uses its corrupting gaze to give the party a smaller chance of succeeding on these saving throws. The corruptor stays away from the golem and uses its *bestow curse* while hidden. Once it is seen and engaged in melee, it uses its death attack and unluck to outfight an opponent; it is especially fond of coup de grace attacks against paralyzed opponents.

The corruptor of fate has a strong instinct for self-preservation, and if it is outmatched, it retreats, hoping to return shortly with drow or other reinforcements such as the assassin and phase spider (encounter F7).

CONCLUSION

If the spider golem and the corruptor of fate are killed or incapacitated, the party can enter the Grand Council Chamber beyond. However, the corruptor of fate's death is hardly quiet: It expires with a messy liquid splash, releasing all the blood it has ever spilled in a puff of red mist. The resulting liquid fills 15 squares on either side of the door with black-and-red blood.

The stone golem cracks apart and falls to the ground with a sound like a small house collapsing. Dust reduces visibility within 30 feet of the stone golem to 10 feet for 3 rounds after its death.

Entering the Grand Council after either or both events means that all eyes turn toward the characters as they stride in. Hopefully they know how to make an entrance.

SPIDER GOLEM — CR 11

MM 136
hp 107 (14 HD); **DR** 10/adamantine

Stone golem
N Large construct
Init –1; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 26, touch 8, flat-footed 26
Immune magic, construct immunities (*MM* 307)
Fort +4, **Ref** +3, **Will** +4

Speed 20 ft. (4 squares)
Melee 2 slams +18 each (2d10+9)
Space 10 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +23
Special Actions slow

Abilities Str 29, Dex 9, Con —, Int —, Wis 11, Cha 1
SQ construct traits (*MM* 307)
Feats —
Skills Listen +0, Spot +0

Immunity to Magic (Ex) A stone golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature:

A *transmute rock to mud* spell slows a stone golem (as the *slow* spell) for 2d6 rounds, with no saving throw, while *transmute mud to rock* heals all its lost hit points.

A *stone to flesh* spell does not change the golem's structure but negates its damage reduction and immunity to magic for 1 round.

Slow (Su) A stone golem can use a slow effect, as the spell, as a free action once every 2 rounds. The effect has a range of 10 feet and a duration of 7 rounds, requiring a DC 17 Will save to negate.

TACTICAL MAP DETAILS

Creatures: The spider golem (SG) blocks the entrance to the Council Chamber; the corruptor of fate (C) lurks silently on the other side of the room until trouble arises.

The Council Archway: The archway is 10 feet wide and 20 feet high, just about the size of the spider-shaped stone golem filling it. It billows with Demonweb fog, which obscures the sight of creatures within the chamber beyond. Anyone making a DC 15 Listen check can hear dozens or even hundreds of voices beyond.

Whenever a creature approaches within 10 feet of the archway, it triggers a *glitterdust* effect that reveals hidden and invisible lurkers.



The Great Mirror

Encounter Level 11

Use this encounter with the area description on page 120.

SETUP

Use this encounter when the characters approach the Grand Council of the Demons and examine the large mirrors at the doors, or when they are within the Council Chamber and look into the mirrors there. When the PCs look into the mirror, they may notice the mirror mephits within them (Spot check opposed by the mephits' +22 Hide modifier). If they do, the mirror mephits attempt to drag the person who saw them into the mirror unless they quickly show that they are allies of Graz'zt.

If the PCs spot the mephits in the mirror, read:

The mirror reflects well, even through its black flecks and pits. You see movement inside the mirror—several smooth, mirrored creatures with round, short fingers and flat, windowlike wing surfaces. Their eyes are entirely black, and one of them is sticking out its tongue and echoing the words spoken in the room. Then the mirror creatures stop moving and reach out through the mirror to grab you.

TACTICS

The mirror mephits work together to attempt to pull the person who stands closest to the mirror into the Plane of Mirrors, then keep him grappled while his double comes to kill him and replace him. Given that they grapple at +5, this isn't a realistic goal, but at least the mirror mephits do not provoke an attack of opportunity for the attempt, since they reach out of the mirror by surprise. They also aid one another in the grapple, so as a group they grapple at +7 rather than +5.

If the grapple attempt fails, the mirror mephits fight with quiet rage and speed, throwing glass darts quickly and accurately, and landing fast, precise claw strikes. They are larger and braver than most mephits, and since Graz'zt chose them for this mission, they shatter rather than surrendering.

Khateros, Dupplo, Spieglos, Catoptro — CR 8

See page 208
hp 75 each (10 HD); fast healing 5; **DR** 10/good or bludgeoning

Male and female corrupted by the Abyss* mirror mephits
* See page 190
N Small aberration (extraplanar)
Init +8; **Senses** darkvision 120 ft.; Listen +12, Spot +12
Languages Abyssal, Celestial, Common

AC 23, touch 15, flat-footed 15
Immune poison, cold, electricity
SR 16
Weakness maximum damage from bludgeoning weapons; 1d6 sonic per caster level from *shatter*
Fort +10, **Ref** +11, **Will** +6

Speed 30 ft. (6 squares), fly 60 ft. (average)
Melee 2 claws +15 each (1d6+1)
Ranged *+1 returning dart* +16 (1d4+2)
Base Atk +10; **Grp** +7
Special Actions breath weapon, summon mephit 1/hour
Combat Gear *helmet of blinking* (4 charges)
Spell-Like Abilities (CL 10th):
At will—*mirror image, silent image* (DC 16)
1/day—*simulacrum* (CL 14th)

Abilities Str 12, Dex 18, Con 15, Int 10, Wis 8, Cha 12
SQ spell reflection
Feats Improved Initiative, Improved Natural Armor, Improved Natural Attack, Weapon Finesse
Skills Balance +7, Bluff +12, Concentration +11, Decipher Script +6, Diplomacy +4, Disguise +9 (+11 acting), Escape Artist +11, Hide +22, Intimidate +4, Jump +1, Knowledge (the planes) +7, Listen +13, Move Silently +11, Spot +13, Survival +0 (+2 on other planes), Tumble +18, Use Rope +5
Possessions combat gear plus 3 *+1 returning darts*, four opals set in silver earrings (50 gp each)

Fast Healing (Ex) While in the Abyss or able to see into a reflective surface, a corrupted mirror mephit heals 5 points of damage per round.
Weaknesses Mirror mephits take maximum damage from all bludgeoning weapon attacks. A *shatter* spell cast on a mephit deals 1d6 sonic damage against it per caster level, with a Fortitude save for half.
Breath Weapon (Su) 20-ft. cone of glass slivers, once every 1d4 rounds, damage 2d4 piercing, Reflex DC 21 half.
Spell Reflection (Ex) A mirror mephit has unusually powerful spell resistance. Any spell that targets the mirror mephit and does not overcome its spell resistance is reflected directly back at the caster or the user of the item that generated the spell effect. That caster or user is allowed a save if one would normally apply.

Area spells are never reflected unless they are visual effects, such as *color spray*. Only the portion of the area that surrounds the mirror mephit is reflected; all other creatures in the area are affected by an area spell normally.

Summon Mephit (Su) A mirror mephit can summon another one of its kind once per hour with a 25% chance of success. This ability is the equivalent of a 2nd-level spell.



Illus. by M. Coimbra

Shattering the mirror they are in releases them and destroys that particular mirror's connection to the Plane of Mirrors, but obviously draws a lot of attention from the corruptor of fate assassin (encounter F10). That demon attempts to kill anyone cracking or breaking the mirror.

The mirror mephits are led by a corrupted sillit nerra named Lordellea. She uses her *mislead* ability to prevent anyone entering the Great Mirror from leaving it again, and she is quick to report suspicious visitors to Graz'zt on the mezzanine in the Council Chamber. To do so, she uses *change self* and adopts the appearance of a drow warrior or one of Graz'zt's lamia followers.

CONCLUSION

Creatures dragged through the mirror enter the Plane of Mirrors and generate a mirror double immediately; see page 120. The PCs probably won't hang around in the mirror long enough for their doubles to hunt them down, so it becomes a lingering plot thread for another time. If the mephits are killed or disabled, the party can enter their mirror and go directly through it, bypassing the corruptor of fate and the spider golem (encounter F10).

LORDELLEA **CR 8**

Fiend Folio 129
hp 59 (7 HD); fast healing 3; **DR** 5/good

Female corrupted by the Abyss* sillit nerra
* See page 190
CE Medium aberration (extraplanar)
Init +6, **Senses** darkvision 60 ft.; Listen +13, Spot +13
Languages Common, Abyssal

AC 25, touch 11, flat-footed 24
Resist cold 15, electricity 25, fire 15; **SR** 19 (*reflective*)
Weaknesses vulnerability to sonic
Fort +9 (+13 against poison), **Ref** +6, **Will** +6

Speed 30 ft. (6 squares)
Melee shard longsword +14 (1d8+5 plus shard spray)
Base Atk +7; **Grp** +10
Special Actions shard spray
Combat Gear *wand of daylight* (25 charges)

Abilities Str 17, Dex 13, Con 18, Int 17, Wis 12, Cha 16
Spell-Like Abilities (CL 16th):
At will—*change self, false vision, mirror image*
3/day—*mislead* (DC 24)
SQ mirror jump, outsider traits
Feats Alertness, Exotic Weapon Proficiency (shard longsword)[B], Improved Initiative, Weapon Finesse, Weapon Focus (shard longsword)[B]
Skills Bluff +13, Diplomacy +7, Disguise +13 (+15 acting), Gather Information +13, Hide +10, Intimidate +15, Knowledge (the planes) +13, Listen +13, Move Silently +11, Search +12, Sense Motive +13, Spot +13, Survival +1 (+3 following tracks)
Possessions combat gear plus shard longsword, *+1 chainmail, mirror of flying* (4 charges)

Fast Healing (Ex) While in the Abyss, a corrupted nerra heals 3 hit points per round.

Reflective Spell Resistance (Sp) A nerra's spell resistance causes any targeted spell it successfully resists to be bounce off and be reflected back at the caster. The caster becomes either the spell's target or the point of origin for the spell's effect. Nerras are also immune to gaze attacks, and such attacks are reflected back to their origin.

Shard Spray (Su) Three times per day a sillit can release a shard spray that flays flesh and causes massive lacerations. The spray extends in a 30-foot cone, dealing 5d6 points of damage to those in the area.

Shard spray wounds bleed for an additional 2 points per round thereafter. Multiple wounds result in cumulative bleeding loss (2 wounds for 4 points of damage per round, and so on). The bleeding can be stopped only by a DC 14 Heal check or the application of any *cure* spell or other healing spell.

Mirror Jump (Su) Nerras move through mirrored and reflective surfaces at will. This effect is similar to *shadow walk,* but the nerra travels along the Plane of Mirrors. As a standard action, the nerra must touch a mirror or reflective surface. The nerra then exits from another mirror no more than 1 mile away.

Ambassador of Pazuzu

Encounter Level 14

Use this encounter with the area description on page 124.

SETUP

The vrock ambassador Lummegier has just killed two male drow guards at the chamber door for insulting him. All others in the gathering are holding their breath when the PCs walk in. One round after the party arrives, the vrocks begin dancing.

After the PCs look around the chamber, read:

A richly plumed vrock stands above two dead male drow in front of you; the vrock's beak is edged with blood and gold, and its feathers shimmer a deep purple around a neck ruffle of orange-gold feathers. It ignores you and stares at all the demons and ambassadors in attendance in the hall beyond. Two vrock attendants guard its back and flanks, and block your way into the chamber.

"Anyone who wishes to speak against this kill and my lord Pazuzu, your time is now." The room full of demons is silent. The ambassador and his guards shuffle and raise their wings, beginning a victory dance.

Behind the vrocks, you see a frost giant running away, and a drow withdrawing up a wide staircase away from you.

Characters who recognize the impending *dance of ruin* effect have three choices: They can attack the vrocks to

Lummegier, Vrock Ambassador CR 12

MM 48
hp 157 (13 HD); **DR** 10/good

Male vrock blackguard 3
CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +24, Spot +24
Aura despair (10 ft., –2 saves), evil
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 29, touch 13, flat-footed 27
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 17
Fort +20, **Ref** +13, **Will** +14

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee 2 claws +20 each (2d6+8) and
bite +18 (1d8+4 plus poison) and
2 talons +18 each (1d6+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +25
Atk Options Cleave, Combat Reflexes, Improved Sunder, Multiattack, Power Attack; aligned strike (chaotic, evil), poison (purple worm poison, Fort DC 24, 1d6 Str/2d6 Str), smite good 1/day (+3 attack, +3 damage), spores
Special Actions command undead 6/day (+5, 2d6+4, 1st), dance of ruin, stunning screech, *summon tanar'ri*
Combat Gear 4 vials of purple worm poison, *cape of the mountebank*
Blackguard Spells Prepared (CL 3rd):
2nd—*eagle's splendor*
1st—*cause fear* (DC 14), *corrupt weapon*
Spell-Like Abilities (CL 12th):
At will—*mirror image, telekinesis* (DC 18)
1/day—*heroism*

Abilities Str 25, Dex 15, Con 25, Int 14, Wis 16, Cha 16
SQ detect good (CL 3rd)
Feats Cleave, Combat Reflexes, Improved Sunder, Multiattack, Power Attack
Skills Concentration +20, Diplomacy +8, Hide +14, Intimidate +19, Knowledge (religion) +18, Listen +24, Move Silently +15, Search +15, Sense Motive +16, Spellcraft +15, Spot +24, Survival +3 (+5 following tracks)
Possessions combat gear plus *+2 studded leather armor, ring of protection +2, gauntlets of ogre power*

Aura of Despair (Su) The blackguard radiates a malign aura that causes enemies within 10 feet of him to take a –2 penalty on all saving throws.
Aligned Strike A vrock's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Spores (Ex) A vrock can release masses of spores from its body once every 3 rounds as a free action. The spores automatically deal 1d8 points of damage to all creatures adjacent to the vrock. They then penetrate the skin and grow, dealing an additional 1d4 points of damage each round for 10 rounds. At the end of this time, the victim is covered with a tangle of viny growths. (The vines are harmless and wither away in 1d4 days.) A *delay poison* spell stops the spores' growth for its duration. *Bless, neutralize poison,* or *remove disease* kills the spores, as does sprinkling the victim with a vial of holy water.
Dance of Ruin (Su) To use this ability, a group of at least three vrocks must join hands in a circle, dancing wildly and chanting. At the end of 3 rounds of dancing, a wave of crackling energy flashes outward in a 100-foot radius. All creatures except for demons within the radius take 20d6 points of damage (Reflex DC 18 half, with an aura of despair penalty of –2 within 10 feet of the ambassador.) Stunning, paralyzing, or slaying one of the vrocks stops the dance.
Stunning Screech (Su) Once per hour, a vrock can emit a piercing screech. All creatures except for demons within a 30-foot radius must succeed on a DC 22 Fortitude save or be stunned for 1 round.
Summon Tanar'ri (Sp) Once per day, a vrock can attempt to summon 2d10 dretches or another vrock with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

2 Vrocks **CR 9**

MM 48
hp 115 each (10 HD); **DR** 10/good

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +2; **Senses** darkvision 60 ft.; Listen +24, Spot +24
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 23, touch 13, flat-footed 21
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 17
Fort +14, **Ref** +9, **Will** +10

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee 2 claws +15 each (2d6 +6) and
bite +13 (1d8+3) and
2 talons +13 each (1d6+3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +10; **Grp** +20
Atk Options Cleave, Combat Reflexes, Multiattack, Power Attack; aligned strike (chaotic, evil), spores
Special Actions dance of ruin, stunning screech, *summon tanar'ri*
Combat Gear 2 *potions of greater magic fang +2*
Spell-Like Abilities (CL 12th):
At will—*mirror image, telekinesis* (DC 18)
1/day—*heroism*

Abilities Str 23, Dex 15, Con 25, Int 14, Wis 16, Cha 16
Feats Cleave, Combat Reflexes, Multiattack, Power Attack
Skills Concentration +20, Diplomacy +5, Hide +11, Intimidate +16, Knowledge (any one) +15, Listen +24, Move Silently +15, Search +15, Sense Motive +16, Spellcraft +15, Spot +24, Survival +3 (+5 following tracks)
Possessions combat gear plus *ring of protection +1*

Aligned Strike A vrock's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Spores (Ex) See Lummegier.
Dance of Ruin (Su) See Lummegier.
Stunning Screech (Su) See Lummegier.
Summon Tanar'ri (Sp) See Lummegier.

stop the dance, they can withdraw from the Council Chamber back into area F10 (or into the Great Mirror) until the dance is finished, or they can bypass the vrocks and hurry across the chamber to escape the effect. If they move across the chamber, keep in mind whose paths they cross: The oculus demon recognizes *Thaas*, the frost giant chieftain reacts to the *Demon-Quelling Sword*, Yeenoghu's hyenas bite at anyone who comes too close, and so on.

TACTICS

The vrock blackguard Lummegier delights in his combat abilities. He starts by sharing in the vrocks' dance of ruin, moving to intercept enemies seeking to disrupt it and releasing spores in the first round. His Combat Reflexes feat and his aura of despair help protect the other demons while they finish the dance. Once the dance has been attempted, the blackguard shifts his focus to combat, using his poison beak and physical attacks.

Anyone approaching the dancing vrocks must contend with their spore attacks. If the dance is interrupted, then at least one vrock uses its stunning screech.

The giant ambassador Kulli, Baphomet's minotaurs, and Eccozt all know what happens when vrocks dance, and they don't plan to stick around for the consequences. On their turns, they all double move out of range of the forthcoming dance of ruin effect, which extends to just past Demogorgon's pulpit. Even Yeenoghu's hyenas and consort take a few steps back, although they do not step on even the first tier of the staircase up to the Throne of Lolth. After the effect passes, all creatures return to their original positions.

The oculus demon and the aspects of Obox-ob, Demogorgon, and Baphomet are unaffected by the effect and do not retreat.

CONCLUSION

If the ambassador of Pazuzu is bypassed, killed, or disabled, the party can move into the room. Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

Tactical Map Details

Creatures: The spider golem (SG) blocks the chamber entrance on this side, though it readily moves aside to let creatures out. Pazuzu's ambassador Lummegier (L) and his vrock companions (V) are completely uninterested in the PCs unless they seek to disrupt the dance. The frost giant Kulli (K) moves with all speed away from the dancing vrocks, while the oculus demon Unsharje (U) watches the scene with amusement.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars. They are also perfect perches for the vrocks, who can hold onto them during combat, a little like enormous woodpeckers on the vertical "tree trunks."



Keen-Eyed Oculus

Encounter Level 13

Use this encounter with the area description on page 124.

SETUP

When the PCs walk around the Council Chamber, the oculus demon Unsharje notices the ancient legacy longbow *Thaas*—it's an obvious clue that the characters are not diabolists or cultists or otherwise demon-friendly mortals. They have a weapon for demonwreckers and paladins and other creatures of good and law! The demon challenges the owner of the sword as a spy.

If the PCs have taken pains to hide *Thaas*, make an opposed check using Hide or Disguise, depending on whether they are hiding the bow carrier or just the weapon of legacy itself. The oculus demon has a Spot modifier of +26.

The demon is no fool, and it casts *mirror image* and *protection from law* before making its accusation.

If the oculus demon confronts the party about Thaas, read:

You are walking among the crowds of demons when you spot one with four horns and fifty eyes. All its eyes stare at you. Many duplicates suddenly surround the demon, and it focuses its eyes on your archer, who is carrying Thaas, the weapon of legacy.

"This one is no friend of ours!" growls the many-eyed demon. "It's carrying a demon-killer!" Dark gray bolts of power leap from its eyes and fly through the air at you. The demons around it all step back, and it speaks in the harsh tones of Abyssal, saying, "This fight is between the mortals and myself! Let no one interfere!"

UNSHARJE — CR 13

See page 200

hp 187 (15 HD); **DR** 10/cold iron and good

Oculus demon
CE Medium outsider (chaotic, evil, extraplanar)
Init +9; **Senses** all-around vision, darkvision 120 ft.; Listen +18, Spot +26
Languages Abyssal; telepathy 100 ft.

AC 28, touch 19, flat-footed 19; Dodge, Mobility
Immune electricity, fire, poison
Resist acid 10, cold 10; **SR** 24
Fort +17, **Ref** +18, **Will** +9

Speed 30 ft. (6 squares), fly 70 ft. (perfect); Shot on the Run
Melee *+1 unholy longsword* +22/+17/+12 (1d8+7/19–20) and claw +16 (1d8+3)
Ranged 3 eyebolts +24 touch (2d8 plus special)
Base Atk +15; **Grp** +21
Atk Options Point Blank Shot, Precise Shot; aligned strike (chaotic, evil)
Special Actions eyebolts, paralyzing gaze
Combat Gear *mithral ring of seal portal* (6 charges)
Spell-Like Abilities (CL 15th):
At will—*greater arcane sight, blindness/deafness* (DC 13), *detect law, dispel magic, invisibility, protection from law, tongues, true seeing, vampiric touch*
3/day—*dispel law, chaos hammer* (DC 15), *mirror image*

Abilities Str 23, Dex 28, Con 26, Int 10, Wis 10, Cha 12
SQ negative energy affinity
Feats Dodge, Improved Critical (longsword), Mobility, Point Blank Shot, Precise Shot, Shot on the Run
Skills Concentration +26, Diplomacy +3, Hide +27, Intimidate +19, Listen +18, Move Silently +27, Search +26, Sense Motive +18, Spot +26, Survival +0 (+2 following tracks)
Possessions combat gear plus *+1 unholy longsword,* purse containing 20 chunks of amber, each worth 100 gp

All-Around Vision (Ex) An oculus's eyes give it a +8 racial bonus on Search and Spot checks, and it can't be flanked.

Aligned Strike An ocilus demon's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Eyebolts (Su) As a free action that doesn't provoke attacks of opportunity, an oculus demon can project three separate beams of pale gray negative energy from any three of the eyes that cover its body. Each ray has a range of 70 feet. On a successful ranged touch attack, an eyebolt deals 2d8 points of negative energy damage.

A creature damaged by an eyebolt must make a DC 25 Fortitude save to avoid the mind-numbing fear and nausea the energy inflicts on living souls. On a failed save, the victim's body becomes wracked with pain and fever—the creature becomes sickened and takes a –2 penalty on attack rolls, weapon damage rolls, saving throws, skill checks, and ability checks. These effects persist for 1 hour, or until they are removed by anything that removes a fear effect.

A creature that is already sickened by an eyebolt becomes panicked for 1d4 rounds if struck by another eyebolt and it fails to make the DC 25 Fortitude save.

A creature that is already panicked by an eyebolt is rendered unconscious if struck by another eyebolt and it fails to make the DC 25 Fortitude save. A DC 20 Heal check or any form of magic healing restores consciousness to the victim; otherwise, he remains unconscious for 1d4 hours.

These additional eyebolt effects are mind-affecting necromantic fear effects.

Paralyzing Gaze (Su) Paralysis for 1d4 rounds, 30 feet, Fortitude DC 18 negates.

Negative Energy Affinity (Ex) Any negative energy spell targeted at an oculus demon repairs damage taken by the demon at the rate of 1d10 hit points per level of the spell.



Illus. by J. Zhang

CONCLUSION

If the oculus demon is killed or bypassed, the PCs gain some respect from the demons in the chamber, and they can continue through the room unopposed. If it is defeated in less than 3 rounds, the aspect of Obox-ob steps forward to demand that one of the PCs swear fealty to it.

Go to encounter F14: Aspect of Obox-ob on page 154.

Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

TACTICS

The oculus depends on its *mirror image* and *protection from law* to protect it in the first round. It prefers to attack from a distance, so it makes its ranged eyebolt attacks and then flies up into the space above the floor, around the level of the mezzanine, to avoid charge attacks. It continues to concentrate its eyebolts on the character carrying *Thaas*, the longbow weapon of legacy. When that character falls or withdraws from combat, it uses *vampiric touch* and then descends for melee combat against any other character who entered the fight between it and the carrier of *Thaas*.

If reduced to fewer than 40 hit points, the oculus demon uses *invisibility* to get out of the fight.

The other creatures in the chamber take Unsharje at its word and do not help or hinder either side in any way.

Tactical Map Details

Creatures: The aspect of Obox-ob (O) has little interest in the PCs unless they kill the oculus demon Unsharje (U) or accept a *skin of Obox-ob*.

The aspect of Demogorgon (D) is in the vicinity, but is expounding from the pulpit and does not deign to notice any conflict concerning the oculus demon or the aspect of Obox-ob. Similarly, one of Baphomet's minotaurs (M) is close enough to witness what goes on but does not get involved.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars.



Aspect of Obox-ob

Encounter Level 12

Use this encounter with the area description on page 124 and the map on page 153.

SETUP

If the PCs speak to the aspect of Obox-ob or the oculus demon (encounter F13), they are told that the aspect of Demogorgon is pulling the strings here and should be shouted down. This is a complete lie, of course, but Obox-ob's hatred of Demogorgon runs deep.

Characters who have ranks in Knowledge (the planes) can learn more about the aspect of Obox-ob (see page 186).

If the PCs speak with the aspect of Obox-ob or defeat the oculus demon, read:

The demon's body is an insane thicket of spidery limbs, scrabbling for purchase with razor-sharp talons arrayed around a scorpion-shaped body. Three immense tails writhe where a face should be, each tipped with a jagged stinger that seeps black venom. Where a tail should be is a thick neck surmounted by a horrific face, complete with a vertically aligned mouth and three pairs of leering red eyes that seem terribly human in shape. It stands at least 10 feet tall and its mouths speak in an unholy trinity, one high, one low, one echoing and quavering. "Ancient am I, ancient and worthy of your fealty. Swear allegiance to me and I will tell you . . . everything about the secret Abyss."

Its mouths buzz and click as it waits for your answer.

Aspect of Obox-ob CR 12

See page 186

hp 187 (15 HD); fast healing 5; **DR** 5/lawful

CE Large outsider (chaotic, evil, extraplanar, obyrith*)
* *FC1* 27

Init +3; **Senses** darkvision 60 ft., true seeing; Listen +20, Spot +20

Languages Abyssal; telepathy 100 ft.

AC 26, touch 12, flat-footed 23

Immune disease, mind-affecting spells and effects, poison

Resist acid 10, cold 10, electricity 10, fire 10

Fort +17, **Ref** +12, **Will** +11

Speed 40 ft. (8 squares), climb 40 ft., fly 60 ft. (good); Flyby Attack

Melee 3 stings +21 each (1d8+7/19–20 plus poison)

Space 10 ft.; **Reach** 10 ft.

Base Atk +15; **Grp** +26

Atk Options Cleave, Flyby Attack, Great Cleave, Improved Bull Rush, Power Attack; aligned strike (chaotic, evil), poison (Fort DC 25, 1d4 Int/2d4 Int)

Special Actions demonwasp swarm

Abilities Str 24, Dex 17, Con 26, Int 13, Wis 14, Cha 11

Feats Cleave, Flyby Attack, Great Cleave, Improved Bull Rush, Improved Critical (sting), Power Attack

Skills Balance +5, Climb +33, Diplomacy +2, Hide +17, Intimidate +18, Jump +31, Listen +20, Move Silently +21, Sense Motive +20, Spot +20, Tumble +23

True Seeing (Su) An aspect of Obox-ob is under a constant *true seeing* effect (CL 12th) that cannot be dispelled.

Aligned Strike A aspect of Obox-ob's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Demonwasp Swarms (Su) Each aspect of Obox-ob hosts three demonwasp swarms. As it takes damage, its chitinous skin cracks and disgorges a swarm. A swarm emerges from its body on its turn when it is reduced below 94 hit points, 46 hit points, and 0 hit points. Each swarm emerges with full hit points. Demonwasp swarms are the Abyssal variety of hellwasp swarms.

Obyrith Politics

Obox-ob, Pale Night, and the oculus demon are all creatures that remember a time before the tanar'ri rise to power in the Abyss, and they aren't happy about it. If the party succeeds on the Diplomacy check (or accepted the *skin of Obox-ob*), the ancient demon lord treats the characters with some consideration. It's not kindness, exactly: The demon lord is merely making sure that his chattel and servants are not mistreated. Anyone who threatens someone who is wearing a *skin of Obox-ob* might find the demon lord taking an interest as well. The PCs could use this to their advantage in fomenting a diplomatic incident between the various demon lords.

Party members who agree immediately each receive (and wear) a *skin of Obox-ob*, as outlined below. If the party declines and makes a successful Diplomacy check opposed by Obox-ob's Sense Motive check (+20 modifier), Obox-ob tells the characters what they want to know about the other demon lords. It knows nothing about the ambassadors, other than whom they serve. "Newcomers," it spits.

If the check fails, Obox-ob prepares to attack. Roll initiative and proceed with combat.

Obox-ob carries with him a number of remarkable treasures, including a *ring of major spell storing* (currently containing *dispel good* and *true seeing*), a scroll of *heal*, and an enormous soul gem, which magically holds 111 larvae

DEMONWASP SWARM **CR 8**

hp 99 (12 HD)

CE Diminutive magical beast (extraplanar, evil, swarm)
Init +10; **Senses** darkvision 60 ft., low-light vision; Listen +10, Spot +10
Languages None

AC 20, touch 20, flat-footed 14
Immune critical hits, flanking, weapon damage
Resist fire 10
Fort +10, **Ref** +14, **Will** +7
Weakness hive mind, +50% damage from area spells or effects

Speed 5 ft. (1 square); fly 40 ft. (good)
Melee swarm (3d6 plus poison)
Space 10 ft.; **Reach** —
Base Atk +12; **Grp** —
Atk Options distraction, poison (Fort DC 18, 1d6 Dex/1d6 Dex)
Special Actions inhabit

Abilities Str 1, Dex 22, Con 14, Int 6, Wis 13, Cha 9
SQ swarm traits (*MM* 315)
Feats Ability Focus (poison), Alertness, Improved Initiative, Improved Toughness, Iron Will
Skills Hide +19, Listen +10, Spot +10

Hive Mind (Ex) Any demonwasp swarm with at least 12 hit points forms a hive mind, giving it an Intelligence of 6 and making it susceptible to mind-affecting spells and abilities. When a demonwasp swarm is reduced below this hit point threshold, it becomes mindless and loses its skills and feats. Losing the Improved Toughness feat causes it to disperse immediately.

Distraction (Ex) Any living creature that begins its turn with a demonwasp swarm in its space must succeed on a DC 18 Fortitude save or be nauseated for 1 round.

Inhabit (Ex) A demonwasp swarm can enter the body of a helpless or dead creature by crawling into its mouth and other orifices. Inhabiting requires 1 minute, and the victim must be Small, Medium, or Large (although four swarms working together can inhabit a Huge creature). These swarms make no attempt to inhabit creatures during the course of combat. After combat ends, if one of the party (character, animal companion, or other suitably sized creature) remains behind as a prisoner or a corpse, the swarm moves in to inhabit the body (*MM* 238).

of especially rich and corrupted evil souls (torturers, traitors, matricides, and so on). He also carries among his scorpion-like tails a weapon that not even the tanar'ri know about—an obyrith weapon from the time of the Demon Wars. This is *Norscio*, a *+4 tanar'ri bane keen returning javelin*. It is made of the pale yellow stinger of an extinct breed of obyrith, strengthened by the magical hate of the obyrith warcasters and the bile of a hundred generations of exile and topped by a black adamantine barbed point. When thrown at a demon lord who is also a tanar'ri, it is even more powerful, striking for 6d6+6 points of damage instead of the usual 3d6+6 of an evil outsider bane weapon.

Skin of Obox-ob

A *skin of Obox-ob* is a psychoactive skin that grants the wearer certain fiendish qualities, as well as the ability to expel a swarm of demonic vermin.

Description: A *skin of Obox-ob* appears as a shiny, chitinous red-brown blob. When activated, the skin flows over the user, subtly changing and shaping his or her appearance and attributes.

Activation: As a standard action (mental only, no physical movement required), you focus on the skin, willing it to thin and spread as it creeps along your own body, giving your skin a shiny, buglike appearance. Small antennae sprout from your head, and your eyes assume an insect look. The skin works once a day for 7 rounds.

Effect: You gain the following abilities (if you already have similar abilities, use your own values if higher):

- Darkvision out to 60 feet.
- Immunity to disease and poison.
- Resistance to acid 10, cold 10, electricity 10, and fire 10.
- Once during the skin's duration, you can choose as a free action to willingly take 10 hit points of damage to transform the skin into a demonwasp swarm (see below), which is completely under your control. Your flesh tears and cracks as the swarm manifests inside you and bites its way out. The swarm lasts for the remaining duration of the skin.

Aura/Caster Level: Moderate transmutation; CL 10th.

Construction: Craft Wondrous Item, *lesser infernal transformation* (*SC* 122) or *planar apotheosis* (CP 93), 2,000 gp, 160 XP, 4 days.

Weight: —

Price: 4,000 gp.

TACTICS

This aspect of Obox-ob is a mid-level manifestation of the demon lord of the same name. Obox-ob is fully detailed in *Fiendish Codex I: Hordes of the Abyss*. The aspect of Obox-ob is a straightforward combatant. It enjoys using Flyby Attack and maximizing its damage with Cleave. It prefers to pick on unarmored or lightly armored creatures on the outside edge of a group. Its high speed and skill at tumbling mean that it can maneuver well on the battlefield.

CONCLUSION

If the aspect of Obox-ob is killed or disabled, other demons fear the party from this point forward; Intimidate attempts gain a +3 circumstance bonus against any creature that saw Obox-ob killed, +5 if the character making the Intimidate check struck the killing blow.

In addition, the oculus demon (if it's still alive) attempts to claim Obox-ob's treasures. If it is interfered with, it immediately attacks the party.

Go to encounter F13: Keen-Eyed Oculus on page 152.

Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

Ambassador of Kostchtchie

Encounter Level 11

Use this encounter with the area description on page 124.

SETUP

The ambassador of Kostchtchie truly wants to avoid a fight. He's the ambassador of a lesser demon lord among those more powerful, and he's a giant among masses of tanar'ri. But if he sees the *Demon-Quelling Sword*, so recently stolen from his master's tower in the Iron Wastes, he can't stop himself from calling out the thief.

If the PCs openly display or use the *Demon-Quelling Sword*, **read:**

The frost giant throws one rock and reaches for another.

TACTICS

Kulli does not charge the party immediately; he throws his rocks until he is wounded, and only then does he charge, while raging.

CONCLUSION

If the ambassador of Kostchtchie is killed or disabled with the *Demon-Quelling* Sword, the party gains a +2 bonus on Bluff or Intimidate checks against the demons in the room. Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.



Kulli, Frost Giant Mauler — CR 11

MM 122
hp 225 (16 HD)

Male frost giant barbarian 2
CE Large giant (cold)
Init +5; **Senses** low-light vision; Listen +3, Spot + 13
Languages Common, Giant

AC 21, touch 8, flat-footed 20; uncanny dodge
Immune cold
Fort +21, **Ref** +5, **Will** +9
Weakness vulnerability to fire

Speed 50 ft. (10 squares)
Melee 2 slams +24 each (1d4+13)
Ranged rock +12 (2d6+13)
Space 10 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +33
Atk Options Awesome Blow, Improved Bull Rush, Improved Grapple, Power Attack
Special Actions rage 1/day, rock throwing
Combat Gear 3 *potions of cure serious wounds*

Abilities Str 36, Dex 12, Con 28, Int 10, Wis 16, Cha 8
SQ rock catching
Feats Awesome Blow, Improved Bull Rush, Improved Grapple, Improved Initiative, Improved Unarmed Strike, Power Attack
Skills Climb +17, Intimidate +13, Jump +21, Listen +3, Spot +13
Possessions combat gear plus chain shirt, bag with 20 rocks

Rock Throwing (Ex) The range increment is 120 feet for a frost giant's thrown rocks.

When not raging, Kulli has the following changed statistics:
hp decrease by 32
AC 23, touch 10, flat-footed 22
Fort +19, **Will** +7
Melee 2 slams +22 each (1d4+11)
Ranged rock +12 (2d6+11)
Grp +31
Abilities Str 32, Con 24
Skills Climb +15, Craft (armorsmithing) +6, Jump +19

Tactical Map Details

Creatures: Kostchtchie's ambassador Kulli (K) keeps his distance from the demon lords, knowing how outclassed he is in this gathering. Pazuzu's ambassador Lummegier (L) and his two vrock companions (V) are uninterested in any altercation between the PCs and the frost giant unless they are hit by stray thrown rocks. The spider golem (SG) blocks the chamber entrance on this side, though it readily moves aside to let creatures out.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars.

Throwing Rocks in a Crowd: The rocks that hit are simple enough to account for; those that miss might hit a demon or ambassador, drawing additional combatants into the fight.

The Word of Demogorgon

Encounter Level 12

Use this encounter with the area description on page 125 and the map on page 159.

SETUP

Use this encounter when the PCs speak up or question anything that either head of Demogorgon is saying. The aspect immediately denounces them as mortals unworthy of disturbing the Council. It surreptitiously drinks two potions, then attacks the supposed ambassadors of the reviled Orcus.

If the PCs challenge Demogorgon's rant, read:

The two-headed creature's fire halo stops flickering for a moment when you address it. Both heads turn and stare at you, and it hisses at you in Abyssal. "You dare disturb Demogorgon? You are nothing. Leave this council before I destroy you all." One head looks away, ignoring you to pick up the thread of its preaching harangue. The other head keeps watching you, and drinks a potion of some kind from a small vial.

TACTICS

The aspect of Demogorgon drinks potions of *fly* and *shield of faith +4* before engaging the party. It attacks invisible foes by preference, using its see invisibility ability. If reduced to fewer than 30 hit points or if forced off the speaker's platform, it calls on Lolth to defend her guests. Lolth, of course, ignores his plea.

CONCLUSION

If the aspect of Demogorgon is killed or disabled, the PCs can step up to the speaker's platform and address the entire group of demon lords, if they choose. Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

Tactical Map Details

Creatures: The aspect of Demogorgon (D) rants from the platform while the aspect of Obox-ob glares (O) at him. The aspect of Baphomet (BA) and his three minotaurs (M) listen politely; the aspect of Yeenoghu (Y) and his consort Rekla (R) are paying more attention to their dire hyenas (H), while the gnoll warlock Kheldiri (W) watches everything with wide eyes.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars.

Aspect of Demogorgon CR 9

hp 104 (11 HD); **DR** 10/cold iron and good

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +7; **Senses** darkvision 60 ft., see invisibility; Listen +21, Spot +21
Languages Abyssal, Common; telepathy 100 ft.

AC 23, touch 12, flat-footed 20; Dodge
Immune electricity, poison
Resist acid 10, cold 10, fire 10
Fort +12, **Ref** +10, **Will** +12

Speed 35 ft. (7 squares)
Melee 2 tentacles +15 each (1d6+5)
Space 10 ft.; **Reach** 10 ft.
Base Atk +11; **Grp** +19
Atk Options Combat Reflexes; aligned strike (chaotic, evil)
Special Actions dual actions, gaze
Combat Gear 2 *potions of fly*, 2 *potions of cure serious wounds*, 2 *potions of shield of faith +4*

Abilities Str 19, Dex 16, Con 21, Int 20, Wis 21, Cha 20
Feats Alertness, Combat Reflexes, Dodge, Improved Initiative
Skills Concentration +19, Craft (alchemy) +19, Diplomacy +21, Jump +18, Knowledge (arcana) +19, Knowledge (history) +19, Knowledge (nature) +21, Knowledge (the planes) +19, Listen +21, Search +19, Sense Motive +19, Spot +21, Survival +5 (+7 following tracks), Swim +18
Possessions combat gear plus a matched pair of necklaces each worth 200 gp

See Invisibility (Su) This aspect of Demogorgon has a continuous see invisibility ability, as the spell (caster level 11th).
Aligned Strike An aspect of Demogorgon's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Dual Actions (Ex) This aspect of Demogorgon, just like Demogorgon itself, takes 2 rounds' worth of actions in any given round. Thus, it can make a full attack and take a double move; make two full attacks, and two 5-foot steps; a full attack, a move action, and another attack, and so on.
Gaze (Su) Any creature within 30 feet of this aspect of Demogorgon must make two successful DC 20 Will saving throws each round at the beginning of his turn, the first save against the aspect of Demogorgon's beguiling gaze and the second against his confusing gaze. Creatures can avoid the need to make saving throws by averting their eyes or wearing a blindfold (MM 309). Thanks to his dual actions ability, Demogorgon can use both gazes in the same round.

Beguiling Gaze: The gaze attack of the aspect of Demogorgon's left head is the equivalent of a *charm monster* spell (DC 20; CL 9th) with a range of 30 feet.

Confusing Gaze: The gaze attack of the aspect of Demogorgon's right head is the equivalent of a *confusion* spell (DC 20; CL 9th) with a range of 30 feet.

Aspect of Yeenoghu

Encounter Level 12

Use this encounter with the area description on page 125.

SETUP

Use this encounter when the characters approach within 15 feet of the raging, yelping corrupt hyenas. A hyena bites anyone within 10 feet and the pack piles on, tugging on their leashes to get their mistress involved.

If the PCs provoke a bite by the corrupt hyenas, read:

"Scum!" shouts the female gnoll with horns and bat wings. "Apologize at once to the Lord of Gnolls!" The rest of the pack keeps snapping at you, and the male gnoll is fingering his triple flail. Another obviously half-fiend female gnoll against the wall watches you nervously.

Aspect of Yeenoghu — CR 10

See page 188
hp 147 (14 HD); fast healing 5; **DR** 10/good

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +7; **Senses** darkvision 60 ft., see invisibility; Listen +19, Spot +19
Languages Abyssal, Common, Gnoll

AC 24, touch 12, flat-footed 21
Immune electricity, poison
Resist acid 10, cold 10, fire 10
Fort +15, **Ref** +12, **Will** +11

Speed 40 ft. (8 squares)
Melee *+1 triple flail* +22/+17/+12 (3d6+13 plus stun)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +26
Atk Options Cleave, Great Cleave, Power Attack; aligned strike (ahcotic, evil), triple flail stun
Combat Gear 2 *potions of cure serious wounds*

Abilities Str 27, Dex 16, Con 22, Int 16, Wis 15, Cha 15
Feats Cleave, Great Cleave, Improved Initiative, Power Attack, Track
Skills Balance +20, Climb +25, Diplomacy +19, Handle Animal +19, Hide +16, Intimidate +19, Jump +29, Listen +19, Move Silently +20, Ride +5, Spot +19, Survival +19
Possessions combat gear plus *+1 triple flail*

Aligned Strike An aspect of Yeenoghu's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Triple Flail Stun (Ex) The aspect of Yeenoghu wields a unique triple-headed *+1 heavy flail,* a lesser version of the weapon Yeenoghu himself wields. Each time it hits the same creature more than once in a round with its triple flail, the target must make a DC 25 Fortitude save or be stunned for 1d4 rounds. This stunning attack is an attribute of the aspect, not the flail.

TACTICS

In combat, Yeenoghu simply chooses an opponent and strikes with his flail. Rekla's first priority is to protect the aspect of Yeenoghu. If foes are at range, she harasses them with arrows until they close. Once a few enemies close within 20 feet of her, she uses her *unholy blight* spell-like ability and then joins into melee with whoever is closest.

Kheldiri takes to the air when combat begins, hovering high above while using protective and bolstering scrolls on herself. When ready, she remains aloft to shoot foes with her *eldritch blast*, relying on her resistances, damage reduction, and *entropic warding* to protect her from enemy spells and ranged attacks. She uses *unholy blight* against a group of wounded foes. If the fight turns against the gnoll

Rekla, Yeenoghu's Consort — CR 8

hp 52 (5 HD); fast healing 2; **DR** 5/good and magic

Female corrupted by the Abyss* half-fiend gnoll ranger 3
* See page 190
CE Medium outsider (augmented humanoid, native)
Init +3; **Senses** darkvision 60 ft.; Listen +8, Spot +8
Languages Gnoll

AC 24, touch 13, flat-footed 21
Immune poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 15
Fort +11, **Ref** +6, **Will** +1

Speed 30 ft. (6 squares), fly 30 ft. (average)
Melee *+1 battleaxe* +12 (1d8+8/×3) and bite +6 (1d8+3) or
Melee 2 claws +11 each (1d6+3) and bite +6 (1d8+3)
Ranged mwk composite shortbow +8 (1d6+7×3) or
Ranged mwk composite shortbow +6/+6 (1d6+7/×3) with Rapid Shot
Base Atk +4; **Grp** +11
Atk Options Power Attack; Rapid Shot; magic strike
Special Actions smite good 1/day (+5 damage)
Combat Gear *potion of cure serious wounds*
Spell-Like Abilities (CL 5th):
3/day—*darkness*
1/day—*desecrate, unholy blight* (DC 14)

Abilities Str 25, Dex 16, Con 21, Int 10, Wis 10, Cha 8
Feats Improved Toughness, Power Attack, Rapid Shot, Track
Skills Handle Animal +4, Hide +7, Listen +8, Ride +5, Spot +8, Survival +8
Possessions combat gear plus *+1 leather armor,* masterwork heavy wooden shield, *+1 battleaxe,* masterwork composite shortbow (+7 Str bonus) with 20 arrows

Fast Healing (Ex) While in the Abyss, Rekla heals 2 points of damage per round.
Magic Strike Rekla's natural attacks are treated as magic weapons for the purpose of overcoming damage reduction.

KHELDIRI CR 6

MM 130, *MM* 147
hp 50 (6 HD); **DR** 5/magic, 1/cold iron

Female half-fiend gnoll warlock* 4
* *Complete Arcane* 5
CE Medium outsider (augmented humanoid, native)
Init +2; **Senses** darkvision 60 ft.; Listen +6, Spot +6
Languages Abyssal, Common, Gnoll

AC 20, touch 13, flat-footed 18
Miss Chance 20% ranged attacks only (*entropic warding*)
Immune poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 16
Fort +9, **Ref** +4, **Will** +6

Speed 30 ft. (6 squares), fly 30 ft. (average); Hover
Melee 2 claws +7 each (1d4+3) and bite +2 (1d6 +1)
Base Atk +4; **Grp** +8
Atk Options Point Blank Shot, Precise Shot, magic strike, smite good 1/day (+6 damage)
Special Actions *eldritch blast*
Combat Gear scroll of *blur,* scroll of *cat's grace,* 4 scrolls of *cure light wounds,* scroll of *glitterdust,* scroll of *greater invisibility*
Invocations Known (CL 4th):
Least (at will)—*eldritch spear** (*eldritch blast* range 250 ft.), *entropic warding* (as *entropic shield* plus *pass without trace;* cannot be tracked by scent but can be detected), *frightful blast*** (creatures struck by *eldritch blast* must succeed on a DC 15 Will save or be frightened for 1 minute)
*Blast shape invocation
**Eldritch essence invocation
Spell-Like Abilities (CL 4th):
At will—*detect magic*
3/day—*darkness*
1/day—*desecrate, unholy blight* (DC 17)

Abilities Str 16, Dex 14, Con 18, Int 14, Wis 13, Cha 16
Feats Hover, Point Blank Shot, Precise Shot
Skills Bluff +8, Diplomacy +7, Disguise +3 (+5 acting), Hide +4, Intimidate +7, Knowledge (arcana) +4, Knowledge (religion) +4, Knowledge (the planes) +4, Listen +6, Move Silently +4, Sense Motive +6, Spellcraft +7 (+9 deciphering scrolls), Spot +6, Survival +3, Use Magic Device +10 (+12 scrolls)
Possessions combat gear plus *+1 chain shirt, cloak of resistance +1, ring of protection +1*

Magic Strike Rekla's natural weapons are treated as magic for the purpose of overcoming damage reduction.
Eldritch Blast (Sp) Standard action; range 60 feet; +7 ranged touch; 2d6 damage. *Complete Arcane* 7.

4 CORRUPTED ADVANCED HYENAS CR 4

MM 274
hp 52 each (5 HD); fast healing 2; **DR** 5/good

CE Large corrupted by the Abyss aberration (augmented animal)
Init +0; **Senses** darkvision 60 ft., low-light vision, scent; Listen +7, Spot +7
Languages —

AC 17, touch 9, flat-footed 17
Resist electricity 10
Fort +10 (+14 against poison), **Ref** +4, **Will** +1

Speed 55 ft. (11 squares) with Dash (*Complete Warrior* 97)
Melee bite +10 (1d8+12)
Space 10 ft.; **Reach** 5 ft.
Base Atk +3; **Grp** +15
Special Actions trip

Abilities Str 26, Dex 11, Con 23, Int 2, Wis 12, Cha 4
Feats Alertness, Dash
Skills Hide –4, Listen +7, Spot +7

Fast Healing (Ex) While in the Abyss, a corrupted hyena heals 2 points of damage per round.
Trip (Ex) A hyena that hits with its bite attack can attempt to trip the opponent (+8 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the hyena.

group, her nerve breaks and she attempts to flee out the Council Chamber door.

The corrupted hyenas are maddened by the presence of the aspect of Yeenoghu and seek to strike the same foe that their master engages.

CONCLUSION

If the aspect of Yeenoghu is killed or knocked out, the remaining gnoll group retreats while fighting with full defense. The aspect of Baphomet comes to the PCs to offer his congratulations (see page 124). Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

TACTICAL MAP DETAILS

Creatures: The aspect of Yeenoghu (Y), his consort Rekla (R), and the dire hyenas (H) are eager to fight. The gnoll warlock Kheldiri (W) appears less eager, but supports her companions. The aspect of Demogorgon (D) rants from the platform, ignoring any combat. The aspect of Baphomet (BA) and his three minotaurs (M) quietly cheer on the party but do not offer any aid.

Spider Silk Pillars: These sticky white pillars provide a +2 circumstance bonus on Climb checks made to climb them.



Aspect of Graz'zt

Encounter Level 12

Use this encounter with the area description on page 125.

SETUP

This encounter occurs when Graz'zt is ready to betray the PCs for his own ends.

After the demon lord's response to Graz'zt, read:

The challenge has been given, and after a moment's pause Graz'zt looks perfectly ready and willing to destroy you all with his own two six-fingered hands.

TACTICS

The aspect of Graz'zt is difficult for anyone to harm because of his *sanctuary* ability. He uses his *swift seduction* to sow distrust and unease among a party of adventurers. While using these abilities, Graz'zt is a keen combatant and enjoys closing into melee wielding his greatsword, and fighting toe to toe. He relies heavily on his *sanctuary* aura and attacks those who overcome it or whom he has seduced to attack allies.

He also has a potent *eldritch blast*, but he prefers melee combat to ranged attacks.



Illus. by H. Lyon



If the fight is going poorly for the aspect of Graz'zt and his minions, he does not hesitate to drink a *potion of invisibility* and flee, leaving his followers behind as a distraction. He does feel passion for finishing what he started, though, and after resting and recovering, he seeks to rejoin the fray or reengage the opponents on a future occasion.

Tactical Map Details

Creatures: The aspect of Graz'zt (G) and his succubi attendants (S) are intent on destroying the PCs to save face. Pale Night (P) moves out of melee range and does not involve herself in physical combat. The aspect of Baphomet (BA) and his minotaurs (M)—and all the other attendees—watch the fight avidly from below but do not interfere.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars.

The succubi here are all Graz'zt's followers, and they stand between Graz'zt and anyone attempting to engage him in melee. They grapple and interfere with anyone engaging Graz'zt in melee, making sure to grant their lord's aspect flanking attacks.

CONCLUSION

If the characters defeat the aspect of Graz'zt, you have a choice to call it a PC victory (see page 128) or to give them one more big fight. If the party is just about wiped out, tell the remaining PCs that the demon lords quickly descend into bickering and chaos as they argue. If the party is looking for one more big fight, the PCs are immediately told that the Envoy of Lolth commands their presence—and the porter Gethshuq lets them through into the Audience Chamber.

Go to encounter F21: The Audience Chamber on page 166.

JENMISSA, KATRIKSY, ULANDA — CR 9

MM 47
hp 33 each (6 HD); **DR** 10/cold iron or good

Succubus demons
CE Medium outsider (tanar'ri, extraplanar, chaotic, evil)
Init +1; **Senses** darkvision 60 ft; Listen +19, Spot +19
Languages Abyssal, Celestial, Draconic; tongues, telepathy 100 ft.

AC 20, touch 11, flat-footed 19
Immune electricity and poison
Resist acid 10, cold 10, fire 10; **SR** 18
Fort +6, **Ref** +6, **Will** +7

Speed 30 ft. (6 squares), fly 50 ft. (average)
Melee claw +7 (1d6+1) or
Melee 2 claws +15 each (1d6+1)
Base Atk +6; **Grp** +7
Atk Options Dodge, Mobility; aligned strike (chaotic, evil)
Special Actions change shape, energy drain, *summon tanar'ri*
Combat Gear *dagger of poison* (3 charges)
Spell-Like Abilities (CL 12th):
At will—*charm monster* (DC 22), *detect good, detect thoughts* (DC 20), *ethereal jaunt* (self plus 50 pounds of objects only), *suggestion* (DC 21)

Abilities Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 26
Feats Dodge, Mobility, Persuasive
Skills Bluff +19, Concentration +10, Diplomacy +12, Disguise +17* (+19 acting), Escape Artist +10, Hide +10, Intimidate +19, Knowledge (any one) +12, Listen +19, Move Silently +10, Search +12, Spot +19, Survival +2 (+4 following tracks), Use Rope +1 (+3 with bindings)
Possessions combat gear plus 4 platinum nipple rings (Search DC 19) worth 300 gp each

Aligned Strike A succubus's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Change Shape (Su) A succubus can assume the form of any Small or Medium humanoid.
Energy Drain (Su) A succubus drains energy from a mortal it lures into an act of passion, or simply by planting a kiss on the victim. If the target is not willing to be kissed, the succubus must start a grapple, which provokes an attack of opportunity. A succubus's kiss or embrace bestows one negative level. The kiss also has the effect of a *suggestion* spell, asking the victim to accept another kiss from the succubus. The victim must succeed on a DC 21 Will save to negate the effect of the *suggestion*. The DC is 21 for the Fortitude save to remove a negative level.
Summon Tanar'ri (Sp) Once per day, a succubus can attempt to summon 1 vrock with a 30% chance of success. This ability is the equivalent of a 3rd-level spell.
Tongues (Su) A succubus has a permanent tongues ability (as the spell, caster level 12th). Succubi usually use verbal communication with mortals.
Skills * While using her change shape ability, a succubus gains a +10 circumstance bonus on Disguise checks.

ASPECT OF GRAZ'ZT — CR 11

See page 184
hp 168 (16 HD); **DR** 10/good

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +9; **Senses** darkvision 60 ft., see invisibility; Listen +20, Spot +20
Aura *sanctuary*
Languages Abyssal, Common; permanent *tongues*

AC 25, touch 14, flat-footed 20
Immune electricity, poison
Resist acid 10, cold 10, fire 10
Fort +16, **Ref** +15, **Will** +11

Speed 40 ft. (8 squares)
Melee *+2 greatsword* +21/+16/+11 (3d6+8/19–20)
Ranged *eldritch blast* +20 touch (6d6; 1d20+8 to overcome SR)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +26
Atk Options Cleave, Combat Reflexes, Great Cleave, Power Attack; aligned strike (chaotic, evil)
Special Actions *eldritch blast, swift seduction*
Combat Gear 2 *potions of cure serious wounds*, 2 *potions of invisibility*

Abilities Str 19, Dex 20, Con 22, Int 21, Wis 12, Cha 27
Feats Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Power Attack, Spell Penetration
Skills Balance +7, Bluff +27, Concentration +25, Diplomacy +31, Disguise +27 (+29 acting), Escape Artist +24, Gather Information +27, Intimidate +10, Jump +10, Knowledge (history) +24, Knowledge (religion) +24, Knowledge (the planes) +24, Listen +20, Sense Motive +20, Spot +20, Survival +1 (+3 on other planes), Tumble +24, Use Rope +5
Possessions combat gear plus *+2 greatsword,* various jewelry worth 1,000 gp

Sanctuary Aura (Sp) This aspect of Graz'zt is protected at all times as though by a *sanctuary* spell (Will DC 27 negates). Unlike the spell, this is a mind-affecting enchantment. A creature that saves cannot be affected again by the ability for 24 hours.
Aligned Strike An aspect of Graz'zt's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Eldritch Blast (Sp) Standard action; range 60 feet; +20 ranged touch; 6d6 damage. *Complete Arcane* 7.
Swift Seduction (Sp) As a swift action, Graz'zt can target any creature within 120 feet. The target must make a successful DC 29 Will save or immediately make one melee or range attack against one of his or her allies. Taking this action doesn't affect the subject's normal place in the initiative order. This is a single attack and follows the standard rules for attacking. This is a mind-affecting compulsion effect that is the equivalent of a 3rd-level spell.

The Throne of Lolth

Encounter Level 11

Use this encounter with the area description on page 126.

SETUP

The Throne of Lolth is a symbol of the goddess's power. Anyone approaching it might get close enough to see the secret door to the Celestial Cyst (Search DC 20), but also draws the wrath of its drow guardians: an elite assassin known as Lolth's Fury, and Treason, a whip priestess honored by being brought here from the Fane of Eclavdra.

If the PCs approach the Throne of Lolth, read:

The throne is not made for anything resembling human scale; the seat of the throne is 8 feet high, above your eye level, and the eight circular pads make it clear this is meant for a spider creature, or the Spider Queen herself. Two female drow stand in front of the black throne, one wearing chain and shield, the other obviously a priestess of Lolth. Both stare at you with hatred in their eyes. "No closer, worthless ones."

Lolth's Fury (Raging) CR 9

hp 80 (7 HD)

Female Lolth-touched* drow ninja** 4/barbarian 2/ghost-faced killer* 1
* *Monster Manual IV* 92
* *Complete Adventurer* 5
* *Complete Adventurer* 53
NE Medium humanoid (elf)
Init +7; **Senses** darkvision 120 ft.; Listen +11, Spot +11
Languages Common, Drow Sign Language, Elven, Undercommon

AC 19, touch 15, flat-footed 16
Immune fear, sleep
SR 18
Weakness light blindness
Fort +12, **Ref** +7, **Will** +7 (+9 with *ki* pool) (+9/+11 against spells and spell-like abilities); +2 against enchantments

Speed 45 ft. (9 squares) with Dash; great leap
Melee +1 *longsword* +13/+8 (1d8+7/18–20 plus poison)
Ranged dagger +12 (1d4+6/19–20 plus poison)
Base Atk +6; **Grp** +12
Atk Options *ki* power 4/day, poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours), sudden strike +2d6
Special Actions ghost step 2/day
Combat Gear drow poison, 2 bags of caltrops, 2 smokesticks, *elixir of hiding, elixir of sneaking, potion of cure moderate wounds*
Spell-Like Abilities (CL 7th):
1/day—*dancing lights, darkness, faerie fire*

Abilities Str 23, Dex 17, Con 22, Int 12, Wis 14, Cha 10
SQ fearless, *ki* power 4/day, trapfinding
Feats Dash*, Improved Initiative, Improved Toughness
* +5 feet to speed if wearing light or no armor and carrying light load (*Complete Warrior* 97)
Skills Balance +5, Bluff +7, Diplomacy +4, Disguise +0 (+2 acting), Hide +14, Intimidate +10, Jump +12, Listen +11, Move Silently +14, Search +3, Sense Motive +9, Spot +11, Tumble +11
Possessions combat gear plus +2 *leather*, +1 *buckler*, +1 *longsword*, dagger, *amulet of health* +2

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.
Great Leap (Su) Always makes Jump checks as if running with the Run feat (*Complete Adventurer* 8).
Ki Power (Su) Expend one daily use to activate *ki*-based abilities (ghost step or *ki* dodge); +2 bonus on Will saves as long as at least one daily use remains (*Complete Adventurer* 8).
Sudden Strike (Ex) As sneak attack (*PH* 50), but no extra damage when flanking (*Complete Adventurer* 8).
Ghost Step (Su) Swift action, one daily *ki* power use, invisibility for 1 round (*Complete Adventurer* 8). One additional ghost step per day from ghost-faced killer.
Fearless (Ex) Lolth-touched creatures are immune to fear effects.

When not raging, Lolth's Fury has the following changed statistics:
hp decrease by 20
AC 21, touch 17, flat-footed 19
Fort +10, **Will** +5 (+7 with *ki* pool) (+7/+9 against spells and spell-like abilities)
Melee +1 *longsword* +11/+6 (1d8+5/18–20 plus poison)
Ranged dagger +10 (1d4+4/19–20 plus poison)
Grp +10
Abilities Str 21, Con 18
Skills Climb +5, Jump +10

You blink, and now only the priestess stands before the throne. Under her breath, she mutters twisted divine syllables.

TACTICS

Stealth and surprise are the cornerstones of a Fury's tactics before starting combat. When stalking her target, she prepares by consuming her *elixir of hiding* and *elixir of sneaking*, increasing her Hide and Move Silently bonuses to +20. She then disappears from sight.

A Lolth's Fury tries to make her first attack from hiding, gaining her sudden strike bonus without requiring a use of *ghost step*. Once combat begins, she rages and then uses her *ghost step* to remain invisible, attacking with her sudden strike from a different direction each round. A Lolth's Fury is vicious, almost suicidal, once she joins combat.

Treason uses her spells with abandon and then closes to melee range.

CONCLUSION

If the Fury and Treason are killed or disabled, the party can pass behind the Throne of Lolth to the secret passage leading to the Celestial Cyst. No demons follow far (drow, giants, and others might pursue), but the PCs will find all the aspects awaiting their return. Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

TREASON, WHIP PRIESTESS **CR 10**

hp 36 (9 HD)

Female drow cleric 9
CE Medium humanoid
Init 1; **Senses** darkvision 120 ft.; Listen +8, Spot +9
Languages Common, Abyssal, Elven, Goblin, Undercommon

AC 20, touch 11, flat-footed 19
Immune sleep
SR 20
Weakness light blindness
Fort +6, **Ref** +4, **Will** +9 (+11 against spells and spell-like abilities); +2 against enchantments

Speed 30 ft. (6 squares)
Melee *+1 morningstar* +9/+4 (1d8+3 plus poison)
Base Atk +6; **Grp** +8
Atk Options Combat Reflexes; poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Spell-Like Abilities (CL 9th):
1/day—*dancing lights, darkness, faerie fire*
Atk Options Combat Reflexes, Power Attack,Quick Draw
Special Actions rebuke undead 5/day (+3, 2d6+12, 9th)
Combat Gear drow poison, *potion of barkskin +5*, *potion of cure serious wounds*
Cleric Spells Prepared (CL 9th):
5th—*dispel good*[D], *slay living* (+8 melee touch, DC 18)
4th—*confusion*[D] (DC 17), *freedom of movement, spell immunity*
3rd—*deeper darkness, inflict serious wounds* (+8 melee touch, DC 16), *magic circle against good*[D], *meld into stone, nondetection*
2nd—*bear's endurance, bull's strength, death knell, hold person* (DC 15), *invisibility*[D], *zone of truth*
1st—*command, disguise self*[D], *inflict light wounds* (+8 melee touch, DC 14), *obscuring mist, sanctuary, shield of faith*
0—*cure minor wounds, detect magic, detect poison, purify food and drink, read magic, resistance*
D: Domain spell. Deity: Lolth. *Domains:* Evil, Trickery.

Abilities Str 14, Dex 13, Con 11, Int 14, Wis 16, Cha 17
Feats Combat Reflexes, Improved Turning, Power Attack, Quick Draw, Scribe Scroll
Skills Bluff +6, Concentration +9, Heal +10, Listen +8, Move Silently +3, Ride +4, Search +5, Spot +9, Use Rope +2
Possessions combat gear plus *+3 chain shirt*, *+1 buckler*, *+1 morningstar*, ornate hand mirror,13 pp, 11 gp, 50 gp agate.

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds drow for 1 round. In addition, they take a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.

TACTICAL MAP DETAILS

Creatures: Treason (T) and the Fury (F) have had enough of mortals invading the heart of their goddess's home. Pale Night (P) and any remaining succubi (S) move out of melee range and do not involve themselves with physical combat.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars.

Throne: A 20th-level *unhallow* effect emanates in a 40-foot radius from the throne. In addition to the usual *magic circle against good* and turning check effects, anyone in the area who does not worship Lolth is subject to a *bane* spell (Will DC 19).

Secret Door: A DC 25 Search check reveals that one of the drow faces on the Throne of Lolth has open eyes (the rest all have closed eyes). PCs who press on this face open the secret passage to the Celestial Cyst hidden behind the throne (encounter F5).



Bebilith Porter

Encounter Level 12

Use this encounter with the area description on page 126.

SETUP

Use this encounter when the characters approach the Audience Chamber on the mezzanine level of the Grand Council room. Gethshuq is Lolth's herald, sent to announce her arrival on planes she intends to conquer. Because bebiliths typically kill other demons for sport, Gethshuq also makes an excellent porter at the entrance to Lolth's Audience Chamber, because its presence unsettles most demons and gives her the upper hand. The many-legged herald of Lolth relishes the opportunity to defer to the demons' status while also reminding them of Lolth's divinity and power on the Material Plane.

Bebiliths understand but do not speak Abyssal. Their telepathy allows them to communicate silently with one another.

Perhaps as a sign of Lolth's doubts about this Council, this bebilith is a Lolth-created pale version of the true Gethshuq, an 18 HD monster feared throughout the planes. For all intents and purposes, it acts like the real thing—and the demon lords all fear it the same.

If the PCs approach the entrance to the Audience Chamber, read:

The spider-demon seems to be gnashing its enormous mandibles in rage—or maybe that's just its normal look. You hear its voice echo in your head. "I am Gethshuq the porter. Show me your invitation to an audience with the divine aspect of the Spider Queen. Or I will eat your head." Its legs twitch and skitter on the marble floor, gouging small chunks of stone from the paving.

If they have a legitimate pass, he chuckles and says:

"Come in, step forward. Lolth is delighted to see mortals of the Material Plane come to pay their respects and give their fealty to her."

Playing Dice with Gethshuq

Attempts to communicate with Gethshuq start out more or less cordial (his initial attitude, despite his blustering, is indifferent). If the characters are not under time pressure when they encounter Gethshuq and you'd like to inject a diversion into the adventure, you can have the bebilith hint that he might enjoy a friendly game of chance.

In fact, Gethshuq is a fanatic for gambling games, especially dice games. If at least one of the PCs is interested in gambling with him, Gethshuq pulls out his dice and stakes. While the gambling is going on, a *detect magic* spell reveals that Gethshuq's dice radiate faint transmutation magic. Spot checks reveal nothing amiss with his technique or his dice, although Gethshuq does not let anyone else touch his "favorite" dice. (In truth, this pair of ordinary-looking but magic dice obeys Gethshuq's will three times per day, producing exactly the result the bebilith wishes.)

You can make the game as simple (high roll wins) or as complicated (craps) as you and the players want it to be. In the opening few rounds, the stakes are low (500 to 1,000 gp per roll) and the PCs get off to a good start.

Gethshuq knows enough about hustling marks to let the PCs win a few items of no real consequence: a few gemstones or even his blue cube Demonweb key. But eventually he demands that they put up at least one magic item of 15,000 gp value or more. And when the stakes are that high, he always cheats and wins.

Of course, the players of the competing characters must roll their own dice. The bebilith, however, is not bound by such strictures. To simulate the way Gethshuq plays, you can simply announce the results of his rolls rather than actually rolling dice for him (so you can guarantee that he will lose early and win late).

If the characters lose something of value to Gethshuq during the game, they can attempt Diplomacy checks to regain the lost items. No matter how well they do at getting on his good side, however, Gethshuq does not allow any creature into the Audience Chamber without a golden pass.

TACTICS

Gethshuq picks one target and concentrates its attacks on that opponent, using its webs to isolate the target from its comrades. If the bebilith is overwhelmed by tougher opponents, it attempts to bite one or more of its victims and retreat, allowing its poison to do its work.

CONCLUSION

If Gethshuq is killed or bypassed, the PCs can enter the Audience Chamber unopposed, though the Envoy of Lolth immediately knows that they are enemies.

The demon lords find the death of a bebilith extremely satisfying and do not attempt any revenge against those who kill Gethshuq—quite the contrary, they congratulate the PCs.

Refer to the Grand Council Chamber map on page 121 for additional encounters in this room.

TREASURE

Gethshuq enjoys taking bribes, or donations, or whatever it is people think they are offering when they hand the bebilith valuables. It currently keeps a small packet of spider silk in the corner of the hall between the Audience Chamber and the wall of the web tapestry trap. Noticing the packet requires a DC 27 Spot check. Within it are four diamonds (2,000 gp each), an ebony statuette of Lolth in her drow form set with various inlays (5,000 gp to drow, 500 gp elsewhere for materials), torn scraps of armor including bits of full plate and shreds of mithral chain

GETHSHUQ CR 10

MM 42
hp 150 (12 HD); **DR** 10/good

Bebilith demon
CE Huge outsider (chaotic, extraplanar, evil)
Init +5; **Senses** darkvision 60 ft., scent; Listen +16, Spot +16
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 22, touch 9, flat-footed 21
Fort +16, **Ref** +9, **Will** +9

Speed 40 ft. (8 squares), climb 20 ft.
Melee bite +19 (2d6+9 plus poison) and 2 claws +14 each (2d4+4)
Ranged web +11 touch (entangle)
Space 15 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +29
Atk Options Cleave, Power Attack; aligned strike (chaotic, evil), poison (Fort DC 24, 1d6 Con/2d6 Con), rend armor
Special Actions web
Combat Gear net of *mass hold person* (12 charges)

Abilities Str 28, Dex 12, Con 26, Int 11, Wis 13, Cha 13
Feats Cleave, Improved Grapple, Improved Initiative, Power Attack, Track
Skills Climb +24, Diplomacy +3, Hide +16, Jump +28, Listen +16, Move Silently +16, Search +15, Sense Motive +16, Spot +16, Survival +1 (+3 following tracks)
Possessions combat gear plus *Type I bag of holding* containing demon ears, eyes, and horns plus his gambling stakes (20,000 gp in gems) and dice, and a blue cube Demonweb key (see page 54 for details)

Aligned Strike A bebilith's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Rend Armor (Ex) If a bebilith hits with both claw attacks, it pulls apart any armor worn by its foe. This attack deals 4d6+18 points of damage to the opponent's armor. Creatures not wearing armor are unaffected by this attack. Armor reduced to 0 hit points is destroyed. Damaged armor can be repaired with a Craft (armorsmithing) check.
Web (Ex) A bebilith can throw a web up to four times per day. This is similar to an attack with a net but has a maximum range of 30 feet, with a range increment of 10 feet. This attack is effective against targets of up to Gargantuan size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with a DC 24 Escape Artist check or burst the web with a DC 24 Strength check. The web has 14 hit points and hardness 0. There is a 75% chance that the webbing will not burn if any sort of fire is applied to it (check each round).

TACTICAL MAP DETAILS

Creatures: Gethshuq (B) is the only guardian Lolth needs at her Audience Chamber door.

Spider Silk Pillars: These white pillars are somewhat sticky to the touch and provide a +2 circumstance bonus on Climb checks involving the pillars.

Web Tapestry Trap (CR 10): The web tapestry behind Gethshuq is a well-disguised net. It is made of carefully woven harpoon spider silk, but is as strong as any magic net and can catch a number of intruders if flung correctly. Identifying the tapestry as a weapon requires a successful DC 27 Search check by a character with the trapfinding ability.

If the bebilith is attacked, it can pull this net off the wall and fling it as a full-round action, covering all creatures standing in an area 20 feet square anywhere on the tactical map. Avoiding the net requires a DC 21 Reflex save. Creatures captured in the net must make a DC 19 Will save to negate a *mass hold person* effect. Those who fail the save are held for 10 rounds—long enough to be captured by the drow or spitted by the bebilith's coup de grace.

Even if a character succeeds in avoiding the net's magic, physically getting out once caught requires a DC 20 Escape Artist check or the use of a Small weapon to cut or saw the net. Each 5-foot-square section of the net has hardness 3 and 10 hit points.

Audience Chamber Door: The chamber door is made of adamantine. It has hardness 15 and 200 hit points, and is enspelled to resist magical effects with a spell resistance of 19. It locks and unlocks by Lolth's will alone.



The Audience Chamber

Encounter Level 14

Use this encounter with the area description on page 127.

SETUP

Use this encounter when the characters bypass or kill the porter Gethshuq and enter the Audience Chamber to meet two aspects of Lolth, her Envoy and her Hammer.

Only the Envoy is immediately visible. The Hammer is hidden 60 feet up in the darkness of the Audience Chamber, attached to the wall, its black carapace the perfect camouflage. It gains a +4 circumstance bonus on its Hide check on top of its +17 skill modifier.

If PCs deny their loyalty to Lolth and the Pact, read:

"Traitors! Who sent you?" screams the Envoy. "Your deaths will be slow, and your blood will feed my ten thousand swarms!"

TACTICS

The Envoy of Lolth epitomizes the goddess's trickery aspect. Smaller, humanoid, and more delicate-looking than the Hammer aspect of Lolth, the Envoy is much more powerful. She's an enchantment-focused spellcaster.

In noncombat situations, she uses persuasive techniques, including Bluff and Diplomacy. She is not above using a *suggestion* spell to turn others to her way of thinking.

If given time to prepare for combat, she protects herself with *blur*, *fly*, and *shield*.

In combat, she relies heavily on her enchantment spells. Her favorite tactic is to start with a *confusion* spell and let her enemies fight each other. She then devastates a spellcaster with *feeblemind* before laying down another *confusion* spell.

Finally, as soon as combat begins, she calls on her drow Fury and whip priestess (see page 162) to come and kill the PCs. If the door to the Audience Chamber has not been *arcane locked*, spiked, barred, or otherwise sealed, the whip priestess arrives at the start of round 3, the Fury in round 4, and Eccozt (see page 60) in round 7.

The Hammer of Lolth stays on the ceiling until combat begins. Then it jumps on the first character trying to reach the Envoy in her position at the center of the web. The Hammer aspect drops from the ceiling with a jump charge, seeking to pin and crush a character below it. Treat this drop as a charge (+2 on attack roll, –2 to Armor Class), but also add +2 to any of Lolth's damage rolls as she uses gravity to crush foes beneath her. The Hammer can jump with a +24 divine bonus in the Audience Chamber.

Envoy of Lolth — CR 12

See page 202
hp 95 (10 HD); **DR** 10/good

CE outsider (chaotic, evil, extraplanar)
Init +8; **Senses** darkvision 60 ft.; Listen +16, Spot + 16
Aura concord (30 ft.)
Languages Abyssal, Common, Drow Sign Language

AC 28, touch 13, flat-footed 24
Immune enchantments, poison
Resist fire 10, **SR** 22
Fort +12, **Ref** +11, **Will** +12

Speed 40 ft. (8 squares); spider climb
Melee *+1 longspear* +12/+7 (2d6+3/×3)
Space 10 ft.; **Reach** 10 ft. (20 ft. with longspear)
Base Atk +10; **Grp** +16
Atk Options aligned strike (chaotic, evil)
Sorcerer Spells Known (CL 10th):
5th (4/day)—*feeblemind* (DC 25)
4th (7/day)—*charm monster* (DC 24), *confusion* (DC 24)
3rd (8/day)—*fly, heroism, suggestion* (DC 23)
2nd (8/day)—*blur, daze monster* (DC 20), *Tasha's hideous laughter* (DC 22), *touch of idiocy* (+11 melee touch)
1st (8/day)—*alarm, cause fear* (DC 21), *charm person* (DC 21), *mage armor, shield*
0 (6/day)—*arcane mark, detect magic, light, message, prestidigitation, read magic*

Abilities Str 15, Dex 18, Con 20, Int 15, Wis 16, Cha 26
Feats Greater Spell Focus (enchantment), Improved Initiative, Iron Will, Spell Focus (enchantment)
Skills Appraise +15, Bluff +24, Concentration +18, Diplomacy +30, Disguise +11, Gather Information +24, Intimidate +26, Knowledge (nobility) +15, Listen +16, Sense Motive +16, Spot +16
Possessions *+1 longspear* shaped like a straight spider's leg, *circlet of persuasion, cloak of Charisma +2*

Aura of Concord (Su) The Envoy of Lolth radiates a persuasive aura that causes enemies within 30 feet of her to take a –2 penalty on Will saving throws and attempts to resist deceptions, such as a Sense Motive check to avoid being bluffed.
Spider Climb (Su) An Envoy of Lolth can walk on walls and ceilings, as if affected by the *spider climb* spell.
Aligned Strike An Envoy of Lolth's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

HAMMER OF LOLTH **CR 11**

hp 133 (14 HD); **DR** 5/epic

CE Large outsider (chaotic, evil, extraplanar)
Init +4; **Senses** darkvision 60 ft.; Listen +25, Spot +25
Languages Abyssal, Draconic, Common, Drow Sign Language, Elven, Undercommon

AC 21, touch 13, flat-footed 17
SR 25
Fort +12, **Ref** +13, **Will** +17

Speed 40 ft. (8 squares), climb 20 ft.
Melee bite +18 (1d8+6/19–20 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +21
Atk Options Blind-Fight, aligned strike (chaotic, evil), poison (Fort DC 22, 1d10 Str/1d10 Str)
Combat Gear 2 *potions of cure serious wounds*

Abilities Str 16, Dex 18, Con 21, Int 27, Wis 26, Cha 23
Feats Blind-Fight, Improved Critical (bite), Weapon Finesse, Weapon Focus (bite), Weapon Specialization (bite)
Skills Balance +21, Bluff +23, Climb +28, Craft (alchemy +25), Diplomacy +10, Disguise +23 (+25 acting), Escape Artist +21, Hide +17, Intimidate +25, Jump +24, Knowledge (history) +25, Knowledge (the planes) +25, Knowledge (religion) +25, Listen +25, Search +25, Sense Motive +25, Spot +25, Survival +8, Use Rope +4 (+6 bindings)
Possessions combat gear plus *amulet of health +4*

Aligned Strike A hammer of Lolth's attacks are treated as evil-aligned and chaotic-aligned for the purpose of overcoming damage reduction.

CONCLUSION

If the Envoy of Lolth is killed, the door of the Audience Chamber unlocks. However, the exit leads right back into the Council Chamber. If the bebilith porter Gethshuq is still alive, it immediately screams the news of the death of Lolth's aspect to all the drow, ambassadors, and aspects of the demon lords in the chamber. See Getting out Alive, page 128, for reactions.

If the Envoy is killed, the Pact cannot be read with a divine spark behind the Dark Speech (the Hammer is a brute aspect, not a diplomatic one), and the Demon Council is foiled.

TACTICAL MAP DETAILS

Creatures: The Envoy of Lolth (E) reclines regally in the center of the web, while Lolth's Hammer aspect (H) watches the audiences from its perch on the wall.

The Web and the Walls: Walking or moving on the horizontal web flooring is difficult; combat requires a DC 18 Balance check each round if the character is casting spells, is hit, or is engaged in attacks (ranged or melee). Failure means that the character must make a DC 17 Reflex save to grab the web; if successful, the character holds onto a strand and is effectively prone for the next round, and must take a move action to get back on the web. Failing the Reflex save means that the character falls through the web and down 50 feet, taking 5d6 points of falling damage and landing at the bottom of the slick globe.

The walls of this room are slippery and without handholds. Spiders and characters that have the *spider climb* ability can travel along the black walls without making Climb checks (but a double move requires a DC 15 Climb checks). Those without this ability must make DC 30 Climb checks to climb up the webs in the pit or the walls.

Audience Chamber Door: The chamber door is made of adamantine. It has hardness 15 and 200 hit points, and is enspelled to resist magical effects with a spell resistance of 19. It locks and unlocks by Lolth's will alone.





Illus. by D. Bircham

This appendix contains material including prestige classes, unique items, monster entries, and player handouts relevant to the adventure. As Dungeon Master, you are encouraged to make prestige classes available to your players when their characters meet the prerequisites.

Prestige Classes

The following two prestige classes are available to the PCs through their potential association with two NPCs in the adventure.

DEMONWRECKER

"Mercy? It's a waste of time. Demons don't understand the concept."

—LeShawn Sonj, a demonwrecker

Spellcasters specializing in demon eradication can gain great fame and prestige—if they survive long enough. Although demons are highly resistant to spells, a demonwrecker's magic is more effective at penetrating their defenses than magic from other sources. While the elite divine spellcasters known as demonwreckers specialize in fighting demonic opponents, they are almost as effective as their nonspecialized counterparts at combating foes of all types.

BECOMING A DEMONWRECKER

The demonwrecker prestige class appeals to experienced divine spellcasters of all sorts. A demonwrecker might be a cleric, a paladin, or even a favored soul. It's easy for most divine spellcasters to qualify for the prestige class, but its narrowly focused abilities hold the greatest appeal for planar travelers dedicated to fighting demons or other chaotic or evil outsiders.

CLASS FEATURES

You gain a suite of abilities that greatly enhances your ability to fight demons. The primary benefits of this prestige class are the ability to overcome spell resistance and the ability to bypass various kinds of damage reduction.

All the following are class features of the demonwrecker prestige class.

Spellcasting: At each level, you gain new spells per day and an increase in caster level (and spells known, if applicable) as if you had also gained a level in a divine spellcasting class to which you belonged before adding the prestige class level. You do not, however, gain any other benefit a character of that class would have gained. If you had more than one divine spellcasting class before becoming a demonwrecker, you must decide to which class to add each level for the purpose of determining spells per day, caster level, and spells known.

Entry Requirements

Skill: Knowledge (the planes) 5 ranks.
Feat: Spell Penetration.
Spellcasting: Able to cast 3rd-level divine spells.
Special: Candidate must have fought against a demon.

Table A–1: The Demonwrecker Hit Die: d8

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+0	+0	+2	Breach spell resistance, demonwreck weapon of good	+1 level of existing divine spellcasting class
2nd	+1	+0	+0	+3	Demonwreck weapon of cold iron	+1 level of existing divine spellcasting class
3rd	+2	+1	+1	+3	Demonwreck spell damage	+1 level of existing divine spellcasting class
4th	+3	+1	+1	+4	Demonwreck weapon aura	+1 level of existing divine spellcasting class
5th	+3	+1	+1	+4	Perfect breach	+1 level of existing divine spellcasting class

Class Skills (2 + Int modifier per level): Concentration, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Sense Motive, Spellcraft.

Breach Spell Resistance (Ex): You gain a bonus equal to your demonwrecker level on caster level checks made to overcome the spell resistance of either chaotic or evil outsiders. This benefit is in addition to the increased caster level you gain from the class. For example, the bonus on the check to overcome spell resistance for a 6th-level cleric /4th-level demonwrecker casting *searing light* at a balor would be +14 (+10 for caster level and +4 for demonwrecker levels).

Demonwreck Weapon of Good (Su): Any weapon you wield is treated as good-aligned for the purpose of overcoming the damage reduction of chaotic evil outsiders. This ability also applies to any natural attacks you have.

Demonwreck Weapon of Cold Iron (Su): Beginning at 2nd level, any weapon you wield is treated as a cold iron weapon for the purpose of overcoming the damage reduction of chaotic evil outsiders. This ability also applies to any natural attacks you have.

Demonwreck Spell Damage (Su): When you attain 3rd level, all your spells that deal damage of specific types are imbued with power against demons. Half the damage from such a spell is the type it would normally deal, but the other half is untyped and therefore not subject to reduction or negation by resistance or immunity to a given damage type. For example, a cleric 6/demonwrecker 4 with the fire domain who casts *burning hands* at a balor would deal 5d4 points of damage, half of which is fire and half of which is untyped. Alternatively, he could cast a *flame strike* that would normally deal 10d6 points of damage, half fire and half holy. With this ability, the spell would deal one-half untyped damage, one-quarter fire damage, and one-quarter holy damage.

Demonwreck Weapon Aura (Su): When you attain 4th level, all weapons wielded by allies within 30 feet of you are treated as good-aligned and cold iron for the purpose of overcoming the damage reduction of chaotic evil outsiders. This ability also applies to any natural attacks you have.

Perfect Breach (Ex): At 5th level, you automatically overcome a chaotic evil outsider's spell resistance.

Playing a Demonwrecker

Ever since you first became aware of the horrors that the denizens of the Abyss could inflict on good creatures, you dedicated yourself to fighting demonkind. Your heartfelt desire to protect innocent beings from the depredations of these vicious creatures led you to focus on finding ways to defeat them, and you have become amazingly proficient at doing so.

Though demonwreckers have no formal organization, you do feel a strong sense of kinship with anyone else who has heeded the same calling. Your motivations and philosophies might differ sharply from those of your fellow demonwreckers in other regards, but all of you are firmly linked by your hatred of demons. One of the strangest and most thrilling bardic tales known tells of three diverse demonwreckers—a cleric of Pelor, a devil, and an archon—who banded together temporarily for a foray into the Abyss.

Combat

In most battles, your tactics remain as they were before you took on the mantle of demonwrecker. When you encounter a demon or other chaotic evil outsider, however, you readily move to the forefront of the combat to cast your devastating spells and attack with your demonwreck weapon. If you have the demonwreck weapon aura, you try to stay close enough to the demon to give your allies the benefit of that ability.

Advancement

You chose to follow the path of the demonwrecker because you felt a strong calling to do so. Maybe a vivid event, such as a personal encounter with a spawn of the Abyss, sparked a desire in you to eradicate demonkind. Or perhaps you have witnessed the destructive power of demons firsthand in a climactic battle. Or maybe your membership in a militant church has convinced you that the hordes of the Abyss pose a significant threat to all that is good. Whatever the reasons for your calling, you eagerly take up arms against demons wherever you find them.

As you attain higher levels in this prestige class, you begin to specialize more and more in demon-killing. Though you are efficient at combating many types of evil and chaotic foes, you take particular delight in bringing your abilities to bear against demonkind.

Your demonwrecker training consists of a short, focused course of study. You might wish to take Spell Focus or any of the metamagic feats to optimize your spellcasting effectiveness, since magic is one of your best weapons against the Abyssal hordes. You should also begin planning which other prestige classes you might want to pursue after you complete this one and accumulating the prerequisites for those. Good options include the hierophant, the loremaster, the church inquisitor, and the sacred exorcist (*Complete Divine* 56).

Resources

You can count on assistance from any good-intentioned organization or good-aligned church if you request it. Assistance can also come from unexpected quarters on occasion. Because you focus so strongly on your chosen foe, you display an unusual degree of tolerance toward nondemons of all kinds—even evil beings. Thus, a wide variety of creatures might seek out your help in vanquishing demons. For example, members of a dwarf community might come to you for help upon discovering that one of their newly dug mine tunnels has breached a long-sealed cavern containing a connection to the Abyss. Alternatively, devils might seek you out in hopes of gaining an edge in the Blood War.

DEMONWRECKERS IN THE WORLD

"It was a horrible experience! As if being kidnapped weren't bad enough, I awoke to find myself chained up as a sacrifice to some demon lord! The smell of brimstone filled the air while the cultists chanted, and grotesque creature began to form inside their summoning circle. Then I saw LeShawn. After directing her allies to deal with the cultists, she strode into the room and, with a mighty shout, cast a spell at the demon. Even as scared as I was, the surprised look on the demon's face made me laugh."

—Lord Wooster, nobleman

The interference of demons in mortal affairs is a common element of many campaigns. Wherever demons wreak destruction, heroes arise to oppose them. Thus, if you use demons in your campaign, the presence of a prestige class dedicated to destroying them makes perfect sense.

Organization

Demonwreckers have no formal organization of their own. In general, they either act independently or belong to a broader organization that has discovered a need for a demon-destroying specialist.

NPC Reactions

The general populace knows at least enough about demons to fear them, and most civilized societies consider these creatures the epitome of evil and destruction. Thus, anyone who actively opposes demonkind is apt to be welcomed with open arms. In particular, demonwreckers are viewed as self-sacrificing heroes who stand up for those unable to defend themselves against the forces of the Abyss. Most non-evil NPCs therefore have a friendly or helpful attitude toward demonwreckers.

DEMONWRECKER LORE

Characters who have ranks in Knowledge (the planes) can research demonwreckers to learn more about them. When a character makes a skill check, the following lore is revealed, including the information from lower DCs.

DC 10: Some divine spellcasters who specialize in fighting demons call themselves demonwreckers.

DC 15: Demonwreckers lack an organization of their own, but they are welcomed by all organizations that support the idea of a demon hunter.

DC 20: The demonwrecker gains abilities that overcome demons' damage reduction and spell resistance.

Any characters who publicly mention planning a trip to the Abyss or make any inquiries about how best to fight demons draw the attention of any demonwrecker in the area, who loses no time in making contact with them.

DEMONWRECKERS IN THE GAME

The PCs might encounter a demonwrecker while traveling the planes, or in an area of the Material Plane where the mortal cohorts of demons are working to advance their foul agendas. Alternatively, a PC who makes inquiries at good churches or seeks out a planar sage could easily learn about the class, its requirements, and its benefits.

This class is particularly appealing to players who prefer to build their characters around a single focus. Clerics, favored souls (*Complete Divine* 6), and paladins who are dedicated to fighting extraplanar chaos and evil are good candidates, but

Table A–2: The Demonwrecker Arcane Hit Die: d6

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spellcasting
1st	+0	+0	+0	+2	Breach spell resistance, spell smite 1/day	+1 level of existing arcane spellcasting class
2nd	+0	+0	+0	+3	Spell smite 2/day	+1 level of existing arcane spellcasting class
3rd	+1	+1	+1	+3	Demonwreck spell damage	+1 level of existing arcane spellcasting class
4th	+1	+1	+1	+4	Spell smite 3/day	+1 level of existing arcane spellcasting class
5th	+2	+1	+1	+4	Perfect breach	+1 level of existing arcane spellcasting class

Class Skills (2 + Int modifier per level): Concentration, Knowledge (arcana), Knowledge (religion), Knowledge (the planes), Sense Motive, Spellcraft.

so are higher-level rangers—particularly if they already have chaotic evil outsiders as favored enemies.

Adaptation

The demonwrecker prestige class can easily be adapted for arcane spellcasters. All the prerequisites remain the same, except that the candidate must be able to cast 3rd-level arcane spells rather than divine spells. The class features for this version of the prestige class are as given on Table A–2: The Demonwrecker Arcane. The base attack bonus and Hit Die have been reduced to balance the power of the role, and the weapon properties, which are not especially attractive to the typical melee-eschewing arcane caster, have been replaced by more appropriate alternatives.

Class Features: The demonwrecker arcane gains the same class features as the demonwrecker, except as noted in Table A–2.

Spell Smite (Su): You gain the ability to smite evil once per day with any arcane spell that requires an attack roll and deals damage. When you use this ability, you gain a bonus equal to your primary spellcasting ability modifier (Intelligence for wizards, or Charisma for sorcerers or bards) on your attack rolls and damage rolls.

A single spell can never gain this extra damage more than once per casting. For instance, a *scorching ray* spell with multiple rays gains the extra damage on only one ray, even if multiple rays are directed at the same target. If this ability is used with a spell that deals damage for more than 1 round, the extra damage is dealt in each round.

Other Adaptations: This prestige class can also be adapted easily (in either its arcane or its divine manifestation) to target devils instead of demons. To create a devilwrecker, simply replace chaotic with lawful and cold iron with silver wherever those terms appear in the description.

Sample Encounter

In *Expedition to the Demonweb Pits*, LeShawn Sonj, a demonwrecker residing in Sigil, seeks out the PCs if they have made any inquiries about demons or the techniques required to fight them, or if they have told any tales about fighting chaotic or evil outsiders. If the PCs publicly mention planning a trip to the Abyss, LeShawn appears within a day.

EL 7: Use this encounter to introduce the PCs to LeShawn Sonj, a potential ally in their quest. The encounter should occur someplace other than the Styx Oarsman. For example, LeShawn might be waiting for the PCs when they visit a sage or a shop they frequent in Sigil. Read or paraphrase the following when the PCs encounter LeShawn.

A serious-looking human woman dressed in full plate armor approaches. Emblazoned on the front of her shield is the symbol of Fharlanghn. The woman has a morningstar at her belt and a crossbow slung across her back. "So, what are your feelings toward demons?" she says conversationally.

Like many demonwreckers, LeShawn is quiet and serious in demeanor and direct with her questions. She has heard rumors about the PCs opposing demons, and if she can verify that these tales are true, she offers to help.

LeShawn encourages any divine caster in the party to follow the path of the demonwrecker and gain levels in the prestige class. She would make a good cohort for a higher-level character with the Leadership feat. If the party is short on members, she is willing to adventure with the PCs as long as their missions involve hunting demons. She requires no share of treasure from encounters with demons; she clearly just wants to focus on killing them.

In an encounter against mixed foes, LeShawn focuses first and foremost on attacking demons. She uses her spells while the enemies are at range and lets them come to her rather than moving slowly toward them in her plate armor. Once the enemy is in melee range, she switches to her morningstar.

LeShawn Sonj — CR 7

hp 49 (7 HD)

Female human cleric 5/demonwrecker 2
LN Medium humanoid
Init +1; **Senses** Listen +3, Spot +3
Languages Common

AC 23, touch 11, flat-footed 22
(+1 Dex, +9 armor, +3 shield)
Fort +6, **Ref** +2, **Will** +10

Speed 20 ft. (4 squares) in full plate; base speed 30 ft.
Melee mwk cold iron morningstar +8 (1d8+1)
Ranged cold iron light crossbow +6 (1d8/19–20)
Base Atk +5; **Grp** +6
Atk Options aligned strike (good)
Special Actions freedom of movement 1/day, reroll d20 1/day, turn undead 2/day (+1, 2d6+4, 5th)
Cleric Spells Prepared (CL 7th; 1d20+11 to overcome SR, 1d20+13 to overcome SR of chaotic or evil outsiders):
4th—*dimension door*D, *divine power*
3rd—*fly*D, *invisibility purge, magic circle against chaos, searing light* (+6 ranged touch)
2nd—*aid*D, *augury, bear's endurance, bull's strength, sound burst* (DC 15)
1st—*bane* (DC 14), *bless, divine favor, longstrider*D, *protection from evil, shield of faith*
0—*create water, detect magic* (2), *light, purify food and drink, read magic*
D: Domain spell. Deity: Fharlanghn. *Domains:* Luck, Travel.

Abilities Str 13, Dex 12, Con 14, Int 10, Wis 16, Cha 8
SQ breach spell resistance, demonwreck weapon of cold iron, demonwreck weapon of good
Feats Greater Spell Penetration, Skill Focus (Knowledge [the planes]), Spell Penetration, Weapon Focus (morningstar)
Skills Concentration +12, Knowledge (religion) +10, Knowledge (the planes) +13, Listen +3, Spot +3, Survival +3 (+5 on other planes)
Possessions *+1 full plate, +1 heavy steel shield,* masterwork morningstar, light crossbow with 20 bolts

Aligned Strike LeShawn Sonj's natural weapons, as well as any weapons it wields, are treated as good-aligned for the purpose of overcoming damage reduction.

Hook "The only good demon is a dead demon. I specialize in getting them that way."

JAUNTER

"Where can you find me? That's a tough question. I spend my time traveling, but always end up back in Sigil. As they say, all doors lead to Sigil."

—Gryfalcon, a jaunter

The planes offer incredible opportunities for travel and excitement, but few have the skill and expertise to take advantage of them. The jaunter, however, is a consummate expert on travel who specializes in getting exactly where he wants to go—whether it's across the multiverse or just across the battlefield.

BECOMING A JAUNTER

The jaunter prestige class appeals to characters who do not focus on spellcasting, yet covet the spellcaster's versatility in modes of travel. Scouts, rangers, and rogues are most attracted to this prestige class, but sometimes a fighter or marshal finds the jaunter's movement powers alluring. Spellcasters rarely choose this path because it requires sacrificing their spellcasting progress.

Entry Requirements

Skill: Knowledge (the planes) 4 ranks.
Feats: Dodge, Mobility, Spring Attack.
Special: Candidate must have visited two or more planes other than his home plane.

CLASS FEATURES

You gain a suite of abilities designed to facilitate travel both on and off the battlefield. All the following are class features of the jaunter prestige class.

Travel Power (Sp): You have the innate ability to relocate creatures—yourself, your allies, and eventually even your enemies. You can use your travel power a number of times per day equal to your jaunter level plus your Dexterity bonus (if any). As long as you have at least one daily use of your travel power remaining, you also gain a +1 bonus to your Armor Class.

Your travel powers are *benign transposition*, *baleful transposition*, *teleport*, and *plane shift*. Each of these abilities is described in a separate entry below. In addition, once you gain the travel power at 1st level, you can use scrolls and spell completion items that duplicate any of these powers.

Benign Transposition (Sp): You can spend one daily use of your travel power (see below) to cause two willing target creatures of up to Large size (yourself and another, or two others) to swap positions instantly. Both subjects must be within 100 feet of your position. Objects carried by the target creatures (up to their maximum loads) go with them, but other creatures do not, even if they are carried. The movement is instantaneous and does not provoke attacks of opportunity.

Baleful Transposition (Sp): Beginning at 2nd level, you can spend one daily use of your travel power to cause two target creatures of up to Large size (yourself and another, or two others) to swap positions instantly. A solid object (such as the ground, a bridge, or a rope) must connect the target creatures, and both must be within 100 feet of your position. Objects carried by the target creatures (up to their maximum loads) go with them, but other creatures do not, even if they are carried. The movement is instantaneous and does not provoke attacks of opportunity. An unwilling target is entitled to a Will save (DC 10 + your jaunter level + your Int modifier) to negate this effect.

Fast Movement (Ex): When you reach 2nd level, your land speed increases by 10 feet. This benefit applies only when you are wearing no armor, light armor, or medium armor and are not carrying a heavy load.

Dimension Door (Sp): At 3rd level and higher, you can use *dimension door* as the spell to move up to 30 feet per day per jaunter level you possess. You need not move the entire distance at once; you can move in increments of 10 feet any number of times until the total distance has been traversed.

Teleport (Sp): Beginning at 3rd level, you can spend two daily uses of your travel power to use *teleport* as the spell.

Freedom of Movement (Su): When you attain 4th level, for 2 rounds per day per jaunter level you possess, you can act normally regardless of magical effects that impede movement, as if you were affected by a *freedom of movement* spell. This duration need not be consecutive; you can activate and end the effect as a swift action any number of times per day until the duration is used up.

Plane Shift (Sp): At 4th level, you can spend two daily uses of your travel power to use *plane shift* as the spell.

PLAYING A JAUNTER

You have always had incredible mobility and a knack for being just where you want to be. Since embarking on the path of the jaunter, you have also gained the ability to put your allies in the right places at the right times. Because you

Table A–3: The Jaunter Hit Die: d8

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+2	+0	*Travel power, benign transposition*
2nd	+1	+1	+3	+1	*Baleful transposition,* fast movement
3rd	+2	+1	+3	+1	*Dimension door, teleport*
4th	+3	+1	+4	+1	Freedom of movement, *plane shift*

Class Skills (4 + Int modifier per level): Balance, Climb, Concentration, Escape Artist, Hide, Knowledge (the planes), Listen, Move Silently, Speak Language, Spot, Survival, Swim, Tumble.

play a vital role in ensuring that your party has a positional advantage, you have become more confident and assertive than ever. You delight in your abilities and rarely hesitate to show them off to good advantage.

As a member of the Wayfarers Union, you undertake missions that involve extensive travel. You frequently travel with adventurers, and sometimes with exploratory parties sent out to assess wilderness areas for possible expansion. Your work with this organization ensures that you meet many new friends and have the opportunity to support a variety of fighting styles.

While most jaunters do become members of the Wayfarers Union, some choose instead to simply adventure, freelance for a variety of guilds or group, or commit to another type of organization.

Combat

Your battlefield control abilities and travel power make you an invaluable ally in every battle and a vital part of any long-term campaign. Your personal mobility and speed can bring you into the fray early—usually before anyone else in your group. Once you're toe to toe with the monster, you can use your *benign transposition* ability to move a heavily armored fighter in to take your place. During the fight, it's your job to position the rest of your group to best advantage. With your *benign transposition* ability, you can move wounded party members out of harm's way by switching them with healthier allies, move rogues into flanking positions, and bring clerics to wounded party members.

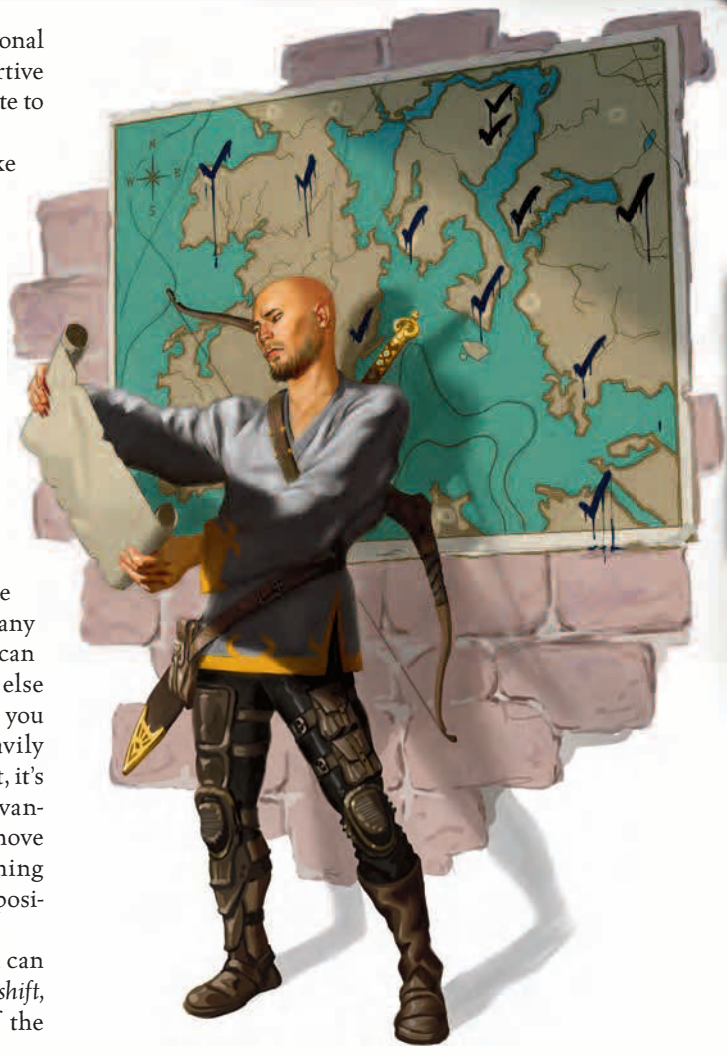
When your party needs to make a long journey, you can take the drudgery out of travel by using *teleport* or *plane shift*, thereby taking the responsibility for those spells off the shoulders of your party's arcane and divine casters.

Advancement

Even before you became a jaunter, you already displayed a talent for moving about the battlefield by virtue of your Spring Attack feat and its prerequisites. In addition, you picked up a great deal of information about other planes—both academically (by virtue of your dedication to knowledge), and firsthand (by visiting some of them).

Your fascination with movement led you to develop the superb powers of travel and positional manipulation that you have now. You gain the most benefit from your talents by adventuring because each encounter brims with possibilities to use your new abilities.

After gaining all the abilities you can as a jaunter, you might want to consider going back to the class you were pursuing before you decided to focus on travel. Alternatively, the path of the shadowdancer, which offers the ability to flit in and out of the Plane of Shadow, might appeal to you. Or, if you have spellcasting abilities, you might want to become a wayfarer guide (*Complete Arcane* 65), since your teleport travel power meets the *teleport* spellcasting prerequisite.



Illus. by E. Deschamps

Resources

The Wayfarers Union has offices in the major cities of any realm where arcane spellcasters are common. The offices tend to be small, and each typically offers the services of only one or two spellcasters for *teleport*.

Until you have gained the ability to teleport, the Union offers great encouragement, but little in the way of physical resources. At best, it offers a conference room that you can use to meet with clients and plan strategy. More commonly, the office simply serves as a place where you can leave and retrieve messages.

The Union does offer information, however, and its members can guide you to clean, safe inns, honest mages for magic item identification, and reputable merchants.

JAUNTERS IN THE WORLD

"In the blink of an eye, Gryfalcon had crossed the huge cavern to close with the boneclaw. I knew it would take me time to reach the creature even if I moved at my top speed, so I signaled Gryfalcon for aid. With one gesture, he brought me to the beast, placing me under its long, reaching claws. It took only a couple of blows from my axe to finish it, and it hit the floor long before I could have made it into battle on my own."

—Tordek, dwarf fighter

Because they can facilitate getting from place to place, jaunters are handy for campaigns that involve a lot of PC travel. In *Expedition to the Demonweb Pits*, the PCs have access to many methods of reaching their destination, including the doors in Sigil and other gates that allow travel through the planes. However, once the novelty of this structured planar travel begins to pall, the PCs should have a way to move about with greater independence. In particular, should an encounter start to go awry, they can benefit greatly from the ability to make a quick departure and return.

In more general campaign use, the presence of a jaunter gives the PCs lots of great travel options. You can create fantastic adventures throughout the multiverse and know that the characters have a reliable way to get to and from the various adventure sites.

Organization

Jaunters quickly gain fame for their abilities. The Wayfarers Union (*Complete Arcane* 184) is quick to recruit characters who gain sufficient skill to teleport and eager to train others who show aptitude for rapid movement. The organization's leaders offer potential jaunters training and at least limited resources, in the hope that such characters choose to develop their natural talents and use them for the benefit of the union.

Though the Wayfarers Union is not specifically devoted to jaunters, almost all jaunters belong to it. Since jaunters love to travel, they rarely gather in significant numbers, but they seek each other out at Wayfarers Union facilities and adventurers guilds of various kinds. Gregarious by nature, jaunters readily trade tales of their travels, news of the planes, and speculations about the nature of the multiverse and their roles in it.

Different jaunters interpret the four levels of the prestige class in different ways. Some assert that the abilities gained at the various levels are based on the four winds, in the sense that they enable travel in all directions. Others feel that the levels reflect the four planes that touch people's everyday lives: the Material Plane, the Plane of Shadow, the Ethereal Plane, and the Astral Plane. No jaunter has ever seemed inclined toward the formal study or in-depth divinations required to provide a definitive answer to such questions, but the discussion of them provides amusement for these experts on planar travel.

Those few jaunters who do not choose to join the Wayfarers Union easily find employ with any of a wide variety of groups eager for their talents. Military units value jaunters' scouting and courier abilities. The humans won the Battle of White Dragon Pass against an invading orc army because a jaunter was able to reconnoiter the approaching army and summon reinforcements for the defenders.

Criminal guilds solicit jaunters for their ability to get into and out of almost any location. El Gato, a legendary master cat burglar, is thought by many to be a jaunter. The thief is renowned for breaking into allegedly impenetrable vaults, stealing only a single item from each, and leaving a small, crystal cat as a calling card. El Gato's identity and methods remain a mystery.

NPC Reactions

Jaunters are few in number but widely known by reputation. In battle, they can make the seemingly impossible look easy, and their incredible powers have inspired many a bard's tale. Most people have heard of jaunters but never met one. The most common reaction upon making the acquaintance of a jaunter is respect and a request for a demonstration of his power. Thus, most NPCs have a friendly or helpful attitude toward members of this prestige class.

JAUNTER LORE

Characters who have ranks in Knowledge (arcana) or Knowledge (the planes) can research jaunters to learn more about them. When a character makes a skill check, the following lore is revealed, including the information from lower DCs.

DC 10: Jaunters are affiliated with the Wayfarers Union, which specializes in teleportation.

DC 15: Jaunters can swap the positions of friends or foes on the battlefield.

DC 20: Jaunters can transpose creatures, teleport, or travel the planes. They can also move faster than most and flit freely about the battlefield using *dimension door*.

DC 30: A jaunter named Gryfalcon regularly stays at the Styx Oarsman in Sigil. Currently, he works for the Wayfarers Union and helps recruit new members for that organization.

Jaunters can be found in areas of high interplanar traffic, such as Sigil. In this adventure, the PCs can easily find Gryfalcon at the Styx Oarsman. He happily tells any prospective jaunter the requirements for the prestige class and enumerates the benefits. Gryfalcon is enthusiastic about his abilities and feels there's nothing finer than seeing the beauties of the Multiverse first hand.

JAUNTERS IN THE GAME

Jaunters play an important role in just about any campaign world—they provide quick and easy transportation for their parties. But a jaunter is much more than a simple taxi service. He also has conjuration (teleportation) abilities that make him fun to play at the encounter-level.

Adaptation

With a bit of work, this prestige class could be adapted to appeal to spellcasters. Use the standard Base Attack Bonus for the spellcaster in question (that is, average for clerics or poor for wizards). This version of the prestige class should have one good save (either Reflex or Will), and the others should be poor.

The prestige class can grant a full spellcasting progression if you simply remove the travel power ability (and all its subordinate powers) and add the spells on the following table to the jaunter's spell list. The class should, however, also retain the fast movement, *dimension door*, and freedom of movement abilities.

Jaunter Level	Spell Level	Spell	Source
1st	1st	*benign transposition*	*SC* 27
2nd	2nd	*baleful transposition*	*SC* 23
3rd	4th	*dimension door*	*PH* 221
3rd	4th	*freedom of movement*	*PH* 233
4th	5th	*teleport*	*PH* 292
4th	6th	*plane shift*	*PH* 262

SAMPLE JAUNTER ENCOUNTER

This encounter is designed to introduce the PCs to Gryfalcon, a potential ally and a jaunter. It should take place after the party has been to the Styx Oarsman at least once or twice.

Read or paraphrase the following when the PCs are sitting at the Styx Oarsman.

One of the regular patrons enters, looking somewhat the worse for wear. Despite his bruises, he is a pleasant-looking fellow wearing a mithral shirt and equipped with a longbow and greatsword. Grinning a greeting to those present, he heads straight for the bar.

Gryfalcon has just returned from taking a client referred to him by the Wayfarers Union to the Infernal Battlefield of Acheron. As soon as they arrived, one of the plane's small cubes nearly collided with Gryfalcon's client, but the jaunter acted quickly and swapped places with his client so that he could take the brunt of the blow himself. If asked, he happily regales the party with this anecdote from his latest adventure.

Gryfalcon begins the encounter with an attitude of indifferent. He is tired from his misadventure, thirsty, and wounded (30 points below his full normal hit point total). However, if the PCs offer to buy him a drink or cast a healing spell on him, his attitude improves to friendly. Buying him a drink and healing at least 20 points of his damage improves his attitude to helpful, even without a Diplomacy check.

Gryfalcon's presence in this adventure offers several possibilities. He's the optimal way to introduce the jaunter prestige class, and the PCs can hire him if they need additional allies or transportation. Gryfalcon is willing to join the group for an equal share of the treasure and first pick of any teleportation items. Alternatively, he makes a fine cohort for an experienced character with the Leadership feat. He is willing to go nearly anywhere, although he hates the Demonweb because his teleportation abilities don't work there.

Once the characters have met Gryfalcon, they might make contingency plans to contact him with a *sending* or similar communication magic and have him deliver equipment or be available to fetch them if they run into trouble on their mission.

GRYFALCON CR 9

hp 30 (9 HD; full normal hp 60)

Male human ranger 3/fighter 2/jaunter 4
NG Medium humanoid
Init +4; **Senses** Listen +10, Spot +10
Languages Common

AC 21, touch 15, flat-footed 17; Dodge, Mobility (+4 Dex, +6 armor, +1 travel power)
Fort +9, **Ref** +11, **Will** +2

Speed 40 ft. (8 squares); Spring Attack
Melee mwk greatsword +11/+6 (2d6+3/19–20)
Ranged *+1 composite longbow* +12/+12/+7 (1d8+3/×3) with Rapid Shot or
Ranged *+1 composite longbow* +14/+9 (1d8+3/×3)
Base Atk +8; **Grp** +10
Atk Options Point Blank Shot, Precise Shot; favored enemy evil outsiders +2
Special Actions *dimension door* 120 ft., freedom of movement 8 rounds, travel power 8/day (*baleful transposition, benign transposition, plane shift, teleport*)
Combat Gear *potion of cure moderate wounds,* 2 *potions of cure light wounds*

Abilities Str 14, Dex 18, Con 14, Int 8, Wis 10, Cha 12
SA favored enemy evil outsiders +2
SQ wild empathy +4 (+0 magical beasts)
Feats Dodge[B], Endurance[B], Mobility, Point Blank Shot, Precise Shot, Rapid Shot[B], Spring Attack, Track[B], Weapon Focus (longbow)[B]
Skills Concentration +14, Knowledge (geography) +3, Knowledge (the planes) +3, Listen +10, Move Silently +8, Spot +10, Survival +6, Swim +4
Possessions combat gear plus *+2 mithral shirt,* masterwork greatsword, *+1 composite longbow* (+2 Str bonus) with 20 masterwork arrows, 5 masterwork cold iron arrows, 5 masterwork silvered arrows, and 5 masterwork adamantine arrows, *gloves of Dexterity +2,* 5 gp

Hook "Nothin' finer than travel. The farther, the better."

Gryfalcon adventures with a client or a group, regarding it as his first priority to effectively move that client or those individuals to safety or combat, as appropriate. For his own combat technique, he prefers to find a perch within one or two range increments of his bow. His *dimension door* ability enables him to pick his spot. He's clever about choosing locations that are difficult for his foes to access (such as high up or across difficult terrain) yet afford him a good view of the battlefield. From there, he peppers his enemies with arrows. If he must resort to melee combat, he takes advantage of his speed and his Spring Attack feat.

As a traveling companion, he's easygoing and pleasant to be around. He's friendly and relaxed, able to take care of himself, and willing to lend a hand with chores such as setting up camp or taking watch. He treats everyone fairly and expects to be treated fairly in return.

THE BOOK OF FLESH AND MIRRORS

This spellbook belongs to Rule-of-Three and is prominently displayed when the party visits him in Sigil. The tome contains original spells created by Rule-of-Three and his father Graz'zt, plus some rare planar spells and a few standard spells of general use to plane travelers.

The PCs can acquire the book by theft, by defeating Rule-of-Three in combat, or as a gift to sweeten the deal when Rule-of-Three asks them to go to Zelatar and meet the bone naga ambassador. If the characters ever decide that Rule-of-Three is triple-timing them, he might also offer it as a bribe to escape with his life.

APPEARANCE

The *Book of Flesh and Mirrors* is bound in mirror mephit hide, a substance that is velvety but cold to the touch. The surface is also reflective, though the reflected images look slightly blurry, as if seen in a lightly fogged mirror. At the center of the front cover and at each corner are a few tiny rubies set in a pattern resembling an eye (eighteen total, worth 100 gp each).

The ninety-nine interior pages are vellum sheets inked in black, blue, brown, and red with a steady hand. The text is contradicted by comments written in the margins or inserted between lines—all in the same handwriting. Diagrams are drawn with annotations in triplicate.

HISTORY

The authorship of this book is not known for certain, although it has most often been attributed to Rhyxali, Graz'zt's sister. She is believed to have studied the Plane of Mirrors in an effort to corrupt it and draw it into the Abyss, thereby creating a Reflected Realm somewhat similar to her brother's Triple Layers.

Neither suggested author has ever answered any questions about the book, so who penned its pages remains in question. Indeed, an ordinary demon, a dabus arcanist, or a shadow demon caster with knowledge of Rhyxali's methods could have written the *Book of Flesh and Mirrors*.

CONTENTS

The *Book of Flesh and Mirrors* contains the spells listed in the following table and a summary of the magical principles involved in their use (written out in triplicate). It also contains a description of the Plane of Mirrors and instructions on how to create a mirror mephit. Any Intelligence-based arcane spellcaster who makes a successful check to learn one of the spells from this book can immediately learn a second "reflected" spell at the same time. Thus, the time required to master these spells is halved because of the way they overlap for wizards and other arcane casters whose spellcasting is based on Intelligence.

Sorcerers and other spontaneous casters can learn spells from this volume only with great effort. Such a caster must study for 1 week per spell level to master a spell from the *Book of Flesh and Mirrors*. Furthermore, a few of the spells in its pages are not available to spontaneous casters at all, as indicated on the table below.

Spell	Level	Source
Analyze portal	Bard 3, sorcerer/wizard 3	see below
Dread word	Sorcerer/wizard 3	see below
Enlarge person	Sorcerer/wizard 1	*PH* 226
Meld into mirror	Wizard 4	see below
Mirror image	Sorcerer/wizard 2	*PH* 254
Mirror magic	Wizard 1	see below
Portal alarm	Bard 2, sorcerer/wizard 2	*SC* 160
Portal alarm, improved	Bard 4, sorcerer/wizard 4	*SC* 160
Portal beacon	Cleric 1, sorcerer/wizard 1	*SC* 161
Scramble portal	Sorcerer/wizard 4	*SC* 181
Seal portal	Sorcerer/wizard 6	*SC* 181
Simulacrum	Sorcerer/wizard 7	*PH* 279
Spell turning	Luck 7, Magic 7, sorcerer/wizard 7	*PH* 282
Summon mirror mephit	Bard 2, cleric 2, sorcerer/wizard 2	page 208

The *Book of Flesh and Mirrors* is the only one of its kind and difficult to price. The tome is worth at least 100,000 gp on the open market, though it is unlikely that characters who acquire it would want to sell it.

NEW SPELLS

Described below are some of the new spells that appear in the *Book of Flesh and Mirrors*.

Analyze Portal

Divination
Level: Bard 3, sorcerer/wizard 3
Components: V, S, M
Casting Time: 1 minute
Range: 60 ft.
Area: Cone-shaped emanation from you to the extreme of the range
Duration: Concentration, up to 1 round/level (D)
Saving Throw: See text
Spell Resistance: No

You can tell whether an area contains a magic portal or the effect of a *gate* spell. If you study an area for 1 round, you know the sizes and locations of any such portals in the area. Once you find a portal, you can study it. (If you find more than one portal, you can study only one at a time.)

Each round you study a portal, you can discover one property of the portal, in this order.

- Any key or command word needed to activate the portal.
- Any special circumstances governing the portal's use (such as specific times when it can be activated).
- Whether the portal is one-way or two-way.

- A glimpse into the area where the portal leads. You can look at the area where the portal leads for 1 round; the range of your vision is the spell's range. *Analyze portal* does not allow other divination spells or spell-like abilities to extend through the portal. For example, you cannot also use *detect magic* or *detect evil* to study the area where the portal leads while viewing the area with *analyze portal*.

For each property, you attempt a caster level check (1d20 + caster level) against DC 17. If you fail, you can try again in the next round.

Material Components: A crystal lens and a small mirror.

Dread Word

Evocation [Evil]
Level: Sorcerer/wizard 3
Components: V
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One creature of good alignment
Duration: Instantaneous
Saving Throw: Fortitude negates
Spell Resistance: Yes

The caster speaks a single unique word of pure malevolence—a powerful utterance of the Dark Speech. The word is so foul that it harms the soul of one who hears it. The utterance of a *dread word* causes one subject within range to take 1d3 points of Charisma drain. The power of this spell protects the caster from the damaging effects of both hearing and knowing the word.

To attempt to speak this unique word without using this spell or having the Dark Speech feat means instant death (and no effect, because the caster dies before she gets the entire word out).

Meld into Mirror

Transmutation
Level: Wizard 4
Components: V, S, F
Casting Time: 1 standard action
Range: Personal
Target: You
Duration: 10 minutes/level

Meld into mirror allows you to step into any mirror that is tall and wide enough to accommodate you and merge with its substance. No other creatures can accompany you, and you can take no more than 100 pounds of nonliving gear with you. The mirror must be within 10 feet of you and in line of sight at the time of casting, and you can step in at any time before the spell duration expires.

While in the mirror, you can see through the surface by which you entered as if it were a window, but you are not visible to creatures outside it. Your other senses do not extend outside the mirror—that is, you cannot hear any sounds, smell any scents, or feel any sensations originating from outside. You remain aware of the passage of time and can cast spells normally on yourself and on creatures and objects outside the mirror. The range of any spell cast from within a mirror begins at the mirror's surface, and the effect seems to come from within the mirror. Minor physical damage to the mirror (such as chips or scratches) does not harm you, but its complete destruction expels you, dealing 5d6 points of damage in the process.

Any time before the spell's duration expires, you can step out of the mirror through the surface by which you entered. If the spell's duration expires, or you can no longer fit through the surface by which you entered, or the effect is dispelled before you voluntarily exit, the mirror shatters and you are violently expelled from it, taking 5d6 points of damage.

Certain spells affect you if cast upon the mirror while you occupy it. *Shatter* expels you, dealing you 5d6 points of damage. *Disintegrate* expels you and then slays you instantly (Fortitude DC 18 negates the death effect only). *Animate object* does not affect you, but you cannot control an animated mirror from inside it. *Passwall* expels you without damage.

Mirror Magic

Divination
Level: Wizard 5
Components: V, F
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./level)
Target: One willing creature
Duration: 1 minute/level

You can converse with another being using a pair of mirrors. When you cast the spell, gaze into a mirror, and specify the person you wish to contact, you see that creature as if gazing from the mirror closest to the creature. In order for the spell to function, the creature must be willing to communicate and be within 10 feet of a mirror.

A particular sound (such as clarion horns, a single note, a chime, or the like) emanates from the distant mirror to announce your wish to converse. You choose this sound at the time of casting. If the target creature is present and wishes to converse, it need only gaze into the mirror and give mental or verbal acquiescence. Doing so allows the target to see and hear all that transpires within 10 feet of your mirror, within its normal limits of perception. You and the target can then speak and see through the mirror for the duration of the spell, as can any other creatures within 10 feet of the surface of either mirror.

If the target is not present, or does not accept your attempt at communication within 5 rounds, or either mirror is broken, the spell ends. The two mirrors are ordinary in every respect except while used to communicate. During that time, each gives off a faint aura of divination.

Arcane Focus: One silvered glass or polished metal mirror worth at least 100 gp.

ITEMS OF LEGACY

This adventure presents two new legacy items, a longbow and a mithral shirt. Though they are designed especially to appeal to characters undertaking *Expedition to the Demonweb Pits*, they fit well into any D&D campaign. The typical party undertaking this adventure should include at least one character who is willing to make the sacrifices needed to utilize each of these unique items to its fullest potential.

The two items presented here, *Spidersilk* and *Thaas*, have easy-to-meet requirements.

READING THE LEGACY ITEM ENTRIES

Refer to this section if you have questions about a legacy item's presentation.

Name and Description

The name of the legacy item is followed by a description of its appearance and easily observed abilities. Unless a character succeeds on the DC 15 Knowledge (history) check associated with the item, its name isn't automatically evident.

Nonlegacy Game Statistics

This entry contains information that can be gleaned by inspection and with an *identify* spell. The cost noted here is for a normal magic item of the legacy item's kind, but in fact, legacy items are priceless.

History

Every legacy item has a history, which has often been obscured by the passage of time. Knowing a piece of an item's past requires a Knowledge (history) check—the higher the DC, the more esoteric the fact recalled. These checks do not have to be made by the prospective wielder of the item, but the information gained must be accurately communicated to that person because a successful check also uncovers the ritual associated with the corresponding part of the item's legacy. The Knowledge (history) DC and the ritual gleaned from a successful check appear parenthetically at the end of each relevant paragraph in an item's history.

Additional methods of researching a legacy item's history are discussed in the Alternatives to Knowledge (history) Checks section of *Weapons of Legacy*, page 205.

Legacy Rituals

Every legacy item's history contains a seed of opportunity that a new wielder can exploit. Through research, the wielder can learn what specific rites, procedures, or ceremonies are necessary to bond with the item.

With each ritual completed, a new range of legacy abilities become available. On completing the ritual and paying all associated costs, the wielder learns to use the weapon's ability. In addition to any tasks required as part of the ritual, every legacy ritual has a substantial gold piece cost for materials (such as unguents, fine robes, or other expensive items) expended during its performance.

Each of these legacy items has three rituals associated with it, each one tied to a yet-more-obscure piece of its past. An item of particularly great importance has a more extensive history, and thus more associated rituals, than one with less influence on history. As a wielder discovers each piece of an item's story, he or she learns each of its legacy rituals.

A legacy item's wielder who completes a given ritual immediately gains a bonus legacy feat: Least Legacy, Lesser Legacy, or Greater Legacy. Each legacy feat is specific to the particular item whose connected ritual the wielder performs.

Cost: The cost of a legacy ritual in gold pieces is indicated here.

Feat Granted: Successful completion of a legacy ritual grants the legacy feat described here as a bonus feat, assuming the character meets its prerequisites. A character who doesn't have all the prerequisites still gains the feat but cannot benefit from it until the prerequisites are met.

Wielder Requirements

In addition to gaining the associated legacy feats, the wielder of a legacy item must meet additional prerequisites to use its legacy abilities. These requirements are noted here in much the same manner as the prerequisites for entering a prestige class. The wielder need not meet these prerequisites to use the item's nonlegacy abilities.

Item Table

Every legacy item is described in a table that lays out its conferred abilities in the following manner.

Wielder Level: This entry is the minimum character level required to gain the legacy item abilities noted in the same row of the table, assuming the wielder meets any other requirements. Since a character below 5th level cannot gain access to legacy abilities, each table starts at that level.

A wielder of 5th–10th level has access to least legacy abilities at those levels. A wielder of 11th–16th level can gain lesser

WEAPONS OF LEGACY

Expedition to the Demonweb Pits includes two new items of legacy. If you'd like to include more, these are the ones from *Weapons of Legacy* most useful or flavorful for this adventure. These weapons provide further opportunities for instilling legacy items into a campaign.

Bow of the Black Archer: A longbow focused on killing drow. The adventure seed focuses on a dwarf driven by a deep desire for revenge upon drow. This EL 6 adventure seed can help set the PCs up with information on the types of things to expect from drow and provide them with knowledge about their skills and abilities. Dropping in a reference to an aspect of Lolth, for instance, can help unify this miniadventure with the greater *Expedition*.

Celdoriath's Clarion: A trumpet with a history of opposing drow. The adventure seed includes an EL 6 drow attack that could serve to spark the PCs' interest in the drow and the Underdark, leading them into this adventure.

legacy abilities at those levels, and a wielder of 17th level or higher can use the item's greater legacy abilities.

Personal Costs: Every legacy item exacts some sort of personal costs. These costs apply once a character gains access to the legacy abilities of that level, and they apply whether or not the item is actively wielded. Personal costs are permanent. The character must pay a personal cost immediately upon reaching the level at which it is assessed, after all other level-related adjustments. If unable to pay the cost, the character does not gain that level's legacy ability or benefits until the character can pay it.

Unlike legacy abilities, personal costs are assessed permanently, whether or not you have the item in your possession.

Specific types of personal costs are explained here.

Attack Penalty: This value represents a permanent penalty on all the wielder's attack rolls. Multiple values in the same column are not cumulative; each represents the total penalty applied.

Caster Level Penalty: This entry is a permanent reduction in the wielder's caster level for all spells. It has no bearing on the spells that can be cast, only on the level-dependent variables of those spells. Multiple values in the same column are not cumulative; each represents the total reduction applied.

Hit Point Loss: The wielder permanently loses the indicated number of hit points. These values are cumulative.

Save Penalty: This value is a permanent penalty on the wielder's saving throws. Unless the column header notes a specific save, the penalty applies to all saving throws (Fortitude, Reflex, and Will). Multiple values in the same column are not cumulative; each represents the total penalty applied.

Skill Check Penalty: This entry is a permanent penalty on all the wielder's skill checks. Multiple values in the same column are not cumulative; each represents the total penalty applied.

Skill Point Loss: The indicated number of skill points is deducted from the skill points gained at the level noted. A character who cannot pay this personal cost in full must immediately pay as much as possible and continue to pay toward the cost before acquiring any further skill ranks. Only when the total cost is paid does the wielder gain access to the legacy abilities indicated for the level exacting the cost. These values are cumulative.

Spell Slot Loss: The wielder loses the indicated spell slot (or slots) from her daily number of spells. These entries are not cumulative; each entry on this column replaces all previous entries.

Abilities: If all the requirements are met, including character level, ritual completion, and payment of personal costs, the legacy item confers the indicated ability or abilities upon its wielder.

Legacy Item Abilities

The abilities conferred by a legacy item are explained here. In general, the item must at least be carried on the wielder's person to grant its legacy abilities.

Unless otherwise noted, activating a legacy ability is a standard action that does not provoke attacks of opportunity. The save DC for any legacy ability is equal to 10 + the level of the spell or effect + the ability modifier for the minimum ability score needed to cast a spell of that level, as normal for magic items (see *DMG* 241). The wielder can substitute his Charisma modifier for the ability modifier used by the item if doing so would result in a higher save DC.

FEATS

The feats described here are granted to a character who fulfills the rituals required to awaken the corresponding powers of an item of legacy.

Least Legacy [Legacy]

You awaken the basic abilities of a specific item of legacy.

Prerequisites: Character level 5th, learn and perform the associated least legacy ritual of the chosen item.

Benefit: Choose one item of legacy (or candidate item, if founding a legacy). If you meet the other prerequisites for wielding that item, you can use any of its least legacy abilities that are available to a character of your level.

Lesser Legacy [Legacy]

You awaken more powerful abilities of a specific item of legacy.

Prerequisites: Least Legacy, character level 11th, learn and perform the associated lesser legacy ritual of the chosen item.

Benefit: Choose one item of legacy (or candidate item, if founding a legacy). If you meet the other prerequisites for wielding that item, you can use any of its lesser legacy abilities that are available to a character of your level.

Greater Legacy [Legacy]

You awaken the most powerful abilities of a specific item of legacy.

Prerequisites: Least Legacy, Lesser Legacy, character level 17th, learn and perform the associated greater legacy ritual of the chosen item.

Benefit: Choose one item of legacy (or candidate item, if founding a legacy). If you meet the other prerequisites for wielding that item, you can use any of its greater legacy abilities that are available to a character of your level.

SPIDERSILK

Spidersilk is a mithral shirt of exceptionally fine texture and quality. Black threads of spider silk appear to have been woven in among the metal rings.

Nonlegacy Game Statistics: *+1 mithral shirt*; Cost 2,100 gp.

HISTORY

Spidersilk was originally the armor of the legendary drow wizard Valenet. About four hundred years ago, he received it as a gift from Dierdra, his house matriarch, for slaying a mind flayer that had held her in thrall. The matriarch lavished training and resources upon the young male drow, educating him in the care and riding of spiders as well as the wizardly arts. **(DC 15; Knowledge of the Spider)**

No other male was as pampered or as powerful as the matriarch's young savior, and Valenet enjoyed his privileged status. But among the drow, jealously is easily aroused and quickly manifests in violence. After another drow nearly killed Valenet in a duel, Dierdra forbade anyone to challenge him. Valenet subsequently survived several assassination attempts, thanks largely to *Spidersilk*. Eventually, however, he died from drinking a cup of wine poisoned with spider venom. Dierdra buried Valenet dressed in this armor. **(DC 18; Test of the Fang)**

The odds that the grave of one so envied and hated by other drow would lie undisturbed were slenderer than the finest spider silk. In fact, grave robbers opened Valenet's tomb and made off with *Spidersilk* mere hours after the stonemasons had sealed it. Many unverified accounts of the armor indicate a profusion of owners during the next three hundred years. Legend holds that it was worn by surface dwellers such as Yew, a cleric of Obad-Hai, who was credited with ridding the Yellow Wood of spiders. Occasionally, however, it was brought back to the Underdark and sold back to the drow as finely crafted armor. Most who wore the armor remained ignorant of its true capabilities. **(DC 25; The Still and Patient Spider)**

AN EXCERPT FROM THE JOURNAL OF VALENET

Another long period of recuperation. Surviving yet another assassination attempt, this one coming as a heavily armed attack in the marketplace by unknown "brigands" without obvious ties to any of the houses.

Though I can never find any fault with my mistress, Matriarch Dierdra, my honor suffers from the prohibition of being challenged directly. I'd rather face a blade in a duel than these underhanded attempts to kill me. Acting as an escort and honor guard for Dierdra exposes me to a great deal of danger, but at least I can fulfill my duty andkeep her safe. Only through her prestigious patronage are my marginal thoughts of honor, service, and doing what's right tolerated in the public community, though I know that I'm ridiculed in private. At least my arcane studies offer me solace, and my spider friends know nothing of politics and duplicity.

LEGACY RITUALS

Three rituals are required to unlock all the abilities of *Spidersilk*.

Knowledge of the Spider: You must acquire 2 ranks (or 2 additional ranks) in the Knowledge (nature) skill. These ranks can be taken at any rate you choose, as long as you have them all by 8th level. *Cost:* 1,500 gp; *Feat Granted:* Least Legacy (*Spidersilk*).

Test of the Fang: You must be bitten by a spider of at least Large size and survive the poison without recourse to magical assistance. Thus, a *slow poison* or *neutralize poison* spell would negate the test, but a nonmagical resource, such as a vial of antitoxin, is acceptable. In *Expedition to the Demonweb Pits*, the spiders in encounters D3: Shifting Spiders, D5: Abyssal Spiders, F4: The Harpoon Spiders, F7: Spider and Assassin, F20: Bebilith Porter, and several of the wandering spiders in the Abyss all fulfill this qualification. *Cost:* 13,000 gp; *Feat Granted:* Lesser Legacy (*Spidersilk*).

The Still and Patient Spider: You must spend one day per character level in meditation with *Spidersilk*. At least 8 hours of each day must be spent meditating, and you cannot engage in any strenuous activity or spellcasting during this period. *Cost:* 40,000 gp; *Feat Granted:* Greater Legacy (*Spidersilk*).

WIELDER REQUIREMENTS

The optimal user of *Spidersilk* is an elf wizard, although any arcane spellcaster might use it. Many wizards and sorcerers would enjoy the opportunity to wear armor without the usual detriment to their spellcasting abilities. Bards, multiclass rogues, and other lightly armored spellcasters such as beguilers (PH2 6) or sorcerers might also embrace *Spidersilk* as an opportunity to expand their repertoire of abilities.

Spidersilk Wielder Requirements
Base Will save +5.
Ability to cast arcane spells.

LEGACY ITEM ABILITIES

All the following are legacy item abilities of *Spidersilk*.

False Life (Sp): Beginning at 5th level, you can use *false life* as the spell once per day with a command word.

Reduced Spell Failure (Su): When you reach 6th level, *Spidersilk*'s chance of arcane spell failure is reduced by 5% (to a minimum of 5%).

Spiderfriend (Su): At 7th level, you gain protection from spiders. While wearing *Spidersilk*, you are continually under the effect of a *sanctuary* spell that affects only spiders and spiderkind creatures.

Summon Lesser Spiders (Sp): Beginning at 8th level, you can summon either 1d3 Small monstrous spiders or 1 Medium monstrous spider once per day with a command word and a gesture. This ability is the equivalent of a 2nd-level spell.

Web (Sp): Starting at 10th level, you can use *web* as the spell three times per day with a command word. The save DC is 13 or 12 + your Cha modifier, whichever is higher.

Summon Spider Swarm (Sp): When you attain 11th level, you can use *summon swarm*, as the spell, to summon a swarm of spiders five times per day by speaking a command word.

Spider Climb (Su): Beginning at 12th level, you can walk on walls and ceilings as if affected by the *spider climb* spell while wearing *Spidersilk*.

No Spell Failure (Su): When you attain 13th level, *Spidersilk*'s chance of arcane spell failure is reduced by 5% (to a minimum of 0%).

Maximize Spell, Lesser (Su): Beginning at 15th level, you can cast up to three spells per day of up to 3rd level that are maximized as though affected by the Maximize Spell feat. Using this legacy ability does not change the spell slots of the altered spells. However, a spontaneous spellcaster (such as a sorcerer) still needs a full-round action to augment a spell with this ability, just as he would to do so with the metamagic feat.

Spell Storing, Minor (Su): Starting at 16th level, you can store up to three levels of spells in *Spidersilk* as though it were a *ring of minor spell storing*.

Summon Greater Spiders (Sp): Once per day at 17th level, you can summon either 1d4+1 Large monstrous spiders or 1 Huge monstrous spider with a command word and a gesture. This ability is the equivalent of a 2nd-level spell.

Command Spiders (Sp): Beginning at 19th level, you can command up to 40 HD of spiders (no two of which can be more than 30 feet apart) three times per day with a command word and gesture. Each spider gets a Will save (DC 15 + your Int modifier) to negate the effect. Affected spider creatures can understand you, and they perceive your words and actions in the most favorable way. (Treat their attitude as friendly.) This effect lasts for one day, and the affected spiders do not attack you during this time.

You can try to give an affected spider orders, but you must win an opposed Charisma check to convince it to do anything it wouldn't ordinarily do. (Retries are not allowed.) A commanded spider never obeys suicidal or obviously harmful orders, but it might be convinced that something dangerous is worth doing (see *charm person*). You can affect spiders of the vermin type and spiders that were originally vermin before the addition of a template—for example, fiendish spiders, or a spider that has been corrupted by the Abyss (see page 190).

Maximize Spell (Su): At 20th level, you can cast up to three spells per day of up to 6th level that are maximized as though affected by the Maximize Spell feat. Using this legacy ability does not change the spell slots of the altered spells. However, a spontaneous spellcaster (such as a sorcerer) still needs a full-round action to augment a spell with this ability, just as he would to do so with the metamagic feat.

Illus. by E. Cox

Spidersilk

Wielder Level	Skill Check Penalty	Save Penalty	Caster Level Penalty	Spell Slot Loss	Abilities
5th	—	—	—	—	*False life*
6th	—	—	—	1st	Reduced spell failure
7th	—	–1	–1	—	Spiderfriend
8th	–1	—	—	2nd	*+2 mithral shirt*
9th	—	—	—	—	*Summon lesser spiders*
10th	—	—	—	3rd	*Web*
11th	—	—	—	—	*Summon spider swarm*
12th	—	—	—	4th	Spider climb
13th	—	—	–2	—	*+3 glamered mithral shirt*, no spell failure
14th	—	—	—	5th	—
15th	–2	—	—	—	Maximize Spell, Lesser
16th	—	—	—	6th	Spell storing, minor
17th	–1	—	—	—	*Summon greater spiders*
18th	—	—	—	7th	—
19th	—	—	—	—	*Command spiders*
20th	—	—	—	8th	Maximize Spell

THAAS

The name of this weapon translates loosely from Elven as "The Vigilant Bow." Shaped from the great rack of a massive white stag's antlers, this longbow feels warm and comfortable, as if shaped to the hand of the person holding it by regular use. In springtime, soft velvet covers the bow, as if it were still part of a living stag. As the year progresses, this velvety coating rubs or flakes off, exposing the roughly textured horn beneath.

Nonlegacy Game Statistics: *+1 composite longbow;* Cost 2,315 gp.

HISTORY

During the past few millennia, demons have attempted incursions into almost every plane, and the Wilderness of the Beastlands has been no exception. The invading tanar'ri delighted in destroying the wild, natural beauty of that place. The demons began their assault in Karasuthra, the land of the deep, moonlit night, by putting the forest to the torch and slaughtering all the wildlife they could find. Realizing the danger, the natives of the plane, predators and prey alike, united under the leadership of Anastrianna Amakiir, an elf druid, and an intelligent, awakened great white stag (a megaloceros, see page 49) named Forest Hart. Together, these two marshaled the inhabitants of the Beastlands (humanoids, magical beasts, awakened animals, fey, and their animal associates) and repulsed the demons' incursion. Many, including Forest Hart, died in the effort. **(DC 15; Against the Demons)**

Anastrianna knew that Forest Hart's spirit lingered on, still committed to fighting the invaders from the Abyss. So she fashioned a magnificent longbow from his antlers. This bow, which she named *Thaas*, embodied Forest Hart's purity and protectiveness. It also manifests Forest Hart's willingness to sacrifice everything to oppose demons. **(DC 18; Return to Nature)**

Although the demons' invasion of the Beastlands had failed, Anastrianna knew that demons still posed a threat to the natural beauty and order of the world, so she resolved to take the fight to them. To that end, the elf organized multiple expeditions into the Abyss. But although these sorties succeeded in slaying a great many demons, the hordes of the Abyss proved too numerous and resilient for the casualties that Anastrianna's forces inflicted to make much of an impact. But even though the elf knew in her heart that no war on the Abyss could succeed, she also knew a deeper truth—that good must actively strive against evil. **(DC 25; The Best Defense)**

LEGACY RITUALS

Three rituals are required to unlock all the abilities of *Thaas*.

Against the Demons: You must knowingly and willingly enter into an encounter with an outsider that has the chaotic and evil subtypes. The EL of this encounter must exceed the average party level by 1 to 4. Many encounters throughout *Expedition to the Demonweb Pits* offer the opportunity to fulfill this requirement. *Cost:* 1,500 gp; *Feat Granted:* Least Legacy (*Thaas*).

THAAS

Wielder Level	Attack Penalty	Reflex Save Penalty	Hit Point Loss	Abilities
5th	—	—	—	*Sense demons*
6th	–1	—	—	*+1 evil outsider bane longbow*
7th	—	–1	2	—
8th	—	—	2	Strength adjusting
9th	—	–2	—	—
10th	—	—	2	Obstruct summoning, lesser
11th	—	—	—	*+1 chaotic outsider and evil outsider bane longbow*
12th	–2	—	—	—
13th	—	—	—	*+2 chaotic outsider and evil outsider bane longbow*
14th	—	—	2	—
15th	—	–3	—	—
16th	—	—	2	*+3 chaotic outsider and evil outsider bane longbow*
17th	—	—	—	Obstruct summoning
18th	–3	—	—	*Banishment*
19th	—	—	—	*Plane shift*
20th	—	–4	—	*+3 holy chaotic outsider and evil outsider bane longbow*

Return to Nature: You must bring *Thaas* back to the tomb of Forest Hart in the Beastlands (A Sacred Space, page 41) and place it upon the ground. According to legend, the bow will dissolve into dust and be forever lost if the spirit of the great stag judges you unworthy. If the bearer has actively opposed evil and demonkind, and willingly returns the bow to be judged, the spirit of Forest Hart deems the wielder worthy and shares more powers suitable for opposing demons. *Cost:* 13,000 gp; *Feat Granted:* Lesser Legacy (*Thaas*).

The Best Defense: You must travel to the Abyss to bring the fight to the demons. Once there, you must spend 24 hours overcoming the perils of the place and triumph in an encounter with a hostile demon whose Challenge Rating is at least equal to your character level. You can accomplish your victory through intimidation, trickery, stealth, combat, or any other appropriate method. Many encounters throughout *Expedition to the Demonweb Pits* offer the opportunity to fulfill this requirement. *Cost:* 40,000 gp; *Feat Granted:* Greater Legacy (*Thaas*).

WIELDER REQUIREMENTS

The optimal user of *Thaas* is an elf ranger, although any elf or martial character might use it. *Thaas* is an incredibly useful weapon in the *Expedition to the Demonweb Pits* adventure.

Thaas Wielder Requirements

Base attack bonus +3.
Weapon Focus (longbow).
Non-chaotic, non-evil.

Legacy Item Abilities

All the following are legacy item abilities of *Thaas*.

Sense Demons (Sp): Beginning at 5th level, you can detect demons within 60 feet, as if using the *detect evil* spell. Caster level 5th.

Strength Adjusting (Su): When you attain 8th level, *Thaas* automatically adjusts to your Strength, serving as a composite longbow ideal for your Strength modifier. Thus, if your Strength score is 14, *Thaas* grants a +2 bonus on damage rolls for hits scored with it. If you drink a potion of *bull's strength* that increases your Strength score to 18, the bow's bonus on damage rolls automatically increases to +4.

Obstruct Summoning, Lesser (Su): When you attain 10th level, evil outsiders with 10 or fewer Hit Dice attempting to use their *summon* abilities within 60 feet of you automatically fail, but the daily use of that ability is still used up. Thus, if a vrock tries to use *summon tanar'ri* within 60 feet of you while you wield *Thaas,* the attempt fails and the ability is used up for that day.



Illus. by E. Cox

Obstruct Summoning (Su): When you attain 17th level, all evil outsiders attempting to use their *summon* abilities within 60 feet of you automatically fail, regardless of their Hit Dice. The daily use of that ability is still used up.

Banishment (Sp): Beginning at 18th level, you can force extraplanar creatures out of your home plane, as if using the *banishment* spell, once per day with a command word and a gesture. The save DC to negate this effect is 20 or 17 + your Charisma modifier, whichever is higher.

Plane Shift (Sp): Starting at 19th level, you can use *plane shift* as the spell once per day with a command word and a gesture. Only willing creatures can be transported with this effect.

New Monsters

This adventure uses creatures drawn from a wide variety of D&D v.3.5 sources. The statistics blocks provided in the individual encounters include all the information needed to run these monsters. The creatures detailed here are either entirely new monsters or creatures from previous editions that have been significantly updated for use in D&D v.3.5.

ASPECT OF GRAZ'ZT

Tall and darkly handsome, this male humanoid figure exudes sensuality. It has shiny black skin, slightly pointed ears, and green glowing eyes. Each of its elegant hands has six digits, and when it moves, each of its legs bends at two joints.

An aspect of Graz'zt is a mid-level manifestation of the most sensual of the demon lords. Graz'zt is fully detailed in *Fiendish Codex I: Hordes of the Abyss*.

STRATEGIES AND TACTICS

No more than one aspect of Graz'zt is ever encountered at a time, but this highly sensual demon rarely travels alone. It usually has an entourage of attractive female demons, tieflings, or exotic, extraplanar humanoids in tow.

An aspect of Graz'zt's *sanctuary* aura prevents most enemies from trying to harm it, but should combat ensure, it enjoys wading into melee with its greatsword and fighting its enemies toe to toe. Though it has a potent *eldritch blast*, it prefers melee combat to ranged attacks. An aspect of Graz'zt relies heavily on its *sanctuary* aura during a fight and concentrates its attacks on those who manage to overcome it. The aspect also uses its *swift seduction* ability to sow discord among its enemies and further distract anyone who has overcome its aura.

If the fight is going poorly, an aspect of Graz'zt does not hesitate to drink a *potion of invisibility* and flee, leaving its minions to cover its retreat. Since it does feel passionately about finishing what it started, however, the aspect seeks to rejoin the fray or reengage the opponents on a future occasion, after it has had the opportunity to rest and recover.

SAMPLE ENCOUNTER

An aspect of Graz'zt is generally encountered in the company of chaotic evil female creatures.

Assassins (EL 12): During this adventure, an aspect and two succubi are trying to corrupt or kill LeShawn Sonj, a demonwrecker who has been slaughtering demons throughout the planes (see page 171 for LeShawn's statistics and habits).

ASPECT OF GRAZ'ZT CR 11

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +9; **Senses** darkvision 60 ft., see invisibility; Listen +20, Spot +20
Aura *sanctuary* (DC 27)
Languages Abyssal, Common; permanent *tongues*

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hp 168 (16 HD); **DR** 10/good
AC 25, touch 14, flat-footed 20
Immune electricity, poison
Resist acid 10, cold 10, fire 10
Fort +16, **Ref** +15, **Will** +11

Speed 40 ft. (8 squares)
Melee *+2 greatsword* +21/+16/+11/+6 (3d6+8/19–20)
Ranged *eldritch blast* +20 touch (6d6; 1d20+18 to overcome SR)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +26
Atk Options Cleave, Combat Reflexes, Great Cleave, Power Attack; aligned strike (chaotic, evil)
Special Actions size alteration, *swift seduction*
Combat Gear 2 *potions of cure serious wounds*, 2 *potions of invisibility*

Abilities Str 19, Dex 20, Con 22, Int 21, Wis 12, Cha 27
SA *swift seduction*
Feats Cleave, Combat Reflexes, Great Cleave, Improved Initiative, Power Attack, Spell Penetration
Skills Balance +7, Bluff +27, Concentration +25, Diplomacy +31, Disguise +27 (+29 acting), Escape Artist +24, Gather Information +27, Hide +1, Intimidate +6, Jump +10, Knowledge (history) +24, Knowledge (religion) +24, Knowledge (the planes) +24, Listen +20, Sense Motive +20, Spot +20, Survival +1 (+3 on other planes), Tumble +24, Use Rope +5
Possessions combat gear plus *+2 greatsword,* various jewelry worth 1,000 gp

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Sanctuary Aura (Sp) This aspect of Graz'zt is protected at all times by a *sanctuary* effect (Will DC 27 negates). Unlike the spell, however, this effect is a mind-affecting enchantment. A creature that makes its saving throw cannot be affected again by the same aspect of Graz'zt's aura for 24 hours.

Eldritch Blast (Sp) This aspect of Graz'zt can use an *eldritch blast* like that of a warlock (*Complete Arcane* 5) at will. The ray springs from its fingertips and streaks toward a single target. If the aspect makes a successful ranged touch attack, the *eldritch blast* deals 6d6 points of damage (no saving throw). The ray has a range of 60 feet and is subject to spell resistance.

Aligned Strike An aspect of Graz'zt's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Size Alteration (Su) As a standard action, this aspect of Graz'zt can shrink to Medium size or grow back to its normal size. It uses this ability in conjunction with its Disguise skill to seduce mortal females of various humanoid races.

Swift Seduction (Sp) As a swift action, this aspect of Graz'zt can try to make an ally of any creature within 120 feet. The target must make a DC 26 Will save or immediately make a single melee or ranged attack against one of its allies. Taking this action doesn't affect the subject's normal place in the initiative order. *Swift seduction* is a mind-affecting compulsion effect equivalent to a 3rd-level spell, and it is usable at will. A creature that saves cannot be affected by the same aspect's *swift seduction* ability for 24 hours.



Illus. by E. Gist

It considers mortals little more than cattle, though it is willing to use them for pleasure when the opportunity presents itself. Many humanoids fall prey to Graz'zt's charm and good looks. He is gorgeous and enjoys all the benefits of his beauty. In turn, he likes to surround himself with beautiful creatures, preferring the attention of fey, succubi, and lamia nobles. He has a proclivity for female company, but is not exclusive about it. Exceptionally charismatic humanoids gain Graz'zt's notice and usually feel delighted by the demon prince's attention.

Alignment: Aspects of Graz'zt are always chaotic evil. They care about nothing except their lord and themselves.

Typical Treasure

Aspects of Graz'zt value their greatswords more than any other magic items. In size and shape, these swords are identical to the one wielded by the demon lord himself, though Graz'zt's sword has many more abilities. An aspect of Graz'zt rarely carries any items other than its sword and a few potions.

ASPECTS OF GRAZ'ZT IN EBERRON

In Eberron, aspects of Graz'zt are rare demons with a touch of fey blood. They're most at home in Thelanis, the Faerie Court, where they can dwell surrounded by the sumptuous beauty and gorgeous fey.

ASPECTS OF GRAZ'ZT IN FAERÛN

Though they are inhabitants of the Abyss, aspects of Graz'zt sometimes accompany clerics of the deity Cyric. They also delight in disguising themselves as humanoids and endeavoring to seduce worshipers of Sharess.

ECOLOGY

Graz'zt creates aspects fully formed whenever he needs them, keeping a few in reserve at all times for emergencies. Because an aspect is an outsider, it has no need to eat, sleep, or breathe.

Environment: Like the demon lord it resembles, an aspect of Graz'zt inhabits the Infinite Layers of the Abyss. When encountered on another plane, it has the extraplanar subtype. An aspect on the Material Plane can be encountered in any terrain type.

Typical Physical Characteristics: The aspect of Graz'zt appears as a reduced version of the demon lord Graz'zt, standing more than 14 feet tall and weighing a slender 800 pounds.

SOCIETY

Like its creator, an aspect of Graz'zt is a sensual hedonist. It would rather persuade enemies than fight them, but once battle is joined, it lays about with its mighty greatsword and revels in the carnage.

ASPECT OF GRAZ'ZT LORE

Characters who have ranks in Knowledge (religion) or Knowledge (the planes) can learn more about aspects of Graz'zt. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (religion) or Knowledge (the planes)

DC	Result
21	This creature is a manifestation of Graz'zt, the demon lord. It is immune to electricity and poison and resistant to acid, cold, and fire. In addition, it can see in darkness and communicate telepathically.
26	An aspect of Graz'zt has several mind-affecting abilities. It has an aura that prevents enemies from attacking it, and it can also cause enemies to attack their allies.

ASPECT OF OBOX-OB

This demon's body is an insane thicket of spidery limbs ending in razor-sharp talons and arrayed around a scorpion-shaped body. Where its face should be writhe three immense tails, each tipped with a jagged stinger that seeps black venom. Where its tail should be is a thick neck surmounted by a horrific face, complete with a vertically aligned mouth and three pairs of leering red eyes that seem terrifyingly human.

Aspect of Obox-ob CR 12

CE Large outsider (chaotic, evil, extraplanar, obyrith)
Init +3; **Senses** darkvision 60 ft., true seeing; Listen +20, Spot +20
Languages Abyssal; telepathy 100 ft.

hp 187 (15 HD); **DR** 5/lawful
AC 26, touch 12, flat-footed 23
(–1 size, +3 Dex, +14 natural)
Immune disease, mind-affecting spells and abilities, poison
Resist acid 10, cold 10, electricity 10, fire 10
Fort +17, **Ref** +12, **Will** +11

Speed 40 ft. (8 squares), climb 40 ft., fly 60 ft. (good); Flyby Attack
Melee 3 stings +21 each (1d8+7/19–20 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +15; **Grp** +26
Atk Options Cleave, Great Cleave, Improved Bull Rush, Power Attack; aligned strike (chaotic, evil), poison (Fort DC 25, 1d4 Int/2d4 Int)

Abilities Str 24, Dex 17, Con 26, Int 13, Wis 14, Cha 11
SA poison (Fort DC 25, 1d4 Int/2d4 Int)
SQ demonwasp swarms
Feats Cleave, Flyby Attack, Great Cleave, Improved Bull Rush, Improved Critical (sting), Power Attack
Skills Balance +5, Climb +33, Diplomacy +2, Hide +17, Intimidate +18, Jump +31, Listen +20, Move Silently +21, Sense Motive +20, Spot +20, Tumble +23

True Seeing (Su) As the *true seeing* spell; continuous; caster level 12th.
Demonwasp Swarms (Su) Each aspect of Obox-ob hosts three demonwasp swarms within its body (see Demonwasp Swarm entry, below). At intervals during combat, the aspect's chitinous skin cracks and disgorges a swarm. The first emerges from its body when its hit points fall below 94, the second when its hit points fall below 46, and the third when its hit points fall below 0. Each swarm emerges on the aspect's turn with full hit points.

Demonwasp Swarm CR 8

CE Diminutive magical beast (evil, extraplanar, swarm)
Init+10; **Senses** darkvision 60 ft., low-light vision; Listen +10, Spot +10
Languages —

hp 99 (12 HD)
AC 20, touch 20, flat-footed 14
Immune critical hits, flanking, weapon damage
Resist fire 10
Weakness hive mind, +50% damage from area spells or effects
Fort +10, **Ref** +14, **Will** +7

Speed 5 ft. (1 square), fly 40 ft. (good)
Melee swarm (3d6 plus poison)
Space 10 ft.; **Reach** —
Base Atk +12; **Grp** —
Atk Options distraction, poison (Fort DC 18; 1d6 Dex/1d6 Dex)
Special Actions inhabit

Abilities Str 1, Dex 22, Con 14, Int 6, Wis 13, Cha 9
SQ swarm traits (*MM* 315)
Feats Ability Focus (poison), Alertness, Improved Initiative, Improved Toughness, Iron Will
Skills Hide +19, Listen +10, Spot +10
Advancement —

Hive Mind (Ex) Any demonwasp swarm with at least 12 hit points forms a hive mind, gaining an Intelligence of 6 and making it susceptible to mind-affecting spells and abilities. When the swarm is reduced below this hit point threshold, it becomes mindless and loses its skills and feats. Losing the Improved Toughness feat causes it to disperse immediately.
Distraction (Ex) Fortitude DC 18, nauseated 1 round. The save DC is Constitution-based.
Inhabit (Ex) A demonwasp swarm can enter the body of a helpless or dead creature by crawling into its mouth and other orifices. Doing so requires 1 minute, and the victim must be Small, Medium, or Large (although four swarms working together can inhabit a Huge creature). These swarms make no attempt to inhabit creatures during the course of combat. After combat ends, if a character, animal companion, or other suitably sized creature remains behind as a prisoner or a corpse, the swarm moves in to inhabit the body (*MM,* p. 238).

An aspect of Obox-ob is a mid-level manifestation of the demon lord of the same name. Obox-ob is fully detailed in *Fiendish Codex I: Hordes of the Abyss.*



Illus. by T. Pendergraft

ASPECT OF OBOX-OB LORE

Characters who have ranks in Knowledge (the planes) can learn more about aspects of Obox-ob. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
22	A manifestation of the demon lord Obox-ob, this creature is associated with vermin and poison. It is immune to electricity and poison and resistant to acid, cold, and fire. In addition, it can see in darkness and communicate telepathically.
27	The stinger of an aspect of Obox-ob delivers a poison that reduces a victim's Intelligence. The creature is also resistant to all weapons except lawful ones.
32	This creature hosts three swarms of insects within its body. When it is injured, bugs begin to fly out of its wounds.

STRATEGIES AND TACTICS

An aspect of Obox-ob always appears singly, though it can be accompanied by other demons. A straightforward combatant, it enjoys using its Flyby Attack feat and maximizing the effects of its melee attacks with Cleave. The aspect targets unarmored or lightly armored creatures on the outside edge of a group. Its high speed and generous Tumble modifier allow it to maneuver well on the battlefield, and it uses this mobility to its advantage.

SAMPLE ENCOUNTER

A single aspect of Obox-ob makes for a nasty encounter at EL 12. As soon as the PCs start to "win" the fight by reducing its hit points, the demonwasp swarms begin to emerge as new opponents.

ECOLOGY

Aspects of Obox-ob are created as needed by the demon lord Obox-ob. Like other outsiders, they need not eat, sleep, or breathe.

Environment: Like the demon lord they serve, aspects of Obox-ob are native to Zionyn, the 663rd layer of the Infinite Layers of the Abyss. Outside the Abyss, they have the extraplanar subtype and can be encountered in any kind of terrain.

Typical Physical Characteristics: An aspect of Obox-ob appears as a reduced version of the demon lord of the same name. The aspect stands 10 feet tall and weighs 1,200 pounds.

SOCIETY

The demon lord Obox-ob creates aspects as needed to help spread his influence beyond Zionyn. Obox-ob loathes Demogorgon and all tanar'ri, and his aspects share this hatred.

Alignment: Aspects of Obox-ob are always chaotic evil.

TYPICAL TREASURE

Aspects of Obox-ob do not collect treasure and are rarely equipped with any items, mundane or magical.

ASPECTS OF OBOX-OB IN EBERRON

Aspects of Obox-ob typically fight against tanar'ri in Shavarath, the Battleground. Occasionally one can be found lurking in an underground cavern on a mission for its lord.

ASPECTS OF OBOX-OB IN FAERÛN

In Faerûn, aspects of Obox-ob work to oppose tanar'ri thefts of souls—not for any altruistic purpose, but simply out of selfishness and the desire to destroy. Sages think that one or more kinds of mindless vermin might once have been intelligent creatures, but that their ancestors' souls were sucked out to feed the hunger of Obox-ob and his aspects.

ASPECT OF YEENOGHU

An immense, gaunt gnoll brandishes a triple-headed flail in its mighty hands. Yellow fur appears in mangy patches on the creature's body, and pale gray flesh shows through where the fur is absent. The gnoll's amber-colored eyes are large and protruding.

ASPECT OF YEENOGHU **CR 10**

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)
Init +7; **Senses** darkvision 60 ft., see invisibility; Listen +19, Spot +19
Languages Abyssal, Common, Gnoll

AC 24, touch 12, flat-footed 21
(–1 size, +3 Dex, +12 natural)
hp 147 (14 HD); fast healing 5; **DR** 10/good
Immune electricity, poison
Resist acid 10, cold 10, fire 10
Fort +15, **Ref** +12, **Will** +11

Speed 40 ft. (8 squares)
Melee *+1 triple flail* +22/+17/+12 (3d6+13 plus stun)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +26
Atk Options Cleave, Great Cleave, Power Attack; aligned strike (chaotic, evil), triple flail stun
Combat Gear 2 *potions of cure serious wounds*

Abilities Str 27, Dex 16, Con 22, Int 16, Wis 15, Cha 15
Feats Cleave, Great Cleave, Improved Initiative, Power Attack, Track
Skills Balance +20, Climb +25, Diplomacy +19, Handle Animal +19, Hide +16, Intimidate +19, Jump +29, Listen +19, Move Silently +20, Ride +5, Spot +19, Survival +19
Advancement —
Possessions combat gear plus *+1 triple flail*

Aligned Strike An aspect of Yeenoghu's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Triple Flail Stun (Ex) The unique triple-headed *+1 heavy flail* that the aspect of Yeenoghu wields is a lesser version of Yeenoghu's weapon. Each time the aspect hits the same creature more than once in a round with its triple flail, the target must make a DC 25 Fortitude save or be stunned for 1d4 rounds. This stunning attack is an attribute of the aspect, not the flail. The save DC is Strength-based.

An aspect of Yeenoghu is a mid-level manifestation of the god of the gnolls. Yeenoghu is fully detailed in *Fiendish Codex I: Hordes of the Abyss*.

STRATEGIES AND TACTICS

An aspect of Yeenoghu chooses its fights with care and rarely enters a combat that it doesn't have a reasonable chance of winning. When it does decide to enter combat, it fights with gusto, focusing on one foe at a time to maximize the stunning effect of its flail. Though no more than one aspect of Yeenoghu is ever encountered at a time, each typically travels with allies—most often an entourage of gnolls or ghouls. (The aspect always has access to ghouls, since Doresain, the King of the Ghouls, pays homage to Yeenoghu.)

SAMPLE ENCOUNTERS

The gnoll deity usually sends a small company of gnolls and ghouls—often fiendish—out with his aspect.

The Temple (EL 12): An aspect of Yeenoghu and a 10th-level gnoll cleric have banded together to locate and restore an old temple to their god. A pack of six ghouls accompanies them.

The Pact (EL 14): Two 10th-level gnoll rangers act as guards for an aspect of Yeenoghu who is traveling to a meeting at which it intends to negotiate an alliance between the local gnoll tribe and a group of ogres led by an ogre mage.

The Gnoll Alliance (EL 16): An aspect of Yeenoghu leads negotiations between Graash, a gnoll cleric 11, accompanied by her two 9th-level gnoll rangers honor guards and a tribe of hill giants represented by a hill giant barbarian 5 and his two hill giant barbarian 3 brethren.

ECOLOGY

Yeenoghu creates aspects fully formed whenever he needs them, keeping a few in reserve at all times for emergencies. Because an aspect is an outsider, it has no need to eat, sleep, or breathe.

Environment: Like the deity it resembles, an aspect of Yeenoghu inhabits the Infinite Layers of the Abyss. When encountered on another plane, it has the extraplanar subtype. An aspect on the Material Plane can be encountered in any terrain type.

Typical Physical Characteristics: An aspect of Yeenoghu appears as a reduced version of Yeenoghu, standing more than 12 feet tall and weighing approximately 800 pounds.

SOCIETY

Though they have no need to feed, aspects of Yeenoghu enjoy the chase and the kill, so they frequently hunt lesser creatures when the opportunity arises. Aspects of Yeenoghu don't care whether prey is exceptionally challenging—in fact, they prefer quarry that's easy to kill.

Yeenoghu instills in his gnoll worshipers a strong pack mentality. The most important thing is to ensure the growth of the gnoll tribe. Their religious teachings include visions of a future where gnolls dominate the land. Elves, dwarves, halflings, and humans are slaves, food, or playthings to be chased and hunted.

Because of their common religion and its emphasis on gnoll unity and superiority, gnoll tribes rarely attack one another. When they encounter each other, it's usually an amicable event, and different tribes might work together for a time.

Aspects of Yeenoghu gather several tribes together to fulfill whatever mission their god entrusted them with. Among gnolls, the aspects are respected and revered and their orders unquestioningly followed even by the most chaotic and evil of gnolls. Since Yeenoghu embraces creatures of all races that choose to serve him and his goals, the aspects serve to facilitate interactions such as between human cultists and a gnoll tribe. These aspects lead groups of slavers or raiding parties and make formidable leaders of gnolls. For more information on gnolls and their society, see *Monster Manual IV* pages 67–71.

Alignment: Aspects of Yeenoghu are always chaotic evil. Like their master, they are selfish, predatory, and cruel.



Illus. by R. Horsley

ASPECT OF YEENOGHU LORE

Characters who have ranks in Knowledge (the planes) or Knowledge (religion) can learn more about aspects of Yeenoghu. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (religion)

DC	Result
15	Gnolls follow a religion worshiping the demon prince Yeenoghu who views gnolls as his children. He wants gnolls to multiply and prosper so that they overrun the rest of the world and subjugate all other humanoid races.
20	Yeenoghu is embroiled in demonic politics, making alliances and enemies as he works to improve his power and position. He claims much of the 422nd layer of the Abyss as his domain. Currently, Doresain, the King of the Ghouls, pays homage to him. Yeenoghu is in conflict with Malcanthet, the Queen of the Succubi, and Bahphomet, the Prince of Beasts.

Knowledge (the planes)

DC	Result
20	This creature is a manifestation of Yeenoghu, the demonic god of the gnolls. It can see in darkness like a demon.
25	The aspect of Yeenoghu wields a mighty flail that can stun its targets. The creature can be damaged most effectively by a good weapon.

TYPICAL TREASURE

Aspects of Yeenoghu have little use for treasure. Typically, an aspect carries only a few potions or consumables in addition to its magic flail.

ASPECTS OF YEENOGHU IN EBERRON

In Eberron, aspects of Yeenoghu are outsiders with the native subtype. Though rare, they can occasionally be found leading gnoll tribes in Droaam. Whether the aspects are creatures that migrated from the Demon Wastes and assumed a gnoll-like form or manifestations of the Mockery-made gnoll worshipers remains unknown. The aspects that appear in Eberron preach a doctrine of a world overwhelmed by monstrous races with the gnolls occupying a position of particular importance.

ASPECTS OF YEENOGHU IN FAERÛN

In Faerûn, Yeenoghu and his aspects inhabit the Abyss. The god sends his aspects to accompany high-level gnoll clerics on important missions, or stations them at places of worship in larger gnoll communities. They meet with human cultists and work to foster alliances that would benefit gnolls.

CORRUPTED BY THE ABYSS

This young elf's coal-black skin and shock of white hair provide unmistakable evidence of his drow blood, but his eyes look red-rimmed and cruel—almost fiendish. He swings a spiked chain lazily with one hand while making a magical gesture with the other.

Arcane Guard Corrupted by the AbyssCR 10

Male drow fighter 2/wizard 5
NE Medium aberration (augmented humanoid)
Init +6; **Senses** darkvision 120 ft.; Listen +6, Spot +7
Languages Abyssal, Common, Draconic, Drow Sign Language, Elven, Undercommon

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AC 21, touch 13, flat-footed 19; Dodge, Mobility
hp 49 (7 HD); fast healing 3 (when in the Abyss); **DR** 5/good
Immune sleep
Resist electricity 10; **SR** 18
Fort +7 (+11 against poison), **Ref** +3, **Will** +3 (+5 against spells and spell-like abilities); +2 against enchantments
Weakness light blindness

Speed 30 ft. (6 squares)
Melee *+1 spiked chain* +9 (2d4+5)
Ranged mwk hand crossbow +7 (1d4/19–20 plus poison)
Space 5 ft.; **Reach** 5 ft. (10 ft. with spiked chain)
Base Atk +4; **Grp** +7
Atk Options poison (Fort DC 13, unconscious 1 minute/unconscious 2d4 hours)
Combat Gear 3 doses drow poison, *wand of magic missile* (CL 5th, 25 charges), *potion of bear's endurance, potion of cure serious wounds, potion of haste*
Wizard Spells Prepared (CL 5th; 10% arcane spell failure chance):
3rd—*fly,* empowered *burning hands* (DC 14)
2nd—*scorching ray* (+6 ranged touch), *invisibility, see invisibility*
1st—*magic missile, ray of enfeeblement* (+6 ranged touch), *shield, true strike*
0—*detect magic, ghost sound* (DC 13), *resistance, touch of fatigue* (+7 melee touch, DC 13)
Spell-Like Abilities (CL 7th):
1/day—*dancing lights, darkness, faerie fire*

Abilities Str 17, Dex 14, Con 16, Int 17, Wis 8, Cha 8
SQ notice secret or concealed doors
Feats Dodge, Empower Spell[B], Exotic Weapon Proficiency (spiked chain), Improved Initiative, Mobility[B], Scribe Scroll[B], Weapon Focus[B] (spiked chain)
Skills Climb +8, Concentration +12, Intimidate +4, Jump +8, Listen +5, Search +5, Spellcraft +11, Spot +6
Possessions combat gear plus mithral shirt, *+1 spiked chain,* masterwork hand crossbow with 20 bolts, *ring of protection +1,* 12 gp
Spellbook spells prepared plus 0—all; 1st—*alarm, animate rope, identify, silent image;* 2nd—*spider climb, web;* 3rd—*vampiric touch*

Light Blindness (Ex) Abrupt exposure to bright light (such as sunlight or a *daylight* spell) blinds the arcane guard corrupted by the Abyss for 1 round. In addition, he takes a –1 circumstance penalty on attack rolls, saves, and checks while operating in bright light.
Skills The arcane guard corrupted by the Abyss has a +2 racial bonus on Listen, Search, and Spot checks.

Arcane guards corrupted by the Abyss wield both steel and spell in combat. Though they lack the talent to become high-level wizards, these peculiar beings understand the inner workings of arcane institutes well enough that powerful drow wizards and sorcerers find it useful to keep them in the fold. Toughened physically by a lengthy stay in the Demonweb, these arcane guards can make formidable adversaries.

This arcane guard corrupted by the Abyss had the following ability scores before racial adjustments, Hit Dice ability score increases, and equipment bonuses: Str 12, Dex 13, Con 14, Int 15, Wis 10, Cha 8.

STRATEGIES AND TACTICS

Given time to prepare, an arcane guard corrupted by the Abyss casts *shield* and *fly* before joining battle. He then tries to fly up and out of reach of his foes so that he can take advantage of his spiked chain's greater reach. If he needs a more effective battery of attacks, he simply drinks his *potion of haste.*

CREATING A CREATURE CORRUPTED BY THE ABYSS

This template first appeared in *Book of Vile Darkness.* This version has been updated to v.3.5 rules and adapted for the environment of the Abyss.

"Corrupted by the Abyss" is an inherited or acquired template that can be added to any corporeal creature (referred to hereafter as the base creature). A corrupted creature uses all the base creature's statistics and abilities except as noted here.

Size and Type: The creature's type changes to aberration, but its size is unchanged. Do not recalculate base attack bonus, saves, or skill points.

Hit Dice: All the base creature's current and future racial Hit Dice change to d8s. Hit Dice gained from classes remain the same.

Challenge Rating: Adjust the creature's CR based on its character level, as follows.

CORRUPTED BY THE ABYSS LORE

Characters who have ranks in Knowledge (nature) can learn more about creatures corrupted by the Abyss. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (Nature)

DC	Result
15	An Abyssal taint has corrupted this creature into an aberration of its kind. It can see in darkness.
20	Creatures corrupted by the Abyss resist electricity and poison.
25	Such beings take full damage only from good weapons. For the most challenging of these creatures, only weapons that are both good and cold iron deal full damage. Furthermore, when in the Abyss, these creatures demonstrate regenerative powers.

Hit Dice	Challenge Rating Increase
1–3	+1
4–7	+2
8+	+3

Alignment: Always chaotic evil.

Armor Class: The flesh of creatures corrupted by the Abyss becomes tougher and more resilient. Increase the natural armor bonus by 4 if the base creature is Large or smaller, or by 8 if it is Huge or larger.

Damage: The base creature's claws lengthen, its teeth multiply, and its muscles harden. The base damage die for the creature's natural attacks increases by one die type (*MM* 291, Table 4–3).

Abilities: Adjust the base creature's ability scores as follows: Str +4, Dex –2 (minimum 1), Con +4, Wis –2 (minimum 1), Cha –2 (minimum 1).

Special Qualities: A creature corrupted by the Abyss has all the special qualities of the base creature, plus the following.

Darkvision 60 ft.

Damage Reduction, Immunities, and Resistances (*Ex*) A creature corrupted by the Abyss gains additional defenses based on its character level, as given on the following table.

Hit Dice	Damage Reduction	Electricity
1–3	—	Resist 5
4–7	5/good	Resist 10
8–11	10/good	Resist 20
12+	10/ cold iron and good	Immune

Enhance Power (*Su*): The save DC of every special attack the base creature has by virtue of its race increases by 4.

Fast Healing (*Ex*): While in the Abyss, a creature corrupted by the Abyss heals damage equal to one-half its character level (maximum 10 points) per round. If the base creature already has fast healing, use the better value.

Resistance to Poison (*Ex*): A creature corrupted by the Abyss gains a +4 bonus on Fortitude saves against poison.

Advancement: Same as base creature.

Level Adjustment: —.

SAMPLE ENCOUNTERS

Creatures corrupted by the Abyss are encountered in the company of demons or other corrupted beings. The encounter levels can vary widely and provide interesting challenges for characters of all levels.



Raiding Party (EL 8): An ogre corrupted by the Abyss leads four of its untainted comrades on a pillaging spree into settled lands.

The Created (EL 11): A necromancer 9 creates a flesh golem from pieces of Abyssal creatures, thereby giving it the attributes of a creature corrupted by the Abyss.

Fiery Corruption (EL 13): A fire giant who has escaped long imprisonment in the Abyss now seeks to reunite with her tribe.

ECOLOGY

Creatures capable of adapting to the chaotic and violent environment of the Abyss become corrupted by it.

Environment: Creatures corrupted by the Abyss are sometimes native to the Infinite Layers of the Abyss. In most cases, however, they originate on other planes but become tainted by the Abyss through long-term residence there.

Typical Physical Characteristics: A creature corrupted by the Abyss retains the general appearance and physical characteristics of the base creature, but some demonic feature, such as red eyes, scaly skin, or possibly the odor of brimstone, reveals its taint.

SOCIETY

Creatures with this template choose to eke out a living in the Abyss by whatever means they can. If such a being returns to the base creature's normal environment, it immediately begins to use its advantages for personal gain.

Alignment: Creatures corrupted by the Abyss are always chaotic evil, and they fully embrace the depravity of that alignment.

TYPICAL TREASURE

Creatures corrupted by the Abyss are nasty, greedy, chaotic evil creatures that believe the strong and powerful have the right to abuse the weak. Because their fortunes change frequently, their treasure is as given on the following table.

d%	Treasure
01–33	No treasure of note.
34–66	Standard treasure of the base creature.
67–100	Double the standard treasure of the base creature.

Illus. by H. Lyon

DABUS

This tall, slender humanoid floats along just above the ground. It wears long robes and carries a hammer in its hand. It passes another of its kind and exchanges what appears to be a greeting. The air above the heads of both beings fills with pictures of objects which, if their names were spoken in succession, would form words.

DABUS **CR 2**

Always N Medium humanoid (extraplanar)
Init +3; **Senses** Listen +7, Spot +7
Languages visual only; telepathy 100 ft.

AC 13, touch 13, flat-footed 10
(+3 Dex)
hp 22 (4 HD)
Immune spells that affect surfaces or flight
Fort +5, **Ref** +4, **Will** +3

Speed 30 ft. (6 squares); floating form
Melee longsword +3 (1d8/19–20) or
Melee hammer +3 (1d6)
Ranged hand axe +5 (1d6)
Space 5 ft.; **Reach** 5 ft.
Base Atk +3; **Grp** +3
Spell-Like Abilities (CL 4th):
At will—*change self*

Abilities Str 11, Dex 16, Con 12, Int 12, Wis 14, Cha 14
Feats Alertness, Skill Focus (Disable Device)
Skills Concentration +3, Craft (any) +8, Disable Device +7, Knowledge (the planes) +4, Listen +7, Spot +7
Advancement 5–8 HD (Medium)
Possessions hammer, hand axe, longsword, tools

Floating Form (Ex) Dabus never stand on the ground. They neither fly nor walk, but use a unique movement mode somewhere in between the two. Thus, they are immune to magic that affects the surface beneath them as well as spells that would affect flying creatures. A *transmute rock to mud* or *grease* spell doesn't affect them because they do not touch the ground, and a *gust of wind* spell does not send them spinning out of control.

Servants of the Lady of Pain, the dabus band together to form silent legions that keep Sigil operating and enforce the Lady's will. Some believe that the Lady of Pain is their goddess-creator; others believe she is simply one of them, and that the dabus are the true masters of Sigil—the hidden genius of her being. Others believe these creatures to be nothing more than slaves charged with maintaining Sigil's mighty engines.

STRATEGIES AND TACTICS

The dabus do not seek out combat because destruction is not their purpose. Still, avoiding combat is not always possible in a city such as Sigil, so the dabus are perfectly willing to fight if they must. But since they have no special attacks of any kind, they fight only with swords, or with the hand axes or hammers that they carry.

SAMPLE ENCOUNTERS

The dabus wander the streets of Sigil on their endless missions. Most of these involve building or tearing down portions of the city, or carrying out orders from the Lady of Pain. They do not ally with other races.

Typical Encounter (EL 4): Three dabus enter a room that a member of the party has rented in Sigil. They immediately set to work tearing a hole in one wall, after which they bring in a section of large ceramic pipe. If attacked or threatened, the illusion master (see the Dabus Illusion Masters sidebar) with the group displays an image of an engineering diagram and one of the Lady of Pain to explain that the pipe must go through. Otherwise, the creatures ignore the party entirely. If the PCs resist their efforts, the dabus retreat and return with a few yugoloth mercenaries or members of the Sons of Mercy, who summarily throw the party out.



Illus. by E. Deschamps

The Overnight Prison (EL 8): If the PCs ever kill a dabus or act against Sigil's interests, a cadre of dabus attempts to imprison them during the next night. A dabus leader casts *deep slumber* on the watch or guards (if any), then several other dabus silently build walls around the PCs. When the work is completed (about an hour later), the dabus place wards that prevent the use of teleportation and summoning spells on these barricades. Upon awakening, the PCs find their doors and windows blocked with stone (40 hit points at each entrance, hardness 15). The dabus leader then projects a surrender demand into the prison in its distinctive picture-language. If the characters agree to leave quietly, they are escorted to the nearest portal and barred from returning for a period of months or years. If they want to fight, the dabus call for the city watch. A patrol of ten 6th-level fighters, all members of the Sons of Mercy, arrives 2d4 rounds later and attacks.

ECOLOGY

The dabus are like cells in the body of the city, constantly working to keep it strong and healthy. It is difficult to imagine what would happen to Sigil without them because no one else knows the full extent of Sigil's streets, let alone the workings of its furnaces.

Environment: Dabus inhabit all quarters and sections of Sigil, dwelling in substructures below the city that few other beings have ever seen. They don't care for visitors in their cramped workshops, and they deliberately mislead those who try to follow them without permission.

But even though the dabus know all the city's portals, they rarely make use of any. In fact, dabus are encountered outside Sigil only when they are seeking rare supplies or delivering messages for the Lady of Pain. For the most part, the dabus spend their time building and rebuilding Sigil, cannibalizing one part to construct another.



Illus. by E. Cox

Typical Physical Characteristics: These tall, slender beings move with an unearthly grace, their feet never quite touching the ground. Their thoughts literally fill the air when they pass because a dabus "speaks" by shaping illusions that resemble the word-pictures of a rebus puzzle. Other beings who can see these thought-pictures can translate them into sounds and string those sounds together into words.

The dabus have no gender, and they produce no young. Nevertheless, they do seem to be able to replace any members of their race lost to accident or misadventure. No one is sure how they do so, but sages speculate that when necessary, a new dabus is constructed from the merged illusions of the others. If it is true that their word-pictures can take on real form in this manner, then these creatures truly have the ability to turn their "speech" into reality for others—at least under certain circumstances.

"I don't trust anybody that can't talk back—especially them floaty buggers. They're always watching a berk."

—Reynard the Rogue, unobserved by preference

SOCIETY

The dabus claim to be organized into cells consisting of two to twelve members. Each cell has a particular duty in the city, though its function is not tied to any one place or skill. One day a member of a given cell

might gather the trash that blows out of the Great Bazaar; the next, it might be resetting cobbles near the Hive. Whatever intelligence guides the dabus in their tasks, they know what is expected of them.

Alignment: Dabus are always neutral. They are silent and patient, but firm in defense of their city.

TYPICAL TREASURE

Dabus carry no goods of any kind other than their tools, weapons, and clothes.

DABUS REBUS TALK

The most puzzling aspect of the dabus is their strange speech. They have mouths and seem perfectly capable of speaking normally, but they never do. Instead, they communicate by making images appear in the air. These images are picture equivalents of the sounds that make up whatever language the onlooker speaks. These sounds can then be strung together into words. When a dabus is excited, these rebuses can flicker by with dazzling speed.

Why the dabus do not speak remains one of Sigil's greatest mysteries. Have they surrendered speech, thereby cutting away the ideas that bind flesh to a false image of the world? Or is language a mystery to them—a forgotten art dependent upon words and letters they cannot understand? Or perhaps they are like idiot savants—brilliant at their own chores but blind to talents common in others.

For you as DM, the key question is a simpler one—what's the best way to roleplay a race that speaks only in pictures? The easiest answer is not to have the dabus speak to PCs at all. They barely acknowledge the presence of others, anyway. This treatment is fine when the dabus are simply part of the background, or when their presence is not important to the adventure. But sooner or later, your players are likely to want more from these mysterious creatures.

You can take one of three approaches to the rebuses.

1. **Let the Dice Decide:** When the PCs encounter a dabus who speaks to them, you can require each PC to make a Wisdom check to understand its speech symbols. A character who makes a DC 10 check can understand simple words and short phrases. A DC 15 check allows translation of short sentences about common topics (such as money or directions). A DC 20 check is required to understand a complete conversation about past, present, and future events, and a DC 25 check is needed for complex, abstract discussions about topics such as strategy, magic, politics, philosophy, or religion. Add 5 to each of these DCs if either the party or the dabus is under time pressure to communicate quickly.

This method is easy to resolve, but it takes much of the mystery out of the dabus. With a little more effort, you can get a much bigger reaction out of your players.

2. **Nonverbal Substitutes:** When a dabus encounter occurs, you can substitute some other nonverbal form of communication—such as pantomime—to simulate the strangeness of the dabus and their speech. Simply state that the dabus spews a torrent of incomprehensible symbols, then it resorts to pantomime to make itself understood. This method involves the players right at the table and is handy for those times when you haven't prepared any rebuses ahead of time.

3. **Rebuses:** The method that most accurately portrays the mystery surrounding the dabus requires a bit of advance preparation. When you know in advance that the PCs will encounter a dabus and what subjects they are likely to address, you can draw up two or three rebuses for the players to decipher. Imagine the players' surprise when the PCs ask a question and you hold up one or more rebuses as a reply!

Speed of Play: In all cases, rebuses or pantomime should be used for fun, not to bog down play. If the characters need to know something in a hurry, or your game time is short, an NPC in Sigil can offer to "translate" what the dabus says for the party. Most natives of the city can translate dabus speech by taking 20 on an Intelligence check.

DABUS LORE

Characters who have ranks in Knowledge (religion) or Knowledge (the planes) can learn more about the dabus. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (religion) or Knowledge (the planes)

DC	Result
12	A dabus is a type of humanoid native only to Sigil, the City of Doors. A servant of the Lady of Pain, it constantly works at building, repairing, and tearing down sections of the city.
17	The dabus work in cells consisting of two to twelve members. Each cell retains the same membership from day to day, unless one of its members is slain or replaced. The distinctive floating gait of these creatures renders them immune to spells that affect footing, such as *grease,* yet air-based spells such as *gust of wind* do not disturb them either.
22	The dabus live deep beneath the city in hidden workshops. Few have seen their domiciles, but each is said to house thousands of dabus and to reverberate with the thrum of the mighty engines that maintain Sigil's portals and air, as well as its position as crossroads of the planes.
27	Dabus leaders are skilled in illusion and creation magic. These individuals appear identical to other dabus, but they have the power to throw enemies of the city into the Lady's mazes—or at least to make them think they have been exiled in this way.

DABUS ILLUSION MASTERS

Dabus who take levels in the sorcerer class are known as illusion masters. A typical dabus illusion master has 1d10 sorcerer levels.

DEMON

Evil and chaotic to the core, demons like nothing more than to maim and destroy. They are native to the Infinite Layers of the Abyss, and their environment complements their natures. Demons take pleasure in the pain and misfortune of others. Some are sneaky and sly, while others are more direct and brutal.

A number of demons belong to a race (and subtype) known as the tanar'ri. The tanar'ri form the largest and most diverse group of demons, and they are the unchallenged masters of the Abyss (at least in their own eyes). Most of the demons detailed in the *Monster Manual* are tanar'ri. *Fiendish Codex I: Hordes of the Abyss* introduces two new subtypes of demons: the loumara and the obyrith. While no group of creatures of the Abyss can ever be said to be truly united, because the concept conflicts with their chaotic and evil nature, the various subtypes do feel a stronger affinity for demons of their kind and a sense of rivalry toward those who are "other." Demons who do not fall within one of these broad subtypes, such as the cambion and the carnevus presented here, struggle as outsiders among other demonkind. As a result, they tend to be nastier and more vicious than typical demons. They're also much more flexible with their outlooks and philosophies.

Except where otherwise noted, demons speak Abyssal, Celestial, and Draconic.

DEMON, CAMBION

This horrid-looking humanoid has spiky hair and pitch-black, pockmarked skin encrusted with tiny scales and boils. Its teeth are sharp and pointed, and its eyes burn with a hellish light.

Although the term "cambion" is often applied to any humanoid half-fiend, a true cambion springs from a union between a powerful tanar'ri father and a planetouched mother—usually a tiefling. Spurned even by their demon fathers, cambions use their alternate form ability to hide among humanoids and gather information that they can exchange for the power and prestige they crave.

STRATEGIES AND TACTICS

Cambions love both deception and battle, and their roguish, tricky nature gives them plenty of opportunities for both. A cambion typically uses its alternate form ability to assume a nondemonic form that allows it to get close to its prey, then lashes out with a sneak attack when its victim is flat-footed. A cambion that is losing a fight uses its *fear* ability to escape. Alternatively, it can levitate into the clouds, onto a rooftop, or into trees that offer concealment.

A cambion strikes as an assassin would, by throwing a magic or poisoned javelin, firing a heavy crossbow from a concealed position, or even striking with a poisoned blade from a narrow alley or corridor that offers good possibilities for escape. This stealthy demon prefers poisons with disabling or paralyzing effects, so that it can finish off its target with a quick *coup de grace* attack.

DEMON, CAMBION — CR 5

Often CE Medium outsider (chaotic, evil, extraplanar)
Init +3; **Senses** darkvision 60 ft.; Listen +9, Spot +9
Languages Abyssal, Celestial, Common; telepathy 100 ft.

AC 19, touch 13, flat-footed 16; uncanny dodge (+3 Dex, +4 armor, +2 natural)
hp 45 (6 HD); **DR** 5/good or magic
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 16
Fort +8, **Ref** +8, **Will** +5

Speed 30 ft. (6 squares) in scale mail; base speed 40 ft.
Melee longsword +11/+6 (1d8+6/19–20 plus poison)
Ranged barbed javelin +9/+4 (1d10+4/19–20 plus poison)
Space 5 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +10
Atk Options aligned strike (chaotic, evil), poison (carrion crawler brain juice, Fort DC 13, paralysis 2d6 minutes/—)
Special Actions alternate form
Spell-Like Abilities (CL 6th; any two of the following):
At will—*detect magic, fear* (DC 13), *mirror image*
7/day—*invisibility, levitate*

Abilities Str 18, Dex 16, Con 16, Int 12, Wis 7, Cha 4
SQ silent metal
Feats Alertness, Iron Will, Weapon Focus (longsword)
Skills Balance +1, Climb +9, Diplomacy –1, Gather Information +6, Hide +12, Jump +2, Knowledge (local) +10, Listen +9, Move Silently +12, Sense Motive +7, Spot +9, Tumble +8
Advancement 7–12 HD (Medium) or by character class; **Favored Class** assassin
Possessions combat gear plus barbed javelin, longsword, 2d6 doses of carrion crawler brain juice

Aligned Strike A cambion's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Alternate Form (Su) A cambion can assume the form of a specific Medium humanoid (typically a human, drow, elf, aasimar, tiefling, githyanki, githzerai, marrash, or gnoll, but sometimes a goblinoid) as a standard action once per day. This ability functions as a *polymorph* spell cast on itself as a 6th-level caster, except a cambion does not regain hit points for changing form and can assume only the form of that specific creature. A cambion can remain in its humanoid form until it chooses to return to its natural form.
Silent Metal (Ex) A cambion has no armor check penalty on Hide and Move Silently checks.

Sample Encounters

A cambion typically brings all its combat resources to bear early in a fight. Thereafter, should it begin to lose the battle, it might offer a truce or even surrender, since it is happy to take advantage of an opponent's most honorable traditions. Cambions are rarely found in the company of other demons.

The Hireling (EL 5): A villain from a previous adventure has hired a cambion to kill one of the PCs. Taking the form of an elf or a member of some other typically good-aligned race, the cambion approaches the target and attacks with a poisoned dagger (Fort DC 18, 1d8 Dex/paralysis). Thereafter, it either leaves using *levitate* or escapes invisibly.



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Deadly Poison at the Inn (EL 8): A cambion serving as a spy and informer for an evil overlord has taken the form of a kindly, bearded, middle-aged scholar. At an inn frequented by adventurers, he encounters the PCs, buys them a round of drinks, and asks about their adventures. If they mention fighting demons, he suggests that they "take the battle to the Abyss and strike evil at its heart." To that end, he gives them an item that can take them to whatever spot they desire in the Abyss. However, he also tries to slip a slow-acting poison into their drinks and warns his demonic superiors as soon as possible that an adventuring party is on its way.

ECOLOGY

Despite their power, cambions are freaks and outcasts among both of their parent races. Never accepted in human society and only poorly tolerated in the Abyss, they are bitter and hateful toward all creatures.

Because of their natural stealth and detachment, cambions who dwell in the Abyss serve as assassins in the Blood War. Others become bodyguards or lieutenants to the demons who fathered them, or serve as advisors to balors or other high-ranking demons.

Environment: Cambions inhabit the Infinite Layers of the Abyss, though some also walk the areas of the Material Plane where they were born.

MORE POWERFUL CAMBIONS

A cambion with an Intelligence score of 16 or higher typically takes levels in the wizard class. Other cambions take levels in rogue, and sometimes assassin. The CR of such a cambion is determined in the usual way for a monster with class levels (*MM* 302).

The higher-ranking marquis and baron cambions result from the unions of demon lords or princes with female humanoid half-fiends. The ability scores for these creatures are adjusted as follows from those of the base cambion: +2 Str, +2 Dex, +2 Con, +4 Int, +10 Wisdom, +10 Charisma. Marquis and baron cambions are much more charming than normal cambions are and can use *charm person* at will as a spell-like ability (caster level equals Hit Dice). Each begins at CR 6, though many also have class levels in wizard, rogue, or assassin as well.

CAMBION LORE

Characters who have ranks in Knowledge (the planes) can learn more about cambions. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
15	A cambion is a hideous demon created by the union of a planetouched woman and a tanar'ri. A demon lord or prince can sire a more powerful cambion by mating with a female humanoid half-fiend. The mothers of cambions die during childbirth, leaving their vile offspring either orphaned on the Material Plane or abused in the Abyss. A cambion is immune to electricity and poison and resistant to acid, cold, and fire. In addition, it can see in darkness and communicate telepathically.
20	Cambions make excellent assassins because of their ability to move silently in heavy armor and assume more pleasing shapes. A cambion can charm its victim or instill fear with a single touch.
25	Cambions are excellent guides to the planes and know much about demon summoning, but their loyalty is almost always to the tanar'ri who fathered them. Cambions typically carry magic weapons and wear magic armor.

Typical Physical Characteristics: A cambion appears as an ugly and terrifying humanoid about 6 to 7 feet tall. Its pitch-black, slightly scaly skin is covered with pockmarks, its ears are sharply pointed, and its mouth is filled with crooked fangs. Cambions carry forward the motif of their pointed fangs by wearing spiked armor and carrying weapons with sharp points. Entirely carnivorous, they become physically sick if they eat any food other than meat. As a result, their bodies exude a ripe, predatory stench.

Cambions speak Abyssal and Common, and they can also communicate using telepathy. Unlike tanar'ri, they do not summon their own kind.

Alignment: Cambions are usually chaotic evil, but about one in ten is neutral or even good because its tiefling mother was not evil. These wretched creatures are doomed to a miserable existence as loners because good-aligned communities rarely accept them.

"Everyone spits on the cambions, even their own fathers. No wonder they become such terrible villains when given the least bit of power."

—Alluvius Ruskin, shopkeeper in Sigil

SOCIETY

Cambions are used to being snubbed by both tanar'ri and humanoids from the Material Plane, but many manage to ingratiate themselves with powerful tanar'ri by serving as extraplanar agents of the Abyss. Claiming extensive knowledge of the planes, these humanoid-touched demons pose as guides, scholars, or sages. Mortals who approach them for advice are directed to the Abyss on one pretext or another, and the demons native to the layer in question are warned of their approach, so that they can slay the intruders and turn them into larvae and manes. Most cambions excel at this form of deception, and in fact, only succubi are better at luring mortals to the Abyss.

Loners by nature, cambions keep to themselves, surviving on their wits and alternate form abilities. They prefer to dwell in planar crossroads such as Sigil or in the larger cities of the Material Plane, where they can lose themselves easily in the crowds and the natives ask few questions.

Cambions rarely mate with their own kind, but when they do, the cambion line breeds true. In most cases, however, they prefer to find humanoid partners with whom they can produce tieflings.

Cambions tend to be more ambitious than most demonkind. As if they have something to prove, either to their demonic parent or to themselves, they strive to excel in some fashion, perhaps accumulating wealth, acquiring information (as is Rule-of-Three's specialty), or gathering followers. They act as catalysts for events and major happenings.

TYPICAL TREASURE

Cambions carry standard treasure, but they often (75%) use ornate magic or masterwork armor and weapons. Usually such items are +1 or +2, but a few (15%) are more powerful items of the DM's choice.

CAMBIONS AS CHARACTERS

Cambions are predisposed to be rogues and assassins, but a few become spellcasters. A cambion cleric serves a demon lord rather than a deity and has access to two of the following domains: Chaos, Destruction, Evil, Knowledge, or Trickery (favored weapon: any sword). Most cambion spellcasters, however, are wizards who favor spells that enhance stealth or provide touch attacks.

Cambion characters possess the following racial traits.

—+5 Str, +3 Dex, +3 Con, –4 Wis (minimum 3), –10 Cha (minimum 2). If the Charisma penalty would reduce the character's Charisma score below 2, any remaining points are subtracted from Intelligence instead (minimum 3).

—Medium size.

—A cambion's base land speed is 40 feet.

—Darkvision out to 60 feet.

—A cambion begins with six levels of outsider, which provide 6d8 Hit Dice, a base attack bonus of +6, and base saving throw bonuses of Fort +5, Ref +5, and Will +5.

—Racial Skills: A cambion's outsider levels give it skill points equal to 8 × (2 + Int modifier). Its class skills are Climb, Gather Information, Hide, Knowledge (local), Listen, Move Silently, Sense Motive, Spot, and Tumble.

—Racial Feats: A cambion's outsider levels give it three feats.

—+2 natural armor bonus.

—Automatic Languages: Abyssal, Common. Bonus languages: Celestial, Draconic, Elven, Goblin, Infernal.

—Favored Class: Assassin.

—Level Adjustment: +4 (+5 for baron or marquis).

CAMBIONS IN EBERRON

Cambions are the offspring of summoned demons (from Shavarath or elsewhere) who mate with their planetouched summoners. They are always raised by humans but despised because of their looks and extraplanar origins. Many cambions either leave the lands of Eberron upon reaching the age of majority or become diabolists (*Book of Vile Darkness* 56) or summoners themselves.

CAMBIONS IN FAERÛN

In Faerûn, most cambions serve as ambassadors of an Abyssal lord (most often Graz'zt, Orcus, Lolth, or Demogorgon) to demonic cultists on the Material Plane. Some, however, simply take up residence on the Material Plane and never return to their Abyssal homes.

DEMON, CARNEVUS

Like a nightmare combination of two humanoids, this creature has two mouths with forked tongues and four arms, each ending in a clawed hand. Shaggy fur covers its body, and it stands at least a head taller than an average human.

DEMON, CARNEVUS **CR 9**

Always CE Medium outsider (chaotic, evil, extraplanar)
Init +2; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Languages Abyssal; telepathy 100 ft.

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hp 82 (11 HD); **DR** 10/good or magic
AC 24, touch 12, flat-footed 22
Immune electricity, gas, poison
Resist fire 20; **SR** 15
Fort +10, **Ref** +9, **Will** +7

Speed 30 ft. (6 squares)
Melee 2 claws +16 each(1d6+5) or
Melee 4 claws +16 each (1d6+5) or
Melee 2 +*2 longswords* +19/+14/+9 (1d8+7/19–20) and 2 battleaxes +11/+6 (1d8+2/×3)
Ranged repeating heavy crossbow +13 (1d10/19–20)
Base Atk +11; **Grp** +16
Atk Options Combat Expertise, Improved Disarm, aligned strike (chaotic, evil)
Special Actions *countermagic,* two-tongued
Spell-Like Abilities (CL 8th; choose only one from each set per carnevus):
3/day—*charm person* (DC 16), *disguise self, magic missile,* or *sleep* (DC 16)
3/day—*invisibility, Melf's acid arrow* (+13 ranged touch), *spider climb,* or *web* (DC 17)
3/day—*fireball* (DC 18), *hold person* (DC 18), *lightning bolt* (DC 18), or *vampiric touch*
3/day—*Evard's black tentacles, lesser globe of invulnerability, ice storm,* or *shadow conjuration* (DC 19)

Abilities Str 21, Dex 14, Con 16, Int 20, Wis 10, Cha 12
SQ superior multiweapon fighting
Feats Combat Casting, Combat Expertise, Improved Disarm, Multiweapon FightingB, Weapon Focus (longsword)
Skills Bluff +15, Concentration +17, Diplomacy +5, Disguise +1 (+3 acting), Gather Information +15, Hide +16, Intimidate +17, Jump +19, Knowledge (arcana) +19, Knowledge (the planes) +19, Listen +14, Move Silently +16, Sense Motive +14, Spot +14, Survival +0 (+2 on other planes), Use Magic Device +15
Advancement 12–18 HD (Medium)

Aligned Strike A carnevus's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.
Countermagic (Sp) A carnevus always has one *dispel magic* available as *countermagic* each round if it chooses not to cast a second spell. If no spells are cast against it, the effect is not used. If a spell is cast, the *dispel magic* can be used as a swift action to negate the magic.
Superior Multiweapon Fighting (Ex) A carnevus fights with a weapon in each hand. Because it has a natural propensity for fighting with multiple weapons, it does not take a penalty on attack or damage rolls for attacking with more than one weapon simultaneously. Furthermore, a carnevus can attack with two of its four arms as a standard action. The creature always uses at least a two-weapon fighting style, generally with sword and an axe, though it can fight with two swords and two axes if so inclined.
Two-Tongued (Ex) A carnevus's two mouths speak spells more quickly than any arcane caster with a single mouth, moving synchronously to automatically quicken the casting of any spell it speaks. Effectively, it can cast two spells in a single round.

Likewise, a carnevus can maximize any spell it casts, rather than a specific spell. Its *fireballs* do 48 points of damage if the save fails, for example, and creatures caught in its *ice storm* take the full 30 points of damage without a save.

Carnevus demons are abominable creatures of demonic crossbreeding. They speak with literally forked tongues, and magic rolls off their hides like rain.

STRATEGIES AND TACTICS

Though carnevus demons are too weak in melee to serve tanar'ri as front-line troops in battle, their powerful evocations can blast through the ranks of any foe. Thus, they typically use their magic to support a marilith or a lamia noble in battle, plying their spell-like abilities from the safety of invisibility, or from behind a wall of tough tanar'ri allies, such as vrocks or hezrous.

When on its own, a carnevus demon hedges its bets by using one offensive and one defensive spell-like ability each round, such as *countermagic* with *magic missile* or *web* with *vampiric touch*. When pressed, it can utilize two offensive abilities per round, but it usually aims all its attacks at a single target until it falls.

SAMPLE ENCOUNTERS

Carnevuses that have access to *invisibility* or *disguise self* use those abilities to move among humanoids, preferring not to show their true faces to anyone other than tanar'ri, lamias, or followers of Graz'zt. Lamias, lamia nobles, or shadow demons often accompany carnevus demons. Occasionally, however, one travels with a group of rutterkin or hezrou bodyguards.

CARNEVUS DEMON LORE

Characters who have ranks in Knowledge (the planes) can learn more about carnevus demons. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
19	The product of an unholy union between a tanar'ti and a lamia noble, this demon is a follower of Graz'zt. It is immune to electricity and poison and resistant to acid, cold, and fire. In addition, it can see in darkness and communicate telepathically.
24	This demon's two mouths and four arms allow it to fight with multiple weapons while using fire and lightning to smite its enemies.
29	Carnevus demons speak when using their spell-like abilities, and their effects are perfect specimens, dealing maximum damage every time. Carnevus demons are resistant to fire and immune to electricity, cold, and gas attacks.

Tribute (EL 9): A carnevus disguised as a tiefling is out gathering loot for its masters in the company of four rutterkins. The group confronts the party and demands tribute for Lord Graz'zt. Failure to comply earns the PCs a quick double whammy consisting of a maximized *lightning bolt* and maximized *magic missile*. Thereafter, the carnevus and rutterkins use the tactics described in the Strategies and Tactics section, above.

Demonic Mother and Son (EL 13): A lamia noble (CR 13, see page 206) and her carnevus offspring are hunting human meat at a crossroads inn. When the party arrives, bodies litter the ground outside the inn, and the lamia noble is feasting on a corpse, her hands and mouth covered in blood. The carnevus cries out an alarm and begins using its spell-like abilities from a distance while the lamia noble closes to melee range so that she can bring her Wisdom drain into play.



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ECOLOGY

A carnevus is the product of a ritualized union between a tanar'ri and a lamia noble designed to produce a carnevus instead of a half-fiend. As outsiders, they do not need to eat, but they love to consume flesh. They prefer the meat of sentient creatures and the eggs of large birds, such as the axebeak.

Environment: Carnevus demons inhabit the Infinite Layers of the Abyss, primarily the 44th to 46th layers, where Graz'zt holds sway. They travel to Sigil and the Material Plane more often than other demons do.

Typical Physical Characteristics: In its natural form, a carnevus is a 7-foot-tall humanoid-shaped creature with two mouths and four arms. Its skin is covered with short gray-brown fur (sometimes striped), and its manelike hair forms a widow's peak with a white stripe or forelock. Its tongues are forked and serpentlike, and its eyes are typically green or black. Its hands are tipped with black claws.

Carnevus demons speak Abyssal and Common. Unlike full demons, they do not summon other demons. Carnevus demons rarely mate outside their own kind because they have the ability to breed true.

Alignment: Usually chaotic evil, carnevus demons are entirely vile and pleased to be so. Some overcompensate with extra violence because they feel that their lamia noble blood makes them less than "true" demons. Others hunt humanoids for sport at every opportunity simply because they love the taste of fresh blood and raw meat.

SOCIETY

Normally, the dilution of demonic blood with mortal would make the half-fiend offspring little more than a slave of full-blooded demons, but a quirk of the carnevus's bloodline has given it demon status as well as a gift for arcane magic. Thus, these creatures are much loved by their patron, Graz'zt, who ensures that they are treated with respect. Because of their arcane power, he has elevated many to serve him directly, as members of his court. The carnevuses repay his patronage with both loyalty and good service, at least by demonic standards.

Outside of the planes where Graz'zt holds sway, carnevus demons do not receive the same degree of respect, though the smarter Abyssal lords understand their power to turn a battle with their arcane abilities. Demonologists and those who make pacts with infernal powers summon carnevus demons regularly, both for their unique talents and because their bloodlust and hunger for flesh is easier to satisfy than the more deviant tastes of other demons.

TYPICAL TREASURE

Carnevus demons carry treasure favored by wizards and sorcerers, such as potions, wands, staves, and even scrolls. They can employ all these items with their Use Magic Device skill.

CARNEVUS DEMONS IN EBERRON

Carnevus demons come from Shavarath, the Realm of Battle, where they serve as battle mages against angels and archons. They consort with whisper demons, yochlols, and mariliths on that plane and serve in a legion led by Graz'zt himself.

DEMON, OCULUS

Though from a distance it resembles a winged hunchbacked human, this creature is decidedly monstrous. Its helmetlike skull is crowned with a pair of long, straight horns, chitinous plates cover its broad shoulders, and its rubbery skin is studded everywhere with eyes—dozens of them. It has eyes in its head, its neck, its shoulders, and its legs. Tiny eyes roll on its fingertips, and with each step, the eyes on the soles of its feet squelch and pop.

Spawned in the Abyss well before the time of the tanar'ri, the oculus demons no longer truly fit into the Abyssal hierarchy. Sages once believed that all the oculus demons had been captured or destroyed, but clearly some escaped and have begun to reestablish themselves as powerful Abyssal forces.

STRATEGIES AND TACTICS

Oculus demons prefer ranged combat over melee, so that they can use their spell-like abilities and eyebolts to strike foes. Thus, they serve demonic armies as ranged support troops and scouts rather than as foot soldiers.

In any encounter, an oculus demon unleashes ranged attacks while flying for at least 2 rounds prior to entering melee. Its speed and multiple ranged attacks allow it to immobilize spellcasters or rogues with a few well-placed bolts. Once hand-to-hand combat does begin, an oculus demon wades into melee with its cruel, curved *+1 unholy longsword* and uses its off-hand claw as a secondary natural attack. Even while in melee, it can continue to use its eyebolts without provoking attacks of opportunity. In addition, an oculus demon typically uses its paralyzing gaze against creatures that close with it for melee so that it can quickly dispatch any that fail their saving throws. If circumstances permit, the demon ensures that such opponents stay dead by performing coup de grace attacks.

SAMPLE ENCOUNTERS

Oculus demons are rarely found in the company of tanar'ri, but they sometimes work with beholders, gnolls that have character levels, or necromancers.

Typical Encounter (EL 13): An oculus demon arrives at a haven of law (such as a lawful temple, a paladin's citadel, or a monks' retreat) in search of a fragment of the Rod of Seven Parts—an artifact that its kind hates and despises. The demon tears the door of the citadel off its hinges and begins killing every creature it meets until it finds the rod fragment, which it confiscates and then returns to the Abyss.

Step Pyramid Stronghold (EL 16): Two oculus demons and a beholder guard a powerful shrine to Demogorgon deep in the jungle. They accept the offerings of local tribes, including the drugged, treasure-laden sacrifices left on their gigantic step-pyramid. Assuming that the PCs fall into the same category, the three guardians attempt to slay them with ranged attacks from the top of the pyramid. If the battle turns against them, the oculus demons flee into the cover of the surrounding jungle. Later, they summon an advanced gnoll warband to attack the group by night and attempt to pick off the survivors with ranged attacks.

ECOLOGY

Though they are omnivores, oculus demons prefer the usual demonic fare: blood, souls, and the flesh and larvae of giant insects. For now, most of them serve as mercenaries in the Abyssal forces, but if they ever find a master worth serving for more than a season, they could become loyal shock troops for a new Abyssal lord.

Environment: Oculus demons have gathered on a few layers of the Abyss—specifically those ruled by Obox-ob, Demogorgon, and oddly enough, Juiblex, a demon lord with few other followers. This arrangement has led some to speculate that Juiblex also came into being well before the rise of the tanar'ri, though other scholars see different motives in the strange alliance.

Oculus demons prefer hot or humid climates with good visibility, so they avoid forested and arctic layers. They also avoid the Material Plane, perhaps because they can still recall their ancient defeat there.

Typical Physical Characteristics: Oculus demons are roughly the same height as humans, though they appear shorter and burlier because of their stooped posture. A male oculus demon has two long, straight horns jutting from its forehead, and a female has four rounded horns whose tips touch over her head. Some oculus demons have eyestalks in addition to horns, and now and then one is born with a "crown" of eyeballs all the way around its skull. Such crowns are considered unattractive, and the demons who have them are driven from the Abyss to seek their fortunes elsewhere.

An oculus demon is born with at least a dozen eyes—two in the same location as a human's would be, and the rest scattered over its body. Each demon gains more eyes as it ages, so an older oculus can have hundreds of eyes all over its body. An oculus that has relatively few eyes tattoos faces on its skin in such a way as to place a pair of eyes at the expected location. The skin of an oculus is rubbery, and chitinous plates cover its broad shoulders and helmetlike skull. These plates can slide over the creature's most exposed eyes to protect them from attack.

Oculus demons speak Abyssal. Unlike tanar'ri, they do not summon their own kind.

"Ancient beyond measure, the oculus demons inhabited the Abyss long before the tanar'ri spread themselves throughout its infinite layers. The many-eyed ones might seem like allies of the tanar'ri, but they serve their own evil queen first."

—Humbart, a warden archon who knows his demons

SOCIETY

Rumors about the creation of oculus demons abound, but the most fantastic story claims that the first oculus was the result of a liaison between a gibbering mouther demigoddess and an ancient giant with a hundred eyes—perhaps with a drop of beholder blood somehow added to the mix.

Oculus demons get along well with beholders, Abyssal giants, vrocks, and carnevus demons, but they hate and avoid mariliths.

TYPICAL TREASURE

An oculus demon carries double standard treasure and a *+1 unholy longsword*.

Demon, Oculus CR 13

Always CE Medium outsider (chaotic, evil, extraplanar)
Init +9; **Senses** all-around vision, darkvision 120 ft.; Listen +18, Spot +26
Languages Abyssal; telepathy 100 ft.

AC 28, touch 19, flat-footed 19; Dodge, Mobility (+9 Dex, +9 natural)
hp 187 (15 HD); **DR** 10/cold iron and good
Immune electricity, fire, poison
Resist acid 10, cold 10; **SR** 24
Fort +17, **Ref** +18, **Will** +9

Speed 30 ft. (6 squares), fly 70 ft. (perfect); Shot on the Run
Melee *+1 unholy longsword* +22/+17/+12 (1d8+7/19–20) and claw +16 (1d8+3)
Ranged 3 eyebolts +24 touch (2d8 plus special)
Base Atk +15; **Grp** +21
Atk Options Point Blank Shot, Precise Shot; aligned strike (chaotic, evil)
Special Actions eyebolts, paralyzing gaze
Spell-Like Abilities (CL 15th):
At will—*greater arcane sight, blindness/deafness* (DC 13), *detect law, dispel magic, invisibility, dimension door, protection from law, tongues, true seeing, vampiric touch*
3/day—*dispel law, chaos hammer* (DC 15), *mirror image*

Abilities Str 23, Dex 28, Con 26, Int 10, Wis 10, Cha 12
SQ negative energy affinity
Feats Dodge, Improved Critical (longsword), Mobility, Point Blank Shot, Precise Shot, Shot on the Run
Skills Concentration +26, Diplomacy +3, Hide +27, Intimidate +19, Listen +18, Move Silently +27, Search +26, Sense Motive +18, Spot +26
Advancement 16–23 HD (Medium); 24–35 HD (Large); 36–45 HD (Huge)
Possessions *+1 unholy longsword*

All-Around Vision (Ex) An oculus demon's many eyes allow it to look in any direction, providing a +8 racial bonus on Spot and Search checks. Opponents gain no benefits when flanking an oculus demon.

Aligned Strike An oculus demon's natural weapons, as well as any weapons it wields, are treated as chaotic-aligned and evil-aligned for the purpose of overcoming damage reduction.

Eyebolts (Su) As a free action that doesn't provoke attacks of opportunity, an oculus demon can project three separate beams of pale gray negative energy from any three of the eyes that cover its body. Each ray has a range of 70 feet. On a successful ranged touch attack, an eyebolt deals 2d8 points of negative energy damage.

A creature damaged by an eyebolt must make a DC 25 Fortitude save to avoid the mind-numbing fear and nausea the energy inflicts on living souls. On a failed save, the victim's body becomes wracked with pain and fever—the creature becomes sickened and takes a –2 penalty on attack rolls, weapon damage rolls, saving throws, skill checks, and ability checks. These effects persist for 1 hour, or until they are removed by anything that removes a fear effect.

A creature that is already sickened by an eyebolt becomes panicked for 1d4 rounds if struck by another eyebolt and it fails to make the DC 25 Fortitude save.

A creature that is already panicked by an eyebolt is rendered unconscious if struck by another eyebolt and it fails to make the DC 25 Fortitude save. A DC 20 Heal check or any form of magic healing restores consciousness to the victim; otherwise, he remains unconscious for 1d4 hours.



Illus. by J. Zhang

These additional eyebolt effects are mind-affecting necromantic fear effects.

Paralyzing Gaze (Su) Paralysis, range 30 feet. A creature that meets an oculus demon's gaze must succeed on a DC 18 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save is successful, that creature cannot be affected again by the same oculus demon's gaze for 24 hours. This is a mind-affecting fear effect. The save DC is Charisma-based.

Negative Energy Affinity (Ex) Any negative energy spell targeted at an oculus demon repairs damage taken by the demon at the rate of 1d10 hit points per level of the spell.

Oculus Demon Lore

Characters who have ranks in Knowledge (the planes) can learn more about oculus demons. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
23	Oculus demons are winged creatures of humanoid shape that are covered with eyes. They fight with powerful unholy swords and cast spells that defeat law, strengthen chaos, and affect vision. An oculus demon is immune to electricity and poison and resistant to acid, cold, and fire. In addition, it can see in darkness and communicate telepathically.
28	An oculus can fire eyebolts from its eyes to damage, sicken, and panic its enemies, or even knock them unconscious.
33	An oculus demon can see objects and creatures as they truly are and paralyze enemies with its gaze, even in melee combat.

ENVOY OF LOLTH

The lustrous black skin of this 10-foot-tall drow female glows with dark energy, and her long, white hair merges into a gown of fine white spider silk. In one hand, she holds a long weapon that resembles a spider leg. The other hand gestures without pause, pulling at the air as if stretching it, then pulling again at nothing.

ENVOY OF LOLTH **CR 12**

Always CE Large outsider (chaotic, evil, extraplanar)
Init +8; **Senses** darkvision 60 ft.; Listen +16, Spot +16
Aura concord (30 ft.)
Languages Abyssal, Common, Drow Sign Language

AC 28, touch 13, flat-footed 24
(–1 size, +4 Dex, +4 *mage armor,* +11 natural)
hp 95 (10 HD); **DR** 10/good
Immune enchantments, poison
Resist fire 10; **SR** 22
Fort +12, **Ref** +11, **Will** +12

Speed 40 ft. (8 squares); spider climb
Melee *+1 longspear* +12/+7 (2d6+4/×3)
Space 10 ft.; **Reach** 10 ft. (20 ft. with longspear)
Base Atk +10; **Grp** +16
Atk Options aligned atrike (chaotic, evil)
Sorcerer Spells Known (CL 10th):
5th (4/day)—*feeblemind* (DC 25)
4th (7/day)—*charm monster* (DC 24), *confusion* (DC 24)
3rd (8/day)—*fly, heroism, suggestion* (DC 23)
2nd (8/day)—*blur, daze monster* (DC 22), *Tasha's hideous laughter* (DC 22), *touch of idiocy* (+11 melee touch)
1st (8/day)—*alarm, cause fear* (DC 21), *charm person* (DC 21), *mage armor, shield*
0 (6/day)—*arcane mark, dancing lights, detect magic, ghost sound* (DC 18), *light, message, prestidigitation, read magic, touch of fatigue* (+11 melee touch, DC 20)

Abilities Str 15, Dex 18, Con 20, Int 15, Wis 16, Cha 26
Feats Greater Spell Focus (enchantment), Improved Initiative, Iron Will, Spell Focus (enchantment)
Skills Appraise +15, Bluff +24, Concentration +18, Diplomacy +30, Disguise +11, Gather Information +24, Hide –4, Intimidate +26, Knowledge (nobility and royalty) +15, Listen +16, Sense Motive +16, Spot +16
Possessions *+1 longspear* shaped like a straight spider's leg, *circlet of persuasion, cloak of Charisma +2*

Aura of Concord (Su) An Envoy of Lolth radiates a persuasive aura that causes every enemy within 30 feet of it to take a –2 penalty on Will saving throws and attempts to resist deceptions, such as the Sense Motive check to oppose a Bluff check.
Spider Climb (Su) An Envoy of Lolth can walk on walls and ceilings as if affected by the *spider climb* spell.

An enchantment-focused spellcaster, the Envoy of Lolth epitomizes the goddess's Trickery aspect.

STRATEGIES AND TACTICS

In noncombat situations, an Envoy endeavors to get its way by using persuasive techniques, including Bluff and Diplomacy checks. However, it's not above using spells such as *suggestion* to turn others to its way of thinking.

If given time to prepare for combat, the Envoy protects itself with *blur, fly,* and *shield* before enemies appear. In combat, it relies heavily on its enchantment spells. Its favorite tactic is to start with a *confusion* spell and let its enemies start fighting each other. It then devastates a spellcaster with *feeblemind* before laying down another *confusion* spell.

SAMPLE ENCOUNTER

Lolth sends her Envoy to handle matters of great delicacy and importance. When the utmost discretion is required, an Envoy might appear alone, but it is more commonly accompanied by an entourage that includes other aspects of Lolth, a few drow, and several expendable guards.

The Meeting (EL 12): Encountered alone, an Envoy of Lolth is on its way to meet an important agent of the drow.

A Diplomatic Appearance (EL 13): An Envoy of Lolth is accompanied by two aspects of Lolth, who act as its bodyguards. They move to intercept any characters who target the Envoy to provide it with the space and time it needs to cast spells.

ENVOY OF LOLTH LORE

Characters who have ranks in Knowledge (the planes) can learn more about Envoys of Lolth. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
22	The creature is not native to the Material Plane. It can see in darkness.
27	The creature is an Envoy of Lolth—a manifestation of the Spider Queen's trickery aspect. Weapons must be good-aligned to damage it.
32	An Envoy of Lolth specializes in casting enchantment spells. It is immune to enchantments and also highly resistant to spells in general.

ECOLOGY

While a few Envoys and aspects inhabit the Demonweb Pits and attend Lolth directly, the goddess creates most to fill specific needs and purposes. Envoys of Lolth, like other aspects of the goddess, are neither born nor raised—they spring forth fully formed at the goddess's command, ready to do her bidding.

Environment: Envoys of Lolth are native to the Demonweb Pits. When encountered away from the Abyss, they have the extraplanar subtype.

Typical Physical Characteristics: An Envoy of Lolth is a humanoid-shaped representation of the goddess that appears lovely and female. It stands 10 feet tall but weighs only 150 pounds, thanks to the slender physical body shape it shares with the drow.



Illus. by H. Lyon

SOCIETY

An Envoy of Lolth views other aspects of Lolth as little more than useful cannon fodder, but it defers to handmaidens of Lolth. On occasion, it might even show respect to high-level priestesses of the goddess and work with them to further Lolth's agendas.

Envoys know their position and worth. They expect drow to be properly deferential, protecting and papering the Envoy as she desires. They hold all other humanoids in contempt as lesser creatures, suitable only as servitors to drow. Anyone that does not bend their knee to Lolth is merely a tool to be manipulated or twisted to serve the goddess, willing or not, knowingly or not.

Even though they hold these darkly manipulative philosophies, the Envoys appear delightful and lovely to all types of acquaintances. They mix lies and truths into palatable suggestions that their dupes are eager to follow. Creatures peacefully interacting with an Envoy of Lolth come away with the belief that the Envoy is one of the most beautiful, charismatic, and charming beings in the Multiverse.

Alignment: Envoys of Lolth are always chaotic evil.

TYPICAL TREASURE

An Envoy of Lolth uses its treasure. Its equipment is a gift from the goddess, who varies it at her whim, but the collection presented here is typical.

ENVOYS OF LOLTH IN EBERRON

Lolth does not play a significant role in the Eberron cosmology because she absented herself from that world early on and has not returned. Thus, aspects and Envoys are rare there, though they can appear among the creatures fighting on the demons' side in Shavarath, the Battleground.

ENVOYS OF LOLTH IN FAERÛN

In Faerûn, the gods take an active role in the affairs of the Material Plane. Lolth occasionally sends an aspect or Envoy to safeguard an important temple, or to reward a superlative priestess or devoted follower. Occasionally, such a creature might serve as a guard or escort for a deserving devotee on a holy quest for Lolth. Envoys and aspects started to appear on Toril only after Lolth's silence ended. Many mark their advent as evidence of Lolth's return and the goddess's power being stronger than ever.

GIANT, ABYSSAL

A slender, black-skinned giant, more than 17 feet tall, brandishes his greatsword menacingly. White scars and tattoos cover much of his exposed skin, and his long, shaggy, dark hair has been pulled into a sort of boar's crest. Around his neck, he wears a necklace made of humanoid skulls.

Abyssal Giant **CR 11**

Often CE Huge giant (evil, extraplanar)
Init +0; **Senses** low-light vision, darkvision 120 feet; Listen +16, Spot +16
Languages Abyssal, Giant

AC 31, touch 8, flat-footed 31 (–2 size, +6 banded mail, +17 natural)
hp 161 (17d8+85 HD); **DR** 5/adamantine
Immune acid, charm, cold, fire
Resist electricity 20
Fort +15, **Ref** +6, **Will** +11

Speed 30 ft. in banded armor (6 squares), base speed 40 ft.
Melee greatsword +22/+17/+12 (3d8+15/17–20) or
Melee 2 slams +20 each (1d6+10)
Ranged exploding rock +12 (2d8+10 in 10-foot radius)
Space 15 ft.; **Reach** 15 ft.
Base Atk +12; **Grp** +32
Atk Options sword of corruption, exploding rocks
Special Actions rock catching, chaos shape

Abilities Str 31, Dex 13, Con 21, Int 12, Wis 18, Cha 13
SQ rock catching, abyssal resistances
Feats Greater Weapon Focus (greatsword), Improved Critical (greatsword), Weapon Focus (greatsword), Snatch, Track
Skills Bluff +14, Climb +18, Intimidate +14, Listen +16, Sense Motive +10, Spot +16
Advancement 18–24 HD (Huge); 25–33 HD (Gargantuan) or by class; **Favored Class** fighter
Possessions banded armor, greatsword, rocks

Exploding Rocks (Ex) An Abyssal giant can throw rocks with a range increment of 100 feet and with a +1 racial bonus on attack rolls. The rocks of Abyssal giants explode on impact, dealing 2d8+10 points of damage dealt to anyone within 10 feet of the impact point. Secondary targets (those from 15 to 25 feet away from the point of impact) who succeed on a DC 18 Reflex save take half damage. The saving throw is Dexterity-based.

Chaos Shape (Su) While they remain in the Abyss, Abyssal giants can reshape the ground around them permanently with an effort of will. If they take a full-round action, they can create a pit either 60 feet deep and 20 feet by 20 feet at its mouth, or a trench 20 feet wide and deep and 60 feet long. They love to throw rocks at foes attempting to climb out of such a pit or trench.

Sword of Corruption (Su) When an Abyssal giant threatens a critical hit with its greatsword, the latent corrupting power of the blade is released. Regardless of whether the critical hit is confirmed, the blade releases energy that deals 4d8 points of vile damage against lawful foes and 2d8 points of vile damage against all others. Vile damage can be healed only by magic cast within the area of a *consecrate* or *hallow* spell.

Some believe that these giants originated on the Material Plane, but that their home was dragged into the Abyss as a result of their tendency toward extreme violence and their hatred for all smaller creatures. Others believe the Abyssal giants were on the losing end of a bargain they struck with Graz'zt to destroy their enemies. In either case, they now serve as powerful mercenaries for tanar'ri armies and most commonly worship Kostchtchie.

STRATEGIES AND TACTICS

Abyssal giants are born fighters—brave, quick for their size, and exceptionally strong. They are eager to prove their superiority to all puny rivals through combat, and the tanar'ri take advantage of this drive. An Abyssal giant always throws at least one of its exploding rocks before closing to melee range.

SAMPLE ENCOUNTERS

Abyssal giants are smug and certain of their rightness in bullying the weak—after all, don't demons defer to them? Though they can be flattered into foolish actions, they are all too quick to perceive any discussion as insulting and retaliate with violence. Most of the time, they win the ensuing combat and eat the loser.

Typical Encounter (EL 10): A single Abyssal giant sits outside a tavern drinking ale from barrels that the innkeeper supplies to slake his thirst. This particular giant has been terrorizing all the lesser demons, planar travelers, and others at the inn and has no intention of paying for what he consumes or destroys. When the PCs arrive, the giant demands that they help the innkeeper butcher and cook one of their mounts—preferably a special one, such as a pegasus.

If confronted sternly, the giant walks just far enough away to destroy the inn and everyone in it with a couple of thrown rocks. Combat begins at a range of 200 feet, and the giant fights until dead.

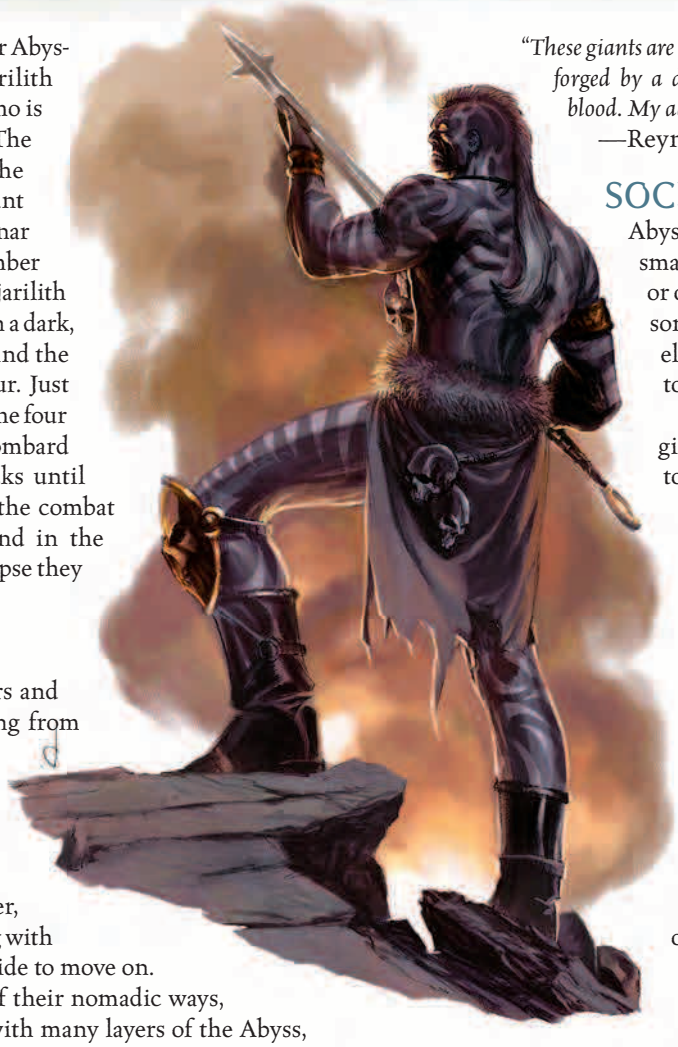
ABYSSAL GIANT LORE

Characters who have ranks in Knowledge (the planes) can learn more about Abyssal giants. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
20	The creature is a rare type of giant native to the Abyss. These creatures serve demons and yugoloths as mercenaries, and their services can be bought for gems and magic. They throw exploding rocks and wield enormous swords forged for them by Kostchtchie, the demon lord of giants. He is the only lord they acknowledge; in all other ways, they are extremely proud of their freedom from responsibilities, oaths, and service.
25	Abyssal giants are nomads, wandering from plane to plane and sometimes hunting with demonic or undead hounds, such as jariliths or charnel hounds. They can reshape the earth around them into pits and trenches, and their demonic greatswords deal vile wounds that can be healed only with magic.
30	Abyssal giants are immune to slashing weapons. Sages speculate that their strange tattoos might somehow be the source of this immunity.

The Hunters (EL 15): Four Abyssal giants were given a jarilith (*MM2* 60) by a demon lord who is pleased with their service. The four are presently using the beast's tracking skill to hunt down a wanted bandit and planar traveler who resembles a member of the party. The PCs hear the jarilith howl while they are camped in a dark, charred forest in the Abyss, and the howls grow closer every hour. Just before dawn, the jarilith and the four giants appear. The giants bombard the PCs with exploding rocks until they all stop moving. Once the combat ends, the giants plan to send in the jarilith to retrieve the one corpse they want.



Illus. by B. Hagan

ECOLOGY

Abyssal giants live as hunters and nomads in the Abyss, moving from layer to layer to find game. They get along well with the tanar'ri, supplying information and mercenary muscle to help finish local feuds. Before long, however, they invariably begin fighting with their new neighbors and decide to move on.

Environment: Because of their nomadic ways, Abyssal giants are familiar with many layers of the Abyss, and they also visit Pandemonium, the Gray Waste of Hades, and even Carceri from time to time. Wherever they go, they bring ruin and destruction with them.

Typical Physical Characteristics: An Abyssal giant stands roughly 20 feet tall and has a slender rather than a burly shape. Its coal-black skin is covered with scars and tattoos, each of which has represents a battle or victory of some kind—be it military, amorous, or other type. The scars of old Abyssal giants cover most of their skin, making it appear more gray than black. An Abyssal giant's hair is long, shaggy, black, and formed into a sort of mane or boar's crest.

These creatures cobble together armor from bits of hide and demonic armor, and they have a particular fondness for necklaces made of skulls, claws, or bones.

MORE POWERFUL ABYSSAL GIANTS

Some Abyssal giants become sorcerers, and a few become clerics devoted to deities of fire, evil, and destruction. These spellcasters apply the magical tattoos that protect their fellow giants from slashing weapons and commemorate their victories. Some tattoos are works of art that take days to complete; others are simpler. Abyssal giants take time after a successful battle to commemorate their victory by decorating their bodies.

"These giants are walking mountains with swords forged by a demon horde and quenched in blood. My advice? Run."
—Reynard the Rogue, fleet of foot

SOCIETY

Abyssal giants travel alone or in small companies bound by blood or oaths. They hate the drow for some ancient slight and other elves because they are related to the drow.

Male and female Abyssal giants fight, work, and feast together. The females are reckoned better rock throwers, and males are thought to be better with the greatsword. Young Abyssal giants are protected and kept out of mercenary duties until they earn their first tattoos and undertake a trip to the Icy Wastes, Kostchtchie's layer of the Abyss, where they take up their greatswords and formally embrace their roles as warriors. Abyssal giants are proud of their tattoos, and they are more than happy to tell the story of each one to anyone who will listen.

Alignment: Abyssal giants are often chaotic evil, though some are neutral evil or even lawful evil. Regardless of their alignment, they enjoy mocking smaller creatures and delight in throwing them into dangerous terrain (off a cliff or into a boiling hot spring, for example).

TYPICAL TREASURE

An Abyssal giant carries normal treasure in a bag or rucksack and has a second set of normal treasure in its lair.

ABYSSAL GIANTS IN EBERRON

Abyssal giants come from Mabar, the Endless Night, where they serve as mercenaries to liches and feed on the bodies of the dead. These powerful scavengers can scare just about any other creature away from a kill. They are sometimes summoned to Xen'drik by the drow or by giant sorcerers.

ABYSSAL GIANTS IN FAERÛN

For the most part, Faerûnian Abyssal giants stay in the Abyss where they belong and visit the Material Plane only rarely. Such visits involve hunting a planar or a demon for a bounty, and the giants depart as soon as they have found and captured their prey.

LAMIA NOBLE

This majestic creature has the lower body of a giant serpent and the upper body of a human. It moves with a kind of sinuous grace, its red eyes fixed on its prey.

Lamia Noble **CR 11**

Female lamia noble sorcerer 7
Usually CE Large monstrous humanoid (extraplanar)
Init +3; **Senses** darkvision 60 ft.; Listen +10, Spot +10
Languages Abyssal, Common

AC 19, touch 12, flat-footed 16
hp 107 (15 HD); **DR** 10/silver and magic
Fort +6, **Ref** +12, **Will** +9
SR 17

Speed 30 ft. (6 squares)
Melee longspear +20/+15/+10 (2d6+5/×3) and tail slap +16 (2d8+2) or
Melee touch +21 (1 Wisdom drain)
Ranged composite shortbow +19/+14/+9/+4 (1d8+5/×3)
Space 10 ft., **Reach** 10 ft.
Base Atk +15; **Grp** +29
Atk Options Power Attack, Silent Spell; constrict 4d8+6 plus Wisdom drain
Sorcerer Spells Known (CL 7th):
3rd (5/day)—*fly, lightning bolt* (DC 17)
2nd (7/day)—*ghoul touch* (+20 melee touch, DC 16), *mirror image*
1st (7/day)—*expeditious retreat, magic missile, sleep* (DC 15), *ventriloquism*
0 (6/day)—*daze* (DC 14), *detect magic, flare* (DC 14), *ghost sound* (DC 14), *message, read magic, touch of fatigue* (+20 melee touch, DC 14)
Spell-Like Abilities (CL 9th):
3/day—*charm person* (DC 15), *mirror image, persistent image* (DC 19), *suggestion* (DC 17)

Abilities Str 21, Dex 16, Con 14, Int 12, Wis 10, Cha 18
SQ alternate form
Feats Alertness, Combat Casting, Improved Grapple, Power Attack, Silent Spell, Weapon Focus (longspear)
Skills Bluff +16*, Concentration +12, Disguise +12, Hide +7*, Intimidate +9, Knowledge (arcana) +12, Knowledge (history) +7, Listen +10, Move Silently +13, Spot +10
Advancement 16–24 HD (Large); or by character class; **Favored Class** sorcerer
Possessions longspear, composite shortbow (+5 Str bonus) with 20 arrows

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Wisdom Drain (Su) A lamia noble drains 1 point of Wisdom from a victim as a touch attack (Will DC 21 negates). Unlike with other kinds of ability drain attacks, a lamia noble does not heal any damage when it uses its Wisdom drain, though it gains 1 point of temporary Charisma for each point drained.

Lamia nobles typically try to use this power early in an encounter to make foes more susceptible to *charm person* and *suggestion*. When a victim's Wisdom drops below 3, he or she willingly does whatever the lamia tells him to. The lost Wisdom can be returned by an *owl's wisdom* spell cast within the hour or by a *restoration* spell within a week.

Constrict (Ex) With a successful grapple check, a lamia noble can crush a grabbed opponent, dealing 4d8+6 points of damage. This constriction can be combined with its Wisdom drain (Will DC 25 to negate while constricted).
Skills A lamia noble gains a +8 racial bonus on Bluff and Hide checks.

Though they are more reptilian than feline, these creatures are the progenitors of the normal lamias.

STRATEGIES AND TACTICS

Lamia nobles hate a fair fight. They attempt to enhance their own abilities with effects such as *ghoul touch* and *mirror image* before entering combat, then use their Wisdom drain to render opponents more susceptible to their *charm person* and *suggestion* abilities. If the lamia noble has followers—usually Wisdom-drained humanoids or ordinary lamias—it uses them as shields while it fires its bow into melee or casts combat spells such as *lightning bolt*.

Once in melee, lamia nobles resort to longspears and tail slap attacks. When they hit with their tails, they try to constrict enemies, both to deal maximum damage and to deliver various touch effects, such as *ghoul touch* or *touch of fatigue*. A victim is released only if it is dead or has agreed to become the lamia noble's servant.

SAMPLE ENCOUNTERS

Lamia nobles travel with ogres, giants, or normal lamias as servants and allies.

Takedown (EL 11): A lamia noble spies the PCs and prepares for combat by using its *mirror image* ability, then casts *magic missile* or *lightning bolt* from roughly 110 feet away. When the party rushes it, the creature attempts to grab, constrict, and drain Wisdom from its opponents.

The Mating Pair (EL 14): Two lamia nobles, four normal lamias, and four *charmed* hill giants inhabit a temple dedicated to a powerful evil god. The lamia nobles regularly send the giants out to find prey in the surrounding wilderness. When they discover the PCs and report their presence, the entire group goes hunting. Both lamia nobles use *charm person* from a distance of 45 feet against likely targets, then *suggestion* to urge their new "friends" to go out into the forest, where the young lamias attempt to use their Wisdom drain

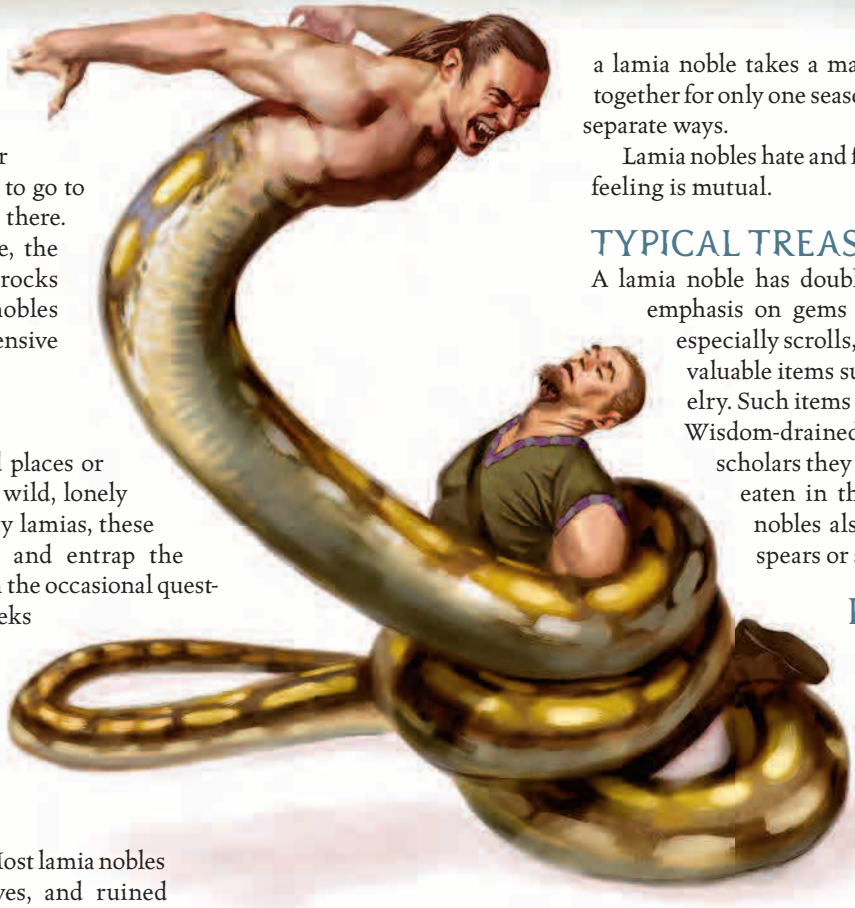
LAMIA NOBLE LORE

Characters who have ranks in Knowledge (nature) can learn more about lamia nobles. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (nature)

DC	Result
19	These half-human, half-serpent creatures of the desert are well versed in history and the arcane, and they guard powerful items or places. They fight with weapons, magic, and their constricting coils.
24	Lamia nobles can take on human form, but their disguises are imperfect. The observant adventurer can identify them by their snakelike eyes, scaly patches of skin, and other nonhuman features.
29	Lamia nobles drain Wisdom by touch and are accomplished sorcerers. They are especially fond of illusion magic, *mirror image, charm person,* and *suggestion* spells.

against them. If the group is discovered, the lamia nobles tell their newly drained food to go to the temple and wait there. Once they are gone, the hill giants throw rocks while the lamia nobles let loose with offensive spells.



ECOLOGY

Lamia nobles guard places or objects of power in wild, lonely places. Like ordinary lamias, these creatures eat flesh and entrap the foolish—along with the occasional questing scholar who seeks them out in hopes of acquiring the arcane secrets they know or gaining little-known historical information.

Environment: Most lamia nobles live in deserts, caves, and ruined cities, far from human and humanoid haunts, but a few serve Graz'zt and other demon lords in the Abyss. These lamia nobles drain Wisdom from lesser demons and keep them as servants in the same manner that their comrades keep humanoids on the Material Plane.

Typical Physical Characteristics: A lamia noble has the lower body of a giant serpent and the upper body of an attractive male or female humanoid. Normal lamias are said to be born from the union of two lamia nobles.

Alignment: Because they are prone to senseless outbursts of extreme violence, lamia nobles are chaotic evil. Their evil nature also expresses itself in their enjoyment of deception. They especially like assuming human form to fool humanoids, then trapping them and draining their Wisdom (especially when their victims are clerics, monks, and paladins). Thereafter, some of their victims become slaves, and the rest are simply eaten.

"Graz'zt is our lord, our master, and the source of all blood magic, but the Gray Lady is his servant in all things. She has taken four young men from our village, but in return has driven away every humanoid who dared threaten us. Her protection is costly, but we live secure in her clawed hands."

—Hebush, a cultist of Graz'zt

SOCIETY

Lamia nobles tend to be solitary. When they do live with other creatures, they choose hyenas, gnolls, or ordinary lamias (usually their offspring) as companions. Occasionally, a lamia noble takes a mate, but the two stay together for only one season before going their separate ways.

Lamia nobles hate and fear all nagas, and the feeling is mutual.

TYPICAL TREASURE

A lamia noble has double treasure, with an emphasis on gems and magic items—especially scrolls, volumes of lore, and valuable items such as rings and jewelry. Such items are "gifts" from their Wisdom-drained admirers and from scholars they have questioned and eaten in the past. Many lamia nobles also carry magic longspears or arrows.

LAMIA NOBLES IN EBERRON

Lamia nobles are widespread in Eberron. Most can be found in the Demon Wastes, Droaam, the Blade Desert, the Talenta Plains, and the drier portions of Xen'drik. They serve as patrons of entire small communities, protecting them against other monstrous clans or tribes in return for the occasional humanoid sacrifice. In particular, lamia nobles are honored and welcomed in the City of the Dead in Aerenal, where they live among the tombs as honored guests among the deathless. The Priests of Transition believe that these creatures are incarnations of those who attempt to walk the path to ascension and fail.

A few lamia nobles haunt the region near the glowing chasm in the Mournlands. No one is sure whether they are creations of its mutating glow, or whether they merely have a morbid fascination with the place.

LAMIA NOBLES IN FAERÛN

In Faerûn, lamia nobles prefer the dry climates of Calimshan, Thay, the Anauroch Desert, the Shaar, and the ancient empires of Mulhorand and Unther. In southern Faerûn, they can be found leading gnoll legions, gigantic packs of hyenas, and clans of lamias. Lamia nobles singlehandedly destroy entire caravans in Zakhara and the areas south of the Marching Mountains.

SORCERER LAMIA NOBLES

Every lamia noble has one or more levels of sorcerer. Typically, a male has one to six levels of sorcerer, and a female has two to eight. Their spell selections are similar.

Illus. by E. Deschamps

MIRROR MEPHIT

This odd creature stands about 3 feet tall. It has black eyes, clawed fingers, and a twitchy way of moving. Its wings are flat and windowlike, and its skin is smooth and reflective.

MIRROR MEPHIT **CR 3**

Always N Small outsider (extraplanar)
Init +9; **Senses** darkvision 60 ft.; Listen +6, Spot +6
Languages Abyssal, Celestial, Common

AC 18, touch 16, flat-footed 13
(+1 size, +5 Dex, +2 natural)
hp 18 (4 HD); fast healing 2; **DR** 5/bludgeoning
Immune cold, electricity, poison
SR 16
Fort +4, **Ref** +9, **Will** +4
Weakness maximum damage from bludgeoning weapons; 1d6 sonic per caster level from *shatter*

Speed 30 ft. (6 squares), fly 60 ft. (average)
Melee 2 claws +10 each (1d3–1)
Ranged dart +10 (1d4–1)
Space 5 ft.; **Reach** 5 ft.
Base Atk +4; **Grp** –1
Atk Options breath weapon
Special Actions *summon mephit* 1/hour
Spell-Like Abilities (CL 4th):
At will—*mirror image, silent image* (DC 13)
1/day—*simulacrum* (CL 8th)

Abilities Str 8, Dex 20, Con 10, Int 10, Wis 10, Cha 14
SQ spell reflection
Feats Improved Initiative, Weapon Finesse
Skills Bluff +8, Concentration +6, Decipher Script +6, Diplomacy +4, Disguise +8 (+10 acting), Hide +16, Intimidate +4, Knowledge (the planes) +7, Listen +6, Move Silently +11, Spot +6
Advancement 5–10 HD (Small) or by character class; **Favored Class** wizard
Possessions 10 darts

Fast Healing (Ex) A mirror mephit heals 2 points of damage each round, provided it is still alive and can see itself in a reflective surface.
Breath Weapon (Su) 20-ft. cone of glass slivers, once every 1d4 rounds, damage 2d4 piercing, Reflex DC 13 half. The save DC includes a +1 racial bonus.
Spell Reflection (Ex) Any spell or effect that targets the mirror mephit and does not overcome its SR is reflected directly back at the caster or the user of the item that generated it. This new target is entitled to a saving throw if the effect permits one. Area spells are never reflected unless they are visual effects, such as *color spray*. In this case, only the portion of the area that surrounds the mirror mephit is reflected; all other creatures in the area are affected normally.
Summon Mephit (Su) A mirror mephit can summon another one of its kind once per hour with a 25% chance of success. This ability is the equivalent of a 2nd-level spell.

Mirror mephits are among the few native inhabitants of the Plane of Mirrors. Because they love reflection and repetition, mirror mephits answer questions with questions until they receive the first answer. Left to themselves, they can spend considerable time echoing one another's conversations.

STRATEGIES AND TACTICS

Mirror mephits fight with quiet rage and speed, throwing their glass darts and striking precisely with their razor-sharp claws. Braver than most mephits, they choose death by shattering rather than surrender.

SAMPLE ENCOUNTERS

Mirror mephits are teasing and annoying, but rarely vicious except when provoked. For the most part, they join forces to make a prank work or to capture a creature passing their mirror portal.

Typical Encounter (EL 3): A single mirror mephit distorts the reflection of a PC passing its mirror portal. If the character comes closer to investigate, the mephit uses *silent image* to create a "prophetic image" in the mirror glass, or it sends out a simulacrum of the PC to make trouble in her name.

The Haunting (EL 7): A short while ago, a group of four mirror mephits was summoned into a noble's new mirror. They began by ruining the mirror with their tricks, but eventually they grew bored with that endeavor and abducted the noble's young daughter by literally dragging her into the Plane of Mirrors when she passed. They demanded a ransom from the noble, but he became enraged and broke the mirror instead.

The destruction of the mirror released both the girl and the mephits, who were more than happy to begin wreaking havoc on the Material Plane. Since then, his house has become a shambles and his servants nervous wrecks. When bored (which is most of the time), the mephits throw glass darts at the servants, break crockery, make noise, and drive the inhabitants crazy by mirroring their speech. But they are difficult to track down, since they can hide in any reflective surface, from polished armor to a pool of still water. The noble plans to host a major public event (such as a marriage feast, a harvest festival, or a joust) in the near future, so he hires the PCs as pest exterminators.

ECOLOGY

Mirror mephits make good spies, poor servants, and remarkably good conjurers. They seek alliances with wizards and divine spellcasters who can summon them out of the Plane of Mirrors, making ridiculous promises of loyalty that are forgotten as soon as they are set loose.

Environment: Mirror mephits live on the Plane of Mirrors, a place that has few points of interest, and they are eager to leave it for more interesting environs. They are always encountered near mirrored surfaces.

Typical Physical Characteristics: A mirror mephit has smooth, mirrored skin, eyes that are entirely black, and fingers that end in claws. It keeps its wings, which resemble panes of clear glass, folded against its back. When a mirror mephit is wounded, its mirrored skin develops cracks and chips, and when it dies, its body shatters into a pile of glass dust.

Mirror mephits are quick to repeat whatever is said to them, and they speak in a mocking tone.

Alignment: Mirror mephitis are always neutral. Uninterested in questions of philosophy or ethics, they live for the moment. Some are calm, reflective creatures that seek to better themselves through work; others are more outwardly

focused, seeking to balance each act of cruelty with charity and each act of piety with blasphemy.

"When you see something looking back in the mirror, but the eyes don't look like yours, you're looking at a mirror mephit. Those tricky buggers are always half a plane away from the thrashing they so richly deserve."
—Eberweiss, demonwrecker



Illus. by M. Coimbra

SOCIETY

Mirror mephits love to tease and trick one another, but they do not easily tolerate similar treatment from other beings. The inhabitants of the Material Plane fascinate them, and they spend hours at a time spying on any creatures visible through mirrors. Mirror mephits consider themselves clearly superior to all other mephits except lightning mephits.

Male mirror mephits prefer to watch arcane and divine spellcasters at work, whereas females like to watch the rogues and warriors of the Material Plane. A mirror revealing lots of action on a regular basis serves as a sort of "babysitter" for young mirror mephits. Most mirror mephits consider a summons to another plane as a wonderful distraction from the tedium of their own and seize upon the opportunity to create mischief directly.

Mirror mephits have a great deal of time on their hands on the Plane of Mirrors, so many spend it practicing hobbies or trades, such as stone carving, glassblowing, gemcutting, or jewelry-making. A few choose to become wizards or clerics of the gods of trickery, illusions, and shadow. These ambitious individuals spend their time constructing wondrous items from mirrors, glass, enamel, or semiprecious stones. The preferred class of a mirror mephit is wizard.

TYPICAL TREASURE

Mirror mephits carry normal treasure in pouches or purses. They have a fondness for shiny, reflective, or glittering items.

FOR PLAYER CHARACTERS

Mirror mephits can be used by PCs as a summoned monster. The appropriate spell is described below.

Summon Mirror Mephit

Conjuration (Summoning)
Level: Bard 2, cleric 2, sorcerer/wizard 2
Components: V, S, F/DF
Casting Time: 1 round
Range: Close (25 ft. + 5 ft./2 levels)
Effect: One summoned creature
Duration: 1 round/level (D)
Saving Throw: None
Spell Resistance: No

This spell summons a mirror mephit, which appears at any point you designate within the spell's range. The mephit acts immediately, attacking your opponents to the best of its ability. Thereafter, the creature acts on your turn. If you can communicate with it, you can direct it not to attack, to attack particular enemies, or to perform other actions.

A summoned mephit cannot summon or otherwise conjure another creature, nor can it use any teleportation or planar travel abilities. The creature cannot be summoned into an environment that cannot support it.

Arcane Focus: A tiny mirror and a small candle.

MIRROR MEPHITS IN EBERRON

In Eberron, mirror mephits are found only within magic mirrors. The creatures are thought to form spontaneously during the process of creating magical silver or glass items, but they are so rare that few people know much about them. Mirror mephits are allied with both rakshasa lords and changelings, who have mastered the trick of summoning them.

MIRROR MEPHITS IN FAERÛN

In Faerûn, mirror mephits are commonly used as spies by demons allied with the Zhentarim. The Red Wizards of Thay use them in a similar manner, fitting helms, staffs, and other items with bits of mirror to allow mirror mephits to watch their owners.

MIRROR MEPHIT LORE

Characters who have ranks in Knowledge (the planes) can learn more about mirror mephits. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
13	The creature is a rare kind of mephit that lives in mirrors and other reflective surfaces, such as water or polished armor. It can see through mirrors and walk through them as well.
18	Mirror mephits can reflect targeted spells back at their casters, create mirror images, and form simulacra.
23	Mirror mephits are unusually vulnerable to sonic attacks and bludgeoning weapons.

RATATOSK

This furry, humanoid-shaped creature resembles a bipedal rodent. It has clawed hands, large eyes set in a squirrel-like head, and a long, luxuriant, furry tail. A thin membrane stretches between the arm and the leg on either side of its body. The creature wears simple clothing and carries a few tools and weapons.

RATATOSK **CR 1**

Often CG Medium monstrous humanoid (extraplanar)
Init +2; **Senses** darkvision 60 ft.; Listen +0, Spot +2
Languages Sylvan

AC 14, touch 14, flat-footed 12; Deflect Arrows, Dodge (+2 Dex, +2 natural)
Miss Chance 20% forest cover
hp 16 (3 HD)
Fort +2, **Ref** +5, **Will** +3

Speed 25 ft. (5 squares) with Dash, climb 30 ft., fly 40 ft. (clumsy); gliding movement
Melee bite +2 (1d4–1) or
Melee shortspear +2 (1d4–1) and bite –3 (1d4–1)
Ranged composite shortbow +6 (1d4–1/×3)
Space 5 ft.; **Reach** 5 ft.
Base Atk +3; **Grp** +2
Atk Options dive
Special Actions taunting curse
Combat Gear *nut of cure light wounds*

Abilities Str 8, Dex 14, Con 12, Int 8, Wis 10, Cha 12
Feats Dash*, Deflect ArrowsB, Dodge
* +5 feet to speed if wearing light or no armor and carrying light load (*Complete Warrior* 97)
Skills Balance +4, Climb +7, Hide +6, Listen +0, Spot +2, Tumble +4
Advancement 5–8 HD (Small) or by character class; **Favored Class** cleric
Possessions combat gear plus shortspear, composite shortbow with 20 arrows

Forest Cover (Ex) A ratatosk instinctively takes cover when in a forest, and always maximizes the amount of tree trunk between it and any foe, giving it concealment at all times. All ratatosk gain a 20% miss chance when engaged in ranged combat, fleeing, or pursuits in a forest.
Gliding Movement (Ex) Ratatosks can leap and glide from branch to branch in large trees and forests. Because they have no means of gaining altitude, they drop 10 feet for every 20 feet they cover horizontally. The indicated flying speed is for gliding movement.
Dive (Ex) A ratatosk diving from the air to strike with claws or spear is treated as charging and deals double damage with the weapon used.
Taunting Curse (Su) Ratatosks are excellent cursers, and the supernatural power of their insults can irritate almost any creature. To use this ability, a ratatosk must select a single target within 120 feet that can hear it and has an Intelligence score. The ratatosk uses a harsh and mocking tone that conveys the insult clearly, whether or not the target can understand the language used. The affected creature must make a DC 12 Will save or become enraged for 1d4+1 rounds. An enraged creature charges the ratatosk on its next turn, throwing down any ranged weapons, spell components, or other hand-held items it was holding, but retaining its shield and melee weapons, if any. If charging isn't possible, the victim moves to attack the ratatosk by the shortest possible route. If moving into melee with the ratatosk prove impossible, the affected creature gets as close as it can, then stands dazed until either it can attack the object of its fury or the effect ends.

A ratatosk is so adept at cursing that this power can affect a single creature any number of times, though only one ratatosk's curses can affect a target at a time. Taunting curse is a sonic, mind-affecting ability. The saving throw is Charisma based.
Skills A ratatosk gains a +8 racial bonus on Climb checks. It can always choose to take 10 on Climb checks, even if rushed or threatened.

RATATOSK LORE

Characters who have ranks in Knowledge (the planes) can learn more about ratatosks. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
11	The World Ash (also called Yggdrasil) that connects the worlds is protected by its worshipers—a race of squirrelfolk called ratatosks. These creatures can also be found in the old forests of Ysgard, and in Arborea.
16	Ratatosks are masters of ranged combat and skirmishes. Expert climbers and flyers, they fight primarily with bows and avoid melee combat. They fight in small bands of five to ten individuals, and their leaders are called fireholders.
21	Ratatosks make excellent guides to Yggdrasil, and their help can be purchased with gifts of magic or steel weapons. Some also know how to turn nuts into edible magic items that function like potions.

The tree-dwelling gliders known as ratatosks dwell in the wide branches of Yggdrasil, the World Ash. Like the flying squirrels they resemble, they can leap from branch to branch of Yggdrasil with sure-footed ease. Their main goals are to put out fires that might harm Yggdrasil and keep lawful or evil creatures from using the World Ash as a highway to invade the Upper Planes.

STRATEGIES AND TACTICS

Ratatosks rarely fight except in defense of their tribe or Yggdrasil—and even then, they prefer to fight at a distance. They leap from branch to branch to keep targets in range of their bows, and they dodge and deflect any return missile fire. When melee is unavoidable, they try to overwhelm foes by sheer numbers and throw them off the World Ash. If this tactic fails, they resort to using their teeth and spears against individual foes.

Ratatosks are not necessarily interested in killing their foes—in most cases, they simply want to drive them off Yggdrasil or get them to quench a fire that might harm the World Ash. To that end, the ratatosks adopt raiding and skirmishing tactics, firing a few shots from the darkness at a campfire and then leaving, only to return later and repeat the process.

SAMPLE ENCOUNTERS

Ratatosks serve as a sort of messenger system for the World Ash, but they are hostile to any creatures they feel don't belong in their home tree. Most extraplanar creatures—especially tieflings and githzerai—fall into this category. However, the ratatosks do tolerate elves—though only just—and they sometimes ally with bariaurs (*Planar Handbook* 7) or other creatures of Ysgard and Arborea. Ratatosks love iron and steel weapons and riddles of all kinds. If bribed with steel or magic or food, they even agree to guide planar travelers through Yggdrasil.

Raiders (EL 3): Four ratatosks rush into the party's camp and grab any swords, spears, shields, or armor they can find. Then they run for the high branches, leaping from one branch of Yggdrasil to another to shake off any pursuit.

The Branch Guardians (EL 5): If the PCs light a fire on Yggdrasil, a fireholder priest (see Society) and six ratatosks armed with bows arrive and begin firing arrows and spells into the group. The ratatosks use the shoot and dodge tactics described in the Strategies and Tactics section above, but the fireholder provides the others with spell cover.



Illus. by W. England

ECOLOGY

Ratatosks eat nuts, roots, berries, fruits, insects, growing bark, and tender leaves. They also eat the eggs of the eagles nesting in Yggdrasil's branches, and these eggs are among the few foods that they bother to cook. In the spring, ratatosks graze on the new shoots and branches that Yggdrasil offers. When food is scarce, the creatures move along Yggdrasil's branches to the oldest woodlands of Arborea and Ysgard in search of sustenance. These foragers become prey for giant eagles, giant wolves, giant owls, and even giants who don't realize that the ratatosks are sentient beings.

Environment: Ratatosks travel as nomads in summer, wandering from root to crown on Yggdrasil and weaving tree nests from branches and leaves at night. These nests are built to hold their weight but no more, so heavier creatures cannot reach them.

When cold weather threatens, the squirrelfolk retreat to the mild weather of Arborea or to well-established tree lairs. Ratatosk tree lairs are gnawed out of the wood of the World Ash or other gigantic trees located near portals to Yggdrasil on the Material Plane or Ysgard. Each such burrow is large enough for a single adult ratatosk plus one juvenile. The adult seals the entrance with its own tail while sleeping, simply but effectively camouflaging the opening. If the pack grows large enough, these small burrows can be expanded, but predators and famine keep the packs small.

A few successful tribes live in large hollows and dens dug deeply into the tree's living wood. In winter, such a hibernation den can hold an entire pack in tightly curled, dreamless slumber. Large nut storage caches are never far away.

Typical Physical Characteristics: A ratatosk looks like a humanoid flying squirrel, with furry membranes connecting the arm and leg on each side of its body, and a large, flattened tail that it uses to direct its gliding. It typically wears no clothing except a harness for its gear and a protective hat, since its fur is thick enough to keep it comfortable in all but the coldest winter freezes. Ratatosk fur can be black, gray, brown, or red, though the members of each pack share the same coloration.

Alignment: Ratatosks are chaotic good. They are guardedly friendly toward those who do not bring fire or axes with which to destroy their beloved tree.

SOCIETY

The ratatosks worship Yggdrasil as their deity and are entirely willing to fight to the death in her defense. Their creation legend states that the first of their kind were hatched from a huge nut at the top of the tree, making the ratatosks both the children and the chosen of Yggdrasil. It's useless to argue this point with the creatures—no story of Nidhogg or the eagles of Yggdrasil can convince the ratatosks that the tree doesn't love their kind best, and arguments about origins quickly lead to bloodshed.

A mated pair of ratatosks known as the fireholders rules each pack. The fireholders are the only ratatosks who are permitted to mate and bear young, except for other priests of Yggdrasil. Each fireholder pair produces a litter of four to six young per year.

Each fireholder has 4 Hit Dice and deals 1d6 points of damage with its bite attack. In addition, Yggdrasil grants the fireholders spells to use in its defense. Any fireholder can use *sanctuary* and *entangle* three times per day each (caster level 4th; DC 13 + spell level), and many fireholders have cleric levels as well. A fireholder without class levels has a CR of 2.

TYPICAL TREASURE

Ratatosks carry little treasure other than tools, clothes, and the magic nuts that their priests make. These nuts function as potions when consumed. A ratatosk can automatically identify such magic nuts, though they all look like large walnuts, acorns, pine nuts, or the like to others.

VIPER TREE, ELDER

This creature might be mistaken for a white beech tree at a distance. A closer look, however, reveals reptilian skin and branches tipped with fanged viper heads.

ELDER VIPER TREE **CR 9**

Often CE Huge plant (extraplanar)
Init +1; **Senses** low-light vision, sense good; Listen +2, Spot +12
Languages Abyssal

AC 21, touch 9, flat-footed 20 (–2 size, +1 Dex, +12 natural)
hp 137 (11 HD); **DR** 10/good or magic
Immune acid, cold, critical hits, gas, paralysis, poison, polymorph, sleep, stunning
SR 18
Fort +15, **Ref** +4, **Will** +3
Weakness vulnerability to fire

Speed 10 ft. (2 squares)
Melee 4 bites +18 each (2d6+12/19–20 plus poison)
Ranged broken branch +7 (4d8+28 plus poison)
Space 15 ft.; **Reach** 15 ft.
Base Atk +8; **Grp** +28
Atk Options Combat Reflexes, Multiattack, Snatch; poison (Fort DC 23, 1d4 Str + paralysis for 2d6 rounds/2d8+2 Str)
Special Actions broken branch, ingest, viper hiss

Abilities Str 34, Dex 12, Con 26, Int 7, Wis 10, Cha 12
SQ sense good, plant traits (*MM* 313)
Feats Combat Reflexes, Improved Critical (bite), Multiattack, Snatch
Skills Hide –2, Listen +2, Spot +12
Advancement 12–17 HD (Huge); 18–24 HD (Gargantuan)

Sense Good (Ex) An elder viper tree can use its flickering snake tongue to sense good-aligned creatures within 40 feet.

Broken Branch (Ex) An elder viper tree can detach one or more of its branches and hurl them as missiles with a range of 20 feet and no range increment. Each branch has a speed of 30 feet, 46 hit points, and deals 4d8+28 pooints of damage, but it retains the same attack bonus and poisonous bite as the parent tree. A broken branch leaves a trail of brown-amber sap wherever it goes and dies within an hour.

Ingest (Ex) An elder viper tree can swallow a paralyzed Small creature without difficulty as a full-round action by picking it up and dropping it into the maw at the center of its branches. It needs 5 rounds to swallow a Medium creature and cannot swallow a Large or larger creature at all. A creature being ingested is treated as pinned. If the paralysis wears off before the tree can finish swallowing a Medium creature, it can attempt to break the pin and escape.

Viper Hiss (Ex) The rattling hiss of an elder viper tree can entice creatures to walk toward it for a single round at normal movement. For each target the elder viper tree attempts to affect with this ability, it must give up one of its bite attacks for that round. The effects do not stack, so multiple hissing heads still require only a single saving throw per listener. This is a sonic, mind-affecting ability, and it can be negated with a DC 16 Will save. The save DC is Charisma-based. Once a creature is affected by the hiss, or makes a successful save against it, it cannot be affected by the same elder viper tree's hiss for 24 hours.

Said to be the bastard young of Nidhogg, the serpent at the root of Yggdrasil, elder viper trees are a strange combination of plant and carnivorous reptile. The oldest such trees grow strong enough to uproot themselves and hunt down their prey.

STRATEGIES AND TACTICS

Elder viper trees typically grow in places where they can force prey to come to them—near gates, beside narrow gorges, or at river fords and bridges. This evil-natured tree attempts to keep its true nature hidden until prey is within reach, then strikes with multiple bite attacks to paralyze its prey so that it can ingest it at leisure. If prey is difficult to lure, the elder viper tree uses its viper hiss to entrance a target and draw it near. If its prey puts up a good fight, the elder viper tree snatches it up and then hurls it back down within reach. A creature flung in this manner falls 1d6×10 feet plus the tree's height.

If combat goes against it, an elder viper tree can withdraw into a pit it has dug out below the earth, sinking like a snake into its den. Few creatures are bold enough to follow an elder viper tree into its pit.

SAMPLE ENCOUNTERS

Unlike larval viper trees, which thrive in large groves, elder viper trees tend to be solitary killers—though a few groves do exist on the planes of the Abyss ruled by Graz'zt and on the battlefields of the Blood War, where the demons want to maintain a defensive line. The elder viper trees seek to paralyze all foes within reach before eating their kills. The creatures rarely attack demons unless they are extremely hungry.

ELDER VIPER TREE LORE

Characters who have ranks in Knowledge (the planes) can learn more about elder viper trees. When a character makes a successful skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the planes)

DC	Result
17	Forests of "larval" viper trees, which never progress to the mobility and size of elder trees, are common in Zrintor, the Viper Forest of Azzagrat in the Abyss.
19	This odd reptilian tree is a demonic plant native to the Abyss, though it is sometimes found along the banks of the Styx and in Gehenna as well. It resembles a pale-barked tree with viper heads at the end of each mobile branch. It can see in low light and is immune to extra damage from critical hits, paralysis, polymorph, sleep, and stunning. Its bite paralyzes prey.
24	Because these plants, which are called elder viper trees, can sense good, they are common guardians for the gates of evil citadels. They have the power to draw creatures toward them with a hypnotic hiss.
29	Elder viper trees are susceptible to fire but immune to acid, cold, gas, and poison. Their poison deals Strength damage and paralyzes prey. Unlike most plants, they can move, albeit slowly, and some can flee from combat by sinking into the ground.

The Guardian (EL 10): A single elder viper tree guards the home of a powerful demon. If the tree senses a good-aligned creature nearby, it hisses to draw it near, then attacks, hoping to paralyze and eat it.

Grove of Vipers (EL 14): While traveling at night or on a plane of perpetual darkness, the party wanders into a ring-shaped grove of seven elder viper trees. Each elder viper hisses to lure the PCs in several directions at once, and the trees slowly close around the party, using their reach to nip at the PCs' heels and keep them bunched together in the middle.



Illus. by B. Hagan

ECOLOGY

An elder viper tree is a sort of fiendish part-snake, part-plant creature. Once per month, it lays a single egg in a small hollow of earth at its base, then remains in that position for two weeks to protect the egg until it hatches. As soon as it does, the parent abandons the new tree (see Larval Form sidebar). As soon as it grows large enough, it turns into an elder viper tree, uproots itself, and becomes mobile once more.

Elder viper trees prefer the flesh of devils and angels, but any meat is welcome. They absorb water through their roots and air through their leaves.

Environment: The elder viper trees that dwell near the Blood War battlefields of the Abyss defend themselves from devil attacks by growing in immense groves. They allow demon armies to pass through their ranks freely and even take cover under their branches, but devils are always attacked, even if it means the elder viper trees' sure destruction. The trees ignore yugoloth armies. In some areas, elder viper trees control an entire bank of the River Styx, preventing access to the land from certain parts of the river.

Large clusters of these trees, such as the Viper Forest of Zrintor, slowly migrate across the plains of Azzagrat in search of prey. The Viper Forest is the exclusive hunting ground of Graz'zt and his lamia nobles. Elder viper trees never bother the favorites of Graz'zt or any other demon prince.

Typical Physical Characteristics: A typical elder viper tree stands about 30 feet tall, though adults can range in height from 15 to 60 feet. The trunk can be from 5 to 15 feet in diameter, depending on the height of the tree. The "bark" of the tree is white, scaly, reptilian skin, and its branches are tipped with serpentlike heads. The brain that controls these heads is buried deep in the tree's heartwood, where it is well protected. Not all the heads are active at once, but whenever an active branch is slain, a "sleeping" branch wakes and begins attacking. As a result, elder viper trees continue to get their full range of attacks until slain.

Alignment: Elder viper trees are often chaotic evil, though a few are neutral evil or even chaotic neutral. They enjoy playing with their paralyzed food and mocking any good-aligned creatures they can snatch and throw.

SOCIETY

Most elder viper trees are solitary, though sometimes they agree to serve as guardians in exchange for a steady supply of fresh food. In groves, the elder viper trees try to stay evenly spaced.

TYPICAL TREASURE

The treasure of an elder viper tree is largely incidental, taken from the victims it has eaten over the years. These creatures prefer brightly colored objects, and sometimes they place gems near their trunks to draw victims closer.

LARVAL FORM (CR 3)

Seedling, or "larval," viper trees stand about 5 feet in height and are rooted in place, thus immobile. They have hardness 7, a break DC of 30, and 300 hit points. Despite being Medium, seedling viper trees have a 10-foot reach. Once per round a seedling viper tree can make a single +13 melee attack dealing 2d6 points of damage plus poison (injury DC 14; 1d6 Dex/1d6 Dex; if both saves failed, paralysis 24 hours).

A Brief Guide to Sigil for Travelers from the Material Plane

An Entry from the Journal of Eberweiss, Eladrin Demonwrecker

Sigil, the City of Doors, is the richest, most important crossroads town in the multiverse. It is ruled by an absolute despot—an autocrat called the Lady of Pain who says nothing and answers to no one. Her servants, the engineers and craftsfolk called the dabus, do not speak either, but at least they communicate through illusions and visual riddles. Despite their strangeness, these creatures keep the city functioning and—for the most part—safe.

Cross the Lady, however, and you might just wind up in one of the mazes—the special pocket dimensions she creates that take years to escape from. Cross the dabus, and you are one step closer to crossing the Lady.

Sigil has only a few basic laws. Archons, devils, and other warring planar beings are forbidden to bring their conflicts here. Furthermore, the dabus immediately exile anyone caught damaging the city itself. And finally, recruitment for any kind of faction is forbidden. If you're a member of an organization, a philosopher's club, or a gentleman's society, keep it to yourself.

When you visit, remember that Sigil is the big time. You could be the greatest hero of whatever backwater plane you come from, but the greatest heroes of a great many planes gather here—and most are better than you. Sigil is the river born from a thousand streams, so it's best not to come here with an attitude.

You can get anywhere from Sigil—that's why it's called the City of Doors. But do some checking before you go jaunting off anywhere. Just because you can hop through a door to anywhere else in the multiverse doesn't mean that you should. A little time spent in the Library of The Lady can save you from painful, embarrassing, and costly mistakes that leave you weeks or months away from civilization. So be prepared when you travel. Get advice from the locals first. And yes, I do mean you should ask devils for the details before visiting the Nine Hells.

Oh, and don't drink the water. It's mostly recycled liquid waste that the dabus filter through their metropolitan aquamancy. It took me years to learn that the dabus sell this nasty stuff to fund their repairs. Stick to beer, ale, or spirits.

A Brief Guide for Two-Legged Visitors to the Beastlands

An Entry from the Journal of Eberweiss, Eladrin Demonwrecker

The Beastlands is a widely misunderstood plane. Visitors think that it's an excellent hunting ground for big game, for sport, and for trophies worthy of the greatest hunter, but this impression is exactly backward. The Beastlands is a place where animals and beasts of the field are stronger, smarter, and quicker than they are anywhere else in the multiverse. They speak and understand the Common speech, and they hunt those who dare to visit them. Thus, the proper attitude here is not arrogance, but humility.

In like manner, most planar travelers think the Beast Lords are just friendlier versions of the demon lords of the Abyss—a big smiling Monkey King, a regal but kindly Cat Lady, and a hissing Lord of Snakes. This impression is likewise erroneous. The Beast Lords are embodiments of what a given animal kind thinks of itself, not what humanoids and outsiders think of it. So the Monkey King is smarter than you think, clever with tools, and able to make prodigious leaps. The Cat Lady expects her due from visitors in offerings of food and respect—and interrupting her naps can be lethal. The Lord of Snakes is wise and kindly, and not always poisonous. As the father of great legions of followers who slither throughout the multiverse, he hypnotizes and embraces his enemies as often as he bites them. In like manner, the Beetle Lord, the Ant Queen of Queens, and the Mosquito Empress might be unfathomable to us, but they represent perfection to their followers.

Annoying or attacking a Beast Lord earns you the undying hatred of all its kind. If a Beast Lord attacks you, however, you cannot be blamed for defending yourself, because predation is a way of life in the Beastlands. Prey and hunter are two sides of the same coin, and to the Beast Lords, you are prey.

Killing game animals in the Beastlands is somewhat more difficult than it is elsewhere. So pack extra rations, unless you enjoy a steady diet of giant field mice and voles as large as rabbits.

The World Ash

Words of the Valkyrja Frøydis of Ysgard, recorded by Warden Edelbart

O warriors! Know that more than one path leads to Valhalla, the halls of the All-father, Odin One-Eye. While the weak and cowardly walk their Infinite Staircase and cross through the ring city with its stewards and silent guardians, the bold and the brave climb from Niflheim to Midgard and Ysgard on the branches of the tree that gave the All-father his wisdom and foresight. To enter the World Ash from Sigil, walk to the Bloodthorn of the Tower, prick both thumbs, and climb into its branches at night. Once enfolded in its limbs, you must climb inward to the trunk.

To reach Ysgard, climb up the trunk to the Great Split, follow the Sunset Branch, then take the right turnings at each choice. It is a long climb up to the halls of the gods, so it is best to fly to the topmost branch if you can.

To visit Jotunheim, climb down the trunk and follow the Sunset Root, staying left at most turnings. Slay as many of the giants as you can to save me the trouble at Ragnarok. To visit Rime Thuras, go to the trunk and take the first higher branch, then two right turnings, always staying with the lower branches to the Frostland.

To reach the Beastlands, climb up and across the trunk, taking the left fork at the first split and the right at the second. To find the woodlands of Arborea, climb up to the Great Split, then take the middle branch, then go left and then right to a spot near the top of the tree, but downward of the Ysgard branchings.

The branches and turnings are many and confusing to those who cannot see great distances, though the World Ash is only a few dozen miles across. Thus, it is best to speak with the ratatosks and the great ravens to learn the best windings and avoid the falls, dead ends, and broken branches. Fear also the linnorms who guard the roots to Niflheim, and the treacherous giants who wander the branches of the World Ash.

To return to Yggdrasil, mark the portal by the trees and branches in Ysgard or wherever you roam, and keep a leaf as a key to unlock the World Ash's portal once more from the other side.

True, by my oath and honor,

Frøydis Valkyrja-sister and
Chooser of the Slain

Sworn and attested by

Edelbart
Order of the Prophet's Eye

A Guide to Lolth's Web

An Entry from the Journal of Eberweiss, Eladrin Demonwrecker

Many are the travelers who become ensnared in Lolth's Web, and few are those who return. This layer of the Abyss is a maze of passageways spun like spiderwebs, either by the goddess herself or by the power of the plane. Like spiderwebs, these corridors grow, connect, and catch fragments of other materials such as dead gods, chambers of summoning, ships, caverns, entire buildings, and even whole planes, some say. The strange items caught in her web are converted into dwellings for her followers and worshipers. But beware the deadly, soul-destroying fogs beneath her web. Those who touch them rarely return, and little is known of the deepest pits.

The passages of Lolth's Web sometimes break and are rewoven in new shapes. Some believe that these reweavings are more frequent when the web is under stress. In fact, careful comparison of old and new maps reveals that the passageways between known locales (such as the Fane of Eclavdra or the Spider Ship of Lolth) have been respun and altered over the years. So do not rely on old maps of the Demonweb; though charted honestly, they will surely deceive you.

The drow have mastered the use of teleportation keys to move from place to place in Lolth's Web, but without such a key, no teleportation is possible anywhere in the layer. These keys, which are forged of iron, bronze, and other metals, should not be confused with the portal keys that open connections between the Demonweb and Lolth's conquered worlds. The first kind of key radiates faint or moderate conjuration magic and moves the user between junctions of Lolth's Web; the second radiates strong conjuration magic and moves the user through planar portals.

The urge to rescue or assist creatures trapped on Lolth's hellish conquered worlds is strong, but it represents a distraction from the demons themselves. Do not be moved by pity to offer them succor unless you must, because time spent in her worlds is time that Lolth can use to respin her web—to your detriment and sorrow.

The drow of Lolth's Web are the elite among her worshipers, drawn from many worlds and planes. It is best to avoid their strongholds and kill them and their foul demonic allies in the passageways and small spaces of the Demonweb. Entering a stronghold allows the drow to gain reinforcements and cut off retreat.

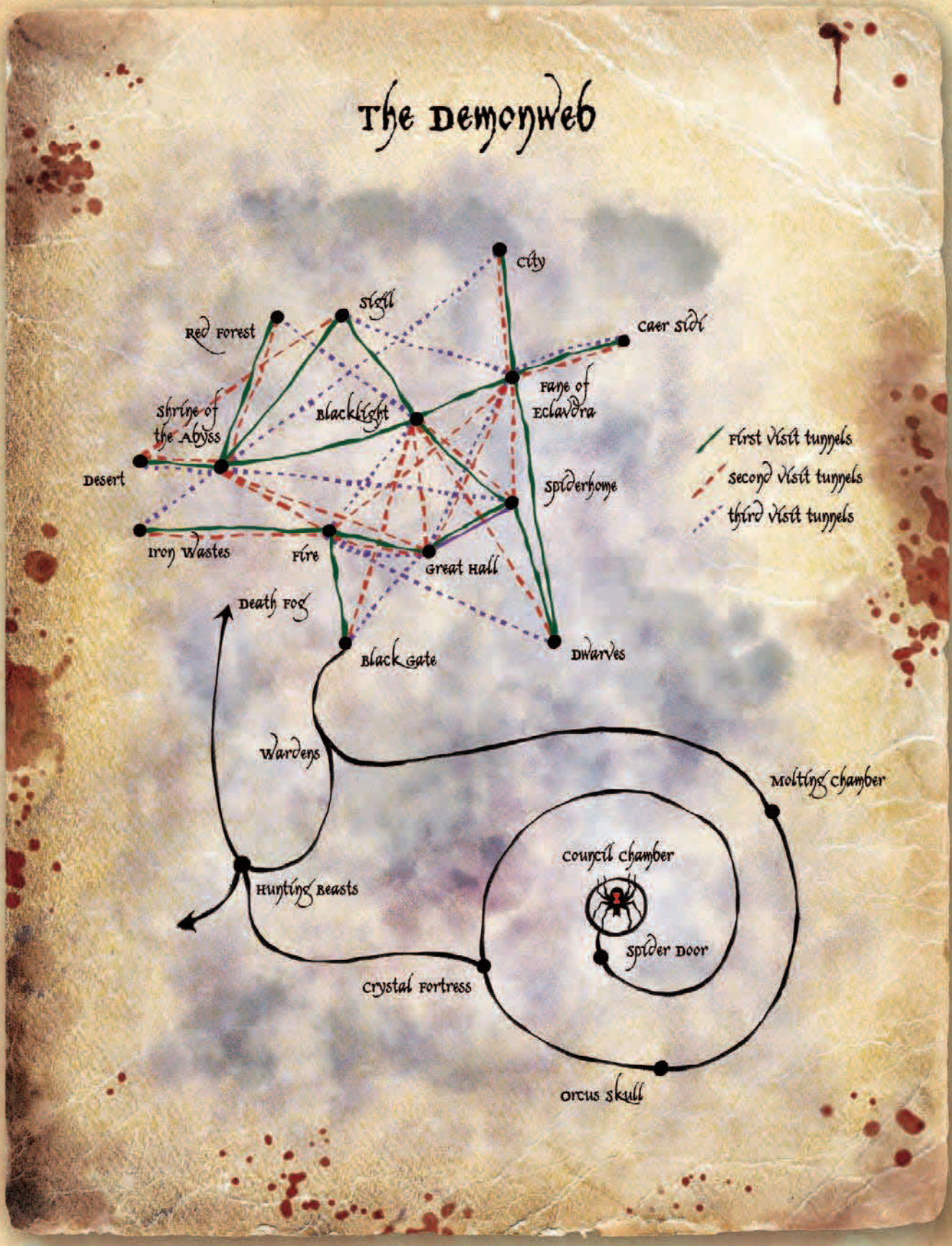
A Brief Guide to Zelatar for Mortals

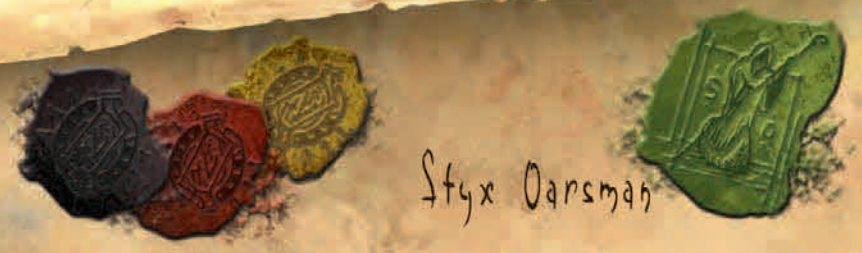
An Entry from the Journal of Eberweiss, Eladrin Demonwrecker

Demons don't civilize easily. Sorcerers and diabolists would say they don't civilize at all, but the truth is, even demons have certain basic needs and desires, the most prevalent of which are shelter, power, companionship, amusement, tools, food, and in some cases, mates. All the lusts and vices present in any gathering of intelligent creatures are on display in Zelatar, though perhaps a little more openly.

Laws don't function in Zelatar unless the Demon Prince Graz'zt has openly proclaimed his support for them. Contracts between merchants and buyers are not enforceable after money has changed hands. Graz'zt's Edict, which made his city great, states that any mortal or outsider merchant is protected from violence while within the city, unless he commits a crime such as assault, fraud, or some other violation of Graz'zt's truce. That one law has built this city, and all who disobey it are hunted down and killed. Protected by Graz'zt's Edict, merchants of all races bring cargoes up the River of Salt, carry goods through the planes to the Great Bazaar, and harry miserable, hopeless slaves to the hellish pits of the flesh markets.

But even with the promise of relatively safe commerce, Zelatar is no shining metropolis. The word "sin" has no meaning in the Abyss, since evil is all the natives know. So drugs are used to kill the pain of torture, to ease the sting of failure and regret, and to induce bliss that no demon can find on its own. But waste no sympathy on these creatures. While demons understand pleasure and joy (of a sort), they don't understand kindness, charity, or generosity. To them, murder and torture are tools of policy, politeness is a way to dupe people, and mercy is weakness. Demons might not slaughter visitors or each other in Zelatar because they fear Graz'zt, his aspects, and his lamia nobles, but even so, the place is little more than an open sewer, and all but the hardest-hearted plane travelers should avoid it.


The Demonweb
City
Sigil
Red Forest
Caer Sidi
Fane of Eclavdra
Shrine of the Abyss
Blacklight
Desert
Spiderhome
First visit tunnels
Second visit tunnels
Third visit tunnels
Iron Wastes
Fire
Great Hall
Death Fog
Black Gate
Dwarves
Wardens
Molting Chamber
Council Chamber
Hunting Beasts
Spider Door
Crystal Fortress
Orcus Skull



Styx Oarsman

It is as you expected. A source here confirms that the goddess is on the move. Attack and kill her enemies without pause or mercy.

I've learned the location of a portal for you. It leads from the marketplace of this great city into a set of caverns situated in an underpopulated area of the Material Plane. I do not know if it works both ways. A bent piece of iron works – a horseshoe or a lizard's bridle.

I shall continue to find out more information and leave it for you at the Oarsman. Have your messenger present this letter.

Lithara's Letter

The bow of beasts dissolves the taint of the corrupted,
The bitter ice hides a giant's sword to crack Abyssal armor.
Search The Lady's wisdom and the book of flesh,
Bide your time, and flee when the goddess shakes her web.

A pair of keys: a blackened tongue, a golden word,
Pass through three gates: serpent, darkness, stone.
Kill the queen in her black pearl, and find
Near the throne a fourth gate – home.

Prophecy of the Celestial Eye

Zelatar Merchant Charter

Compulsory and Universal
Merchant Charter of the Free City of Zelatar

This deed and grant of rights affirms and stipulates that the holder has presented himself to the officers of the Free City and been found worthy in the eyes of the Dark Prince. Having been recognized as a merchant in good standing among the travelers of the Great Ring, the bearer is granted the rights and privileges appertaining thereunto, including free passage to the City of Zelatar and the right to conduct business there, unmolested and uninjured, both while he is in the city and for a day's travel from there to his next destination.

This charter is granted in particular and specific to the merchant _____ and all his bearers, beasts, retainers, and chattel, while visiting the Triple Realm of Azzagrat, navigating the River of Salt or the River Styx, and all other domains and possessions of the undersigned.

Issued by the Clerk: Ogust Manglemouth

On this 15th Day of the Year of the Cat, as an unworthy proxy and assign for His Demonic Majesty the Dark Prince

Tyrce'st

Lord of Tyrants and Seducers, Dark Prince of Azzagrat, Monarch of the Triple Realm, Patron of Succubi and Lamias, King of the Harpies, Duke of the Chosen, Baron of Spies and Traitors, Black Eye of Knowledge, Master Porter of the Gates of Zelatar, Master of the Argent Palace, and Warden of Adimarchus.

May His Reign Continue Glorious and Everlasting

Loth's Invitation

To the Demon Lords,

To secure our new strategy against our enemies, I invite you to meet me in my halls in the Demonweb Pits for a private audience as well as a parley. The bearer of this message on my golden silk parchment will tell you where and how to travel to secure safe passage to this conclave.

Once you arrive, show this pass to my guardians. Duel if you must, but those attempting to settle old grievances here will be banished from my planes. During this time, we must set aside blood feuds among ourselves and consider a greater purpose.

Our meeting will conclude with a recitation of the pact, after which I will make a sacrifice to determine which of our foes will be the first to fall.

Her Eightfold Majesty
by her mark,
her web, and her whip

Loth

Demon Queen of Spiders, Lady of Trickery and Destruction, Queen of the Drow, Weaver and Poisoner of Fate and Folly, Ruler of the Material Worlds of Spiderkind, Queen of the Demonweb Pits

Visit the Abyss.
Meet Demon Lords.
Kill Everything.

In the heart of the Demonweb, Lolth surveyed the Grand Council Chamber and the demon lords assembled by her invitation. Throaty growls indicated a dispute among Yeenoghu's pack. Obox-ob's insect swarms chittered while Demogorgon ranted from the central podium. The other emissaries seemed restless. Across the hall, Graz'zt met Lolth's gaze and smiled. The demon queen shivered with a tingle of foreboding

This DUNGEONS & DRAGONS® adventure takes characters from the planar city of Sigil to the darkest corners of the Outer Planes, gathering resources to battle the forces of Lolth, Demon Queen of Spiders. The player characters must navigate a carefully spun web of treachery and deceit to reach the violent heart of Lolth's domain and put an end to her sinister dreams of conquest.

This campaign adventure is designed for characters of levels 9–12 and features an easy-to-use combat encounter format and player handouts. This book also presents new prestige classes and magic items for player characters.

For use with these
DUNGEONS & DRAGONS® core books
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Monster Manual™ *D&D Miniatures™*

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Expedition to the Demonweb Pits Errata

The Wild Hunter

Encounter C4: The Hunter, from pg. 41 of *Expedition to the Demonweb Pits*, concerns a new creature and its mount:

> *A massive stag bears a humanoid-shaped rider wearing dark plate armor that is pitted with rust. The rider holds a lance at the ready, and a greataxe rests on the saddle in front of it. Most strikingly, the figure's rune-etched helm floats inches above its shoulders, obviously and disturbingly detached from its armor.*



While combat stats for the wild hunter and its magaloceros were provided on pg. 49, the full write-up for this duo is now provided below.

Wild Hunter CR 9
NE Medium fey
Init +8; **Senses** darkvision 90 ft., low-light vision; Listen +23, Spot +23
Languages Sylvan

AC 24, touch 13, flat-footed 19 (+3 Dex, +9 armor)
hp 110 (20 HD); **DR** 5/cold iron
SR 20
Fort +8, **Ref** +16, **Will** +12

Speed 30 ft. in full plate (6 squares), base speed 40 ft., mounted speed 40 ft.; Ride-By Attack; rough charge, superior woodland stride
Melee ranseur +16/+11 (2d4+3/x3) or
Melee greataxe +16/+11 (1d12+4/x3) or
Ranged composite longbow +17/+12 (1d8+3/x3 plus 2d6 bow precision)
Space 5 ft.; **Reach** 5 ft. (10 ft. with ranseur)
Base Atk +10; **Grp** +13
Atk Options Blind-Fight, Mounted Combat, Spirited Charge, Trample
Special Actions horn of the hunt, rough charge, selected prey

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Abilities Str 16, Dex 18, Con 14, Int 11, Wis 11, Cha 21
SA horn of the hunt, rough charge, selected prey
SQ master rider
Feats Blind-Fight, Improved Initiative, Mounted Combat, Ride-By Attack, Spirited Charge, Track, Trample
Skills Handle Animal +28, Knowledge (nature) +25, Listen +23, Ride +32, Spot +23, Survival +23 (+25 in aboveground natural environ-ments)
Advancement by character class; **Favored Class** fighter
Possessions*+1 mithral full-plate*, composite longbow (+4 Str bonus), ranseur, greataxe, masterwork hunting horn

---

Bow Precision (Ex) A wild hunter is a deadly shot with its bow, dealing an additional 2d6 points of damage on every shot. Creatures immune to critical hits do not take this additional damage.

Horn of the Hunt (Su) As a standard action, a wild hunter can blow a terrifying blast upon its horn. Every creature within 60 feet, except wild hunters and their mounts, must succeed on a DC 25 Will save or be shaken for 1 minute. Creatures within 10 feet who fail their saves become frightened instead. Horn of the hunt is a sonic, mind-affecting fear effect. Whether or not the save is successful, a creature cannot be affected again by the same wild hunter's horn for 24 hours. The save DC is Charisma-based.

Master Rider (Su) A wild hunter's mount gains a deflection bonus to Armor Class equal to the hunter's Charisma bonus (if any).

Rough Charge (Su) The wild hunter and its mount can charge across rough terrain and need not move in a straight line to do so.

Selected Prey (Su) Three times per day, as a swift action, the wild hunter can mark a single target within 60 feet as its prey by pointing at it. The hunter gains a +5 morale bonus on attack rolls and damage rolls against its marked target for the next 24 hours. In addition, all critical threats made against that target are automatically successful, so every threat is a critical hit. The hunter may have only one creature se-lected at a time.

Superior Woodland Stride (Su) A wild hunter and its mount can move through natural thorns, briars, overgrown areas, and similar terrain at their normal speed without taking damage or suffering other impairments. This category includes thorns, briars, and overgrown areas that are magically manipulated to impede movement.

Megaloceros (Mount) CR 6
Always N Large animal
Init +1; **Senses** low-light vision, scent; Listen +10, Spot +9

AC 19, touch 15, flat-footed 18 (–1 size, +1 Dex, +5 deflection, +4 natural)
hp 102 (12 HD)
Fort +11, **Ref** +9, **Will** +4

Speed 40 ft. (8 squares); Run
Melee gore +13 (1d8+7)
Space 10 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +18
Atk Options Powerful Charge, improved grab
Special Actions stampede, toss

Abilities Str 20, Dex 12, Con 16, Int 2, Wis 11, Cha 8
SA improved grab, stampede, toss
Feats Alertness, Endurance, Improved Toughness, Powerful Charge, Run
Skills Hide –3, Listen +10, Spot +9

Improved Grab (Ex) To use this ability, a megaloceros must hit an opponent of up to Medium size with a gore attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can scoop up the opponent with its antlers and toss it aside.

Stampede (Ex) A frightened herd of megaloceroses can flee as a group in a random direction (but always away from the perceived sources of danger). The creatures literally run over any Large or smaller creature that gets in their way, dealing 1d12 points of damage for each five megaloceroses in the herd (DC 21 Reflex half). The save DC is Strength-based.

Toss (Ex) A megaloceros can vigorously shake any creature caught in its horns and fling it in a random direction. Resolve the toss as a bull rush maneuver (+9 check modifier), except that it does not provoke an attack of opportunity, since the megaloceros has already grabbed its foe before trying to toss it. The megaloceros does not

need to move with its foe to throw it more than 5 feet. If the tossed victim wins the opposed Strength check, it remains in its current square, suffers no ill effects, and is no longer grappled. A tossed victim takes impact damage on landing as if it had fallen a distance equal to the distance it was tossed.

The wild hunter delights in hunting and killing—the more dangerous the prey, the more thrilling it is to chase. Each hunter rides a mount suitable for its environment, such as a megaloceros.

STRATEGIES AND TACTICS

The wild hunter initiates combat by blowing his horn. Then he selects a target, marks it, and attacks it with enthusiasm. In general order of preference, a wild hunter chooses mounted opponents, lightly armored and fast-moving prey, or a foe that has significantly injured him as a target. While the hunter prefers to pursue prey he has marked, he doesn't take wild risks to get at it.

The wild hunter takes full advantage of his mount's abilities and his own riding skills. In general, he feels no affection for his mount, considering it just another piece of equipment to be used as needed. Thus, although the hunter makes rea-sonable efforts to preserve his mount, he is nonetheless willing to place it in danger.

SAMPLE ENCOUNTER

A wild hunter is usually encountered alone on a mount. On rare occasions, a hunting group forms to chase down excep-tional prey.

Lone Hunter (EL 10): The typical wild hunter encounter is just one hunter mounted on an advanced 12-HD megaloceros.

Flying Hunt (EL 12): Two wild hunters mounted on griffons provide an interesting three-dimensional encounter.

ECOLOGY

Like certain other kinds of fey, wild hunters have only one gender—male in this case. Formed from the primal energies sparking between hunter and prey, they don't have a regular life cycle of conception, birth, life, and death. Wild hunters come into being fully formed in the Wilderness of the Beastlands. They neither age nor breed, and they live until slain.

Environment: Wild hunters are native to the Wilderness of the Beastlands and can be found on any of the three layers of that plane. Although they have no planar travel abilities of their own, wild hunters sometimes join other fey or outsid-ers for planar travel to locations that promise good hunting. When encountered outside the Beastlands, they have the ex-traplanar subtype.

Typical Physical Characteristics: A wild hunter appears as a male humanoid about 7 feet tall, weighing approxi-mately 180 pounds. It wears dark, pitted armor and is usually mounted. Its helmet floats a few inches above its shoulders but appears completely vacant.

WILD HUNTER LORE

Characters with ranks in Knowledge (nature) can learn more about wild hunters. When a character makes a skill check, the following lore is revealed, including the information from lower DCs.

Knowledge (the Planes)
DC Result
19 The rider is a fey creature mounted on a tough but otherwise ordinary animal. Both can see in low light.
24 Wild hunters are native to the Beastlands. Like other fey, they can be harmed only by cold iron. Their abilities focus on mounted combat.
29 A wild hunter can gain bonuses on attack rolls against a given target by marking it. The sound of his hunting horn inspires terror in nearby foes, and normal and magical terrain does not impede him.

SOCIETY

Wild hunters are not people as much as forces of nature. They live to hunt, and the excitement of the chase and the thrill of the kill nourish and sustain them. They have no other motivations or passions.

A wild hunter uses his natural ability to handle animals to acquire a mount and upgrade it to superior mount whenever the opportunity presents itself.

Alignment: A wild hunter always has a neutral aspect to his alignment. Thus, an individual wild hunter can be lawful neutral, neutral good, neutral evil, chaotic neutral, or simply neutral.

TYPICAL TREASURE

Wild hunters don't accumulate wealth. Each has one or two items of value—usually a high-quality weapon and/or suit of armor. This treasure is typically worth double the standard value for the wild hunter's Challenge Rating.

WILD HUNTERS WITH CLASS LEVELS

Most wild hunters have little ambition beyond the immediacy of the hunt and the chase. Those that devote themselves to a class choose the path of fighter (their favored class), though some become barbarians instead. Few become rangers, since that class does not add much to their innate abilities.

WILD HUNTERS IN EBERRON

Native to Thelanis, the Faerie Court, wild hunters participate in court life, serving fey nobles as guards or simply enforcers. But most find Thelanis too quiet for their natural inclinations, so they travel to other coterminous planes. One legend tells of a band of wild hunters that prowls Shavarath, preying upon unwary travelers or stragglers from the armies massed there.

WILD HUNTERS IN FAERÛN

In the *Forgotten Realms Campaign Setting*, wild hunters are native to the Material Plane. They inhabit the less-populated areas of Toril where other fey dwell and spend their time avenging wrongs done to fey creatures. For example, they might hunt down the woodcutter who chopped down the dryad's tree, or the adventurer who squashed the pixie for pulling one too many jokes. The philosophies and religious rites of the wild hunters blend the worship of Silvanus and Hoar in strange ways, revering nature while seeking retribution for harm inflicted on it. In addition to their normal weap-ons, a Faerûnian wild hunter carries two or three *javelins of lightning*.