



DM'S CHALLENGES™ HIGH-LEVEL OPTION

HORRORS NEVER DIE: RETURN TO THE TOMB

**A Two-Round DUNGEONS & DRAGONS® LIVING
GREYHAWK™ DM'S CHALLENGES™ HIGH-LEVEL OPTION
Adventure for 16th- to 20th-Level Characters
LIVING GREYHAWK™ RETURN TO THE TOMB adventure
for the HORRORS NEVER DIE Story Arc (2006 -2007)**

Adapted by Steven Conforti

Development: Steven Conforti, LIVING GREYHAWK™ Circle, Pierre van Rooden, Jeffery A. Dobberpuhl

Resources: *Tomb of Horrors* [original by Gary Gygax, 3.5 update by Bruce R. Cordell, Miranda Horner], *Return to the Tomb of Horrors* [Bruce R. Cordell], *Tome of Magic* [Mathew Sernett, Ari Marmell, David Noonan, Robert J. Schwalb], *Crypt of Lyzandred the Mad* [Sean Reynolds].

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

This WIZARDS OF THE COAST® game product contains no Open Game Content. This work may be reproduced for personal use or in its entirety for use at RPGA-sanctioned events. To learn more about the Open Gaming License and the d20 SYSTEM® license, please visit www.wizards.com/d20.

This product uses material from the v.3.5 revision. This is an official RPGA® play document. To find out more about the RPGA and to learn more on how you can sanction and run DUNGEONS & DRAGONS game events of all sizes, visit our website at www.wizards.com/rpga.

DUNGEONS & DRAGONS, D&D, D&D REWARDS, D&D CAMPAIGNS, DUNGEON MASTER, GREYHAWK, LIVING GREYHAWK, DM'S CHALLENGE, RPGA, HERALD-LEVEL, d20, d20 SYSTEM, WIZARDS OF THE COAST, *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual* and their respective logos and trademarks are owned by Wizards of the Coast, Inc. in the US and other countries. This material is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written permission of Wizards of the Coast, Inc. This product is a work of fiction. Any similarity to actual people, organizations, places, or events is purely coincidental. © 2006 Wizards of the Coast, Inc.

Visit the LIVING GREYHAWK website at www.wizards.com/rpga.

For questions specific to this document please e-mail scon40@aol.com.

For LIVING GREYHAWK DM'S CHALLENGE HIGH-LEVEL OPTION campaign questions email rpgahq@wizards.com.

WHAT'S A DM'S CHALLENGE ADVENTURE?

DM'S CHALLENGE adventure packets are a part of the LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION. Unlike other RPGA adventures, the DM'S CHALLENGE adventure is not something you download or buy and run as printed with little to no modification. Instead, you get basic guidelines, a special session tracking, and a basic Adventure Record (AR) for an adventure that you write or modify and run.

This is a full adventure for the LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION. Unlike the DM'S CHALLENGE adventure packets, this is a fully developed adventure for the DM to integrate into the HORRORS NEVER DIE Story Arc (2006-2007) Story Arc.

RPGA-SANCTIONED PLAY

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

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

By sanctioning and reporting this adventure you accomplish a couple of things. First, it is an official game, and you can use the AR to advance your LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION character. Second, it allows the RPGA to track and record what characters did during the adventure, and future adventures will be written with what a majority of the players did in mind – in this way characters' actions shape the future of the campaign. Lastly, players and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2007.

To learn more about the LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION character creation and

development, RPGA event sanctioning, and DUNGEONS & DRAGONS REWARDS, visit the RPGA website at www.wizards.com/rpga.

HOW DO I RUN THIS?

The simple answer to this, however you need to! The LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION are a chance for you, the DM, to let your creativity shine. This might mean making slight modifications to this adventure to integrate it into the three DM'S CHALLENGE adventures you are writing for the HORRORS NEVER DIE Story Arc (2006-2007) Story Arc. Or you might just run this exactly as written, making modifications to your own DM'S CHALLENGE adventures to fit them to this adventure. The choice is yours. The story is yours. Have fun with it!

WHAT CAN'T I DO WITH A DM'S CHALLENGE?

DM'S CHALLENGE adventures are to be run for a group of 4 to 6 players. It does not give you license to produce and distribute (for sale or for free) your own GREYHAWK adventures. Following the d20 System License (see www.wizards.com/d20) grants you the ability to write D&D compatible works, but all of the GREYHAWK setting, and many of the GREYHAWK specific rules are not covered in that license.

That said, the intent of the DM'S CHALLENGE is for you to create and present exciting GREYHAWK adventures to a small group of players, anything more than that is really beyond the scope of the DM'S CHALLENGES program.

ADVENTURE GUIDELINES

Of the standard rules for RPGA adventures also hold true for LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION adventures. LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION adventures have to be ordered and sanctioned just like other adventures, and thus must be played at RPGA-Sanctioned events if you are playing it as part of the LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION campaign.

When running a LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION as part of an RPGA-Sanctioned event, you must follow the RPGA general rules, and the rules detailed in the LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION Rules Document and other campaign documents.

This adventure is designed to be run in an eight hour slot for its premiere at DDXP; those playing it at home may take as much time as the DM chooses to permit to complete it.

LEVELS OF PLAY

Because players bring their own characters to the LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION games, this adventure's challenges are balanced in challenge to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

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

Throughout this adventure, the level of challenge the PCs face is balanced for parties of APLs 16 to 20. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

PREPARING FOR PLAY

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

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

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK DM'S CHALLENGES HIGH-LEVEL OPTION Adventure Record (AR).

HORRORS NEVER DIE STORY ARC (2006-2007)

The HORRORS NEVER DIE Story Arc (2006-2007) deals with the awakening of yet another danger to Oerth at the Tomb of Horrors, one of the Flanaess' most fabled locales. The arc consists of four adventures, three of which are DM'S CHALLENGE adventure packets and one of which is a fully written adventure. The HORRORS NEVER DIE Story Arc (2006-2007) is:

1. DM'S CHALLENGE 1 (released December 2006).
2. DM'S CHALLENGE 2 (released January 2007).
3. RETURN TO THE TOMB (released February 2007).
4. DM'S CHALLENGE 3 (released March 2007).

It is best to run this adventure third, after players participate in the first and second DM'S CHALLENGE adventures and before they participate in the third DM'S CHALLENGE adventure of this story. DM'S CHALLENGE 1 and 2 lead into RETURN TO THE TOMB and DM'S CHALLENGE 3 concludes the story.

WHAT HAS GONE BEFORE?

From *Return to the Tomb of Horrors* by Bruce R. Cordell:

"The legend of the tomb first trickled into civilized lands centuries ago. Whispers of lost treasure and undisturbed burial catacombs lured scores of adventurers over the years to cross unmapped lands in search of fortune and glory. Few ever found the tomb, and fewer still ever returned; the legend of Acererak's last resting place remained a vague rumor of wealth and danger.

Then some twenty years ago, reports of the tomb spread far and wide, for reasons that were unclear at the time. Ironically, its reputation as a dungeon from which few if any explorers ever returned tempted those who consider themselves exceptionally skilled, clever, or lucky. Undeterred by warnings of lethal traps, labyrinthine mazes, and the malevolent sorcerer who lingered beyond life to guard the crypt of his final rest, they came from many lands to match themselves against Acererak's challenge. Those who found the tomb and penetrated its grim darkness soon realized that the legends had not been wrong; death was the reward for the cautious and the foolhardy alike. Some turned back, and many more perished during their explorations. Very few successfully navigated the tomb to find the husk of Acererak's physical form: the demilich. Only then did these brave few discover their true peril; the demilich could wrench their eternal souls from their corporeal flesh through the malevolent power of its gaze alone!

Those who survived the horrors finally emerged from the tomb. Some were missing companions, limbs, or both, but all felt lucky to see the sun once more. From these hardy souls the tale of Acererak's unyielding crypt spread, frightening away some but enticing still others to venture into the darkness ... Those who were drawn to the area were less and less interested in exploring the depths of the tomb. Instead, they were drawn by the legend of Acererak himself ... As time wore on, a community of like-minded grew up around the mound of the tomb located in the Vast Swamp ... They were, in fact, almost all practitioners of the foul dark arts: necromancy. This was Skull City born."

Acererak himself was behind the spreading of the legend and rumors of his Tomb. For he was an ancient

lich (and then demilich) whose quest for power over undead had led him to his greatest discovery – a means to achieve eternity by merging his essence with the Negative Energy Plane, this giving him the ability to possess and control any undead being with a link to that plane anywhere in the cosmos. To power this merge, he required the souls of powerful adventurers, and he used his Tomb to lure them to him. Acererak was nearly successful, but the last group of adventurers he chose to power his Apotheosis proved his undoing.

These adventurers fought their way to his Fortress of Conclusion and destroyed both Acererak's physical form and plunged his Phylactery, the key to his Apotheosis and the container for all of the souls he had stolen, into the depths of the Negative Energy Plane, where it was thought destroyed or lost forever. Acererak's spirit was shattered by this act, trapping him between life and death, eternal power and nothingness. He became a Vestige (see *Tome of Magic* by Matthew Sernett, Ari Marmell, David Noonan, and Robert J. Schwalb), a spiritual power to be summoned and used by beings called binders.

The necromancers of Skull City have continued their research at the Tomb to this day, although they find they can no longer enter very far into the Tomb (see Entering the Tomb below). This is because Acererak's departure shattered the Tomb, dropping most of it into a state halfway between the Physical and the Negative Energy Plane. Over time, all of it would eventually disintegrate into the nothingness, if not for recent events. The necromancers of Skull City are mentioned here as reference only ... by the time the PCs reach the Tomb in RETURN TO THE TOMB, the threat of the necromancers will already have been resolved (by LIVING GREYHAWK players in COR7-01 *Wrath of the Tomb of Horrors*).

What now keeps the Tomb from breaking apart completely and dissolving into the Negative Energy Plane? A new threat has arrived in the form of another Vestige; one called Tenebrous, The Shadow That Was. Tenebrous is the vestige of the divine power the demon lord Orcus once wielded, as he recovered his power and his domain after being usurped by another power. Tenebrous has sought a means to gain back this divine power, and he has searched through sites and locales Orcus long ago abandoned to find the means to do so. On an excursion to the City of Moil, a location that Orcus long ago cursed to a miserable fate, he found the City almost completely absorbed into the Negative Energy Plane. Acererak had used Moil and its undead inhabitants to build his Fortress of Conclusion and act as a gateway between his Tomb and his Fortress. Tenebrous used binders faithful to him to determine what had happened in Moil, and he realized quickly that Acererak's plan was the key to his own salvation.

Tenebrous has since recovered Acererak's lost phylactery from the Negative Energy Plane and used it to

stabilize what remains of the Fortress, City, and Tomb. Now he needs powerful adventurers to revisit the Tomb and power the device. This is where the PCs come in.

THE FORCES AT WORK

There are a number of individuals and groups which the PCs will interact with during the HORRORS NEVER DIE Story Arc (2006-2007). PCs can choose to ally with any or none of these forces, and their choices will influence their rewards and the conclusion of this Story Arc. The key forces at work are:

- Agents of the Vestige Tenebrous (Chaotic Evil) – These agents will do all they can to lead the PCs to the Tomb of Horrors. Depending on the party of adventurers, they may try to trick the PCs into “working for them”, attack them to lure them in the direction of investigating the Tomb, drop information in places the PCs are likely to visit that lead them to the Tomb, or whatever other ideas you may come up with. If you have access to *Tome of Magic*, the agents should be led by powerful binders; otherwise, you can have them led by clerics with the Death and Evil domains.
- Agents of the Vestige Acererak (Chaotic Evil) – These agents will eventually discover that someone new is using the Tomb of Horrors for their own twisted purpose. Acererak knows he can no longer use his Phylactery for Apotheosis, that path has been lost to him. But he will not allow another to steal his greatest idea. Once these agents learn of the happenings at the Tomb, they will seek out the PCs in an attempt to get them to thwart whoever is using the Tomb now. They'll follow many of the same actions as the Agents of the Vestige Tenebrous above and should be designed similarly.
- Agents of the Lyzandred the Mad (Lawful Neutral) – Thought a legend by most of the inhabitants of the Flanaess (at least amongst the few who know of him at all), this lich is very real and extremely dangerous to those who oppose his goals. He is as old as Acererak, but his life and unlife took a different path. He discovered a demiplane early in his career that he has made his own. His quest to remove powerful magic items from the hands of those who abuse them (the results of an encounter in his youth with slavers who killed or sold his entire hometown with a *rod of beguiling*) took a dangerous turn as Lyzandred discovered the demiplane he used to keep those items away from others has somehow mixed with his own magics to slowly drive him insane each time he left his demiplane. He chose to remain on the demiplane from that point forward, and he now

uses agents and his powerful magics to bring volunteers into his service and continue his quest to keep magic items away from those who would abuse them. Lyzandred learned of Acererak's near miss at gaining Apotheosis from the adventurers who defeated the demilich, and he has carefully monitored the situation at the Tomb of Horrors since then. His fears are realized as his divinations have him now convinced that Acererak's Phylactery has been returned to the Fortress of Conclusion and that someone plans to try to use it once more. Lyzandred will stop at nothing to have that foul artifact brought to his demiplane to be buried forever from the hands of others. Thus he will try to enlist the PCs help in this endeavor. Lyzandred's agents are all former or current adventurers who have volunteered to serve him out of a shared belief in ridding Oerth of dangerous magic items or in payment for him saving their lives.

HOW TO INTERGRATE

Here is what should have come to pass if the PCs played DM'S CHALLENGE 1 and 2.

First, the following took place in DM'S CHALLENGE 1:

1. The PCs should have met at least one surviving member of the adventuring party which defeated Acererak. They should have learned of the fate of the Phylactery at the time of Acererak's defeat (a giant multi-faceted gemstone which was dropped through a gate directly to the Negative Energy Plane and thought destroyed).
2. The agents of the Vestige Tenebrous should have begun to test the PCs to see if they are powerful enough to be worthy of using them to fuel the Apotheosis. Assuming they found them worthy, they should begun to point them in the direction of the Tomb of Horrors by misdirecting them to seek out agents of the Vestige Acererak; they hoped to convince the PCs that Acererak is behind this plot and also to have them gain an *Amulet of the Void* from Acererak's followers.
3. The agents of Lyzandred will have begun to observe the PCs. Careful PCs may have noticed their observers and try to interact with them. The agents would have kept their reasons to themselves at that time. They would have avoided combat, but they also would have defended themselves if needed.
4. The first adventure concluded with a difficult encounter with the agents of the Vestige Acererak. If the PCs overcame these agents, a

top agent arrived to offer them a deal to work together against whoever has control of the Tomb. They could have gained an *Amulet of the Void* there and some parties might have taken an oath of cooperation along with the top agent.

Second, the following took place in DM'S CHALLENGE 2:

1. The agents of the Vestige Tenebrous should have continued to test the PCs to see if they are powerful enough to be worthy of using them to fuel the Apotheosis. Assuming they find them worthy, they pulled out all the stops to get the PCs to the Tomb of Horrors at the end of the adventure (granting them magical entry to the Tomb at that time).
2. The agents of Lyzandred completed their observation of the PCs. If they deemed the PCs powerful and trustworthy, they invited the PCs to visit Lyzandred's Crypt (on a demiplane Lyzandred controls) to prove their mettle against some of its chambers in return for a great deal of information and reward.
3. PCs who visited Lyzandred's Crypt and reached the point of death during the challenges there did not die automatically ... they were visited in their minds by Lyzandred and offered to have their lives spared in return for agreeing to a *geas* to deal with the situation in the Tomb of Horrors for him. If they agreed, they were automatically restored to full hp total; otherwise, they did die.
4. PCs who successfully passed through the challenges of Lyzandred's Crypt gained an audience with Lyzandred where he informed them of the situation in the Tomb of Horrors and asked for their assistance (without a *geas*) to deal with the situation. If they agreed, he loaned the PCs a number of magic items and gave them an *Amulet of the Void*.
5. PCs who attacked Lyzandred faced an epic-level lich wizard with access to any conceivable non-unique magic item and a horde of high-level agents and creatures at his beck and call as well as the defenses his demiplane offered. Basically, the PCs had no hope of success against him and quickly found themselves overcome and tossed out of the demiplane.
6. The adventure concluded with a difficult encounter with the agents of the Vestige Tenebrous that led them to the Tomb of Horrors at the end of the adventure.

ENTERING THE TOMB

The PCs cannot enter the Tomb until the RETURN TO THE TOMB adventure. The powerful magical forces that are

keeping the Tomb stabilized between Oerth and the Negative Energy Plane prevent anyone from entering the Tomb unless they carry an *Amulet of the Void* and are permitted magical entry by Tenebrous' agents. The PCs should have both of these by the beginning of this adventure.

The PCs are assumed to have permission to enter by agents of Tenebrous, whether or not they've completed the first two DM'S CHALLENGE adventures. This is because the agents of Tenebrous have observed the PCs and determined they are worthy of entering the Tomb ... to have their souls captured for use.

If any of the PCs did not recover an *Amulet of the Void* from one of the first two DM'S CHALLENGE adventures, integrate the optional encounter under Reaching the Tomb below so they can recover an amulet and enter the Tomb.

ASSISTANCE FROM ALLIES

If one of the PCs accepted the offer from Lyzandred (**Act of Cooperation - Lyzandred**) and/or the offer from Acererak (**Oath of Cooperation - Acererak**), they have access to significant information on the Tomb of Horrors. Each of these factions (if one of the PCs allied with them) can be called upon three different times during the adventure for advice (this is per party, not per PC). This represents information the faction provided the PCs which they recall at a relevant moment. Throughout the adventure, each encounter lists what information is available for the PCs. Let the PCs know they can request this information, but only three times per faction.

Note: Do not provide the Assistance from Allies information to the PCs if they do not have the prerequisite alliances or if they don't ask for it.

TOMB FEATURES

Random Encounters

There is a 20% cumulative chance, per every 4 hours the PCs go without engaging in combat or suffering the effects of a trap, of the PCs encountering either a creature of the Negative Energy Plane who has stumbled into the Tomb by mistake or a demon servant of the Tomb checking on the status of a room or hallway. See the Negative Energy Plane and Destroying Inner Walls subsections below for lists of possible creatures encountered. These random encounters do not make it impossible to get a full night's rest in the Tomb, but they do make the odds of getting one very challenging.

Negative Energy Plane

The Tomb of Horrors is in the process of being absorbed by the Negative Energy Plane. Only the actions of Tenebrous and his agents keep the Tomb from completely slipping into the dark depths of the Negative

Energy Plane. For details on the effects of the Negative Energy Plane on travelers within it, see the *Dungeon Master's Guide*, page 157.

The connection between the Tomb and the Negative Energy Plane has the following effects:

1. **Relative Location of Rooms:** The chambers of the Tomb of Horrors exist in small clumps, floating separate from one another and protected temporarily from the Negative Energy Plane by Tenebrous. Movement between these clumps is via the magical means of passage provided by the Tomb, as detailed in the individual listing of rooms later in this adventure. Unless the PCs have means to locate these clumps amongst the infinite hostile space of the Negative Energy Plane and then travel safely between these clumps, they are forced to follow the means of travel provided within the Tomb itself.
2. **Overlap between Planes:** At some locations in the Tomb, the Negative Energy Plane and the Material Plane overlap directly, causing those locations to exhibit some of the same effects as would be experienced by travelers to the Negative Energy Plane. These overlap locations are detailed in the individual listing of rooms later in this adventure. However, every room in the Tomb has at least some degree of connection to the Negative Energy Plane. This causes the entire Tomb to exhibit, at a minimum, these effects (if a specific area of the Tomb offers larger bonuses than below, they are not cumulative/do not stack):
 - All undead gain +3 turn resistance.
 - Spells and spell-like abilities that use negative energy are automatically heightened one level (as per the Heighten spell feat). Class abilities that use negative energy, such as rebuking or controlling undead, gain a +5 bonus on the roll to determine HD affected.
 - Spells and spell-like abilities that use positive energy are impeded (as per the *Dungeon Master's Guide*, page 150). PCs suffer a -5 penalty on Fortitude saving throws made to remove negative levels bestowed by an energy drain attack.
 - Living creatures slain in the Tomb have a 60% chance of spontaneously animating as a zombie within 1d6 rounds of their death.
3. **Destroying Outer Walls:** Passing through any wall, via magical or mundane means, that does

not border another section of the Tomb on its other side opens a complete breach into the Negative Energy Plane. As per the *Planar Handbook*, pages 151-153, a hole is ripped in reality. This hole is a 10-foot-radius sphere that inhabits the center of a 100-foot-radius area centered on the spot where the breach was made. The hole at the center is an open portal between the Material Plane and the Negative Energy Plane. Anywhere within the 100-foot-radius area is considered to exist on both planes, thus anything in this area will be subjected to the horrible effects of the Negative Energy Plane. Once created, these breaches can never be repaired or closed. To make matters worse, PCs who create a breach will find themselves combating an inhabitant of the Negative Energy Plane who happened to be near the space where the breach occurred (DM should choose one of the following encounter options, as appropriate to APL, and increase the difficulty (by doubling in number or by adding additional options) each time the PCs open a breach):

☛ **Nightshade, Nightwing** (1): CR 14; hp 179; see *Monster Manual*, page 197.

☛ **Energon, Advanced Evolved Necromental Xeg-Yi Lurking Terror 2** (1): CR 16; hp 135; see Appendix I.

☛ **Nightshade, Nightwalker** (1): CR 16; hp 221; see *Monster Manual*, page 196.

☛ **Nightshade, Nightcrawler** (1): CR 18; hp 263; see *Monster Manual*, page 195.

Destroying Inner Walls

Trying to pass through any wall, via magical or mundane means, that does border another section of the Tomb on its other side, can be accomplished, but not without a degree of risk. A near limitless number of demons server the Tomb, repairing damage to inner walls after PCs have come through, and attacking any PCs that attempt to circumvent the inner walls. The demons materialize within view of the wall (DM should choose one of the following encounter options, as appropriate to APL, and increase the difficulty (by doubling in number or by adding additional options) each time the PCs damage or pass through an inner wall):

☛ **Demon, Nalfeshnee** (1): CR 14; hp 168; see *Monster Manual*, page 45.

☛ **Demon, Goristro** (1): CR 16; hp 288; see Appendix I.

☛ **Demon, Marilith** (1): CR 17; hp 204; see *Monster Manual*, page 44.

☛ **Demon, Molydeus** (1): CR 19; hp 257; see Appendix I.

Interior Features

IMPORTANT NOTE: A Map of the Tomb of Horrors has been provided at the end of this adventure. Please remember that the scale on that map is 1 square = 10 feet, not 5 feet as on most dungeon maps. When drawing out a locale for the players, you'll need to convert to 1 square = 5 feet.

The stonework throughout the dungeon is mostly granite, unless the description states differently. The floors, walls, and ceilings are smooth. Unless otherwise noted, the corridor width remains a constant 5 or 10 feet, as shown on the map. Height varies where indicated, but the ceilings are usually 10 feet high in 5 foot wide halls and 12 feet high in 10 foot wide halls. The interior doors are constructed of metal-bound oak unless the description says otherwise. All one-way doors in this dungeon can still be accessed "from the wrong side" if closed by a successful DC 30 Open Lock check (or *knock* spell).

☛ **Typical Oak and Iron Door:** 2 in. thick; hardness 5; hp 20; Break DC 28; Open Lock (when appropriate) DC 30.

☛ **Typical Masonry Wall:** 1 ft. thick; hardness 8; hp 90; Break DC 35; Climb DC 15.

Divination Spells

Assuming a divination spell used is capable of piercing the planar and physical boundaries of the Tomb, it is still likely to offer a less than complete answer. Acererak and Tenebrous are both shielded from divination by powerful magic, and attempts to locate either of them within the tomb always points the PC to Area 18 (if the false Acererak is still in existence) and then to Area 33 (if the demilich is still in existence).

REACHING THE TOMB

The PCs have arrived at the site of the Acererak's last haunt. Within the Vast Swamp of the Southeastern Flanaess lies a small city, home to the Bleak Academy (an enclave of necromancers drawn to this area by the power of the Tomb). Assuming the PCs have researched the Tomb prior to their arrival, they are going to be surprised to find the following:

Where you expected to find a desolate hillside now protrudes a massive skull of black stone, inscribed with unholy glyphs, foul writings, and renderings of rotting, skeletal beings. Around this grim façade, a city of squat stone spreads away from the enormous skull like a dark scab. A gate of bone seems to provide the only way through the 20-foot-tall wall of pitted black stone that surrounds the city. The entire area reeks of the sweet-sick smell of death and the miasma of rot.

Display Illustration #1 as the PCs view Skull City for the first time.

The PCs will find the City and the Academy completely distracted by the events of **COR7-01 Wrath of the Tomb of Horrors**. They easily pass through the gates, into the city, and through the Academy, by whatever means the DM and the players choose to roleplay, eventually arriving at the entrance to the tomb.

However, if any of the PCs did not recover an Amulet of the Void from one of the first two DM's CHALLENGE adventures, they face the following optional encounter as they attempt to pass the walls of Skull City, thus enabling them each to possess an amulet (the defenders have enough amulets for the number of PCs without one, mixed amongst the bones of the boneyard(s).

Optional Encounter: Recover Amulets (EL 17)

Despite the chaos ensuing from the events of **COR7-01 Wrath of the Tomb of Horrors**, the PCs have stumbled across one of the few unoccupied defenders of Skull City as they attempt to circumvent the walls.

☛ **Boneyard (1):** hp 166; see Appendix I.

☛ **Bone Nagas (2):** hp 135 each; see Appendix I.

Treasure: amulet of mighty fists +2 (x2), cloak of resistance +5 (x2), pearl of the sirines (x2), diamond dust (1,000 gp), Amulet of the Void (x6).

Assistance from Allies:

Acererak/Lyzandred – Search the remains of the boneyard for Amulets of the Void.

THE TOMB OF HORRORS

The PCs eventually arrive at a shrine, crafted by the Bleak Academy, in honor of the Tomb. This is the entrance to the tomb. A PC must wear an Amulet of the Void to pass into the Tomb here, taking up that body slot. If PCs experiment, they will find that once they've passed areas 1 through 3 of the Tomb, they no longer need to wear the amulet until further in the adventure, but do not directly inform them of this. Any PC not wearing the amulet will find that they cannot pass into the Tomb under any circumstance, and any PC who has not passed areas 1 through 3 of the Tomb who removes their amulet finds themselves immediately dematerialized from the Tomb, rematerializing at the entrance.

This chamber has been constructed to enclose the northern edge of a steep, rocky hill. The enclosed portion of the hill brackets a cliff of crumbling sand and gravel under an overhanging stone ledge (20 feet up). Hundreds of flickering candles are set along a rock shelf on the northern and southern walls, the floor, and in candle holders and candelabras, illuminating three excavated tunnel entrances visible in the crumbling loam. The rough passages seem dark, silent, and ominous; the flickering candle light engenders only shadow play within each opening.

Display *Illustration #2* as the PCs view any of the three openings (they all look alike). The openings along the southern wall, from West to East, correspond to areas 2, 1, and 3 of the Tomb (shifted from their original locations by the planar irregularity overwhelming the Tomb now).

Assistance from Allies:

Acererak/Lyzandred – Take the eastern tunnel.

1. FALSE ENTRANCE TUNNEL (EL 12)

Display *Illustration #3*.

This roughly worked, plain stone corridor is full of cobwebs. A set of double oaken doors are just visible at the end of the passageway. The roof 20 feet overhead is obscured by hanging strands.

Trap: The ceiling of this tunnel is trapped.

☛ BUILT-TO-COLLAPSE CEILING CR 12

Description If the roof (composed of badly fitting stones) is prodded with any force, or if the doors at the far end of the passageway are opened (onto a blank wall), the tunnel roof collapses, dealing crushing damage.

Search DC 27; **Type** mechanical

Trigger touch (ceiling or opening door), **Init** +6

Effect 12d6 bludgeoning damage (Reflex DC 22 half)

Duration 1 round, but PCs who failed save are also buried (see *Dungeon Master's Guide*, pages 66-67)

Destruction the only way to destruct the trap is to trigger it from a safe distance

Disarm Disable Device DC 27 (each square)

Assistance from Allies:

Acererak/Lyzandred – This is the wrong tunnel. Take the eastern one.

2. FALSE ENTRANCE TUNNEL (EL 10)

Display *Illustration #4*.

Two separate doors are dimly visible at the end of this roughly worked, plain stone corridor.

Trap: The ceiling in this hallway is 10 feet high. The tunnel is trapped.

☛ COMPACTING HALLWAY CR 10

Description When characters move to within 10 feet of the doors at the end of the hallway, a trigger mechanism in the floor rolls a 10-foot-wide, 20-foot-long stone partition across the chamber from where it was recessed in the east wall (as shown on the map). Characters that react quickly enough (Reflex DC 22 avoids) can decide whether to escape to freedom or remain trapped with slower compatriots.

Unfortunately for those who remain behind, the round after the stone partition traps characters in the hallway, the ceiling begins to lower over the course of 4 rounds. Those who cannot free themselves 5 rounds after the stone partition seals the corridor are pinned and dealt crushing damage. Possible ways to gain freedom include phase door attempts, disintegrate attempts, a DC 27 Str check to push back the partition, and so forth.

On the other hand, those who succeed on the Reflex save might decide to hold the stone partition back through brute force (DC 27 Str check) or with a metal implement (+2 bonus to Str check); on a failed attempt, the stone partition is unhindered.

Search DC 25; **Type** mechanical

Trigger touch (pressure plate), **Init** +5

Effect 1d6 bludgeoning damage to pinned creatures

Duration 10 minutes

Destruction AC 10, hardness 8, 1,800 hp, Break DC 50 (stone partition)

Disarm Disable Device DC 35 (pressure plate)

Assistance from Allies:

Acererak/Lyzandred – This is the wrong tunnel. Take the eastern one.

3. TRUE ENTRANCE TUNNEL (EL 10)

Show Illustration #5.

Brilliant colors are everywhere, pigments painted on stone are undimmed by the passage of decades. The floor is a colorful mosaic, featuring a distinct winding path of red tiles forming a 2-foot-wide, meandering trail south down the corridor. A few chips and gaps reveal that cement or plaster covers the underlying stonework of the corridor, and it mostly provides a smooth surface for the many illustrated scenes.

Characters who wish to catalog the many painted scenes adorning the corridor walls see the following:

The images depict fields with cattle grazing, a copse with several wolves in the background, slaves—human, orc, elven, and strange human-animal mixtures of pig-human, ape-human, and dog-human—going about various tasks.

Certain frescoes are more focused and show rooms of some building—a library filled with many books and scrolls, a torture chamber, and a wizard's work room. Chairs, windows, boxes, bales, doors, chests, birds, bats, spiders, and all manner of things appear on the walls.

If characters wish to look more closely at the torture chamber painting (after navigating a small portion of the corridor), refer to area 3A. If characters wish to look more closely at the wizard's workroom fresco (again, after navigating a small portion of the corridor), refer to area 4.

Characters standing at the north end of the corridor who succeed on a DC 30 Spot check see that the floor mosaic hides barely noticeable runes: a message in Common. Provide Player Handout #1.

Trap: Unfortunately for PCs wishing to navigate this corridor, the passage is filled with concealed pits. The southernmost pit trap is shown on the map to host a small tunnel; however, this one-way passage leads only out of area 7, not into it. Thus, those falling into this trap do not see an opening, though they may detect the edges

of the one-way secret door (Search DC 25). Barring the destruction of the 1-foot-thick stone housing of the wall (possible, though difficult) or a DC 30 Open Locks check (or *knock* spell), this passage is useful only for those seeking escape from area 7.

POISONED SPIKED PIT TRAPS CR 10 EACH

Description The pits shown on the map are 10 feet deep and concealed by a counterweighted trap door that opens when trod upon (except the northernmost trap door which only opens when triggered; refer to area 4). PCs who trigger the trap may avoid the fall with a Reflex DC 20.

Search DC 30; **Type** mechanical

Trigger touch (trap door), **Init** +5

Effect 1d6 falling damage and melee attack +10 (spikes 1d4 piercing plus poison [purple worm poison, DC 24, 1d6 Str/2d6 Str])

Duration 1 round

Destruction AC 10, hardness 10, 30 hp (each square of pit); AC 10, hardness 8, 60 hp, Break DC 28 (each trap door)

Disarm Disable Device DC 35 (each trap door)

Assistance from Allies:

Acererak – Press YELLOW, BLUE, ORANGE and then walk through the arch on the path.

Lyzandred – Check behind the torture chamber fresco for a door.

3A. TORTURE CHAMBER PAINTING

Show Illustration #5 again if PCs show interest in this painting.

This portion of the fresco illustrates an iron door that evidently confines some sort of a horrid creature (its clawed and scaled hands grasp the bars of its small window) that can be loosed to torment prisoners.

If the plaster and lath behind the painting of this door is broken, a normal, inward opening door is revealed. This door opens onto a 20-foot-corridor that connects to area 8.

4. WIZARD'S WORKROOM FRESCO (EL 13)

Show Illustration #5 again if PCs show interest in this painting and then Illustration #6.

Two jackal-headed human figures in this painting are portrayed as if holding bronze chest—which is real, and protrudes slightly into the corridor! The chest is hinged on the bottom so as to allow the lid to swing down.

Trap: The chest is trapped. The chest's bottom opens if a stud on top is pressed. When the chest opens, it appears to be empty, but if a character actually feels inside the chest, he or she can find a rodlike lever that is affixed vertically from the top of the chest.

POISON NEEDLE TRAP

CR 10

Description The stud has a poison needle trap, and it can be avoided entirely by pressing the stud with a dagger pommel, or some other object.

Search DC 25; **Type** mechanical

Trigger touch (stud), **Init** +5

Effect poison [deathblade, DC 20, 1d6 Con/2d6 Con]

Duration 1 round

Destruction AC 10, hardness 10, 10 hp (stud)

Disarm Disable Device DC 25 (stud)

☛ POISONED SPIKED PIT TRAP

CR 12

Description The lever in the chest moves easily, and, if it is pulled with any force, a 30-foot-deep pit (spiked and poisoned) opens in the 10-foot area marked on the map (immediately in front of the workroom painting). PCs may avoid the fall into the 30-foot-deep pit with a Reflex DC 22.

Search DC 32; **Type** mechanical

Trigger touch (lever), **Init** +6

Effect 3d6 falling damage and melee attack +10 (spikes 1d4 piercing plus poison [purple worm poison, DC 24, 1d6 Str/2d6 Str])

Duration 1 round

Destruction AC 10, hardness 10, 30 hp (each square of pit); AC 10, hardness 8, 60 hp, Break DC 28 (trap door)

Disarm Disable Device DC 37 (lever)

Treasure: Lying among the detritus that gathers around spikes at the bottom of the trap are several bones and a layer of dust. A DC 15 Search check through the dust reveals the following items: *pearl of power* (4th level spell), *ioun stone* (iridescent spindle).

5. THE ARCH OF MIST

At the south end of the corridor, the red tile path bifurcates. This fork turns east into an arch of mist, and the other leads into the gaping maw of a great green devil (see area 6).

A section of the red tile path leads into a mist-filled stone archway. Three large stones are embedded in the arch. Each has a different hue—yellow on the lower left, bluish at the top of the arch, and orange on the lower right.

If any character stands within 5 feet of the entranceway, the base stones glow yellow on the left, orange on the right, and the keystone 7 feet above glows blue. Show *Illustration #7* when this happens.

The vapors are magical (conjunction; CL 20th) and short of dispelling them (which only suppresses them for 1d4 rounds), the mists cannot be dispersed. However, *true seeing* or other powerful revelatory magic reveals that the passage continues eastward.

If the archway is entered while it is clouded, those characters doing so are instantly teleported to area 7. If the glowing stones are pressed in the proper sequence—YELLOW, BLUE, ORANGE—the vapors disappear, and the eastward-leading corridor beyond is revealed.

After pressing the glowing stones in proper sequence, those stepping through the arch on the red tile

path are teleported to area 11, while those who pass through off the path are teleported back to the beginning of the entrance corridor (area 3).

Assistance from Allies:

Acererak – Press YELLOW, BLUE, ORANGE and then walk through the arch on the path.

Lyzandred – Check behind the torture chamber fresco for a door.

6. FACE OF THE GREAT GREEN DEVIL

At the south end of the corridor, the red tile path forks. One section trails into an arch of mist (see entry 5). The other leads to the face of the great green devil. Show *Illustration #8*.

A fork of the red tile path leads directly to a leering devil face set in the mosaic at the corridor's end. The devil's mouth gapes wide and empty—in fact it is dead black, emitting no hint of light and allowing none entry.

The mouth opening is similar to a sphere of annihilation (*Dungeon Master's Guide*), but this sphere is permanently fixed in place and yawns a little more than 3 feet in diameter—room enough to accommodate those who, pursuing a false hope, leap in where they are completely and forever destroyed.

The whole area radiates evil and magic (necromancy; CL 20th) if a detection attempt is made.

Assistance from Allies:

Acererak – The mouth contains certain death unless you have a handful of my remains.

Lyzandred – The mouth is total annihilation unless you get a pinch of Acererak's remains.

7. THE FORSAKEN PRISON (EL 11)

Characters who walk through the mist in area 5 end up here.

This miserable 10-foot-square iron cubicle appears to have absolutely no means of egress. It is bare of all but dust except for three iron levers (each about 1-foot long) on one wall of the chamber.

Discovering the secret trap that covers the floor and the smaller door in the ceiling is quite difficult (Search DC 35). If the secret exits are discovered, a DC 25 Disable Device check must also be overcome to open them. Or, characters could work the levers to open the exits.

The levers move up or down, singly or in combination. Only by throwing all three together upwards or downwards are any results obtained.

Up: Moving the three levers straight up opens a small trapdoor in the center of the ceiling (10 feet above). The ceiling route is a crawlway some 3 feet square shown

on the map. The map indicates the crawlway turns east. In that area is a plug in the tunnel's ceiling that is detectable only by those capable of seeing *invisible* objects who succeed at a DC 25 Spot check (or those who succeed at a DC 25 Search check). If found and opened, the plug provides access up into area 13—however, most will miss this plug. Eventually the small tunnel leads to a one-way door, which opens into the southernmost pit in area 3 as shown on the map. Characters are back to square one!

Down: Moving the three levers simultaneously down activates a trap.

🦋 PIT TRAP

CR 10

Description Pushing the three levers simultaneously down opens the entire floor onto a 100-foot-deep pit with no exit, after which the floor automatically returns to a closed position, sealing any inside the pit until another victim triggers the drop-away again, or until a successful DC 25 Disable Device check can be brought to bear upon the doors (possibly made more difficult if no means are at hand to ascend the sheer sides of the 100-foot iron shaft!).

Search DC 25; **Type** mechanical

Trigger touch (levers), **Init** +5

Effect 10d6 falling damage (Reflex DC 20 avoids by holding onto one of the levers)

Duration 1 round

Destruction AC 10, hardness 10, 30 hp (each lever); AC 10, hardness 8, 60 hp, Break DC 28 (each square of floor)

Disarm Disable Device DC 25 (levers); DC 35 (floor)

Creatures: The floor of the pit trap is home to various detritus of past victims, including a colony of voracious tomb motes, who immediately attack any creature that enters their lair. Quarters are tight for full-sized characters, but the tomb motes don't seem to mind!

🦋 **Tomb Motes (8):** hp 27 each; see Appendix I.

Treasure: Hidden in the dust, bones, and rotted remnants of past victims of the trap are the following items, which characters who succeed at a DC 18 Search check can find: *ioun stone (dark blue rhomboid), medallion of thoughts.*

Assistance from Allies:

Acererak/Lyzandred – Move the three levers up together.

8. GARGOYLE LAIR (EL 16)

When any door leading to this room is opened, it frees a mutant four armed half-fiend gargoyle of legend from temporal stasis. Show Illustration #9.

A grotesque, winged humanoid with a horned head and stony hide with a silvery sheen lunges, its four arms each tipped with wicked rocky claws. Around the creature's neck is a collar studded with huge, gleaming gems.

Creature: The gargoyle viciously attacks characters, pursuing them if possible, until it is defeated or slain.

🦋 **Mutant Four Armed Half-Fiend Gargoyle of Legend (1):** hp 300; see Appendix I.

Treasure: Around the creature's neck is a collar studded with huge, gleaming gems (blue quartz stones of 100 gp value each, ten gems total). Hidden in a secret compartment of the collar is a slip of parchment with the following written on it in magical runes that require a *read magic* spell to understand; Provide Player Handout #2.

Assistance from Allies:

Acererak/Lyzandred – A series of secret doors leads you through. The exposed doors are of no use.

9. COMPLEX OF SECRET DOORS (EL 10)

A total of ten small rooms are connected off area 8 (initially through obvious doors). One of the doors that leads from area 8 goes to a dead end via a series of obvious doors, while the other door in area 8 eventually provides a route to reach area 10 through a series of secret doors.

The following description applies to each chamber:

This small chamber is empty of scent, stain, or decor. Only the dense layer of dust reveals the uncounted years since any moved through this chamber since the present.

Finding each secret door in each area marked on the map is relatively easy with a DC 25 Search check. However, each secret door is marked on the map by a letter indicating the unique method where by the door is opened. Each method differs from that of the previous door.

The various secret doors open as follows:

- A. Pull down.
- B. Pivots centrally.
- C. Pull inward and up at bottom.
- D. Slides up.
- E. Double panels pull inward.
- F. Slide left.
- G. Seven studs—press all and door opens; 1 and 7 trigger a swinging door trap (which also opens the door).

🦋 SWINGING DOOR TRAP

CR 10

Description Pressing studs 1 and 7 swings the door forcibly against those standing in front of it.

Search DC 25; **Type** mechanical

Trigger touch (studs), **Init** +5

Effect melee attack +10 (10d4 bludgeoning damage)

Duration 1 round

Destruction AC 10, hardness 8, 60 hp, Break DC 28 (stone door)

Disarm Disable Device DC 25 (studs), DC 35 (door)

Note: Contemporary D&D® rules don't normally support the minutia involved in how a particular secret door is opened; however, the essence of this secret door complex requires this level of attention to avoid making the navigation of this area nothing more than a mathematical exercise. PCs must figure out exactly how to move the door, describing it in detail to the DM until they get the right action.

Traps: To further complicate matters, a magic force arrow trap contained within each room randomly targets a character in each room each round.

✦ **MAGIC FORCE ARROW TRAPS** **CR 10 EACH**

Description Each round, a magic force arrow trap in each room targets a character in that room. Characters may first attempt to disable each of these traps; however, unless the magical effect suffusing each is dispelled (transmutation; CL 20th), a disabled trap reassembles itself in 1d4 rounds.

Search DC 25; **Type** magic

Trigger location, **Init** +5

Effect +10 ranged (10d4 force damage)

Duration permanent

Destruction AC 25, 45 hp (each room)

Disarm Disable Device DC 35 (each room)

Dispel DC 31 (each room)

Assistance from Allies:

Acererak/Lyzandred – Pull down, pivot centrally, pull inward and up at bottom, slide up, double panels pull inward, slide left, push all seven studs.

10. GREAT HALL OF SPHERES

Overlap: The Negative Energy Plane and this hall overlap more than in most other places in the Tomb. This has the following effects on anyone who is in this hall (including 10A, 10B):

- Spells and spell-like abilities that use negative energy are maximized (as per the feat). Class abilities that use negative energy, such as rebuking or controlling undead, gain a +10 bonus on the roll to determine HD affected.
- Characters take a -10 penalty on Fortitude saving throws made to remove negative levels bestowed by an energy drain attack.
- Living creatures take 1d6 points of negative energy damage per round. At 0 hp or lower, they crumble into ash.

Characters normally gain entry to this room through area 9 or 13. Once they enter, show *Illustration #10* (shows the GREEN, YELLOW, PINK, and BLACK spheres, see below) and read the following text:

The floor of this long, wide hall is inlaid with tiles, and the walls and ceiling are painted with figures of animals and strange signs and glyphs. Humans and humanlike creatures hold painted spheres, each a different color from the next.

Some of the spheres are merely painted walls as they appear. Others are illusory (illusion; CL 20th) and are easily bypassed with a touch.

The figures and their corresponding spheres appear as follows on the west wall, from north to south:

- **GOLD** sphere held above head by a naga. The sphere is an illusory veil (see above) covering a crawlway to area 11.
- **ORANGE** sphere held waist high by a mummy. The sphere is an illusory veil covering a false door leading to a trap (see area 12).
- **PURPLE** sphere held at feet by a minotaur.
- **BRONZE** sphere held waist high by a nymph. The sphere is an illusory veil covering a false door leading to a trap (see area 12).
- **GRAY** sphere held at shoulder by an owlbear.
- **BRIGHT BLUE** sphere held at feet by a sahuagin. The sphere is an illusory veil covering a crawlway leading to area 10B. Any character that stands next to this sphere (whether she pierces the veil or not) is subject to a *dominate person* attempt (DC 23 Will save). See entry 10B for more information.
- **WHITE** sphere held above head by a red slaad.
- **TURQUOISE** sphere held at shoulder by a satyr.
- **SCARLET** sphere held waist high by a mind flayer.
- **PALE GREEN** sphere held at feet by a medusa.

The figures and their corresponding spheres appear as follows on the east wall, from north to south:

- **PALE BLUE** sphere held at shoulder by a werewolf.
- **SILVER** sphere held at feet by a four-armed gargoyle. The sphere is an illusory veil covering the secret one-way door leading to area 9.
- **GREEN** sphere held high above head by a half-orc.
- **YELLOW** sphere held at shoulder by a falconheaded creature.
- **PINK** sphere held high above head by a yuan-ti.
- **BLACK** sphere held at feet by a hydra. The sphere is an illusory veil covering a crawlway leading to area 14.
- **PALE VIOLET** sphere held at shoulder by a kuo-toa.
- **RED** sphere held waist high by a skeleton. The sphere is an illusory veil covering a crawlway leading to area 13.
- **BUFF** sphere held at feet by a white-bearded human wizard.

- INDIGO sphere held high above head by a batwinged woman.

Assistance from Allies:

Acererak/Lyzandred – The black sphere is the answer.

10A. MAGIC ARCHWAY

At the south end of the corridor is an arch of mist.

A mist-filled stone archway lies at the end of the wide hall of colored spheres. Three large stones are embedded in the arch. Each has a different hue—olive on the lower left, russet at the top of the arch, and citron on the lower right.

If any character stands within 5 feet of the entranceway, the base stones glow olive on the left and citron on the right, while the keystone 7 feet above glows russet. Show *Illustration #7* when this happens.

The vapors are magical (conjunction; CL 20th) and short of dispelling them (which only suppresses them for 1d4 rounds), the mists cannot be dispersed. However, true seeing or other powerful revelatory magic reveals that beyond the archway is only a blank wall.

No matter which stones are pressed in what order, the archway remains clouded and veiled. All living matter that passes beneath the arch is teleported to area 3, while nonliving matter is teleported simultaneously to area 33. In other words, characters stepping through appear in the entry tunnel without equipment and nude, while everything else appears in the crypt of the demilich. While cruel, it is most entertaining for the DM...

Assistance from Allies:

Acererak/Lyzandred – The archway leads where you do not want to go.

10B. BRAIN IN A JAR (EL 17)

The crawlway opens into a cluttered, forgotten 20-foot by 20-foot chamber.

Dust covers the remains of a wizard's storeroom like snow. Fallen shelves, smashed crockery, glass shards from dozens of smashed potion vials, and corroded alchemical tools litter the floor. However, in the northwest corner of the room, something gray and shriveled sloshes within a grimy glass canister.

Creatures: Acererak experimented with other ways to find immortality before settling on lichdom—the preserved brain in a jar found in this chamber is one of those early, forgotten experiments.

The disembodied brain in a jar found in this chamber is quite mad, and it initially attempts to dominate the first creature it senses at the mouth of the tunnel

leading into this chamber. (It can sense through the illusory veil without difficulty.) If successful, the brain orders its newly dominated slave to make no overt reaction, but to later attack its fellows as sneakily as possible, and bring their remains back to the chamber. Otherwise it uses its mind thrust ability on any other creature in range that it can sense.

🧠 **Brain in a Jar** Tomb Warden 3 Ur-Priest 8, Advanced Evolved Spellstitched (1): hp 174; see Appendix I.

Treasure: The remains of past victims of the brain in a jar are strewn about this chamber. A DC 15 Search check brings to light a bag of cut sapphires worth a total of 5,000 gp, pearl of power (6th level spell), scarab of protection, figurine of wondrous power (obsidian steed), helm of telepathy. The brain in a jar also possesses some items as well: *periapt of wisdom* +6, *ioun stones* (pink and green sphere, lavender and green ellipsoid), stone of good luck, bracers of armor +8.

11. THREE-ARMED STATUE

The crawlway opens into small chamber that contains a sculpture (show *Illustration #11*):

A broken, 8-foot-tall statue of a four-armed gargoyle squats here, alone and in the dark. Its three remaining hands appear as if in positions of supplication, or need.

A DC 18 Spot check reveals the broken-off fourth arm of the statue on the floor nearby. The statue emanates magic if the PCs use a means of detection (transmutation and conjunction; CL 20th).

No amount of fooling with the broken arm enables its reattachment. However, a DC 15 Spot check reveals a concavity in the palm of each of the three still attached hands. The concavities are each about 1 inch in diameter, but are empty. The broken hand possesses no such concavity.

Development: Experimentation or a DC 20 Int check suggests that each concavity is the perfect size for a large gem (at least 100 gp value).

If three large gems of any mineral variety are placed within the hands, the stony digits close and crush them to powder, dump the grains on the floor, and return to their initial positions. If this is repeated twice more, and nine gems are so crushed, the tenth triggers the statue to speak the following words in harshly accented Common:

"Your sacrifice was not in vain. Look to the fourth to find your gain."

As these words are spoken, an invisible special gem of seeing appears in the palm of the broken-off arm of the statue. The gem can be discovered only by feel with a successful DC 21 Search check (or if someone can see invisible objects). Once found, the gem of seeing must be wiped free of a magical substance causing its invisibility before it can be seen or used.

Note that if the arm is carelessly moved, the gem falls off and rolls to a corner of the chamber, potentially alerting characters by the sound it makes that something strange is going on.

Treasure: The special *gem of seeing*, once wiped clean and visible, is an oval diamond, with two flat and polished sides, very clear, and about 1 inch in diameter by 1/4-inch thick. Unlike standard *gems of seeing*, it operates multiple times per day, but only for a total of twelve times for a period of 1 minute with each use, then shatters, becoming useless. It also will shatter if removed from the Tomb.

Assistance from Allies:

Acererak/Lyzandred – Three gems in, one gem out.

12. TRAPPED FALSE DOOR (EL 12)

Trap: At this location, a false door hides a spear trap.

✦ **FUSILLADE OF SPEARS TRAP** CR 12
Description When one of these doors is opened, the trap is triggered. Each PC in a 30 foot cone emanating from the door is targeted until the door is closed or the duration ends.
Search DC 27; **Type** mechanical
Trigger touch (door opened), **Init** +6
Effect ranged attack +12 (12d4 piercing damage)
Duration 15 rounds
Destruction AC 10, hardness 5; hp 20; Break DC 28 (door)
Disarm Disable Device DC 39 (door)

Assistance from Allies:

Acererak/Lyzandred – If you open this door, you'll get the point, but not the one you were looking for.

13. CHAMBER OF THREE CHESTS (EL VARIES)

The crawlway veiled by the illusory red sphere in area 10 comes to an apparent dead end, though a DC 20 Search check easily reveals the secret door leading to area 13.

Trap: Opening the secret door triggers the annoying catapulting trap that deposits all those affected into this room (area 13 is set 10 feet below the level of the area 10 and the connecting crawlway).

✦ **CATAPULTING TRAP** CR 10
Description When the secret door is opened, all PCs within 10 feet of the door are catapulted into the room. PCs may avoid being flung into the room with a Reflex DC 20.
Search DC 25; **Type** mechanical
Trigger touch (open door), **Init** +5
Effect 10d6 falling damage
Duration 1 round
Destruction AC 10, hardness 5; hp 20; Break DC 28 (door)
Disarm Disable Device DC 25 (door)

Those that are catapulted into or enter area 13 see chests (show *Illustration #12*):

The chamber is bare but for three conspicuous chests, each about 4 feet long, 2 feet wide, and 3 feet

deep. One appears to be of gold, the second is silvery, and the third is constructed of hardy oak banded with thick bronze.

Each of the three chests offers its own challenge. Each “chest” is affixed to the floor—in fact, each is a dungeon feature, not a separate moveable object.

A DC 25 Search check locates a floor plug in the chamber that leads down into a crawlway described in area 7. The crawlway leads between area 7 and the southernmost pit described in area 3.

GOLD CHEST (EL 18): This chest emanates magic of the school of conjuration (CL 20th). When opened, this chest automatically calls a nagahydra, which attacks any PCs in the room.

➤ **Nagahydra (1):** hp 176; see *Appendix I*.

SILVER CHEST (EL 12): This chest does not detect as magical. When opened, this chest doesn't reveal its trap—only when the revealed clear crystal box containing a silver ring is lifted clear of the box is the fusillade of darts trap triggered.

✦ **FUSILLADE OF DARTS TRAP** CR 12
Description Only when the revealed clear crystal box containing a silver ring is lifted clear of the box is the fusillade of darts trap triggered. It affects anyone within the room until the chest is closed or the duration ends.
Search DC 27; **Type** mechanical
Trigger touch (box lifted), **Init** +6
Effect ranged attack +12 (12d4 piercing damage)
Duration 15 rounds
Destruction AC 10, hardness 5; hp 15; Break DC 23 (chest)
Disarm Disable Device DC 39 (chest)

Treasure: The silver chest holds a clear crystal box (itself worth 1,000 gp) in which nestles *manual of bodily health* +1.

WOOD CHEST (EL 15): This chest emanates magic of the school of conjuration (CL 20th). When opened, this chest automatically calls a number of creatures, which attack any PCs in the room.

➤ **Ragewalker (1):** hp 165; see *Appendix I*.

➤ **Golem, Advanced Fang (1):** hp 240; see *Appendix I*.

➤ **Living Spell, Chilling Fog (1):** hp 81; see *Appendix I*.

➤ **Living Spell, Living Cloudkill (1):** hp 90; see *Appendix I*.

Assistance from Allies:

Acererak/Lyzandred – Open them if you're greedy, but they won't move you forward.

14. CHAPEL OF EVIL (EL VARIES)

The crawlway veiled by the illusory black sphere in area 10 comes to an apparent dead end, though a DC 26 Search check reveals the secret door leading to area 14. Opening the secret door reveals a temple area. The room is broken up into the larger northern chapel and the narrower southern chapel.

Northern Chapel

Read the following aloud when the characters enter the area:

Chapel accoutrements fill this chamber, including great wooden pews on either side of a central mosaic path that leads toward an altar on the far side of the room, which is separated from the pews by a wooden railing. Scenes of everyday life are painted on the walls, but all the people are portrayed with rotting flesh, skeletal hands, and worm-ridden orifices. Yet depicted amidst these disturbing portraits are various symbols of readily recognized benevolent deities.

Symbols (EL 12): The symbols of the various gods painted on the side walls (Allitur, Beory, Berei, Boccob, Ehlonna, Joramy, Myrhiss, Obad-Hai, Pelor, Ralishaz, Rao, St Cuthbert, Tritherion) radiate a faint aura of good and emanate magic of the school of conjuration (CL 20th). Each time any of the symbols is touched, four swarms are called into existence in the four corners of the northern chapel. They attack the PCs immediately.

☛ **Bloodmote Clouds (2):** hp 90 each; see Appendix I.

☛ **Locust Swarm, Bloodfiend (1):** hp 105; see Appendix I.

☛ **Mageripper Swarm, Advanced (1):** hp 122; see Appendix I.

☛ **Shredstorm (1):** hp 105; see Appendix I.

Pews (EL 12): The pews are heavy, uncomfortable wooden seats. A DC 21 Search check reveals each is hinged, and they open to reveal a hollow interior.

Treasure: The northernmost pair of pews each hold 40,000 sp. The next pair each contains 5,000 gp. The third pair each contains 2,000 pp, and the front pair each contains a swarm. If either of the front pair is opened, both swarms rise from within and attack the PCs immediately.

☛ **Scarab Beetle Swarms (2):** hp 135 each; see Appendix I.

Southern Chapel

Characters who direct their attention to the southern part of the chapel see the following:

Behind the wooden railing is an opalescent blue altar, which is set before a tiered dais that supports a

well-carved and padded wooden chair. Two large brass candelabra, each holding five white candles, stand on either side of the dais. Two large white pottery urns, each stoppered with brass, sit in each corner. A human skeleton wearing badly rusted and torn black chainmail lies dead in the southwestern portion of the room, one outstretched arm seeming to point into a mist-filled arch on the southern end of the west chapel wall.

Once characters have moved to stand on the south side of the wooden railing, show them *Illustration #13*.

A. Opalescent Blue Altar (EL 14): This block of artificial material glows with inner blue light. The altar radiates a faint aura of evil. Essentially, the altar functions as two consecutive traps: a lightning bolt trap and an exploding altar trap (both evocation, CL 20th).

☛ **LIGHTNING BOLT TRAP** CR 14

Description The first time a PC touches the altar, this trap goes off. It affects an area 40 ft. long and 10 ft. wide (up the aisle toward Northern Chapel).

Search DC 29; **Type** magic

Trigger touch (altar), **Init** +7

Effect 14d6 electricity (Reflex DC 24 half)

Duration 1 round

Destruction AC 10, hardness 8, 60 hp, Break DC 28 (altar)

Disarm Disable Device DC 39 (altar)

Dispel DC 31 (altar)

☛ **EXPLODING ALTAR TRAP** CR 14

Description The second time a PC touches the altar, this trap goes off. It affects an area 20 ft. radius around the altar. This trap destroys the altar completely.

Search DC 29; **Type** magic

Trigger touch (altar), **Init** +7

Effect 14d6 fire (Reflex DC 24 half)

Duration 1 round

Destruction AC 10, hardness 8, 60 hp, Break DC 28 (altar)

Disarm Disable Device DC 39 (altar)

Dispel DC 31 (altar)

B. Archway of Glowing Orange: Show *Illustration #7* when the PCs closely examine this arch, although none of the stones glow, even when PCs move close. The arch is filled with a vivid, luminescent orange mist.

The vapors are magical (conjuration; CL 20th) and short of dispelling them (which only suppresses them for 1d4 rounds), the mists cannot be dispersed. However, *true seeing* or other powerful revelatory magic reveals that the passage continues westward into a 10-foot by 10-foot chamber with no exit.

If the characters follow the “advice” of the pointing skeleton, a powerful effect requires each character making the trip to make two DC 30 Will saving throws, though characters can choose not to resist the effect. If the first save is failed, the alignment of the wearer is altered as radically as possible — see *helm of opposite alignment* (*Dungeon Master's Guide*). If the second saving throw is failed, the character's gender switches (characters with no gender are unaffected).

Passing through the arch a second time (perhaps to leave the 10-foot by 10-foot room) restores the character's original alignment (no saving throw) and deals 1d6 points of damage, while passing under the arch yet a third time restores the character's original gender (no saving throw) but instantly teleports the character as if they had passed through the arch in area 10A.

Characters who enter the arch (or are thrown through by mischievous companions) a fourth time begin the process anew. The spells *remove curse*, *wish*, and *miracle* can restore a character to normal, too.

C. Slotted Secret Door: A successful DC 21 Search check of the eastern wall in this area reveals a small slot with the letter 'O' faintly traced above it. The slot is of sufficient size to accept a coin or a flat gem. It is also just right for insertion of a ring. This slot opens the passage to the east, as described under area 15 below, if a ring is pushed through it.

Urns (EL 16): The western urn along the south wall is empty, but the eastern urn along the south wall contains a surprise. If opened, an abyssal ant swarm emerges and attacks the opener.

🐛 **Abyssal Ant Swarm (1):** hp 165; see Appendix I.

Treasure: Amidst the dust at the bottom of the urn lies a bright red stone on a gold chain: a *periapt of wound closure*.

Assistance from Allies:

Acererak/Lyzandred – A ring in the slot lets you pass.

15. STONE GATE

A mass of stone in the shape of a great wedge (2-feet wide, 4-feet high, and 10-feet thick) fills the cone-shaped passage shown on the map. A powerful antimagic field (abjuration; CL 20th) infuses the stone, rendering it almost immune to magical tampering. The wedge's 2-foot wide, 4-foot high leading edge is actually flush with the wall in area 14, and it is situated directly below the slot described at 14C.

If a ring is pushed through the slot in room 14, the magical mechanism controlling the gate triggers, and the great stone wedge sinks into the floor, allowing entry into the passage. However, the ring (and anything previously pushed through) is crushed and destroyed by the sinking stone.

If the stone gate is approached from the south (instead of from the chapel), a mere shove causes the block to sink into the floor, allowing easy access back.

Assistance from Allies:

Acererak/Lyzandred – A ring in the slot lets you pass.

15A. TRAPPED CORRIDOR (EL 10)

Traps: A series of three doors each open onto a pit immediately west of each door. The doors are each slightly stuck (not locked or barred), and require a DC 15 Str check to force open. However, if the character or characters who force a door successfully are not specifically prepared to pull up short after the Str check, the character or characters must next succeed on a DC 20 Reflex save to avoid triggering and plunging into the pit traps.

🦋 **CAMOUFLAGED PIT TRAPS** CR 10 EACH

Description The doors are each slightly stuck (not locked or barred), and require a DC 15 Str check to force open. However, if the character or characters who force a door successfully are not specifically prepared to pull up short after the Str check, the character or characters must next succeed on a DC 20 Reflex save to avoid triggering and plunging into the 30 foot deep pit trap.

Search DC 25; **Type** mechanical

Trigger touch (trap door), **Init** +5

Effect 3d6 falling damage

Duration 1 round

Destruction AC 10, hardness 8, 60 hp, Break DC 28 (trap door)

Disarm Disable Device DC 25 (trap door)

Development: By the time a party moving west reaches the third door and associated pit trap, they may be conditioned to simply avoid the trap and pit; however, this third pit trap contains a secret door (DC 24 Search check) that opens onto another section of the tomb, as shown on the map.

Assistance from Allies:

Acererak/Lyzandred – Go to the bottom of the third pit for the way forward.

16. LOCKED OAKEN DOOR (EL 20)

A door heavily bound with iron bands and several locks blocks the corridor.

Trap: Characters who succeed on a DC 18 Listen check hear far-off music and happy singing, obviously emanating from somewhere beyond. These noises are a facet of a magic trap in the corridor beyond, purposely audible from this side of the door.

The door is locked and requires an exceptional effort to break due to its heavy reinforcement. Chopping the door to pieces requires attackers to overcome the reinforced door's hardness and hit points to create a hole large enough for a Medium creature to squeeze through.

🔒 **Reinforced and Locked Oaken Door:** 6 in. thick; hardness 7; hp 100; Break DC 31; Open Lock DC 41.

The door radiates magic (abjuration; CL 20th). Unless dispelled, the magical ward prevents opening spells, including *knock*, from having any effect whatever on the door. However, the door is vulnerable to *disintegrate* or even a *passwall*.

If the door is destroyed or bypassed, observers see the corridor continues north. However, the magic trap operating in this corridor moves into a new phase: The sounds of music and happy singing cease, replaced by the sounds of great confusion (a clatter, the sound of a few people talking at once, the words almost comprehensible) and running (away, north up the corridor), in conjunction with a faint receding glow (very like a torch) apparently 50 feet away, and evidently receding quickly.

If characters hang back, the noise and light fades— whoever was making the noises apparently “escaped”. Those taking the time to examine the corridor even casually note the passage is of smooth white alabaster, and the floor here is a highly polished smoke-gray marble.

Characters lured into the corridor 30 or more feet activate the primary trap. If characters activate the trap, show the players *Illustration #14*.

✎ COUNTERWEIGHT CORRIDOR TRAP CR 20

Description When one or more PCs step 30 feet down the corridor and overbalance the counter-weighted beam on which the corridor is constructed, it tilts and causes victims to slide forward into a 30 ft. deep lava pit (Reflex save DC 30 to run south to avoid the slide).

Search DC 35; **Type** mechanical

Trigger location (tilting point), **Init** +10

Effect 20d6 fire damage/round for total immersion, 10d6 fire damage per round for 1d3 rounds after emerging

Duration 1 round

Destruction AC 10, hardness 8, 900 hp, Break DC 50 (floor)

Disarm Disable Device DC 55 (floor)

Assistance from Allies:

Acererak/Lyzandred – Go back before you get burned.

17. MAGICAL SECRET DOOR

A secret door goes east off the top of a stairwell as shown on the map. The secret door enjoys an extra measure of obscurity in the form of a concealing spell (abjuration; CL 20th). This means only exceptional Search checks can locate the door (DC 40 Search check), though a Search check with the aid of a *true seeing* effect requires only a DC 20. However, the door also enjoys protections similar to the door described in area 16.

The door is locked and requires an exceptional effort to break due to its heavy reinforcement. Chopping the door to pieces requires attackers to overcome the reinforced door's hardness and hit points to create a hole large enough for a Medium creature to squeeze through.

♣ **Reinforced and Locked Secret Oaken Door:** 6 in. thick; hardness 7; hp 100; Break DC 31; Open Lock DC 41.

The door radiates magic (abjuration; CL 20th). Unless dispelled, the magical ward prevents opening spells,

including *knock*, from having any effect whatever on the door. However, the door is vulnerable to *disintegrate* or even a *passwall*.

Assistance from Allies:

Acererak – Look for the secret door; don't waste your time with my cheap knock-off.

Lyzandred – Look for the secret door.

18. FEARSOME CORRIDOR

Characters who come to the top of the stairs of the west leading corridor see the following:

The western portion of this corridor is filled with slowly roiling, pale white clouds.

The mist obscures the final 20 feet of the western corridor, but characters do not initially know that. Characters may also see that a faint haze extends all the way to the top of the stairs of the west-leading corridor (DC 21 Spot check). Unless characters announce an intention to hold their breath or otherwise can avoid breathing in the gas, they must succeed on a DC 23 Fortitude save or become panicked for 5 rounds. (Panic characters take a –2 penalty on attack rolls, saving throws, skill checks, and ability checks, and they run away from the source of their fear as quickly as they can.)

The gas is mundane, but magically conjured (conjuration; CL 20th), and unless dispelled, even dispersing the gas with wind or through other means only buys 1d4 rounds of clear air. Opening the door to area 18A also temporarily suppresses the conjuration of new gas into the area.

18A. FALSE CRYPT (EL 13)

Unless the gas in area 18A is dispersed (however briefly), the door hidden by the clouds of gas is discoverable via a DC 15 Search check. When the door is found and opened, characters see the following:

Thick webs choke a musty stairwell leading downward.

The webs completely clog the 20 feet of stairs that lead down into room 18A. The webs are magical (conjuration; CL 20th); treat them as a product of a *web* spell. If the webs are burned, dispelled, or otherwise bypassed, those who move down to the foot of the stairs can see the rest of the chamber:

A lone mace lies at the foot of the stairs, which is the entrance to a decayed crypt furnished with rotting divans, broken chairs, and other refuse. All has gone to rot, save for a golden couch on which resides a humanoid clothed in funerary wrappings with a crown upon its head. A jade coffer lies at the foot of the couch.

The moment any character steps into the chamber, attacks into the chamber through mundane or magical means, or picks up the mace (see *mace of lich smiting* below), a series of events, magically primed (transmutation; CL 20th), trigger.

First, the figure (a false Acererak) on the couch begins to rise. Show *Illustration #15*. A booming voice simultaneously asks the following:

“Who dares disturb Acererak’s rest? You have found death.”

Creature: The false Acererak attacks characters until destroyed. The false Acererak is particularly susceptible to the *mace of lich smiting* (see below). See Development if the false Acererak is destroyed.

❖ **False Acererak (1):** hp 74; see sample lich stats in *Monster Manual*, page 166.

Tactics: The false Acererak enters combat flinging its most potent spells, beginning with *disintegrate*, then *cone of cold*, and so on. However, if any character holds the mace, the false Acererak must succeed on a Concentration check with each spell it casts (DC 21 + level of spell cast) or the spell fails. The false Acererak visibly shrinks from and avoids the wielder of the *mace of lich smiting*.

Development: If the mace destroys the false Acererak, the figure instantly withers and disappears in a puff of smoke, and the mace shatters. At the same moment, read or paraphrase the following to your players:

The room begins to shake and stones rain down from the ceiling. A tremor shoots from north to south through the room, and something grinds in the ceiling. More hunks of stone fall from the ceiling, and the rumbling noise begins to grow, and grow...

The effect is an in-place dungeon delusion effect (illusion; CL 20th). Count down slowly from 10. You can nod or otherwise answer questions (for instance, there is enough time to grab the crown and the jade coffer lying near the couch, but nothing else before you reach 1), but your audible countdown may stampede characters unfamiliar with this Tomb up the stairs. Those who retreat continue to feel the effects of a cave-in, with dust blowing up the stairs behind them, and then bits of stone beginning to fall in the east-west tunnel, then the north-south tunnel, and so on as they retreat, with the sounds of loud collapses at the players’ heels... If the party bugs out, ask them if they thought the adventure was too hard.

PCs who actively disbelieve or who attempt to interact with the illusion can attempt a DC 20 Will save to note its illusory effect. Those who stay past the count of 10 or revert to *true seeing* pierce the illusion: Nothing has changed at all.

Treasure: The couch on which the false Acererak reclines is covered in thin gold leaf and is worth 200 gp, the gem-studded crown is worth 800 gp, and the magic items it carried (*bracers of armor* +4, *cloak of resistance* +1, *potion of gaseous form*, *ring of protection* +1, *arcane scroll of summon monster IV* (CL 8th), *wand of magic missile* (CL 9th)) retain full market value if looted. The jade coffer itself is worth 200 gp, and contains six *potions of cure serious wounds*, ten 1,000-gp gems, a *robe of blending*, and a map purporting to show the location of a ruin containing rich treasure several hundred miles away (it’s fake).

Mace of Lich Smiting: Treat this weapon as a +1 mace, except when wielded in the presence of a false Acererak. If wielded in the presence of a false Acererak, it glows with a bright golden light. When making attacks against the false Acererak, treat the mace as if it is a +5 *holy mace of disruption*. The false Acererak reacts as if scared of the mace and makes all attacks against the wielder at –2 on attack rolls and –2 on DCs of spells cast. The mace does not gain this power-up against any other foe.

Assistance from Allies:

Acererak/Lyzandred – Look for the secret door; why waste your time on an obvious fake.

19. LABORATORY (EL 17)

This chamber may have once served as Acererak’s laboratory, though looks can be deceiving:

Shelves line the walls, and each shelf is stuffed with jars, vials, and glass bottles filled with colorful liquids. A large desk stands between two workbenches. A lone mummified hand, herbs, bones, and skulls are scattered about on the workbenches. Clay pots, urns, and rolls of linen are strewn around the floor. Along the south wall stand three large vats, each nearly 4 feet deep and at least 7 feet in diameter.

PCs who check out the jars on the shelves eventually discover they are filled with all sorts of dust and impotent ingredients. The urns and pots apparently once contained unguents, oils, and perfumes, by the smell and stains that remain.

Save for the vats, the only item of real interest is the mummified hand on one of the benches—in fact, this is a *mummified hand* as described on page 80 of *Libris Mortis*.

The Vats: All three vats still contain, apparently, murky water. Only probing into the water reveals, what, if anything, the water hides.

The westernmost vat actually does hold dirty water, and nothing else.

The middle vat contains a weak acid that causes a burning itch to affected flesh and deals 1d4+1 points of damage the round after contact. One half of a golden key is at the bottom of this vat.

The easternmost vat contains the other half of the golden key from the middle vat—but it also holds a creature! Any character that sticks his hand into the “water” is considered grappled and immediately awakens a dormant arcane ooze as the vat immediately bursts and the ooze expands to its full size. Roll initiative.

☞ **Arcane Ooze, Advanced (1):** hp 645; see Appendix I.

Development: The two key halves are magical (transmutation; 20th). If joined, they fuse and form a single key, hereafter referred to as the First Key or Gold Key.

Assistance from Allies:

Acererak – Join the two halves of the key together; you’ll need it later. But watch out for the nasty ooze in the vat.

Lyzandred – Join the two halves of the key together; you’ll need it later.

20. PIT OF TWO HUNDRED SPIKES (EL 10)

Trap: A 30-foot-long, 10-foot-deep gap in the corridor is studded with spikes. Observation reveals the spikes are far enough apart for Medium characters to walk between them. The pit is trapped.

☞ **PROJECTED SPIKE TRAP** **CR 10**

Description Any pressure whatsoever along the easternmost 10-foot section of pit bottom triggers the projected spike trap, potentially over and over again with each step. Anyone within or above the pit is affected.

Search DC 25; **Type** mechanical

Trigger touch (pressure plate), **Init** +5

Effect ranged attack +10 (10d4 piercing damage)

Duration 13 rounds

Destruction AC 10, hardness 8, 900 hp, Break DC 50 (floor)

Disarm Disable Device DC 35 (floor)

21. AGITATED CHAMBER (EL VARIES)

Characters see some sort of abandoned funeral chamber; show Illustration #16:

Rotted sofas, several thronelike chairs, small tables, braziers, vases, and dented, chipped, even broken urns lie in disarray about the chamber, as if purposely tumbled and looted. Only the tapestries, featuring weed-grown rocks and greenish scenes of undersea life, seem to have escaped such rough treatment.

Traps: The entire room is built upon a magical perturbation trap. More lethal by far are the slime tapestry traps that must be moved aside to search the walls behind them (necessary to find the secret door in the western wall with a DC 24 Search check). The slime tapestry trap and the perturbation trap can work in conjunction to disastrous effect.

☞ **PERTURBATION TRAP**

CR 14

Description The entire room is built upon a magical perturbation trap, which has 50% chance to trigger each round any character remains in the chamber or any time a character handles a tapestry. If triggered, the room shakes.

Search DC 29; **Type** magical

Trigger location (room) and/or touch (tapestries), **Init** +7

Effect fall prone (Reflex DC 24 avoids)

Duration 1 round

Destruction AC 10, hardness 8, 900 hp, Break DC 50 (floor)

Disarm Disable Device DC 43 (floor)

Dispel DC 31 (floor)

☞ **SLIME TAPESTRY TRAPS** **CR 14 EACH**

Description If a tapestry is purposely torn, torn down, or if a tapestry is held back to search behind it for secret doors when the perturbation trap goes off, the slime tapestry trap triggers. This reverts the tapestry into a green slime which covers a 10-foot-deep and 20-foot-long section immediately in front of where the tapestry hung. A Reflex save DC 24 allows a PC to avoid being engulfed by the slime as it falls by moving away in time (a prone PC does not receive this save).

Search DC 29; **Type** magical

Trigger special (see above), **Init** +7

Effect green slime (1d6 Con damage per round, see *Dungeon Master's Guide*, page 76)

Duration permanent

Destruction destroying a tapestry activates the trap

Disarm cannot be disarmed

Dispel DC 31 (tapestry)

Treasure and Creatures: A general inventory of the chamber turns up six locked trunks and twenty-four locked coffers:

☞ **Locked Trunks and Coffers:** hardness 5; hp 15; Break DC 23; Open Lock DC 32.

- Coffers 2, 6, 11, and 14 (EL 18 each) contain two abyssal ant swarms.

☞ **Abyssal Ant Swarms (2):** hp 165 each; see Appendix I.

- Coffers 4, 19, and 24 (EL 13 each) contain three scarab beetle swarms.

☞ **Scarab Beetle Swarms (3):** hp 135 each; see Appendix I.

- Coffers 1, 9, and 22 (EL 12 each) contain four different swarms.

☞ **Bloodmote Clouds (2):** hp 90 each; see Appendix I.

☞ **Locust Swarm, Bloodfiend (1):** hp 105; see Appendix I.

☞ **Mageripper Swarm, Advanced (1):** hp 122; see Appendix I.

☞ **Shredstorm (1):** hp 105; see Appendix I.

- Coffers 3, 8, 10, 12, 13, 15, 18, 20, 21, and 23 each contain 1,000 gp.

- Coffers 5, 7, 16, and 17 contain 5 sapphires (1,000 gp each).
- Trunks 1, 3, and 4 contain staves: #1: staff of the woodlands, #2: staff of passage, #3: staff of power.
- Trunks 2, 5, and 6 (EL 20 each) contain one deathraven swarm.

☞ **Deathraven Swarm (1):** hp 135; see Appendix I.

Assistance from Allies:

Acererak/Lyzandred – The room is one big trap, but there are some valuables in some of the coffers and trunks.

21A. HALLWAY TRAPS (EL 18)

Trap: Two pit traps lurk beneath the floor of the hallway beyond entry 21, as shown on the map.

☞ **PIT TRAP**

CR 14

Description Two 100 foot pit traps wait for PCs who traverse this hallway.

Search DC 29; **Type** mechanical

Trigger touch (pressure plate), **Init** +7

Effect 10d6 falling damage (Reflex DC 24 avoids)

Duration 1 round

Destruction AC 10, hardness 8, 60 hp, Break DC 28 (each square of floor)

Disarm Disable Device DC 43 (floor)

Creatures (EL 18): Two bleakborn lies quiescent at the bottom of the trap that lies at the intersection of the two corridors (the westernmost pit trap). These bleakborn are unusual for their kind; both are immune to each other's cold damage. Furthermore, once that trap is sprung, two entropic reapers are called into existence at the foot of the western stairs which lead to this hallway.

☞ **Bleakborn (2):** hp 72 each; see Appendix I.

☞ **Entropic Reapers, Advanced (2):** hp 342 each; see Appendix I.

Assistance from Allies:

Acererak/Lyzandred – You want to head north from the intersection.

22. CAVERN OF MISTS (EL 18)

Looking into this chamber from outside, characters see the following:

The corridor opens into a wide room filled with silvery mists shot through with gold streamers.

The mists, magically generated (conjunction; CL 20th) are poisonous, and any character who enters them who is not holding her breath must make a DC 26 Fortitude save or act as if *confused* (as per the spell) each round until she succeeds on a saving throw. Make a new saving throw each round—the *confusion* effect lasts 1 round beyond the round a character successfully saves. There after, the

character is immune to the effect. The *confusion* effect is secondary to the *draining melody* effect generated by the crypt chanter deeper in the cavern.

Creatures: Acererak once caged a siren here in the grotto behind the mists, but she escaped years ago (and the demons responsible for returning the tomb to a “pristine” condition after each group of adventurers passed through couldn’t catch her again). Now a crypt chanter lairs here. By coincidence, the crypt chanter looks not unlike the siren once magically bound to this chamber—when characters clear the mist, show them *Illustration #17*. Unlike the siren, this creature has a “housemate”, an angel of decay who will defend the crypt chanter at all costs. The crypt chanter and the angel of decay spy the characters when they spy them, assuming they make no special effort to remain in hiding. Roll initiative.

☞ **Crypt Chanter Lurking Terror 3 Bard 6**
Seeker of the Song 5 (1): hp 189; see Appendix I.

☞ **Angel of Decay (1):** hp 256; see Appendix I.

Assistance from Allies:

Acererak/Lyzandred – You want to head north from the intersection.

23A. FALSE HIDES THE TRUE

The door at the northern end of this corridor opens onto what is apparently a blank wall—a so-called “false door.” However, the blank stone wall hides a secret door (DC 25 Search check) which opens into the corridor beyond.

Immediately on the other side of the secret door is another secret door, but this one is a secret trap door in the floor (DC 26 Search check). It opens onto a steep flight of narrow stairs that spiral down to a 5-foot-wide crawlway that connects into the corridor leading to area 24.

Assistance from Allies:

Acererak/Lyzandred – Take the secret door in the blank wall and then the one in the floor.

23B. TRAPPING CORRIDOR

Unlike many other standard doors previously encountered in the tomb, the doors opening onto this corridor are wide double doors, and oddly enough (if noticed; DC 25 Spot check) have recessed hinges that will allow the doors to swing in either direction.

Magically generated (conjunction; CL 20th) poisonous gas that induces sleep fills this corridor section. If either door is opened (the western door, or the northern door on the eastern side of the corridor), the gas instantly expands to fill the corridor or corridors beyond to a distance of 30 feet. Characters caught in the gas must make a DC 28 Fortitude saving throw or fall into enchanted slumber from which no amount of shaking,

slapping, or damage avails to wake them—only the dispersal of the gas, or removing them from the area affected by the gas, returns an affected character to wakefulness. The gas disperses after 10 rounds, and no new gas is generated until both doors opening onto this corridor remain closed for at least an additional 10 rounds.

The pressure differential of the gas escaping this chamber is noted by the stone juggernaut in the chamber beyond this corridor, which emerges from its chamber and moves out to attack creatures lingering in the halls, whether sleeping or awake; see area 23C.

23C. STONE JUGGERNAUT (EL 17)

Creature: A stone juggernaut docked in the chamber beyond 23B activates whenever the door opens, or when either door opening onto area 23B is opened. All double doors automatically open for the juggernaut.

The stone juggernaut (show *Illustration #18*) is a stone golem with a special trample attack instead of a stone golem's standard slam attacks. The golem was especially designed for these corridors; thus it fills the entire hallway but moves at the speed indicated for a stone golem (20 feet [4 5 ft. squares], and rolls back and forth up and down the corridors it can reach. (It can't get beyond the secret door keyed to 23A, or down into the crawlway that leads to area 24.) It attacks until destroyed (rolling back and forth as necessary) or until it smashes all creatures in its range into pulp.

☛ **Stone Juggernaut (1):** hp 345; see Appendix I.

Assistance from Allies:

Acererak/Lyzandred – I'd run for the secret trap door at the blank wall before you get run down.

24. REINFORCED DOOR

At the end of the corridor, characters see the following:

A door forged of gleaming metallic alloy with massive reinforced hinges bars passage beyond this point. Three vertical slots mar the door's surface at waist height. Each slot is about 1 inch wide and 3 inches long.

The 1-foot-thick steel door (it's too expensive for the demons to keep replacing adamantine doors) is suffused with a *globe of invulnerability* effect. (However, only the door, its hinges, and the stone around the hinges are so affected, allowing it to shed any spell of 4th or lesser level.) The effect cannot be brought down by a targeted *dispel magic*, but it can be suppressed for 1d4 rounds if the dispel check beats a DC of 22. If the door is removed from the stone that moors it through some determined engineering, it loses all magical abilities.

The door is locked (DC 45 Open Lock check), but opens of its own accord if three sword blades are simultaneously shoved into the slots.

Note: Once open, the door automatically swings closed 5 rounds later. In addition to the invulnerability effect, the door enjoys a magical hardness (which can be suppressed for 1d4 rounds as the invulnerability effect) that allows it to mash any metal less deformable than adamantine that someone may put in place to hold it open. A character trying to hold it open needs to make a DC 30 Str check each round to hold it open.

From inside (area 25), no slots or other obvious methods can get the door open again.

Assistance from Allies:

Acererak/Lyzandred – Three sword blades will open the door, but the room behind is dangerous the moment you enter.

25. PILLARED THRONE ROOM (EL 18)

Overlap: The Negative Energy Plane and this room overlap more than in other places in the Tomb. This has the following effects on anyone who is in this hall (including 25A, 25B, 25C, and 25D):

- Spells and spell-like abilities that use negative energy are maximized (as per the feat). Class abilities that use negative energy, such as rebuking or controlling undead, gain a +10 bonus on the roll to determine HD affected.
- Characters take a -10 penalty on Fortitude saving throws made to remove negative levels bestowed by an energy drain attack.
- Living creatures take 1d6 points of negative energy damage per round. At 0 hp or lower, they crumble into ash.
- Each round, those within this room must make a DC 25 Fortitude save or gain a negative level. A creature whose negative levels equal its current levels or HD is slain, becoming a wraith.

The characters see a massive room filled with pillars; show *Illustration #19*:

Scores of massive columns hold up a ceiling tiled in dark stone. Across a gulf of darkness, something glitters with orange light.

This large chamber contains many features, which are described below. The ceiling here is 30 feet high. The orange light is the gem at area 25C. If any PC touches a pillar, the gem (at 25C), or steps on the dais (at 25D), a dream vestige is summoned into the room.

☛ **Dream Vestige (1):** hp 179; see Appendix I.

Pillars: These pastel-colored, 3-foot -diameter pillars are each home to a magical charge (transmutation; CL 12th) that is released if touched. Anyone touching a pillar (purposely or accidentally) must make a DC 22 Will saving throw or float upwards as if affected by a *levitate*

spell, but not under his or her own control. Unfortunately, there is nothing on the ceiling with which one can get a good grip. Worse, a noticeable draft (in the upper air) sweeps all characters so affected toward the area keyed to the devil faces at areas A or B at a rate of 30 feet per round. The effect is broken if a character receives a *remove curse* or a *dispel magic* against a dispel check DC of 31. Otherwise an affected character soon finds out where the breeze leads . . . Those initially closer to A are drawn there, those closer to B are drawn there.

Assistance from Allies:

Acererak/Lyzandred – Touch the silver end of the scepter to the inlay.

25A. DEVIL FACE

As a character approaches, show the player what seems to be sucking in air here: *Illustration #8*. This devil face is set near the ceiling (25 feet above the floor). Any creature that comes within 5 feet of the face is sucked in (automatically if suffering from the *levitation* curse of the pillars, or on a failed DC 20 Reflex save or Strength check if otherwise). Luckily, the effect is not annihilation; instead all sentient characters are teleported and “spat out” of the face at area 6, while all their belongings are teleported to area 33.

Assistance from Allies:

Acererak/Lyzandred – Avoid the devil faces.

25B. DEVIL FACE

As a character approaches, show the player what seems to be sucking in air here: *Illustration #8*. However, this face has a bluish cast. This devil face is set near the ceiling (25 feet above the floor). Any creature that comes within 5 feet of the face is sucked in (automatically if suffering from the *levitation* curse of the pillars, or on a failed DC 20 Reflex save or Strength check if otherwise). Affected creatures and objects are teleported to area 27A.

Assistance from Allies:

Acererak/Lyzandred – Avoid the devil faces.

25C. CHARRED REMAINS

When characters look here, show *Illustration #20* and read the following text.

Cinders, ashes, charred bones and skulls, and the crisped and blackened remains of gear, clothing, arms, and armor are strewn about a huge, glowing orange gem.

The gem detects as evil (overwhelming) and magical (universal; CL 20th); it is a *gem of cursed wishing*.

Gem of Cursed Wishing. The *gem of cursed wishing* grants a *wish*, but it perverts the *wish* made so that no matter the *wish*, the desire of the holder is perverted,

reversed, or otherwise foully twisted such that the holder (and any other hoping to benefit by the *wish*) is instead hurt. For instance, wishing a friend back alive might kill another friend, or disperse the remains; the DM makes the final call.

Description: This shining orange gem is the size of a fist. Once the *wish* is made, the gem pulses a searing, hellish red.

Activation: Anyone who touches the gem is telepathically infused with the certain knowledge that the gem can grant one *wish* to its holder. A holder activates it by making a verbal *wish*.

Effect: Once the *wish* is made, it turns red as mentioned above; ask for initiative, and roll for the gem, too. Characters can take any action they desire if they act before the gem, but on the gem’s turn, it explodes in a searing ball of hellfire in a 15-foot radius that deals 200 points of fire damage to all creatures; it deals 70 points to those who succeed on a DC 30 Reflex save. The gem remains as a noisome mass of stinking purplish mold that bubbles and chuckles. In one week, the mass reforms as a glowing orange gem capable of granting one more *wish*.

Aura/Caster Level: Overwhelming universal. CL 20th.
Weight: 1/2 lb.

Assistance from Allies:

Acererak/Lyzandred – The gem is way too hot to handle.

25D. EBONY DAIS AND SILVER THRONE

See *Illustration #21*.

A stark black dais holds an obsidian throne inlaid with silver and ivory skulls. A crown and scepter rest upon the throne. The crown is golden, while the scepter has a silver end, and one of gold.

Both the crown and the scepter are magic items keyed to this chamber. A search of the throne reveals a few things, including a small replica of the crown inlaid in silver upon the lower front panel of the seat (DC 15 Search), and a secret door below the throne (DC 32 Search), though it can be opened only by some sort of magic key. (In fact, touching the silver end of the scepter to the inlay induces the throne to sink, revealing a 5-foot-wide passageway to the south, toward area 28.)

Golden Crown: This gold crown contains several enhancements, though most of them are keyed to area 25 of the tomb.

Description: This gold crown is a small replica that is inlaid in silver.

Activation: Anyone who wears the crown learns of its powers.

Effect: If worn, the wearer is immediately telepathically visited with the information that the crown cannot be removed unless the scepter is touched to it—see specifics under the *gold and silver scepter* description. The wearer can also immediately see within the throne

room as if in normal daylight. Also, the wearer is immune to the *levitation* effect of the pillars.

However, the crown cannot leave the chamber. If *teleported* out, it immediately returns with its wearer (if still worn). The wearer cannot physically walk out of the chamber and must remove the crown to do so.

Aura/Caster Level: Overwhelming transmutation [evil]. CL 20th. Weight: 1/2 lb. Price: 2,500 gp.

Gold and Silver Scepter. This gold and silver scepter contains a few enhancements keyed to area 25, or to the golden crown.

Description: One end of the scepter is a ball of gold, while the other is a sphere of silver.

Activation: If the silver end of the scepter is touched to the silver inlay of the crown on the throne, the secret door is revealed, as described above.

Additionally, touching the scepter to the golden crown has another effect that depends on which end is used to touch the crown.

Effect: If touching the scepter to the golden crown in order to remove it, the wearer must choose between the silver or golden end. If the silver end is touched to the crown, the wearer must make a DC 27 Fortitude save or be instantly snuffed out, turning to a fetid powder that cannot be brought back to life through any means save 9th-level effects such as *wish* or *miracle*. On a successful save, nothing happens, but the crown does not come off. If the golden knob of the scepter is touched to the crown, the wearer can lift it from his or her head.

Aura/Caster Level: Overwhelming transmutation [evil]. CL 20th. Weight: 1/2 lb. Price: 2,500 gp.

Assistance from Allies:

Acererak/Lyzandred – Touch the silver end of the scepter to the inlay.

26. ELECTRIC BLUE (EL 15)

Both the small rooms keyed to this entry share the same exterior:

This small door seems to shimmer with a faint blue light. A sturdy brass ring hangs enticingly at the center of the door.

Both doors keyed to this entry are unlocked. The western room keyed to this entry is empty of all but dust. The eastern room keyed to this entry is not empty:

A large wooden sarcophagus rests upon a low stone table. Broken and looted chests, urns, and coffers are scattered about on the floor.

The sarcophagus contains the parts of a mummy (not an undead creature, exactly, for at this time it is the mummified remains of a human) with wrappings partially undone and tattered, and a huge amethyst just barely visible between the wrappings covering the head—the gem is lodged in one eye-socket.

Creature: If the mummified corpse is robbed of its gem (or its magic ring; see below), the cursed gem activates (and *disintegrates*), pulling the spirit of a mummy lord into the corpse, which attacks the characters to the best of its abilities. Note the *ring of minor elemental resistance (fire)* it wears, hidden beneath the wrappings on the middle finger of its left hand.

➤ **Mummy Lord, 10th-Level Cleric (1):** hp 132; see *Monster Manual*, page 190.

Treasure: The mummy lord possesses: +2 half-plate armor, cloak of resistance +2, ring of minor elemental resistance (fire), brooch of shielding.

Assistance from Allies:

Acererak – If you take the gem, you'll awaken the mummy.

27. SCINTILLATING VIOLET (EL 19)

The room keyed to this entry has a snazzy exterior.

This small door seems to scintillate with a faint violet light. A sturdy brass ring hangs enticingly at the center of the door.

The door opens easily, but it brightens when so pulled, showing tinges of sickly green flickering amidst the violet. Once the door is open, show *Illustration #22*:

This 10-foot-square chamber contains many martial war decorations, which consist of crossed swords over round shields.

A total of eight sets of crossed swords hang on the walls of this room (three on each east and west wall, and two flanking the north and south doors).

Creature: The decorations are actually just that, at least until someone crosses the threshold of the chamber (or who attacks into the chamber). At that point, a ragewind appears in the chamber and attacks. If a character is hacked to pieces, surviving decorative sets return to their wall mounts, waiting for the next transgressor.

➤ **Ragewind (1):** hp 279; see *Appendix I*.

Tactics: If a character makes it all the way to room 27A, the ragewind ceases attacking that character and vanishes or move on to the next character that crossed the threshold.

Assistance from Allies:

Acererak/Lyzandred – The swords come alive so pass through here quickly if you want to reach the other side.

27A. CHAMBER OF HOPELESSNESS

Characters who enter or arrive suddenly (as from the *teleport* trap from the devil face in area 25) in this chamber see *Illustration #23*:

Water spills from a wall basin onto a sodden floor strewn with decayed bones and rotted equipment. Runes are carved in the northern wall.

Anyone studying the runes who can read Common should receive Player Handout #3.

The water is safe to drink, but lacking in nutrition as the many skeletons lying here testify. Many fine cracks in the ground make certain that flooding the place by stopping up drainage is impossible. The door to room 27 opens easily, but the ragewind there must be dealt with (if it hasn't already been destroyed); however, the ragewind ceases its attack as soon as the character(s) retreats into the chamber to the north.

Treasure: Amid the rotting equipment, a few valuables remain. A DC 18 Search check reveals 500 gp in a holed bag, several crushed gems, shattered vials, and broken (and o charge) wands, an unbroken *potion of reduce person* and a +1 flail with the name "Shatterskull" inscribed in Dwarven on the shaft.

Assistance from Allies:

Acererak/Lyzandred – The throne and scepter are the key forward.

28. WONDROUS FOYER

The narrow passage behind the throne leads to a landing and steps that funnel south. See *Illustration #24*.

The steps, wall, and ceiling of this stairwell are each apparently forged of a separate precious or semiprecious metal. A bronze key lies untended on one of the steps.

The six steps are made of onyx, pink marble, lapis, black marble, serpentine (golden), and malachite (respectively, from lowest to highest). The walls are lined with copper (untarnished and gleaming) panels set between rare woods inlaid with ivory. The ceiling is silvered iron, formed so as to reflect and multiply light. Upon the fourth step is a large, cylindrical key of bronze called the *key of antipathy*. The doors on the south wall are apparently made of mithral (see area 29).

Key of Antipathy: This bronze key has an effect that repels creatures.

Description: This large, cylindrical key is formed from bronze. The *key of antipathy* appears to work as a normal key, and visually it appears to fit the mithral valves described in area 29 (though on a successful DC 30 Search check, a comparison reveals this not to be the case).

Activation: Touching the key activates its power.

Effect: This bronze key enjoys an *antipathy* effect—any creature touching it must make a DC 23 Will save or be repelled by an overpowering urge to avoid the key. The compulsion forces them to abandon the key and never touch it again. Even on a successful save, a creature feels uncomfortable touching or using it.

Aura/Caster Level: Overwhelming enchantment. CL 20th. Weight: n/a. Price: 2,500 gp.

Assistance from Allies:

Acererak/Lyzandred – Grab the key, you'll need it later.

29. MITHRAL VALVES (EL 16)

The doors set on the southern end of area 28 are 14-feet wide and 28-feet tall (and 3-feet thick). They are not forged of mithral; they just appear as if they are. (As in other places, it was too expensive for the demons to keep replacing mithral doors stolen by ambitious tomb looters.) However, in addition to a glamor to give the valves an illusion of mithral, they are suffused with a *globe of invulnerability* effect that affects only the doors, their hinges, and the stone and metal around the hinges, allowing the valves to shed any spell of 4th or lesser level). The effect cannot be brought down by a targeted *dispel magic* but it can be suppressed for 1d4 rounds if the *dispel* check beats a DC of 31. If one or both valves are removed from the stone that moors it through some determined engineering, the valve (or valves) loses all magical abilities. The doors also enjoy a traplike effect called the flood of blood).

The valves are locked (DC 45 Open Lock check; see Trap below), but offer a tempting keyhole: Where the valves meet, at about waist height, is a cuplike depression, a hemispherical concavity, with a central hole. The hole appears to be the keyhole for the *key of antipathy*, but if the *key of antipathy* is inserted, the character doing so is jolted for 2d10 points of electricity damage, while the First Key (obtained from area 19) deals 4d10 points of electricity damage to anyone who inserts it!

The real key to these great gates is the *gold and silver scepter* from 25D. If the gold ball is inserted into the depression, the valves swing silently open. If the silver sphere is touched to the hemispherical cup, the character must make a DC 28 Will save or instantly be spat out of the devil's mouth at 6, while all nonliving materials with him are teleported to area 33. The scepter flashes back to the throne at 25D.

Trap: If the valves are scratched or nicked, a line of blood appears; if attacked by force significant enough to deal any damage (or if an Open Lock check fails by more than 5), the flood of blood trap is triggered.

✦ FLOOD OF BLOOD TRAP

CR 16

Description If the valves take damage, or absorb damage with hardness, or an Open Lock check fails by more than 5, the trap triggers. The throne/secret door at 25D reseals and locks (Open Lock DC 45 to access again) and the valves gush forth the blood of all those who've died in the tomb and floods the room. A *cure critical wounds* applied to the valve staunches the flow of blood, as will a *heal*, two *cure serious wounds*, or four *cure light wounds* spells.

Search DC 31; **Type** magic

Trigger detection (damaging the valves), **Init** +8

Effect drowning (*Dungeon Master's Guide*, page 304)
Duration 4 rounds to fill the room, 24 hours to drain the room
Destruction destroying the valves triggers the trap
Disarm Disable Device DC 47 (valves)
Dispel DC 31 (valves)

Assistance from Allies:

Acererak/Lyzandred – Touch the gold end of the scepter to the depression.

30. FALSE TREASURE ROOM (EL VARIES)

When characters look into this chamber, show *Illustration #25*:

A silvered ceiling reflects a grand room with inlaid ivory and gold tiled walls and a polished agate tiled floor. A hulking black iron demonic sculpture rests in each corner of the chamber, each bearing a distinctive weapon. In addition, the chamber contains a gold filigreed bronze urn from which issues a thin stream of smoke, two iron chests, and a granite sarcophagus which is plainly inscribed with the name 'ACERERAK.'

Most of the features in this chamber are designed to distract and derail characters intent on finding the real treasury of Acererak.

Antimagic Chamber: The room itself is lined with lead and exists within a customized *antimagic field* (abjuration; CL 20th), so no spells work within the chamber, and no magical properties of items of any sort properly function except items and spells that detect auras such as magic or evil. Also, the spell-like abilities of the efreeti function normally, as do the enchantments on the contents of the iron chests.

A. Bronze Urn: This gold filigreed container is the size of a Small creature, and a thin stream of smoke issues from a tiny vent in its brass stopper that is sealed with gold fill. This gold must be pried out to open the urn. If the stopper is removed, an efreeti emerges. If the urn has been battered, knocked about, shaken, overturned, and so on, the efreeti is in a fury and attacks immediately. Otherwise, it is unfriendly and must be dealt with in a diplomatic fashion to coax out a single *wish*; otherwise it merely leaves (walking from the chamber then *plane shifting* away).

☛ **Efreeti (1):** hp 75; see *Monster Manual*, page 115.

B. Granite Sarcophagus: The huge outer shell of this stone container is scribed with the name ACERERAK (a DC 20 Spot check reveals that some precious inlay was pried out at some point in the past). The sarcophagus opens with not too much effort (DC 16 Strength check) and contains the rotted remnants of an inner wooden coffinlike shell, a few bones, defaced jewelry (precious stones pried out), torn bits of robes and windings, dust, and a broken staff (a DC 15 Knowledge (arcana) check reveals that it was a *staff of the magi*). If this broken staff is removed from this chamber, the effect of

breaking a staff of the magi, long delayed, is visited upon the holder; see page 280 of the *Dungeon Master's Guide*. Among the remnants is a shattered skull. (one of Acererak's previous demilich experiments)

C. Iron Chests: Each of these massive iron boxes is set into the stone and is triple locked (Open Lock DCs 25, 30, and 40, respectively) and each is set with spray of poison needle traps. Both show marks of prying, battering, and so on.

☛ **SPRAY OF POISON NEEDLES TRAPS** CR 16 EACH
Description Each chest has a poison needle trap.
Search DC 31; **Type** mechanical

Trigger touch (open chest), **Init** +8
Effect ranged attack +16 to each square in room (1 damage plus poison [deathblade, DC 20, 1d6 Con/2d6 Con])
Duration 19 rounds
Destruction AC 10, hardness 5; hp 15; Break DC 23 (chest)
Disarm Disable Device DC 47 (chest)

The eastern chest holds 10,000 gems that appear to be of not less than base 50 gp value each, thanks to an illusory effect (illusion; CL 20th) that fades if the gems are removed from the tomb. Each is actually a quartz flint worth at most 1 cp.

D. Iron Statues: Each iron statue is 9 feet tall and is forged of black iron. The statue to the northeast stands with a saw-toothed two-handed sword raised to strike; the statue to the northwest has a huge, spike-ended mace; to the southeast the sculpture readies a wickedly spiked morning star, and the one in the southwest has a glaive. Each has a magical aura (transmutation; CL 20th), but they are merely hunks of metal; they do nothing. Each has an evil aura as well (overwhelming), and the visage of each of these iron statues is most fearsome and terrifying.

Those interested in moving the statues may do so with a DC 22 Str check. If the northwestern statue is moved, a pull ring in the floor is revealed. The pull ring is a concealed door that opens into a 10-foot deep, 5-foot wide shaft that opens onto a lower corridor leading west, as shown on the map.

Assistance from Allies:

Acererak/Lyzandred – Move the northwest statue to continue forward.

31. PHASE EXIT

The two one-way doors at the southern end of the two matched hallways (as shown on the map) are magical indungeon constructions (transmutation; CL 20th) that utilize an effect similar to *passwall* in that they allow characters approaching from the north to pass as if normal through either door into the east-west corridor to the south. Once through, however, the passage simply doesn't exist from the south. Once something partly enters the door from the north, it is committed—it cannot stop halfway and return. Thus, a rope or other long object must pass all the way through. Attempting to

pull it back up toward the north is like attempting to pull the wall itself—it acts as if embedded.

Assistance from Allies:

Acererak/Lyzandred – Don't go through these doors; look for the secret door.

32. THE TRUE CRYPT? (EL 20)

Read this carefully; the room beyond the secret door changes aspects depending on the actions of the characters.

A. The Secret Door to the True Crypt: A secret door at this location noted on the map leads into the crypt. Discovery of the secret door (DC 25 Search check) reveals a small keyhole. If the First Key (Gold Key from area 19) is inserted or characters succeed on a DC 40 Open Lock check, a 10-foot-square section of the wall sinks; it is a stone-sheathed adamantine cube. (Can anyone doubt that the end of the adventure—one way or another—is near?)

B. The Crypt: Revealed by the sinking cube described above is a 10-foot wide, 20-foot deep cavity with an arched, 25-foot tall ceiling, apparently empty save for a small, square depression a few inches deep in the center of the floor. Careful inspection (DC 25 Search check) reveals a small hole in the depression—another keyhole!

If the First Key (Gold Key from area 19) is inserted or a DC 45 Open Lock check is failed by 5 or more, the first key trap is triggered.

🔑 FIRST KEY TRAP

CR 14

Description If the First Key (Gold Key from area 19) is inserted or a DC 45 Open Lock check is failed by 5 or more, the first key trap is triggered. It affects an area 20 ft. radius around the lock.

Search DC 29; **Type** magic

Trigger touch (keyhole), **Init** +7

Effect 1d6 fire (Reflex DC 24 half)

Duration 1 round

Destruction AC 10, hardness 20, 4,800 hp, Break DC 60 (cube)

Disarm Disable Device DC 43 (cube)

Dispel DC 31 (cube)

If the key of *antipathy* is inserted into the keyhole and turned, nothing untoward happens; in fact, nothing happens at all, unless the key is completely rotated clockwise three times in succession. If this occurs, the crypt trap is triggered.

🔑 CRYPT TRAP

CR 20

Description If the key of *antipathy* is inserted into the keyhole and turned, nothing untoward happens; in fact, nothing happens at all, unless the key is completely rotated clockwise three times in succession. If this occurs, the crypt trap is triggered. It causes the true vault to rise from the floor, filling the entire southern 15-foot section of the 20-foot deep room; this crushes those who fail to get out in time (Reflex DC 30 avoids). Those crushed are compacted up into the space above the true crypt—a DC 35 Disable Device check

can reset the true crypt back into the floor so that trapped (and probably deceased) compatriots and their belongings can be accessed.

Search DC 35; **Type** magic

Trigger touch (keyhole), **Init** +10

Effect 20d20 bludgeoning damage each round

Duration 21 rounds

Destruction AC 10, hardness 20, 4,800 hp, Break DC 60 (cube)

Disarm Disable Device DC 55 (cube)

Dispel DC 31 (cube)

After the crypt trap is triggered, the southern 15-foot section of the chamber is filled with a mithral vault. A mithral door with a pull ring is visible, and it opens onto area 33 (inside the mithral vault) with a hard pull (DC 15 Str check). However, no one can pass into the crypt (area 33) unless they are wearing an *Amulet of the Void* (although they can remove it once they are in the crypt itself).

Assistance from Allies:

Acererak – Gold key then bronze key thrice, but watch out a rising danger.

Lyzandred – Gold key then bronze key thrice.

33. CRYPT OF ACERERAK (EL 20)

When characters open the door at the end of the corridor revealed in 32, show *Illustration #26*.

A pile of gems, coins, vials, scrolls, and other items lies immediately inside the door of this mithral vault, but against the rune-scribed far wall is a stone bier. On the bier is a thick layer of dust mixed with bone shards and a gem-encrusted skull.

Here lingers the demilich Acererak . . . or so it would seem. Most adventurers who reach this “true” crypt die screaming, thinking their souls are being plucked forth by Acererak himself. In truth, the skull described in the mithral vault, while potent and likely ultimately lethal to the PCs, is a lesser demilich created by the real demilich, designed to facilitate his elaborate, ages-long plot. The real demilich resided in his Fortress of Conclusion in the Negative Energy Plane, seeking to merge his consciousness with the fabric of negative energy itself, and so undergo a terrible apotheosis. Now the vestige Tenebrous has his agents there trying to arrange the same. Tenebrous expects the PCs to be defeated by the demilich here and their souls used to power his own apotheosis.

Important Note: Once the PCs enter this room, the symbols on the *Amulet of the Void* become readable. Any PC who specifically says they are looking at the *Amulet of the Void* or who makes a DC 30 Spot check notices the symbols can be read. Provide *Player Handout #4*. PCs who figure out to gather some of the dust here can walk through the face of the green devil in area 6 without being annihilated if they wear the *Amulet of the Void* and carry the dust. Those who do will continue their adventure in DM'S CHALLENGE 3 of the HORRORS NEVER

DIE Story Arc (2006-2007). While destruction of the demilich is desirable, it is not mandatory to proceed to the next adventure. Furthermore, the demilich may simply be too powerful for many parties.

Creature: Acererak left behind the dust of his bones and a potent demilich resting in the far recesses of the vault. If the treasure in the crypt is touched, the dust swirls into the air and forms a man-like shape. In previous decades, the form, while seeming to threaten, couldn't hurt intruders unless they interacted with it. But no more—now the form is a complete illusion (illusion; CL 20th).

The danger is the demilich, in the form of the jeweled skull (show *Illustration #27* if PCs study the skull or if it attacks). In prior decades, the skull was content to wait until touched; however, if any creature touches the treasure or the skull itself, it attacks with its *trap the soul* power immediately, until it vanquishes all foes.

➡ **Demilich (1):** hp 108; see Appendix I.

Developments: If the demilich is destroyed, each character trapped in a gem must make a DC 28 Will saving throw. A failed save indicates the demilich drained the soul and devoured it before being destroyed. Those who succeed are not destroyed, but their soul remains trapped in a gem; this is evidenced by a faint inner light (and the character is visible as a tiny figure within the gem if viewed with *true seeing* or similar effects).

Treasure: The pile of coins and items include the following items:

- All the items from characters who lost their equipment through various tomb traps.
- Ninety-seven 10 gp gems and three huge gems (a 1,000 gp peridot, a 5,000 gp emerald, and a 10,000 gp black opal).
- Gems set in the demilich construct: two jewels set into the eye sockets (5,000 gp rubies) and 6 pointed (marquis cut) diamonds set as teeth in the jaw (each diamond worth 1,000 gp).
- The demilich's possessions: *bracers of armor +8*, *ring of protection +5*, *ring of wizardry IV*.
- Three jars of *Keoghtom's ointment*, two jars of *stone salve*, two jars of *Nolzur's marvelous pigments*, and a *potion of greater magic fang +5*.
- A *book of infinite spells*, a *ring of regeneration*, a *metamagic rod (empower)*, an *instrument of the bards* (*Ollamh Harp*) (*Complete Arcane*), and a *staff of frost*.
- A *dagger of defense* (*Complete Adventurer*), a *desert's heart* (*Arms & Equipment Guide*), *skullshaker hammer* (*Arms & Equipment Guide*), and a *sun blade*.
- A pair of *goggles of lifesight* and a *wrapped tower* (see *Libris Mortis*, pages 76 and 78).

Assistance from Allies:

Acererak – Just grab some dust and head for the green devil. While this skull isn't mine, it's more than dangerous enough.

Lyzandred – Just grab some dust and head for the green devil.

ADVENTURE QUESTIONS

To enable the Campaign to track the results of this adventure and this apply these results to the development of future adventures in the story arc, please email your answers to the following questions to Steven Conforti, LIVING GREYHAWK Circle, at scon40@aol.com.

1. Did the PCs reach the demilich?
 - a. Yes.
 - b. No.
2. Did the PCs defeat the demilich?
 - a. Yes.
 - b. No.
3. Did the PCs successfully recover some of Acererak's dust?
 - a. Yes.
 - b. No.
4. Did any of the PCs get trapped in the demilich's gems?
 - a. Yes, 6 of them.
 - b. Yes, 5 of them.
 - c. Yes, 4 of them.
 - d. Yes, 3 of them.
 - e. Yes, 2 of them.
 - f. Yes, 1 of them.
 - g. No, none of them.

ADVENTURE RECORD

You'll want to print out a copy of the Adventure Record for each player.

Circle the correct gp/xp cap amount for each PC based on their character level when they began this adventure. Mark off any items they did not find during the adventure. PCs who reach area 7 or higher earn $\frac{1}{4}$ the gp/xp for the adventure, PCs who reach area 10 earn $\frac{1}{2}$ the gp/xp for the adventure, PCs who reach area 21 earn $\frac{3}{4}$ the gp/xp for the adventure, and PCs who reach area 33 earn full gp/xp for the adventure.

If the PCs accepted the offer from Lyzandred (**Act of Cooperation - Lyzandred**), they gain **Lyzandred's**

Reward. If the PCs accepted the offer from Acererak (**Oath of Cooperation - Acererak**), they gain **Acererak's Reward**. If the PCs were diplomatically successful with the efreeti, they gain **A Wish Owed**.

APPENDIX I: ENEMIES

ABYSSAL ANT SWARM **CR 16**
 CE Diminutive aberration (extraplanar, swarm)
Init +5; **Senses** darkvision 60 ft., Listen +13, Spot +13
Languages Abyssal (don't speak)

AC 21, touch 15, flat-footed 20
 (+4 size, +1 Dex, +6 natural)
hp 165 (20 HD)
Immune flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures (with the exception of mind-affecting effects if the swarm has an Int and a hive mind), critical hits, weapon damage, acid, poison
Resist cold 10, electricity 10, fire 10; **SR** 22
Fort +11, **Ref** +9, **Will** +15
Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells); susceptible to high winds; can't grapple

Speed 40 ft. (8 squares), climb 20 ft.
Melee swarm (4d6 plus 2d8 acid) **or**
Ranged spit acid +16 ranged touch (2d8)
Space 10 ft.; **Reach** 0 ft.
Base Atk +15; **Grp** —
Atk Options acid, distraction, penetration
Special Actions spit acid

Abilities Str 1, Dex 12, Con 16, Int 7, Wis 12, Cha 13
SQ hive mind, swarm traits
Feats Alertness, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Point Blank Shot, Skill Focus (Climb)
Skills Climb +14, Listen +13, Spot +13

Hive Mind (Ex): An abyssal ant swarm has a hive mind, which makes it susceptible to mind-affecting spells. For purposes of such spells, the swarm is a single creature of the aberration type.

Distraction (Ex): Any living creature that begins its turn with an abyssal ant swarm in its space must succeed on a DC 23 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Acid (Ex): The swarm attack of an abyssal ant swarm deals acid damage in addition to the normal damage of the creatures' bites and stings. Also, as a standard action, a swarm of abyssal ants can produce a shower of acidic spittle that works as a grenadelike weapon, dealing 2d8 points of acid damage on a direct hit and 1d4 points of acid splash damage to creatures within 5 feet of the target. Creatures directly hit by the acid take an additional 1d8 points of damage 1 round when being hit.

Penetration (Su): The swarm attack of an abyssal ant swarm penetrates DR as if it were a magic weapon.

Skills: Abyssal ant swarms have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Description Eight inch long bodies of red and black chitin, glowing blue multi-faceted eyes, and purple mandibles dripping with acid-slime.

Sources *Fiend Folio*

ANGEL OF DECAY

CR 15

CE Large undead
Init +6; **Senses** darkvision 60 ft.; Listen +29, Spot +29
Aura rotting aura
Languages Common, Abyssal

AC 28, touch 15, flat-footed 26
 (-1 size, +2 Dex, +4 deflection, +13 natural)
hp 256 (26 HD); DR 10/adamantine and magic
Immune mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage
SR 24
Fort +14, **Ref** +18, **Will** +26

Speed 30 ft. (6 squares), fly 50 ft. (poor)
Melee 2 claws +25 (2d6+13) **and**
Melee 2 wing slams +20 (1d6+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +30
Atk Options Cleave, Power Attack, rotting touch
Special Actions Combat Reflexes

Abilities Str 37, Dex 14, Con —, Int 20, Wis 20, Cha 18
SQ undead traits, unholy grace
Feats Cleave, Combat Reflexes, Great Fortitude, Improved Initiative, Improved Toughness, Iron Will, Lightning Reflexes, Power Attack, Toughness
Skills Concentration +29, Diplomacy +6, Hide +18, Knowledge (arcana) +29, Listen +29, Move Silently +26, Search +29, Sense Motive +29, Spellcraft +31, Spot +29, Survival +5 (+7 following tracks)

Rotting Aura (Su): When the creature is not flying, rivulets of vile corruption stream from an angel of decay's body, constantly regenerating and renewing a pool of odiferous rot all around the creature.

An angel of decay's pool of rot is a 15-foot-radius spread. Any corporeal creature standing on the ground within that area must make a DC 27 Reflex saving throw each round or take 5d6 points of damage (half that on a successful save) as its flesh begins to succumb to decay. The creature must also succeed on a subsequent DC 27 Will saving throw (regardless of whether it succeeds on the first save) or be nauseated for 1 round.

In each round that a creature takes damage from an angel of decay's rotting aura, the angel of decay heals 5 points of damage per victim.

Rotting Touch (Su): An angel of decay that hits a single foe with more than one attack in a round rots its opponent's flesh. This effect automatically deals an extra 1d6+6 points of damage and heals the angel of decay of 5 points of damage.

Unholy Grace (Su): An angel of decay adds its Cha modifier as a bonus on all its saving throws and as a deflection bonus to its AC. The stat block already reflects these bonuses.

Description A repulsive, extremely tall, humanlike creature with long, rotting wings and peeling flesh, this monstrosity continually shed rivulets of filth and decay, creating a pool of rot in which it stands.

Sources *Libris Mortis*

ARCANE OOZE, ADVANCED**CR 17**

N Gargantuan ooze

Init -5; **Senses** blindsight 60 ft., blind, Listen -5**Aura** spell siphon**Languages** none**AC** 5, touch 1, flat-footed 5

(-4 size, -5 Dex, +4 natural)

hp 645 (43 HD)**Immune** mind-affecting spells and abilities, gaze attacks, visual effects, illusions, attack forms which rely on sight, poison, sleep effects, paralysis, polymorph, stunning, critical hits, flanking, immunity to magic (see below)**Fort** +23, **Ref** +8, **Will** +8**Speed** 20 ft. (4 squares), climb 20 ft.**Melee** slam +41 (3d6+19 plus 2d6 acid)**Space** 20 ft.; **Reach** 15 ft.**Base Atk** +32; **Grp** +57**Atk Options** acid, constrict, improved grab**Abilities** Str 37, Dex 1, Con 30, Int —, Wis 1, Cha 1**SQ** ooze traits**Skills** Climb +21**Acid (Ex):** An arcane ooze secretes a digestive acid that dissolves only flesh. Any successful hit in melee combat or a constrict attack by the creature deals an extra 2d6 points of acid damage.**Constrict (Ex):** An arcane ooze deals automatic slam damage and acid damage with a successful grapple check.**Improved Grab (Ex):** To use this ability, an arcane ooze must hit with its slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.**Spell Siphon (Su):** An arcane ooze exerts a strange pull on arcane spell energy. Any time an arcane spellcaster begins his turn within 60 feet of an arcane ooze, he must make a DC 27 Fortitude save or lose a random spell of the highest spell level that he has available. For every spell lost by a victim in this manner, the arcane ooze gains temporary hp equal to 5 x the level of the lost spell. These temporary hp are lost after 1 hour. Line of effect between the spellcaster and the arcane ooze is necessary in order for this ability to work. The save DC is Con-based.**Immunity to Magic (Ex):** An arcane ooze 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 magical attack that deals electricity damage increases and arcane ooze's speed as if it had been affected by the *haste* spell for 3 rounds. A magical attack that deals acid damage heals an arcane ooze of an amount of damage equal to half the acid damage that the spell would normally have caused.**Skills:** An arcane ooze has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.**Description** This creature resembles a fluid mass of green protoplasm. Within its immense bulk, glowing veins throb and pulse with eldritch light.**Sources** *Monster Manual* III**BLEAKBORN****CR 7**

NE Medium undead

Init +3; **Senses** darkvision 60 ft., Listen +12, Spot +12**Aura** heat-draining aura**Languages** Common, Moilian**AC** 27, touch 13, flat-footed 24

(+3 Dex, +14 natural)

hp 72 (8 HD); contingent healing 10**Immune** mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage**Resist** +2 turn resistance**Fort** +2, **Ref** +7, **Will** +8**Speed** 30 ft. (6 squares)**Melee** slam +10 (1d6+9 plus 2d6 cold)**Base Atk** +4; **Grp** +10**Atk Options** cold to the touch, create spawn**Special Actions** Combat Reflexes**Abilities** Str 22, Dex 16, Con —, Int 14, Wis 14, Cha 15**SQ** diet dependent, fire lover, undead traits**Feats** Alertness, Combat Reflexes, Lightning Reflexes**Skills** Diplomacy +6, Hide +11, Intimidate +10, Listen +12, Search +10, Sense Motive +8, Spot +12, Survival +2 (+4 following tracks)**Cold to the Touch (Su):** The touch of a bleakborn deals 2d6 cold damage. Each 3 points of cold damage dealt heals a bleakborn of 1 point of damage. If this amount of healing would cause bleakborn to exceed its full normal hp total, it gains any excess as temporary hp. These temporary hp last for up to 1 hour. Anyone who hits a bleakborn in melee also takes 1d6 points of cold damage, unless wielding a reach weapon.**Contingent Healing:** A bleakborn only heals when in range of a living creature that it can affect with its heat-draining aura. Even if brought to 0 hp or less, a bleakborn eventually heals if a living creature at some future date wanders within 30 feet of the bleakborn's remains, automatically triggering its heat-draining aura. As long as affected creatures are within its heat-draining aura, a bleakborn's contingent healing remains active. A bleakborn does not have immunity to cold. While a bleakborn doesn't take cold damage from its own abilities, it can take cold damage from another of its kind (although the bleakborn in the Tomb are special, immune to each other's cold damage).**Create Spawn (Su):** Any humanoid slain by a bleakborn becomes a normal zombie in 1d4 rounds. These spawn are under the command of the bleakborn that created them and remain enslaved until its destruction. They do not possess any of the abilities they had in life. Sometimes a newly created spawn becomes a bleakborn instead of a mere zombie, though the wiles of the dark gods determine such instances (that is, the DM decides when this occurs).**Diet Dependent:** Bleakborns are diet-dependent upon warmth, which they gain through their heat-draining aura.**Fire Lover (Su):** A magical fire attack heals a bleakborn of 1 point of damage for each 3 points of damage the attack would otherwise deal. If this amount of healing would cause bleakborn to exceed its full normal hp total, it gains any excess as temporary hp. These temporary hp last for up to 1 hour. For example, a bleakborn hit by a *fireball* that would normally deal 18 points of damage instead gains 6 hp. A bleakborn makes no saving throws against fire effects.**Heat-Draining Aura (Su):** All living creatures (except those immune to cold damage) that approach within 30 feet of a bleakborn are subject to its heat-draining aura. Victims must make a DC 16 Fort save. If they fail, they take 2d6 hp of cold damage per round as their living heat is sucked away, but if

they succeed, they lose only 1d6 hp per round that they remain in the radius. Should a bleakborn kill a humanoid creature with its heat-draining aura, the victim rises again as a bleakborn spawn. The save DC is Cha-based.

Description This frigid corpse is so cold that it is frosted with icy crystals. Sensing the warmth of life, it shambles eagerly towards its victims. Its eyes reflect the vacuum of the void, its touch chills to the bones, and its very presence seems to drain the heat from your pores.

Sources *Libris Mortis*

BLOODMOTE CLOUD CR 6

NE Fine undead (swarm)

Init +1; **Senses** darkvision 60 ft., Listen +0, Spot +0

Languages none

AC 19, touch 19, flat-footed 18

(+8 size, +1 Dex)

hp 90 (10 HD)

Immune weapon damage, flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures, mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

Fort +2, **Ref** +3, **Will** +6

Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells); susceptible to high winds; can't grapple; count as one-half its normal HD for purposes of turning

Speed Fly 20 ft. (4 squares)

Melee swarm (1d4 plus blood drain)

Space 10 ft.; **Reach** 0 ft.

Base Atk +5; **Grp** —

Atk Options blood drain, distraction

Abilities Str 4, Dex 13, Con —, Int —, Wis 10, Cha 1

SQ diet dependent, swarm traits, undead traits

Blood Drain (Ex): A bloodmote cloud drains blood and deals 1d3 points of damage and 1d2 points of Con damage to any creature whose space it occupies at the end of its move.

Diet Dependent: A bloodmote cloud is diet dependent upon blood, which it consumes using its blood drain ability.

Distraction (Ex): Any living creature that begins its turn with a bloodmote cloud in its space must succeed on a DC 15 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Description This cloud of buzzing insects boils towards its victims, droning ominously in its strangely deep pitch and accompanied by the sickly sweet aroma of blood.

Sources *Libris Mortis*

BONE NAGA, DARK NAGA SORCERER 6 CR 15

NE Large undead (augmented aberration)

Init +6; **Senses** darkvision 60 ft., detect thoughts, Listen +15, Spot +15

Languages Common, Infernal; telepathy 250 ft.

AC 17, touch 11, flat-footed 15

(-1 size, +2 Dex, +6 natural)

hp 135 (15 HD); DR 5/bludgeoning

Immune cold, poison, mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage, mind reading

Resist +2 racial bonus against all charm effects; **SR** 25

Fort +10, **Ref** +14, **Will** +18

Speed 40 ft. (8 squares)

Melee sting +12 (2d4+2 plus poison) **and**

Melee bite +7 (1d4+1 plus poison)

Space 10 ft.; **Reach** 5 ft.

Base Atk +9; **Grp** +15

Atk Options poison

Special Actions Dodge, spells

Sorcerer Spells Known (CL 13th; save DC is Cha-based):

6th (4/day)—*disintegrate* (DC 20), *globe of invulnerability*

5th (6/day)—*cloudkill*, *cone of cold* (DC 20), *hold monster* (DC 19)

4th (6/day)—*charm monster* (DC 18), *fear*, *fire shield*, *stoneskin*

3rd (7/day)—*dispel magic*, *displacement*, *fireball* (DC 18), *lightning bolt* (DC 18)

2nd (7/day)—*cat's grace*, *eagle's splendor*, *invisibility*, *mirror image*, *scorching ray* (3 rays, +10 ranged touch)

1st (7/day)—*expeditious retreat*, *magic missile*, *ray of enfeeblement* (+10 ranged touch), *shield*, *silent image*

0 (6/day)—*daze* (DC 14), *detect magic*, *detect poison*, *light*, *mage hand*, *open/close*, *prestidigitation*, *ray of frost* (+10 ranged touch), *read magic*

Abilities Str 14, Dex 15, Con —, Int 16, Wis 15, Cha 18

SQ undead traits

Feats Alertness, Combat Casting, Dodge, Eschew Materials^B, Improved Initiative, Lightning Reflexes, Spell Focus (evocation)

Skills Bluff +20, Concentration +15, Diplomacy +12, Disguise +5 (+7 acting), Intimidate +6, Knowledge (arcana) +12, Listen +15, Sense Motive +10, Spellcraft +25, Spot +15

Possessions *amulet of mighty fists* +2, *cloak of resistance* +5, *pearl of the sirines*, *diamond dust* (500 gp)

Detect Thoughts (Su): The bone naga can continuously *detect thoughts* as the spell (CL 9th; Will DC 17 negates). This ability is always active.

Poison (Ex): Bite, injury, Fortitude DC 17, 1d4 Str/1d4 Str; Sting, injury, Fortitude DC 17, 1d4 Con/1d4 Con. Save DCs are Con-based.

Description This skeletal creature looks like a giant undead snake, except for its humanlike skull and long, deadly fangs. Its tail ends in a bony stinger.

Sources *Serpent Kingdoms*

BONEYARD CR 14

CE Huge undead

Init +6; **Senses** darkvision 60 ft., Listen +25, Spot +25

Languages Common, Terran, Abyssal

AC 30, touch 10, flat-footed 28

(-2 size, +2 Dex, +20 natural)

hp 166 (17 HD); fast healing 10; DR 10/—

Immune cold, mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

SR 24

Fort +7, **Ref** +9, **Will** +15

Speed 20 ft. (4 squares), fly 60 ft. (good)

Melee bite +16 (2d8+15/19-20 plus bone subsumption)

Space 15 ft.; **Reach** 10 ft.

Base Atk +8; **Grp** +26

Atk Options bone subsumption, improved grab, utter subsumption

Special Actions Combat Reflexes, Dodge, summon skeletons

Abilities Str 31, Dex 14, Con —, Int 18, Wis 20, Cha 18

SQ inescapable craving, undead traits

Feats Combat Reflexes, Dodge, Great Fortitude, Improved Critical (bite), Improved Initiative, Improved Toughness, Lightning Reflexes

Skills Balance +22, Climb +30, Hide +22, Jump +30, Listen +25, Move Silently +22, Search +24, Spot +25

Bone Subsumption (Su): Whenever a boneyard successfully bites a foe, the victim must make a DC 22 Fortitude save (except for undead victims, which make Will saves). The save DC is Cha-based. On a failed save, the victim's bones begin to melt away from the body to meld with the form of the boneyard. The victim takes 2d4 points of damage to Constitution, Dexterity, and Strength. This ability works only on creatures that possesses a skeletal structure (so it works on many undead, but it is useless against constructs, elementals, oozes, and plants).

Improved Grab (Ex): To use this ability, a boneyard must hit a Large or smaller opponent with its bite 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 try to utterly subsume all the bones in the victim's body.

Inescapable Craving: A boneyard has an inescapable craving for bones, which it satisfies by using its bone subsumption ability.

Summon Skeletons (Su): A boneyard can summon undead creatures from its own bones once per day: 3-6 troll skeletons or 2-4 young adult red dragon skeletons. The undead arrive in 1d10 rounds and serve for 1 hour or until they are reabsorbed back into the boneyard.

Utter Subsumption (Su): If a boneyard wins a grapple check after using its improved grab ability, it attempts to pin the target on its next action. A boneyard that begins a turn with a victim still pinned and that makes one more successful grapple check automatically tears every bone from the victim's body, instantly killing the victim.

Description The pile of bones before you stirs. The bones rise and reform, and as each bone finds its proper place, the shape of a huge serpentine creature emerges, one whose form is composed of interlocking bones, its head the skull of some unnamed and long-dead beast.

Sources *Libris Mortis*

BRAIN IN A JAR TOMB WARDEN 3 UR-PRIEST 8, ADVANCED EVOLVED SPELLSTITCHED CR 17

NE Tiny undead Tomb Warden 3 Ur-Priest 8

Init +3; **Senses** tomb sense, blindsight 60 ft., darkvision 60 ft., Listen +24, Spot +24

Languages telepathy 100 ft.

AC 25, touch 16, flat-footed 22

(+2 size, +3 Dex, +1 deflection, +1 natural, +8 armor)

hp 174 (19 HD); fast healing 3; DR 10/magic and silver

Immune turning (within the Tomb), mind-affecting spells/abilities, magic sleep effects, paralysis, stunning,

disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

Resist +6 turn resistance (immune within tomb); **SR** 23 (Cha-based)

Fort +10, **Ref** +11, **Will** +26

Speed Fly 30 ft. (6 squares) (good)

Space 1 ft.; **Reach** 0 ft.

Base Atk +13; **Grp** —

Special Actions mind thrust, psionics, spell-like abilities, rebuke undead 11/day (+10, 2d6+27, 19th), spells

Ur-Priest Spells Prepared (CL 12th, save DC is Wis-based):

8th—greater spell immunity

7th—blood to water x2 (DC 25)

6th—antilife shell, banishment (DC 24), harm x2 (DC 24)

5th—flame strike (DC 23), greater command (DC 23), plane shift (DC 23), slay living (DC 23)

4th—dismissal (DC 22), inflict critical wounds (x2) (DC 22)

3rd—clutch of Orcus (DC 22), deeper darkness x2, protection from energy x2

2nd—calm emotions (DC 20), hold person (DC 20), protection from positive energy x2, silence, spiritual weapon

1st—command (DC 19), obscuring mist

0—detect magic x2, guidance x2, read magic x2

Spell-Like Abilities (CL 19th; save DC is Cha-based):

3/day—ray of enfeeblement

2/day—darkness, scorching ray

1/day—circle of death (DC 2423), enervation, fireball (DC 21), greater invisibility, lightning bolt (DC 21), mage armor, solid fog, teleport, wall of force

Psionics (CL 10th; save DC is Cha-based):

3/day—suggestion (DC 21), telekinesis (DC 23)

1/day—dominate person (DC 23)

Abilities Str —, Dex 16, Con —, Int 18, Wis 20 (26), Cha 24 (26)

SQ madness, undead traits, power of the dead, +2 profane bonus to saves, siphon spell power

Feats Alertness, Greater Spell Penetration, Iron Will, Practiced Spellcaster (Ur-Priest), Spell Focus (evil), Spell Penetration, Toughness

Skills Bluff +28, Concentration +22, Diplomacy +20, Knowledge (arcana) +22, Knowledge (the planes) +22, Knowledge (religion) +27, Listen +25, Spellcraft +21, Spot +25

Possessions periapt of wisdom +6, ioun stones (pink and green sphere, lavender and green ellipsoid), stone of good luck, bracers of armor +8

Siphon Spell Power (Ex): Because they steal whatever power they can, ur-priests learn to manipulate their energy in ways that confound other casters. An ur-priest of 6th level or higher can temporarily sacrifice two (or more) lower-level spell slots and use those slots to prepare a higher-level spell. The higher-level spell must be of a level the ur-priest can cast. Only one exchange of this sort can be made each day. The levels of the lower-level slots are totaled, then reduced to three-quarters (round down) to determine the level of the extra higher-level spell slot.

Tomb Sense (Su): While it is within its tomb, graveyard, or similar resting place it protects, a tomb warden of 2nd level or higher automatically knows the precise location of all intruders within that tomb. This ability is similar to blindsense, except that it functions without regard to line of effect and its effect extends to every portion of the tomb.

Power of the Dead (Su): While it is within its tomb, graveyard, or similar resting place it protects, a tomb warden of 3rd level can call upon the spirits of the dead to gain insight from them. This ability requires only a free action to activate, and grants the tomb warden an insight bonus on attack rolls, damage rolls, and saving throws equal to its Cha-modifier (minimum +1). A tomb warden can use this ability once per day, and its effects last for 10 minutes.

Mind Thrust (Su): A brain in a jar can spend a standard action to deliver a massive assault on the thought pathways of any one creature, undermining its intellect. This mind thrust deals 2d10 points of damage to any target creature that fails a DC 22 Will save. The save DC is Cha-based.

Madness (Su): Anyone targeting a brain in a jar with a thought detection, mind control, or any sort of telepathic or psionic ability that makes direct contact with its tortured mind takes 1d4 points of Wisdom damage.

Description Something gray and shriveled sloshes within a grimy glass canister – a disembodied brain afloat in alchemical preservatives.

Sources *Libris Mortis*, *Monster Manual II*, *Complete Divine*

CRYPT CHANTER LURKING TERROR 3 BARD 6
SEEKER OF THE SONG 5 CR 18

CE Medium undead (incorporeal) Lurking Terror 3 Bard 6
Seeker of the Song 5

Init +8; **Senses** darkvision 90 ft., Listen +26, Spot +22

Aura draining melody

Languages Common, Abyssal

AC 25, touch 25, flat-footed 21
(+4 Dex, +9 deflection, +2 insight)

Miss Chance 50% (incorporeal)

hp 189 (21 HD)

Immune mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

Resist +2 turn resistance

Fort +8, **Ref** +15, **Will** +21

Weakness daylight powerlessness

Speed 30 ft. (6 squares), fly 30 ft. (perfect)

Melee incorporeal touch +16 (1d8)

Base Atk +12; **Grp** —

Atk Options create spawn

Special Actions spells, bardic music 19/day (countersong, fascinate, inspire courage +1, suggestion (DC 22)), seeker music (burning melody, song of unmasking, dirge of frozen loss, song of life, anthem of thunder and pain), combine songs, subvocalize

Combat Gear chaos diamond, ring of telekinesis

Bard Spells Known (CL 6th):

2nd (4/day)—blindness/deafness (DC 21), calm emotions (DC 21), mirror image

1st (5/day)—charm person x2 (DC 19), Tasha's hideous laughter (DC 19)

0 (3/day)—detect magic, lullaby, mage hand, open/close, read magic

Abilities Str —, Dex 18, Con —, Int 14, Wis 14, Cha 24 (28)

SQ incorporeal traits, undead traits, deathly power, hide in plain sight, bardic knowledge +8, rapture of the song

Feats Alertness, Blind-Fight, Captivating Melody, Extra Music x2, Improved Initiative, Melodic Casting, Skill Focus (Perform (sing))

Skills Bluff +19, Concentration +24, Diplomacy +19, Hide +23, Intimidate +17, Knowledge (arcana) +26, Listen +26, Perform (sing) +46, Search +15, Spellcraft +6, Spot +22

Possessions combat gear plus greater choker of eloquence, cloak of charisma +4

Rapture of the Song (Su): A seeker of the song is so in tune with the power of the primal music that she gains special insight, physical fortitude, and resistance to magic while in the throes of her song. A seeker gains a +2 insight bonus to AC and on saving throws whenever she uses her bardic music ability, seeker music, or similar ability.

Seeker Music: A seeker of the song can use music or poetics to produce magical effects. Seeker music follows the same rules as bardic music. Each use of seeker music costs one daily use of bardic music to activate. Seeker of the song levels stack with bard levels for purposes of determining how many daily uses of bardic music and seeker music the character has. Some seeker music effects include a secondary effect, called a refrain. In any round when a seeker concentrates on a seeker music effect and expends another use of the bardic music, she can activate the refrain associated with that seeker music effect. Using a refrain is swift action that does not provoke attacks of opportunity. The original effects of the song do not end; the seeker can maintain the song and activate the refrain simultaneously.

Burning Melody (Su): A seeker of the song with 14 or more ranks in a Perform skill can gather a glimmer of the power of the primal music and gain some control over fire through this music. While a seeker sings this song, she and all of her allies within 30 feet who can hear her gain resistance to fire 15. An ally benefits from this effect for as long as it can hear the seeker sing.

Burning Melody, Refrain (Su): When she uses the refrain with her burning melody, a seeker shoots a 30-foot cone of fire from her fingertips. The cone deals 6d6 points of fire damage to creatures in its area. A successful Reflex save (DC 10 + the seeker's ranks in the Perform skill) halves the damage. The DC is 34.

Song of Unmaking (Su): A seeker with 15 or more ranks in a Perform skill can turn a fragment of the primal music's power against constructs. She can expend a use of bardic music and make a Perform check to deal 1d8 points of damage per seeker level to all constructs within a 30-foot burst of the seeker (no save).

Dirge of Frozen Loss (Su): A seeker of the song with 16 or more ranks in a Perform skill can gather a glimmer of the power of the primal music and gain some control over cold energy through this music. While a seeker sings this song, she and all of her allies within 30 feet who can hear her gain resistance to cold 15. An ally benefits from this effect for as long as it can hear the seeker sing.

Dirge of Frozen Loss, Refrain (Su): When she uses the refrain with her dirge of frozen loss, a seeker shoots a 60-foot line of cold energy from her fingertips. The line deals 10d6 points of cold damage to any creature it hits and causes any creature damaged by it to become fatigued. A successful Fort save (DC 10 + the seeker's ranks in the Perform skill) halves the damage and negates the fatigue. The DC is 34.

Song of Life (Su): A seeker of the song with 17 or more ranks in a Perform skill can use fragments of the primal music to protect and heal her allies. While a seeker sings this song, she and all of her allies within 30 feet who can hear her gain

immunity to poison and disease. An ally benefits from this effect for as long as it can hear the seeker sing.

Song of Life, Refrain (Su): When she uses the refrain with her song of life, a seeker can make a Perform check to heal a living creature of an amount of hit point damage equal to the check result, up to the creature's full normal hit point total). She must touch the affected ally to use this ability. The touch is a standard action, although activating the refrain is a swift action. The refrain has no effect on undead or nonliving creatures.

Anthem of Thunder and Pain (Su): A seeker of the song with 18 or more ranks in a Perform skill can gather the power of the primal music and gain some control over electrical energy through this music. While a seeker sings this song, she and all of her allies within 30 feet who can hear her gain resistance to electricity 15. An ally benefits from this effect for as long as it can hear the seeker sing.

Anthem of Thunder and Pain, Refrain (Su): When she uses the refrain with her anthem of thunder and pain, a seeker shoots a ray of electricity from her fingertips. The ray has a range of 20 feet and requires a ranged touch attack to hit. The ray deals 10d6 points of electricity damage to a creature it hits. The seeker can then cause the electricity to arc to additional foes, all of whom must be within 20 feet of the first creature struck. Each secondary ray requires another ranged touch attack to hit and deals half as much damage as the initial ray. A seeker can create one secondary ray for every three seeker class levels. No creature can be affected by more than one arc in a single round.

Combine Songs (Ex): A seeker of the song can combine two types of music to provide the benefits of both. The seeker chooses two music abilities and activates both using the same standard action. If either or both require concentration, the seeker can maintain concentration on both by using one standard action each round to concentrate. The normal stacking rules for bonus types apply to music abilities combined with this ability.

Subvocalize (Ex): At 5th level or higher, a seeker of the song can begin a new song as a swift action. A seeker can use this ability only if he already has one (and only one) music ability already active. A seeker can use this ability to start a second song and then maintain both as a standard action each round (as per the combine songs ability).

Create Spawn (Su): Any humanoid slain by a crypt chanter through its draining melody becomes a crypt chanter 1d4 rounds later. Spawn are under the control of the crypt chanter that created them and remain enslaved until its destruction. They do not possess any of the abilities they had in life.

Draining Melody (Su): A crypt chanter constantly sings, creating a magically charged allure. All creatures within 60 feet of a crypt chanter must make a DC 25 Will save or stand dazed as long as the music continues. This is a sonic, mind-affecting, compulsion effect.

Beginning on the next round after becoming dazed, creatures that failed the saving throw must make a second saving throw (same DC) to avoid being affected as if by the *enthrall* spell. Enthrall victims also begin to gain 1d2 negative levels per round while the song continues, as long as they remain within range. If a creature gains a number of negative levels at least equal to its HD, it dies and becomes a spawn.

When a crypt chanter bestows negative levels on a victim, it gains 5 temporary hp for each negative level bestowed. These temporary hp last for up to 1 hour.

Creatures that successfully save upon hearing a crypt chanter's music cannot be affected by that crypt chanter's music again unless the chanter ceases singing for 1 full round (releasing all those it previously held in thrall) and begins a new song. The save DC is Cha-based.

Daylight Powerlessness (Ex): A crypt chanter is utterly powerless in natural sunlight (not merely a *daylight* spell) and flees from it.

Deathly Power (Ex): A lurking terror adds its class level to any save DCs for the extraordinary and supernatural special attacks possessed by an undead creature of its kind. This ability has no effect on the lurking terror's spells or spell-like abilities, nor on any special abilities gained from its nonundead kind, feats, or class features.

Hide in Plain Sight (Ex): At 3rd level, a lurking terror can use the Hide skill even while being observed, as long as it has cover or concealment.

Description A lone, wavering figure begins a song. The haunting melody echoes throughout the air, calling for you to dance. The music makes your soul shrivel, but is also makes you smile. How can something be so awful and so wonderful at the same time?

Sources *Libris Mortis*, *Complete Arcane*

DEATHRAVEN SWARM

CR 20

N Tiny magical beast (swarm)

Init +7; **Senses** darkvision 120 ft., Listen +12, Spot +25

Languages none

AC 15, touch 15, flat-footed 12

(+2 size, +3 Dex)

hp 135 (18 HD); **DR** 10/magic

Immune flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures, critical hits

Resist half damage from piercing or slashing weapons

Fort +11, **Ref** +16, **Will** +10

Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells)

Speed 10 ft. (2 squares), fly 120 ft. (perfect)

Melee swarm (4d8 plus pluck eyes and touch of death)

Space 10 ft.; **Reach** 0 ft.

Base Atk +18; **Grp** +18

Atk Options pluck eyes, distraction, touch of death, grapple

Abilities Str 11, Dex 17, Con 11, Int 2, Wis 14, Cha 6

SQ swarm traits

Feats Ability Focus (distraction, touch of death), Alertness, Improved Initiative, Improved Natural Attack (swarm), Iron Will, Lightning Reflexes

Skills Listen +12, Spot +25

Distraction (Ex): Any living creature that begins its turn with a bloodmote cloud in its space must succeed on a DC 21 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Pluck Eyes (Ex): Each round the deathraven swarm deals damage to a creature, there is a 20% chance that it plucks out the creature's eyes, blinding it permanently. A *remove blindness/deafness* spell does not replace the lost eyes or cure the blindness. A *heal* or *regenerate* spell restores both the creature's eyes and its vision.

Touch of Death (Su): Any living creature wounded by a deathraven swarm must make a DC 21 Fortitude save or die. A creature killed by a deathraven swarm cannot be *raised*,

reincarnated, or *resurrected*. Only a *wish* or *miracle* spell can restore a life taken by this swarm. The save DC is Con-based.
Skills: A deathraven swarm gains a +8 racial bonus on Spot checks.

Description A swarm of black crows with gleaming silver eyes and sharp black talons.

Sources *Book of Exalted Deeds*

DEMILICH **CR 20**

NE Diminutive undead (Augmented Humanoid) Wizard 12

Init +3; **Senses** darkvision 60 ft., Listen +30, Spot +30

Aura fear aura

Languages Common, Abyssal, Celestial, Draconic, Infernal

AC 47, touch 34, flat-footed 44

(+4 size, +3 Dex, +8 armor, +5 deflection, +12 insight, +5 natural)

hp 108 (12 HD); **DR** 30/— (Vorpal weapons ignore this DR but deal half damage)

Immune cold, electricity, polymorph, mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage, magic (see below)

Resist +20 turn resistance, acid 20, fire 20, sonic 20

Fort +4, **Ref** +7, **Will** +15

Speed fly 180 ft. (36 squares) (perfect)

Melee touch +22 (10d6+20 negative energy damage plus paralysis)

Space 5 ft.; **Reach** 5 ft.

Base Atk +6; **Grp** +6

Atk Options paralyzing touch, touch treated as magic weapon for purposes of DR

Special Actions spells, spell-like abilities, trap the soul

Wizard Spells Prepared (CL 12th):

6th—*chain lightning* (DC 26), *disintegrate* (DC 26), *eyebite* (DC 26), *mass suggestion* (DC 26)

5th—*baleful polymorph* (DC 25), *cone of cold* (DC 25), *mind fog* (DC 25), *teleport*, *wall of force*

4th—*fear* x2 (DC 24), *ice storm* x2 (DC 24), *mass reduce person* x2 (DC 24), *Otiluke's resilient sphere* x2 (DC 24), *shout* x2 (DC 24)

3rd—*fireball* (DC 23), *lightning bolt* (DC 23), *major image* (DC 23), *slow* (DC 23), *vampiric touch* (+22 touch), *wind wall*

2nd—*glitterdust* (DC 22), *gust of wind*, *Melf's acid arrow* (+25 ranged touch), *mirror image*, *scorching ray* (3 rays, +25 ranged touch), *touch of idiocy* (+22 touch), *web* (DC 22)

1st—*magic missile* x3, *ray of enfeeblement* x3 (+25 ranged touch), *shield*

0—*acid splash* (+25 ranged touch), *detect magic*, *ray of frost* (+25 ranged touch), *touch of fatigue* (+22 touch)

Spell-Like Abilities (CL 12th; DC 28; save DC is Cha-based):

At will—*alter self*, *astral projection*, *create greater undead*, *create undead*, *death knell*, *enervation* (+25 ranged touch), *greater dispel magic*, *harm*, *summon monster* I through IX, *telekinesis*, *weird*

2/day—*greater planar ally*

Abilities Str 10, Dex 16, Con —, Int 30, Wis 24, Cha 23

SQ undead traits, phylactery transference

Feats Automatic Quicken Spell^B, Automatic Still Spell^B, Blinding Speed^B, Combat Casting, Craft Wondrous Item^B, Eschew Materials, Greater Spell Penetration, Quicken Spell,

Scribe Scroll^B, Silent Spell^B, Spell Penetration, Tenacious Magic^B

Skills Concentration +21, Decipher Script +21, Hide +39, Knowledge (arcana) +25, Listen +30, Move Silently +28, Search +34, Sense Motive +27, Spellcraft +27, Spot +30

Possessions *bracers of armor* +8, *ring of protection* +5, *ring of wizardry* IV

Fear Aura (Su): Demiliches are shrouded in a dreadful aura of death and evil. Creatures of less than 5 HD in a 60-foot radius that look at the lich must succeed on a DC 22 Will save or be affected as though by a *fear* spell from a sorcerer of CL 21st. The save DC is Cha-based.

Paralyzing Touch (Su): Any living creature a demilich hits with its touch attack must succeed on a DC 28 Fortitude save or be permanently paralyzed. *Remove paralysis* or any spell that can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a lich seems dead, though a DC 20 Spot check or a DC 15 Heal check reveals that the victim is still alive. The save DC is Cha-based.

Trap the Soul (Su): A demilich can trap the souls of up to eight living creatures per day. To use this power, it selects any target it can see within 300 feet. The target is allowed a DC 28 Fortitude saving throw. If the target makes its saving throw, it gains four negative levels (this does not count as a use of trap the soul). If the target fails its save, the soul of the target is instantly drawn from its body and trapped within one of the gems incorporated into the demilich's form. The gem gleams wickedly for 24 hours, indicating the captive soul within. The soulless body collapses in a mass of corruption and molders in a single round, reduced to dust. If left to its own devices, the demilich slowly devours the soul over 24 hours—at the end of that time the soul is completely absorbed and the victim is forever gone.

If the demilich is overcome before the soul is eaten; crushing the gem releases the soul, after which time it is free to seek the afterlife or be returned to its body by the use of either *resurrection*, *true resurrection*, *clone*, or *miracle*. A potential victim protected by a death ward spell is not immune to trap the soul, but receives a +5 bonus on its Fortitude saving throw. *Negative energy protection* is effective against the level loss. The save DC is Cha-based.

Magic Immunity (Ex): A demilich is immune to all magical and supernatural effects, except as follows. A *shatter* spell affects a demilich as if it were a crystalline creature, but deals half the damage normally indicated. A *dispel evil* spell deals 3d6 points of damage (Fortitude save for half damage). *Holy smite* spells affect demiliches normally.

Phylactery Transference (Su): Headbands, belts, rings, cloaks, and other wearable items kept in close association with the demilich's phylactery transfer all their benefits to the demilich no matter how far apart the demilich and the phylactery are located. The standard limits on types of items utilized simultaneously still apply.

Automatic Quicken Spell (Feat): You may cast all spells of 0 to 3rd level as quickened spells without preparing them as such. You don't spend a higher spell slot to do so either. Spells with a casting time of more than 1 full round can't be quickened.

Automatic Still Spell (Feat): You may cast all spells as still spells without preparing them as such. You don't spend a higher spell slot to do so either.

Blinding Speed (Feat): You can act as if *hasted* for 5 rounds each day. The duration of the effect need not be consecutive rounds. Activating this power is a free action.

Tenacious Magic (Feat): Whenever the demilich's magic would otherwise end due to a *dispel* effect, the magic is

instead only suppressed for 1d4 rounds. The magic still ends when its duration expires, but the suppressed rounds do not count against its duration.

Description A gem encrusted skull.

Sources *Epic Handbook*

DEMON, GORISTRO **CR 16**

CE Huge outsider (chaotic, evil, extraplanar, tanar'ri)

Init +3; **Senses** darkvision 60 ft., *see invisibility*, Listen +29, Spot +29

Languages Abyssal; telepathy 100 ft.

AC 29, touch 7, flat-footed 29

(-2 size, -1 Dex, +22 natural)

hp 288 (24 HD); fast healing 5; DR 15/cold iron or good

Immune electricity, poison

Resist acid 10, cold 10, fire 10; **SR** 27

Fort +22, **Ref** +13, **Will** +16

Speed 40 ft. (8 squares)

Melee 2 slams +34 (3d6+18/19-20) **or**

Ranged rock +21 (2d8+12)

Space 15 ft.; **Reach** 15 ft.

Base Atk +24; **Grp** +44

Atk Options Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack

Special Actions stamp, rock throwing

Spell-Like Abilities (CL 12th; save DC is Cha-based):

At will—*fear* (DC 15), *levitate*, *spider climb*

Abilities Str 34, Dex 8, Con 27, Int 5, Wis 15, Cha 13

SQ powerful slam, tanar'ri traits

Feats Awesome Blow, Blind-Fight, Cleave, Great Cleave, Improved Bull Rush, Improved Critical (slam), Improved Initiative, Improved Natural Attack (slam), Improved Sunder, Power Attack

Skills Diplomacy +3, Intimidate +28, Jump +34, Listen +29, Sense Motive +29, Spot +29

Powerful Slam (Ex): A goristro's slam attacks are treated as if the were two-handed weapons for purposes of applying modifiers to damage with Power Attack and from its Strength bonus.

Rock Throwing (Ex): A goristro is trained to throw rocks weighing 60 to 80 pounds. These missiles have a range increment of 150 feet.

See Invisibility (Ex): A goristro constantly sees invisible creatures, as if under the effect of a *see invisibility* spell. This ability cannot be dispelled.

Stamp (Su): Up to three times per day, a goristro can produce a shock wave that sends its foes careening off-balance by stamping on the ground as a standard action. The shock wave lasts for 1 round and duplicates the effects of an earthquake spell in an 80-foot radius around the goristro. The goristro and others of its kind is unaffected by the earthquake.

Description A towering figure strides across the blasted terrain, its splayed feet sending tremors through the ground with each step. Its overly long arms are thick as tree trunks, and it has a leering, demonic bison's head with forward sweeping horns. As it approaches, it drops to all fours, lumbering over the ground on its knuckles like a building-sized gorilla.

Sources *Fiendish Codex I*

DEMON, MOLYDEUS

CR 19

CE Large outsider (chaotic, evil, extraplanar, tanar'ri)

Init +10; **Senses** all-around vision, darkvision 60 ft., true seeing, Listen +29, Spot +29

Languages Common, Abyssal, Auran, Celestial, Draconic, Ignan, Infernal; telepathy 100 ft.

AC 40, touch 17, flat-footed 33

(-1 size, +6 Dex, +4 armor, +3 deflection, +18 natural)

hp 249 (19 HD); fast healing 30; DR 15/cold iron and good

Immune electricity, poison, flanking

Resist acid 10, cold 10, fire 10; **SR** 30

Fort +21, **Ref** +17, **Will** +18; evasion

Speed 40 ft. (8 squares)

Melee +1 *dancing vorpal cold iron greataxe* +28/+23/+18/+13 (3d6+14/19-20/x3) and bite +25 (2d6+4) and bite +25 (1d6+4 plus poison) **or**

Melee +1 *dancing vorpal cold iron greataxe* +28/+23/+18/+13 (3d6+14/19-20/x3) and 2 claws each +27 (1d6+9) and bite +25 (2d6+4) and bite +25 (1d6+4 plus poison) **Space** 10 ft.; **Reach** 10 ft.

Base Atk +19; **Grp** +32

Atk Options Combat Expertise, Improved Trip, Improved Disarm, poison

Special Actions piercing strike, snakebite, *summon tanar'ri*

Combat Gear *horn of blasting*

Spell-Like Abilities (CL 19th; save DC is Cha-based):

At will—*baleful polymorph* (DC 24), *blasphemy* (DC 26), *blindness/deafness* (DC 20), *charm person* (DC 20), *fear* (DC 23), *fly*, *greater dispel magic*, *invisibility*, *greater teleport* (self plus 50 lb. of objects only), *suggestion* (DC 22), *telekinesis* (DC 24), *vampiric touch* (+27 melee touch)

7/day—*dimensional lock*, *lightning bolt* (DC 22)

3/day—*quicken telekinesis* (DC 24)

1/day—*trap the soul* (DC 28)

Abilities Str 28, Dex 22, Con 30, Int 21, Wis 24, Cha 28

SQ all-around vision, evasion, tanar'ri traits

Feats Combat Expertise, Improved Critical (greataxe), Improved Disarm, Improved Initiative, Improved Trip, Multiattack, Quicken Spell-Like Ability (*telekinesis*), Track^B

Skills Bluff +31, Concentration +32, Diplomacy +35, Forgery +27, Intimidate +33, Knowledge (arcana) +27, Knowledge (the planes) +27, Listen +29, Search +27, Sense Motive +29, Spot +29, Survival +29 (+31 to follow tracks), Use Magic Device +31

Possessions combat gear plus +1 *dancing vorpal cold iron greataxe*, *bracers of armor* +4, *ring of protection* +3, *ring of evasion*, gems worth 1,000 gp

All-Around Vision (Ex): A molydeus's snake head constantly peers in all directions, granting the demon a +4 racial bonus on Search and Spot checks. A molydeus cannot be flanked.

Dancing Vorpal Axe (Ex): A molydeus's +1 *dancing vorpal cold iron greataxe* is an extension of its being. If the molydeus is slain, its axe melts away into ichor. A molydeus whose axe is destroyed can manifest a new one by taking part in an 8-hour ritual on the Woeful Escarand (layer 400), where it uses manes as the raw materials to forge a new axe. Once the new ace is created, the previous axe (or its remains) melts away.

Piercing Strike (Su): A molydeus can strike through many forms of DR with its weapons. The first time it strikes a foe, DR applies normally to the blow. All following strikes automatically ignore DR, save for DR that requires a specific material (such as silver, cold iron, or adamantine) to bypass, epic DR, or DR that doesn't allow any form of bypass (such as that granted to barbarians).

Poison (Su): Snake bite—Injury, Fort DC 29, 2d6 Con drain/2d6 Con drain. A creature reduced to 0 Con by this poison immediately transforms into a mane. Only a miracle or wish can reverse this transformation. Molydeus venom is supernaturally potent and can harm creatures normally immune to poison (including those under the effects of spells such as *neutralize poison* or *heroes' feast*, but not constructs, oozes, plants, or undead). Against such creatures, its effects are reduced to 1d6 Con for both initial and secondary damage.

Snakebite (Ex): A molydeus's snake head can strike independently of the demon's other actions. It can make a bite attack as a free action once per round while the molydeus takes any other standard or full-round action. The snake head always strikes as a secondary attack.

Summon Tanar'ri (Sp): Once per day, a molydeus can automatically summon 1d6 babaus, 1d4 chasmes, or one marilith. This ability is the equivalent of a 9th level spell (CL 19th).

True Seeing (Su): A molydeus has a continuous *true seeing* ability, as the spell (CL 19th). This ability cannot be dispelled.

Description This fiend stands 12 feet tall and wields a massive Greataxe carved with jagged runes and a glittering red ruby set into the base of the shaft. The demon has crimson skin, clawed hands, and the head of a leering demonic hyena with silver eyes and great slaverling fangs. A writhing snake protrudes from the side of the demon's neck, coiling and hissing menacingly.

Sources *Fiendish Codex I*

DREAM VESTIGE

CR 16

CE Huge undead (incorporeal)

Init +9; **Senses** blindsight 120 ft., darkvision 60 ft., Listen +25, Spot +25

Aura desecrating aura, frightful presence, deflection aura

Languages all

AC 31, touch 31, flat-footed 26

(-2 size, +5 Dex, +18 deflection)

Miss Chance 50% (incorporeal)

hp 179 (17 HD); **DR** 10/—

Immune mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

SR 28

Fort +9, **Ref** +14, **Will** +19

Speed fly 40 ft. (8 squares) (perfect)

Melee 4 tendrils +13 melee touch (3d6+2 plus form consumption)

Space 15 ft.; **Reach** 20 ft.

Base Atk +8; **Grp** —

Atk Options form consumption

Special Actions Combat Reflexes

Abilities Str —, Dex 20, Con —, Int 18, Wis 20, Cha 20

SQ dream travel, incorporeal traits, undead traits, inescapable craving, self spawn

Feats Combat Reflexes, Great Fortitude, Iron Will, Improved Initiative, Lightning Reflexes, Weapon Finesse

Skills Concentration +24, Diplomacy +6, Hide +16, Listen +25, Move Silently +24, Search +24, Sense Motive +25, Spellcraft +24, Spot +25, Survival +5 (+7 following tracks)

Desecrating Aura (Su): A dream vestige gives off a 20-foot-radius emanation of utter desecration, imbuing its surroundings with negative energy. This ability works much like a *desecrate* spell, except that the vestige itself is treated as the shrine of an evil power. All undead within 20 feet of the dream vestige, including itself, gain a +2 profane bonus on attack rolls, damage rolls, and saving throws, and +2 hp per HD (the stats above include these bonuses already). Cha checks made to turn undead within this area take a -6 penalty. A dream vestige's desecrating aura cannot be dispelled except by a *dispel evil* spell or similar effect. If the effect is dispelled, the dream vestige can resume it as a free action on its next turn. Its desecrating aura is suppressed if a dream vestige enters a consecrated or hallowed area, but the dream vestige's presence also suppresses the consecrated or hallowed effect for as long as it remains in the area.

Form Consumption (Su): Each touch by a dream vestige's tendril drains a portion of the victim's mind (though non-intelligent or mindless creatures are immune to a dream vestige's lascivious caresses). Each touch deals 1d4 points of Int drain to the victim. When a dream vestige drains a victim's Int, it gains 5 temporary hp, no matter how many points in drains. Temporary hp gained in this way last for up to 1 hour. At the beginning of a dream vestige's subsequent action after a creature has been drained to 0 Int, the victim's body is automatically engulfed and dissolved by the dream vestige, leaving nothing behind, not even dust.

Frightful Presence (Su): A dream vestige can inspire terror by charging or attacking. Affected creatures must succeed on a DC 23 Will save or become shaken, remaining in that condition as long as they remain within 60 feet of the dream vestige. A creature that successfully saves cannot be affected by that dream vestige's frightful presence for 24 hours. The save DC is Cha-based.

Deflective Aura (Su): A dream vestige is protected by a powerful aura of dream energy. This special aura increases its AC deflection bonus by 13, which is already factored into the stats above.

Dream Travel (Su): A dream vestige can pull itself fully into the world of dreams, leaving behind the waking world, as a standard action. For every minute the vestige moves through the dream realm, it travels 5 miles in the waking world. A dream vestige can also use this ability to travel across planar borders, should it desire. A dream vestige always knows where it will come out in the waking world.

Inescapable Craving: A dream vestige has an inescapable craving for bodies, which it satisfies by using its form consumption ability.

Self Spawn (Ex): When a dream vestige gains a number of temporary hp equal to its full normal hp total, it self spawns, splitting into two identical dream vestiges, each with a number of hp equal to the original dream vestige's full normal total.

Description A mighty river of fog streams forward like an evil waterfall, swollen with storm and spray. Accompanying the shape is a susurrus of dreamlike voices that murmur, cry, and rail against some terrible fate. Slender tendrils of mist extend from the mass, patting and feeling for sustenance.

Sources *Libris Mortis*

ENERGON, ADVANCED EVOLVED NECROMENTAL
XEG-YI CR 16

Xeg-Yi Lurking Terror 2

NE Large undead (incorporeal, augmented)

Init +3; **Senses** darkvision 90 ft.; Listen +0, Spot +7
Languages none

AC 17, touch 17, flat-footed 14
(-1 size, +3 Dex, +5 deflection)

Miss Chance 50% (incorporeal)

hp 135 (15 HD); fast healing 3

Immune poison, *sleep* effects, paralysis, stunning, critical hits, flanking

Resist positive energy effects 10

Fort +10, **Ref** +11, **Will** +11

Speed fly 20 ft. (4 squares) (good)

Melee negative energy touch +12 incorporeal touch (2d6 negative energy damage plus energy drain) **or**

Ranged negative energy ray +12 ranged touch (3d6 negative energy damage plus energy drain)

Space 10 ft.; **Reach** 15 ft.

Base Atk +10; **Grp** +10

Atk Options negative energy lash, energy drain

Special Actions Combat Reflexes, rebuke undead, spell-like abilities

Spell-Like Abilities (CL 15th):

1/day—*circle of death* (DC 16), *cone of cold* (DC 15), *creeping doom*, *greater invisibility*, *see invisibility*

Abilities Str —, Dex 17, Con —, Int 1, Wis 10, Cha 11

SQ incorporeal, explosion, create spawn, fast healing, improved darkvision, deathly power

Feats Combat Reflexes, Extended Reach, Extra Turning, Great Fortitude^B, Improved Natural Attack (incorporeal touch, ranged touch), Positive Energy Resistance

Skills Hide +10, Spot +7

Possessions none

Deathly Power (Ex): A lurking terror adds its class level to any save DCs for the Ex and Su special abilities possessed by an undead creature of its kind.

Negative Energy Ray (Ex): A xeg-yi's energy ray has a range of 30 feet.

Explosion (Su): If a xeg-yi is reduced to 0 hp, its body is instantaneously destroyed in an explosion of negative energy that deals 1d8+9 points of damage to everyone in a 20-foot-radius burst (Fort DC 19 half).

Negative Energy Lash (Su): A xeg-yi can make a ranged touch attack or hit with an incorporeal touch attack to infuse a target with negative energy. This deals an additional 2d8+5 points of negative energy damage to a living target but heals an undead creature by the same amount. A xeg-yi can control its negative energy enough to avoid healing an undead foe (dealing only the base damage). This power can be used up to five times per day.

Rebuke Undead (Su): A xeg-yi can flood a 60-foot-radius area with negative energy, making undead creatures cower in fear. It rebukes undead as a 15th-level cleric, doing so up to five times per day. It cannot command undead.

Create Spawn (Su): An elemental slain by a necromental's energy drain attack rises as a necromental 1d4 days after death.

Energy Drain (Su): Living creatures hit by a necromental's natural weapon attack gain one negative level. A necromental can use its energy drain ability once per round, regardless of the number of natural weapon attacks the necromental possesses. The save DC to remove the negative level 24 hours later is 19. When a necromental bestows a negative level on a victim, it gains 5 temporary hp (10 on a critical hit). These temporary hp last for up to 1 hour.

Fast Healing (Ex): A necromental heals 3 points of damage each round as long as it has at least 1 hp and is within 5 feet of some form of its element.

Description A translucent globe, about 2 feet across, that floats and shimmers in the air, giving off a cold glow. Emerging from the lower hemisphere of the globe are six to twelve tentacles. The only other feature is a pair of spots on the upper hemisphere that suggest eyes.

Sources *Manual of the Planes*, *Libris Mortis*

ENTROPIC REAPER, ADVANCED **CR 16**

CE Medium undead (extraplanar, chaotic)

Init +9; **Senses** darkvision 60 ft., Listen +42, Spot +42

Languages Common, Abyssal, Celestial

AC 20, touch 12, flat-footed 18

(+2 Dex, +8 natural)

hp 342 (35 HD); fast healing 10; DR 10/cold iron and lawful

Immune mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

SR 22

Fort +11, **Ref** +13, **Will** +24

Speed 30 ft. (6 squares)

Melee large scythe +27/+22 (2d6+15 plus entropic blade/19-20/x4)

Space 5 ft.; **Reach** 5 ft.

Base Atk +17; **Grp** +27

Atk Options Cleave, Combat Expertise, Improved Bull Rush, Mobility, Power Attack, Spring Attack, Whirlwind Attack, entropic blade

Special Actions Combat Reflexes, Dodge, spell-like abilities

Combat Gear large scythe

Spell-Like Abilities (CL 35th; DC is Cha-based):

1/day—*plane shift* (DC 20)

Abilities Str 30, Dex 14, Con —, Int 13, Wis 20, Cha 16

SQ master of the scythe, undead traits

Feats Cleave, Combat Expertise, Combat Reflexes, Dodge, Mobility, Improved Bull Rush, Improved Critical (scythe), Improved Initiative, Improved Toughness, Power Attack, Spring Attack, Whirlwind Attack

Skills Concentration +40, Knowledge (the planes) +39, Listen +42, Spot +42

Entropic Blade (Su): An entropic reaper confers the entropic property upon any weapon it wields – usually a normal scythe. An entropic blade functions in all ways like the kind of weapon it is, with the following addition. Any time the entropic reaper successfully deals damage with its entropic blade, the victim must make a DC 30 Fortitude save or be overcome by searing pain, as the victim's form melts, flows, writhes, and boils. During this entropic state, the victim cannot cast spells or use magic items, and it attacks blindly, unable to distinguish friend from foe (-4 penalty on attack rolls and a 50% miss chance, regardless of the attack roll). Each round spent in this entropic state, the victim takes 1 point of Wis drain from the mental shock. If the victim's Wis score falls to 0, it disincorporates into nothingness.

A victim can gain control over itself by taking a standard action to attempt a DC 30 Cha check. Success renders the victim immune from the entropic state for 1 minute. On a failure, the victim can still repeat this check each round until successful. The entropic state is not a disease or a curse, so it

is hard to remove. A *shapechange* or *stoneskin* spell does not cure an afflicted creature but fixes its state for the duration of the spell. A *restoration*, *heal*, or *greater restoration* spell removes the affliction (though a separate *restoration* is necessary to remove any drained points of Wis). The save DC is Cha-based.

Master of the Scythe (Su): The entropic reaper is a master of the scythe, and gains the ability to wield a weapon one size larger than normal. It also treats the scythe as if it were a *mighty cleaving* weapon, which allows it to make one additional cleave attempt in a round. Scythe counts as chaotic-aligned for purposes of overcoming DR.

Description A skeletal being cloaked in a great black robe and head-concealing hood holds a large scythe in both hands. The head of the scythe is an absence of space, a blade-shaped hole in reality that draws in light around it.

Sources *Libris Mortis*

GOLEM, ADVANCED FANG CR 12

N Huge construct

Init +4; **Senses** darkvision 60 ft., low-light vision, Listen +1, Spot +1

Languages understands ragewalker's orders

AC 23, touch 12, flat-footed 19

(-2 size, +4 Dex, +11 natural)

hp 240 (28 HD); **DR** 5/adamantine or bludgeoning

Immune mind-affecting spells and abilities, poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, any effect that requires a Fort save unless it also works on objects or is harmless, death from massive damage, magic (see immunity to magic)

Fort +9, **Ref** +13, **Will** +10

Weakness sonic (see immunity to magic)

Speed 30 ft. (6 squares)

Melee 2 claws +28 (3d6+9) **or**

Ranged spikes +28 (3d6+9)

Space 15 ft.; **Reach** 10 ft.

Base Atk +21; **Grp** +38

Atk Options verdant surge

Special Actions spikes

Abilities Str 28, Dex 18, Con —, Int —, Wis 12, Cha 1

SQ construct traits, death throes, immunity to magic

Immunity to Magic (Ex): A fang golem is immune to any spell or spell-like ability that allows spell resistance, except *shout* or *greater shout* and any *orb of sound* spell.

Any magical attack against a fang golem that deals cold damage heals 1 point of damage for every 3 points of damage it would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points that last for up to 1 hour. A fang golem receives no saving throw against magical attacks that deal cold damage.

Verdant Surge (Su): Any creature hit by a fang golem's melee attack or spikes ability takes a -2 penalty on saving throws made to resist the effects of a druid spell or a spell or ability from a fey creature. This effect lasts for 1 minute.

Spikes (Ex): A fang golem can launch a volley of spikes to a range of 80 feet with no range increment. All targets must be within 30 feet of each other. A fang golem can use this ability up to five times in any 24 hour period.

Death Throes (Ex): When killed, a fang golem explodes in a 20-foot-radius burst that deals 8d6 points of piecing damage to

everything in the area (Reflex DC 24 half). The save is Con-based.

Description A hulking, bestial form looms from the shadows. It looks like a wild animal, but its shape is jagged and unnatural. The creature rears up, and suddenly the air is filled with spikes.

Sources *Monster Manual IV*

LIVING SPELL, CHILLING FOG CR 9

N Large ooze

Init +1; **Senses** blindsight 60 ft., blind, Listen +1

Languages none

AC 15, touch 15, flat-footed 14

(-1 size, +1 Dex, +5 deflection)

hp 81 (9 HD); **DR** 10/magic

Immune mind-affecting spells and abilities, gaze attacks, visual effects, illusions, attack forms which rely on sight, poison, sleep effects, paralysis, polymorph, stunning, critical hits, flanking

SR 19

Fort +10, **Ref** +9, **Will** +9

Speed 20 ft. (4 squares)

Melee slam +7 (1d6+3 plus 9d6 cold)

Space 10 ft.; **Reach** 5 ft.

Base Atk +6; **Grp** +12

Atk Options cone of cold, engulf

Abilities Str 15, Dex 12, Con 15, Int —, Wis 12, Cha 15

SQ ooze traits

Cone of Cold (Su): A creature hit by a chilling fog's slam attack or engulfed by it is dealt 9d6 points of cold damage (Reflex DC 17 half).

Engulf (Ex): A chilling fog can flow around creatures that fit within its space as a standard action. It cannot make a slam attack during a round in which it engulfs. The chilling fog merely has to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against a chilling fog, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 17 Reflex save or be engulfed, on a success, they are pushed back or aside (opponent's choice) as the spell moves forward. Engulfed creatures take 9d6 points of cold damage (Reflex DC 17 half) each round on the living spell's turn and are considered to be grappled.

Description A thick fog bank radiates cold as it drifts toward you.

Sources *Monster Manual III*

LIVING SPELL, LIVING CLOUDKILL CR 7

N Large ooze

Init +1; **Senses** blindsight 60 ft., blind, Listen +1

Languages none

AC 15, touch 15, flat-footed 14

(-1 size, +1 Dex, +5 deflection)

hp 90 (10 HD); **DR** 10/magic

Immune mind-affecting spells and abilities, gaze attacks, visual effects, illusions, attack forms which rely on sight, poison, sleep effects, paralysis, polymorph, stunning, critical hits, flanking

SR 20

Fort +10, **Ref** +9, **Will** +9

Speed 40 ft. (8 squares)

Melee slam +8 (1d6+3 plus poison)

Space 10 ft.; **Reach** 5 ft.

Base Atk +7; **Grp** +13

Atk Options cloudkill, engulf

Abilities Str 15, Dex 12, Con 15, Int —, Wis 12, Cha 15

SQ ooze traits

Cloudkill (Su): A creature hit by a living cloudkill's slam attack or engulfed by it is poisoned as by the *cloudkill* spell. A living creature with 3 or fewer HD is automatically killed (no save), a creature with 4 to 6 HD is slain unless it succeeds on a DC 17 Fortitude save (in which case it takes 1d4 points of Con damage), and a living creature with 6 or more HD takes 1d4 points of Con damage (Fortitude DC 17 half). This damage applies when the creature is struck by a slam attack, or each round it remains engulfed by the living cloudkill.

Engulf (Ex): A living cloudkill can flow around creatures that fit within its space as a standard action. It cannot make a slam attack during a round in which it engulfs. The living cloudkill merely has to move over the opponents, affecting as many as it can cover. Opponents can make attacks of opportunity against a living cloudkill, but if they do so they are not entitled to a saving throw. Those who do not attempt attacks of opportunity must succeed on a DC 17 Reflex save or be engulfed, on a success, they are pushed back or aside (opponent's choice) as the spell moves forward. Engulfed creatures suffer the full normal effects of a *cloudkill* spell (see above) each round on the living spell's turn and are considered to be grappled.

Description A thick green fog hangs low on the ground, almost seeming to reach hungrily toward you.

Sources *Eberron Campaign Setting*

LOCUST SWARM, BLOODFIEND

CR 8

CE Fine vermin (extraplanar, swarm)

Init +4; **Senses** darkvision 60 ft., Listen +1, Spot +1

Languages none

AC 27, touch 22, flat-footed 23

(+8 size, +4 Dex, +5 natural)

hp 105 (14 HD)

Immune flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures, critical hits, weapon damage, mind-affecting spells and effects

Fort +11, **Ref** +8, **Will** +5

Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells); susceptible to high winds; can't grapple

Speed 20 ft. (4 squares), fly 20 ft. (perfect)

Melee swarm (3d6 plus energy drain)

Space 10 ft.; **Reach** 0 ft.

Base Atk +10; **Grp** —

Atk Options energy drain, distraction

Abilities Str 1, Dex 18, Con 14, Int —, Wis 13, Cha 11

SQ reanimate, swarm traits, vermin traits

Energy Drain (Su): Living creatures hit by a bloodfiend locust swarm gain one negative level. If the negative level has not been removed (with a spell such as *restoration*) before one day has passed, the afflicted opponent must succeed on a Fortitude save (DC 19) to remove it.

Reanimate (Su): A humanoid or monstrous humanoid killed by the energy drain attack of a bloodfiend locust swarm rises 2d6 hours later as a fiendish vampire swarm.

Distraction (Ex): Any living creature that begins its turn with a bloodfiend locust swarm in its space must succeed on a DC

19 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Description A swarm of locusts which will attempt to tear the flesh from any creature they encounter.

Sources *Fiend Folio*

MAGERIPPER SWARM, ADVANCED

CR 8

CN Tiny aberration (swarm)

Init +5; **Senses** blind, blindsense 30 ft., sense magic 30 ft., Listen +20

Aura dispelling aura

Languages none

AC 19, touch 17, flat-footed 14

(+2 size, +5 Dex, +2 natural)

hp 122 (18 HD)

Immune gaze attacks, illusions, visual effects, flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures (with the exception of mind-affecting effects if the swarm has an Int and a hive mind), critical hits

Resist half damage from slashing and piercing weapons; **SR** 21

Fort +10, **Ref** +14, **Will** +15

Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells); can't grapple

Speed 20 ft. (4 squares), climb 10 ft.

Melee swarm (4d6 plus magic leech)

Space 10 ft.; **Reach** 0 ft.

Base Atk +13; **Grp** —

Atk Options distraction, magic leech

Abilities Str 4, Dex 20, Con 12, Int 6, Wis 12, Cha 16

SQ swarm traits, hive mind

Feats Ability Focus (magic leech), Great Fortitude, Iron Will, Lightning Reflexes, Run, Skill Focus (Listen), Stealthy, Track

Skills Climb +5, Listen +20, Move Silently +7, Survival +6

Hive Mind (Ex): A mageripper swarm has a hive mind, which makes it susceptible to mind-affecting spells. For purposes of such spells, the swarm is a single creature of the aberration type.

Sense Magic (Su): A mageripper swarm automatically detects magic auras within 30 ft., and it knows the strength and location of each. It can also detect creatures that possess the ability to cast spells or use spell-like abilities.

Dispelling Aura (Su): At the end of each of a mageripper swarm's turns, it can attempt a dispel check against one randomly selected ongoing spell or spell-like effect on each creature in its space. This works like the area dispel effect of the *dispel magic* spell, with the following differences. The dispelled spell is selected randomly from those currently active on an affected creature, rather than being one with the highest spell level. This ability has no effect on permanent magic items.

For each spell dispelled by its aura, a mageripper swarm gains temporary hit points equal to 2 x that spell's level. These temporary hp last for up to 24 hours, and a swarm can gain a maximum number of temporary hp equal to its full normal hp total. A mageripper swarm that gains the maximum number of temporary hp and retains them for a full 24 hours advances 1 HD at the end of this period, increasing its capabilities as normal for advancement.

Magic Leech (Su): In addition to dealing damage to creatures whose space it occupies, a mageripper swarm drains away the ability to cast spells and use spell-like abilities, feeding on the

magical energy. At the end of a mageripper's swarm's turn, each creature in its space must succeed on a DC 24 Will save or lose one prepared spell or spell slot of the highest level available. The save DC is Cha-based. A creature with a spell-like ability that fails its save loses one daily use of its highest level ability. If this spell-like ability is usable at will, the creature will be unable to use it for 1 minute. If the target has no spells prepared, no remaining spell slots, and no uses of spell-like abilities remaining, this ability has no effect. A mageripper swarm cannot choose which spell to drain; determine this randomly.

For each spell drained in this way, a mageripper swarm gains temporary hit points equal to 5 x the spell's level. These temporary hp last for up to 24 hours, and a swarm can gain a maximum number of temporary hp equal to its full normal hp total. A mageripper swarm that gains the maximum number of temporary hp and retains them for a full 24 hours advances 1 HD at the end of this period, increasing its capabilities as normal for advancement.

Distraction (Ex): Any living creature that begins its turn with a mageripper swarm in its space must succeed on a DC 20 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Skills: Mageripper swarms have a +8 racial bonus on Climb checks and can always choose to take 10 on Climb checks, even if rushed or threatened.

Description A writhing mass of bizarre little creatures swarms across the floor, myriad tentacles waving like antennae. They are eyeless, their bodies little more than gaping jaws filled with teeth, yet they move unerringly toward you.

Sources *Monster Manual IV*

MUTANT FOUR ARMED HALF-FIEND GARGOYLE OF LEGEND CR 16

CE Large outsider (native)

Init +8; **Senses** darkvision 60 ft., Listen +27, Spot +27

Languages Common, Terran

AC 32, touch 13, flat-footed 28

(-1 size, +4 Dex, +19 natural)

hp 300 (21 HD); DR 10/—

Immune mind-affecting effects, poison, polymorph effect

Resist acid 10, cold 10, electricity 10, fire 10; **SR** 31

Fort +26, **Ref** +13, **Will** +10

Speed 40 ft. (8 squares), fly 60 ft. (average)

Melee 4 claws +31 (2d8+17) and

bite +29 (2d6+8) and

gore +29 (2d6+8)

Space 10 ft.; **Reach** 10 ft.

Base Atk +15; **Grp** +36

Atk Options Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack, rend, *smite good* 1/day, natural weapons considered magic for purposes of DR

Special Actions breath weapon, freeze, reflective hide, spell-like abilities

Spell-Like Abilities (CL 21st; DC is Cha-based):

3/day—*darkness*, *poison* (DC 17), *unholy aura*

1/day—*blood to water* (DC 20), *contagion* (DC 16), *desecrate*,

finger of death (DC 20), *horrid wilting* (DC 21), *summon*

monster IX (fiends only), *unhallow*, *unholy blight* (DC 17)

Abilities Str 44, Dex 18, Con 33, Int 14, Wis 12, Cha 16

Feats Alertness, Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Initiative, Improved Sunder, Multiattack, Power Attack

Skills Bluff +15, Climb +29, Concentration +23, Diplomacy +7, Disguise +3 (+5 to act), Hide +26, Intimidate +17, Listen +27, Move Silently +16, Search +14, Sense Motive +13, Spot +27, Survival +1 (+3 tracking)

Possessions gem-studded collar

Breath Weapon (Su): Every 1d4 rounds, the monster of legend can use a breath weapon (15-foot cone, 3d6 acid damage, Reflex DC 31 half). The save DC is Con-based.

Freeze (Ex): A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

Reflective Hide (Su): The creature has a silvery sheen to its skin. It is permanently protected by a *spell turning* effect.

Rend (Ex): If the four-armed mutant gargoyle hits with two or more claw attacks, it briefly latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d8+34 points of damage.

Smite Good (Su): Once per day, a half-fiend can make a normal melee attack to deal extra damage equal to its HD (maximum of +20) against a good foe.

Skills: Gargoyles have a +2 racial bonus on Hide, Listen, and Spot checks. The Hide bonus increases by +8 when the gargoyle is concealed against a background of stone.

Description A grotesque, winged humanoid with a horned head and stony hide with a silvery sheen lunges forward, its four arms each tipped with wicked rocky claws. Around the creature's neck is a collar studded with huge, gleaming gems.

Sources *Tomb of Horrors* (3.5 update)

NAGAHYDRA

CR 18

N Huge aberration

Init +2; **Senses** darkvision 60 ft., Listen +21, Spot +21

Languages Common, Abyssal

AC 20, touch 10, flat-footed 18

(-2 size, +2 Dex, +10 natural)

hp 176 (18 HD); fast healing 15

Fort +11, **Ref** +10, **Will** +17

Speed 40 ft. (8 squares), swim 50 ft.

Melee 7 bites +22 (2d6+10 plus poison)

Space 15 ft.; **Reach** 10 ft.

Base Atk +13; **Grp** +31

Atk Options poison

Special Actions Combat Reflexes (allows it to use all of its heads for attacks of opportunity), Dodge, spells

Sorcerer Spells Known (CL 15th; save DC is Cha-based; may cast one spell per round per head):

7th (4/day)—*forcecage*, *limited wish*

6th (6/day)—*chain lightning* (DC 21), *globe of invulnerability*, *mass hold person* (DC 21)

5th (7/day)—*cone of cold* (DC 20), *dominate person* (DC 20), *summon monster V*, *teleport*

4th (7/day)—*confusion* (DC 19), *fire shield*, *stoneskin*, *wall of fire*

3rd (7/day)—*blink*, *dispel magic*, *fireball* (DC 18), *fly*

2nd (7/day)—*bull's strength*, *eagle's splendor*, *fog cloud*, *scorching ray* (3 rays, +13 ranged touch), *see invisibility*

1st (8/day)—*alarm*, *burning hands* (DC 16), *mage armor*, *ray of enfeeblement* (+13 ranged touch), *Tenser's floating disk*

o (6/day)—*detect magic*, *detect poison*, *light*, *mage hand*, *open/close*, *prestidigitation*, *ray of frost* (+13 ranged touch), *read magic*, *resistance*

Abilities Str 30, Dex 14, Con 20, Int 16, Wis 19, Cha 21

SQ hydra, scent

Feats Alertness, Combat Casting, Combat Reflexes^B, Dodge, Eschew Materials^B, Iron Will, Lightning Reflexes, Toughness, Weapon Focus (bite)

Skills Bluff +18, Concentration +18, Diplomacy +9, Disguise +18 (+20 acting), Intimidate +21, Listen +21, Sense Motive +17, Spellcraft +16, Spot +21, Swim +18

Hydra (Ex): A nagahydra counts as a hydra for all purposes. It can attack with all of its heads without penalty, even after moving or charging. As a hydra it can be killed by slaying its body or severing all of its heads (sunder attempt with a slashing weapon at a specific head, each head has hp equal to the creature's full hp, divided by 5). A severed nagahydra head regrows from the stump in 1d4 rounds. 5 points of fire or acid damage applied to the stump (touch attack required to hit) will prevent regrowth for 24 hours. A flaming weapon or similar effect deals its energy damage to the stump in the same blow in which the head is severed. Fire or acid damage from an area effect may burn multiple stumps in addition to dealing damage to the nagahydra's body. A nagahydra does not die from losing all of its heads until all of them have been cut off and the stumps seared by fire or acid.

Poison (Ex): Bite, injury, Fortitude DC 24, 1d12 Con/1d12 Con. Save DC is Con-based.

Skills: A nagahydra has a +2 racial bonus on Listen checks and Spot checks, thanks to its multiple heads. A nagahydra has a +8 racial bonus to any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Description This hideous, multihued monstrosity resembles a tangle of human-headed snakes sharing a common tail.

Sources *Serpent Kingdoms*

RAGEWALKER

CR 14

NE Large fey

Init +11; **Senses** low-light vision, Listen +27, Spot +27

Aura induce blood frenzy, weapon cloud

Languages Common, Abyssal, Infernal, Sylvan

AC 28, touch 16, flat-footed 21

(-1 size, +7 Dex, +6 armor, +6 natural)

hp 165 (22 HD); fast healing 5; DR 10/cold iron

SR 26

Fort +13, **Ref** +20, **Will** +15

Speed 50 ft. (10 squares)

Melee +5 *spiked chain* +22/+17/+12 (2d6+11) **or**

Melee 2 claws +17 (1d6+4)

Space 10 ft.; **Reach** 10 ft. (spiked chain up to 20 ft.)

Base Atk +11; **Grp** +19

Special Actions Combat Reflexes, control living spells

Combat Gear spiked chain

Spell-Like Abilities (CL 20th; DC is Cha-based):

3/day—quicken empowered *blade barrier* (DC 23), *bull's strength*, *greater magic weapon* †, quickened empowered *wall of fire*

† Already cast

Abilities Str 19, Dex 25, Con 19, Int 10, Wis 14, Cha 24

SQ fey traits, grafted armor, repel missiles

Feats Combat Reflexes, Empower Spell-Like Ability (*blade barrier*, *wall of fire*), Great Fortitude, Improved Initiative, Quicken Spell-Like Ability (*blade barrier*, *wall of fire*), Weapon Finesse

Skills Diplomacy +9, Hide +28, Jump +37, Listen +27, Move Silently +32, Sense Motive +27, Spot +27

Control Living Spells (Su): A ragewalker rebukes and commands living spells in the same way that evil clerics rebuke and command undead. A ragewalker can use this ability a number of times per day equal to 3 + its Cha bonus (ten times per day for a typical ragewalker). A ragewalker rebukes and commands living spells as a cleric with a level equal to one-half its HD.

Grafted Armor (Ex): A ragewalker wears armor it has scavenged from countless battlefields. This armor provides significant protection in combat, but it imposes no max Dex bonus, no armor check penalty, no movement penalty, and no arcane spell failure chance. Other creatures, even other ragewalkers, cannot wear a ragewalker's armor.

Induce Blood Frenzy (Su): Any creature coming within 10 feet of a ragewalker must make a DC 28 Will save or fly into a mindless killing frenzy. Any creature that fails its saving throw gains a +2 bonus to Str and takes a -2 penalty to AC. Affected creatures become unable to distinguish friend from foe and must make a melee attack against the nearest creature each round (using a full attack, if possible, or charging if appropriate). An affected creature is incoherent and cannot talk, cast spells, or otherwise communicate for the duration of the effect. It remains in a frenzy for a number of rounds equal to 10 minus its Wisdom bonus (minimum of 1 round), even if the ragewalker is dead or no longer present. This is a mind-affecting ability. The save DC is Cha-based.

Repel Missiles (Su): Any time a thrown or projectile weapon is used against a ragewalker, the weapon instead turns and could strike the wielder. The attacker compares his attack roll against his own AC, figuring the attack's success and damage as if had attacked himself. Ranged weapons with epic enchantment bonuses are not affected by this ability.

Weapon Cloud (Su): Ragewalkers are surrounded at all times by a cloud of flying, whirling weapons. This cloud deals 2d6 points of slashing damage each round to any creature adjacent to the ragewalker. DR applies to this damage.

Description This tall creature looks at once slender and deadly.

Its generally humanoid body has thin legs and arms, and its features are concealed by tight-fitting metal armor. The creature's movements are graceful and sure, yet they are sharp and angry at the same time. Swords, axes, and other bladed weapons spin around the creature in a tight cloud. These weapons look sharp and deadly, but none come close enough to the creature that it risks striking itself.

Tactics A ragewalker is most effective when it can induce a blood frenzy in its foes, turning them against one another. The ragewalker closes within 10 feet of its foes at the beginning of combat to induce a blood frenzy in them. Once those foes have turned on each other, the ragewalker carefully divides the battlefield with *blade barriers* and *walls of fire*. It then closes with its foes one at a time, enhancing its combat with *bull's strength* when possible.

Sources *Monster Manual* III

RAGEWIND

CR 19

CE Large undead

Init +5; **Senses** blind-fight, darkvision 60 ft., see invisibility, Listen +39, Spot +39

Languages Common

AC 22, touch 22, flat-footed 17

(-1 size, +5 Dex, +8 deflection)

hp 279 (31 HD); **DR** 15/magic

Immune mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

SR 30

Fort +10, **Ref** +15, **Will** +18

Speed fly 120 ft. (24 squares) (perfect)

Melee 6 longswords +17/+12/+7 (1d8+3/19-20)

Space 10 ft.; **Reach** 10 ft.

Base Atk +15; **Grp** +22

Atk Options Combat Expertise, Flyby Attack, Improved Disarm, Improved Trip, Mobility, Power Attack, Spring Attack, Whirlwind Attack

Special Actions Combat Reflexes, Dodge, blade fury, whirlwind

Abilities Str 17, Dex 20, Con —, Int 13, Wis 13, Cha 12

SQ undead traits, superior multiweapon fighting, weapon proficiency

Feats Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Flyby Attack, Improved Disarm, Improved Trip, Mobility, Power Attack, Spring Attack, Whirlwind Attack

Skills Balance +7, Hide +35, Jump +5, Listen +39, Search +35, Spot +39, Tumble +39

Blade Fury (Su): Three times per day, a ragewind can expand itself outward into a 15-foot-radius spread, filling that entire space with its whirling weapons. This attack deals 20d6 points of slashing damage to every creature within that area (DC 26 Reflex half). Immediately after this attack, the ragewind reverts to its normal size and shape. Once it has used its blade fury attack, it must wait 1d4+1 rounds before it can do so again. A ragewind cannot benefit from both blade fury and whirlwind at the same time.

Whirlwind (Su): A ragewind can intensify the swirling air that composes its usual form to the strength of a whirlwind as a free action. When it does so, it transforms into a whirling mass of air and weapons 5 feet wide and 20 feet high. Each creature that is at least two size categories smaller than the ragewind and in contact with it must succeed at a Reflex save (DC 26) or take 3d6 points of damage. Whether or not this save is successful, an affected creature must immediately make a second Reflex save against the same DC. Failure indicates that the affected creature is picked up by the winds and takes an additional 1d8 points of damage that round and each round thereafter that it remains suspended in the winds. The ragewind may also direct weapon attacks at creatures caught within its whirlwind if desired, though it gains no special bonuses for doing so. A ragewind may also cause its whirlwind to touch the ground, kicking up a whirling cloud of debris with a 10-foot radius. This cloud obscures all vision, including darkvision, beyond 5 feet. Creatures at a distance of 5 feet have concealment, and those farther away have total concealment. A creature caught in this dust cloud must succeed at a DC 20 Concentration check to cast a spell.

Invisibility (Su): At will, a ragewind can suppress its whirlwind to become invisible. This ability otherwise functions like the *invisibility* spell (CL 20th).

See Invisibility (Su): This ability functions like the *see invisibility* spell (CL 20th), except that it is always active.

Superior Multiweapon Fighting (Ex): A ragewind fights with six weapons at once. Because the creature is an amalgam of many dead warriors, a separate intelligence controls each

weapon. Thus, the ragewind has no penalty on attack rolls for attacking with multiple weapons and the number of attacks and the damage bonus for each weapon are calculated as though the weapon were held in a primary hand.

Weapon Proficiency: A ragewind is proficient with all simple and martial weapons.

Description A churning whirlwind, within which dozens of suspended weapons dance and clash. Its form is a vaguely humanoid, semisolid cloud of white or gray fog.

Sources *Monster Manual II*

SCARAB BEETLE SWARM

CR 10

N Fine vermin (swarm)

Init +2; **Senses** darkvision 60 ft., Listen +1, Spot +1

Languages none

AC 26, touch 20, flat-footed 24

(+8 size, +2 Dex, +6 natural)

hp 135 (15 HD)

Immune flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures, critical hits, weapon damage, mind-affecting spells and effects

Fort +13, **Ref** +7, **Will** +6

Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells); susceptible to high winds; can't grapple

Speed 30 ft. (6 squares), burrow 30 ft.

Melee swarm (5d6 plus desiccate)

Space 10 ft.; **Reach** 0 ft.

Base Atk +11; **Grp** —

Atk Options desiccate, distraction

Abilities Str 1, Dex 15, Con 18, Int —, Wis 12, Cha 4

SQ superior swarm, swarm traits, vermin traits

Desiccate (Ex): Scarab beetles can reduce a victim to nothing in mere seconds. Any living opponent damaged by a scarab beetle swarm must make a DC 21 Fortitude save or take 1d6 points of Con damage. A creature reduced to 0 Con by the swarm is consumed completely, leaving behind items that are not organic.

Superior Swarm (Ex): Scarab beetle swarms are exceptionally dangerous and deal more swarm damage than their HD would otherwise indicate.

Distraction (Ex): Any living creature that begins its turn with a scarab beetle swarm in its space must succeed on a DC 21 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Description These beetles have shiny black carapaces highlighted in turquoise red, and yellow and keen powerful pincers.

Sources *Fiend Folio*

SHREDSTORM

CR 8

N Fine construct (swarm)

Init +6; **Senses** darkvision 60 ft., Listen +0, Spot +0

Languages none

AC 24, touch 24, flat-footed 18

(+8 size, +6 Dex)

hp 105 (14 HD)

Immune flanking, trips, grapples, bull rushes, spells or effects that target a specific number of creatures, weapon damage,

electricity, mind-affecting spells and abilities, poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, any effect that requires a Fort save unless it also works on objects or is harmless, death from massive damage

Fort +4, **Ref** +10, **Will** +4

Weakness take +50% damage from area effects and spells (such as splash weapons and many evocation spells); can't grapple

Speed Fly 90 ft. (18 squares) (perfect)

Melee swarm (3d6 plus 2d6 electricity)

Space 10 ft.; **Reach** 0 ft.

Base Atk +10; **Grp** —

Atk Options distraction, penetration

Special Actions lightning bolt

Abilities Str 6, Dex 22, Con —, Int —, Wis 11, Cha 10

SQ construct traits, swarm traits

Distraction (Ex): Any living creature that begins its turn with a shredstorm in its space must succeed on a DC 17 Fort save or be nauseated for 1 round. The save DC is Con-based. Spellcasting or concentrating on spells within the area of a swarm requires a Concentration check (DC 20 + spell level). Using skills that involve patience and concentration requires a DC 20 Concentration check.

Lightning Bolt (Su): A shredstorm can discharge part of its electrical aura in a blast of electricity that acts as a lightning bolt cast by a 14th-level caster (Reflex DC 17 half). A shredstorm requires 2d6 hours after each use of this ability to build its electrical levels back up to full strength; during this time, it deals only 1d6 points of electricity damage to those whose space it occupies. The save DC is Cha-based.

Penetration (Ex): The swarm attack of a shredstorm is treated as an adamantine magic weapon for the purpose of overcoming DR, and it strikes incorporeal creatures as a magic weapon does. When striking an object, a shredstorm ignores any hardness less than 20.

Description A swirling dark cloud of metal shrapnel spins through the air toward you, accompanied by a shrill grinding noise. Arcs of lightning flicker within the metallic swarm.

Sources *Monster Manual* III

STONE JUGGERNAUT (GREATER STONE GOLEM) CR 16

N Huge construct

Init -2; **Senses** darkvision 60 ft., low-light vision, Listen +0, Spot +0

Languages none

AC 27, touch 6, flat-footed 27

(-2 size, -2 Dex, +21 natural)

hp 345 (42 HD); DR 10/adamantine

Immune mind-affecting effects, poison, sleep effects, paralysis, stunning, disease, death effects, necromancy effects, critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, energy drain, effects that require a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage, magic (see below)

Fort +14, **Ref** +12, **Will** +14

Weakness immunity to magic (see below)

Speed 20 ft. (4 squares)

Melee trample (4d8+26)

Space 15 ft.; **Reach** 15 ft.

Base Atk +31; **Grp** +52

Atk Options trample

Special Actions slow

Abilities Str 37, Dex 7, Con —, Int —, Wis 11, Cha 1

SQ construct traits

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 of its lost hp. A *stone to flesh* spell does not actually change the golem's structure, but it does negate its DR and immunity to magic for 1 full round.

Slow (Sp): 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 31 Will save to negate. The save DC is Con-based.

Trample (Ex): A stone juggernaut can not make slam attacks like a normal stone golem. Instead, it makes a trample attack as a full-round action (see *Monster Manual*, page 316). Because of the special design of the hallway, this trample has the following enhanced results. The stone juggernaut's trample deals 4d8+26 points of damage and has a Reflex save DC of 44. Opponents cannot avoid the trample and must make an opposed Dex or Str check against the stone juggernaut's Str check (total bonus before difference in size modifiers is +22) to avoid being knocked prone and stop the stone juggernaut's movement (it cannot be knocked prone itself).

Description You see what appears to be a giant stone elephant rolling forward on stone rollers.

Sources *Monster Manual*, *Tomb of Horrors* (3.5 update)

TOMB MOTE

CR 2

CE Tiny undead

Init +7; **Senses** darkvision 60 ft., Listen +1, Spot +1

Languages Common, Abyssal (but don't speak)

AC 18, touch 15, flat-footed 15

(+2 size size, +3 Dex, +3 natural)

hp 27 (3 HD); DR 2/cold iron or magic

Immune mind-affecting spells/abilities, magic sleep effects, paralysis, stunning, disease, death effects, any effect that requires a Fort save unless it also works on objects or is harmless, critical hits, nonlethal damage, damage to physical ability scores, ability drain, energy drain, fatigue, exhaustion, death from massive damage

Fort +1, **Ref** +5, **Will** +4

Speed 20 ft. (4 squares), swim 20 ft.

Melee bite +6 (1d4-1 plus disease)

Space 2½ ft.; **Reach** 0 ft.

Base Atk +1; **Grp** -8

Atk Options disease, quickness

Abilities Str 8, Dex 17, Con —, Int 10, Wis 12, Cha 14

SQ undead traits

Feats Improved Initiative, Weapon Finesse

Skills Hide +12, Move Silently +4

Disease (Ex): A creature struck by a tomb mote's bite attack must make a DC 13 Fortitude save or be infected with a disease known as corpse bloat (incubation period 1d3 days, damage 1d6 Str). The skin of a diseased victim turns a hue of green, bloats, and is warm to the touch. The save DC is Cha-based.

Quickness (Su): A tomb mote is supernaturally quick. It can take an extra standard action or move action during its turn each round.

Description These tiny, vaguely humanoid creatures are animated accumulations of tomb litter – shards of bone, lone teeth, matted hair, bits of shattered tombstone, and grave dirt.

Sources *Libris Mortis*

NEW RULES ITEMS

NEW FEATS

Captivating Melody (*Complete Mage*)

You can expend some of your musical abilities to increase the potency of your enchantment or illusion spells.

Prerequisites: Bardic music, ability to cast arcane spells.

Benefit: As a swift action before casting a spell, you can attempt a Perform check (DC 15 + the level of the spell you intend to cast). If you succeed, you can sacrifice one of your daily uses of bardic music to increase the save DC of the next enchantment or illusion spell you cast in the same round by 2. If the Perform check fails, you still lose one daily use of bardic music but gain no benefit. You can apply Captivating Melody only to spells cast by the same class that grants you your bardic music ability. For instance, if you are a multiclass bard/wizard, you can apply this feat to bard spells, but not to spells you cast as a wizard.

Extra Music (*Complete Adventurer*)

You can use your bardic music abilities more often than you otherwise could.

Prerequisites: Bardic music.

Benefit: You can use your bardic music abilities four extra times per day.

Normal: Bards without the Extra Music feat can use bardic music once per day per bard level.

Special: You can gain this feat multiple times. Its effects stack.

Improved Toughness (*Complete Warrior*)

You are significantly tougher than normal.

Prerequisite: Base Fortitude save bonus +2.

Benefit: You gain a number of hit points equal to your current Hit Dice. Each time you gain a HD (such as by gaining a level), you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point permanently.

Special: A fighter may select Improved Toughness as one of his fighter bonus feats.

Melodic Casting (*Complete Mage*)

You can weave your music and magic together into a single perfect voice.

Prerequisites: Perform 4 ranks, Spellcraft 4 ranks, bardic music class feature.

Benefit: Whenever a Concentration check would be required to cast a spell or use a spell-like ability (such as when you cast defensively or are distracted or injured while casting), you can make a Perform check instead. In addition, you can cast spells and activate magic items by command word or spell completion while using a bardic music ability. Bardic music abilities that require concentration still take a standard action to perform.

Normal: A bard can't cast spells or activate magic items by command word or spell completion while using bardic music.

Practiced Spellcaster (*Complete Arcane*)

Choose a spellcasting class that you possess. Your spells cast from that class are more powerful.

Prerequisite: Spellcraft 4 ranks.

Benefit: Your caster level for the chosen spellcasting class increases by +4. This benefit can't increase your caster level to higher than your HD. However, even if you can't benefit from the full bonus immediately, if you later gain HD in nonspellcasting classes, you might be able to apply the rest of your bonus.

For example, a human 5th level sorcerer/3rd level fighter who selects this feat would increase his sorcerer caster level from 5th to 8th (since he has 8 HD). If he later gained a fighter level, he would gain the remainder of the bonus and his sorcerer caster level would become 9th (since he now has 9 HD).

A character with two or more spellcasting classes (such as a bard/sorcerer or a ranger/druid) must choose which class gains the feat's effect.

This does not affect your spells per day or spells known. It only increases your caster level, which would help you penetrate SR and increase the duration and other effects of your spells.

Special: You may select this feat multiple times. Each time you choose it, you must apply it to a different spellcasting class. For instance, a 4th level cleric/5th level wizard who had selected this feat twice would cast cleric spells as an 8th level caster and wizard spells as a 9th level caster.

NEW ITEMS

Choker of Eloquence (Complete Adventurer)

Coveted by bards, singers, and public speakers, this beautiful necklace is carved from ivory and jade. There are two versions of these chokers. A *lesser choker of eloquence* grants a +5 competence bonus on Diplomacy, Bluff, and Perform (sing) checks. A *greater choker of eloquence* increases the bonus to +10.

Moderate transmutation; CL 6th; Craft Wondrous Item, creator must be a spellcaster of at least 6th level; Price 6000 gp (lesser), 24,000 (greater).

NEW SPELLS

Blood to Water (Spell Compendium)

Necromancy (Water)

Level: Cleric 7

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft. / 2 levels)

Effect: Up to five living creatures, no two of which are more than 30 ft. apart

Duration: Instantaneous

Saving Throw: Fortitude half

Spell Resistance: Yes

You forcefully spit, ending your spellcasting. From where you spat arises a sea-green orb of energy for each creature you intend as a subject of the spell. The orbs fly to their designated targets and turn blood red as they impact.

You transmute the subjects' blood into pure water, dealing 2d6 points of Con damage. A successful Fortitude save halves the Con damage. The spell has no effect on living creatures with the fire or water subtype.

Clutch of Orcus (Spell Compendium)

Necromancy [Evil]

Level: Cleric 3

Components: V, S

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft. / level)

Target: One humanoid

Duration: Concentration, up to 1 round/level

Saving Throw: Fortitude negates

Spell Resistance: Yes

Reaching out a hand twisted by tension into a grasping claw, you squeeze your foe's heart from afar, anticipating the moment its smoking remains will rest in your palm.

Magical force grips the subject's heart (or similar vital organ) and begins crushing it. The victim is paralyzed and takes 1d12 points of damage per round. Concentration is required to maintain the spell each round. A conscious victim can attempt a new Fortitude saving throw each round to end the spell. If the victim dies as a result of this spell, its smoking heart appears in your hand.

Protection from Positive Energy (Spell Compendium)

Abjuration

Level: Cleric 2

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: 10 minutes/level

Saving Throw: Will negates

Spell Resistance: Yes

A black seed of magic floats above your finger, and you implant it in the creature before you, guarding it against positive energy.

The warded creature gains partial protection against positive energy effects. For as long as the spell lasts, it subtracts 10 from the hp damage dealt by any positive energy effect (such as a *cure* spell) that adversely affects it. Positive energy effects that don't deal hp damage to the subject, such as turning attempts, affect the subject normally.

ILLUSTRATION #1



6

©1998 TSR, Inc. TSR, Inc. grants permission to photocopy this page for personal use only. TSR, Inc. is a subsidiary of Wizards of the Coast, Inc.

ILLUSTRATION #2



ILLUSTRATION #3

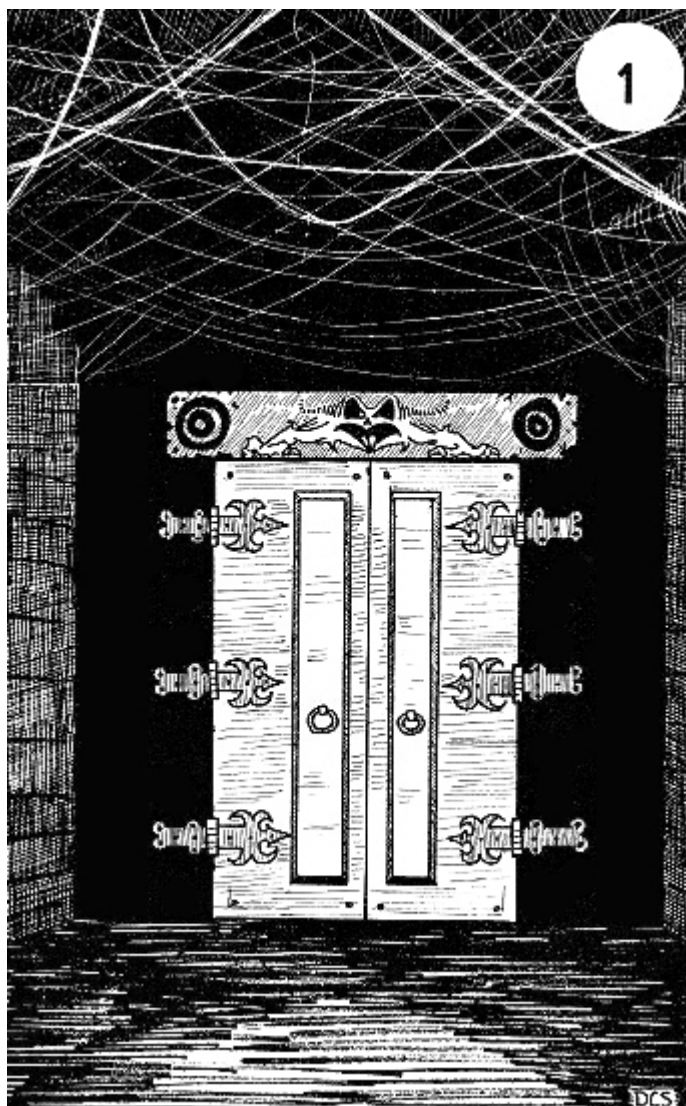


ILLUSTRATION #4

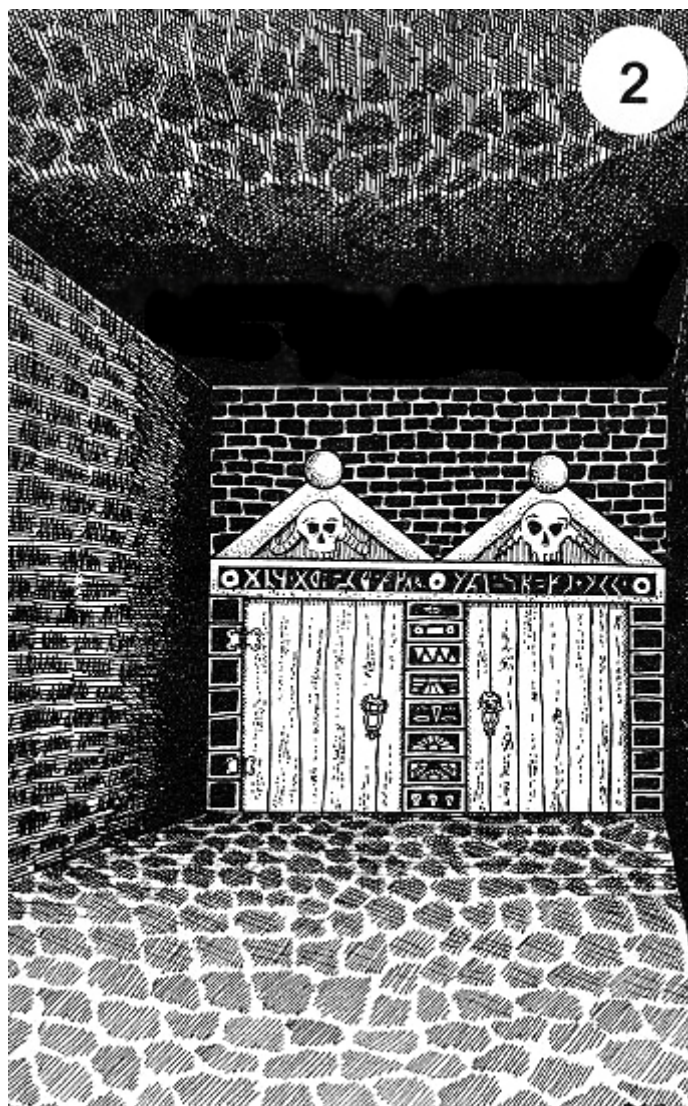


ILLUSTRATION #5



ILLUSTRATION #6

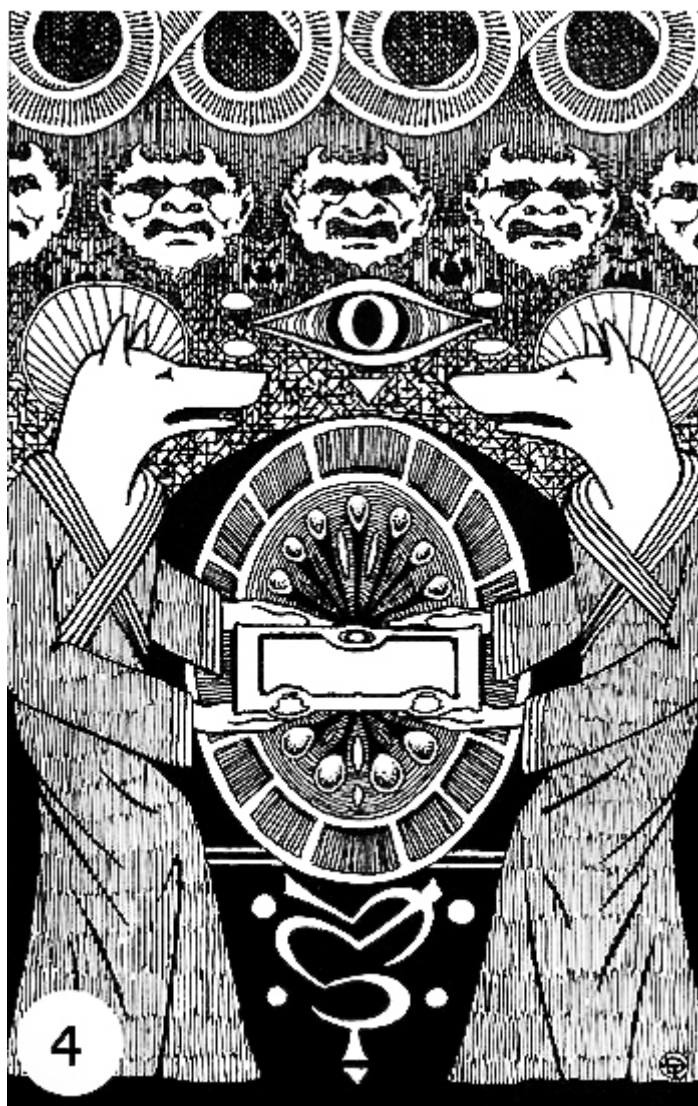


ILLUSTRATION #7

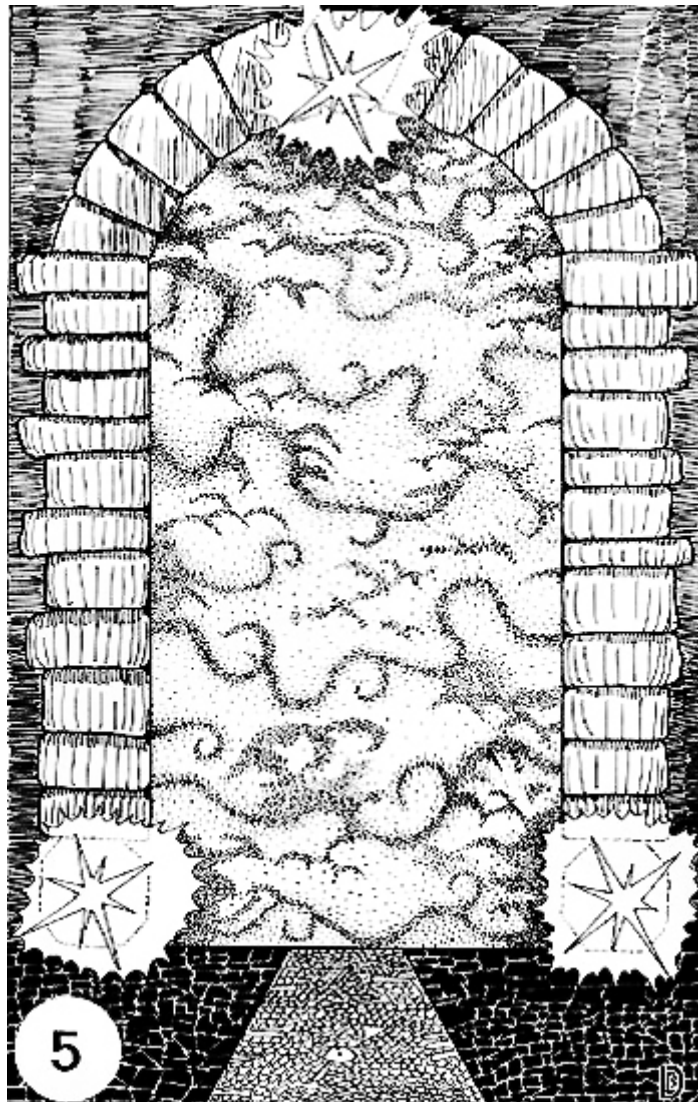


ILLUSTRATION #8



ILLUSTRATION #9



ILLUSTRATION #10

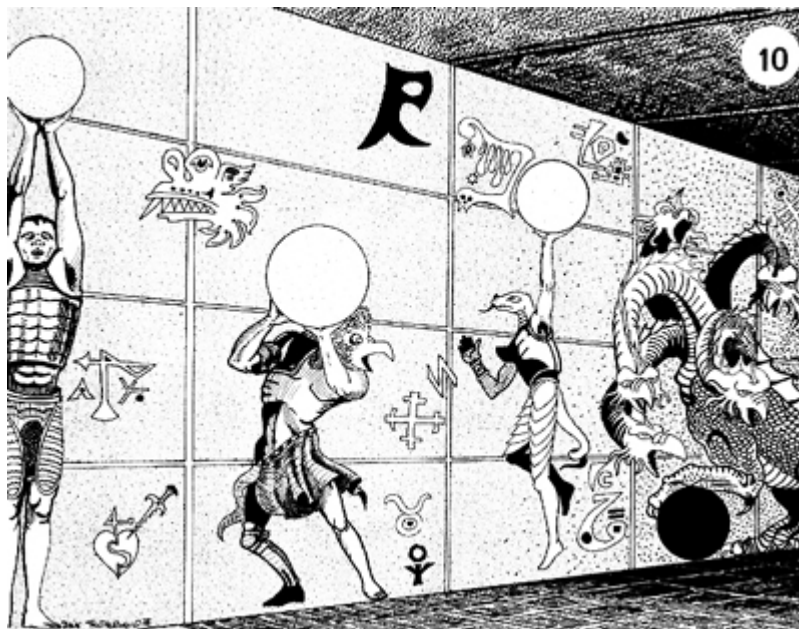


ILLUSTRATION #11



ILLUSTRATION #12

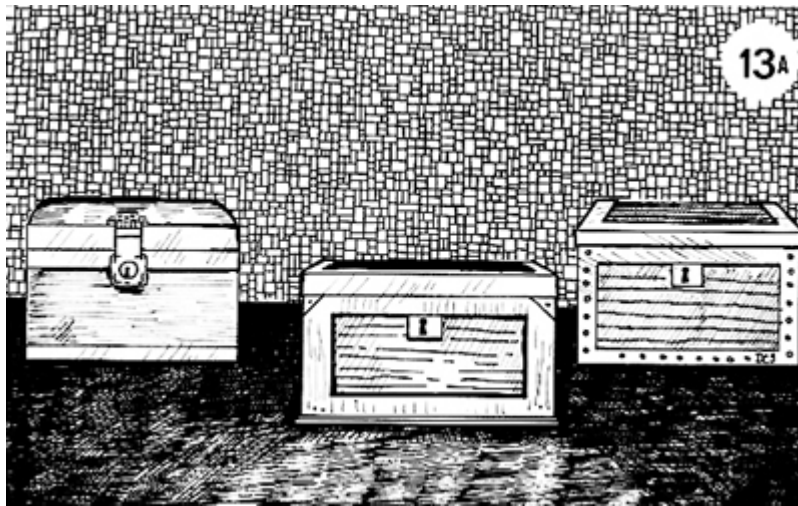


ILLUSTRATION #13



ILLUSTRATION #14

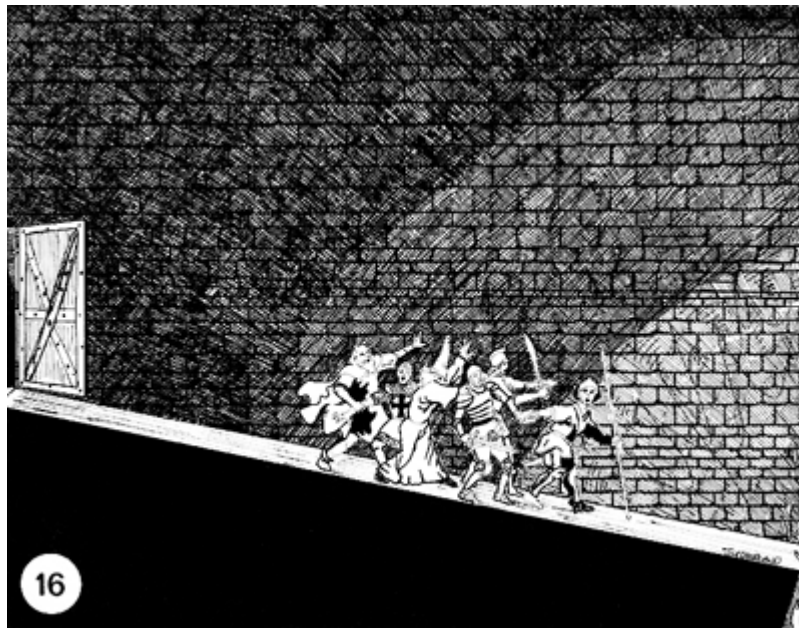


ILLUSTRATION #15



ILLUSTRATION #16

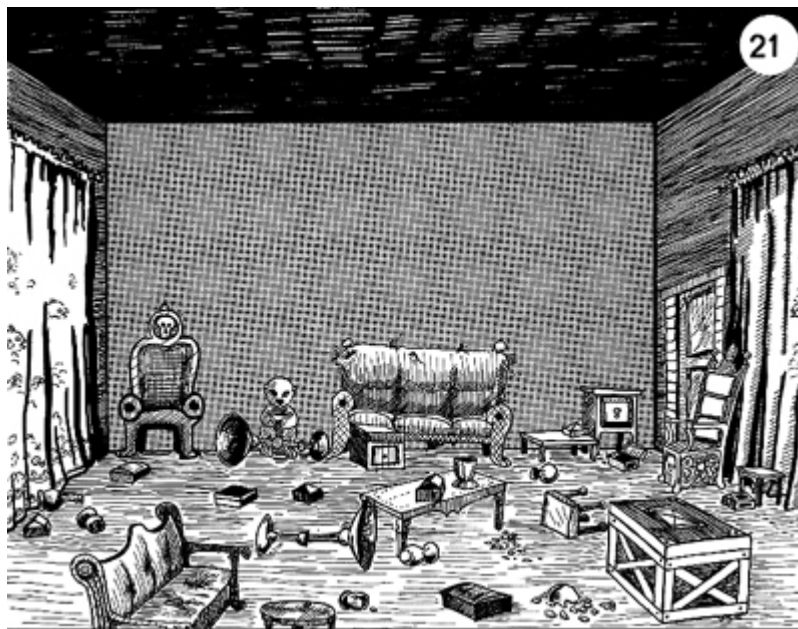


ILLUSTRATION #17



ILLUSTRATION #18



ILLUSTRATION #19

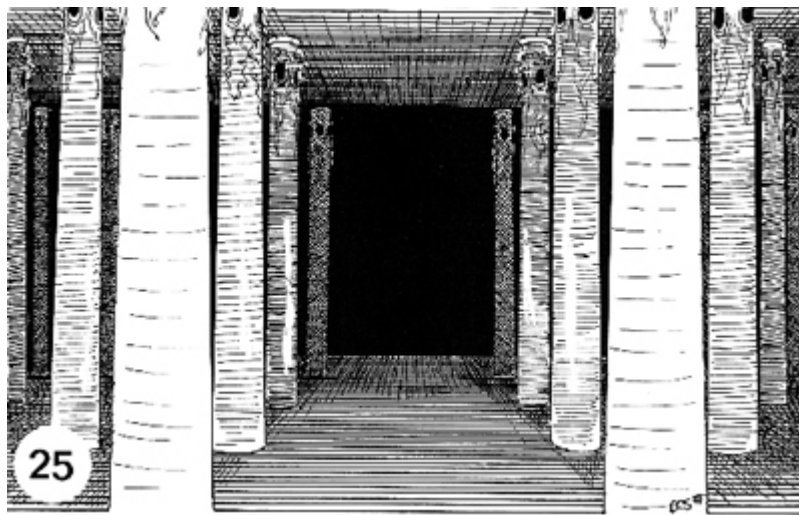


ILLUSTRATION #20



ILLUSTRATION #21

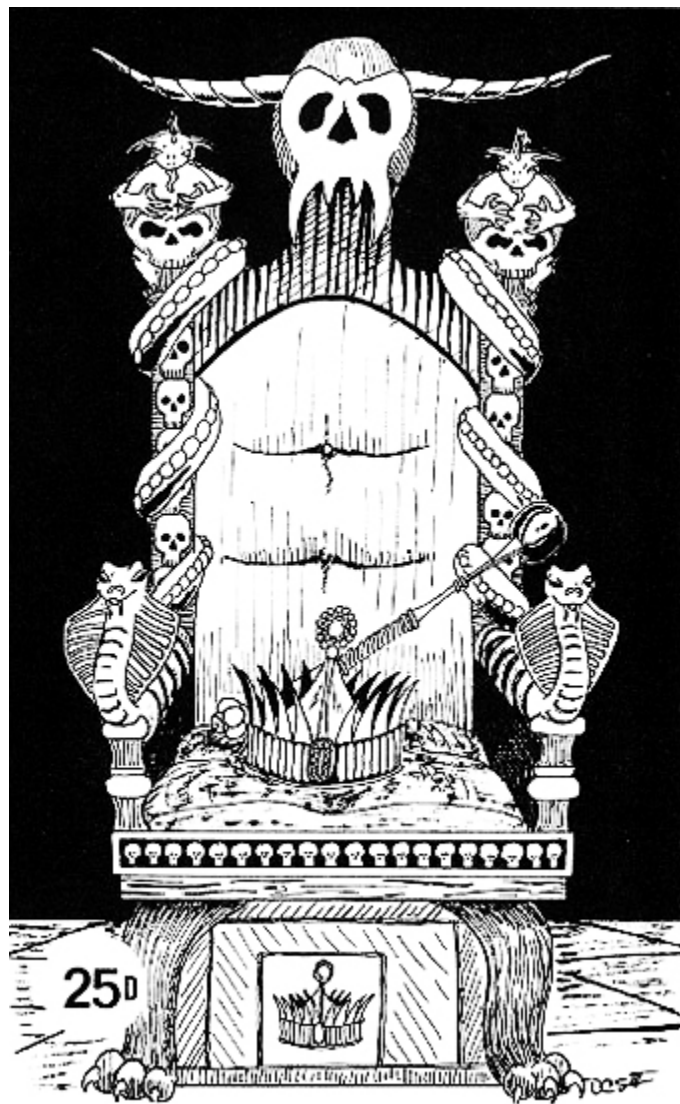


ILLUSTRATION #22

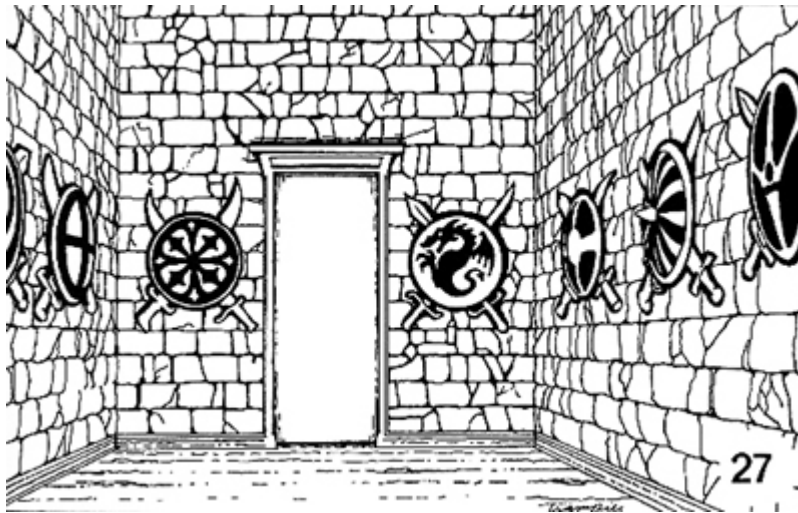


ILLUSTRATION #23



ILLUSTRATION #24

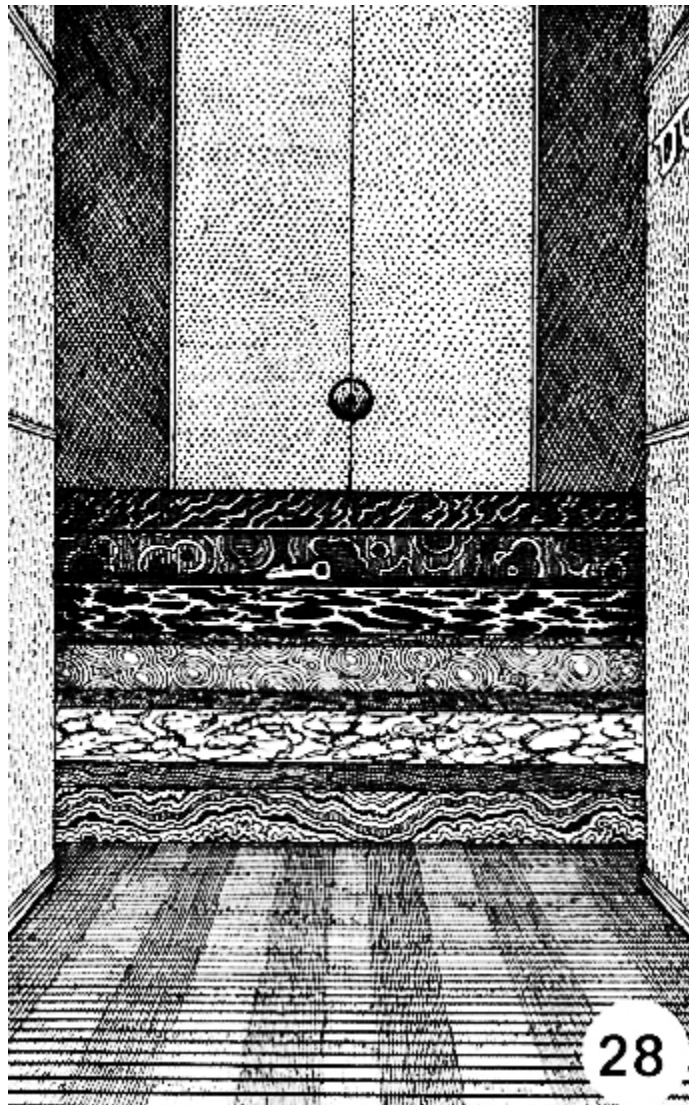


ILLUSTRATION #25

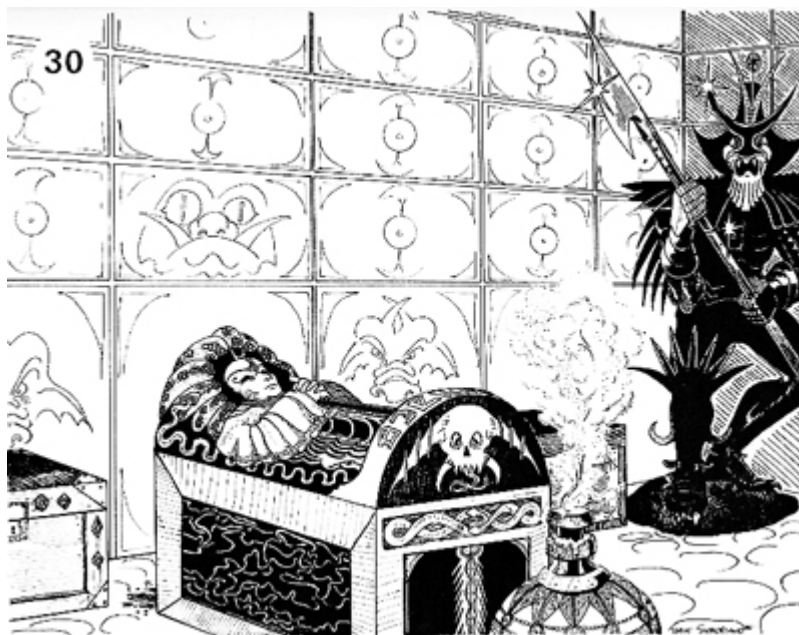


ILLUSTRATION #26

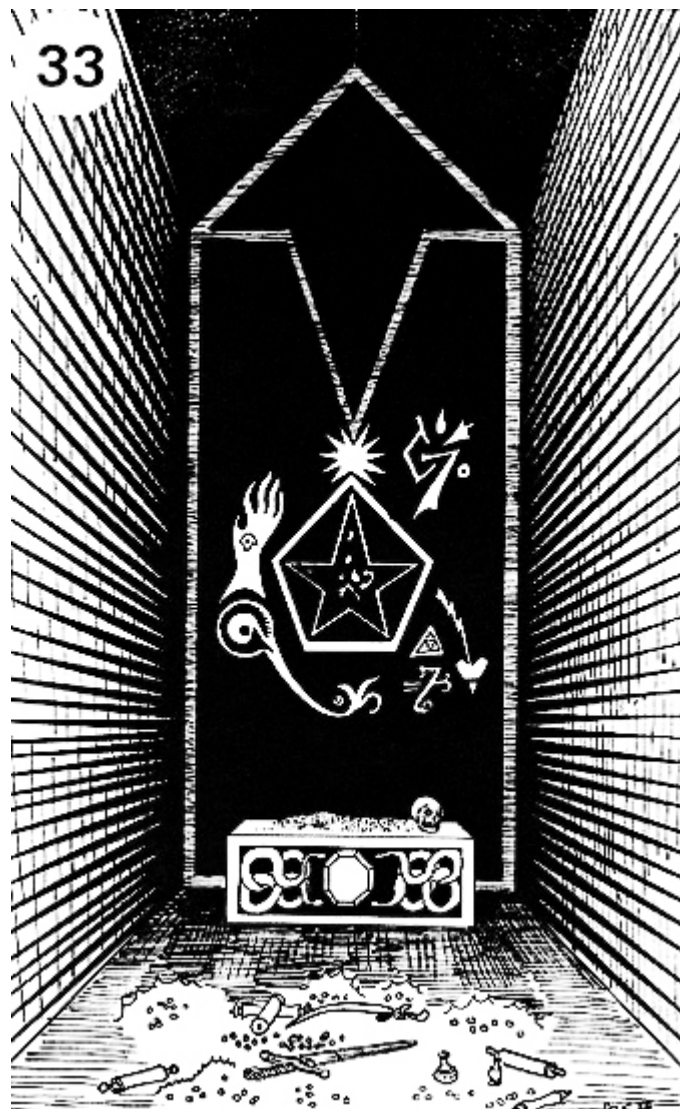


ILLUSTRATION #27



PLAYER HANDOUT #1

ACERERAK CONGRATULATES YOU ON YOUR
POWERS OF OBSERVATION. SO MAKE OF THIS
WHATEVER YOU WISH, FOR YOU WILL BE MINE IN
THE END NO MATTER WHAT!

Go back to the tormentor or through the arch,
and the second great hall you'll discover.
Shun green if you can, but night's good color
is for those of great valor.

If shades of red stand for blood the wise
will not need sacrifice aught but a loop of
magical metal—you're well along your march.

Two pits along the way will be found to lead
to a fortuitous fall, so check the wall.

These keys and those are most important of all,
and beware of trembling hands and what will maul.

If you find the false you find the true
and into the columned hall you'll come,
and there the throne that's key and keyed.

The iron men of visage grim do more than
meets the viewer's eye.

You've left and left and found my Tomb
and now your soul will die.

PLAYER HANDOUT #2

*Look low and high for gold, to hear a tale untold. The archway
at the end, and on your way you'll wend. –A.*

PLAYER HANDOUT #3

YOU WHO DARED TO VIOLATE MY TOMB MAY REMAIN
AND DIE SLOWLY OF STARVATION, OR ESCAPE TO CERTAIN DEATH.
WHATEVER YOUR CHOICE, ACERERAK THE ETERNAL
WATCHES AND SCOFFS AT YOUR PUNY EFFORTS
AND ENJOYS YOUR DEATH THROES.

PLAYER HANDOUT #4

THE FACE OF THE FIEND DOES MORE THAN DEVOUR
WITH THE LEAST OF MY FORM, 'TIS THE GAP TO POWER.

MAP OF THE TOMB OF HORRORS

