

# THE EXFILTRATORS

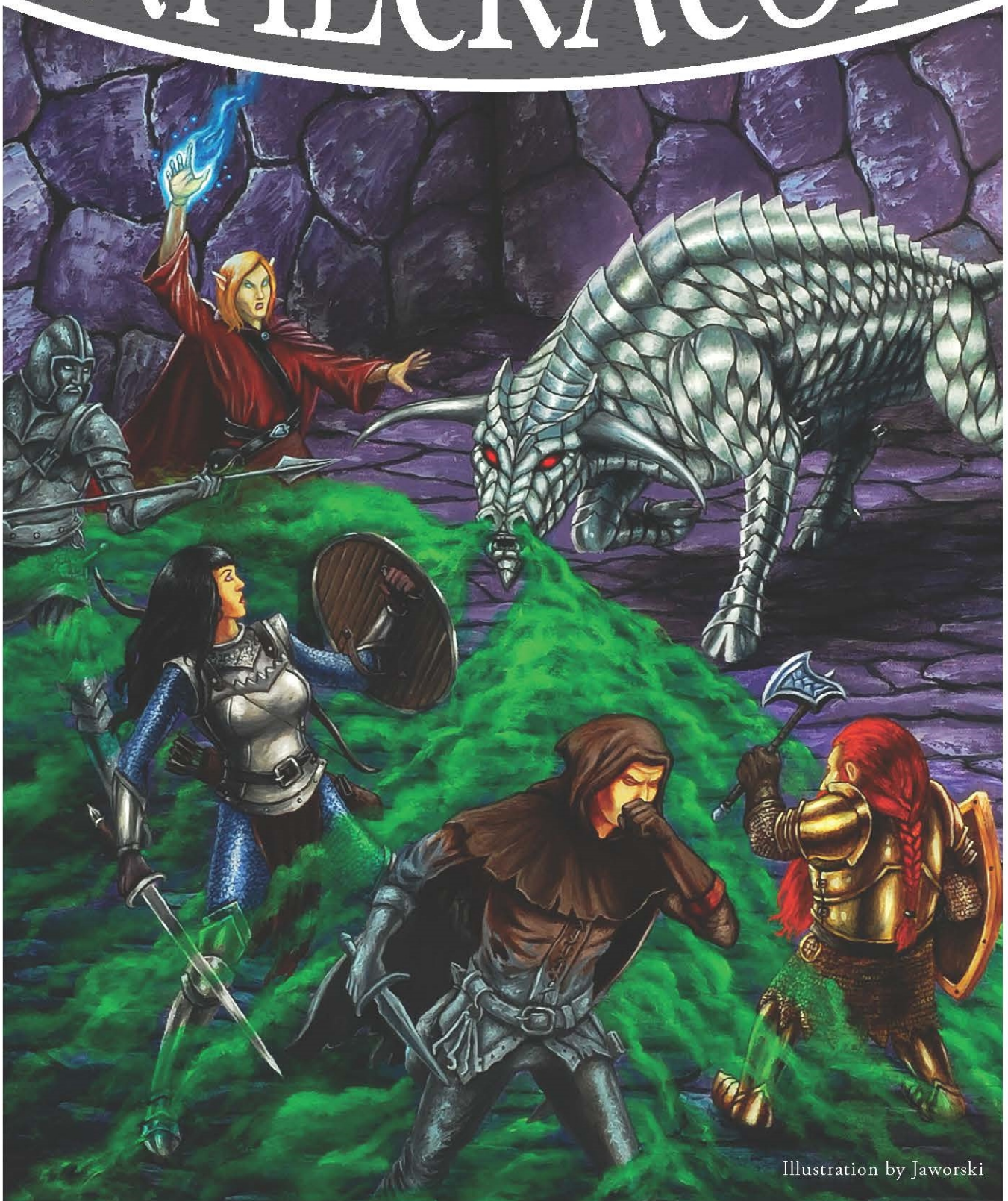


Illustration by Jaworski

An adventure for characters of level 5 to 7  
by Lance Hawvermale



*The Exfiltrators* is a fantasy adventure for player characters of levels 5 to 7, suitable for use in both First and Second Edition campaigns.

## BACKGROUND

The gloomy walls of Velgate Prison have throughout the centuries housed miscreants and thugs, footpads and killers. Most believe that giants constructed the massive walls, fitting together stones no mere man could move. Since then, Velgate has served its purpose in grim and merciless silence, having little contact with the world beyond the desolate valley in which it sits. To this day, criminals are sentenced to dreary tenures here; so far, no one has escaped.

Six months ago, Warden Kellisker died in his sleep, having spent the last 30 years of his life growing as dark and humorless as the building in which he worked. A local noble quickly dispatched Kellisker's replacement. Rather than promoting a new warden from among the prison guards, the noble instead chose to install as warden an associate from his old campaigning days. The new warden is called Gharshod. Not only is Gharshod a redoubtable warrior, he is also a minotaur.

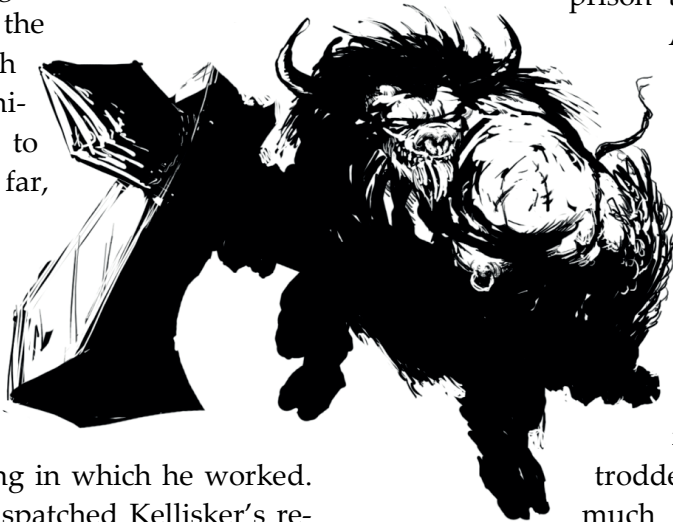
Gharshod the minotaur is a scarred veteran of a hundred battles, though few of those battles took place on the Prime Material plane. A native of Acheron, Gharshod made a name for himself in the ranks of the army of Bylkalla, god of gambling and war. Gharshod learned a deep respect for Bylkalla and allied himself with some of the god's most powerful clerics. Now in his retirement, Gharshod has accepted the noble-

man's offer so that he might use the prison as a bastion from which to spread Bylkalla's theology throughout the Prime.

Gharshod's plan is twofold. Using agents skilled in the enchantment arts, Gharshod is magically indoctrinating certain inmates into the ways of Bylkalla. These brainwashed convicts are then granted furlough and sent into the world to preach and proselytize, drawing new members into the fold. Secondly, and far more dramatically, Gharshod is brokering a deal with outer-planar beings to open a gateway from the prison to the rust-red plains of Acheron.

## Entangling the PCs

In *The Exfiltrators*, the player characters (PCs) are not hired to complete a quest, nor are they asked to right a wrong, recover an artifact, or help the downtrodden. The adventure begins much more directly. At any point during your current campaign, in between adventures or right in the middle of a current adventure, bandits ambush the PCs. After the dust settles, the PCs are either prisoners of the ambushers or they discover a clue among the bodies of their fallen foes. Either way, both outcomes lead them to Velgate Prison. PCs who defeat the ambushers might elect to ignore the clues that "something isn't right in the prison," and in this case they may continue with their original quest; Gharshod and his minions remain as viable antagonists for another day. As GM, you can drop additional hints of the shady events in the prison as the campaign progresses, returning to the investigation at any time.





Gharshod's plan to open a portal to Acheron depends upon a successful barter with a bone devil known as the Boundary Liege. Charged by the divine powers of Acheron with the task of monitoring the plane's borders, the various Boundary Lieges have broad and commanding authority. Greedy and clever, this particular Boundary Liege has agreed to establish a gateway between the two planes of existence in exchange for a considerable number of magic items. If Gharshod supplies enough arcane objects, the bone devil provides the bridge between planes—boding ill for the PCs' home world.

To this end, Gharshod has been questing for magic items, as well as buying them and stealing them. One of his most successful tactics so far has involved waylaying traveling mercenaries—such as the PCs—and robbing them of their possessions. These items then go into a stockpile that the minotaur hoards within the prison. When he has finally amassed enough, Gharshod will be granted what he seeks from the Boundary Liege, and the gate will open permanently.

*The Exfiltrators* begins with the PCs as the targets of one of Gharshod's ambushes. The minotaur employs an illusionist named Pel to orchestrate these attacks. Along with Verin, a cleric of Bylkalla, the illusionist hires seven highwaymen from the local countryside and awaits the PCs' arrival. The PCs, who've made something of a name for themselves, have caught Pel's attention. Having tracked their movements, he and his cohorts have prepared a devastating trap.

## THE TRAP

The villains have set an ambush that is both practical and cunning. It involves three main elements. Familiarize yourself with the details before beginning play. These are described under **Anatomy of an Ambuscade**, below. The attack can happen practically anywhere; a few

simple adjustments on your part ensure that the ambush can catch the PCs unaware in a variety of campaign locations. The ideal place to stage the event is when the PCs are walking on a path through a wooded area of your choice. Read or paraphrase the following:

Up ahead, sitting on the side of the trail, is what appears to be a weary traveler. Though his clothes were obviously once fine, they are now speckled in grime and covered with the dust of many miles. The man takes several deep breaths, as if he's just finished running a great distance. Resting beside him is a leather sack, from which protrudes a long ivory scroll tube.

## Anatomy of an Ambuscade

The success of the brigands' attack depends upon three factors.

- ◆ The man on the side of the road is actually an *improved phantasmal force*.
- ◆ The bandits are disguised by a *massmorph* spell to appear as trees.
- ◆ The illusionist responsible for these false images wears a *ring of invisibility*.

The bandits wait until the PCs stop or slow down to investigate the raggedy figure on the road's edge. They spring the ambush in a very efficient manner.

## Round One

(1) The illusionist, Pel, drops the *massmorph* spell. At this point, make a surprise check if you deem that one is appropriate. When it's the NPCs' turn to act, the following three events happen either simultaneously or in whatever order makes the most sense, depending on individual game variables:

(2A) The four fighters charge the party and fight, hoping to force the PCs to surrender.



(2B) The cleric, Verin, casts *silence*, 15' radius, targeting obvious spellcasters.

(2C) The three assassins remain behind 50% cover and fire poison-tipped arrows.

## Round Two

(1) Pel loses his *invisibility* as he casts *spectral force*, creating the appearance of dozens of archers firing arrows into the party. Unless the PCs have reason to believe these arrows are unreal, treat them as actual arrows. Each PC is fired upon in this manner twice per round. Make a to-hit roll for the false arrows, using the attack roll of a 7th-level fighter. All damage from these illusory arrows is "subdual" damage; that is, when the victim reaches 0 hit points, he falls unconscious for 1d4+3 rounds. Subdual damage is restored at a rate of 2 hit points per hour of rest.

(2) Verin, remaining behind cover, casts *cause blindness* on any obvious spellcaster or powerful warrior.

(3) The fighters and assassins attack with melee and ranged weapons, respectively. Remember that the arrows are coated in a sleep agent, forcing the PCs to make saving throws vs. poison to avoid unconsciousness.

## Rounds Three +

Pel continues to send illusory arrows into the party, and the cleric casts such spells as *cloak of fear* and *hold person*. The assassins depend upon their toxic arrows to bring their targets down.

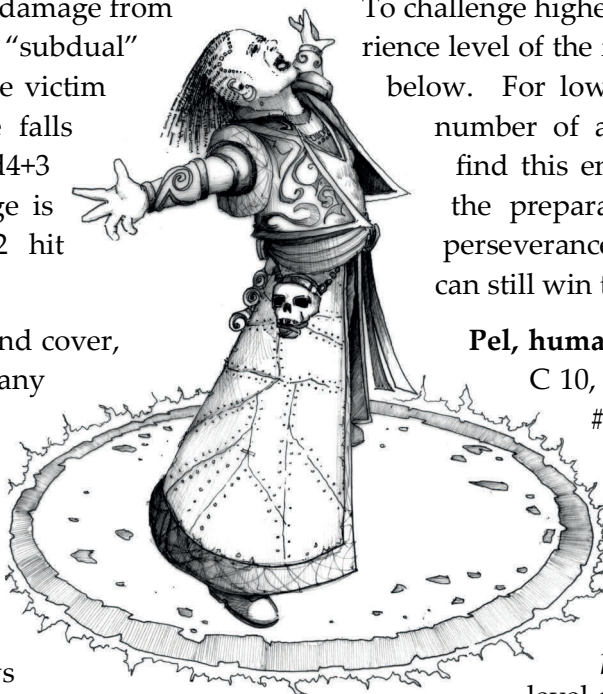
The bandits hope to induce the PCs to surrender; if the PCs are obviously in danger of being annihilated, the fighters call out to them to stop

and throw down their weapons. If the PCs comply, the ambushers quickly bind their hands behind their backs, gag them, and hobble them with just enough rope to permit them to walk. They take special care when tying magic-users and clerics.

If, however, the attackers find themselves taking too many casualties, they turn and retreat, hoping to vanish into the trees. The illusionist depends upon his *ring of invisibility* and the spell *rope trick* to avoid capture.

## Scaling the Encounter

To challenge higher-level PCs, increase the experience level of the fighters and assassins detailed below. For lower-level parties, decrease the number of ambushers. The PCs should find this encounter quite difficult, given the preparations of their attackers, but perseverance, clever play, and a little luck can still win the day.



**Pel, human male:** I 7; S 6, I 15, W 13, D 10, C 10, Ch 11; AC 10; MV 12"; hp 15; #AT 1; Dmg by weapon type; SA spells; SD spells; AL LE; XP 785. Spells: 1st level-*change self*, *color spray*, *darkness*, *phantasmal force*, 2nd level-*blur*, *fog cloud*, *improved phantasmal force*, 3rd level-*rope trick*, *spectral force*, 4th level-*massmorph*.

In addition to his *ring of invisibility*, Pel also carries a *potion of levitation*, an *eversmoking bottle*, and two pieces of lapis lazuli worth 20 gp each. He usually wears a sleeveless vest, decorative bracers, and a skull talisman in honor of the god Bylkalla, detailed in the Appendix.

**Verin, human male:** C 7; S 11, I 11, W 14, D 16, C 11, Ch 13; AC 3 (chain mail and Dexterity bonus); MV 12"; hp 30; #AT 1; Dmg by weapon type; SA spells; SD spells; AL LE; XP 915. Spells:



1st level-*command*, *cure light wounds*, *sanctuary*, 2nd level-*hold person* (x2), *silence*, 15' radius, 3rd level-*cause blindness* (x2), 4th level-*cloak of fear* (this spell appears in the optional **UA** source-book; feel free to replace it with *poison*, the reverse of the spell *neutralize poison*).

Verin wears chain mail and carries a *mace +1*. He also has a *potion of healing* and 32 gp in a red velvet pouch.

**Fighters (4):** F5; AC 5; MV 12"; hp 40, 35, 32, 30, 25; #AT 1; Dmg by weapon type; AL LE; XP 337 each. Each fighter wears chain mail, an open-faced helm, and is armed with a longsword. They carry 6-36 gp each, but otherwise have brought no gear other than what they require for the ambush, which includes ropes, gags, shackles, et cetera.

**Assassins (3):** A4; AC 8; MV 12"; hp 15, 12, 11; #AT 1; Dmg 1-6 + poison; SA poisoned arrows (save vs. poison or fall unconscious for 1d4+3 rounds); AL NE; XP 245 each. Each assassin wears leather armor and carries a short sword, short bow, and 20 poisoned arrows.

## Aftermath

The course of the adventure depends on the outcome of the ambush.

**The PCs Have Won!** If the PCs capture any of the fleeing ambushers, they may question them by whatever means they prefer, by magic or muscle. The fighters and thieves have little valuable information, as they were hired from the local taverns and promised 100 gp each to set this roadside trap. They know only that the woman who hired them bore a scar down the left side of her face and went by the name of Pasheena. Apparently Pasheena is a magic-user of some kind, hiding in the forest and creating the illusion of the pauper. In reality, there is no Pasheena. The mastermind Pel donned this illusion in order to keep his identity a secret.

The cleric, Verin, knows a little bit more. If captured and coerced into talking, he reveals that Pasheena's base of operations is apparently Velgate Prison. He knows this only because he watched Pasheena ride off after she hired him, and the only structure in that direction for several miles is the notorious prison.

If the PCs manage to capture Pel, which is difficult, given his *ring of invisibility*, he tells them only as much as necessary. He works for the warden of Velgate Prison. The warden is collecting magic items to fulfill an unknown agenda, and he's using some of the prisoners to further his goal. Pel does not reveal that Gharshod is a minotaur, and he is unaware of Gharshod's attempt to create a bridge to Acheron.

In any event, if the PCs stave off the ambush, one of them discovers on the road (or on the person of a fallen foe) an iron keyring. The ring contains two keys, the heads of which have been embossed with the image of a round, towerlike building. If the PCs inquire in the nearest town or village, they're told that the symbol is that of Velgate Prison. Divinatory magic can also be used on the keys to reveal this information, and any PC with knowledge of area geography or local lore may also make the connection between the symbol and the prison, though you may require a skill or ability check for this to succeed. These keys belong to Pel. They permit access to Areas 2 and 22 within the prison.

The PCs have the option of continuing to their original destination or investigating the prison.

**The Bandits Have Won!** Pel and his fellows lead the PCs to Velgate Prison. In addition to stripping them of all gear and tying them securely, the bandits blindfold their captives. Spellcasters are completely disabled. In other words, if the PCs lose this fight, you should make it next to impossible for them to escape during their journey to the prison. Once there, however, they'll have the chance to fight back.



## What Happens Next?

The main concern from a GM's perspective is that the PCs, victorious over the bandits, might decide not to investigate the symbol on the keyring or the information possibly given to them by Pel or Verin. If this happens, consider the following:

- ◆ Drop more clues. Let the PCs go about their business, continuing on an unrelated quest or involving themselves in other affairs. Later, they are approached by a ruffian who is looking to hire sell-swords. This man says he's heard of gold being offered to gangs who can abduct wealthy travelers, and he would like to enlist the PCs' help in earning these rewards. If pressed, the man admits he's heard rumors that a magic-user working at Velgate Prison is the source of this shady operation.
- ◆ Set another trap. It's not long before the PCs are ambushed again. Sooner or later they'll realize that something odd is afoot. One of the attackers says he was paid by a man who was wearing the uniform of a prison guard.

On the other hand, if the PCs are subdued by Pel and the bandits, they are quickly taken to the prison, where they are introduced to a new and possibly deadly destiny.

## THE PRISON

The most notable thing about the Velgate Prison is its shape. Three outer walls form a triangle. Inside the walls is a stretch of open ground. In the center of this ground is a round building that is the prison itself, rising four levels above the ground. A single shaft runs through the center of the four levels, and within this shaft is a hollow stone pillar that serves as the guards' station. This arrangement is what is known as a *panoptic prison*.

**The Panopticon.** The cells are arranged in a circular pattern. A guard positioned in the circle's center is thus afforded a perfect view of all cells. He has but to turn his head to see into every cell, rather than walk along a corridor as is the case in standard prisons. This lone sentry is housed in a round room with darkened windows or portholes, so that the inmates in their cells can never know if they are currently being observed. In this manner, only a single watcher is required to monitor all activities on each level of the panopticon, and the inmates' behavior is to a certain extent controlled, as they never know for certain if they are currently under observation.

**The Staff.** Because of the panopticon's design, Velgate Prison operates with a minimal staff. Each sentry on each level sits in the Roundhouse, or central spire, for a four-hour shift, turning occasionally on a wheeled chair and observing the occupants of the cells. The shift changes are conducted within the Roundhouse itself, with the guards moving up and down the staircase in the spire. This prevents the prisoners from ever knowing when the sentries are switching posts. Three times per day, off-duty guards from the Control Room (Area 4), bring meals to the cells. Using wheeled carts, they walk the catwalks from the Roundhouse to the walkway that circles the cells.

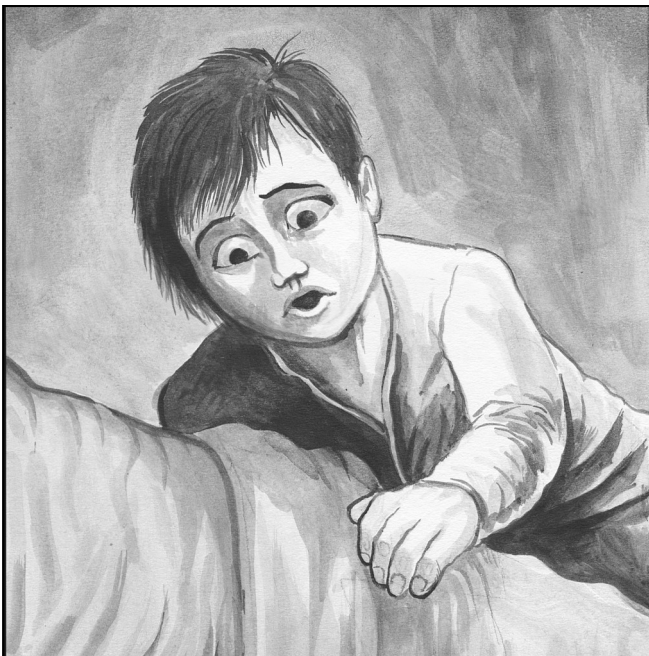
**No Escape.** The inmates are never permitted to leave their cells. Once per day, the guards bring pails of fresh water for washing, removing the soiled pails. If a prisoner were to get out of his cell, he would find there is no way down other than to enter the Roundhouse or to jump the rail and fall a considerable distance, unless he was already on Level 1. The only stairway to the ground is within the spire itself, and the bridges connecting the cells have no protective railings. The more dangerous prisoners are housed on Level 4, so that their drop is much farther should they somehow slip from their cells and decide foolishly to jump.



**The Operation.** Gharshod has two main objectives, the magical coercion of the inmates and the brokerage of an extra-planar portal. In order to achieve these goals, he must trust the men with whom he works. To this end, he has made fast allies of the guards and gotten rid of those who seemed reluctant to join his conspiracy. Because he has increased the guards' pay substantially, using gold from his personal reverses, the minotaur has sufficiently purchased their loyalty. Their morale remains high.

The heart of the operation is the Control Room. It is here that Gharshod's spellcasting friends weave their magical charms upon the prisoners and send them out into the world. Whether the PCs come here as prisoners or free men, they'll eventually have to penetrate the Control Room if they're to thwart Gharshod's plot.

**Spanner in the Works.** Though it appears as if everything in the panoptic prison functions efficiently and effectively, there exists one random element that continues to vex Gharshod, just as it might vex the PCs. This being is known to the inmates as the Boy in the Box, detailed in the sidebar.



## The Boy in the Box

**FREQUENCY:** Unique

**NO. APPEARING:** 1

**ARMOR CLASS:** -4

**MOVE:** 12"

**HIT DICE:** 10 (50 hit points)

**% IN LAIR:** Nil

**TREASURE TYPE:** Nil

**NO. OF ATTACKS:** 1

**DAMAGE:** By weapon type

**SPECIAL ATTACKS:** Spell use

**SPECIAL DEFENSES:** Spell use

**MAGIC RESISTANCE:** 80%

**INTELLIGENCE:** High

**ALIGNMENT:** Chaotic Neutral

**SIZE:** S (varies)

**PSIONIC ABILITY:** Nil

**XP:** 2650

Not everyone in the panopticon deserves to be here. Sometimes the nobles and magistrates send men to the oppressive cells of Velgate Prison simply to get them out of the way. Such was the case over 50 years ago when a careless poet insulted the wrong man. Publically the duke claimed to have exiled the poet and political satirist, Montbelle, but in reality he ordered Montbelle imprisoned for life. Several years later, one of Montbelle's many illegitimate sons—barely more than a boy—learned of his incarceration and slipped into the prison in hopes of liberating his father.

As the PCs learn, it's much easier to get into the prison than get out again. Both Montbelle and the boy were killed trying to escape; the poet held on long enough to recite a sorrowful sonnet before he died. Little did he know that his verse attracted the attention of a handmaiden of Pelora, goddess of romance and tragedy. One of Pelora's many avatars saw to it that Montbelle's son was never permitted to leave the prison grounds, even in death. Instead of becoming raw spiritstuff and passing into the afterlife, the

*(Continued on page 7)*



(Continued from page 6)

boy's soul fused with the surrounding, invisible flow of magic that touches all things. This otherworldly union, tainted by the prison's oppressive aura, resulted in a new and unique being, one that was neither quite dead nor quite alive. Empowered with potent magic yet guided by a child's unpredictable and sometimes vindictive personality, the creature became an active force within the prison. The prisoners refer to it as the Boy in the Box, as the young spirit is trapped in the panopticon, just like the inmates themselves.

**Powers.** The Boy in the Box is a changeling; it can alter shape at will. Though several months might pass between appearances, the Boy in the Box will suddenly manifest itself as a soft pillow on which an inmate can rest his head. The pillow might persist for days on end, or it might vanish within an hour, only to appear as a gleaming dagger in the hands of a guard. The Boy in the Box can apparently take the shape of anything it desires, though its motives and whims remain always unpredictable. Very rarely it appears vaguely human, assuming a ghostlike resemblance of its former, nine-year-old self. Trapped eternally within the Border Ethereal that touches upon the panopticon, the Boy in the Box occasionally assumes physical form for reasons unknown.

The inmates are well aware of this "ghost," and they whisper respectfully about it. The guards also acknowledge a mysterious "presence" that sometimes topples trays and blows papers from desktops, but they never discuss this among the prisoners and only rarely among themselves. The Boy in the Box is ephemeral in both actions and mentality, one minute benign, one minute malevolent. It appears only occasionally, spending the rest of its infinite life roaming endlessly across the Border Ethereal, seeking something it will likely never find.

At will, the Boy in the Box can use several spell-like powers, without the need for components, somatic gestures, or concentration: *audible glamer*, *dancing lights*, *fabricate*, *gust of wind*, *improved phantasmal force*, *magic mouth*, *plane shift* (only between the Border Ethereal and the Prime Material), *shape change*, *spook*, *wizard lock* (cast as a 16th-level magic-user), and *teleport without error*.

**Which Way From Here?** The direction of the adventure depends entirely on whether the PCs are brought to the panopticon as prisoners or if they've come to investigate clues of malfeasance. If the adventurers approach the prison of their own free will, refer to **Approaching the Prison**. In the event that they've been captured, refer to **Prisoner PCs**.

## GM NOTES

*The Exfiltrators* is designed to test the players and their characters in a variety of ways. Groups that are most successful will be those who completely fulfill the adventure's three main aspects.

- ◆ **Roleplaying.** Much of the adventure hinges on how the PCs interact with the prisoners and the Boy in the Box.
- ◆ **Intrigue.** PCs brought here as prisoners must devise means of escape. Those here as investigators must discover the best means of ensuring the good intentions of the inmates when the Boy in the Box forces them to decide which of them may be "innocent."
- ◆ **Combat.** Though there are comparatively few combat-oriented encounters within the prison, the adversaries are tough. The guards are exceptional warriors and should prove challenging when fighting as a team.

## Approaching the Prison

If they ask around, the adventurers learn little of the prison, other than it's very old and very secure. Petty thieves and cutpurses are never sentenced to this grim place, as only the more wretched of wrongdoers face such a fate. The minimum sentence in Velgate Prison is at least three years, though the average stay is fifteen. Many of the inmates are here for life. There is no such thing as parole.



The proper contacts can describe to the PCs the basic layout of the compound, pointing out that the prison is what is known as a panopticon and thus requires very few guards to maintain. Especially well-connected PCs (or those that spend enough coin in greasing the right palms) learn that the new warden's name is Gharshod, and he is said to be most severe. No one outside the prison knows that Gharshod is a minotaur.

Resourceful PCs might think of tracking down a former inmate so as to acquire knowledge of the building's interior. At your option, they may indeed be successful in this pursuit, though the prisoner served his time well before Gharshod became warden. Nevertheless, he can provide a more detailed description of the building's simple yet effective design. Prepare a crude sketch of the prison's circular architecture so that the PCs can see why it's so efficient to operate and so difficult to escape.

When it's time to approach the prison itself, the PCs find that they have no difficulty in drawing within a hundred yards of the walls. Small copses of trees provide sufficient cover. Apparently only three guards serve as lookouts, one in each of the three towers. For the most part, these guards look *within* the walls rather than without, so PCs moving in under the cover of darkness should have little trouble reaching the wall unseen.

The wall itself is 20 feet tall. The stones are quite smooth and fairly slippery, as moisture tends to cling to the rock. All attempts to Climb Walls are penalized by -50%. Optionally, the PCs can throw a grapple onto the wall's upper edge, but quick-thinking players might believe such sounds have a chance of alerting one of the guards. The small iron door that serves as the only point of entrance and egress is 4 inches thick, barred from the inside, and secured by a *wizard lock* spell. The best way to enter unobserved seems to be by *levitation* or similar magic.





But appearances often deceive. In reality, the PCs have nothing to fear from the tower guards. In fact, no amount of noise the PCs make will alert the guards, as those three sentries are actually *permanent illusions*. If the players state that their characters are observing the guards for an extended period of time, have each make an Intelligence check. Success means that they've noticed that the guards must be very well-disciplined, as they man their posts without moving at all! If the PCs approach the guards, it becomes apparent that the "men" take no notice of their approach. They appear to be mannequins. Only by tactile investigation can the adventurers realize that these watchmen are in fact illusions. This prompts the question: Why guard prison walls with phantasms?

The truth is that Gharshod has no need of exterior guards, as the prison's interior is quite inescapable. Any outsider with legitimate business would approach the main wall door and announce himself by pulling a chain that rings a bell loud enough for those inside to hear.

Once they've overcome the wall and its phantom guardians, the PCs can easily move across the compound to the tower that houses the door to the prison interior.

**What if they just ring the bell?** The small iron door in the outer wall is equipped with a drawstring that sounds a chime loud enough to be heard within the prison 80% of the time. If the PCs prefer an aboveboard investigation and come seeking answers from the prison staff, they are met at the door by a senior guard from the Control Room, Area 4. The guard opens a tiny 3-inch aperture in the center of the door, so that only his eyes are visible. He assures the PCs that nothing untoward is going on within the prison, and promptly wishes them good day as he slides the aperture shut. Unless the PCs come bearing a noble's seal or some other proof of their authority, the guard considers them

nothing but trouble, and he immediately reports their presence to Gharshod. The minotaur, in turn, puts his men on alert. Some PCs might be inclined to force the truth from the guard by using *charm person*, *suggestion*, *ESP*, and similar spells. If the guard fails his saving throw against such a magical incursion, he confesses everything he knows; it's then up to the PCs to penetrate the prison forcibly and overthrow the minotaur and his minions.

### Prisoner PCs

If the PCs were captured in the ambush, they are taken to Area 19, just beyond the Control Room. Here they are more thoroughly searched. Heskbat the magic-user scans them for hidden magical items with *detect magic* and uses *dispel magic* to cancel any persistent spells placed on them. Remember that Gharshod captures adventurers for two reasons. He needs their magic items to complete his contract with the bone devil, and he intends on eventually brainwashing them so as to spread the word of Bylkalla throughout the land. See the Appendix for further details.

Once the PCs are secured, they are taken one at a time from the room, led through the Control Room to the staircase, and marched up the spire. The first prisoner is taken to an empty cell on Level 4, the second on Level 3, and so forth, so as to be as removed from one another as possible. Though the PCs may try to escape at any time, this should prove quite difficult until they are reach their cells and are released from their bonds. Later, they'll have the chance to make good their escape. See **Fighting for Freedom** on page 10.

Not long after being locked in the cells, the PCs hear other prisoners trying to get their attention. Though the inmates are generally well behaved—as they are under constant surveillance



from the spire—they are by no means quiet. They yell back and forth, they sing off-key ballads of lost love, they shout the occasional, manic curse. Refer to the individual prisoner descriptions for details of these madmen and how to use them to add color and texture to the PCs' experience as prisoners.

Your task as GM at this point is to paint a bleak picture, indeed. The prison seems inescapable. Describe in detail the layout, the bad smell, and the constant gibbering and whistling. Most ominous of all is the central spire with its darkened windows, always watching, always observing. Make the PCs feel as if they are in serious trouble with little hope of getting away.

**Fighting for Freedom.** The PCs have at least two possible avenues for escape. The first of these involves nothing but their own ingenuity. Using the resources at hand, the PCs can attempt to get out of their cells and assault the spire. When you read through the descriptions of the various prisoners under **Keyed Encounters**, you'll see that many of the inmates possess items with which creative players could affect escape for their characters. Also, the convicts know little pieces of lore about the prison, so that the PCs can learn that often there is no guard watching from within the spire at all. If the PCs are to accumulate this information, they will have to open a dialogue with the prisoners, most of whom are willing to talk. A few facts that bear heavily on any escape attempt are as follows:

- ◆ The guards in the spire can't hear what's said among the prisoners, assuming conversation is kept at a normal level. Only loud noises (such as the bell on the door in the outer wall) penetrate the spire's thick stone.
- ◆ Behind their darkened windows, the guards usually see everything. When a sentry is present in the spire, inmates attempting any suspicious activity are noticed 75% of the

time. Roll percentile dice whenever a PC tries anything like passing an object between cells, digging, hammering, or making a weapon. The exception to this rule can be learned by talking with Jackdaw in Area 15.

- ◆ Be sure to challenge the players to be inventive in their attempts to learn more about the prison and interact with its inhabitants. Those depending too strongly on their character's statistics, rather than their own ingenuity, will find it difficult to escape. Either way, there's a chance that any attempt the PCs make to escape will come to a bad end. If a guard sees something suspect, he yells up or down the spire to his fellows, who promptly come to his aid. There is no horrible punishment meted out for improper behavior, though the guards certainly confiscate any item they deem dangerous.

The second way the PCs might escape is with the random help of the Boy in the Box. Whenever it's appropriate, have the Boy in the Box act on the PCs' behalf in one of the following ways:

- ◆ The spirit appears in its ghostly human form and presents the PC with a key to the cell. It stole this item from the Control Room, and so far the guards are unaware of its absence.
- ◆ A crowbar appears magically beside one of the PC's cots. This is the result of the Boy in the Box using *fabricate*. Other possible items include a club, blowgun, rope, or anything else you find interesting.
- ◆ The Boy in the Box appears in any form and taunts the spire sentry until the sentry walks onto the catwalk and comes to investigate first-hand, thus permitting the PCs to reach through the bars and grab him.
- ◆ Using *shape change*, the Boy in the Box appears as a giant lizard or other monster, prompting the guards to flee the spire and regroup elsewhere.



Even if the Boy in the Box doesn't directly aid the PCs, it should make at least one appearance in some fantastic fashion: making items move across the room, causing colors to appear via *dancing lights*, et cetera. The PCs should hear from the other inmates the story of this lost soul.

Regardless of their means or methods, the PCs eventually escape their cells and likely embark upon a rampage that could bring about Gharshod's downfall. The PCs can make use of weapons they find throughout the spire. The PCs' personal belongings are held in Area 20. Any successful escape attempt will likely be a combination of daring, cunning, and brute force. As GM, you should make it difficult yet not impossible for the PCs to get out of their cells and into the spire. A great deal of the adventure entails watching the players devise resourceful means of escape.

**What if they can't get out?** It's possible that the PCs fail to enact their escape, even with the resources provided by the other prisoners and the possible assistance of the Boy in the Box. In this case, they remain incarcerated until Heskbat orders the guards to bring them individually to Area 19, where he casts *charm person* and *suggestion*, convincing them of his good intentions and of the wisdom of converting to the worship of Bylkalla. Where this leads the campaign and exactly how it affects the PCs is up to you.

## When Violence Erupts

Whether they came as prisoners or as investigators, eventually the PCs battle the guards and their commanders. Refer to the Control Room (Area 4) for details on the guards' resources. If the general alarm is sounded, the guards are reinforced by the magic of Heskbat and possibly Pel, if the illusionist survived the initial ambush on the PCs. The redoubtable quartermaster (Area 23) also lends his considerable might to

the cause. These NPCs fight as a cohesive unit, using their environment to their advantage. If they attack *en masse*, they pose a serious threat to most PC parties. Feel free to adjust the number of guards up or down to provide the best challenge to your players.

## Keyed Encounters

Use the information below to describe the general appearance of the prison and its inhabitants as the PCs spend their days here and eventually attempt their escape.

For those entries detailing the cells of particular prisoners, each inmate's crime is clearly listed, along with some basic information about that crime. Most prisoners profess to be innocent, and a few of them probably are. Which ones are guilty and which have been put here unjustly is left for you to decide. Many of the prisoners' alignments are listed as "?," leaving it for you to determine their exact predisposition. A few, however, have specifically stated alignments.

The motivations of these prisoners has been left intentionally ambiguous to permit you creative freedom. What happens within the prison is in no way linear, so you must be prepared for events to unfold in a variety of ways.

If the PCs have entered the panopticon freely, rather than as prisoners, the information about each inmate is no less important. The PCs will still be forced to deal with the convicts, as detailed under Area 24, **The Portal Fantastic**.

*Important Note:* At some point during their interaction with the PCs, the prisoners must tell the PCs that certain inmates have been taken from their cells and never returned. No one knows what becomes of those who are taken, only that "something" happens to them down in the Control Room. These events are part of Gharshod's plan to use the convicts to lure new members to the Bylkalla faith.



## 1. Three Towers

These identical three towers are 30 feet high. They are positioned so as to provide an uninterrupted view of the round building in the center of the enclosing walls. Spiral staircases of dark gray stone permit travel between a tower's summit and the prison yard. Torches are affixed to scones along each tower's rim, but otherwise the towers are empty. As mentioned above, each tower is manned by an illusory sentry. This *permanent illusion* can be dispelled by the usual means.

## 2. Inner Door

The panopticon is accessed by a single door of aged oak. It has been reinforced by strips of laminated horn, so that any Open Doors check is penalized by -4. The door is locked from the inside; each guard has a key, as does the illusionist Pel. If this portal is forced open, the noise easily alerts the building's inhabitants.

## 3. Descending Hall

This wide passage leads from the inner door to the Control Room. The hall descends into the earth at a noticeable angle, so that when the PCs reach Area 4, they are several feet below ground.

## 4. Control Room

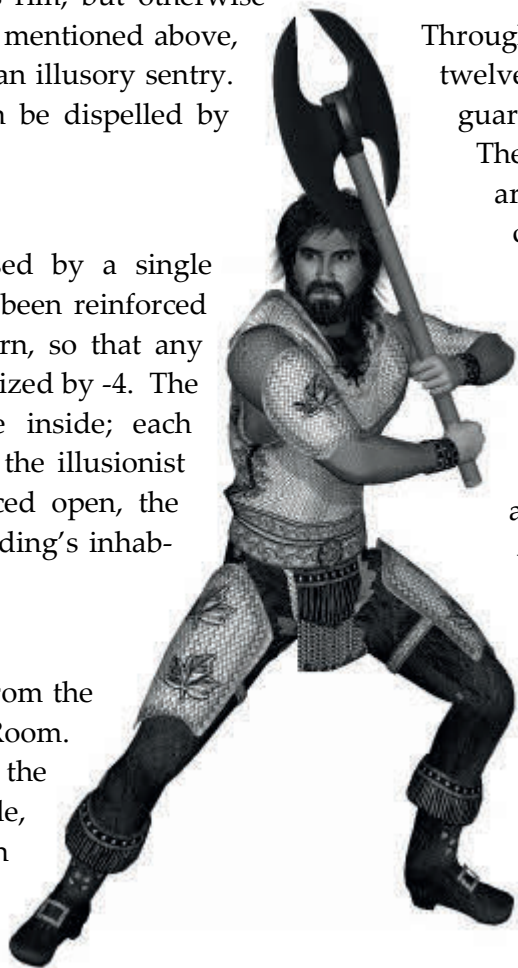
This is the prison's dark heart. The Control Room is ringed by desks and doors, serving as a lounge for off-duty guards and a workplace for others. In the center of the room is the building's primary artery, a spiral staircase that ascends all the way to Level 4. The keys to all cells are here, hanging in a wall niche behind a locked grate. Each guard carries a key to the grate, but the grate requires at least two keys be inserted and turned simultaneously, so that two

guards must cooperate to open the grate. The PCs must acquire the keys from two different guards or pick the dual locks. This requires two simultaneous Open Locks attempts. If a single thief attempts to pick both locks at once, using both hands, he suffers a -5% penalty for his "primary" hand and a -10% penalty for his "off" hand unless he happens to be ambidextrous.

Throughout the prison, there are only twelve guards. Usually there is one guard manning the spire on each level. These men serve a four-hour shift and are then replaced by the second crew. As there are twelve total guards, each man is permitted an eight-hour break in between shifts. At any given time, there are 1d8 guards in the Control Room. Those who are neither on duty nor here in the Control Room are in their barracks at Area 17.

Unlike the watchmen at other facilities, those of the panopticon are among the most highly skilled in their profession. They favor double-bladed axes and longswords. What they lack in numbers they make up for with professionalism and pure fighting prowess. They do not fight to the death, but honorably surrender if reduced to single-digit hit points.

If captured and forced to talk, the guards provide the PCs with full details of Gharshod's scheme, including his magical coercion of the inmates and his intention to forge a corridor to Acheron. They inform the adventurers that Gharshod uses the former warden's quarters (Area 20) as a storehouse for magical items, which he plans to use as barter with an otherworldly being. They point out that Gharshod himself can be found behind the heavy oaken





door downstairs (Area 24). They know that the room beyond has been altered from its original state, as the gateway between planes has partially materialized, causing physical and magical distortions to the chamber. None of them has ever ventured inside.

**Panopticon Guards (12):** F6; AC 4; MV 12"; hp 50, 45, 42, 36, 31 (x6), 27, 24; #AT 1; Dmg by weapon type; AL LE; XP 437 each.

Each guard wears banded mail and is armed with a battle-axe and a sap (for subdual purposes). Half of them are also armed with mancatchers, which they use quite effectively. They each carry 6-36 gp, a set of manacles, one key to the grate protecting the keys to the cells, and a key to the door at Area 2. If your campaign uses weapon specialization, consider these fighters to be battle-axe specialists, with an attack rate of 3/2, a +1 to-hit bonus, and +2 to their damage.

## 5. Spire Rooms

Each level has a chamber in its center, in which one guard is able to observe the activities of all inmates on that level. These rooms are ringed with windows, permitting a 360-degree view. The windows have been darkened with a special alchemical process so as to permit the guard to see out while blocking attempts to see inside the spire from without. However, those with infravision can still clearly see the heat signature of the guard within. PCs with infravision will have a much easier time escaping, as they can see when a guard is turned toward them or away from them.

Other than a desk and padded chair, the room contains two extra short swords, steel restraints, a whistle on a string (for warning the other levels during a crisis), and a few random rations (pears, smoked beef, water, et cetera).

## 6. Empty or PC Cell

This cell either houses a captive PC or is empty; whoever once dwelled here was taken away by

the guards, *charmed* by Heskbat (Area 21), and dispatched into the world to proselyte on Bylkalla's behalf.

## 7. Prisoner – Akel Leafrunner

*Crime:* Robbery. Akel Leafrunner, half-elf bandit, was convicted of a dozen muggings, robberies, and "acts of highway brigandry." He says he was forced to be part of the robber gang, lest the leader kill Akel's little sister.

The half-elf named Leafrunner is entering his second year as an inmate, serving a ten-year sentence. Having been raised in the forests, he is finding incarceration quite difficult to manage. He is willing to do everything to escape. His cell contains little other than the basics of cot, bedpan, blankets, and a single book. Each prisoner is permitted to own at least one book. Leafrunner's is a fictional work titled *Through the Verdant Boughs*. He reads it once a week.

**Akel Leafrunner, half-elf male.** T 5; S 11, I 9, W 7, D 17, C 10, Ch 13; AC 7 (Dexterity bonus); MV 12"; hp 16; #AT 1; Dmg by weapon type; SA infravision, thief skills; AL ?; XP 160.

## 8. Prisoner – Randa

*Crime:* Murder. Randa was convicted of killing his wife and unborn child, though he claims he was set up by a wealthy merchant who was angry that Randa botched an important assignment.

Dwelling here for the last 34 years, Randa is a chandler by trade. He spends his days making candles in his cell. The guards bring him beeswax and other basic materials, and in turn Randa keeps the prison supplied with candles. This is what keeps him from going mad. In 34 years, he has not once left his cell.

Randa sleeps among the tools of his profession. Here are two small vats, tongs, a tinderbox, a lamp for heating the wax, and several vials of oil. At your discretion, Randa has any number



of small tools that enterprising thief PCs might convert into lockpicks.

**Randa, human male.** F5; S 11, I 12, W 17, D 12, C 12, Ch 14; AC 10; MV 12"; hp 27; #AT 1; Dmg by weapon type; AL ?; XP 225.

## 9. Prisoner – Piphlor

*Crime:* Manslaughter and Arson. Though sentenced to twenty years for burning down an inn and killing half a dozen people within, Piphlor argues that the fire was an accident.



Piphlor lives in a debris-strewn cell. He's destroyed his thin mattress, his blankets, his one book—everything. Having spent fourteen years in this same, small room, he's on the verge of slipping into catatonia. He spends most of his day sitting in silence and staring at the wall. Though he is unaware of it, his occasional tantrums have loosened the door of his cell. The next solid whack causes the hinges to snap.

**Piphlor, human male.** T 7; S 9, I 7, W 8, D 15, C 14, Ch 8; AC 9 (Dexterity bonus); MV 12"; hp 24; #AT 1; Dmg by weapon type; AL ?; XP 478.

## 10. Prisoner – Inalypipe

*Crime:* Murder. Once the herald of a powerful noble, Inalypipe was convicted of poisoning the wine of the noble's son. Only by the grace of the noble's widowed daughter-in-law was the sentence commuted from beheading to life in prison. Of his guilt or innocence, Inalypipe will only say that he loves the widow more than he loves anything in this world.

Inalypipe is a model prisoner, never making trouble. The guards reward him with books. The former herald has no less than two hundred stacked precariously in his cell, and he usually shares them if asked. He knows as much about the prison and its inhabitants as anyone. He has been here seventeen years and is an astute observer and a keen wit.

**Inalypipe, human male.** Bard 2 (F 5, T5); S 15, I 14, W 16, D 15, C 16, Ch 17; AC 10; MV 12"; hp 34; #AT 1; Dmg by weapon type; SA spells; SD spells; AL ?; XP 542. Spells: 1st level-*faerie fire*, *pass without trace*.

## 11. Prisoner – Scathe

*Crime:* War Crimes. Formerly a mercenary captain, Scathe was tried for the slaying of hundreds of prisoners of war during a prolonged conflict years ago. No one knows why the noble who served as judge decided to incarcerate Scathe instead of execute him.

"Captain" Scathe readily admits his guilt, though he claims he was justified in his actions of a decade ago. "War is war," he is fond of saying. "We kill as many of them as we can, and they kill as many of us." Known to the others as "the Captain," Scathe commands respect by his rigid military bearing, his charismatic personality, and his remorseless ways. He is best known for playing heavy, militant scores on his antique violin.

**Captain Scathe, human male.** F 8; S 16, I 13, W 9, D 13, C 16, Ch 14; AC 10; MV 12"; hp 61; #AT 3/2; Dmg by weapon type; AL LE; XP 985.

## 12. Prisoner – Valund Two-Axe

*Crime:* Murder. The only dwarf in the prison, Valund is in his first year of a four-year sentence. He stands accused of killing a man in a tavern brawl. Though Valund states that he was only defending himself, apparently witnesses said otherwise.



Over the last twelve months, Valund has woven his beard into hundreds of thin, very intricate braids. Within these braids he has threaded tiny colored beads he's carved from wood shavings. Though he dreams of digging through his cell wall, the threat of constant surveillance from the spire makes this impossible, as he learned shortly after his arrival when he was seen beginning a hole behind his cot. There is a 50% chance that Valund has an item useful to the PCs woven into his beard. Possible items include tiny files, picks, and pieces of flint and steel.

**Valund Two-Axe, dwarf male.** F 5; S 15, I 10, W 10, D 12, C 15, Ch 10; AC 10; MV 9"; hp 35; #AT 1; Dmg by weapon type; SA infravision, dwarven racial abilities; AL ?; XP 325.

### 13. Prisoner – Elradiuss

*Crime:* Desertion. Accused of an act of cowardly negligence that led to the deaths of three city militia members, Elradiuss finds himself midway through a seven-year stint. He claims that he left his post on the city wall not out of cowardice but because he was going in search of a whetstone with which to sharpen his spear. While he was away, bugbears attacked and killed the three recruits under Elradiuss' charge.



The other inmates don't trust Elradiuss, thinking him a squealer. Occasionally they hurl things from their cells into his, just to harass him. Unbeknownst to anyone, Elradiuss keeps a ring hidden on his person. The ring is magic and can cast *darkness, 15' radius* once per day. Elradiuss knows the command word but is too terrified to attempt to use the ring to escape.

**Elradiuss, human male.** F 3; S 15, I 9, W 10, D 14, C 12, Ch 11; AC 10; MV 12"; hp 17; #AT 1; Dmg by weapon type; AL ?; XP 86.

### 14. Prisoner – Jackdaw

*Crime:* Piracy. Though the courts were unable to convict this rowdy half-orc on the multiple counts of murder brought against him by several witnesses, they found sufficient evidence to put him away for a quarter-century for pillaging, assault, kidnapping, and several other abhorrent acts. Jackdaw spit on the courtroom floor and said he was forced to such a life because the nobility seized his home and all chances at an honest trade.

Jackdaw has been here for twelve years and spends his days singing bawdy songs and talking loudly and obnoxiously about women. A skilled gambler, Jackdaw has invented a dice-and-card game that the prisoners are able to play from their cells. He has also erected a small still which he uses to produce raisin wine. The guards permit this brewing activity because Jackdaw's apparatus only distills about three cups of wine each week, hardly enough to wet the tongue. Jackdaw knows one important detail: Often no guard is posted within the spire on this level. In other words, any action that a PC performs on this level goes completely unobserved 75% of the time.

**Jackdaw, half-orc male.** F/T 4/5; S 13, I 9, W 7, D 16, C 14, Ch 12; AC 8 (Dexterity bonus); MV 12"; hp 20; #AT 1; Dmg by weapon type; SA infravision, thief abilities; AL CN; XP 550.



## 15. Prisoner – Mealkuph the Strangler

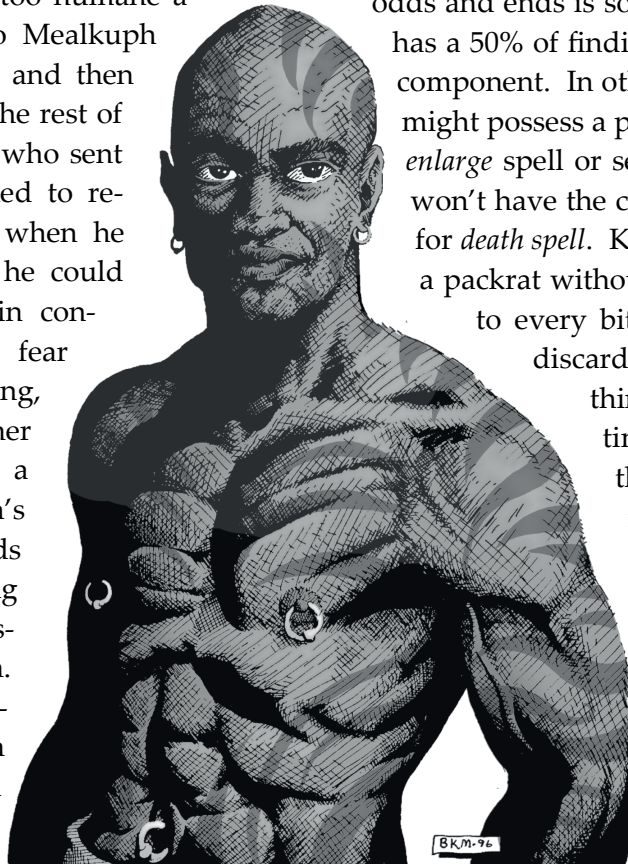
*Crime:* Murder. After blighting the countryside for nearly a decade, the deadly killer Mealkuph the Strangler was finally captured. He claims the authorities arrested the wrong man, though the court's evidence indicated otherwise.

Execution was deemed too humane a punishment for him, so Mealkuph was tortured for weeks and then sentenced to prison for the rest of his life. The magistrate who sent him here even threatened to restore Mealkuph to life when he finally died, simply so he could serve another lifetime in confinement. The guards fear Mealkuph, as he is strong, agile, and deadly. Other than a straw mat and a chamber pot, Mealkuph's cell is barren. He spends hours exercising, keeping his tattooed body in chiseled, muscled condition. He gladly allies with anyone to escape, though how he interacts with these allies after the escape is successful is left to your discretion.

**Mealkuph, human male.** A 10; S 15, I 14, W 11, D 16, C 13, Ch 6; AC 8 (Dexterity bonus); MV 12"; hp 40; #AT 1; Dmg by weapon type; SA assassin abilities; AL NE; XP 1910.

## 16. Prisoner – Zamizzen

*Crime:* Extortion and banditry. The only surviving member of a famed outlaw band, Zamizzen was sentenced to a term of nine years, one-third of which has so far been served. Zamizzen blames this dread outcome on the the gods, "who force folk to turn to thievery to survive."



Zamizzen has one monumental secret: She is a woman. She not only posed as a man while riding with the outlaws, she continues to do so today, fearing for her safety if she were to expose her true nature. She yearns to tell someone her secret, yet she trusts none of the inmates around her. Gender aside, Zamizzen's collection of odds and ends is so extensive than a magic-user has a 50% of finding here any "non-rare" spell component. In other words, though Zamizzen might possess a pinch of powdered iron for an *enlarge* spell or sesame seeds for *passwall*, she won't have the crushed black pearl necessary for *death spell*. Known to the other inmates as a packrat without peer, Zamizzen lays claim to every bit of junk the guards care to discard. This collection is the only thing that helps her pass the time. Spellcasters bereft of their material components might very well find the answer to their escape in Zamizzen's hoard.

**Zamizzen, human female.** T 4; S 7, I 12, W 9, D 16, C 12, Ch 15; AC 8 (Dexterity bonus); MV 12"; hp 13; #AT 1; Dmg by weapon type; SA thief abilities; AL ?; XP 164.

## 17. Guard Barracks

All guards share this large room. Each man stores his personal belongings in his footlocker or inside a steel cabinet. This gear is usually mundane, including such items as weapon oil, changes of clothing, whetstones, and gloves, along with personal effects like letters, charms, keepsakes, and journals. There is also a 25% chance that each footlocker contains one small magic items, such as a *dagger +1* or a *potion of healing*. The guards' room is a perfect place for you to place items to further the campaign agen-



da, such as maps and private correspondence indicating treasure or providing damning evidence against a powerful lord.

## 18. Weapons Locker

Though the guards are equipped with battle-axes, they can come here for more diverse arms if the situation requires it. Within this locker are a dozen each of the following items: lassos, slings, battle-axes, longswords, caltrops, small shields, suits of chain mail, and iron helms. There is also a net and six sets of shackles. Unbeknownst to the guards, one of the blades is actually a *longsword* +2. This is where the PCs' mundane equipment will be stored if they are captured, while their magical goods are kept in Area 20.

## 19. Processing Room

The PCs are initially brought here if they are detained. The walls are fitted with chains, ringbolts, shackles, and ropes. Once the guards have secured a new prisoner, Heskbat enters to scan them for hidden magic items and spells. Other than the various prisoner tie-downs, there is nothing of interest here.

## 20. Magical Stockpile

This is the quarters of the former warden. The door is locked mundanely (Gharshod and the quartermaster have keys) and magically (Heskbat has cast *wizard lock* upon it).

If the PCs are captured, their magical items are placed here, to be studied later. Stacked neatly about the walls and suspended from pegs are also the following objects: six suits of chain mail, a dozen standard weapons from the *PHB*, various boots, cloaks, and other articles of clothing, and several magical items—*arrow of direction*, *boots of elvenkind*, *periapt of health*, *potion of heroism*, *potion of water breathing*, and a *halberd* +2. Gharshod plans to give these magic items to his bone devil patron.

## 21. Heskbat's Room

The cleric-magic-user Heskbat spends much of his time here, devising more potent means of enchanting the inmates before sending them out into the world to recruit converts to Bylkalla. Heskbat uses *charm person* and *suggestion* to coerce inmates into spreading the doctrine of Bylkalla throughout the land. His room contains a bed, a writing desk cluttered with paperwork, a wardrobe full of clothes, and a square iron box, securely held with a massive padlock.

The papers on the desk deal mostly with the religion of Bylkalla. There is also sufficient evidence here to divine the nature of Gharshod's plan. If the PCs spend at least 3d4 rounds making sense of Heskbat's notes, they learn the full nature of Gharshod's dual goals.

The strongbox is not only securely locked (-15% to all Open Locks attempts), but also held by *wizard lock*. Further, the strongbox is warded with a *fire trap* that discharges if not first dispelled, dealing 1d4+7 points of damage to all within 5 feet (saving throw vs. spells to reduce to half damage). Within the box is a set of 100 ivory plaques used in a game of chance and skill called *Godskeep* (100 gp), as well as two *potions of levitation*, a 10-pound golden Bylkallan idol (1000 gp), and a small portrait of a beautiful woman. This is Heskbat's former fiancée, Adalinia, whom he foolishly left to join Gharshod's cause.

**Heskbat, human male:** C/M-U 5/7; S 7, I 17, W 15, D 8, C 11, Ch 12; AC 8 (*ring of protection* +2; MV 12"; hp 26; #AT 1; Dmg by weapon type; SA spells; SD spells; AL LE; XP 1015. Magic-User Spells: 1st level-*charm person* (x2), *detect magic*, *magic missile*, 2nd level-*invisibility*, *web*, *wizard lock*, 3rd level-*lightning bolt*, *suggestion*, 4th level-*fire trap*; Cleric Spells: 1st level-*cure light wounds* (x2), *protection from good*, 2nd level-*hold person*, *know alignment*, *spiritual hammer*, 3rd level-*dispel magic*.



Heskbat wears a patchwork robe that has seen many battlefields. When indoors, he prefers to be barefoot. His belt is adorned with the skulls that represent his deity, Bylkalla. In one of his many pockets is a key to the strongbox. He also wears a holy symbol (a pair of brass dice) and a *ring of protection +2*. If forced into melee combat, he fights with a *quarterstaff +2*.

## 22. Pel's Room

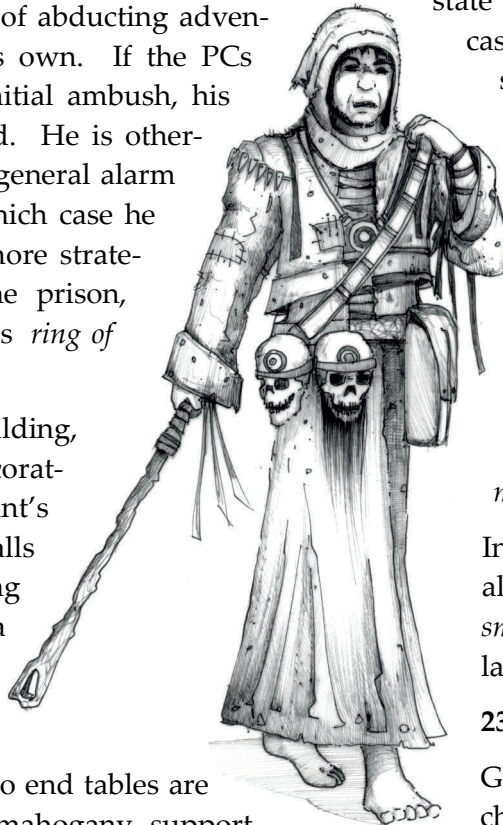
The illusionist in charge of abducting adventures calls this room his own. If the PCs bested Pel during the initial ambush, his room will be unoccupied. He is otherwise present, unless the general alarm has been sounded, in which case he attempts to move to a more strategic vantage point in the prison, making good use of his *ring of invisibility*.

Unlike the rest of the building, Pel's room has been decorated to reflect its occupant's personal tastes. The walls are painted a balming shade of blue, and a thick, multi-hued rug occupies most of the floor. The bed is piled high with quilts. The two end tables are made of richly polished mahogany, supporting personal articles such as combs, mirrors, and various colognes. A full-length, oval-shaped mirror stands in an iron frame in one corner, and an open wardrobe in another corner reveals a variety of luxuriant robes.

A casual search of the room reveals 5d10 gp worth of ivory combs, silver snuff boxes, and other small items. The robes in the wardrobe are of the wizardly variety, and within the pocket of one is a bag of 10 matching rubies worth 150 gp each. The bed is quite comfortable, and beneath a pillow is a *dagger +2*, its hilt cast in the

shape of an adder. Under the rug is a dried blood stain.

The mirror is actually a *permanent illusion*. In reality there is no mirror; rather, there is a chest containing Pel's spellbooks, a coffer of 500 gp, a bugbear skull with a diamond in its eye socket (400 gp), and the *black orchid array* (refer to the Appendix for details of this new item). The illusion is not detected unless the PCs specifically state their intention to look for such; in this case, they see through the artifice on a successful Wisdom check.



**Pel, human male:** I 7; S 6, I 15, W 13, D 10, C 10, Ch 11; AC 10; MV 12"; hp 15; #AT 1; Dmg by weapon type; SA spells; SD spells; AL LE; XP 785. Spells: 1st level-*change self, color spray, darkness, phantasmal force*, 2nd level-*blur, fog cloud, improved phantasmal force*, 3rd level-*rope trick, spectral force*, 4th level-*massmorph*.

In addition to his *ring of invisibility*, Pel also has a *potion of levitation*, an *ever-smoking bottle* and two pieces of lapis lazuli worth 20 gp each.

## 23. Quartermaster

Gharshod's second-in-command is in charge of the day-to-day operations of the prison, and he takes his job quite seriously. The quartermaster is a handsome, bald-headed human who wields a *bastard sword of wounding +1* and wears elaborately decorated plate armor, bequeathed to him by his grandfather. If given time to prepare before combat, the cunning quartermaster quaffs a *potion of speed*, doubling his movement rate and number of attacks.

**Quartermaster, human male :** F 7; S 15, I 12, W 13, D 12, C 16, Ch 13; AC 3; MV 12"; hp 51; #AT 3/2; Dmg by weapon type; AL LE; XP 900.



The quartermaster wears plate mail and carries a key to Area 20, as well as a *potion of speed* and his *bastard sword of wounding* +1. If your campaign uses weapon specialization rules, consider him to be a bastard sword specialist, with an attack rate of 2/1, a +1 to-hit bonus and +2 to his damage.

The room contains a neatly made military cot, shaving accessories, a rack of carefully folded clothes, a boot-shining kit, and a small leather pouch containing four pearls worth 50 gp each.

#### 24. The Portal Fantastic.

What happens when the PCs approach this door depends on whether or not the PCs came to this place as prisoners or as investigators.

*As Prisoners:* The PCs managed to escape their cells, dealing with the inmates and using what information and items those miscreants provided. Having accomplish this not-inconsiderable feat, they are met at the door by the Boy in the Box, who materializes in its semi-human state.

The Boy in the Box uses its magic to open the door, which is normally accessible only to Gharshod. When it speaks, its voice is light and airy, yet every few seconds its words become distorted, as if it's speaking from a vast distance away. The Boy in the Box converses with the mind and attitude of a child, but it's able gleefully to convey its gratitude. It thanks the PCs for their actions so far, but begs them to do one final thing. It tells them that beyond the door awaits the "bad bull man," who is "building a bridge to a

nasty, nasty place." With pleading, supernatural eyes it asks the PCs to destroy the bad bull man and the horrible bridge.

Keep in mind that the Boy in the Box is flighty; it will not remain here long just for conversation's sake. Like any child, it makes its demands known, and then expects the PCs to comply. If the PCs take too long to agree to the spirit's wishes, the Boy in the Box grows spiteful. If the PCs continue to resist, the boy growls in fury and departs. However, the door remains open, so that the PCs can continue if they so desire.

*As Investigators:* The PCs have penetrated the prison and dealt with its guards. However, they've yet to interact with the inmates and thus they haven't gained the trust of the evanescent Boy in the Box. The spirit appears before the door in its semi-human state.

The Boy in the Box has cast *wizard lock* as a 16th-level magic-user to seal the door. Few forces the PCs possess short of *limited wish* will cause the door to open. The Boy in the Box wants the PCs to assist those particular inmates who are incarcerated unjustly. It offers the following proposal: if the PCs return here with "the innocents" from the cells above, it will open the door for them. Just who "the innocents" are is entirely up to you. Read the descriptions of the inmates and—depending on the PCs' interactions with them—decide who among them deserves to be given a second chance, even if they are not truly innocent of their crime. Whether there are two, three, or even only a single such individual is your decision.

If the PCs have cleared out the guards, they control the prison and may investigate the inmates at their leisure. Keep in mind that nearly all of those held here are capable liars, and they use their cleverness to gain the PCs' trust. Some of those released might turn on their saviors. If permitted to leave the prison, their future actions may have repercussions in the campaign.



Eventually, though, the PCs return here with their candidates. If the Boy in the Box deems them worthy, it opens the door. Once the PCs have bypassed the door, proceed to Area 25.

## 25. The Flux Maze

Though Gharshod has not yet completely fulfilled his side of the agreement, he's nonetheless managed to convince the Boundary Liege to grant him occasional access to the power of the Outer Planes. He has used this power to create a magical maze that connects the prison to the gates of Acheron. This maze exists between realities, a type of "pocket plane" between the world of the PCs and the war-ravaged landscape of Acheron. Those who enter this area are considered to be in a spatial anomaly, not quite on the Prime, yet neither fully on the Outer Planes. Refer to The Flux Maze map.

**Navigating the Maze:** The halls connecting the seven numbered rooms are difficult to traverse, as they are enchanted with *guards and wards*. This spell has the following effects:

- ◆ All corridors are filled with a mist that reduces visibility to 10 feet.
- ◆ Anyone choosing between two different directions at an intersection has a 50% chance of suffering a minor *confusion* that sends them in the opposite direction they intended.
- ◆ All halls radiate magic.
- ◆ Every turn spent walking the halls triggers a random effect: *dancing lights*, *gust of wind*, *magic mouth*, *stinking cloud*, or *suggestion*.

**Dead Ends:** The numerous dead ends in Gharshod's maze are randomly trapped. Anytime these areas are probed by PCs in search of secret doors, roll 1d6. On a result of 1 through 3, nothing happens; this is a non-trapped dead end. On the roll of a 4, small valves in the wall release a rapid spray of skunk musk, coating anyone within 5 feet in a stench so foul that it persists

for at least one full day, regardless of the efforts to remove it. On a 5, conductors in the floor and ceiling discharge an electrical matrix that shocks the PC nearest the dead end for 3d6 points of damage, with a saving throw vs. spells reducing this by half. Finally, on the roll of a 6, a tiny aperture in the corner shoots out a foul-looking green gas that fills the last 5 feet of the dead end. Require everyone within that area to make a saving throw vs. poison. However, the saving throw is only to increase the PCs' anxiety, as the gas is inert and harmless.

### 25-1. Sitting Room

The staircase southeast of this room leads up to Area 24. Assuming the PCs can get through the door's standard lock, they find a common parlor full of furniture that is oversized but otherwise mundane. The door in the northwest is protected by a *glyph of warding* that inflicts 14 points of electrical damage to all within 5 feet, or half damage on a successful saving throw.

### 25-2. Showdown

As a minotaur, Gharshod ignores the magical effects of the halls; he moves freely throughout the maze, though he is usually found in this room. He is not above conversing with the PCs, as this gives him time to assess their weaknesses. Aggressive and mean-spirited, Gharshod is also tricky. He is not easily fooled. When roleplaying the minotaur, accentuate his power, anger, and fearlessness. He speaks highly of Bylkalla and counsels the PCs to consider converting to this faith. Then he attacks.

Born on the plane of Acheron and tutored in the art of war by instructors both diabolical and divine, Gharshod is capable of feats normally beyond those of the minotaur race. Due to the boons granted him throughout the years by the extra-planar powers, Gharshod is much more physically capable than others of his species. Indeed, he is a paragon of his race. Couple this



with his magic weapons, and Gharshod becomes a most devastating and formidable foe.

Gharshod wields a bludgeon in each hand. One of these is a huge *hammer +4, x2 damage vs. elves*. The other is a sentient weapon called Labrynthor. Wrested from the hands of a vanquished devil, Labrynthor is a lawful evil weapon with an Intelligence of 14 and an Ego of 6. It functions as a *mace +2*. Once per day, it can cast *maze* on anyone it strikes. When in combat with the PCs, Gharshod uses this *maze* ability on the first person he successfully hits. Labrynthor speaks the common tongue of man, in addition to the language of minotaurs. Once per day, Labrynthor can transport its owner away from danger by its inherent *dimension door* ability. If Gharshod falls below 10 hit points, he immediately invokes this power to travel to Area 4. Once there, he rapidly leaves Velgate Prison, perhaps to seek a return to Acheron or to plot his revenge against the PCs.

Gharshod's hooves have been plated in steel, so that he delivers 1d6 points of damage with a successful kick. One of his horns appears only partially substantial; it seems more like milky vapor than solid matter. This is the result of a close brush with a powerful undead being. Gharshod survived that conflict and came away the better for it. Now his left horn has the dreadful power of *energy drain*. Anyone impaled on the horn not only takes 2d4 points of damage, but he must also make a successful saving throw vs. death magic or lose one experience level.

Gharshod wears rust-colored *banded mail +3*. On one hand is a *ring of protection +3*, while on the other is a *ring of spell turning* that affords him great defenses against incoming magic.

**Gharshod the Minotaur:** AC -3; MV 12"; HD 9; hp 75; #AT 2/1; Dmg 2-4, 1-6 or by weapon; SA magic items, death horn; SD *ring of spell turning*, surprised only on a 1; AL LE; XP 3120.

Gharshod possesses a key to Area 20, plus the following: *banded mail +3*, *ring of protection +3*, *ring of spell turning*, *hammer +4, x2 damage vs. elves*, and *Labrynthor*.

Gharshod sleeps here on this oversized and reinforced military cot. Neatly stacked under the cot are books written in the common and minotaur tongues, the subject matter dealing with war tactics, military history, and the religion of Bylkalla. A footlocker holds what appears to be a soldier's kit: whetstone, weapon oil, bandages, rations, flint and steel, a small knife, and two *potions of extra healing*. In an oversized scroll tube is an exotic map, depicting places the PCs likely don't recognize. This is a map of a portion of Acheron, filled with strange symbols and cryptic images. A small secret panel in the wall conceals a coffer holding 50 freshwater pearls worth 10-60 gp each (choose the value based on the overall affluence of your campaign). The secret niche is discovered through the usual means.

## The Gate Between Worlds

A door on the south side of the room opens onto a hall that leads to a staircase. The doorknob is coated with Type D contact poison (save or die). At the bottom of these stone steps is a door. Though the portal to Acheron has not yet been established, behind this door is a surge of random, outer-planar energy. The door is not locked. If the PCs open the door they see the first few feet of what appears to be a very unique bridge.

The PCs stand at a crossing point between the Prime Material plane and Acheron. This is a kind of nil space, a wrinkle in the fabric of the multiverse. If the PCs venture out onto the bridge, they find it stable, though they are gently tugged at by a warm, thermal wind. A few dozen steps later, they taste rust in their mouths. Any word they speak falls away to little more than a whisper. If they continue to the end of the path, they find that it ends quite abruptly at



an archway that is mostly lost in a tangle of competing, undulating colors. If physically investigated, the colors offer only a little resistance, so that they can be penetrated by a determined individual moving at 1/4 his normal rate. Jumping or falling off the bridge is folly, resulting in either the character's death or—at your option—his teleportation to some other, randomly determined plane. Any action taking place on the bridge is harrowing .

The PCs are free to turn around and go back the way they came. However, if they are so bold as to probe the colored barrier with hand or object, they draw the attention of the bone devil known as the Boundary Liege. This being steps out of the wild mist behind them to investigate.

The bone devil is in no mood to parley with mortals. Communicating with them telepathically, it demands to know Gharshod's whereabouts. If the PCs foolishly admit to vanquishing the minotaur, the Boundary Liege attacks. The only two ways for the PCs to avoid combat at this point are these: come up with a suitable set of lies or offer the bone devil a magical item. If the bone devil is satisfied with their story or their bribe, it orders them to return the way they came. It then seals the door behind them.

Fighting on the bridge is dangerous. Anyone who rolls a 1 on a melee attack must make a Dexterity check or topple over the side.

**Boundary Liege, Bone Devil:** AC -1; HD 9; hp 68; #AT 1; Dmg 3-12; SA spells, tail attack; SD immune to fire, half damage from cold and gas; MR 40%; AL LE; XP 3616. Once per round, the Boundary Liege may use the following spell-like powers: *detect invisibility*, *fear*, *fly*, *invisibility*, and *spectral force*. Once per day, it can create a *wall of ice*. It can call upon several spells common to all devils: *animate dead*, *cause fear*, *charm person*, *infravision*, *know alignment*, *suggestion*, and *teleport*. If pressed, the devil attempts to summon another of its kind, with a 40% chance of success.





If the PCs do battle with the creature and defeat it, one of two things occurs, depending on the scope and flavor of your campaign:

(1) The portal of light remains impassable, and the bridge begins to shake. Without the Boundary Liege's essence to sustain it, the bridge slowly dissolves. In 1d4 rounds it crumbles entirely, snapping the fragile connection between worlds. Any PC who has not fled back through the door is either killed instantly or left adrift in the Astral Plane, as per your decision. The only way to prevent the bridge from vanishing is with *limited wish* or similarly powerful magic.

(2) The bridge doesn't collapse upon the bone devil's death, and the PCs can elect to enter the swirling, shifting colors and advance deeper into

the strange realm beyond, leaving the mortal world behind. If this happens, proceed to **Rust World**.

### 25-3. Temple

This spacious chamber is a dedicated shrine of Byklalla. Gharshod intends to use it one day to hold services to his deity, although at this time he doesn't trust any of his prison minions enough to invite them here and share in his holy revelry. No sound is possible in the room, except on the extreme edges, as it is blanketed by *silence, 15' radius*. Spells requiring a verbal component are impossible within this soundless field.

The room's silent sentinel is a wraith, bound by Byklalla's magic and sentenced to serve here for a year and a day.

**Wraith:** AC 4; MV 12"/24"; HD 5+3; hp 23; #AT 1; Dmg 1-6; SA energy drain; SD hit by only silver or magic, immunities AL LE; XP 713.

A small cabinet in the corner holds eight immaculate holy symbols, featuring a single gaming die crossed by war swords.

### 25-4. Kennel

Gharshod has been training these five hell hounds in hopes of one day using them to patrol the prison grounds. The room contains five large pens, and all of the doors are closed, the hounds held inside. However, the hounds have been trained to open their cage doors if anyone other than Gharshod enters the room. They spend the first round growling menacingly at the PCs, smoke trailing from their nostrils, and then they use their snouts to spring the latches, attacking first with fire and then with their powerful jaws.

**Hell Hounds (5):** AC 4; MV 12"; HD 5; hp 26 each; #AT 1; Dmg 1-10; SA breath weapon, surprise; SD see invisible, surprised only on 1; AL LE; XP 458 each.



In addition to the hounds' sleeping areas, the room contains several pieces of canine training equipment (leashes, muzzles, harnesses), two kegs of fresh water, and a large locker packed with salted meat. Anyone digging through the raw meat discovers a *brooch of shielding* that Gharshod unknowingly lost during one of the hounds' recent feedings.



## 25-5. The War Room

A large hexagonal table dominates this room. Resting in the middle of the table is an old human skull, its cavities gray with age. Piled near the skull are half a dozen rolled maps representing the lands surrounding the prison. Notes written on the map indicate the location of the brainwashed victims who are doing Gharshod's bidding abroad.

Because of Bylkalla's strong presence here, the room is occasionally subjected to a rare magical "ripple" in reality. From time to time, a tiny but potent fragment of the god's essence manifests itself. While the PCs are investigating the area, the fragment enters the room, causing hairs to rise on arms and ears to ring. Bylkalla's essence animates the skull and issues the following challenge aloud, in a strong, clear voice:

*If doorways like horizons be  
Then cross the rising sun for three  
And gaze upon the stony sky  
With but a single seeking eye.*

The skull can repeat the riddle at your option. In order to solve the riddle, one of the PCs must pass through the door in the east (where the sun rises), take three steps, and then look up at the ceiling. If the PC looks up with both eyes, he sees nothing, but if he covers or closes one eye, he notices a tiny glimmer embedded in the mor-

tar between the ceiling stones. This is a perfectly clear, twenty-facet *jewel of flawlessness*.

At your option, you may set a strict time limit on the solving of the riddle, so if the PCs do not produce a solution in at least one or two minutes of real time, Bylkalla's essence heaves a sigh and leaves the skull, taking its reward with it.

## 25-6. The Hall of Attrition

The southern wall is lined with eight statues of Bylkalla in various martial poses. Bylkalla appears different in each sculpture, sometimes as a young warrior and other times as an elderly "lady luck." Gharshod prays before these idols, choosing whatever aspect of his deity best fits his current needs. Unless at least one of the PCs carries a holy symbol found in Area 25-3, these eight statues animate at the rate of one per round, attacking with their heavy stone limbs.

**Caryatid Columns (8):** AC 5; MV 6"; HD 5; hp 22; #AT 1; Dmg 2-8; SD weapon immunities; AL N; XP 280.

The base of the leftmost statue conceals a secret cavity. The minotaur stores an emergency supply of wealth here in the form of six rubies worth 100-1000 gp each, depending on the affluence of your campaign.



## 25-7. The Master's Pet

This chamber is home to a gorgon, a denizen of Acheron herded here by the Boundary Liege and kept in strong fighting spirit by Gharshod. The place smells of rock dust, and much of the floor is covered in it. This appears to be a sculptor's studio at first glance, but the hardened chips of feces and straw-filled pen in one corner hint at the actual state of affairs.

**Gorgon:** AC 2; MV 12"; HD 8; hp 52; #AT 1; Dmg 2-12; SA breath weapon; AL N; XP 2320.

If the PCs haven't been overly noisy in their approach, the gorgon is napping when they arrive, but the sound of their entry rouses it in 1d2 rounds. It attempts to petrify all intruders.

Most treasure here became stone when its own-

ers transformed. Digging around reveals 35 gp and a sack of feathers. This is actually *tomorrow's flock*, a new item detailed in the Appendix.

## RUST WORLD

If the PCs overcome the bone devil who guards the bridge beyond the stairs south of Area 25-2, they leave their world behind. They pass through the portal at the end of the bridge and walk blindly through the brightly colored mists for what feels like several miles. These vapors serve as a conduit to the plane of Acheron. Any direction the PCs travel in these mists leads them to the same destination. Their spells do not function here, nor is there any way to discern where their trek is ultimately leading them.





The mists part abruptly. The PCs find themselves standing on a vast, rock-strewn plain, where battle looms. The PCs have arrived on Acheron, a place of perpetual war. They now have three options.

**Turn Around.** The adventurers can simply turn around and see the glowing colors hovering in the air behind them; this portal remains active and may be used again at any time. If the bridge back to the Prime Material has been stabilized, the PCs can simply head back home.

**Wait.** If the PCs decide to sit down and rest, waiting to see what happens, roll 1d6 for every full turn they linger. On a roll of 1, they are spotted by a flock of imps, flying on patrol for their war masters. Though they are not natives of Acheron, the imps have been brought here to serve as scouts in the perpetual battles of this dread plane.

**Imps (8):** AC 2; MV 6"/18"; HD 2+2; hp 10 each; #AT 1; Dmg 1-4; SA poison, spells SD hit only by silver or magical weapons; MR 25%; AL LE; XP 305.

**Explore.** Some parties may choose to strike off and see what's to be found here. Keep in mind the sheer size of the territory. The PCs could walk for weeks and encounter nothing but a dreary dreamscape of pock-marked earth and jagged upthrusts of red rock. Though such a journey is beyond the extent of this module, you should prepare at least a few encounters, such as those listed below.

*Colony of Rust.* The PCs come upon a honeycomb of entrances into the otherwise impenetrable iron-hard earth. Roaming about these shafts and scouring the badlands for metal deposits is an unusually large number of rust monsters. The creatures easily catch the scent of any metal the PCs are carrying, and they charge as a herd.

**Rust Monsters (12):** AC 2; MV 18"; HD 5; hp 21 each; #AT 2; Dmg nil; SA rust; AL N; XP 265.

*Rumbling Avians.* The PCs see a dust cloud in the distance, and before long they find themselves the prey of a flock of achaierai. These towering, evil birds move quite swiftly as they try to run down the PCs and devour them.

**Achaierai (8):** AC 8/1; MV 18"; HD 9/4; hp 40 each (15 each leg); #AT 3; Dmg 1-8, 1-8, 1-10; SD toxic smoke; MR 35%; AL CE; XP 2700.



*Acheron Armies.* Hours before they reach the battlefield, the PCs hear the sounds of war. They arrive at this vast field of death to find battalions of soldiers fighting in what are called the spirit legions. Thousands of undead humans, orcs, and ogres wage continuous war here. Their regiments are very ordered and structured. Though war is inherently chaotic, this one is as organized as possible. But as structured as it might be, the battle is a never-ending slaughter. Those at the front lines are ground into blood and ichor, only to rise again later.



Currently one of the armies of Bylkalla is trying to gain control of this level of Acheron. They are led by a death knight named General Voxinis. Their spirit legion is fighting that of a being called the Wraith Prince. This is also where devils bring their shock troops for training. The PCs see several powerful representatives of that race drilling their soldiers. The lesser devils fight as mercenaries for both General Voxinis and the Wraith Prince.

As there are literally thousands of undead here and hundreds of devils, this is no place for the PCs to linger. However, the spirit legion does not attack the adventurers unless they are provoked. This encounter can play out in ways too numerous to predict, so be prepared for anything the players suggest. If they've easily overcome all martial challenges up to this point, have them face a patrol of undead dispatched by the Wraith Prince or a group of General Voxinis' soldiers who have come to conscript them.

## Sealing the Gate

The players may decide to have their characters attend to the permanent closing of the portal between Acheron and their home plane. If they lack sufficient spells or items to accomplish this, they can possibly procure a remedy from one of Acheron's wandering merchants, the vile tinker known as the Midnight Peddler.

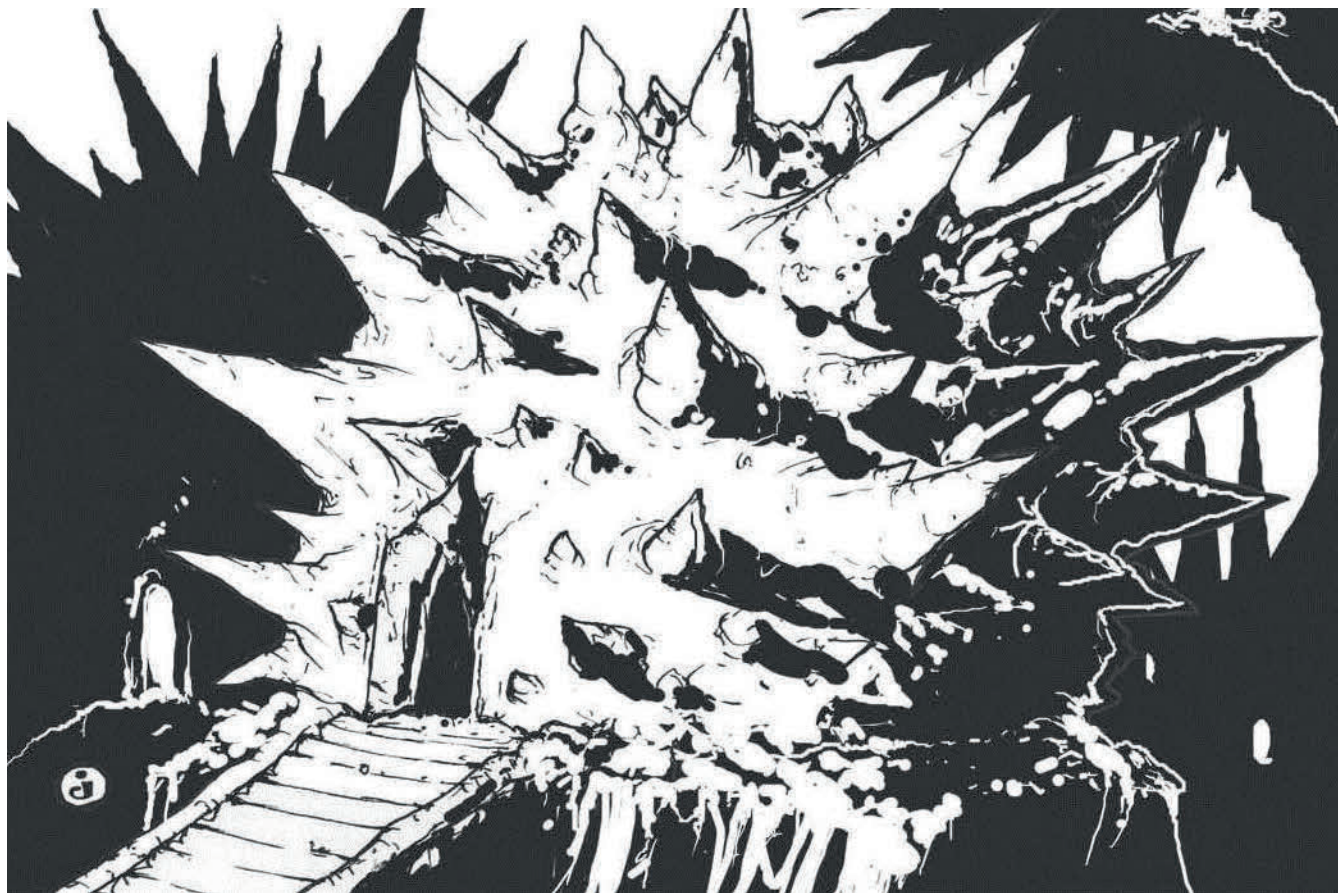
Approaching on what appears to be a wheeled sled is a junk-seller or traveling merchant. His sled is fashioned from a casket, filled with all manners of macabre tokens, including the body parts of disinterred corpses, bloody weapons, and other pillaged accoutrements of war. The sled itself, rolling on four rusty metal wheels, is pulled by a team of foul and unnatural wolves with patches of iron-hard hair. The figure who drives the dogs with a long whip wears a voluminous cape. His black whip cracks loudly.

The Midnight Peddler is an itinerant dealer in death who roams Acheron and trades items of dubious origin to those he meets. Noticing the PCs, he asks to trade with them. Most of his items are cursed, but only magical examination reveals this. The Peddler is haughty and demanding. He isn't afraid of instigating a fight, as this would give him the chance to loot any dead bodies. In addition to a scroll containing *bronze blockade*, which allows the portal to be closed (see Appendix), he has the following: several *longswords* -2 and other cursed weapons, *ring of contrariness*, *censer of summoning hostile air elementals*, and dozens of strange, non-magical devices left to your imagination.

The Peddler is actually a rakshasa using its power of *illusion* to appear human. The rakshasa intends to trick the PCs into trading away some of their magic items or other resources in exchange for his cursed wares. Through his inherent *ESP*, the Midnight Peddler knows the PCs might find value in *bronze blockade*, and he offers it to them for either 500 gold pieces or a suitably valued magic item.

**Midnight Peddler (rakshasa):** AC -5; MV 15"; HD 8+16; hp 62; #AT 3; Dmg 1-3 (x2), 2-5; SA spells; SD see below; MR see below; AL LE; XP 1421. Magic-User Spells: 1st level-*detect magic*, *magic missile* (x2), *read magic*, 2nd level-*mirror image*, *pyrotechnics*, *web*, 3rd level-*fireball*, *haste*; Cleric Spells: 1st level-*cure light wounds* (x3).

Though he was exiled from his homeland and is no longer a part of the intricate rakshasa caste system, the Peddler retains the abilities of the rank of ruhk, hence his enhanced hit dice. He can be injured only by weapons of +2 or greater power, and those of less than +4 enchantment inflict only half damage. He is immune to all spells lower than 8th level. Finally, the Peddler wears a *ring of spell storing* containing one *teleport* spell, which he uses immediately upon being reduced to 15 hit points.



## Getting Out

In the distance is an odd domicile that appears to be made from a gigantic briar or some kind of peculiar land-based anemone. Great barbs protrude from the walls, giving the house a malignant appearance. Further investigation reveals this to be the home of a night hag named Ijima. If the PCs overcome Ijima, they can plunder her freakish home, which contains a considerable collection of treasure the hag has amassed over the years. One of the items is a *cubic gate* that the PCs can use to return to their home plane.

**Night Hag:** AC 9; MV 9"; HD 8; hp 39; #AT 1; Dmg 2-12; SA spells, sleep magic; SD hit by only silver, iron, or +3 magic weapons; MR 65%; AL NE; XP 2140.

The PCs find 25% of the items below per half-hour of searching: 6300 gp, 12,550 sp, 50 gems (100 gp each), *bracers of protection* AC 4, *brazier of commanding fire elementals*, *cloak of the bat*, *cubic*

*gate* (its six sides are attuned to Acheron, Hades, Tarterus, Pandemonium, the Abyss, and the Prime Material), *horn of fog*, *folding boat*, *potion of extra-healing*, *potion of healing* (x2), *ring of the ram*, *shield +3* (bearing the image of a devil clenching a severed head), and the *travois of terror* (see the Appendix for this new magic item).

## Concluding the Adventure

In the event that the bridge remains, the campaign world is likely to be visited soon by minions of Bylkalla. If the warden is killed, the prison needs new leadership. The PCs can abandon the place after vanquishing the guards, in which case the prisoners eventually escape to conduct various acts of mayhem. The PCs might also opt to report the news to a nobleman or other figure of authority, who promptly appoints a new warden. At your option, the PCs might be rewarded 500 gp each for their efforts at curtailing the minotaur's plan.



## Appendix

### BYLKALLA

#### Deity of Gambling and War

Unlike deities of other pantheons, the divine beings worshipped in the land known simply as the Domain defy description and subscribe to no single alignment. They have no set forms and no gender. For the purpose of bringing their inscrutable natures closer to human understanding, worshippers have given them names and anthropomorphic characteristics, and attempted at least to surmise their realms of control and the areas they influence. All gods have been assigned a primary dichotomy and several lesser fields of influence. Because of this complexity, beings of various alignments and vocations might pray to the same deity. This is called the divine dichotomy.

Bylkalla's two aspects represent the division between rigid and fluid thought. On one hand, soldiers follow Bylkalla, hardened warriors who live by strict and inflexible hierarchies. On the other hand, card-sharps and risk-takers worship Bylkalla's other aspect, as they seek to marry themselves to the bride of fortune.

Many of the world's strongest militaries have incorporated Bylkallan theology into their training regimen. They see their god as the Strident Conqueror, depicting him as a towering man-beast in heavy armor. Murals on barracks walls show scenes of Bylkallan pikemen advancing in a phalanx upon their enemy. Militant priests preach discipline, courage, and decisive thinking, using their spells to augment battlefield conditions and deliver damage to the enemy. Some of the more radical disciples of the Strident Conqueror amass mercenary armies with which they intend to overtake huge portions of land.

But Bylkalla is also worshipped by the lone gambler who drifts from town to town in hopes of scoring the next big pot. Sordid gambling dens become churches of the Bylkallan aspect known as the Dame of Dice, or *fortuna*, or simply Lady Luck. Elusive and unpredictable, the Dame appears in tavern paintings as a beautiful seductress, usually in a red gown and resplendent in jewels. At once generous and miserly, the Dame can make a man wealthy by noon only to rob him of his last cent by nightfall. Priests of this fickle force are themselves sly, bold, and good with a bluff, teaching that life is fleeting and nothing good ever lasts for long. Unsurprisingly, Bylkalla is one of the gods whose name is most often invoked by those in need of luck.

Bylkalla's two very different faces are united by the deep respect both share for random events and the element of chance. Whether on the field of war or at a card table, chance can often win or lose the day. Fortune plays an important role in all Bylkallan festivals and events.

**Alignment:** Followers of the Strident Conqueror must be lawful, though they can be good, neutral, or evil. Adherents of the Dame of Dice can be of any alignment, though they are rarely lawful, as they are too dependent on the randomness of life.

**Clerical Weapons and Armor:** Armor restrictions for all aspects are that of standard clerics. Regarding weapons, all clerics may use bludgeoning weapons, but the Strident Conqueror also permits the use of the bastard sword and battle axe, while the Dame of Dice grants the use of the dagger in addition to the standard bludgeoning weapons.



**Clerical Spheres:** Depending on the edition played, some campaigns make use of priestly spheres of influence when determining which spells a cleric can access. For such campaigns, all priests of Bylkalla can access the following spheres: *Major Access*—All, Chaos, Combat, Numbers; *Minor Access*—Guardian, Protection.

**Granted Power:** All priests of Bylkalla, no matter the aspect of their god they favor, may use the following special power once per day.

**Walk With Fate:** Before making a to-hit roll or saving throw attempt, the player may declare the use of Walk With Fate. He or she then rolls 2d20 instead of the normal single die, taking the better of the two results. This represents the character's innate kinship with the forces of chance. However, as every follower of Bylkalla knows, sometimes chance turns sour. If the player rolls two dice and both results are failures, then he is visited by a terrible turn of bad luck. Not only does he fail in his attack roll or saving throw, he does so in extreme fashion. If in combat, he slips and falls, loses his weapon, or strikes an ally by mistake. If making a saving throw to avoid damage, he takes maximum damage or otherwise suffers gravely, as decided by the DM and the situation at hand.

## NEW MAGIC ITEM

### Black Orchid Array

Born centuries ago, Benjok the Trumpeter is best known today for his exploits as a forest warden. Benjok was said to be a friend of treants and wood nymphs, keeping their groves free of marauders. He was also a musician of considerable skill. His instrument of choice was a silver horn. Benjok spent most of his adult life performing various duties for the forest folk, and at the time of his death his name was well-known throughout the land. Upon his demise, his possessions

were divided among his closest followers. The *black orchid array* is one such item.

Actually, the *array* is four items. The mighty Ash Elders (very ancient and powerful treants) gave the *array* to Benjok to aid him in his endeavors. The *array* consists of four black flowers, each about a foot in length, including their stems. The petals are deep black, accented lightly with silver dapples. The orchids are magical and never wilt nor fade; they always appear as if they were only recently cut. They are usually carried wrapped in a cloth square. Though they appear as frail as any normal plant, the flowers are highly magical and thus nearly indestructible. The treant-instilled spells in each orchid are manifested by taking a stem and uttering a specific command word. Each flower has a different power, usable once per day and persisting for 1d6+1 hours.

- ◆ One orchid transforms into a shining silver trumpet. The trumpet can be played as a normal musical instrument, but it can also sound a single note so loud as to be heard by everyone within a two-mile radius.
- ◆ The second flower, upon command, becomes a full-sized kayak. This one-person craft, complete with paddle, enabled Benjok to travel the river rapids. If the kayak is damaged to the point that it might be destroyed, it immediately reverts back to orchid form, in which it remains for 10+1d10 days. It may then be used again.
- ◆ The third orchid turns into a net. The net is 20 feet in diameter and can be used for anything from trapping game to setting snares to dozing in as a hammock. Using this net while trying to trap small game grants a +2 to any check involved.
- ◆ The fourth orchid is a mystery. The command word has been lost.

**Price:** 14,000 gp; **Weight:** 1 lb.



## NEW MAGIC ITEM

### Tomorrow's Flock

This item is actually 22 items—all of them gray-black feathers. If the feathers are cast into the air and the proper command word uttered, they transform into 22 birds of extra-dimensional origin. These magical birds have the ability to enter the Plane of Time. They are also capable of lifting extraordinary weight. At the direction of the summoner, the birds fly as a unit and wrap their ebony talons around any object weighing up to 220 pounds. In a barrage of beating wings, they lift the object and promptly fly into the Plane of Time, vanishing from sight.

Exactly 24 hours later, no matter where the summoner may have roamed in the interim, the birds emerge from the time-stream, bearing their load. They deposit the object on the ground in front of the summoner and then disappear. The birds' return is unavoidable; they fly from the Plane of Time directly in front of the summoner regardless of where the summoner is at the time, even if he has moved to a different plane of existence. All birds have 1 hit point and, if damaged, they revert to their feather state for a period of 24 hours.

The object the birds bear to the Plane of Time must be nonliving, though it may have once been living, as in the case of a dead body. Because the birds travel the time-stream, the object suffers no effects of aging or decay, as mere seconds have passed for the birds, while 24 full hours have passed for the summoner.

The birds can also be used to remove treasure from a dungeon, conveniently appearing beside the summoner a day later, at a safe distance from the dungeon. The birds may only carry one object between them, so coins, gear, and other items must be placed in a single container.

**Price:** 50,000 gp; **Weight:** NA.

## NEW MAGIC ITEM

### Travois of Terror

This litter is comprised of a pair of staves made of bone. Stretched between them is a fleshy fabric the consistency of canvas; actually this fabric is made of sections of skin peeled from corpses. The staves and skin are put together like a normal litter to form a resting place for the wounded. The *travois of terror* is usually dragged behind a horse, but it can also be carried by stretcher-bearers. If used to carry the injured, the *travois* functions as a standard litter. If a dead humanoid body is placed on the *travois* and then dragged behind a galloping horse (or any steed moving at a minimum rate of 15), the *travois of terror* generates a *permanent illusion* that makes the horse and litter appear as a hellish beast pulling a chariot of the tormented, wailing dead. Swarms of infernal creatures appear to dive and swirl around the charging horse, with black-green smoke roiling out in all directions. The horse's hooves seem to emit sparks, and its breath is a gout of steam. Anyone witnessing this blood-curdling parade is affected as per the spell *fear* as cast by an 18th-level magic-user.

The *travois* radiates a *death spell* that affects all living creatures within 50 feet of the running horse. The *fear* and *permanent illusion* effects last 1 hour, while the *death spell* lasts for 1 hour or until it has slain 18d4 Hit Dice of creatures, whichever comes first.

The horse does not require a rider for the *travois of terror* to function properly; as long as the horse is running at a rate of at least 15 and a command word is delivered, the illusion is activated. The horse and its rider—if any—are immune to the illusion and its attendant effects. The dark power of the *travois* may only be called upon once every 66 days.

**Price:** 60,000 gp; **Weight:** 20 lbs.



## NEW SPELL

### **Bronze Blockade** (Evocation)

Range: 5 yards/level

Components: V, S

Duration: Permanent

Casting Time: 1 round

Area of Effect: 4 square feet/level

Saving Throw: None

This 4th-level magic-user spell summons several noncorporeal beings from the Plane of Fire. These creatures, known as firefeys, serve as apprentices in the great and terrible forges of the immortal efreeti blacksmiths. Over the course of the next few rounds after they arrive, the firefeys construct a piecemeal metal wall, using mismatched plates of solid bronze, fastened by magically fitted rivets. Unlike the firefeys themselves, these plates are solid and quite substantial. Each summoned firefey is capable of conjuring enough bronze to create a barrier 2 feet

high and 2 feet wide, or 4 square feet. One firefey appears for each level of the caster, so that a 7th-level magic-user could create a barrier of any shape of no more than 28 square feet. The firefeys erect their wall at the rate of 4 square feet per round. The construction is accompanied by a considerable din as the sections are fitted against one another and noisily bolted together by the tireless firefeys.

The *bronze blockade* must be anchored by at least two solid points, much like the spell *web*. Open doorways are common anchor locations. Made of overlapping plates, the finished barricade can serve several purposes, but it is most often employed as a form of protection, containment, or defense.

Unlike *wall of iron*, the *bronze blockade* does not appear instantly, but requires several rounds for completion. Once in place, it is permanent. It is destroyed by such spells as *disintegrate* or after sustaining a total of 100 points of damage. It is impervious to fire, completely protecting anyone who takes cover behind it.

---

## CREDITS

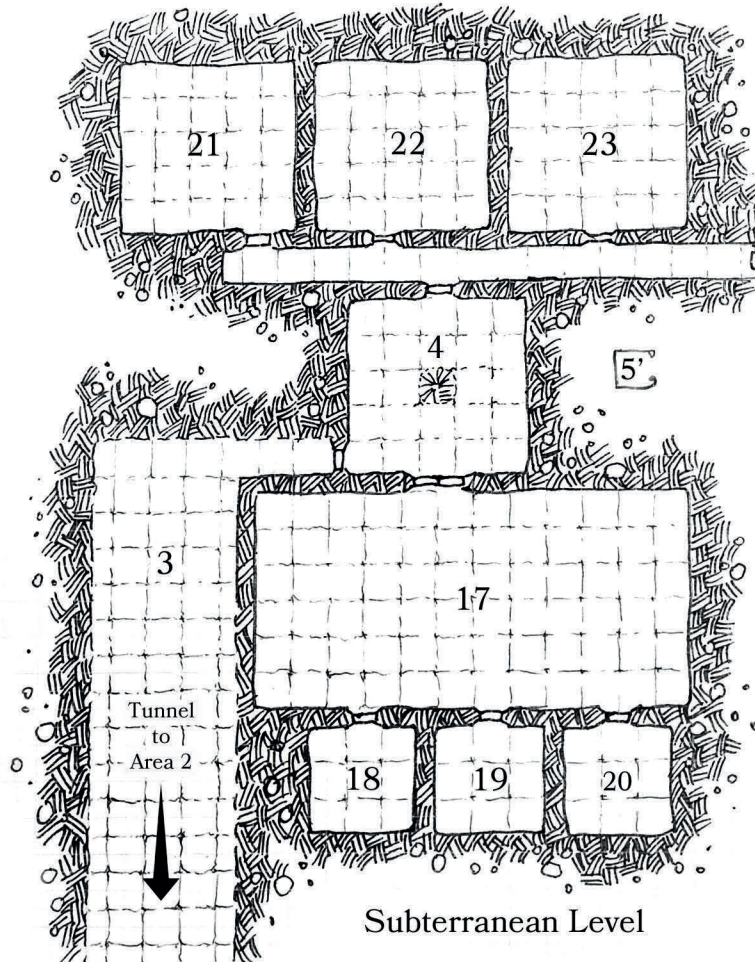
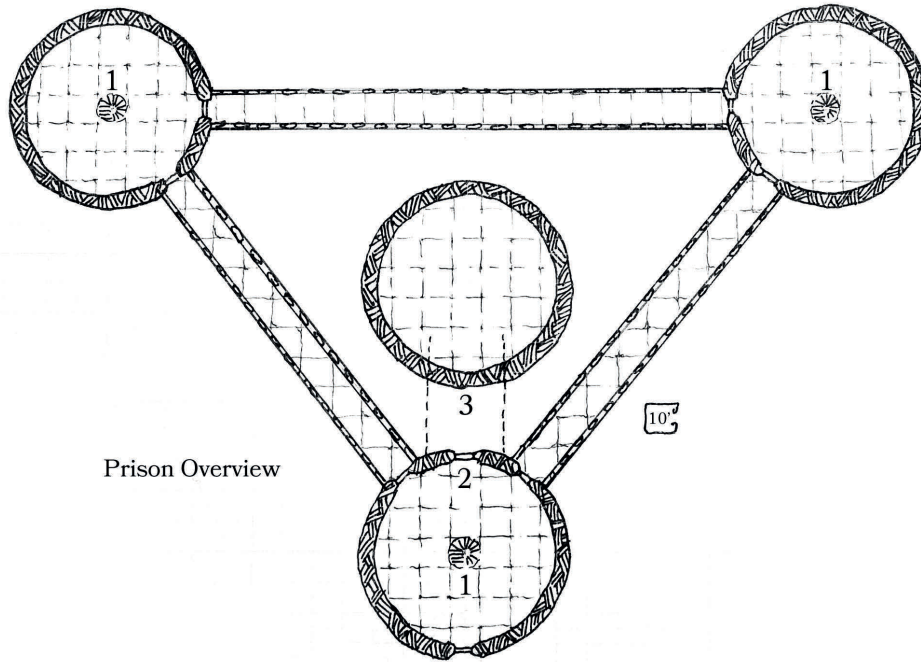
**Author:** Lance Hawvermale

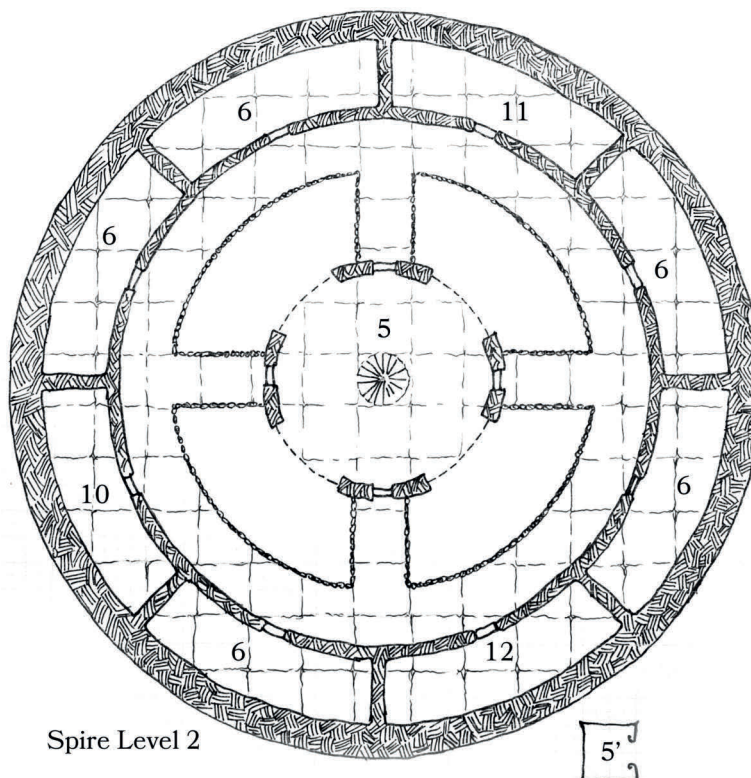
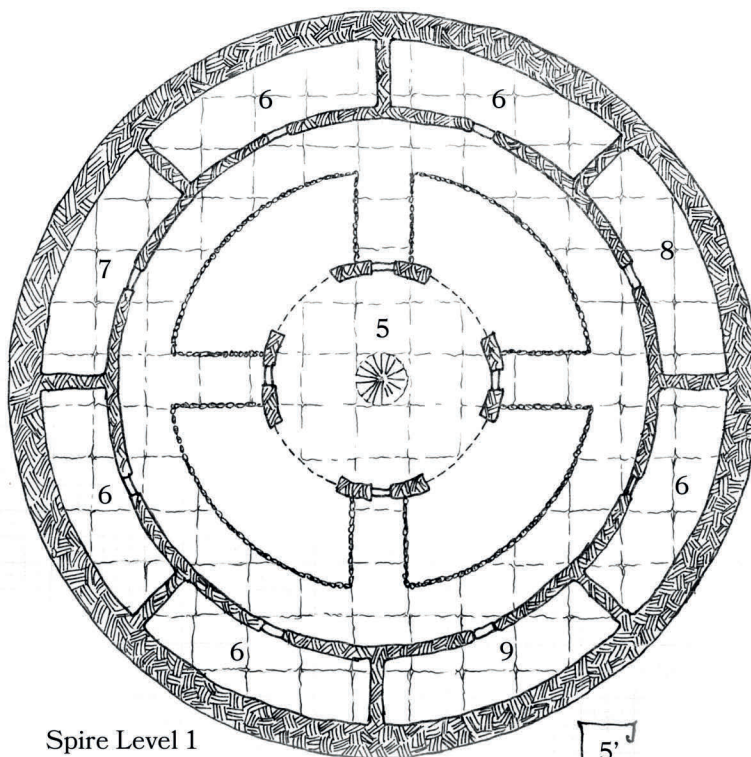
**Title Design:** Carl Hulsey

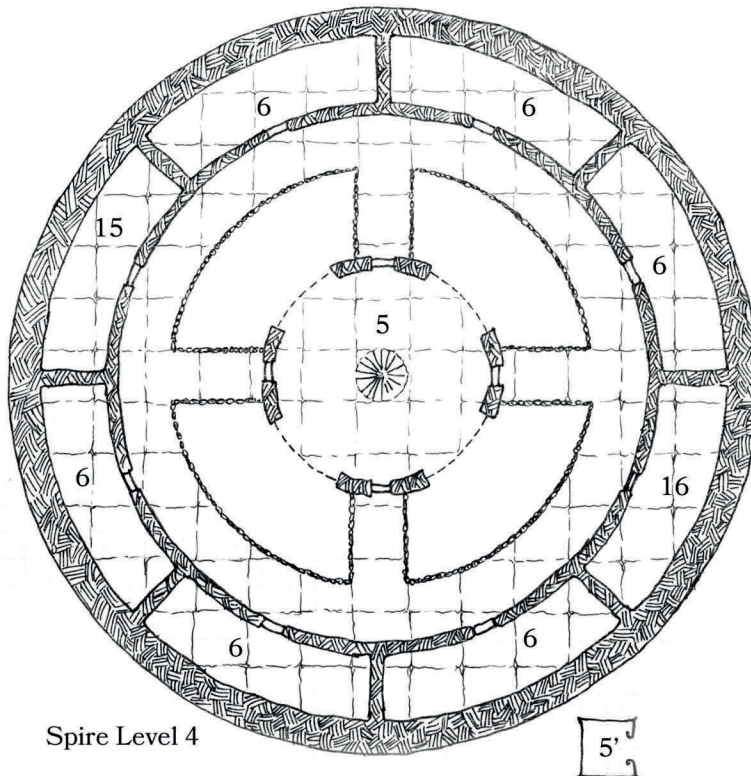
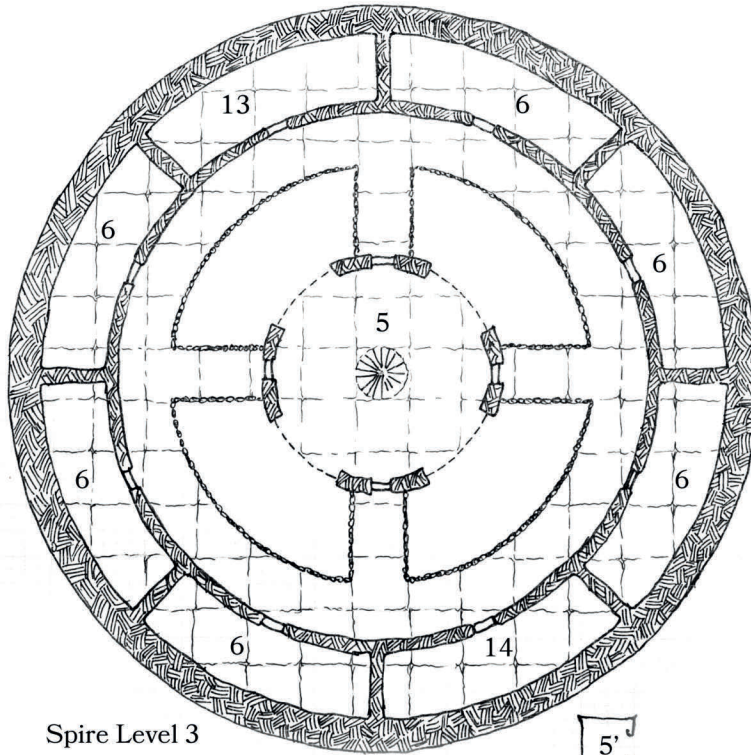
**Cover Art and Cartography:** Eugene Jaworski

**Header Design:** Travis Hawvermale

**Interior Art:** Bradley K. McDevitt, Scott Purdy, Paul Slinger, Michael Syrigos, Brian Thomas, Jason Walton, and Maciej Zagorski

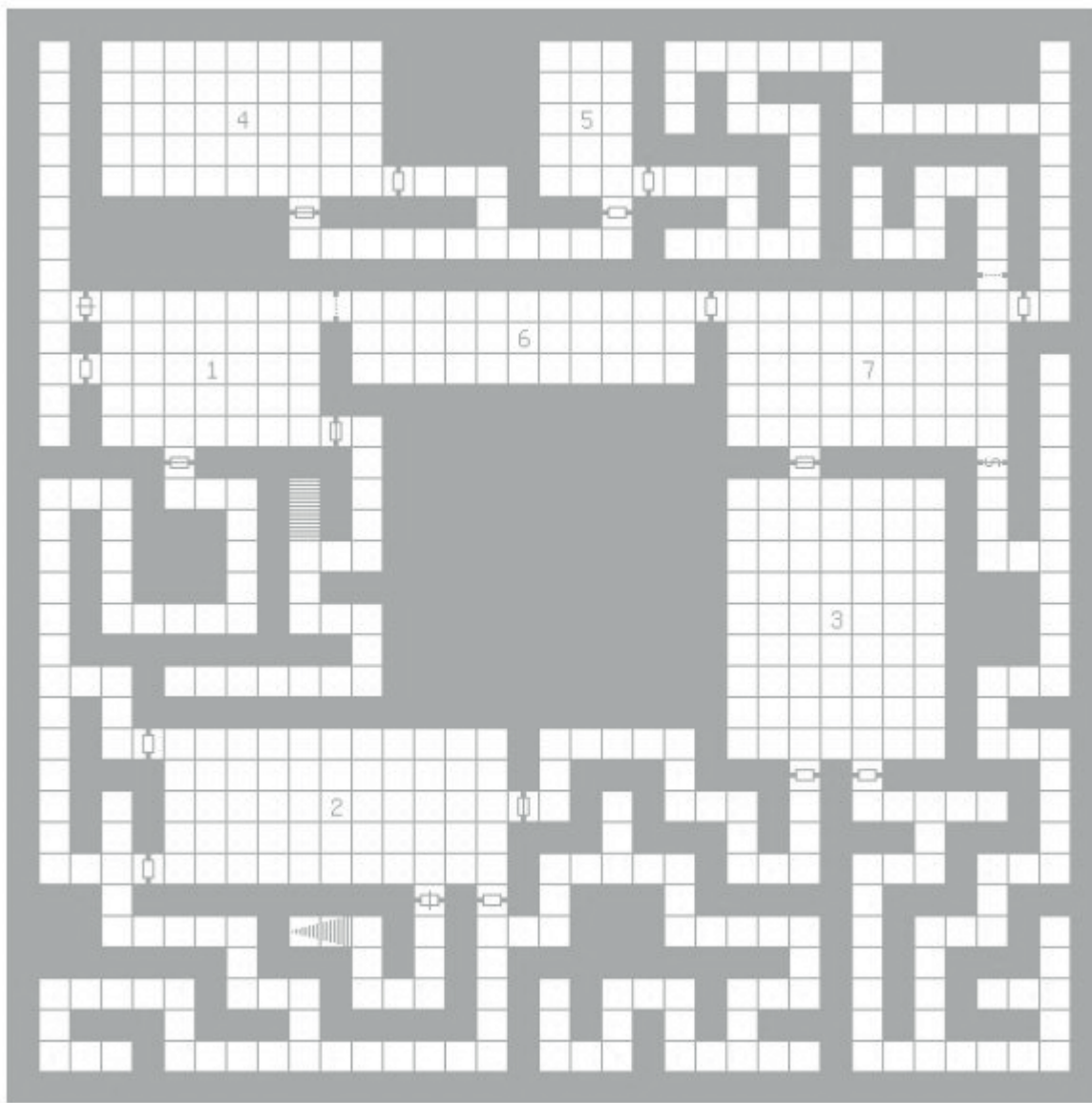








The Flux Maze  
Areas 25-1 to 25-7



one square = 5 feet



Door



Locked



Trapped



Secret



Porticullis



## Open Game License

This product is printed under version 1.0a of the Open Game License, below.

**Notice of Open Game Content:** This product contains open game content, as defined in the Open Game License, below. Open game content may only be used under and in the terms of the Open Game License.

**Designation of Open Game Content:** All text in this book is hereby designated as Open Game Content, subject to the Product Identity designation below. All artwork is Closed Content.

**Designation of Product Identity:** The following items are hereby designated as Product Identity as provided in section 1(e) of the Open Game License:

1. All artwork, illustrations, graphic design, and maps, including any text contained within such artwork, illustrations, graphic design, and maps.
2. The proper names, personality description and/or motivations of characters, groups, named monsters, deities and/or places unique to this book, but not their stat blocks or other game-mechanic descriptions (if any) (i.e., Bylkalla, Pelora, Gharshod, Velgate, Mealkuph the Strangler, et cetera.).

### OPEN GAME LICENSE Version 1.0a

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes

the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License it-



self. No other terms or conditions may be applied to any Open Game Content distributed using this License.

**3. Offer and Acceptance:** By Using the Open Game Content You indicate Your acceptance of the terms of this License.

**4. Grant and Consideration:** In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

**5. Representation of Authority to Contribute:** If you are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

**6. Notice of License Copyright:** You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

**7. Use of Product Identity:** You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing OGC except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in OGC does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

**8. Identification:** If you distribute OGC You must clearly indicate which portions of the work that you are distributing are Open Game Content.

**9. Updating the License:** Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

**10 Copy of this License:** You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

**11. Use of Contributor Credits:** You may not market or advertise the OGC using the name of any Contributor unless You have written permission from the Contributor to do so.

**12. Inability to Comply:** If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

**13. Termination:** This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

**14. Reformation:** If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

## 15. COPYRIGHT NOTICE

Open Game License v 1.0 and System Reference Document Copyright 2000, Wizards of the Coast, Inc.

The *Midnight Peddler* and the *travoire of terror* are Open Game Content first appearing in *The Bonegarden*, copyright 2004 by Lance Hawvermale and Rob Mason, published by Necromancer Games.

Visit [lancehawvermale.com](http://lancehawvermale.com) for more adventure.





## AN INESCAPABLE PLACE

Welcome to the kingdom's most notorious jail. Velgate is a panoptic prison, an architectural design so cunning that a single guard can observe all prisoners simultaneously. The inmates can make no move that isn't monitored, so they have no hope of escape. This terrible and ingenious panopticon houses the land's most feared and dangerous prisoners.

Enter a certain band of heroes . . .

One of the doomed souls within Velgate Prison is innocent, but the only way to free him is to infiltrate the prison. And if that task isn't difficult enough, what's far more challenging is getting out.

---

## AN INCREDIBLE EVENT

What begins as a roadside ambush turns into a prison rescue, and that daring escape takes the heroes somewhere far from home. . . .

*The Exfiltrators* is an adventure module for characters of levels 5 to 7. It is suitable for use in any fantasy campaign.

---

*LanceHawvermale.com*

