



BEYOND COUNTLESS DOORWAYS™

A PLANAR
SOURCEBOOK
by
MONTE COOK,
WOLFGANG BAUR,
COLIN McCOMB,
and RAY VALLESE





BEYOND COUNTLESS DOORWAYS

A d20 Book of Planes

BY MONTE COOK, WOLFGANG BAUR,
COLIN MCCOMB, AND RAY VALLESE

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ADDITIONAL CREDITS

Editing: Sue Weinlein Cook and Ray Vallese

Production: Sue Weinlein Cook

Cover Illustration: rk post

Interior Illustrations: Kevin Crossley, Eric Lofgren, and Tyler Walpole

Cartography: Ed Bourelle

Proofreading: Michele Carter

Cover and Interior Page Design: Peter Whitley

Playtesting: Michele Carter, Sue Cook, Bruce Cordell, Jesse Decker, Erik Mona, and Chris Perkins

For supplemental material, visit Monte Cook's Website: <www.montecook.com>



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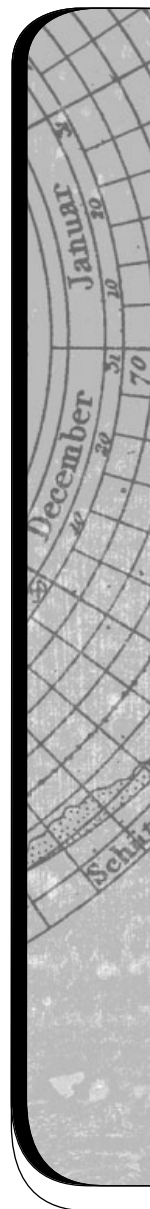
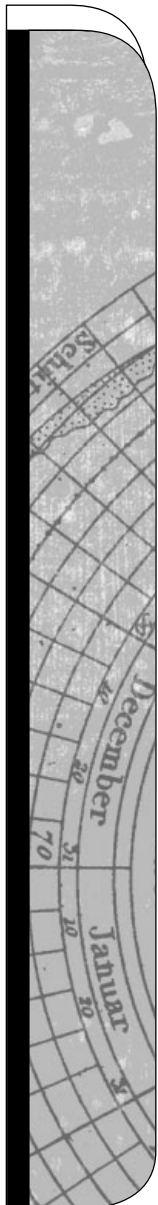


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Foreword

It's always wonderful to hold in your hands a new creation, filled with the promise of good adventure, an abundance of clever ideas, and even just a bit of sly wit. It is even more wonderful when you are holding (as in my case) a work that is done by people you know and trust. And finally, that promise is even more justified when you hold in your hands a work put together by as skillful a team as this one, people who are not only creative and talented but are writing in a world and a setting they really enjoy.

But enough of all my blathering about how good this book is. You can judge that for yourself without all my hyperbole—as well you should. Nonetheless you'll have to excuse me for my enthusiasm. The planes have always held a special meaning for me, ever since I created the *Planescape*® setting. It was, and has always been, an opportunity for unbridled creativity. In the planes, designers can stretch their imaginations to create colorful, wondrous, and bizarre worlds for you to visit. They can create places and characters to enthrall you as you read.

However, this is not just a literary exercise. Planes need to be more than just oddities of description, even ones as strange and curious as the Sundered Star or the Maze. This is a game. The most wonderful places ever imagined do precious little good if you can't have a good adventure there. The talent shown in these planes is in the possibilities that exist for experience, riches, and the chance to bash some heads. “Dull” is not a word you want to hear describing your adventures, so these planes are anything but dull.

But making a setting rich with the potential for good adventures hardly lets a creator off the hook. It is still up to the writer to make that potential come alive.

And that is where you come in. You are part of this creative team, even if you don't realize it. Now, the task can seem daunting. Your players face so many challenges, it can be hard to know where to begin. So, to help you make the most of the material in this book, here's some unsolicited advice.

Don't make surviving the elements the goal. Some planes are extraordinarily harsh. They'll suck the life energy out of you or shred your skin in howling winds without the right protections. Don't make players spend all their time worrying about the elements. Yes, they need to find a solution to the problem, but once they do, let them get on with

the real adventuring. Use the environment as a dramatic addition to another challenge—the same way a science fiction movie suddenly remembers that space is a vacuum just as the alien monster appears.

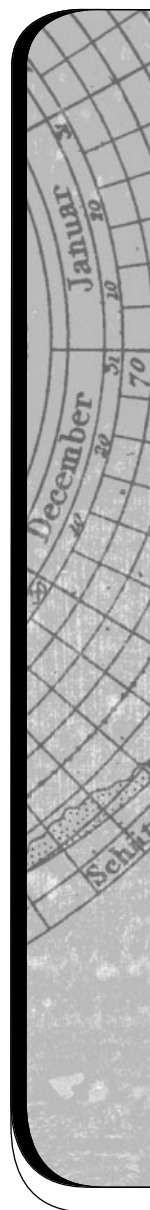
It's not just about monsters. The planes are filled with exotic, powerful, unique, and dangerous beings. It is easy for planar adventures to fall into the trap of sending the party off to kill Lughead, 187th Demon-Lord of the Abyss. But let's face it—given enough time, firepower, and healing spells, your players can kill anything. And after they've done that once or twice, where's the challenge? Now, you could make unkillable monsters (“Go kill Lughead, the Immortal Demon-Lord.”). That's quite the challenge once, but twice is unfair.

Instead, remember it's all about personalities. Planar beings have problems too. Maybe the yama of the Eighth Court of Hell is failing to punish the deserving. Evildoers are coming back into the world with their souls unpurged, a situation that simply will not do. It falls to the player characters (PCs) to find out what's going on. (Why them? That's another problem, and a good source of adventure.) Has the yama turned traitor to his cause? Has he been bribed to look the other way? Is he being blackmailed

with some terrible secret? Or is he just disconsolate because his First Wife has run off with the Monkey King and his heart is broken until she returns? Remember, you are sending the party off to exotic places. Have exotic adventures!

Not all that glitters is gold. The planes have a reputation as vast storehouses of exotic treasures, gold, magic, and all the other things your players covet. When they go out to the planes, they naturally expect plunder beyond their wildest dreams. Show restraint and they think you're a cheap SOB. Reward them lavishly and your game just goes to pieces. What's a DM to do?

“
*I get carried away
with the possibilities.*
”



Well, not every reward has to be in coin. Planar beings have a lot of powers, some of which could prove quite useful. Suppose they could call in one favor from a minor Lord of Hell? A treasure beyond price, to be sure, but one that needs to be used very, very carefully. One wrong word in the asking, and they will be regretting things for a very long time. As you can see, there's more to rewards than just coins.

Once you go, you can go back again.

Finally, don't think of a visit to the planes as a once-in-a-lifetime trip (unless, of course, there's a really messy death involved). There's no reason why characters can't go back or why new friends (and enemies) can't drop in for a visit. After all, you've gone to the trouble of adding the planes to your game, so make the most of it. Just imagine: exotic characters popping in with urgent requests from another world, hideous assassins sent for revenge—that sort of thing never happens in the movies! The point is, you have a gold mine of material, so don't use it once and just throw it away!

But enough with the advice. There's far better of that in these pages, anyway. It's just that I get carried away with the possibilities. (How about a plane where every morning is literally a new day and no one remembers the days before? What kind of adventures could you have there?) Of all the worlds and settings I ever created, none excited me ever so much as the planes.

And that might have been the end of it, but for the designers you'll read here. They already have long experience shaping and guiding this creation and now they add more. As much as I started the world of *Planescape*, Monte, Wolfgang, Colin, and Ray came to it and found something in it that they liked. They claimed it as their own and took it in directions I never expected, but always with creativity and imagination. And it still continues, to this day.

So, feeling a little like a proud parent, here you go.

David "Zeb" Cook
February 2004

About the Authors

Monte Cook started working professionally in the game industry in 1988. For *Iron Crown Enterprises* he worked on the *Rolemaster* and *Champions* games as an editor, developer, and designer. In 1994 Monte came to TSR as a game designer, where he wrote or co-wrote nine *Planescape* products, including *Dead Gods*, *Hellbound: The Blood War*, and *The Planewalker's Handbook*. As a senior game designer with *Wizards of the Coast*, he codesigned the *Third Edition* of *Dungeons & Dragons*, authored the *Dungeon Master's Guide*, and designed the *Book of Vile Darkness* and the *d20* version of *Call of Cthulhu*.

Wolfgang Baur is a writer and editor because he daydreamed too much as a child, and he still sometimes hopes that he'll get to sail a pirate ship around the Horn or see a dinosaur. Though he earned a degree as a chemist, he never used it much. As a writer and GM, he has a morbid streak deep enough to bury bodies in, which he used while writing big chunks of *Planes of Law*, *Planes of Chaos*, and *In the Cage: A Guide to Sigil*. He has written about 50 other game books and articles but he's not keeping count. Wolfgang lives in Seattle.

Colin McComb started as a designer at TSR in 1991. While there, he worked on *Dragonlance*, *Basic D&D*, and *Dark Sun*, but he's proudest of co-authoring the *Birthright* campaign setting and his *Planescape* work, especially *Hellbound: The Blood War*, *On Hallowed Ground*, and *Faces of Evil: The Fiends*. In 1996, he moved to the RPG division of *Interplay*, which later became *Black Isle Studios*, where he worked on the game *Torment*. He later moved to Detroit with his wife, where they are currently working on ideas for a console gaming title. He also claims to be writing a novel.

Ray Vallese didn't know much about roleplaying games before joining TSR in 1994. Some people say he still doesn't. Regardless, he edited, wrote, or co-wrote a number of titles for the *Planescape* line, including *Uncaged: Faces of Sigil*, *Faction War*, *Something Wild*, *Hellbound: The Blood War*, *Dead Gods*, *Faces of Evil: The Fiends*, and the novelization of the computer game *Torment*. As a freelancer, he's edited loads of stuff for *Wizards of the Coast*, including *Star Wars* and *D&D* books and the *Star Wars* Roleplaying Game website.

About the Illustrators

Cover artist **rk post** received his BFA from Northern Illinois University in 1994. In 1996 he garnered a staff artist position at TSR, Inc., where he illustrated many *Planescape* books, including *The Great Modron March* and *Tales From the Infinite Staircase*. He moved out to the Seattle area when *Wizards of the Coast* purchased TSR, but he has worked as a full-time freelance illustrator since 2000. You can buy rk post's collected works in the hardcover art book, *Postmortem: The Art of rk post* through *Cartouche Press* <www.cartouchepress.com>. Check out his new and continuing work at <www.rkpost.net>.

If you like *d20 System* products, chances are you've run across the creative work of writer, illustrator, and cartographer **Ed Bourelle** before. His artwork and maps have appeared in products from *Malhavoc Press*, *Bastion Press*, *Fantasy Flight Games*, *Mystic Eye Games*, *Sovereign Press*, *Sword & Sorcery*, and more. Learn about him at his website <www.skeletonkeygames.com>.

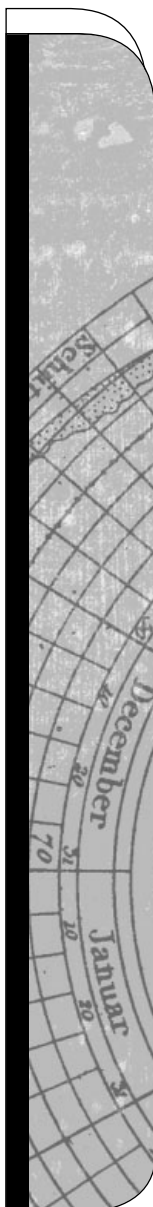
Born in 1972 in Leeds, England, **Kevin Crossley** learned early on that a monster lived in the abandoned house down the street—after that, he saw monsters everywhere. He drew monsters all the way through school, then went to art college and university, where he was told not to. After he got a job in computer games, people started to pay him to draw monsters. Moral? Art college and university were a waste of time.

Illustrator **Eric Lofgren**'s early influences include comic book art, the oils of *Frazetta*, and the inks of *Berni Wrightson*. Upon discovering roleplaying games, he schooled himself in fantasy art. After years of working other jobs to sustain himself while drawing away evenings and weekends, he decided to take the plunge, illustrating full time in the RPG industry. See more of his work at <www.ericlofgren.com>.

Years ago, **Tyler Walpole** spent a good deal of time in school being scolded by his teachers for drawing when he should have been paying attention in class. Today, many of those same teachers are happy that the self-taught 27-year-old is able to pursue his illustration career full time. He lives in Des Moines, Iowa, with his wife Petra and son Keegan, and co-owns a comic book store.

Malhavoc Press


Malhavoc Press is Monte Cook's game imprint devoted to the publication of unusual magic, monsters, and evocative game elements that go beyond traditional fantasy. *Malhavoc Press* products exhibit the mastery of the 3rd Edition rules that only one of its original designers can offer. Coming soon from *Malhavoc Press*, look for *Mystic Secrets: The Lore of Word and Rune*. Current titles are available to purchase in either print or electronic (PDF) format at <www.montecook.com>.



Through the First Door

"Worlds beyond worlds, my friend. So many unknown kingdoms, distant lands and unreachable shores that it takes even an explorer's breath away. Yes, I must admit it—even the most jaded among us is captivated by what lies beyond these countless doorways."

—Adamar Courein, *The True Explorers*



In this product, we're going to talk about cosmology a lot. Cosmology is the planar landscape of your campaign world. Beyond the kingdoms, lands, oceans, and mountains, it is the larger universe—or multiverse—outside the boundaries of the actual world. Where do demons come from? Where do the celestials live? Where can you go using a *plane shift* spell? These questions are addressed by your world's cosmology. Many people assume that they must use the cosmology described or implied in the Core Rulebooks, but that's simply not true. You can create any kind of cosmology you want with your game.

Beyond Countless Doorways is a d20 game product that provides a brand new cosmology for your campaign setting, as well as descriptions for a number of worlds and planes that you can use together or individually (no matter what your campaign's cosmology is like).

Beyond Countless Doorways owes a great deal of its inspiration to the writings of Michael Moorcock. This isn't for any one specific idea—this book doesn't describe the realms of Ariocho, Xiombarg, or the fierce grahluk—but instead for a general look at the concept of a multiverse. Moorcock's collective work describes a cosmology that has a virtually unlimited number of worlds and planes, some much like ours, and some very different. It is this basic inspiration that fuels this book.

A PLANESCAPE® REUNION

This product represents a reunion of creators and talent from a few years back. Originally, TSR published a campaign setting called *Planescape*®, dealing with the mystery and majesty of the planes and the people who lived there. It was an original D&D® setting, to say the least. It was as much about ideas, imagination, and belief as it was about fighting monsters and gaining treasure.

The authors, editors, proofreader, and cover artist in the credits of this book are some of the same people who made this setting happen and continued to support it with sourcebooks and adventures. While unfortunately not everyone who ever worked on a *Planescape* product is represented, many of the driving forces behind the line's real innovations are here in this book. It has been wonderful for us all to get to work together again, in most cases for the first time in many years. There's absolutely nothing like getting creative people together and seeing what they all come up with, working alone and as a group.

To be clear, though, this is not a *Planescape* product. You won't find references here to the specific places, characters, or other aspects of *Planescape*. What you will find is the same embracing of wondrous ideas, the grandeur of unearthly planar locations, and imaginative and evocative writing. Fans of *Planescape* will find similar chillingly horrific hells, beautiful and amazing heavens, and everything in between.

OVERVIEW

Most of *Beyond Countless Doorways* is a gazetteer of fascinating planes ready for exploration and adventure. Within these pages, you'll find:

Chapter 1: The Countless Worlds. The first chapter offers you a backdrop for the planes in this book (and any planes of your own creation). You don't have to use the material in this chapter, but it might give you a good starting point.

Chapter 2: Avidarel, The Sundered Star. This chapter presents a world where the sun has died and all is dark and cold. Within its confines, however, Avidarel offers the spark of hope that perhaps it could be restored to its former glory.

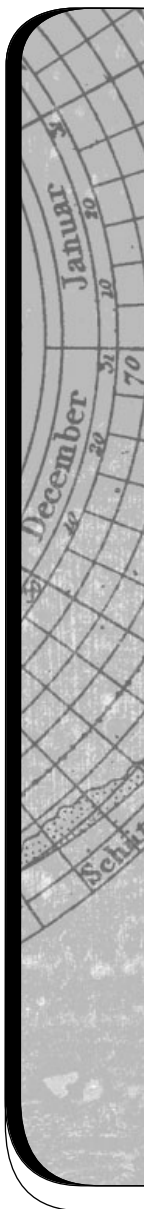
Chapter 3: Carrigmoor. One of the last cities of a destroyed world, Carrigmoor's portals once made it a hub for planar trade. Now, devastated by plague, it festers in unchecked corruption, protected from ghoulish predators and the harsh elements only by a jeweled dome.

Chapter 4: Curnorost, Realm of Dead Angels. Where do angels go when they die? This plane, Curnorost, offers the answer to that question, detailing a strange and somber plane of lost treasures and forbidden knowledge.

Chapter 5: The Crystal Roads of Deluer. This chapter presents a plane of elemental earth where crystalline roads connect floating spheres of gemstones and rare metals. Deluer is a difficult plane to enter, as its precious minerals are well guarded.

Chapter 6: Dendri (Expansion 11). War rages on this small moon that once was choked with web-strewn rain forests. An invading army of formians tries to exterminate the native aranea, raze all the forests, cover the world with hive-cities, and turn Dendri into their latest conquest. But the besieged spiderkin refuse to go gently into the night.

Chapter 7: Faraenyl. This pocket plane of splendor and enchantment, where each of the four seasons holds sway over its own lands, seems an idyllic place for travelers invited to revelries



by the elves and their fey kin. But that's only because so few know the truth of Faraenyl — and what really drives the plane.

Chapter 8: The Burning Shadows of Kin-Li'in. This chapter describes a hellish plane where visitors are blasted with fire and ice and even one's own shadow might turn against its owner and attack.

Chapter 9: The Lizard Kingdoms. Lizardfolk, insectfolk, dinosaurs, and other cold-blooded creatures rule these sweeping lands, where tiny mammals—like the PCs—scurry about in the night, trying not to become something's next meal.

Chapter 10: The Maze. From the nameless town that sits at its center, the Maze extends in all directions through the Countless Worlds, leading travelers down unknowable paths. It is said that great rewards await in the Maze. But would anyone seek them if they knew who built the Maze, and why?

Chapter 11: Mountains of the Five Winds. The denizens of five cities atop mountain peaks fight to save their plane from the madness and mutations of a cloud of pure Chaos that sweeps through the land, changing all it touches.

Chapter 12 Ouno, the Storm Realm. Huge islands of floatstone drift through the sky far above the sentient Mother Ocean on this alien plane of storms, flying ships, and githzerai monasteries. Acidic rains, psionic monks, and raiding sky-pirates could send travelers to an early grave.

Chapter 13: Palpatur. Alive and sentient, Palpatur bestowed great gifts of organic technology on its tiefling inhabitants. But a devastating skirmish between two fiendish hordes spilled over into the plane, sending Palpatur into a deep coma and splitting the surviving tieflings into fractious tribes devoted to hastening the recovery of their homeland.

Chapter 14: Sleeping God's Soul. Although the plane detailed in this chapter looks barren at first, underneath the surface travelers find the Clockwork Caves, which are the reflection of a sleeping god's thoughts and dreams.

Chapter 15: The Ten Courts of Hell. In the nightmarish Courts, those who have broken the law suffer all manner of torture and punishment. The problem is that only the sadistic demons and devils of this prison plane decide what constitutes an infraction.

Chapter 16: Tevaeral, Magic's Last Stand. Another plane of conflict can be found in this chapter, where those who use magic are hunted by those who do not.

Chapter 17: Venomheart, Haven of the Sleep Pirates. This chapter offers details on the captain and crew of *Neverest*, a plane-traveling pirate ship. These pirates magically steal sleep and hoard it in a secret cave on the plane Venomheart.

Chapter 18: The Violet. This alien realm without gravity occupies a hollow sphere where magic is dampened, impossibly long vines tangle around everything, and floating creatures offer dangers as well as possible alliances.

Chapter 19: The Primal Gardens of Yragon. The grahlus, a new type of intelligent apelike humanoid, inhabit this jungle-filled plane. The grahlus are slavers and kidnap beings from other planes to put them to work in their fortress cities here.

Chapter 20: Through the Looking Glass. This how-to chapter does not detail a specific plane but tells DMs how to create parallel versions of their own campaign worlds to provide exciting and interesting places for PCs to explore.

USING THE CORE COSMOLOGY

DMs who run a campaign using the core cosmology or their own cosmology can ignore everything in Chapter One and any mention of planar conjunctions. The planes in the rest of the book still offer interesting and unique adventuring locales for any cosmology, however. In the core cosmology, some of the planes detailed in this book would make excellent demiplanes, particularly Palpatur, Ouno, Venomheart, the Violet, and Sleeping God's Soul. Others could serve as layers or realms within the existing planes. For example, the Ten Courts of Hell could easily be a small part of the core cosmology's Nine Hells, and Kin-Li'in could make for a dangerous layer of the Abyss. DMs can add in Deluer as a part of the Elemental Plane of Earth, perhaps where it comes closest to the Plane of Air.

USING THIS BOOK

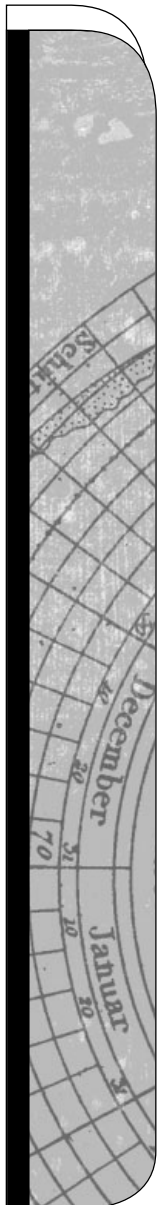
Throughout *Beyond Countless Doorways*, a dagger (†) is used to signify a spell, feat, or item introduced in this book. Where indicated, some monster names refer to creatures in the *Creature Collection* (CC) and *Creature Collection II: Dark Menagerie* (CC2), published by Sword & Sorcery; *Tome of Horrors** (ToH) by Necromancer Games; *Legacy of the Dragons* (LoD) and *Monte Cook's Arcana Unearthed* (AU) by Malhavoc Press; and *Jade Dragons and Hungry Ghosts* (JTHG) and *Secret College of Necromancy* (SCoN) by Green Ronin. Otherwise, all references to spells, feats, and other rules are from the v. 3.5 revision of the three Core Rulebooks: the *Player's Handbook*, DMG, and MM.

For the sake of convenience, each creature's statistics offer both Space/Reach and Face/Reach values, as well as the v. 3.0 and v. 3.5 versions of damage reduction (where applicable).

Bonus source material and ideas to augment the information in *Beyond Countless Doorways* appear on Monte Cook's website. To find the links to these free web enhancements, visit the book's product page online at the following address: <www.montecook.com/mpress__Doors.html>.

This sourcebook is protected content except for items specifically called out as Open Gaming Content on the title page. For full details, please turn to the Legal Appendix. Open content is not otherwise marked in the text of this book.

* *Monster names from the Tome of Horrors are used by permission. Any reference to monsters from that book must follow the guidelines it contains.*



The Countless Worlds

No one knows how many planes exist. Their number might be infinite, but there's no proof of that. All that's known for sure is that there are a multitude of various worlds, planes, demiplanes, realms, pocket dimensions, and universes. Each bears its own laws and rules. A great many are inhabited. Each has something that makes it unique and fascinating to planar scholars.

Some look to the planes to determine the true nature of reality or to explain what happens when we die. However, the planes are not reality's true nature. Instead, they are simply different realities (or levels or parts of reality). And on the planes live different creatures, entities, and beings, many of which probably wonder at these same questions.

The vast reaches of the Countless Worlds offer a virtually unlimited source of adventures and areas to explore. Travelers to the planes will encounter environments and creatures like no one else has ever seen. Those who survive to return home and tell their tales will bring with them invaluable lore and true wonders. Many might not be believed.

Because so many planes exist and they have so many different aspects, this chapter can't always make definitive statements. Instead, you'll read about "some planes" that "might" work in a particular way and events that "may" cause certain effects. As the DM, you have full control over these situations. This chapter also uses terms like "world," "plane," "dimension," "realm," and so on almost interchangeably. If you wish, the terms can have slightly different connotations:

Plane: A "level" of reality, reachable from other "levels" only by magic. A plane is a self-contained space with its own rules of physics.

World: A location not unlike the PCs' homeworld, at least to some extent. While a world may not be an entire plane (technically), most of the time only one world exists per plane.

Dimension: Technically, the same thing as a plane, although normally used only when describing a particularly odd plane, such as a pocket dimension (a very small, artificially created plane), or a very specific plane, such as a character's home dimension.

Realm: Another word for "plane" that suggests a place very unlike the PCs' homeworld. Realms are usually strange, alien places.

TYPES OF PLANES

In the Countless Worlds, many types of plane exist. Most defy easy categorization, but some can be grouped together.

ALTERNATE WORLDS

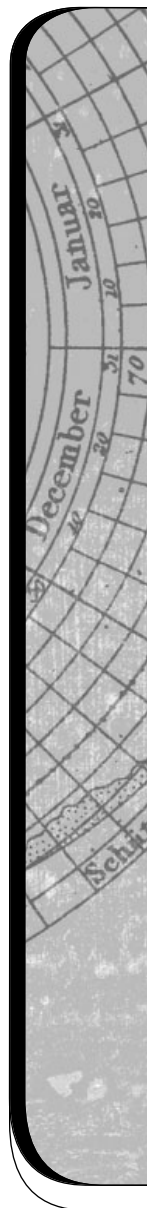
These worlds are a lot like most campaign settings: lands divided by mountains and rivers and bounded by oceans, forests of trees, and kingdoms filled with cities, towns, roads, and farms. In some ways, viewed from a metagame perspective, an alternate world might seem like somebody else's campaign world. Not all alternate worlds are that big or robust, however.

The environments on alternate worlds rarely present insurmountable difficulties for travelers. Sometimes, a frozen world will be uncomfortably cold, or a desert world will be very hot and dry, but most beings can adapt to the climate and survive. Of course, the alternate conditions can be a bit more drastic, such as multiple suns, strange energy storms, or a change in gravity.

Many alternate worlds are filled with familiar races and creatures, including elves, dwarves, humans, wolves, orcs, and dragons. Some of these races seem similar to what a traveler is used to but also display marked differences. For example, the dwarves of the world of Unor are sailors and build fantastic ships of stone and metal. The halflings of the same world live among the orcs as trusted allies.

Sometimes, familiar beings also dwell among the completely unfamiliar. The elven kingdom on the world of Hurran is also the home of the winged elves known as Thearedae. The humans of Serran live among lionlike litorians and diminutive faen.

Of course, just as many of these worlds are populated entirely with unfamiliar beings. The furan of Tergalla Nol, for example, are best described as reptilian centaurs with wickedly barbed tails and a predilection for epic poetry. They are the only known intelligent race on that plane, and their like has never been encountered elsewhere.



Some alternate worlds would be very similar to a standard campaign world except for a single event that drastically reshaped them. The world might have experienced a demonic invasion, a geological upheaval, the sun going out, the rise of a powerful vampire lord that created a land of vampires, a runaway comet that passed between the earth and the moon, or a horrible, prolonged war.

Language can be a problem when visiting alternate worlds. Although many might have a common tongue, it is not always exactly the same as that spoken on the traveler's world (see "Languages and the Planes," page 20). Other potential problems when exploring an alternate world include:

Customs: The inhabitants of the alternate world probably do things that make no sense to the traveler. Rituals, etiquette, personal relationships, societal structures, and even governments might be totally different.

Currency: The people of the alternate world may not value the same things as the traveler. Gold might be worthless, for instance.

Ethics/Values: The people of the alternate world might consider theft to be perfectly justifiable or certain spoken words to be illegal and punishable by death.

Nutrition/Health: The inhabitants of the world might derive their sustenance from something that a traveler would find inedible (squealing worms) or indigestible (sand).

USING ALTERNATE WORLDS

Use alternate worlds to create a place utterly new to the PCs, yet familiar in its construction. It's not unlike going from one planet to another in a science fiction or science fantasy story. An alternate world is almost a "reset button" for the DM. If you want to have a scenario involving competing cults of two different gods, but you've already established in your campaign setting that the people are monotheistic, an alternate world allows you to use a whole new setup. If you want to have an adventure dealing with the ruler of an empire that dominates most of the world, but you have no intention of creating such an empire in your own setting, you can do it on another plane.

Player characters enjoy visiting alternate worlds because they're new and fresh (and make the multiverse seem very, very big). But they're not so alien as to be completely disorienting. An alternate world is often a good first planar adventure setting.

PARALLEL WORLDS

Travelers can find their way to a plane that seems exactly like their own. However, the experience proves to be extremely disconcerting when differences ranging from the almost imperceptible to the wildly catastrophic show it to be an entirely different world—a parallel world.

Parallel worlds exist because certain types of planes simply seem more likely than others. No one knows exactly what makes a type of world more common than others. (It should be noted that many alternate worlds, as described above, also have their own parallel worlds.) In any event, parallel worlds exist with similar or identical geographies, places, creatures, and even individuals.

Identical or nearly identical individuals from two parallel worlds sometimes meet when one (or both) is a planar traveler. Ironically, these duplicates rarely get along. In fact, due in part to one's knowledge of one's self and in part to a cosmic quirk, duplicates are normally quite efficient at killing each other. They gain a competence bonus on attack and damage rolls against each other, as well as on Armor Class and various skill checks dealing with their duplicate. (For details on this rule, see "Mirror Characters" in Chapter Twenty: Through the Looking Glass.) Sometimes, planar travelers look for a parallel duplicate of their foe and attempt to bribe or coerce him to return to the traveler's original plane and attack his other self.

The differences between two parallel worlds can be very small, moderate, or drastic:

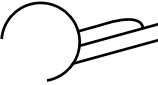
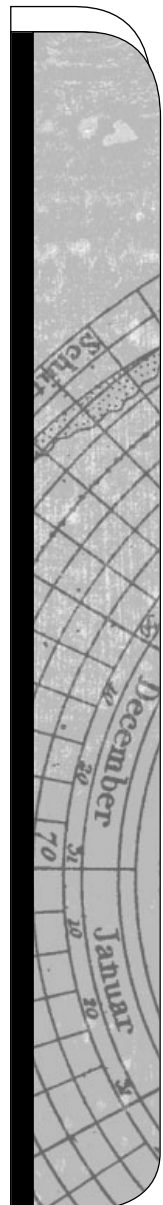
SMALL CHANGES

- The high king who rules the land in the original world is a queen in the parallel world.

No Planar Alignments

The Countless Worlds cosmology is fully compatible with a game where characters don't have alignments. Angels are angels because of their actions and allegiances, not because of something inherent within them. Likewise, demons are demons because of what they do and where they're from. The setting has no "plane of goodness" or "plane of law," although one plane might be more pleasant or orderly than another. A traveler might refer to a horrible place of cacophonies and mind-boggling incongruities as a plane of chaos, but that's merely a description.

This is, perhaps, the largest point of divergence from the cosmology of the Core Rulebooks.



- A noble PC's parallel self has a reputation as a criminal.
- A PC's dead relative is alive in the parallel world.
- A single prominent nonplayer character (NPC) is an unknown nobody in the parallel world.

MODERATE CHANGES

- There are no elves in the parallel world, and never were.
- All dragons in the world are good and live among humans as friends and allies.
- A technological advance has been introduced into the parallel world, such as gunpowder or steam-based machinery.
- A certain city in the world was destroyed in a magical catastrophe.

DRASTIC CHANGES

- The entire world exists underwater, where humans, elves, and the other races have adapted in order to breathe. The same nations and cultures exist, but they are all aquatic.
- Everything that was good in the first world is evil in its parallel. Everything that was evil is good.
- No one ever discovered the use of magic in the parallel world.
- Humans and other races are enslaved by goblins and bugbears, working in camps to create armor and weapons for their masters.

For Every Rule, an Exception

One thing that can be counted upon in the Countless Worlds is that every rule is wrong at least once. For example, there might be a heavenly plane that is indeed inherently good (and so are the beings that dwell there). Somewhere, there is certain to be a powerful magical artifact capable of reaching a plane that's in total severance (see page 14). And no doubt a plane exists that can be reached by travelers through a connection that's only one way, trapping them forever. With such a myriad number of worlds and universes, literally anything is possible.

As mentioned with alternate worlds, a parallel world's major difference might be an event that occurred that didn't happen on the traveler's homeworld. Here, the DM can be more specific. For example, on the parallel world, perhaps a particular evil overlord from the past succeeded rather than failed in his dark scheme (or, con-

versely, failed where he had succeeded). Maybe a famous hero was never born, an important battle went another way, a vital message never reached its destination, or an evil artifact was never destroyed.

Though parallel worlds can be disturbing, travelers usually find they can still handle the simple tasks of daily life there. Language is rarely a problem—the worlds are often so similar that any language spoken on one is spoken on the other. The same is true for customs and even currency. The major difficulty in exploring a parallel world is determining where the differences lie and (usually) avoiding your duplicate.

USING PARALLEL WORLDS

A DM can use parallel worlds to give the players a glimpse of “what if?” Fans of alternate history fiction will love designing a world that is parallel to their own campaign. You just make one change to the setting and carry it out to its logical conclusions. In a parallel world, you can do things you'd never want to do in your “real” campaign world, such as killing the emperor, destroying an entire city, spreading a deadly plague, having demons invade, and so on.

Players will enjoy a trip to a parallel world because it will seem mostly familiar but also new. Further, they can play off their knowledge of their normal campaign world to get by in the new world while they discover the differences. They'll enjoy seeing everything turned upside down for a short while.

Using parallel worlds as a plot device can be very interesting. A villain might travel from parallel world to parallel world practicing the same evil scheme. A wizard whose husband has died might travel to a parallel world in an attempt to woo his duplicate but in turn stir up all kinds of trouble. Gathering a parallel duplicate to use against a foe (as an assassin, as an impostor, or even to perfect a spell or poison used only against that specific individual) can also provide some imaginative opportunities.

Lastly, don't overlook the option of turning this idea around. In other words, you can make the PCs' homeworld be the parallel world visited by planar travelers. Imagine the surprise of the heroes when they are attacked by foes they've never seen before who know them all by name. Worse, the PCs eventually learn that their parallel selves are wanted interplanar criminals. For guidelines on creating a world parallel to the PCs' own, turn to Chapter Twenty: Through the Looking Glass.



HEAVENS AND HELLS

There is not one heaven and one hell, but many—perhaps endless numbers of both, each individualized and separate, none forming anything resembling a cohesive whole. No lord of heaven is master of all celestials and champions of goodness, and no duke of hell rules all demons and devils. Instead, many such beings thrive, including demon princes, archdevils, angelic kings, and celestial stewards. Each rules an appropriate plane (or, rarely, a portion of a plane, or even more rarely, several planes at once).

No plane is specifically moral (or immoral) or ethical (or unethical). In and of themselves, planes have no alignments, allegiances, or outlooks. All it takes to be a “hell” is a generally inhospitable environment, demonic or diabolic inhabitants, or both. Likewise, heavens are merely pleasant, safe places that are usually inhabited by supernaturally benevolent beings.

“Hell” can be a bit of a misnomer. A plane can be extremely hostile in nature—full of fire, spouting fountains of lava, and containing vortices that will turn a creature inside out—without being the abode of demons or their ilk. It’s still a “hell” and still terrible, but the plane doesn’t fit the standard conception of the term. Similarly, sometimes even “heaven” is applied to a nice, peaceful plane with no connection to angelic beings. This is not incorrect.

USING HEAVENS

Planes referred to as “heavens” are normally peaceful places, well ordered and safe. These are usually homes to angels, celestial beings, and good-aligned deities. The PCs can travel to heavens on missions to find allies, advice, or magical aid. For example, ancient texts claim that the winged kings of Arthereos can remove any curse, no matter how strong.

As the DM, you can also set up situations where the PCs must oppose something in a heaven, despite how wonderful the place may seem. Their goals may cross with those of the plane's denizens, the inhabitants (or the heroes) may be misguided somehow, or a darkness may lurk below the surface.

USING HELLS

As one would expect, hells are awful places to visit—horrific realms with deadly environments and natives who are sadistic, maniacal, and bloodthirsty. Hells are usually homes to demons, devils, hell hounds, fiendish monsters, and far worse.

DMs use hells as adventuring locales for scenarios in which the PCs are opposed even by the world around them. These are some of the most challenging types of adventures, with some of the most powerful and diabolical foes. Usually the PCs have a goal, such as finding a great treasure, rescuing a prisoner, or exacting vengeance on demons for crimes committed on other planes.

ENERGY/ELEMENTAL PLANES

Some planes are pure energy, or nearly so. Planes of pure magical energy exist, as do planes of only positive energy or only negative energy. Explorers have even found planes of more esoteric energies, such as pure light, absolute darkness, deadly radiation, endless sound, pure thought, and more.

Other planes are composed of a single element, or primarily of a single element, so much so that they are identified only for that element. These planes are usually the home of elemental beings, from elementals themselves to genies, xorns, and far stranger creatures. While most elemental planes revolve around the four cardinal elements—air, earth, fire, and water—a few exemplify much stranger compositions, like ooze, magnetism, crystal, or wood.

The natives of such a plane, if any, are associated with the energy or element; often they are elementals themselves. Creatures that are nothing more than collections of sparks live in the lightning seas of Zas, a plane of electricity. Xorns and earth elementals live in Abridias, the Great Mountain, a plane of earth.

It is believed that all planes of a single element or energy type are connected. Thus, the plane of the Fire King Terastal has a permanent, direct conduit to Aarein, a plane of nothing but flames and molten steel.

Visiting energy or elemental planes presents real hazards. Most are wholly inhospitable to normal life. Whether a plane consists of volatile exploding energy or solid ebony, it might not have air to breathe, ground to walk on, or space to move about in. Getting around is almost always a challenge in these planes. This can be due to a lack of solid ground or open space, or to the fact that everything is on fire, underwater, exploding, or presenting some other hazard.

USING ENERGY/ELEMENTAL PLANES

Most likely, energy and elemental planes are strange places completely unlike the PCs' home dimension. These bizarre realms offer challenging environments in which to stage adventures. (Many energy and elemental planes can and do qualify as "hells" and can be treated similarly.)

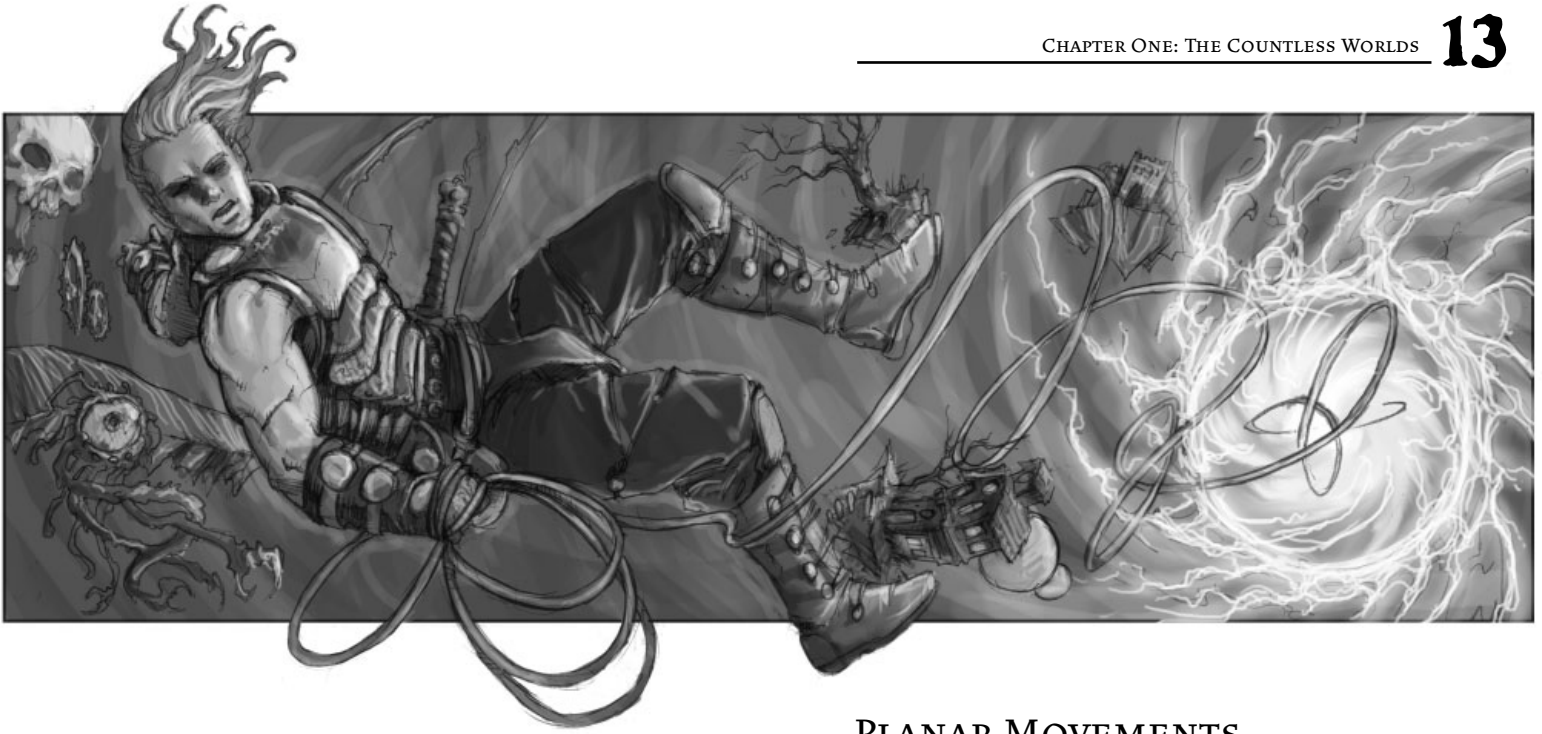
Energy and elemental planes offer the DM a chance to create themed adventures and locations. A water elemental plane adventure could feature any of the DM's favorite aquatic monsters: sahuagin, tritons, giant sharks, water elementals, marids, sea-borne dragons, and more, as well as palaces of coral, whirlpools, submersible craft, and societies of people who have no concept of dry land (or even of "the surface"). These planes also allow the DM to focus on the fundamental nature of the multiverse and play off absolute concepts. Imagine a place that is so hot that even fire burns, a place so cold that even thoughts freeze, and so on.

ALIEN REALMS

Some planes just can't be characterized as easily as others. They have little or no solid ground. Energy vortices twist space back upon itself. Even concepts like "up" and "down" seem meaningless. Each alien realm is different, unlike anything found on a traveler's home plane and bearing little or no resemblance to one another.

An alien realm might at first seem to be an alternate world where everything appears normal. Only later does a traveler learn that the world itself is alive, or that the land is the inside of a huge sphere around a brightly shining gem that glows like the sun in the sky.

Time itself may flow at a different speed in an alien realm, and space and distance might work differently. For example, the time to cross a given distance might be random rather than based on length or speed, or speed might be determined by state of mind, size, or knowledge rather than by



normal factors. Perhaps magic doesn't work at all, or maybe certain types of magic are prohibited or empowered. The options are limitless.

More examples of differences in alien realms include:

Gravity: In an alien realm where there is no land other than asteroidlike islands floating through the sky, gravity is relative to each island.

Movement: Characters might not need to move physically but just "wish" themselves from one location to another.

Combat: In the plane of Xiun, inflicting physical damage is impossible. The only way to conduct combat is to do so mentally, with spells or special items called Tlorei sticks, which inflict damage to mental ability scores.

Magic: When cast, all transmutation school spells inflict a random physical mutation in the caster (no save). These transformations disappear when the caster leaves the plane.

USING ALIEN REALMS

Alien realms can be the most exciting planes to visit, but they're usually the most difficult for the DM to run. What's more, PCs often find it challenging to maneuver, fight, and succeed in such places. Sometimes, conditions on one of these planes make it dangerous, but usually they just make it strange. Once players have the hang of a plane, they can have any number of adventures there. DMs should use alien realms to create exotic and memorable scenarios. Anything goes.

PLANAR MOVEMENTS

Sometimes scholars refer to the planes as islands in an ethereal sea. This is inaccurate, however, because islands don't move. The planes—metaphysically speaking—move within their medium. A more apt analogy would be clouds in an infinite sky. As clouds drift, so do planes, although rather than moving in a three-dimensional space, they move in higher dimensions.

Remembering this makes it easier to understand that planes are sometimes closer to or farther apart from certain other planes. When two planes come close together, cosmologists call it a "planar conjunction." Planes are continually coming into conjunction and going out of conjunction.

However, these changes don't occur rapidly. Normally, if two planes are in conjunction, they stay that way for years. A change in conjunction is often a time of measurable change in the world, even to those ignorant of cosmology. Depending on the plane that a world drifts into contact with, that world might experience eclipses, drastic weather changes, and even alterations to the way magic works.

Sometimes, conjunctions—or the lack thereof—last only a very short time. Two planes might come into or go out of conjunction for a day, an hour, or even just a moment.

PLANES IN CONJUNCTION

When two planes are in conjunction, spellcasters can summon creatures from the other plane to their own with the proper spells. Likewise, creatures who draw energy from another plane can do so when that plane and their own are in conjunction. Gateways and other conduits can take a traveler from one plane to the other. Basically, it is easy (relatively speaking) to create connections between the two. Spells like *commune*, *contact other plane*, *gate*, *ethereal jaunt*, *summon monster*, and even *rope trick* require two planes to be in conjunction in order to function as described. (Thus, the appropriate planes being in conjunction is the assumed default with such spells.)

Determining Conjunctions

A character with ranks in Knowledge (the planes)—or, as it is sometimes called, Knowledge (cosmology)—can make a skill check (DC 25) to determine if any two planes she knows are in conjunction at any given time. She can add a +5 competence bonus if one of the two planes is her home plane.

Some planes are in conjunction with many planes of different types at any given time. The planes in conjunction with plane A usually are also in conjunction with all other planes that are in conjunction with plane A. These become localized planar clusters and see a lot of traffic.

Thus, on a particular world, when spellcasters summon fiendish dire lions, the creatures normally come from the same hellish plane.

Some planes are in conjunction with only a few other planes, or even just one. Scholars call such realms “remote planes” because they are difficult to reach. Other planes have connections that change frequently and have earned the name “wandering planes.”

No plane is in conjunction with all other planes.

TRUE CONJUNCTION

In a true conjunction, the planes metaphysically overlap almost entirely. They occupy the same higher dimensional space and almost fuse into one plane. It is at such times that people experience strange effects—they see mirages or ghostly images that are alien and out of place. These experiences are, in fact, incidents in which the veils of reality grow so thin that one can briefly almost peer into the other plane.

True conjunctions can disrupt or change the way that spells and other magical abilities work. A true conjunction may create a metaphysical filter, making it more difficult for

clerics to gain spells from their deity. In such a case, all divine spells would be treated as if they were one level higher than normal. On the other hand, if one of the planes involved in the true conjunction is the deity’s home, the event might increase the power granted to divine spellcasters. In such a case, all affected spellcasters would be treated as if they were two levels higher than normal for determining caster level.

Magic can be affected in other ways. The close proximity of another plane may cause mystical disruptions that favor or penalize a particular school or descriptor of magic. This could make it easier or harder to resist the spells (in other words, the DM can change their Difficulty Classes), although other specific changes could result, too.

During a period of true conjunction, spells accessing the connected plane are easier to cast, being one full level lower than normal for all spellcasters. Further, all such spells have their durations doubled. This includes spells like *summon monster*, *gate*, *contact other plane*, and *plane shift*, as appropriate.

Beings that draw upon otherplanar energy, such as undead drawing from a plane of negative energy, gain more power if their plane is in true conjunction with the energy plane. They gain a +6 planar bonus to all ability scores and a +4 planar bonus on all attacks, saving throws, and checks.

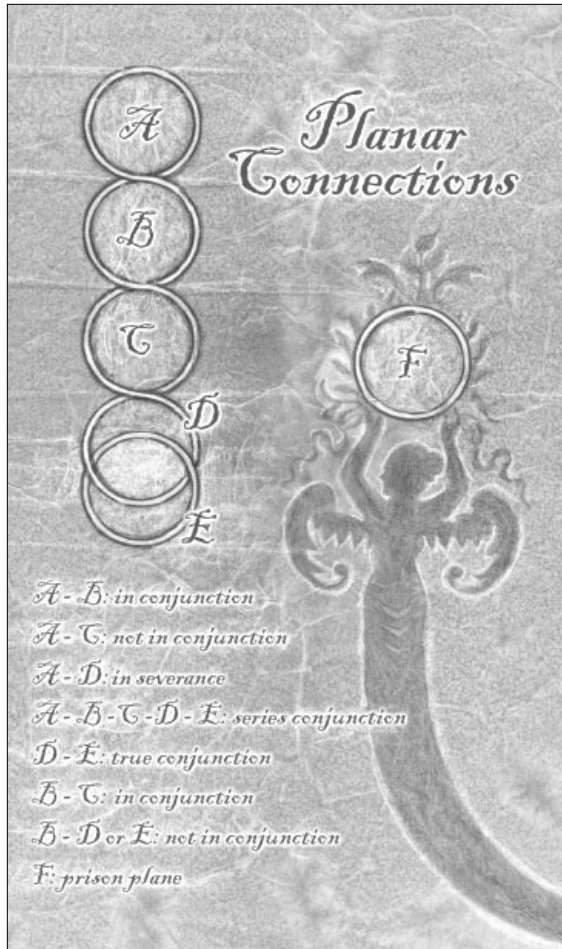
True conjunctions occur rarely and usually last only a short time. In almost all cases, only two planes are in true conjunction at one time. It is a major event of multiversal importance when three or more planes enter into a state of true conjunction.

PLANES OUT OF CONJUNCTION

When planes move out of conjunction, they become metaphysically separated. It’s still possible to travel between them—it’s just harder. All spells that require a connection to the other plane, including *plane shift*, *summon monster*, *commune*, and so on, are treated as if they were one level higher than normal. Further, there is a flat 25 percent chance that even at the higher level, the spell simply fails. Spells of 9th level that require a planar connection, such as *gate*, don’t function in regard to a plane that’s out of conjunction with yours.

SEVERANCE

Two planes can reach a point where they’re so far out of conjunction that they have no connection at all. This is called severance. On planes that are in severance, spells can’t access



the other plane—*gate, commune, summon monster, plane shift,* and other similar spells don't work.

A severance of two planes normally in conjunction occurs only rarely and doesn't last long. However, many planes are so distant that they are always—or almost always—in severance. In other words, some planes are utterly unreachable from a particular plane, and travelers must go through intervening planes to get there; see “Series Conjunction” at right.

PRISON PLANES

A prison plane is one that experiences severance with all other planes. Sometimes, powerful forces intentionally create such a plane as a location to hold dangerous creatures or objects. Other times, however, a prison plane comes about by circumstance or accident. For example, the world of Praemal was created by a god to imprison powerful demons and was filled with humans and other races to act as unwitting “wardens.” Praemal has no ability to come into

conjunction with any other plane, and a magical wall around it keeps it in permanent severance. Festal, however, is a plane that seems to “drift” away from others naturally and comes close enough to another plane to escape total severance only once every 5,000 years.

SERIES CONJUNCTION

The plane of Kin-Li'in (see Chapter Eight) can be in conjunction with the planes Onnum and Sceth, while Onnum and Sceth are in severance. This makes Kin-Li'in a connection between Onnum and Sceth and sets up a series conjunction. Thus, to get from Onnum to Sceth, a planar traveler needs to go through Kin-Li'in. These series conjunctions can get very long, so that to get from one remote plane to another, a traveler must go through many planes—sometimes as many as 20 or even 30.

PLANAR PATHWAYS

AND JUNCTIONS

Aside from *gates, plane shift* spells, and magic items like *cubic gates*, there are other ways to access other planes.

NATURAL PLANAR RIFTS

The multiverse is an imperfect place, riddled with flaws and holes. Planar travelers not only know about this, but they use it to their advantage. Sometimes, these holes—often called natural planar rifts but also doorways, gates, and portals—allow passage from one plane to another. With only a few exceptions, rifts lead from one specific place in a plane to a specific place in another particular plane. Cosmological maps of the planes showing rift connections are thus very valuable, telling a traveler that to get from Tevaeral to Dendri one must climb to a mysterious cave at the top of Mount Edorik, and then to get from Dendri to the Storm Realm one must find a rift within ancient ruins deep under a remote lake.

Because they are so powerful and so useful, when travelers find a natural planar rift, they often mark the spot. They may build an archway or some other construction giving the rift the appearance of having been created artificially.

Sometimes, temples or fortresses arise around the rift so that those coming through it can be revered or those going into it can be monitored, forewarned, or even prevented.

Natural planar rifts obey the same rules as other means of planar travel. They only work when planes are not in severance. When the planes are out of conjunction, the trip

through the rift is usually much less pleasant. Typically, the disorientation and unpleasantness felt by travelers going through such a rift nauseates them for 1d4 rounds after they arrive (a Fortitude save, DC 20, negates this).

No one knows how many natural planar rifts exist. They are very common on some planes, while other planes have never displayed even one. Some exist only temporarily, appearing and disappearing on their own. Others function only under specific conditions, like the phases of the local moon or when activated by a deliberate key or process, like those found in the trees in the Primal Garden of Yragon. A very few are variable, having a chance of taking a traveler to one location and a chance of taking her to another. One in a million is utterly random, sending each traveler to a completely different plane every time.

Some planar rifts are invisible, so that one may not even know he is about to pass through one. Others are dramatic in their appearance, full of cascading light, temperature changes, loud noises, and so on.

THE NEXUS

Secreted away like a forgotten wish or a discarded idea, the Nexus lies nowhere that can be understood by the mortal mind. Some claim that it can be found within a distant plane or deep within the earth, while others say that it hides in the center of the moon, under the World Tree, or within the mind of a single sleeping angel. None of these theories is exactly right.

The minor god Nival, Lord of Secrets and Master of the Five Lost Lores, and the creature known only as Sisansca, Sister to Serpents, hated each other. Eons ago, these divine beings were locked in a bitter struggle. While not at outright war, and while neither being was good or evil, Sisansca's spies sought Nival's secrets, and he wanted her dead for the affront. Their feud continued for centuries until they agreed to meet face to face to either settle their differences or slay each other once and for all. To create a place suitable for their meeting, they jointly commissioned a being known as the Wandering Architect to fashion a neutral ground. The location had to be hidden from the eyes of others but also allow both beings to stay in touch with their sources of divinity and places of power.

They got much more than they asked for.

The Wandering Architect created a vast complex filled with chambers of circular portals. Each gateway led to a dif-

ferent locale, and each locale held great secrets of arcane power. He called this place the Nexus, for it was the place through which all streams of magical power flowed.

The Nexus contains magical gateways that lead to other planes as well as to different locations on the same plane. It is a center not only of magical transportation but also of scrying, as the doorways can be used to scry on the locations beyond.

The Nexus lies outside normal planar dimensions. Its portals are constant and never close due to severance. They don't lead everywhere, but literally thousands of doorways link thousands of planes, some of which would otherwise be extremely distant from each other.

Most people have no idea that the Nexus exists, and fewer still know how to find it. The knowledge (and the path to reach the Nexus from a given plane) is usually found in ancient texts of forgotten lore. Still, if the PCs read the right books, the Nexus can provide them with a quick way to get from one far-flung locale to another—assuming that they can deal with the enigmatic custodians of the place.

THE CUSTODIANS OF THE NEXUS

When Nival and Sisansca first met in the Nexus, they were enthralled by its wonder. Together, they explored its vast reaches. As they did, they discovered that they had much in common. Their animosity faded and a friendship began. They remained within the Nexus together for over a year. Friendship led to romance, and to the surprise of beings throughout the multiverse, Nival and Sisansca began a child. Knowing that they had to return to their respective realms and duties, the two gods left their offspring, Nival-Sca, in charge of the Nexus. Born in a mortal-created realm (even one as wondrous as the Nexus), Nival-Sca is only partially divine. Nevertheless, she carries obvious traits of both her parents.

Nival-Sca calls herself the Mistress of Eternity and calls the Nexus the Gateway to Eternity. She is very tall and lithe, with graceful elven features, and her skin glistens like jeweled, serpentine scales. Her long, narrow eyes have no pupils but shine with a golden light. Her small feet don't actually touch the ground when she walks—a visible sign of her semidivine nature. She is supremely confident and coolly composed at all times, and yet she's not imperious or overtly arrogant. Nival-Sca has a reputation for mystery, and if given the choice between speaking and simply



delivering a meaningful look, she chooses the nonverbal communication.

Revensfall is the son of Nival-Sca, and although he shows no signs of carrying on the traits of her serpentine or partially divine nature, he remains a powerful and skilled individual who excels in most every area. Like his mother, he stands tall and has a graceful yet powerful build. His hair is bright red and his eyes sparkling blue. The identity of his father remains a mystery, and it's possible that he is a magical creation with no sire at all. Like his mother, Revensfall is quiet and reserved. He prefers to act rather than talk.

Aside from Nival-Sca and Revensfall, the Nexus is guarded by hulking, insectoid creatures known as the kallendine. Nival-Sca fashioned them by studying and collecting various beings through the Nexus and magically interbreeding them in isolated locations. Once she'd developed the creatures she sought, she brought them to the Nexus and destroyed her notes so that they couldn't be replicated. She even created armor for them, permanently fastening it to their natural shells.

THE UNDERLAND

Villach Nordan discovered a cave under the Fallow Mountains that he claimed led to a mystical realm of winged angels and herds of unicorns. For years, no one believed him, and he could never seem to retrace his steps and find the cave again. Only long after his death did the wizard priest Mari Eraddis locate the cave and learn that it led to a place known to loremasters on many worlds as the Underland.

The Underland is described by most as a plane that exists below all other planes, even though spatially that claim makes little sense. It's a dark realm with no native inhabitants, worth mentioning only because it's riddled with holes leading to caves and underground locations on other planes.

If you pass through an entrance into the Underland while traveling in an underground passage, you'll experience no feeling of transition. It's possible to enter a dungeon on one plane, unknowingly pass through the Underland, and come out of an abandoned mine on an entirely different plane. Thus, it's nearly impossible to tell where the Underland starts and stops.

Many planes have multiple Underland connections. An explorer can enter the Underland, exit into the underground portion of another plane, travel for some distance, pass

through a different entrance into the Underland, and come back out in the original plane—thousands of miles from where he first entered.

Of course, not all planes have an “underground,” and the Underland doesn't connect to these places. Further, using the Underland is very difficult; navigating in the tunnels and passages is cumbersome and inexact. Getting to a desired location often involves traveling hundreds of miles underground or more. Also, finding a passage into the Underland in the first place is no easy task, involving a great deal of exploration and not a little luck.

THE SILKEN SHIP

Javis Parolh captains a ship unlike almost any other. Made entirely of spider silk from its billowing sails to its steel-hard hull, the Silken Ship's unusual properties don't end there. When the captain gives the order, “Throw a line to the wind,” a crewmember tosses a silken cord into the air. The tip appears to attach to something and then disappears, affixed to nothingness.

The Silken Ship then runs along that cord like a spider might race along a strand of its own web. As it does, it moves out of its current plane and into a new one. If that plane is not its destination, it can continue to travel to other planes. It can journey to any plane that is in conjunction with its current location.

The Silken Ship wrights lived a thousand years ago or more. Disaffected and disavowed dark elves, they sought to create something to present to their spidery queen that would please her enough end their exile. The shipwrights were weavers more than anything else and wove the ship using methods long lost now.

Mere days before the dark elves were to present their gift and (hopefully) return to their shadow-filled homes in the blasphemous cities of their folk, the ship was stolen from them. Demons serving a fallen celestial known as the Maleficite bore it away on leathery wings and into a magical portal. Little of the ship's doings are known after that point until it was liberated by a band of adventurers and their dragon ally.

Since that time, the Silken Ship has had many captains and has sailed the seas of many different planes. Her current captain, the aforementioned human Javis, hauls valuable cargo between worlds and collects amazing profits. Javis may know more about the Countless Worlds and planar conjunctions than anyone else alive.

It's possible that magical craft of different constructions and configurations can travel the planes, too. (See Chapter Seventeen for one example.) The Silken Ship is simply one of the best known.

THE ETHEREAL SEA

The poet and philosopher Dev Nav Ral wrote, "Standing on the shores of the Ethereal Sea, I look out at the reaches beyond my world, and I am humbled."

The Ethereal Sea is a special plane, one that comes the closest to being in conjunction with every other plane (though some planes don't connect to the Ethereal). Moreover, you don't need a spell or device to move from the Ethereal Sea to a plane it touches. Instead, you move physically through the Ethereal Sea until you reach the spot where it "crosses over" into the desired plane—or, to use the vernacular, when the Ethereal Sea reaches the desired shore. The Ethereal Sea doesn't merely "touch" other planes, however. It pervades them, so that when a creature "becomes" ethereal on a plane, he exists in both planes at once. While in the part of the Ethereal Sea that corresponds to another plane, objects and creatures on that other plane appear as hazy images and are entirely incorporeal. From the point of view of someone on the other plane, ethereal objects and creatures are entirely invisible.

In the Ethereal Sea, there is no gravity, no up or down, and little solid ground. The plane is a swirling, misty void of grey, purple, and dark blue. Occasionally, mysterious winds blow or a mystical storm rages, but otherwise, the plane sees few (if any) changes.

Magical ships of githyanki sail the Ethereal Sea, occasionally stopping at various planar shores or at the rare Ethereal Islands where the ether has congealed into solid matter. The githyanki and others build homes and fortresses on these islands with no clear top or bottom.

In this cosmology, there is no Astral Plane as described in the Core Rulebooks. Any reference to it should be treated as being the Ethereal instead, and the *astral projection* spell takes one into the Ethereal Sea as well as *etherealness* does. While *astral projection* has a much more travel-friendly duration, *etherealness* allows those affected to physically travel in their own bodies (rather than leaving them behind). It also allows them to interface with the corporeal world in an ethereal form, while *astral projection* is only for traveling to other planes.

It's worth noting that you cannot use *plane shift* to get to the Ethereal Sea, you *must* use *ethereal jaunt*, *etherealness*,

astral projection, or some kind of portal or gate. Casting *etherealness* or *astral projection* when already on the Ethereal Sea accomplishes nothing (the spell does not work). Also, since 9th-level spells connecting planes out of conjunction do not function, neither *etherealness* nor *astral projection* will take a traveler from a plane not in conjunction to the Ethereal Sea, making it almost impossible to reach the Ethereal unless one is on a plane in conjunction with it.

THE CELESTIAL RIVER

The Celestial River flows through countless planes, winding its way into and out of each world, carrying with it potent magical power. Wise interplanar travelers use this mystical waterway to carry them from plane to plane, although its route can be dangerous, for it is filled with rapids and waterfalls that could dump an unprepared traveler into a terrible, hellish abyss. Ancient texts claim to contain maps of the various branches and forks of the river that lead to different worlds, but only some of them are accurate.

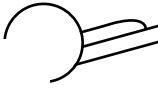
The Celestial River is a fundamental aspect of the multiverse, bringing magic from plane to plane. This source of near limitless power has given rise to a pantheon of gods called the Gods of the Celestial River.

The Gods of the Celestial River are few in number, yet potent and influential nonetheless. They gain their divine power from the river and in turn watch over it and shepherd its flowing waters throughout the worlds it touches. Wherever the waters of the Celestial River flow, its gods have power (and at least to some degree, dominion). And since it flows almost everywhere, they command great and wide-ranging power indeed.

Like all rivers, the Celestial River gives life and nourishment, but it can be treacherous. It cools and refreshes, but it

Contradictory Cosmology?

How can a celestial river flow through two planes separated by an ethereal sea? How can the Ethereal Sea occupy the same space as the planes it touches and yet also allow crossover points to other planes? How can the Underland lie beneath multiple planes joined in no other way? Why does the Ethereal Sea wash against one planar shore but not another? These questions all fade away if the questioner simply stops thinking in his normal three dimensional mindset, and remembers that the Celestial River is much more than just a river, and the Ethereal Sea much more than just a sea. These are, in fact, only handy ways of understanding things beyond mortal conception. Don't let yourself be limited by thinking of planar spaces and relationships as something that could be accurately mapped on a sheet of paper, or even a 3D model.



can destroy. The gods of the Celestial River embody these qualities. Kulaj (LN) is the creator goddess and represents the source of the river—she is the mother of all the other gods. Urgan (N), oldest of the children of Kulaj, is the worker who uses the power of the river for his own ends as he works steel and stone. Dorana (CN) is the dangerous water deity representing the threat and the vengeance of nature. Essoch (N) and Enaul (N) are the twins using the river's power as a representation of the stream of time, with its many branches and forks. Mallock (LE) represents the treachery of a river that can appear to be a gentle stream but can quickly become dangerous rapids. (For more on this pantheon, see the *Book of Hallowed Might II: Portents and Visions*.)

LANGUAGES AND THE PLANES

The philosopher Tinerias Edren speculated that all planes once were one realm that fractured long ago—so long ago

that even the gods don't remember the event (or maybe they're just not telling). One piece of Edren's evidence was the fact that across the Countless Worlds, so many languages are the same or very similar. Dragons on one plane can usually communicate in Draconic with dragons from a distant plane. Planar travelers often find that their common tongue is very close to the main language spoken on another plane, although dialect-level differences do exist.

There are also dramatic exceptions to this rule, where no one on a plane speaks any lan-

guages found anywhere else in the Countless Worlds, or where a tongue that serves as Orcish on one plane is a close analog of the language of the elves on another world.

OUTSIDERS AND EXTRAPLANAR CREATURES

Creatures with the outsider type are very different from all others. These are beings not just from another plane but infused with alien energies and exhibiting bizarre metaphysical differences in their physiology (and sometimes psychology). Not all creatures who live on planes other than the PCs' plane are outsiders, however. It's possible to travel to another plane and find humans and elves with the humanoid type (most likely, just like the PCs). However, such characters have the extraplanar subtype as far as the PCs go. Conversely, the PCs have the extraplanar subtype as far as the creatures they meet are concerned.

In other words, the outsider type is not relative. The extraplanar subtype is.

Throughout *Beyond Countless Doorways*, all characters with types other than outsider should be assumed to have the extraplanar subtype as far as planar travelers are concerned. The only exception might be other planar travelers, but they would need to hail from the same world as the PCs.

PLANAR WARDENS

Many planes have a champion or protector. These are collectively called planar wardens. (Sometimes they are referred to as archons, but this term is often confused with the celestial type of the same name.) Some planar wardens act as the rulers of their plane. For example, the demon god Ochremeshk is the ruler of his own hell-like plane. Vaarian is the Mistress of Ravennal and dwells in a huge floating palace of jade at the center of her realm.

Certain planar wardens keep their identities and even their existence a secret. They watch over their plane covertly, defending it when a threat arises from outside but rarely, if ever, interfering with events in the plane itself.

The process of becoming a planar warden is a mystery. Each new planar warden simply has the power and responsibility thrust upon him by the previous warden. Each plane has only one planar warden at a time, so the previous warden must leave, bequeath his power forever, or die before a new one can take over.

Planar wardens gain special powers drawn directly from the plane they watch over. These powers are expressed as an open-ended template, with the actual details determined by the nature of the plane and the outlook and desires of the warden.

Planar Sizes

Not all planes are the same size. Many are infinite, but some are tiny—perhaps only 100 feet across or smaller (these are usually called pocket dimensions). The edge of a plane might be an impassible mountain range that prevents anyone from crossing, an impenetrable energy barrier, or an invisible magical field that teleports a traveler back to the middle of the plane (or to a completely different plane). The edge might be a place where two planes in true conjunction meet, and a traveler can literally walk from one to another, passing through a strange transitional area in between.

Some planes are finite but “closed,” which means that the space within them wraps around upon itself. In other words, if you continue moving in a straight line, you eventually end up where you started. In a small closed plane, a character could stand on a hill, use a spyglass to look off in one direction, and see his own back. Inhabitants of a closed plane would understand these concepts and know that there were two ways to approach any location.

PLANAR WARDEN TEMPLATE

“Planar warden” is a template that can be added to any creature with 10 Hit Dice or more and Intelligence, Wisdom, and Charisma scores of 9 or higher. Creatures with fewer Hit Dice or lower scores can’t become planar wardens.

Planar wardens retain their type, Hit Dice, attacks, and special abilities. They simply gain additional special abilities based on their Hit Dice, as shown below. These abilities are cumulative, so a creature with 14 Hit Dice gains a +4 bonus to ability scores and two spell-like abilities. They gain either arcane or divine spells.

HD	Gained Ability
10–11	+2 to all ability scores
12–13	One spell of level 1, 2, or 3 as a spell-like ability usable once per day per 5 Hit Dice, using Hit Dice as caster level
14–15	+2 to all ability scores and one spell of level 1, 2, or 3 as a spell-like ability usable once per day per 5 Hit Dice, using Hit Dice as caster level
16–17	Two spells of any level(s) between 1 and 6, each as a spell-like ability usable once per day per 6 Hit Dice, using Hit Dice as caster level

18–19	Two spells of any level(s) between 1 and 7, each as a spell-like ability usable once per day per 10 Hit Dice, using Hit Dice as caster level
20+	One spell of any level between 1 and 8 as a spell-like ability usable once per day, using Hit Dice as caster level (planar wardens gain this ability for each level above 20th)

CR: +2 bonus to the creature’s Challenge Rating

Level Adjustment: +5

THE PURVEYORS OF DICHOTOMY

For every heaven, a hell. For every fire, a stream. For every law, an act of disobedience.

It seems that the planes are full of dichotomies: law/chaos, good/evil, air/earth, and so on. The existence of a prevailing force usually means that an equal and opposite force is at work, often on another (usually nearby) plane. In fact, the Countless Worlds are so full of contradictions and opposing forces that opposition seems to be one of the fundamental building blocks of the multiverse.



Some individuals fully embrace this concept. They devote themselves to one force and heartily oppose the other. Thus, there are purveyors of law, of fire, of evil, and so on. A purveyor must have an equal opposite, however, so using the aforementioned examples, there must also be purveyors of chaos, of water, and of good.

Becoming a purveyor is similar to becoming a planar warden. Each new purveyor is chosen by a god or by the previous purveyor and has the power and responsibility thrust upon her. Each plane has only one purveyor per concept at a time, so the previous warden must leave, bequeath her power forever, or die before the new one can take over.

Not all planes have a purveyor for every possible concept; many planes have none. But when a purveyor exists, so must an opposing purveyor, although they need not dwell on the same plane. For example, a purveyor of evil might reside in a hellish plane, while her opposite—a purveyor of good—could live in a heavenly realm far removed.

Every purveyor knows the identity and appearance of her opposing purveyor. If they come within 1,000 feet of each other, they immediately become aware of their opposite's presence and exact location.

Purveyors gain special powers drawn directly from the concept they embody. These powers are expressed as an open-ended template, with the actual details determined by the nature of the concept and the outlook and desires of the purveyor.

As the concept the purveyor presides over increases in power or prevalence on her home plane, so too does the purveyor herself. This is up to the DM's discretion, using the categories in the table on the next page. If the concept is physical, such as earth, a purveyor of earth gains more power when there is more earth and there are more creatures with the earth subtype (as long as there is a corresponding decrease in the amount of air and number of air creatures). If the concept is more metaphysical or ethical, such as an alignment, the main determining factor is the alignment of the inhabitants of the plane. Sometimes, physical determinants also play a factor—an increase in storms, mutations, earthquakes, and general physical instability indicates an increase in chaos, for example.

Obviously, creatures who are purveyors on a plane where their opposites have been wiped out gain a huge advantage. A purveyor who dwells on a plane where her concept is fully dominant can attempt to spread her influ-

ence to another plane where her concept is equal to (or less than) her opposing concept. If she does so, the modifications in the table stack. So, if a purveyor of chaos fully conquers law on her own plane, she can begin to influence another plane where chaos is equal to or less than law. If chaos is less than law on the new plane, the purveyor of chaos suffers a -2 penalty to her ability scores (although she already has a $+8$ bonus to ability scores from her first plane). If she eventually increases chaos on the new plane so that it is greater than law, she gains a net $+10$ bonus to her ability scores, as well as getting powers from the purveyor template as though she were 10 levels higher than she actually is.

Thus, once a purveyor “conquers” a plane, it does her little good to attempt to master another similar to her own. Instead, she's better off dealing with a plane where her opposing concept is strong. Even though it may cause her to lose some personal power at first, eventually, her powers can become great.

A creature can be both a planar warden and a purveyor.

Note: A purveyor cannot spread to a plane where her concept is already greater than her opposing concept. Should she try to do so, she receives no modifications from the table presented here.

PURVEYOR TEMPLATE

“Purveyor” is a template that can be added to any creature with 10 Hit Dice or more and Intelligence, Wisdom, and Charisma scores of 9 or higher. Creatures with fewer Hit Dice or lower scores can't become purveyors.

Purveyors retain their type, Hit Dice, attacks, and special abilities. They simply gain additional special abilities based on their Hit Dice, as shown below. These abilities are cumulative, so a creature with 11 Hit Dice gains both the detection ability and the $+4$ bonus on attack and damage rolls. Spell-like abilities should be chosen with the purveyor's concept in mind and should never deal with the purveyor's opposing concept.

HD
10

Gained Ability

The ability to detect (as with *detect magic*) any creature or substance related to the purveyor's concept or its opposite. Thus, a purveyor of chaos can detect chaotic creatures and items as well as those that are lawful. This is a free action.

PURVEYORS OF DICHOTOMY

Concept Status	Modification to Purveyor
Eradicated	Dead*
Nearly eradicated	−6 penalty to all ability scores, no powers gained from purveyor template
Far less than opposite	−4 penalty to all ability scores, treat as four levels lower than normal for the purpose of determining powers gained from purveyor template
Less than opposite	−2 penalty to all ability scores
Equal to opposite	No change
Greater than opposite	+2 bonus to all ability scores
Much greater than opposite	+4 bonus to all ability scores, treat as four levels higher than normal for the purpose of determining powers gained from purveyor template
Almost fully dominant	+6 bonus to all ability scores, treat as six levels higher than normal for the purpose of determining powers gained from purveyor template
Fully dominant (opposite of eradicated)	+8 bonus to all ability scores, treat as 10 levels higher than normal for the purpose of determining powers gained from purveyor template

* Unless the purveyor masters her concept on more than one plane, in which case treat as nearly eradicated.

11	+4 bonus on attack and damage rolls made against those with a descriptor, type, or alignment that is opposite the purveyor's concept. Thus, a purveyor of air gains this bonus against creatures of earth, and one of good gains it against evil creatures.
12–13	One spell of level 1, 2, or 3 as a spell-like ability usable once per day per 5 Hit Dice, using Hit Dice as caster level
14–15	+1 per die on all damage-inflicting spells or spell-like abilities cast upon those with a descriptor, type, or alignment that is opposite the purveyor's concept. Also, one spell of level 1, 2, or 3 as a spell-like ability usable once per day per 5 Hit Dice, using Hit Dice as caster level.
16–17	Two spells of any level(s) between 1 and 6, each as a spell-like ability usable once per day per 6 Hit Dice, using Hit Dice as caster level
18–19	Two spells of any level(s) between 1 and 7, each as a spell-like ability usable once per day per 10 Hit Dice, using Hit Dice as caster level
20+	One spell of any level between 1 and 8 as a spell-like ability usable once per day, using Hit Dice as caster level (purveyors gain this ability for each level they gain above 20th)

CR: Varies. Becoming a purveyor adds +2 to a creature's Challenge Rating, +1 per category of concept status above equal in the table above (or −1 per category of concept status below equal). These modifications stack if the purveyor influences more than one plane, so a purveyor who has eradicated her opposite on one plane (+6 to CR) but is far less than her opposite on another plane (−2 to CR) has an overall Challenge Rating modification of +4.

Level Adjustment: +10

PLANAR EVENTS

In addition to conjunctions and severance, dramatic cosmological events can occur that affect a whole plane or even multiple planes.

INVASION OR WAR

The inhabitants of one plane might invade another in order to conquer or loot it. This is a common tactic for demons and devils; indeed, it's how they maintain their resources. Invasions, if successful, often produce waves of refugees, who flee in search of another suitable home, hopefully far away from the invaders. When the inhabitants of a plane can hold off invaders for a time, they might try to recruit help from other neighboring planes or look for mercenaries to assist in the struggle.

Planes also go to war over disputes, such as territory, resources, betrayals, or slights. Such conflicts usually aren't

as easy or straightforward as an invasion and can last for years with only occasional real battles. It's often difficult to stage an interplanar conflict of any real size.

REALITY QUAKES

Instability plagues the Countless Worlds. Sages believe this stems from an earlier time, when a war among gods and incredibly powerful mortals resulted in the destruction of a number of planes. This inherent flaw in the multiverse causes ripples known as reality quakes to spread through the planes. When the waves of force arrive, the entire plane experiences one or more of these effects:

- Earthquakes rumble throughout every land.
- All spells fail, including in-place, constant (and permanent) effects.
- All creatures are cursed for 1d4 days and suffer a penalty equal to their level on all attacks, saving throws, and checks.
- Multiple *gates* open throughout the plane, leading to other planes in conjunction and to other locations on the same plane. These *gates* last for 1d4+4 days.
- Gravity ceases intermittently in small locales throughout the plane.
- Select dead characters instantly return to life as through *true resurrection*.

Reality quakes are extraordinarily rare and usually occur once every 5,000 to 10,000 years on a given plane. However, if a quake hits a plane, the inhabitants of connecting planes should expect a similar wave within a week to 10 days.

COSMIC SHIFTS

Sometimes a plane goes through a radical upheaval, placing it in severance with all planes with which it had been in conjunction and creating connections with new planes. These shifts, perhaps caused by the same instability that causes reality quakes, leave a plane with an all-new set of connections. Spellcasters must adapt to using the new planes for summoning creatures, contacting other planes, and so on. A radical cosmic shift might result in undead having no access to negative energy (or greater access, increasing their power).

CONCEPTUAL ALTERATIONS

As discussed above under "The Purveyors of Dichotomy," a plane sometimes changes in concept, becoming more chaotic, more evil, more fiery, and so on. This has wildly different applications on the plane itself (see many of the planes here in *Beyond Countless Doorways* for examples), as well as for the purveyors of the concepts on the plane, if any.

PLANAR STORMS

Spreading from plane to plane, these magical, metaphysical storms are similar to reality quakes, except that the effects are far more varied. In fact, they're not always detrimental. Sometimes magic increases on a plane, adding a +2 bonus to the caster level and saving throw Difficulty Class of all spells. Other times, creatures are temporarily altered in alignment, appearance, capabilities, or a combination of these characteristics.

PLANAR MAGIC ITEMS

Many magic items deal with the planes and planar travel, including the *cubic gate*, the *well of many worlds*, and the *sword of the planes*. Below are two more that deal specifically with the cosmology of the Countless Worlds.

PLANAR BREACH

This device looks like an archway made of interconnected iron rods. It can be assembled or disassembled in 1d3+3 hours. Once assembled, the *planar breach* creates a potential connection between two planes that are not in conjunction. One of the planes must be the one on which the breach is located, and the other plane is specified when the device is assembled. Spells requiring planar connections (such as *commune*, *gate*, and *summon monster*) can be cast through the device as if the two planes were in conjunction. To create a connection with a new plane, the device must be disassembled and reassembled.

The breach works like a portable portal, allowing people to physically travel through it.

Strong conjuration; caster level 18th; Craft Wondrous Item, *gate*; Price 200,000 gp

ETHEREOSCOPIC VIEWER

This device allows a character to determine all planar movements and conjunctions related to his current plane. It also allows him to predict reality quakes, cosmic shifts,

planar storms, and similar events 1d4+1 weeks before they happen.

Moderate divination; caster level 9th; Craft Wondrous Item, *contact other plane*; Price 35,000 gp

LUCENT BOX

This etched bronze box is attractive, but not particularly noteworthy in its appearance. It is a cube with a latched lid on top, about 4 inches to a side. When opened, a blazing, brilliant light shines forth from within, its cascading rays engulfing the opener and up to five other creatures within 10 feet of the box. All affected creatures (and their equipment) are transported to a specific location on another plane. If someone opens the box on the same plane as it is keyed to, it does not function. Likewise, if the plane to which it is keyed has no planar connection available to the plane on which it is opened, it does not function. These devices are useful for the return trip of a planar journey or as a means of journeying safely and precisely to a common or important location. The creator must create the box in the place to which he wishes to key the *lucent box*.

The box can only be used once.

Strong conjuration; caster level 13th; Craft Wondrous Item, *plane shift*; Price 4,550 gp

A SAMPLE PLANAR JOURNEY

Shelicol the roguish lord and his faithful wizard companion, Ral, have need to reach the faraway plane of Tannish, where strange green forests surround ancient volcanoes of acidic chemicals and people live in domed cities of crystal. Ral prepares *plane shift* to take the two of them to Tannish, but the spell fails.

Now Ral does what a wiser or more experienced planar traveler would have done in the first place. He recalls all that he knows about Tannish and about the planes. (His player makes a Knowledge [the planes] check. The DM determines that after the failed spell, the check DC is low, only 15. Ral succeeds at the check.) He deduces that their homeworld is not in conjunction with Tannish and, in fact, is in severance. He tells Shelicol that they cannot get there from here. Shelicol asks if there is another way.

Now Ral does some actual research. He even finds another wizard who has an *ethereoscopic viewerf*. He determines that, while Tannish is indeed remote, it is in conjunction with an earth elemental plane called Deluer (see Chapter Five), which in turn has a connection to a fire ele-

mental plane known as Erithan, which is in conjunction with their homeworld. Likewise, both Erithan and their homeworld serve as shores on the Ethereal Sea. He had no idea the trip would be so involved.

SPELL OPTIONS

Now, while Erithan is in conjunction with their homeworld, and he could just *plane shift* there, Ral also considers a spell like *astral projection* or *ethereality*,

since both planes touch the Ethereal Sea. With either spell, he and Shelicol could leave their homeworld, cross the Ethereal Sea, and look for the proper point at which the Ethereal touches Erithan. *Astral projection* and *ethereality* are 9th-level spells, however, as opposed to the 7th-level *plane shift*. But *plane shift* is far less exact a means of travel than the other spells, since Ral cannot pinpoint specific locations to travel to. Ral finds a text on Erithan and learns of great dangers in its fiery pits tended by efreet lords and salamander-filled lava pools. He determines that he doesn't want to appear randomly on that plane with a *plane shift*. He recommends the ethereal course of action to Shelicol.

The rogue lord hates the idea of leaving his body behind and traveling astrally, so they use *ethereality*. Since the spell's duration is short, they make haste, floating through

Changes From the Core

If you adopt the *Countless Worlds* cosmology, keep in mind these areas in which it diverges from the cosmology of the *Core Rulebooks*:

The planes are not mapped out to correspond to alignments. In fact, they can't be "mapped" at all, because their number is so large and because they move. There's no dichotomy between outer and inner planes, and there's no distinction between upper and lower planes.

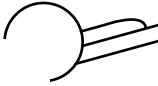
Outsiders are distinct because of their alignment, outlook, and nature, but not because of where they're from. Demons are demons because they're chaotic and not lawful, not because they hail from a different plane than devils. Some hellish planes have one type or the other, and some have both.

There is no Astral Plane. Any reference to it should be treated as a reference to the Ethereal Sea instead, and the *astral projection* spell has a few changes as noted on page 19.

No plane is singular. There is no plane of shadow, but many planes of shadow. There is no plane of fire, but many planes centered around fire, each unique. There is no "prime material plane"—every material world is just one of many.

Planar connections (conjunctions) become very important. Not every plane can be reached by every other plane.

Planes don't have layers, although some planes might be so closely related that they appear to be the same.



the sea, hoping to avoid entanglements with githyanki pirates. They succeed and find the point where the Ethereal touches Erithan. (Ral's player makes another Knowledge [the planes] check and beats the DC of 20 assigned to the task.)

CROSSING PLANES OUT OF CONJUNCTION

The two travelers, ethereal, explore Erithan a bit and find a relatively safe spot to end the spell, the duration of which is already about to expire on its own. After a brief encounter with a fire elemental, Ral casts *plane shift* to take

them to Deluer. Now, Erithan and Deluer are not in conjunction, but they are not in severance either. They are merely out of conjunction. This means that Ral must prepare and cast *plane shift* as an 8th-level spell for it to take them to Deluer. Luckily, he did his research and knew that ahead of time. Had he not, his 7th-level *plane shift* would have failed and he would have been forced to spend a day in

Erithan resting and reparing spells, including an 8th-level *plane shift*.

The *plane shift* takes the two of them to Deluer, where they discover that all *plane shift* spells are redirected to specific Arrival Points (see Chapter Five: The Crystal Roads of Deluer). There, they find themselves interrogated by stern angels and mush-mouthed xorns. Shelicol explains that they aren't there to steal gems or gold but only passing through. Ral casts another (7th-level) *plane shift* spell, and the two finally arrive in Tannish, albeit many miles from their intended destination. Ral has used most of his high-level spells, but other than that, the two are none the worse for the journey, which in the end took less than an hour.

ALTERNATE ROUTES AND METHODS

There may have been a better way to get to Tannish, but this was what Ral's research revealed. Alternatively, they could have waited until the celestial movements brought planes into conjunction to make for an easier trip, but that may have taken weeks, months, or years, if at all. They also could have sought information on natural rifts or gates already in existence, an option that would have become much more important had Ral not been high enough level to cast all the needed spells. Ral and Shelicol were also fortunate that they didn't have to wait at any spot on their trip for planes to move into proper conjunction to allow them to travel between them—this is a common occurrence on planar expeditions.

DM'S NOTES

With the conjunction mechanics, the Countless Worlds are set up intentionally to make planar trips into actual journeys rather than the result of an instantaneous spell. Trips across series conjunctions, like the one just described, require travelers to pass through and experience multiple planes on a planar trip. The DM should plan out the paths of possible series conjunctions, determining which planes are in conjunction at what time, and then allow player characters to discover this information through research, Knowledge (the planes) checks, and use of magical items or divination spells (to facilitate this, some DMs may allow *contact other plane* to always give a true answer regarding planar conjunctions).

To make these journeys more epic and interesting, some planes should only be reachable by planar rifts or permanent gates. Thus, no matter what spells the travelers know, they must still hunt down the location of a doorway and possibly defeat its guardian(s), puzzle over how it can be opened or activated, and survive whatever awaits them on the other end.

Optional Rule: Multiple Plane

Shifting

To encourage (or force) travelers to have to deal with and explore some of the planes they pass through in a series conjunction, the DM can implement an option rule that after a plane shift or similar planar passage, travelers must wait an hour to metaphysically attune to the new plane before shifting again. If they do not, the second passage is entirely random, and they could end up anywhere in the Countless Worlds.

Avidarel, the Sundered Star

Deep within the void—a nearly dead universe once filled with planets and stars—lies the corpse of a star called Avidarel. Within the shattered pieces of this cold, dead sun lie a wealth of strange treasures ripe for the mining, if one can survive the harsh physical environment with its hideous cold and utter darkness. And, of course, if one can deal with the undead spirits, hungry for light and life, of those who once worshiped Avidarel as a god.

Upon arrival, one might think that Avidarel is an elemental plane of cold, or a hell of darkness and soul-numbing chill. While it may one day evolve into such a plane—for these things do happen—it was once not unlike the plane the PCs come from. Today, however, it is an almost dead plane. The stars all burned out long ago, and the moon disappeared into the eternal black. Even the world itself grew bitter and stale, like a rotting corpse in the desert, and blew away like dust. All that is left is the remains of the sun, a single star once known as Avidarel.

THE DEATH OF A PLANE

Avidarel itself grew cold and dark and splintered into a million hard ebon fragments: black glassy stones floating in a black sky. Yet amid these pieces lay surprising caches of precious metals and gems. Lucky visitors literally have stumbled into chunks of diamond worth a kingdom, just lying on the ground.

Ground, of course, is a relative thing in Avidarel. The shattered pieces of the former star are mostly small and irregular. In fact, only one splinter remains that is large enough to walk upon. This, the core of the star, measures approximately 8 miles across and is shaped roughly like an elongated dodecahedron; characters can walk on all sides. Those able to fly can move about the shattered remains of the star, finding other, smaller pieces. The largest of these are usually no more than 5 to 7 feet across.

Explorers and miners find that they are not alone amid the pieces of the sundered star. The spirits of those who once worshiped Avidarel still haunt the site of its death. Incorporeal undead, hungry for light, warmth, and life, draw toward planar travelers like moths to a flame.

THE LAWS OF THE SUNDERED STAR

First of all, Avidarel is cold. Unbelievably so. Creatures not immune to cold suffer 1d10 points of cold damage each round in Avidarel. Winter clothing offers no real protection against cold this intense—even the hardest visitor

must have magical abjuration or likely will freeze solid after only a few minutes on the plane.

Second, it is dark. The darkness of Avidarel is not just an absence of light, but the slowly diminishing *concept* of light. There are no native sources of light (except, perhaps, for the memories of starlight; see page 29). Those brought from elsewhere, such as *light* spells or lanterns, give only a dim, grey glow—about half of what one would expect.

Those who spend time in Avidarel might even notice that with each day and week, their light grows steadily dimmer. Those making an Intelligence check (DC 18) can calculate that, at the light's current rate of diminution, Avidarel will not be able to abide any light at all in 30 to 35 years.

Third, the gravity is quite strong on the core star fragment, because it is so very dense. Effectively, all corporeal creatures standing upon it suffer a -4 penalty to Strength and a -2 penalty to Dexterity.

Corporeal creatures reduced to 0 Strength or lower cannot move. The DM and PCs should remember to recalculate carrying capacities for characters while in Avidarel.

Encumbrance penalties should be strictly assessed. Flying creatures cannot fly if they have more than a light load. Further, corporeal creatures with flying movement rates

Planar Notes

Name: Avidarel

Type: Alien realm (former alternate world)

Common Conjunction Planes:

Colaris—A heavenly realm where angels sing a song of creation, slowly giving birth to their own god.

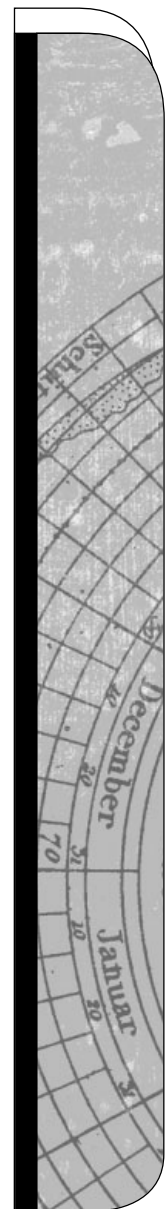
Deluer—An earth elemental plane ruled by xorns and filled with floating masses of minerals connected by crystal roads (see Chapter Five).

The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

The Wheels of Sostear—An alien realm where xill build strange hive-cities on spinning wheels that float through space, occasionally colliding.

Wordor—An air elemental plane ruled by a conclave of djinn who also run an academy for wizards in a city of glass.

Yannis—When the stones rain from the sky on this world, the inhabitants hide in their cave cities, waiting to search for gemstones when the rains stop.



whose Strength scores are less than 6 cannot fly unless the flight is magical in nature. All movement rates, including flying speeds, are reduced by half here. If a character flies more than 200 feet away from the core, the penalties vanish.

As previously mentioned, explorers can find hidden caches of gems and ore. Due to the darkness of the plane, locating them is difficult. Assume that an active searcher has a 1 percent chance to find something per four-hour search period. If the DM rolls a 1 on d% for the search period, a searcher must still make a successful Search check (DC 20) to actually find the cache (do not allow “Take 20” checks). To determine the type of find, roll d% again and consult the table below:

MINING AVIDAREL			
Roll	Type	Value	Time to Extract
01–20	Silver	1d20 gp	1d6 man hours
21–50	Gold	10d20 gp	1d10 man hours
51–55	Mithral	15d20+50 gp	1d20+10 man hours
56–65	Ruby	3d%+50 gp	1d20 man hours
66–75	Emerald	5d%+100 gp	1d10+5 man hours
76–90	Diamond	10d%+500 gp	3d20 man hours
91–00	Andrecite	1d% gp	3d20 man hours

Andrecite: Andrecite crystals look quite a bit like diamonds in the rough. Only an Appraisal check (DC 25) lets a character distinguish the difference. Raw andrecite stones are worth about 10 gp per pound. Cut and polished (using the same processes as for diamonds), one of these gems is worth double the value of a diamond of equivalent size—assuming the buyer is familiar with andrecite and doesn’t just think it is a diamond.

Andrecite can help power almost any spell. If a caster adds andrecite worth 100 gp per spell level to the material components of a spell, treat that spell as empowered (per the metamagic feat, although the spell level does not change). A successful Knowledge (arcana) check (DC 25) allows a character to recall these properties of the stone. But that’s not all: 300 gp worth of powdered and refined andrecite, consumed by a living creature (usually in food or water), adds a +4 enhancement bonus to a randomly assigned ability score for 1d4 hours.

SPARKS OF HOPE

Despite the ever-deepening darkness, the bitter cold, and the soul-crushing aura of death that hangs over the entire plane, Avidarel is not a place without hope. Strange beings known only as the “memories of starlight” wander about

(see page 29) representing the light, the heat, and the spirit the star once gave to the plane. Like sendings from the distant past, they hold the secret of new life for the plane, if only someone could understand them and accept their gift. These memories of starlight hold the key to restoring the life and soul of Avidarel. But they cannot accomplish the task without the missing *starsoul*: the very essence of the lost life of the sun and, by extension, of the world that circled it. If the sun that was Avidarel is the plane’s soul, the *starsoul* is the sun’s.

When the sun cooled and broke apart, however, its death gave birth to (or opened a door for, depending on one’s viewpoint) a creature called a nightcrawler, the scion of death and darkness (see page 34). It snatched the *starsoul* and hid it away in a location now known by the misnomer the Hagridden Mine.

If the *starsoul* could be recovered, the concepts of light and life could return to the plane. The memories of starlight, each pregnant with a tiny portion of the potentiality of light, could literally reincarnate the plane. The cycle of life and death of a plane is as natural as the cycle of life and death of anything else. If allowed to continue unopposed, the death of one creature often gives life to another. The corpse decomposes to fertilize the ground and feed the plants, which then nurture new life. So, too, with planes. The memories of starlight would not resurrect Avidarel—at least not the plane as it was—but create a whole new plane. Built upon the remains of the old plane, a new sun would give life to a new world, new stars would fill the heavens, and the cycle of life would begin anew.

THE SUNLIGHT CALLING

Long ago, when Avidarel was a lifegiving sun with a world circling it, the people of the world performed a complex ritual called the Sunlight Calling. It focused the *starsoul*, drawing its power not just for the people’s use in growing their crops and living their lives, but to keep the sun burning in the sky each day. But the people grew complacent and—as people do—forgetful. They forgot the Sunlight Calling.

The effects were not felt immediately. Not by the generation that began to ignore the ritual, nor by their grandchildren who neglected it completely. Not by the folk five generations hence who had no memory of the ritual except as a phrase in ancient texts. Slowly, however, without the ritual, the *starsoul* lost its focus, and the sun lost its fire. Avidarel died a long, slow death.

The rite of Sunlight Calling, fortunately, was observed by some planar travelers and recorded in a book stored in the

great library of the aasimar philosopher-king Jasoom III. Although the library, located deep in the bowels of the Underland (see Chapter One: The Countless Worlds), was sacked by githyanki years ago, the ritual is still there for anyone to find and learn—anyone, that is, who can get past the rakshasas that now call the library home.

If used today on the plane of Avidarel, the ritual would reveal the location of the long-lost *starsoul* and awaken it, preparing it for the quickening of the memories of starlight. Once it was found, they would converge upon it, igniting a new sun from the cinders of the old.

THE CONSEQUENCES OF REBIRTH

Restoring life to Avidarel—in effect, giving birth to a whole new plane—would have great ramifications not just for the plane itself, but for those who take part in its creation. Such individuals would, at least in some small way, become creators of a new world. With such responsibility also would come power: divine power direct from the Divine Voice, the progenitor of the multiverse. At minimum, the creators each would be granted the effects of one *wish* with far-reaching effects within the plane. They could use it to shape the laws, appearance, and nature of the virgin plane. A creator could ensure for himself a land of milk and honey in the new world, some power and influence among the people who would one day live there, or even a hand in molding who those people would be and what they would be like.

Obviously, if such power ends up in the hands of the player characters, DMs should be cautious about how they use it. It should affect the new plane, not the characters themselves (or at least affect them only when they are present in the new plane). The PCs do not become gods, but a sort of demiurge or prime mover—a raw force of creation. They are the force that set things in motion, not the force that maintains long-term control.

INHABITANTS

Few creatures still call the plane of Avidarel home. The vast majority are undead creatures or alien things too awful to die even when the world fell apart and the sun's fires faded away. The only creatures PC visitors may *want* to find are the enigmatic beings known as memories of starlight. Player characters might encounter any of the creatures in the table here while mining, searching for gems, or elsewhere.

MEMORY OF STARLIGHT

Large Aberration

Hit Dice: 9d8+9 (49 hp)

Initiative: +2

Speed: Fly 40 feet (good)

Armor Class: 19 (−1 size, +2 Dexterity, +8 natural), touch 11, flat-footed 17

Base Attack/Grapple: +6/+14

Attack: Bite +9 melee (1d8+4)

Full Attack: Bite +9 melee (1d8+4)

Space/Reach: 10 feet/10 feet

(Face/Reach: 10 feet by 5 feet/10 feet)

Special Attacks: Dazzle, spell-like abilities

Special Qualities: Song of remembrance, damage reduction 5/magic (or 5/+1), immune to fire and cold, darkvision 60 feet, flight

Saves: Fort +4, Ref +7, Will +7

Abilities: Str 19, Dex 14, Con 13, Int 11, Wis 13, Cha 25

Skills: Listen +16, Spot +16

Feats: Alertness, Flyby Attack, Lightning Reflexes

Environment: Avidarel

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always neutral good

Advancement: 10–12 HD (Large) 13–15 HD (Huge)

Level Adjustment: —

INHABITANTS OF AVIDAREL

Creature	CR	Source	Notes
Howling abomination	8	CC2	Immune to cold
Memory of starlight	5	BCD	Page 29
Nightwalker	16	MM	—
Nightwing	14	MM	—
Shadow	3	MM	—
Soul eater	7	ToH	Immune to cold
Spectre	7	MM	—
Wraith	5	MM	—
Unlife	1/2	CC2	—

“The creature of light swam toward us through the darkness, preceded by its soft, melodious song. At first we thought it was a monstrous dragon, but then we saw its benign nature in its eyes. It flew up to us and studied us for a time, as if it thought we might find some pleasure or meaning in its music. We didn’t. Then, without warning or asking his leave, the creature touched Nevor with a thin tendril and healed his wounds. We tried to thank it, but it paid us no heed, flying off into the cold night of the plane, never pausing for a moment in its song.”

—Taebor the Dauntless, in his book *Avidarel, the Dead Plane*

As remnants of the sun’s former glory, memories of starlight are strange creatures that hold within them the only chance for life this plane will ever have. Each of them is a fragment of the seed of a new plane that could be born within the corpse of dead Avidarel. But for them to come together, they must converge upon the *starsoul*, the heart of the dead sun. The ritual known as the Sunlight Calling activates the *starsoul* and initiates the convergence of the memories of starlight, or the quickening.

Until that time, however, the memories of starlight flit about Avidarel like tiny candles in a vast, dark void. Because Avidarel is losing its concept of light, the creatures’ sparkling, luminescent nature cannot be seen from very far away—perhaps a few hundred feet at most. When they come close, however, they are a welcome gift of light and song. They aid non-evil creatures when they encounter them, if they need assistance or healing.

Memories of starlight sing the song of remembrance in the language of the people who once lived on this plane. This language is not Common, so the listener may not understand the song without the help of a spell. The song describes the hope of rebirth that these creatures represent.

Wandering memories of starlight attack and consume incorporeal undead. Although a memory of starlight sustains itself with its own light (it does not need to eat or breathe), when it devours an undead creature it gains physical power.

This creature looks like a glowing serpent that flies through the air, propelled by its own force of will. Its body is thick and segmented. Its wide head bears large eyes and a wide mouth. While it has no legs, three rows of small tendrils run down the length of its form.

Memories of starlight never speak or attempt to communicate, except for their continual song of remembrance.

COMBAT

A memory of starlight avoids combat when possible. The only exception to this rule is that it will attack undead on sight. When it must fight, it swoops into battle with fervor, retreating upward if seriously threatened.

Dazzle (Su): As a free action once per round, the memory of starlight can shed a dazzling cascade of twinkling lights. All within 25 feet of the creature when it does this must make a Fortitude save (DC 21) or become dazzled for 4 rounds. A dazzled creature suffers a –1 penalty on attack rolls, Spot checks, and Search checks. The save DC is Charisma based.

Spell-Like Abilities: At will—*detect evil, light*; 1/day—*charm monster, cure serious wounds, daylight, locate creature, locate object, remove blindness/deafness, remove disease*. Caster level 9th. Saving throw DC 17 + spell level. The save DC is Charisma based.

Strike and Devour Incorporeal Undead (Su): A memory of starlight can always strike incorporeal undead with its bite attack as if they were corporeal. When it devours an incorporeal undead creature, it gains a temporary +2 enhancement bonus to Strength, Dexterity, and Constitution

for 24 hours. This bonus stacks if it kills more than one undead creature in a day.

Song of Remembrance (Su): Someone who hears and understands the words of the song that the memories of starlight sing at all times must make a Will saving throw (DC 21) or fall victim to a kind of geas. This geas gives the listener the understanding that Avidarel can live again, and that the memories of starlight are the key, or at least part of it. It also carries with it a compulsion—hence the saving throw—to seek out the means to rekindle the sun and give life to the plane once again. The listener must do so to the best of his ability, but the song does not explain how to go about it, other than to “seek the Sunlight Calling.” The save DC is Charisma based.

Flight (Su): A memory of starlight can cease or resume flight as a free action. A memory of starlight that loses this ability falls and can perform only a single action (either a move action or an attack action) each round. It is unaffected by the gravity of Avidarel’s core.

“
*We saw its benign
nature in its eyes.*
”

THE LAST TOWER

On the edge of the solid piece of Avidarel stands a single lonely tower made of stone and covered in rusted iron plates. The 60-foot tower is surrounded by an empty moat 15 feet deep and 20 feet across. The tower itself measures 30 feet in diameter. A thin iron bridge stretches across the moat to the tower's iron door. It is unlocked.

This structure is called the Last Tower, and within it dwell two human nobles, Lord Newst and Lady Estra, along with their entourage. Not long ago, these two made a wager among some of their aristocratic friends on their homeworld. The bet was that Newst and Estra could not survive for a year on an inhospitable plane—Avidarel. If they could, they would win a scepter worth 10,000 gp. Newst and Estra accepted the wager but, to be sure, it wasn't for the money. In fact, they spent far more than the prize's value commissioning a team of powerful mage-priests to magically refurbish the tower for them. The lord and lady do this for the fame, for the glory, and for the challenge. Truly, though, their sacrifice is not so great.

Their scouts found the Last Tower, an old stone structure created by some plane-traveling githzerai. Their magical agents then ensorcelled the tower to make it far more comfortable. The bottom three levels house guards bearing magic weapons to ward off attacking wraiths or spectres. These levels are crude, cold (magically warmed just enough to keep the guards from suffering damage), and dreary. But the magical top level of the tower is almost 1,000 feet in diameter and filled with many well-appointed corridors, dining halls, ballrooms, parlors, and apartments. These chambers are heated and maintain normal gravity.

The inhabitants have a huge supply of special extended-duration *potions of resist cold 10*. If the PCs succeed at a Diplomacy check (DC 20), the lord and lady will sell them a potion for 1,200 gp. Otherwise, they charge travelers 1,800 gp. The special potions last for four hours.

Newst is a bumbling fop of a man, more interested in preening than just about anything else. He wears his sandy brown hair long and has a wiry frame and blue eyes. On his home plane he is an avid hunter, but he is afraid to go outside in Avidarel. He keeps a *potion of resist cold* with him at all times, just in case he is forced outdoors. He spends his days fencing with the servants. He's good, but not as good as he thinks he is.

Estra is a beautiful young woman who would be even more beautiful if she did not always wear a sneer of nobility. Unlike her brother-husband Newst, Estra is devious and involved in nefarious schemes for the sheer thrill of it (she doesn't care about the money). She always avoids direct physical threats if she can, yet she flirts with danger all the time.



Lord Newst, male human Nob10: CR 9; Medium humanoid; HD 10d8; hp 53; Init +2; Speed 30 feet; AC 12 (+2 Dex, +2 armor) touch 12, flat-footed 12; BAB +7; Grapple +8; Attack +9 melee (1d6+1, critical 18–20/×2, rapier) or +10 ranged (1d8+2, critical 20/×3, longbow); Full Attack +9/+4 melee (1d6+1, critical 18–20/×2, rapier) or +10/+5 ranged (1d8+2, critical 20/×3, longbow); AL N; SV Fort +3, Ref +5, Will +9; Str 13, Dex 14, Con 11, Int 8, Wis 9, Cha 16

Skills and Feats: Diplomacy +18, Forgery +15, Gather Information +18, Hide +4, Knowledge (the planes) +11; Leadership, Point Blank Shot, Skill Focus (Diplomacy), Skill Focus (Forgery), Skill Focus (Gather Information)

Possessions: +2 bracers of armor, +1 rapier, +1 mighty longbow, arrows (24), extended *potion of resist cold 10*, diamond cufflinks (1,000 gp), ruby ring (800 gp), 120 pp

Lady Estra, female human Nob10: CR 9; Medium humanoid; HD 10d8–10; hp 32; Init +1; Speed 30 feet; AC 11 (+1 Dex, +2 armor), touch 11, flat-footed 12; BAB +7; Grapple +6; Attack +7 melee (1d4, critical 19–20/×2, dagger), or +9 ranged (1d6+1, critical 20/×3, shortbow); Full Attack +7/+2 melee (1d4, critical 19–20/×2, dagger), or +9/+4 ranged (1d6+1, critical 20/×3, shortbow); AL CN; SV Fort +2, Ref +4, Will +8; Str 9, Dex 13, Con 8, Int 10, Wis 12, Cha 16

Skills and Feats: Climb +1, Craft (stonecarving) +6, Handle Animal +12, Intimidate +15, Knowledge (the planes) +7, Knowledge (nobility and courtesy) +14, Perform (flute) +16; Endurance, Leadership, Point Blank Shot, Skill Focus (flute), Skill Focus (Handle Animal)

Possessions: +2 bracers of armor, +1 dagger, +1 shortbow, arrows (12), +1 flute (adds to Perform), extended *potion of resist cold 10*, emerald necklace (2,000 gp), emerald ring (500 gp), emerald bracelet (500 gp)

Unbeknownst to the rather dim-witted Newst, Estra also uses the Last Tower as a secret way-station and storehouse for a cross-planar illegal goods trade. She has a number of shady connections, some of which extend to rather unsavory planes. Estra's agents trade in cargo ranging from dangerous narcotics and poisons to material components for rare and particularly evil spells.

Estra's agents include Jodimble, a gnome bard who pretends to be a buffoon but is actually a hardened criminal, and Nera, a half-demon fighter who is also an expert in trading and smuggling. Jodimble is addicted to a drug called shivvel, supplied to him by Nera, whom he now must serve. He bears a shivvel addict's tell-tale dark blue rings under his eyes. He is otherwise unremarkable looking, with white hair and a small wispy beard. Nera has

undergone serious magical procedures that have permanently altered her appearance to hide her fiendish nature. In these operations she lost her wings, but she can now operate as a smuggler and a thief with much greater efficiency. She appears to be a strikingly tall and muscular human woman with dark, ruddy skin, piercing black eyes, and long, tangled black hair. She speaks Abyssal as well as Common.

Jodimble, male gnome Brd4/Rog3: CR 7; Small humanoid; HD 4d6+8 + 3d6+6; hp 43; Init +3; Speed 20 feet; AC 17 (+3 Dex, +1 size, +3 armor), touch 14, flat-footed 14; BAB +5; Grapple +2; Attack +6 melee (1d4, critical 19–20/×2, small short sword), or +10 ranged (1d6, critical 19–20/×2, small light crossbow); Full Attack +6 melee (1d4, critical 19–20/×2, small short sword), or +10 ranged (1d6, critical 19–20/×2, small light crossbow); SA Spells, +2d6 sneak attack; SQ Bardic knowledge, evasion; AL CE; SV Fort +6, Ref +10, Will +5; Str 10, Dex 16, Con 14, Int 10, Wis 11, Cha 13

Skills and Feats: Appraise +2, Craft (alchemy) +2, Craft (leatherworking) +4, Disable Device +4, Forgery +6, Hide +12, Listen +5, Move Silently +8, Open Lock +10, Perform (act) +9, Perform (dance) +8, Perform (wind instruments) +7, Search +5, Use Magic Device +7; Great Fortitude, Point Blank Shot, Precise Shot

Possessions: Masterwork studded leather armor, masterwork light crossbow, bolts (20), short sword, *boots of levitation*, extended *potion of resist cold 10*, 34 gp

Spells (3/3; save DC 11 + spell level): 0—*dancing lights, daze, mending, open/close, read magic, resistance*; 1st—*charm person, expeditious retreat, Tash's hideous laughter*

Nera, female half-fiend human Ftr5/Exp3: CR 9; Medium outsider (evil); HD 5d10+10 + 3d6+6; hp 58; Init +2; Speed 30 feet; AC 20 (+4 Dex, +4 armor, +1 deflection, +1 natural), touch 15, flat-footed 16; BAB +7; Grapple +9; Attack +13 melee (2d6+8, critical 19–20/×3, greatsword); Full Attack +13/+8 melee (2d6+8, critical 19–20/×3, greatsword); SA Smite good; SQ Darkvision 60 feet, spell-like abilities, immune to poison, resistance to acid 10, cold 10, electricity 10, fire 10, DR 5/magic (or 5/+1), SR 18; AL CE; SV Fort +7, Ref +6, Will +5; Str 18, Dex 19, Con 14, Int 13, Wis 12, Cha 14

Skills and Feats: Bluff +7, Climb +11, Diplomacy +7, Handle Animal +9, Hide +7, Intimidate +4, Jump +4, Knowledge (the planes) +9, Move Silently +6, Sleight of Hand +8; Cleave, Combat Reflexes, Dodge, Improved Sunder, Persuasive, Power Attack, Skill Focus (Knowledge [the planes])

Possessions: +1 studded leather armor, +1 ring of protection, +2 greatsword, *potion of cure serious wounds*, *lucent box* (keyed to Last Tower; see Chapter One), 50 feet of silk rope

Smite Good (Su): Once per day this half-fiend can make a normal melee attack to deal 8 points of extra damage against a good foe

Spell-Like Abilities: 3/day—*darkness*, *poison* (DC 16); 1/day—*desecrate*, *unholy blight* (DC 16). Caster level 8th. The save DCs are Charisma based.

Since characters likely will encounter the NPCs of the Last Tower on its magical top level, the NPCs' Strength and Dexterity scores have not been modified for Avidarel's gravity.

It's worth noting that the lord and lady of the Last Tower have no concept of the nature of the memories of starlight and are unaware of the *starsoul*. In fact, while both know about the Hagridden Mine (see below), they believe the fallacious notion that it is an old dwarven mine, now haunted. If planar adventurers came to Avidarel and took steps to restore the plane, Newst and Estra—assuming they understood what was going on—would oppose them. Not because they had something against the idea, but because it would almost certainly destroy their tower and foil their wager. At the very least, they would attempt to convince the adventurers to wait until the two of them can leave Avidarel; at this point, they've been there only five months. (Estra might be curious, in the meantime, to look into the potential results of the adventurers' plan. The idea of being responsible for the creation of a new plane—*solely* responsible—might intrigue her.)

THE HAGRIDDEN MINE

An explorer making her way along the core of Avidarel may find a wide, open shaft leading down into the core's heart. Legends say that this shaft is a mine created by some enterprising dwarves who brought a delver with them to Avidarel. While they have removed great wealth from the mine already, it's said, plenty of valuable ore and minerals remain to be found.

These stories are all fabrications. The hole isn't a mine at all, but the beginning of a series of tunnels created by a powerful undead nightshade called a nightcrawler (see next page). Moreover, the creature's presence, coupled with the nature of the dying plane, has imbued the mazelike "mine" with a horrible effect called the waking nightmare. This effect has left the labyrinthine network of tunnels and caves filled with slain treasure-seekers, each dead face gripped in a rictus of sheer terror.

THE WAKING NIGHTMARE

All the lost but lingering emotions of the dead inhabitants of this plane have pooled and collected like rainwater in a puddle in the Hagridden Mine. These emotions, initially given life by the place's undead master, have taken hideous form. This sentient nightmare reads the thoughts of any creature entering the mine and conjures up her dearest loved ones and greatest fears.

Anyone wandering the winding, seemingly endless tunnels of the mine must make a Will save (DC 20) every half hour. Those failing the save begin to fall under the effects of the waking nightmare. They begin to experience hallucinogenic flashes of disturbing imagery. For the next 10 minutes, they suffer a –2 morale penalty to attacks, saves, and checks due to these distracting visions.

After 10 minutes, the affected character must make another Will save (DC 20). Now the images become quite constant and involve the character's loved one(s). She sees the loved one suffering through terrible agony or committing acts that she finds repulsive and almost certainly uncharacteristic. For the next 3d20 rounds, the character can do nothing but bear witness to these terrible waking nightmares. An affected character can attempt to ignore the visions, which requires yet another Will save (DC 20). Only one attempt is possible.

But the worst part is that these visions are not just unreal images. The waking nightmare sends out mystical tendrils through the Countless Worlds to actually find the character's loved ones and make them part of the tableau via a sympathetic magical connection. What the character sees actually happens to the loved one(s). This usually results in the affected loved one participating in some hideous act real only to the character and the loved one, or in the loved one actually suffering real harm (usually about 1d6 points of damage per round depending on the situation). The loved one experiences this harm even though observers can see no perceptible physical reason for it (the loved one, pulled into the delusional, inner world of the nightmare, is fully aware of the cause).

If the character ignores the visions, the loved one continues to actually suffer or act in the debased and unseemly manner for the duration of the nightmare. If the character does not disregard the nightmares, but instead attempts to get involved and stop them, she actually has a chance. Within the mix of negative emotions left over from Avidarel's inhabitants, there are also some positive feelings and aspirations as well. If she succeeds at still another Will save (DC 20), she can tap into the power of these semi-sentient emotions, freeing the loved one and ending the nightmare. In such a case, all negative effects

end, any damage to the loved one disappears, the loved one's memory is purged of any thoughts of the nightmare, and the character herself gains a +2 morale bonus to all attacks, saves, and checks for 1d4+1 days afterward. If she fails this saving throw, however, the character dies of terror immediately.

A character with no loved ones presents a danger to herself. Her nightmares manifest themselves physically within the Hagridden Mine in the form of wraiths, which appear to the character as people from her past. Only the character can interact with these all-too-real phantoms. If she can defeat them, she gains a +2 morale bonus to all attacks, saves, and checks for 1d4+1 days afterward. If she cannot, the nightmares slay her and carry her soul off into the Ethereal Sea forever. Only *true resurrection* can bring her back.

The number of wraiths that appear depend on the character's level:

Level	Wraiths
1–5	1
6–7	2
8–9	3
10–11	4
12–13	5
14–15	7
16–17	9
18–19	11
20+	12

Wraith: CR 5; Medium undead (incorporeal); HD 5d12; hp 32; Init +7; Speed 30 feet, fly 60 feet (good); AC 15 (+3 Dex, +2 deflection), touch 15, flat-footed 12; BAB +2; Grapple —; Attack +5 incorporeal touch (1d4 and 1d6 points of permanent Constitution drain); Full Attack +5 incorporeal touch (1d4 and 1d6 points of permanent Constitution drain); SA Constitution drain (Fortitude save, DC 14, to resist); SQ Undead, incorporeal, +2 turn resistance; AL LE; SV Fort +1, Ref +4, Will +6; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15

Skills and Feats: Diplomacy +6, Hide +11, Intimidate +10, Listen +12, Search +10, Sense Motive +8, Spot +12, Survival +2 (+4 following tracks); Alertness, Blind-Fight, Combat Reflexes, Improved Initiative

Note: Unlike standard wraiths, these never risk experiencing sunlight in Avidarel, never appear to animals, and do not create spawn.

THE NIGHTCRAWLER

Deep within the Hagridden Mine, the creator of the tunnels still dwells. This terror is almost certainly the most horrid thing in the plane: a hideous worm of terrible size and a blackness darker than even the darkness of the plane around it. The nightcrawler has adapted to the strong gravity of Avidarel's core and suffers no penalties here. It can burrow through the hardened core of the sun at a speed of 10 feet per round.

The nightcrawler is no simple mindless beast, however. It is as intelligent as it is malevolent. Meaning only ill to all that live, the nightcrawler hides the *starsoul*, the one object required to rekindle the sun and allow life to return to the dead plane of Avidarel. The *starsoul* takes the form of a delicate snowflakelike crystalline construct about 18 inches in diameter. It has no hardness and only 4 hit points and gives off a faint glow. If activated using the Sunlight Calling ritual, it glows with a continual luminescence like a *daylight* spell with four times the radius.

Although the *starsoul* is delicate, the nightcrawler wishes no harm to come to it for two reasons. The first is that the broken object would disintegrate but soon reform in the exact center of the plane, where the sun once burned—the piece of dark rock that was the sun's core was blasted from that position when the star cooled and shattered. This now empty spot in space would not hide the *starsoul's* bright light, and the memories of starlight would converge upon it even without the ritual and rekindle the sun. Second, and perhaps even more important, without the *starsoul* to feed upon, the nightcrawler would cease to exist. It owes its very existence to the sun's death, and draws much of its dark sustenance from the void left by the continued absence of the *starsoul's* light and life.

At the core's heart, where the nightcrawler makes its lair and hides the *starsoul*, it has collected a number of magical tools to help it protect its treasure. Wrapped around the *starsoul* itself is a *cloak of nondetection* (like an *amulet of proof against detection and location*, but a cloak), keeping divinations from finding the important object. Further, a *gem of forbiddance* has a continual effect that keeps out good creatures as the spell *forbiddance*. Lastly, it has placed an object called an *idol of lust* next to the *starsoul*. The idol is a 6-inch-high figurine of a succubus made of jade. Anyone viewing the idol must make a Will saving throw (DC 19) or desire the idol more than anything else. This cursed item will make anyone under its spell ignore the *starsoul* and any other magic items (affected characters actually will discard all possessions except those that might be protecting them from the cold or that might help them return to their home plane). If the idol affects



multiple characters, they will fight over it unless prevented (not necessarily using lethal force, but doing whatever they must to keep others from possessing it).

Nightshade, nightcrawler: CR 18; Gargantuan undead;

HD 25d12; hp 212; Init +4; Speed 30 feet, burrow 60 feet; AC 35 (−4 size, +29 natural), touch 6, flat-footed 35; BAB +12; Grapple +45; Attack +29 melee (4d6+21/19−20 bite); Full Attack +29 melee (4d6+21/19−20 bite) and +24 melee (2d8+11/19−20 sting plus poison); Space/Reach 20 feet/15 feet (Face/Reach 30×30 feet [coiled]/10 feet); SA Nightshade abilities, improved grab, swallow whole, energy drain, poison, spell-like abilities; SQ Undead, nightshade abilities, tremorsense; AL CE; SV Fort +8, Ref +8, Will +21; Str 45, Dex 10, Con —, Int 20, Wis 20, Cha 18

Skills and Feats: Concentration +32, Diplomacy +6, Hide +16, Knowledge (arcana) +33, Listen +33, Move Silently +28, Search +33, Sense Motive +23, Spellcraft +35, Spot +33,

Survival +5 (+7 following tracks); Blind-Fight, Combat Casting, Great Fortitude, Improved Critical (bite), Improved Critical (sting), Improved Initiative, Iron Will, Power Attack, Quicken Spell-Like Ability (*cone of cold*).

Energy Drain (Su): Living creatures inside a nightcrawler's gizzard gain one negative level each round. Removing a negative level requires a Fortitude save (DC 26). The save DC is Charisma based. For each such negative level bestowed, the nightcrawler gains 5 temporary hit points.

Improved Grab (Ex): To use this ability, a nightcrawler must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

Poison (Ex): Injury, Fortitude save, DC 22, initial and secondary damage 2d6 points of Strength. The save DC is Constitution based.

Spell-Like Abilities: At will—*contagion* (DC 18), *deeper darkness*, *detect magic*, *greater dispel magic*, *haste*, *invisibility*, *see invisibility*, *unholy blight* (DC 18); 3/day—*cone of cold* (DC 19), *confusion* (DC 18), *hold monster* (DC 19); 1/day—*finger of death* (DC 21), *mass hold monster* (DC 23), *plane shift* (DC 21). Caster level 25th. The save DCs are Charisma based.

Summon Undead (Su): A nightcrawler can summon undead creatures once per night: 9–16 shadows, 3–6 greater shadows, or 2–4 dread wraiths. The undead arrive in 1d10 rounds and serve for one hour or until released.

Swallow Whole (Ex): A nightcrawler can try to swallow a grabbed opponent of Huge or smaller size by making a successful grapple check. Once inside, the opponent takes 2d8+12 points of bludgeoning damage plus 12 points of acid damage per round from the nightcrawler's gizzard and is subject to the creature's energy drain. A swallowed creature can cut its way out using a light slashing or piercing weapon to deal 35 points of damage to the gizzard (AC 21). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A nightcrawler's interior can hold 2 Huge, 8 Large, 32 Medium, 128 Small, or 512 Tiny or smaller opponents.

USING AVIDAREL

Avidarel sets a dark, creepy mood. As the PCs first find their way into the cold void, their lights dimmed, the whisper of spectres all around them, they should be frightened. To learn (eventually) that there is a way to bring light and life back to this place of darkness and death should stir the soul of any hero worthy of the title.

Avidarel might just be a plane the PCs need to pass through on their way to someplace else. Although the void is vast, the easily traversable portion of the plane is a only a few miles across. There isn't much here, and it's a dangerous place to linger. It's also a place of secrets. Do fragments of the world that circled the Avidarel sun still float in the darkness? If so, what secrets do they hold? What became of the world's moon? Was it inhabited? These are questions DMs can provide their own answers to, if they wish.

ADVENTURES

Perhaps the most obvious adventure in Avidarel is the sun-drenched star itself—restoring the dead plane to life using the *starsoul* and the memories of starlight. To accomplish this, as an initial hook the PCs probably need to either encounter a memory of starlight, understand the song of remembrance, or hear of the potential path to power that lies in restoring the plane. Either way, they must first dis-

cover the details of the Sunlight Calling in the ruined library of Jasoom III in the Underland (guarded by rakkshasas). Then, they need to use the ritual and, in so doing, learn the location of the *starsoul*. Braving the waking nightmare, they then confront (or simply avoid) the nightcrawler to gain the *starsoul* for themselves—although just damaging the fragile crystalline structure actually would suffice. A difficult adventure, to be sure, and not one to be attempted by characters below 14th level. But it offers great rewards, as successful characters have a hand in shaping the new plane.

The quest to reincarnate the plane is only one potential scenario, however. Many other adventures that have nothing to do with anything so grand (or dangerous) could be set in Avidarel.

STOP THE SMUGGLERS (6TH TO 7TH LEVEL)

Illegal goods of a nefarious nature—dangerous drugs or evil magic items—begin showing up in the PCs' homeland with greater regularity than ever. A little investigation (and perhaps divination) reveals that the wares come from merchants from another plane. The “merchants” are none other than Jodimble and Nera. If the PCs successfully deal with these criminals, they can use Nera's *lucent box* to head directly to the Last Tower to deal with their employer.

GEM HUNT (7TH TO 8TH LEVEL)

Iyuxical, Xorn King of Deluer (see Chapter Five), tired of feeding only on the minerals and ores of his home plane, puts out a call for mercenaries. He wants the characters, if they are willing, to travel to Avidarel to recover some andrecite. Of course, unless the PCs are lucky, this is a fairly long-term undertaking with a lot of searching, all the while braving the cold and the undead that haunt the plane. Successful adventurers probably will ally themselves with the forces of the Last Tower just to have a warm and safe base of operations. Of course, where the lord and lady of the Last Tower are concerned, nothing is truly free. The PCs may need to perform some service for Newst and Estra in exchange for succor in their tower. Such a task might involve leaving Avidarel to bring back some comfort to help them “rough it” in the hostile plane. Estra might also demand that they help her agents on some smuggling-related mission.

Carrigmoor

Times change. Fortune blows good tidings to some and ill winds to others, and every coin that lands heads up has a tail pressed hard to the ground. Ask any old sphere-skipper, and she'll tell you that there were bright lights among the nexii in her day, planar hubs that spilled forth riches every time a doorway opened. And every time she remembers them, she'll remember that one of the brightest was Carrigmoor, the Jeweled City, the place that made every traveler who walked its streets richer. And then she'll heave a sigh. Carrigmoor doesn't shine so bright now, and what pills out of the doorways these days is best avoided. No, a traveler doesn't want to visit Carrigmoor. It's full of thieves and bandits, and if you're lucky, it's only your purse you'll lose.

Carrigmoor is one of the last cities of a destroyed world, existing under a jeweled dome on an asteroid that circles the planet's old core. Once one of the most powerful trading cities of the Countless Worlds, it fell to plague, and its doors closed. Now the elite merchants and old nobles of this corrupt city struggle among themselves for dominance, and they use any tools at their disposal—including poison, mercenaries, slaves, and dark pacts—to scratch out an advantage. Outside the dome, flying ghoullike creatures and outlaws fight for survival against the harsh elements and each other, and miners hack out valuable minerals for the newly reopened portals. It's a place that requires cunning and a quick blade, because the unwary always feed someone's appetite in Carrigmoor.

PHYSICAL DESCRIPTION

Hundreds of years ago, sorcerers and technologists battled for control of a world whose name has been lost to history. Neither side would admit defeat, and both turned to increasingly savage methods to secure their victories. In the end, their struggle tore the planet apart, shattering it into millions of asteroids. Yet some arcane magic or technological marvel surrounded the planet, holding its pieces within a rough orbit of their former center. The core of the planet still burns brightly, casting magma-tinted light and heat through this cosmic sphere. Thus, the sky above the city of Carrigmoor is constantly a dusky, smoggy orange, the color of a boiling sunset. The burning lava below also belches forth its unattractive odors, and the air of the sphere has become polluted with sulfur and acid rain. The air is still breathable, though prolonged exposure to it requires that a visitor make a Fortitude save (DC 14) or suffer 1 point of temporary Constitution damage per hour in the air.

Winds whip around the sphere, sometimes soft, sometimes fierce, bringing with them a stinging hail of fine grit and, occasionally, larger stones. It is a rare storm that brings water, and the water it brings is caustic, causing 1d4 points of acid damage per round of exposure.

Life of a sort does manage to eke out an existence on the planetoids that circle endlessly above the ball of molten earth. Bands of afghùl—leather-winged carrion-eaters (see page 41)—travel from rock to rock, tearing each other apart in battle or falling upon each other when times are lean. They also survive on the meager, stunted plants that occasionally sprout from the near-barren soil, and, of course, on visitors who wander from the safety of Carrigmoor to witness the devastated planet and the magical sphere that contains its remains. Some humans and humanoids have fled from the city—or from enemies made beyond the city—and now hide among the craggy, drifting earthbergs, using breathers (see page 42) to protect themselves from the air. Some of them, it is said, have a huge

price on their heads. Rumor has it that they've built membranous devices to allow them to catch the winds and travel between bergs, and they raid the mining camps sent out from the city. Finally, insect life is common, some of which has grown to enormous size.

Planar Notes

Name: Carrigmoor

Type: Alternate world

Common Conjunction Planes:

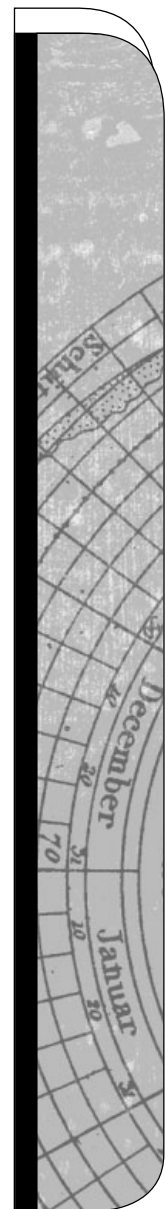
Cryllt—This vast underground complex, a shelter from the devastated world above, is under siege from denizens of the deep reaches of the world.

Emmasaulis—An enormous castle hangs in the sky like a satellite over this pastoral world. Its orbit decays a little more year after year, however, and there's no means of exit for its residents.

Kindapesh—A mountainous land of treacherous slopes and dangerous weather, with rope bridges strung across the chasms that break this land apart.

Lortaan—A loose confederation of tropical city-states run by thaumaturges. The cities face annihilation at the hands of intelligent primates, escapees from the wizards' laboratories.

Toorantis—A calm and wooded land with a peaceful agrarian economy, this world has no clue as to the chaos the Phrengal family of traders is about to bring them (see page 42).



Gravity is specific to each of the floating pieces, but it extends to only a few feet above the ground. Those who leap, fly, or are hurled into the air will continue in that direction. Unless they have some means of changing their trajectory, they'll eventually collide with another earthberg or go screaming into the gravity well of the dead planet's core.

THE CITY OF CARRIGMOOR

Carrigmoor is to be found on one of the larger asteroids (about 30 miles from tip to tip). The city-side is on the relatively flat part of the chunk; the other side is a truly rugged piece of ground. The city is located in a slight depression, which keeps it isolated from the worst effects of the weather. It is called the Jeweled City, so named for the ruby- and emerald-colored dome that protects it from acidic rain and harsh atmosphere. Alloyed struts and intricate arabesques hold the sheets of resistant glass in place, and the smoky orange of the planet's core below throws stomach-upsetting light through the dome. Visitors must make a Fortitude save (DC 13) after spending an hour here or suffer from nausea for 1d10 minutes. Nauseated creatures are unable to attack, cast spells, concentrate on spells, or do anything else requiring attention. The only action a nauseated creature can take is a single move action per turn.

For hauling, riding, and afghúl-hunting outside the dome, the locals use a flightless bird called the istrakh—an omnivorous relative of the ostrich, adapted to breathe both the somewhat sooty air of the city-dome and the acid-filled air outside the town. They are generally filthy, raucous animals, and their leavings litter the streets even in the better neighborhoods. Their cries echo throughout the dome, day and night, mixing with the calls of carters, the pleas of merchants, and the hundred other cacophonies of any trade city.

HISTORY

Carrigmoor was once one of the most renowned trading hubs of a hundred worlds, a place of doorways and portals to almost anywhere in the multiverse. At its height, thaumaturses of the Door Openers' Guild could fine-tune doors to deliver goods and people to particular planes and dimensions. The largest caravans emerged from the outermost streets and wound through the town to stop at last in the central plaza, where they could sell their wares. Some of them used the portals to move on to another, more profitable destination—for a fee, of course. Fortunes were made here, and great families rose with the power of these caravans. It was a bustling trade metropolis, driven by money, power, and the lure of the unknown.

That was before a plague swept through the city, forcing the closure of the doors and rerouting traffic for over 100 years.

No one knows the origin of the plague, though persistent rumors suggest it was the result of one of the now-defunct Great Families and its dealings with a nether power. But no matter who started it, the plague did its damage, ravaging the city's people and turning away its trade to other, more hospitable hubs. When the plague had passed, the trade did not return, and the city began to fall into disrepair. Now the best Doormakers have moved on or forgotten their art, as their portals have become too difficult to change (the rusted controls are harder to fine-tune) and the city has developed into a cesspool of power-hungry tyrants and petty thieves. The merchants who move their wares through the city are either desperate or criminals.

This is Carrigmoor, once-proud jewel of the spheres, now rotting slowly under the weight of corruptions physical, economic, and spiritual.

LOCATIONS OF INTEREST

The city's layout is generally simple. In the center is a huge courtyard that serves as the primary market, where locals converge for their needs. From this courtyard, seven broad streets run outward to seven enormous archways near the edges of the surrounding dome. The areas of the city lie scattered between these avenues, and each portion has evolved into its own smaller city, with wealthier areas in their hearts surrounded by slums. The streets in these areas wind and twist, with houses and shops pressing in close on the cobblestone streets, and the occasional manor house surrounded by tall walls topped with shards of shattered glass to deter intruders. Buildings are constructed mainly of stone; wood must be imported and is a luxury.

THE SEVEN GREAT PORTALS

These seven rusting archways stand on the perimeter of the town, their enormous, exposed cogs inside criss-crossing metal frameworks. The arches, like the avenues they span, are wide enough to fit three double-horse-drawn carts through at a time. A huge keyhole is located at the base of each arch. When the lock is turned, crackling blue lightning fills the entirety of the archway, and the portal activates. The knowledge necessary to tune the portal's cogs to a proper, life-sustaining environment has been lost to time and apathy, and so the seven portals have become more-or-less permanent doorways to seven different worlds. These worlds are left to the DM to develop or select from this book, but remember that they must provide goods, services, or important materials, such as foodstuffs or metals.

Beyond the arches, the avenues extend to the edge of the dome, passing through enormous airlocks into the outer air. The roads die out not far from the edge of Carrigmoor, but



it's clear that at one point, someone thought it might be worthwhile to attempt to colonize the other remnants of the dead world. Whether these would-be colonists ever succeeded is entirely lost to history.

CENTRAL MARKET

The seven avenues converge on the central market, a huge, stone-walled, sunken courtyard in which the city's merchants, great and small, gather daily to show and sell their wares. It's also where the city's pickpockets and other lowlifes come to augment their own fortunes. A central building serves the main moneychanger for the area, determining which foreign coin is valuable and which is worthless, and equipping the merchants for their ventures into the open portals. The vault below is heavily guarded, and for a change in this town, its guards have not yet been successfully bribed.

The market is arranged in rings, with the most important merchants arranged around the moneychanger, and continuing in such a fashion to the wall. This is where the off-world traders who have followed the Carrigmoor caravans

home set up their own stalls—assuming they've paid the 1,000 gp fee for the privilege.

TIRRAGAUNT

This section, in the northern section of town, is the city's second-most settled and calm section. The homes here are larger and better appointed than most. It is also the home of the Door Openers' Guild, and their influence, though much dissipated, keeps the worst of the city out. The money the Guild spends on guards has some effect here, as do the pikes adorned with the heads of would-be thieves marking the main roads into Tirragaunt. The area is mainly residential, though a few businesses have cropped up here and there.

UPSWICH

Across Triumphal Way, south of Tirragaunt, lies Upswich. This area suffers a marked degradation in the standard of living, though not the utter collapse of Traitortown, just to the south. This is definitely a lower-class neighborhood, and the locals are not to be trifled with. Life is hard here, and

pubs are frequent—those who live here have little else to do for entertainment when they return from their backbreaking labor in the slaughterhouses or warehouses. For the most part, the residents are hard workers and relatively honest for this city.

TRAITORTOWN

Traitortown is the slum of Carrigmoor, a place where lives are cheap. It is full of crumbling huts, teeming tenements, narrow streets, and festering alleys. Lepers and beggars line the streets, and squatters protect their hovels with incredible ferocity. The locals are full of hate and empty of hope. Intrepid explorers can find back-alley gladiatorial arenas and animal-fighting pits. Outsiders—especially those who appear to have any money whatsoever—are regarded with suspicion, loathing, and envy. Disappearances and deaths are the norm here.

CITY CENTER

South of the market lies the city's administrative heart, home to the main Barracks of the Sorpic Guard (see page 45), the Justice Hall, and the offices of the bureaucracy. The streets are clean, which is more than can be said for much of the rest of Carrigmoor, though the buildings are becoming dilapidated and unsafe. During the day, the City Center's residents are the financiers and trademasters of the city, the accountants and secretaries and clerks who keep the businesses running and the wealth flowing through the local plutocrats. Many of the buildings have vaults hidden within them, most of which hold treasures of coin, magic, and knowledge. This area is almost entirely deserted at night. The few who populate it in the evening hours drift in from Traitortown or Upswich, and their presence makes the City Center much more dangerous. The bodies of those murdered here are hauled outside for the afghûl to devour.

SACKEND

Sackend, in the southwestern section of town, is the slaughterhouse quarter, where myriad creatures of many worlds are brought to meet their fates. The stench of blood and fear that overhangs the area permeates the clothes of even casual visitors, and those who labor here are never free from it. The streets are wide enough for herds of creatures, and those who work here always go armed to protect themselves from stampedes or escaping victims. Few live in Sackend, and those who do don't do it by choice. Many of the city's warehouses are here as well, warded with spells to keep the smell of death from the goods stored within.

CAVALL

Cavall, home to the wealthy Cavendish family, is the best area in town. Though the city's power is fragmented in many ways, the wealthy live in relative harmony among their manors and brownstones, each of which holds treasures to make the rest of Carrigmoor's residents bleed with envy. Their wars and betrayals play out in the business buildings of the City Center east of here. Much of the politics of the city transpires in the parlors and social clubs of the elite. It is a treacherous nest in Cavall, and visitors are always used as pawns in one scheme or another.

TEMPLE ROW

Crumbling houses of worship where the old gods had their homes fill this district northwest of the market. It seemed that when the plague closed the city, the gods turned their heads away, and their priests were unable to deal with the spreading sickness. In turn, many residents of Carrigmoor drifted away from the gods, and so this area has slipped into ruin. Only a few temples (left to the DM to choose) are still visited by any number of people. The priests here are old and seem more interested in preserving their temples from decay than in proselytizing. The streets are largely deserted, though some of the dilapidated temples have become headquarters for various small groups that move furtively about their business. The silence in this part of town is eerie, even on the holy days of the gods still represented here. Rumor has it that the temples are haunted, or that the gods have set guardians to watch over their still-consecrated homes—invisible killers who strike down infidels and invaders. Of course, these killers might just be the new residents, seeking to preserve their privacy.

INHABITANTS

Despite having been a trade nexus for so many years, Carrigmoor is almost purely populated by humans. There are certainly traces of other species here, mainly plane-touched, but many of them fled or died when the plague struck, and they've had no inclination to return to this festering carcass. Nonhumans who come here attract some attention, mostly unwanted, but there is no overt prejudice against them. Still, they are remarkable, and they'll find it hard to pass unnoticed.

The city's power is divided many ways, from the machinations of the Great Families to the cunning schemes of the lone merchants who ply their trades among the doorways and back streets of Carrigmoor.

The "Inhabitants of Carrigmoor" table on page 42 lists some common creatures of the city and its surroundings.

AFGHÛL**Medium Magical Beast****Hit Dice:** 3d10+3 (19 hp)**Initiative:** +3**Speed:** 30 feet, fly 60 feet (average)**Armor Class:** 16 (+3 Dexterity, +3 natural)**Base Attack/Grapple:** +3/+5**Attack:** Bite +5 melee (1d8+3 plus paralysis)**Full Attack:** Bite +5 melee (1d8+2 plus paralysis) and
2 claws +3 melee (1d4+1 plus paralysis)**Space/Reach:** 5 feet/5 feet

(Face/Reach 5 feet × 5 feet/5 feet)

Special Attacks: Paralysis**Special Qualities:** Darkvision 60 feet, low-light vision,
immune to poison, acid resistance 20**Saves:** Fort +4, Ref +6, Will +3**Abilities:** Str 15, Dex 16, Con 13, Int 8, Wis 14, Cha 12**Skills:** Hide +5, Move Silently +5, Spot +8**Feats:** Multiattack**Environment:** Carrigmoor (outside)**Organization:** Pack (7–12)**Challenge Rating:** 3**Treasure:** Standard**Alignment:** Always chaotic evil**Advancement:** 4–6 HD (Large)**Level Adjustment:** +2

Afghûl are native to the destroyed rocks that surround Carrigmoor. They are leather-skinned humanoids born with enormous batlike wings. They travel in packs, flying from rock to rock in search of sustenance, eating what bits of living matter they can find. Their society, such as it is, is hierarchical, like a lions' pride. The superior members eat first, and the lesser creatures wait their turns, though dominance challenges are frequent. They are omnivorous but



INHABITANTS OF CARRIGMOOR

Creature	Location	CR	Source	Notes
Afghûl	Outside	4	BCD	Page 41
Ankheg	Outside	4	MM	Confined to a few earthbergs
Devils	Traitortown	varies	MM	Very rare; types include hamatulas, osyluths, and barbazu
Gangs	Dome	varies	—	See descriptions above
Giant vermin	Outside	varies	MM	Includes bombardier beetle, fire beetle, wasp, centipede, and scorpion
Human mercenaries	Dome	varies	—	Generally nonthreatening unless paid to be or bored
Human miners	Outside	1	—	Usually attack strangers on sight due to paranoia
Istrakh	Dome/outside	1	MM	Use statistics for light horse

prefer meat, even if it means cannibalism. They are the end-product of an attempt by one of the dead planet's mages to help human life survive the devastation; in the

time since, they have managed to reproduce and evolve as their climate changed.

They are ferocious hunters, but they're not exceptionally smart.

COMBAT

Afghûl rely on speed, surprise, and the sheer weight of numbers to defeat their prey. They swoop from above or swarm from their cave lairs, moving swiftly to overwhelm their victims.

Paralysis (Ex):

Anyone bitten by an afghûl must make a Fortitude save (DC 12) or be paralyzed for 2d6 rounds from the poison in the creature's mouth. The saving throw DC is Constitution based.

Breather

The breather is a nonconscious, magically created symbiote designed for use outside the dome of Carrigmoor. It resembles a spider with two long, razor-tipped tentacles, covered with shiny, jewel-like, porous facets that rise and fall in constant rhythm. When placed on the face of its owner, it slips its legs around its master's head and injects its tentacles into his or her lungs. Though its operation is horrifying to witness, it causes no actual damage to its owner. The tentacles inject a healing agent at the same time that they slice into the skin.

The breather filters out polluted or acrid air, allowing its wearer to breathe normally in environments that might otherwise sicken a person. It lasts for five hours, and then the breather drops off, sated, and cannot be worn again for 24 hours. The symbiote doesn't allow its wearer to breathe underwater or in other elements.

Moderate transmutation; caster level 7th; Craft Wondrous Item, water breathing; Price 7,500 gp

THE GREAT FAMILIES

From the Door Openers' Guild to the Phrengal slave-traders to the drug-peddling Cavendishes and beyond, the Great Families of Carrigmoor struggle openly and covertly for control of the fallen city.

THE DOOR OPENERS' GUILD

The Guild has fallen on hard times since the plague. The sickness appeared to target especially those with the magical knowledge necessary to fine-tune the portals, and thus the Door Openers' Guild suffered greatly. In order to protect their knowledge, they sent their technicians through the portals and never heard from them again. Those who remain in the Guild are the descendants of the Guild's treasurers—who, it should be noted, knew none of the Guild's magic. These people are administrators, clerks, and political beings, not mages. Their position in the city now depends on their ownership of the seven major arches, which they lease to the other families of the city. They play a delicate balancing game between the other local power brokers. Rumor has it that they're building a secret mercenary army through a hidden portal in their manor grounds, and that they're looking for adventuring types to recruit and train their thugs in preparation for upsetting the balance of power in Carrigmoor.

It's odd that the Door Openers' Guild hasn't produced a mage capable of reading the old documents left behind by the original Doormakers. The technical specifications and magical preparations necessary for the long-term upkeep and precise control of the wheels and gears on the seven arches are said to languish in a lockbox deep beneath their house. But they sit unread as their current owners attempt to consolidate and increase the Guild's power.

The leaders of the Guild are ordinary humans. Even Guildmaster Loernzo, the head of the house, is completely unremarkable (3rd-level expert), except for his considerable intelligence and his great wealth.

Their colors are brown and green, and they control the northeastern portion of town.

THE PHRENGALS

The Phrengals run the slave trade of the city. Since they have a steady supply of victims from a wide variety of other



worlds, and since they don't use the archways provided by the Door Openers' Guild, people believe that they must have found another means of travel. This is correct: They have acquired a fiendish patron from the plane known as the Hellwell. Their portal opens from the old church they run in Traitortown, and they beseech their patron to change its destination when the pickings become too slim or when the locals of the places they raid mount an effective defense against their press gangs. In return, the Phrengals sacrifice one in five of their victims to their patron's dark power.

The Phrengals seem to be devolving somehow, becoming more feral, more fiendish, more base. They hold their power because slaves are a useful commodity in this town, and because they defend themselves against would-be challengers with ferocious, blood-thirsty tenacity. The press gangs are comprised of ordinary 3rd-level fighters. Their leaders are priests who fight duels among themselves for the right to marry into the pure blood of the Phrengal family. They are a nest of asps, and anyone who deals with them should be sure to watch their purses, their backs, and their honor. The Phrengals are notorious for luring clients into morally questionable behavior. This isn't unusual activity for Carrigmoor's current natives, but those who visit the city should be warned.

Their colors are black and blood-red. Their stronghold lies in the southeastern section of the city.

High Priest Salendic, male human Clr12 (infernal powers): CR 12; Medium humanoid; HD 12d8+12; hp 81; Init +0; Speed 20 feet; AC 19 (+9 armor), touch 10, flat-footed 19; BAB +9/+4; Grapple +9; Attack +12 melee (1d10+3, critical 19–20/×2, +2 heavy flail); Full Attack +12/+7 melee (1d10+3, critical 19–20/×2, +2 heavy flail); SA Spells; AL LE; SV Fort +9, Ref +6, Will +15; Str 11, Dex 10, Con 13, Int 12, Wis 20, Cha 16

Skills and Feats: Concentration +12, Diplomacy +10, Intimidate +6, Knowledge (arcana) +6, Knowledge (the planes) +7, Spellcraft +12; Combat Reflexes, Diehard, Iron Will, Lightning Reflexes, Martial Weapon Proficiency (heavy flail), Weapon Focus (heavy flail)

Possessions: +2 half-plate, +2 heavy flail, figurine of wondrous power (goat of travail), potion of cure moderate wounds, potion of neutralize poison, 345 gp

Spells (evil, war; 6/8/6/6/5/5/3; save DC 15 + spell level): 0—cure minor wounds (2), light (2), resistance (2); 1st—cure light wounds (2), detect good, divine favor, doom, magic weapon, sanctuary, shield of faith; 2nd—

align weapon, cure moderate wounds, darkness, desecrate, death knell, hold person; 3rd—animate dead, bestow curse, blindness, dispel magic, magic vestment, wind wall; 4th—dimensional anchor, divination, poison, spell immunity, unholy blight; 5th—command (greater), dispel good, slay living (2), symbol of pain; 6th—antilife shell, blade barrier, summon monster VI

Underpriest, male or female human Clr4 (infernial powers):

CR 4; Medium humanoid; HD 4d8+4; hp 22; Init +0; Speed 20 feet; AC 16 (+6 armor), touch 10, flat-footed 16; BAB +3; Grapple +3; Attack +5 melee (1d10, critical 19–20/x2, heavy flail); Attack +5 melee (1d10, critical 19–20/x2, heavy flail); SA Spells; AL LE; SV Fort +5, Ref +1, Will +8; Str 10, Dex 11, Con 12, Int 12, Wis 15, Cha 13

Skills and Feats: Concentration +2, Gather Information +3, Intimidate +3, Knowledge (religion) +8, Spellcraft +4; Iron Will, Martial Weapon Proficiency (heavy flail), Weapon Focus (heavy flail)

Possessions: +1 breastplate, masterwork heavy flail, *potion of levitate, potion of invisibility*, 35 gp

Spells (evil, war; 5/5/4; save DC 12 + spell level): 0—*cure minor wounds, detect magic, light, resistance (2)*; 1st—*cure light wounds (2), divine favor, doom, magic weapon*; 2nd—*darkness, death knell, hold person, spiritual weapon*

CAVENDISH

The members of House Cavendish were royalty on the long-dead world that smolders below Carrigmoor. They were indolent rich, controlling their fortune through wealth, force of arms, and that particular focus that comes to some families with the confluence of too much money and too much time. Now they traffic in mind-enhancing and performance-altering substances, many of which also have the side effect of addiction, sickness, and eventually death. They provide the drugs necessary to keep the Phrengals' slaves subdued and they sell to certain street gangs in the poorer sections of town. The ruthless Cavendishes remain active in the decadence that passes for high society in Carrigmoor.

Lord and Lady Cavendish are in nominal control of the family's business, but they generally allow their ambitious subordinates to take care of the day-to-day matters necessary to keep it afloat. As magicians, their main interest lies in magical research—specifically, in the best ways to gain control of the city's portals. Rumor has it that they are willing to pay handsomely for the documents hidden by the Door Openers' Guild.

Their family colors are gold and scarlet. Their manor house is to the west of the Central Market, and their henchmen pass through the districts to the north and the south without much challenge.

Lord and Lady Cavendish, male and female human Wiz15:

CR 15; Medium humanoid; HD 15d4; hp 42; Init +2; Speed 30 feet; AC 18 (+2 Dex, +2 armor, +4 deflection), touch 16, flat-footed 16; BAB +7/+2; Grapple +7; Attack +8 melee (1d4+1, critical 19–20/x2, +2 dagger); Full Attack +8 melee (1d4+1, critical 19–20/x2, +2 dagger); SA Spells; AL LN; SV Fort +7, Ref +7, Will +11; Str 9, Dex 15, Con 11, Int 18, Wis 14, Cha 14

Skills and Feats: Concentration +14, Decipher Script +14, Gather Information +6, Knowledge (arcana) +22, Knowledge (architecture) +15, Knowledge (local) +17, Knowledge (the planes) +18, Listen +5, Spellcraft +24, Spot +5, Use Magic Device +4; Alertness, Augment Summoning, Craft Magic Arms and Armor, Craft Wand, Craft Wondrous Item, Great Fortitude, Greater Spell Penetration, Heighten Spell, Magical Aptitude, Scribe Scroll, Spell Penetration

Possessions: +2 bracers of armor, +4 ring of protection, wand of fireball (5d6, 10 charges), *dust of disappearance, mask of the skull, +2 dagger*

Spells Prepared (4/5/5/5/4/3/2/1; save DC 14 + spell level):

0—*arcane mark, flare, mending, read magic*; 1st—*hold portal, magic missile (2), shield, unseen servant*; 2nd—*detect thoughts, invisibility, locate object, protection from arrows, shatter*; 3rd—*fireball, fly, haste, lightning bolt*; 4th—*arcane eye, dimensional anchor, polymorph, scrying*; 5th—*break enchantment, mind fog, Mord's faithful hound, symbol of pain*; 6th—*disintegrate, legend lore, mass suggestion*; 7th—*greater arcane sight, mass hold person*; 8th—*summon monster VIII*

Cavendish Spellbook: 0—*arcane mark, detect poison, detect magic, flare, mending, message, open/close, read magic*; 1st—*alarm, comprehend languages, disguise self, hold portal, identify, mage armor, magic missile (2), shield, Ten's floating disk, unseen servant*; 2nd—*arcane lock, detect thoughts, invisibility, knock, locate object, misdirection, obscure object, protection from arrows, shatter, summon monster II*; 3rd—*clairvoyance, dispel magic, explosive runes, fireball, fly, haste, illusory script, lightning bolt, nondetection, ray of exhaustion, secret page*; 4th—*arcane eye, detect scrying, dimensional anchor, lesser geas, locate creature, polymorph, rainbow pattern, remove curse, scrying*; 5th—*break enchantment, dismissal, Leo's secret chest, lesser planar binding, mind fog, Mord's faithful hound, symbol of pain*; 6th—*analyze dweomer, disintegrate, greater dispel magic, guards and wards, legend lore, mass suggestion, Mord's lucubration*; 7th—*banishment, greater arcane sight, greater scrying, mass hold person, summon monster VII*; 8th—*dimensional lock, discern location, greater prying eyes, summon monster VIII*



SORPIC

The Sorpic family allows outsiders to join its ranks (though only after rigorous testing to the Sorpic creed, naturally). They are the justiciars of the town, controlling both the town guard and the judicial system. They are, of course, eminently bribable, from the lowest patrol to the highest adjudicar. They are thus the tools of the other families, who use the Sorpic Guard to punish their enemies, create distractions, and enforce the whims of the wealthy. Sometimes they even dispense actual justice, but only when there's no serious money to be had by going the other way. Of course, the level of money required to escape an offense increases dramatically at each level of the justice system.

The higher-level members of the family tend to be lower-level mages, men and women accustomed to lives of debate and study, not adventure. There are a few exceptions—some Sorpics who have risen through the ranks due to hard work on the streets and healthy donations to the family fund (often obtained through misappropriation of evidence or bribes from other family members apprehended in the course of some heinous crime).

The guards tend to be fighters or thieves, usually of 3rd to 5th level. The family's colors are white and silver, meant to symbolize purity of intent and freedom from corruption. This was laudable a century past, but now it's a joke. Their Hall of

Justice lies in the southern part of town; they maintain watch stations and smaller courtrooms throughout the city.

GANGS

Hope is essentially dead in Carrigmoor. With the city so socially stratified, none from the lower classes can hope to advance except through exceptional cunning or brutality. Thus it is that gangs run rampant in the poorer sections of town. Outsiders who are not familiar with the area or who do not appear tough enough to defend themselves should take special care to avoid wandering into the wrong parts of town. There are a number of sizable gangs, some smaller ones, and some that are collections of otherwise ordinary citizens who have gathered together to protect their neighborhoods, blighted though these homes may be.

The larger gangs are the Sackend Blades to the southwest (blue and black are their colors), the Traitortown Thugs to the southeast (green and grey), the Upswich Choir to the east (brown and orange), and Plaguestop to the northwest (pale yellow). Each of them wears a distinctive outfit or colors, but otherwise they look similar. They vie for power and control of their specific territories, and they have fought a number of vicious gang wars to advance their positions, none of which have accomplished anything lasting. The Great Families use the gangs as proxies in the poor parts of town, hiring them to

disseminate their goods and as cheap mercenaries. Only the leaders of the gangs know this truth, inducted into it as they assume their positions and their silence guaranteed with gifts of wealth and weaponry.

The gangs deal in prostitution, mind-altering substances, and casual murder. Anyone looking for these questionable pleasures and not choosy about the source or the victim can find them in Carrigmoor's slums.

The gang members tend to be 1st-level and 2nd-level fighters, with a smattering of thieves in their number. Their leaders are tougher, generally 6th to 7th level.

THE GUARD

One gang deserves special mention—the Guard. These are the descendants of some of the people whose fortunes plunged with the closing of the gates, but who refused to give in to the squalor and degradation that followed on the footsteps of the plague. They now work in the shadows as a vigilante group, dispensing the justice that the Sorpic Guard denies to the victims of Carrigmoor. The Guard come from all walks of life, meeting in an abandoned warehouse in the slaughterhouse district in the southwestern part of town. They are masked at all times to prevent betrayal; it is said that not one of them knows another's identity. It is due to their efforts that Carrigmoor has even a chance of turning itself around.

They are members of all classes of 4th to 10th level. Their hidden leader is a 12th-level sorcerer.

COVEN-KEEPER

The premier source of magic supplies in Carrigmoor, Coven-Keeper came here in a Phrengal slaving caravan. She won her freedom in the mage-gliadiator halls in the eastern portion of the city, and she now cuts deals with the caravans that come through town for space aboard their wagons, importing herbs, creatures, and certain unspeakable items for magical practitioners. This attractive middle-aged woman wears robes of tattered black; her shop is hung with dried animal parts and herbs of indeterminate origin. She keeps her magical tools and items in the back of the shop, under ensorcelled lock and key. She looks and acts frail, but she is one of the tougher, smarter spellcasters in town. Many who have thought to rob or defraud her have discovered this fact to their chagrin.

Coven-Keeper, female human Wiz11: CR 11; Medium humanoid; HD 11d4+11; hp 33; Init +3; Speed 30 feet; AC 14 (+3 Dex, +1 deflection), touch 14, flat-footed 11; BAB +5; Grapple +4; Attack +4 melee; Full Attack +4 melee; SA Spells; AL N; SV Fort +4, Ref +6, Will +10; Str 8, Dex 17, Con 12, Int 18, Wis 16, Cha 13

Skills and Feats: Bluff +10, Concentration +14, Knowledge (arcana) +17, Knowledge (local) +16, Profession (shopkeeper) +13, Spellcraft +22, Use Magic Device +5; Brew Potion, Craft Wondrous Item, Forge Ring, Lightning Reflexes, Magical Aptitude, Scribe Scroll, Skill Focus (Bluff), Spell Penetration

Possessions: +1 ring of protection, +2 gauntlets of dexterity, rope of entanglement, eyes of doom

Spells Prepared (4/5/5/5/4/2/1; save DC 14 + spell level):

0—acid splash, daze, detect magic, flare; 1st—expeditious retreat, mage armor, magic missile (2), shield; 2nd—alter self, arcane lock, obscure object, summon swarm, web; 3rd—dispel magic, lightning bolt, suggestion, vampiric touch; 4th—confusion, fire shield, stonesskin, wall of ice; 5th—cone of cold, dismissal; 6th—repulsion

Coven-Keeper's Spellbook: 0—acid splash, daze, detect magic, detect poison, flare, mage hand, open/close, resistance; 1st—alarm, expeditious retreat, hold portal, mage armor, magic missile (2), magic weapon, shield, shocking grasp, sleep, true strike, unseen servant; 2nd—alter self, arcane lock, Mel's acid arrow, obscure object, rope trick, summon swarm, web; 3rd—dispel magic, fireball, haste, lightning bolt, protection from energy, secret page, stinking cloud, suggestion, vampiric touch, wind wall; 4th—confusion, contagion, fire shield, fire trap, phantasmal killer, remove curse, stonesskin, wall of ice; 5th—cone of cold, dismissal, dominate person, magic jar; 6th—acid fog, Otil's freezing sphere, repulsion

EMMASON KORVUS

A few independent caravan masters still base themselves out of the city, and some of them do quite well for themselves—mainly because they know the right palms to grease. One of the best is Emmason Korvus, one of the city's native sons. He has cut deals with each of the Great Families, both supplying and being supplied by them. He leads many of his caravans personally and is always looking for skilled folk to help guard his wares or manage dangerous affairs that he can't see to personally. He rose up from the slums in the west part of the city, making his way without the benefit of the established gangs.

By keeping his head down and his operations subtle, he managed to avoid their notice until he was too big for them to tackle. He is a quiet man of slim build and sharp features, with a reputation for a volcanic temper that explodes at a moment's notice, which he employs to careful effect. He also has a reputation for seeking out danger, especially when there's a profit to be had in it. He is a handy fighter, and he keeps a number of weapons secreted about his person.

Emmason Korvus, male Ftr12: CR 12; Medium humanoid;

HD 12d10+12; hp 95; Init +2; Speed 20 feet; AC 22 (+1 Dex, +11 armor), touch 12, flat-footed 20; BAB +12/+7/+2; Grapple +15; Attack +19 melee (2d6+10, critical 19–20/×2, +2 *greatsword*); Full Attack +19/+14/+9 melee (2d6+10, critical 19–20/×2, +2 *greatsword*); AL CG; SV Fort +9, Ref +6, Will +7; Str 17, Dex 15, Con 12, Int 15, Wis 16, Cha 15

Skills and Feats: Climb +13, Handle Animal +17, Intimidate +10, Ride +13, Use Rope +9; Combat Reflexes, Great Fortitude, Greater Weapon Focus (*greatsword*), Greater Weapon Specialization (*greatsword*), Quick Draw, Weapon Focus (*greatsword*), Weapon Specialization (*greatsword*)

Possessions: +2 *greatsword*, +3 *full plate*, *beads of force* (5), *boots of striding and springing*, *hat of disguise*

USING CARRIGMOOR

Carrigmoor is full of adventure opportunities for the player characters. The politics of the city—whether it be the scheming between the Great Families or the more base maneuvering between the various street gangs—can entice anyone who travels through. There is strange magic to be found here, and great wealth as well.

The party can become involved with the Guard in pursuing a murderer who has fled through one of the constantly open portals that lead to this city, or the group can attempt to rescue friends who have been enslaved by the Phrengals. As a mini-nexus, Carrigmoor can also open the way to any number of other planes. You can choose to make the city a place for hack-and-slash adventures as the gangs attempt to take the PCs' lives. It can be a place of stealth and recovery, as the player characters take on retrieval jobs from one Great Family or another, each seeking valuables and secrets from the other houses. It can be a place for priests of any gods to convert the unbelievers, do good works, or promote the worship of a particular deity. You also can base recurring villains here, as Carrigmoor has no shortage of ambitious ne'er-do-wells who travel across the Countless Worlds.

ADVENTURES

The scenarios described below combine action and intrigue. The PCs have a chance to help restore the Door Openers' Guild to power and are tricked into fighting a horde of aghûl to make a rich caravan leader even richer.

KORVUS' HUNT (5TH TO 7TH LEVEL)

Emmason Korvus has returned from a poor caravan run, and he is looking for a way to relieve his anger. He's gathering a hunting party of retainers, handlers, and others who might be interested in hunting the aghûl outside the city, and it's an open invitation. The party can fall into any one

of these three categories to take part in the adventure. Korvus is looking for about 15 people total, and he'll outfit the group with istrakh and two breathers apiece (to be returned at the close of the expedition); the pay for henchmen is 1,000 gold each.

Once away from the city, Korvus reveals his plan. He claims to have heard that the Openers left a portal in the mountains outside Carrigmoor, and he wants to see if it has potential for one of his caravans. But the real truth is that his spies have discovered that the Cavendishes secreted a large store of their stock in an old aghûl lair, and Korvus wants to steal it and sell it offworld. It turns out that the Cavendishes have discovered a substance that pacifies the monsters, and the lair is still active. The 20 aghûl inside act as guards for the Cavendishes, and they'll fight desperately to protect the stash. Farther inside the cave lies the aghûl king, a bloated old thing, protected by 10 more aghûl and an array of traps. If the party chooses to raid the stash and kill the king, they earn the enmity of both the Cavendishes and the aghûl. Indeed, if the king dies, the aghûl will come to take their vengeance on the city, a thing unheard of in all its centuries.

THE LAST OPENER (8TH TO 10TH LEVEL)

A half-elf named Tanzic Vile has returned to Carrigmoor from a century-long absence. One of the famed Door Openers (male half-elf wizard, 11th level), he has at last found a way to return to his city from the exile imposed on him by the plague. He approaches the party to obtain the PCs' services as bodyguards. He doesn't know what the past century has wrought on his beloved city, and he wants to be sure he'll be in no danger, as his spells are mainly defensive or divinatory.

When the party arrives in the city, Vile is horrified and insists on visiting the Door Openers' Guild to discover how the city has degraded so. When the party arrives at the Guildhouse, the guards attempt to take Vile prisoner. If they succeed, the party must rescue him if it is to recover the rest of the gold Vile promised them. Should the PCs manage to defend Vile from the guards, he asks for their help in restoring the Guild. That means recovering the ancient documents hidden in the magically sealed vaults.

If Vile recovers these documents, he tries to retune one of the doorways to the plane where he spent his exile, a place of powerful warriors and mages for the cause of good, in order to cleanse the city. If not, Vile begins a guerrilla war on the Great Families until he can mount an effective assault on their power. The party will be instrumental in this effort.

Curnorost, Realm of Dead Angels

"Even the angels die. But where is their heaven? Where is their hell?"

—Nellia Harvestlong, poet

Curnorost is a relatively small plane where angelic spirits go when they die. It is a place of gloom and sadness, but it holds many strange treasures, for unlike mortals, angels carry not only secrets but belongings with them when they die. While travelers cannot truly reach the spot where the angels spend eternity, they can visit nearby areas, which are strange indeed.

THE NATURE OF CURNOROST

In aeons long past, when celestials filled the heavens and the beating of angel wings was a familiar sound to most beings, the first spark of deadly violence sprang to life amid the beatific hosts. Blood spattered upon the silver streets of a city of golden palaces. Worse still, it was not the act of a craven devil or rampaging demon that spilled angelic blood, but the piercing of heavenly flesh by celestial steel. One

brother angel betrayed another, and vengeance, jealousy, and rage were all given birth in that heaven with one momentary act of violence and passion. Two angels fought and died at the ends of each others' holy blades—one betrayer and the other betrayed.

That day, the spirits of these two slain beings found no purchase in their heavenly realm and were cast out in the same way that a mortal's soul leaves its own terrestrial world when its time has come. But no one had prepared a place for the spirit of an angel. No eternal rest, reward, or even punishment awaited them. These two celestial wraiths, Faleral the Betrayer and Nephelicent the

Betrayed, were forced to do what no dead spirit has ever done before or since. They created their own afterworld.

Thus Curnorost was born.

Curnorost lies sequestered from most mortal worlds, separated from them by the heavenly realms. It also lies beyond the bounds of the Ethereal Sea, and no known path through the Underland leads to it. Most of the time, a planar traveler wishing to reach Curnorost must pass through a heavenly plane to do so. But this is no silvered land of milk and rose petals. Curnorost owes its existence to the anger of Faleral and the sorrow of Nephelicent. It is a dark place of brooding, weeping, and regret. Celestials never like to speak of Curnorost, and they do their best not to even think about what it holds for them.

Death offers an angel only torment and sadness—an unfair end, but not an inevitable one, thanks to their immortality. In fact, the dire nature of Curnorost makes the bravery of angels who risk death all the more poignant.

When the soul of a slain angel appears in Curnorost, it arrives in a land called the Inner Reaches. It has no corporeal form, although it carries with it any belongings it carried when it died. If it drops any of these treasures, they instantly become corporeal, and the angel can no longer interact with them. The spirit cannot use any of its abilities (magical or otherwise) and cannot interact with corporeal objects or creatures. The angel can travel about Curnorost, but eventually it feels an ever-stronger compulsion to head toward the distant peaks called the Mountains of Eternal Grief. The number of angelic spirits floating about the Inner Reaches at any given time is relatively small for, in truth, angels rarely die. Curnorost is so ancient, however, that it nevertheless holds signs of uncounted billions of angels having passed through the realm over the aeons.

Visitors to Curnorost find it a dry, desolate place. Gray clouds hang motionless in the air, obscuring the sun (if indeed there is a sun here). There is no noticeable difference between night and day. The cold air feels like needles against one's skin. The land is relatively flat, although dark mountains appear on the horizon in all directions. However, no matter how long one travels across the barren landscape, the mountains never grow any closer. (Only dead angels can reach them, and once they do, they never return.)

Constants like gravity, air, and magic suffer no change or distortion in Curnorost—planar travelers will not find these elements challenging. Orientation is strange, in that the

Planar Notes

Name: Curnorost

Type: Alternate world

Common Conjunction Planes:

Colaris—A heavenly realm where angels sing a song of creation, slowly giving birth to their own god.

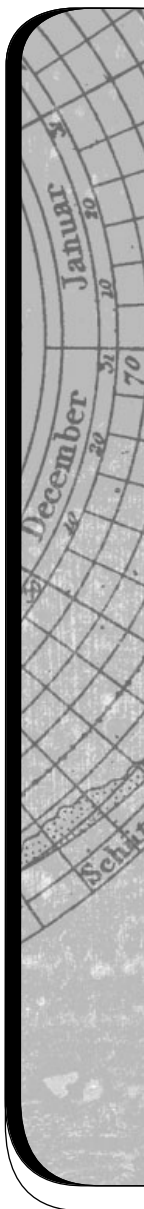
Dedic—As part of a study of morality, titanic angels split all visitors into good halves and evil halves that exist independently but remain psychically linked. Each pair must petition the angels to be rejoined before they can leave the plane.

The Indigo Isles—A series of idyllic islands located in a glistening sea and populated by lammasus, celestial eagles, and dolphins with feathered wings.

Justiral—A rigid plane of celestial hosts organized into militarylike regiments. The angels sometimes hire themselves out as mercenary companies to deserving allies.

The Nexus—A transdimensional crossroads filled with doorways (see Chapter One: The Countless Worlds).

The Silver Sea—Angels on ships of glass with sails of smoke ply a sea of silver holy water in this heavenly plane.



Mountains of Eternal Grief lie in every direction but one can never travel toward them and hope to reach them. For the purposes of the planar traveler to Curnorost, from the Inner Reaches one can travel only to the Field of Broken Avengers or to the Garden of Affliction and the Citadel of Reminiscence.

INHABITANTS

The plane of Curnorost has given many creatures life, usually spawned from the gloom and lingering grief of the place. These creatures, collectively known as “hatebeasts,” live only to capture and punish errant angelic ghosts. Of course, they are eager to attack and torment living visitors as well. They include manticores, gargoyles, harpies, and worse creatures. Each hatebeast can interact with and attack incorporeal creatures as if they were corporeal, but the angelic ghosts remain helpless to fight back.

Of course, a place such as this, while devoid of all but the rarest living angelic visitors, sometimes sees a traveler from an infernal realm. Demons and devils occasionally come to Curnorost on errands of their own—often to steal the treasures of the place or just to see it for themselves.

REPHIDIX, EATER OF ANGELS

Gargantuan Outsider (Evil)

Hit Dice: 18d8+144 (225 hp)

Initiative: +4

Speed: 30 feet

AC: 35 (−4 size, +4 Dexterity, +25 natural), touch 10, flat-footed 31

Base Attack/Grapple: +18/+44

Attack: Claw +29 melee (2d8+14+2d6 acid)

Full Attack: 2 claws +29 melee (2d8+14+2d6 acid), bite +26 melee (3d8+7+3d6 acid)

Space/Reach: 20 feet/20 feet
(Face/Reach: 15 feet by 15 feet/20 feet)

Special Attacks: Spell-like abilities, aura of debilitation, improved grab, swallow spirit, swallow whole

Special Qualities: DR 15/holy (or 20/+4), SR 30, fast healing 10, immunities, darkvision 60 feet, acidic flesh

Saves: Fort +19, Ref +17, Will +13

Abilities: Str 38, Dex 18, Con 27, Int 12, Wis 11, Cha 13

Skills: Concentration +29, Intimidate +22, Knowledge (arcana) +22, Knowledge (local) +22, Knowledge (the planes) +22, Knowledge (religion) +22, Listen +23, Search +22, Spot +23

Feats: Awareness, Cleave, Iron Will, Lightning Reflexes, Multiattack, Power Attack, Weapon Focus (claw)

Environment: Curnorost (or any)

Organization: Solitary

Alignment: Neutral evil

Challenge Rating: 18

Treasure: Triple standard

Advancement: N/A

Level Adjustment: —

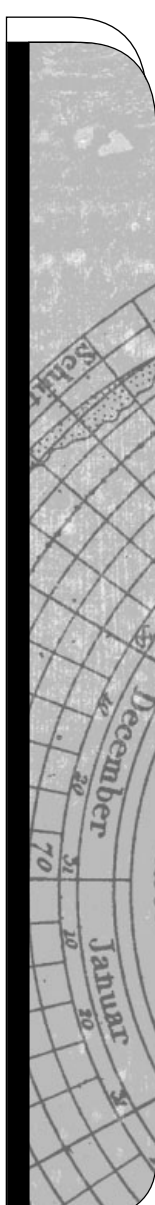
Rephidix is a singular being that wanders Curnorost, often scouring the Field of Broken Avengers or the Inner Reaches for lost angelic souls to devour. Born on a hellish plane, the result of some demonic seed implanted into the dying body of a tortured angel, Rephidix grew quickly, feasting on the remains of its host. It wandered the planes, an emaciated creature of ill temper and dark hungers, seeking more celestial flesh upon which to feed. Driven out of a heavenly plane it had hoped to make its hunting grounds, Rephidix found itself in Curnorost, where it discovered that the spirits of dead angels are almost as savory as the flesh of living ones. It has grown fat in Curnorost, often lying in a pit that it digs for itself, waiting for its quarry to flutter by on its way to the Mountains of Eternal Grief.

The immortal souls devoured by Rephidix spend their eternity within its befouled essence, trapped among the fetid

INHABITANTS OF CURNOROST

Creature	CR	Source	Notes
Angelic ghost	N/A	MM	<i>Anger of Angels</i> can also be used as a source
Blade troll*	7	LoD	Only in the Field of Broken Avengers
Gargoyle*	4	MM	—
Harpy*	4	MM	—
Hieractosphinx*	5	MM	—
Manticore*	5	MM	—
Monstrous spider, huge*	5	MM	—
Monstrous spider, large*	3	MM	—
Monstrous spider, medium*	1	MM	—
Nightwalker	16	MM	Only in the Field of Broken Avengers
Otyugh	4	MM	Only in the Garden of Afflictions
Rephidix	18	BCD	Page 49
Snake, giant constrictor*	5	MM	—
Snake, large viper*	2	MM	—

* Hatebeast; see “Inhabitants,” above.





fibers of its loathsome soul. Slain angels find this fate even worse than the sorrow of the Mountains of Eternal Grief.

Rephidix is a seething creature of bile and acidic spews. Ventlike pustules cover its fat, bloated body, spurting out green caustic excretions that cover its flesh in sticky globs. Thus, Rephidix also burns anything it touches—or that touches it. Surrounding Rephidix's sickly yellow form is a greenish haze of acidic vapor mixed with demonic energies. Large, glistening eyes filled with hate stare out from its wide, misshapen head above its grisly cavern of a mouth.

COMBAT

For all its fat and bursting pustules, Rephidix's reflexes are quick and its claws surprisingly nimble. It harbors no elaborate strategies—it simply grabs its prey and attempts to eat it. If angels are present, even the spirits of dead angels, it attacks and devours them first.

Improved Grab (Ex): If Rephidix hits an opponent with its claw attack, it may initiate a grapple as a free action that does not provoke an attack of opportunity. If it successfully grabs a foe, it can make an immediate bite attack.

Swallow Whole (Ex): If Rephidix hits with its bite attack, it can try to swallow a Huge or smaller opponent. It must

make a successful grapple check to force an opponent down its gullet. Once inside, the opponent takes $2d8+2$ points of damage as digestive fluids and acids eat away at it. A swallowed creature can cut its way out using a light slashing or piercing weapon to deal 30 points of damage to Rephidix's gizzard (AC 10). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. Rephidix's interior can hold 1 Huge, 2 Large, 8 Medium, 32 Small, 128 Tiny, or 512 Diminutive smaller opponents.

Aura of Debilitation (Su): All within 30 feet of Rephidix must make a Fortitude saving throw (DC 27) or become debilitated, suffering the effects of nausea as well as 1 point of temporary Strength damage each round. Nauseated creatures cannot attack, cast spells, concentrate on spells, or do anything else requiring attention. The only action such a character can take is a single move action per turn, plus free actions (except for casting quickened spells). The debilitation lasts for as long as the creature remains within the aura. If a creature succeeds at its save, it remains immune to the debilitation as long as it is in the aura. Exiting the aura and re-entering it requires the creature to make a new save. The save DC is Constitution based.

Swallow Spirit (Su): Rephidix's claw and bite attacks ignore the miss chance to strike incorporeal beings and are magical weapons for the purpose of striking them. Further, if Rephidix bites an incorporeal being, the victim must make an immediate Will saving throw (DC 20) or be consumed forever. The save DC is Charisma based.

Acidic Flesh (Ex): Creatures that strike Rephidix in combat automatically sustain 2d6 points of acid damage per strike. If the creature strikes with a natural weapon, the creature suffers the damage. If it strikes with a weapon, the weapon takes the damage.

Immunities (Ex): Rephidix is immune to fire and acid. It has cold, electricity, and sonic resistance 20.

Spell-Like Abilities: At will—*desecrate*, *see invisibility*; 3/day—*magic missile*, *telekinesis*, *unhallow*, *unholy blight*; 1/day—*forcecage*, *greater teleport*, *wall of force*. Caster level 18th. Saving throw DC 11 + spell level. Save DCs are Charisma based.

THE INNER REACHES

Most of the portals and entry points into Curnorost, for either dead angelic spirits or planar travelers, lie within the vast region known only as the Inner Reaches. The Inner Reaches are dry, barren wastelands with strange rock formations that occasionally take the rough forms of huge holy symbols. These symbols grow more distinct as more angels cross over the Inner Reaches, influencing the lands with their quasi-divine natures. The Inner Reaches lie between the Field of Broken Avengers and the Garden of Affliction (see map, page 53).

Small bands of nomads dwell in the Inner Reaches. Varying races comprise these bands, from humans, elves, halflings, and dwarves to githyanki or githzerai, bariaurs, tieflings, aasimars, and other planar beings. These bands subsist on hunting and gathering (even raiding each other), but their real purpose involves the spirits of the angels that pass by on their way to the Mountains of Eternal Grief. As the spirits attempt to reach their afterlife, the nomads try to communicate with them. Sometimes they offer to help complete an undone task for the angel in exchange for information or treasure it possessed while alive. Sometimes they seek to trick a disoriented, newly dead angel into giving away these things for free. These tricks can involve capturing and coercing weak angels. The nomads are almost always neutral or evil in alignment.

THE LAUGHLESS

One group of nomads traveling through the Inner Reaches calls itself the Laughless. These hard, tough scavengers aren't outright evil, but their appearance and demeanor can make it seem so. They cover their clothing and armor with pieces of sundered weapons found in the Field of Broken Avengers. The bits are woven into material or hung by short threads. This has no effect on the nomads' Armor Class, but it gives them a distinctive and off-putting appearance. True

to their name, the Laughless maintain a grim bearing and speak only when absolutely necessary. The group uses hand signals and a surprisingly complex system of whistles to communicate simple ideas to one another. When they do speak, they prefer to use a slang-filled debasement of Celestial.

None of the Laughless are natives of Curnorost, of course, but hail from extraplanar homes scattered throughout the Countless Worlds. They allow only humans, elves, half-elves, halflings, and tieflings into their band.

The leader of the Laughless is an elf named Ielenia. Once attractive, Ielenia lost an eye in a fight with githyanki. The battle left her as bitter and scarred as the plane on which she lives. She hates angels for the beauty and joy they represent and holds no pity for them as they make their way to their afterlife here. Still, she inflicts no cruelty herself if she can help it. She keeps the Laughless from resorting to the evil tactics that some of the nomadic scavengers use—the Laughless do not capture or coerce angel ghosts. Instead, they trick dead angels into telling them a secret that they can then use as currency elsewhere. They also spend a great deal of time searching through the Field of Broken Avengers (see next page), which means that they have developed a good system for watching out for nightwalkers and fleeing quickly when they need to.

The Laughless know of a hidden planar doorway in the Inner Reaches that leads into the Nexus, through which they travel to sell their ill-gotten secrets or scavenged treasure.

Ielenia speaks Celestial and Elven in addition to Common. The others of her band speak Celestial and Common only.

Ielenia, female elf Rog5: CR 5; Medium humanoid; HD 5d6–5;

hp 19; Init +4; Speed 30 feet; AC 17 (+4 Dex, +3 armor), touch 14, flat-footed 13; BAB +3; Grapple +3; Attack +4 melee (1d4+1, critical 19–20/x2, dagger), or +7 ranged (1d4+1, critical 19–20/x2, dagger); Full Attack +4 melee (1d4+1, critical 19–20/x2, dagger), or +7 ranged (1d4+1, critical 19–20/x2, dagger); SA +3d6 sneak attack; SQ Evasion, elf qualities; AL N; SV Fort +0, Ref +8, Will +2; Str 10, Dex 18, Con 9, Int 12, Wis 12, Cha 10

Skills and Feats: Appraise +8, Balance +12, Climb +3, Disable Device +6, Escape Artist +11, Hide +5, Listen +9, Move Silently +10, Open Lock +11, Search +9, Sense Motive +9, Spellcraft +3, Spot +3, Use Magic Device +10; Deceitful, Magical Aptitude

Possessions: Masterwork studded leather armor, +1 daggers (2), daggers (8), *potion of heroism*, 43 gp

Typical Laughless Nomad, male or female human War3: CR 2;

Medium humanoid; HD 3d8+6; hp 28; Init +2 (+2 Dex); Speed 30 feet; AC 17 (+2 Dex, +3 armor, +2 shield), touch 12, flat-footed 15; BAB +3; Grapple +6; Attack +7 melee

(1d8+5, critical 20/×3, battleaxe), or +5 ranged (1d8+3, critical 20/×3, longbow); Full Attack +7 melee (1d8+5, critical 20/×3, battleaxe), or +5 ranged (1d8+3, critical 20/×3, longbow); AL N; SV Fort +7, Ref +3, Will +0; Str 16, Dex 14, Con 15, Int 12, Wis 9, Cha 12

Skills and Feats: Climb +7, Craft (armorsmithing) +2, Craft (leatherworking) +3, Hide +4, Jump +7, Move Silently +4, Spot +1; Blind-Fight, Great Fortitude, Stealthy

Possessions: Masterwork studded leather armor, masterwork heavy shield, +1 *battleaxe*, composite longbow (Strength +3), arrows (12), 15 gp

THE FIELD OF BROKEN AVENGERS

Also known as the Field of Sundered Steel, this flat, rocky plain boasts no plant life and few terrain features. The vast expanse is covered in broken weapons, discarded by the angels who are sent to their everlasting afterlife here. As the angelic spirits drift on to the Mountains of Eternal Grief, they cast off their weapons, knowing they will be of no use to them there. The weapons lay upon the ground like sediment between 1 and 2 feet deep. The weapons at the top are in the best condition, while one can dig down into the layer of deposited weapons to find the broken ones. At the bottom, the weapons have been ground into tiny bits of steel, with the occasional piece of wood or leather. Below the layer is coarse sand, which some claim to be fragments of unimaginably ancient weapons ground down even further.

Since angels frequently use magical weapons, the field radiates a continuous aura of strong magic. Sometimes, one can find a weapon here that is intact, or mostly so. Searching consists of making a painstaking Search check (DC 30—no “Take 20” allowed). This takes eight hours, and only one check per day is allowed. Unless searchers take proper precautions (such as wearing iron gauntlets), sifting through the jagged weapons causes them each 1d6 points of damage per hour of searching. For each successful check, the DM should roll on the first table at right to determine what the searcher found.

The nomads who live in the Inner Reaches sometimes venture into the Field of Broken Avengers to scavenge, but most do so only rarely due to the dangers of the area. Searching amid the broken weapons is likely to draw one of the other inhabitants of the fields—a nightwalker—to the searcher. These creatures haunt this land to find weapons to destroy, so that they can never again be used against them or other creatures of evil. They are agents of some of the darker powers of the Countless Worlds: purveyors of evil, powerful lich lords, sinister gods, or archfiends.

For each hour spent searching, the searcher has a 10 percent chance of attracting the attention of a nightwalker.

FIELD OF BROKEN AVENGERS FINDS

d% Roll	Result
01–50	Nothing
51–57	Normal masterwork heavy mace
58–62	Normal masterwork longsword
63–65	Normal masterwork greatsword
66–68	Normal masterwork longbow
69–70	Normal masterwork scimitar
71–77	+1 <i>heavy mace</i>
79–82	+1 <i>longsword</i>
83–85	+1 <i>greatsword</i>
86–88	+1 <i>longbow</i>
89	+1 <i>cold iron greatsword</i>
90	+2 <i>heavy mace</i>
91	+2 <i>longsword</i>
92	+2 <i>greatsword</i>
93	+2 <i>longbow</i>
94	+1 <i>holy heavy mace</i>
95	+1 <i>holy longsword</i>
96	+1 <i>holy greatsword</i>
97	+1 <i>holy longbow</i>
98	+1 <i>holy scimitar</i>
99	+1 <i>mace of disruption</i>
00	Special (see below)

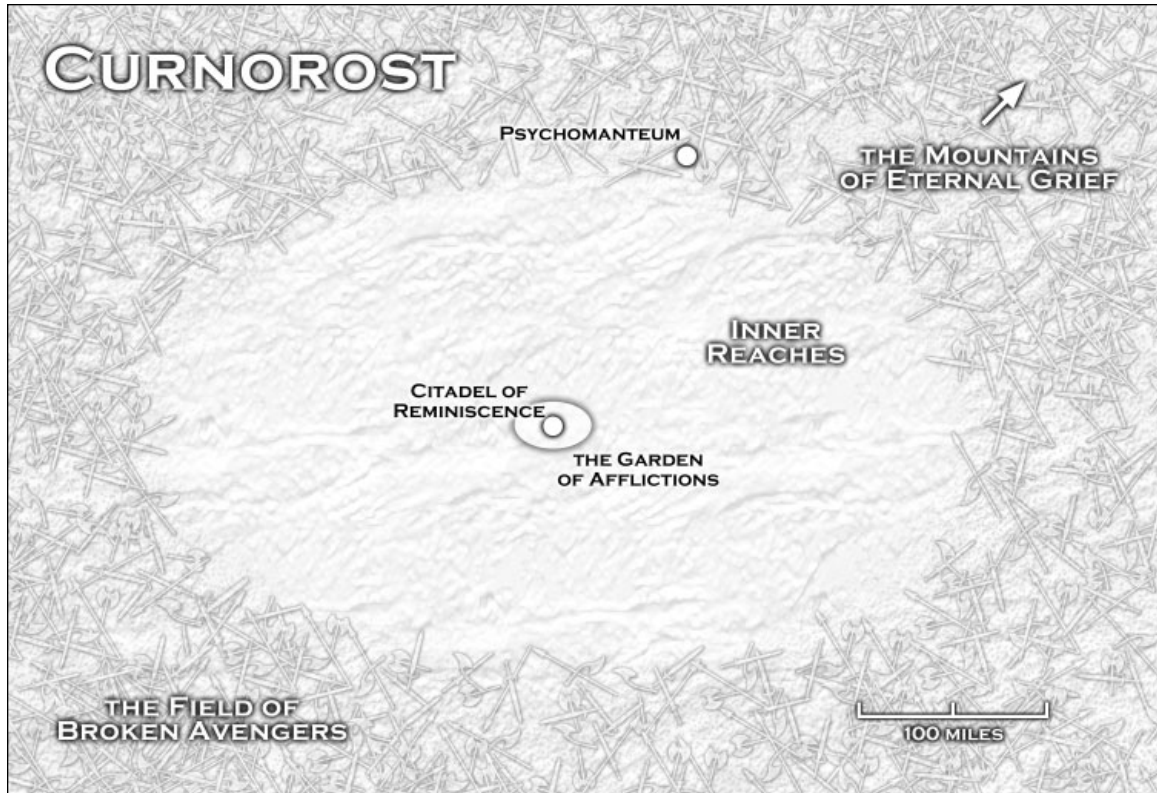
SPECIAL WEAPONS

d% Roll	Result
01–20	+2 <i>cold iron heavy mace</i>
21–40	+2 <i>cold iron longsword</i>
41–50	+2 <i>silver heavy mace</i>
51–60	+2 <i>silver longsword</i>
61–65	+1 <i>cold iron holy longsword of disruption</i>
66–70	+2 <i>silver evil outsider bane heavy mace</i>
71–75	+2 <i>cold iron heavy mace of disruption</i>
76–80	+2 <i>composite longbow</i> (+5 Strength bonus)
81–85	+3 <i>greatsword</i> (size Large)
86–90	+3 <i>heavy mace of disruption</i>
91–94	<i>Sun blade</i>
95–97	+4 <i>holy greatsword</i>
98–99	<i>Holy avenger</i>
00	+5 <i>dancing greatsword</i> (size Large)

THE PSYCHOMANTEUM

Located within the Field of Broken Avengers, the Psychomanteum is a huge fortress made of what appears to be fused bones. The fortress walls are 90 feet high and 20 feet thick, as hard as steel. There is only one gate, which is always locked (Open Lock, DC 30). Within these walls lies a keep that is nothing but an empty shell surrounding a circular pool 70 feet across and 100 feet deep.

If a character stands at the edge of the pool and calls upon the name of a dead angel, the angel will appear below



the surface of the water and answer 10 yes or no questions to the best of its ability. Most angels never lie, but calling upon the spirit of a fallen angel brings its own risks. Once the angel is finished, or even if the questioner leaves before the 10 questions are asked, the angel gives a mournful howl of anguish that permanently drains all within the Psychomanteum of 2d6 points of Constitution and Wisdom, plus 1 point for every angel called upon in this way in the previous seven days (usually, this number is not known to visitors to the fortress). Then the angel disappears. Deaf creatures are not affected by the howl, but neither can they hear the answers to the questions.

The Psychomanteum was created in ages past by a mortal sorceress named Temai'e, who wished to communicate with her dead angel lover. She used it only once, however, for she could not bear to witness her beloved's suffering and grief. Temai'e left Curnorost and was never seen again.

THE GARDEN OF AFFLICTIONS

At the center of Curnorost lies a vast garden. Rather than beautiful plants and lovely flowers, however, disease and pestilence grow in this garden. It is known as the Garden of Afflictions.

To the untrained eye—particularly from a distance—the garden looks like any other. What appear to be trees, bushes, vines, and other plants flourish here. These growths are not plants, however, but manifestations of disease. A close examination (Search check, DC 18, or Knowledge [nature] check, DC 10) shows the plants to be covered in black bruises, yellow boils, oozing pustules, and sores of all kinds. If touched,

the “plants” flake off matter that seems more like dead, dried human skin than anything that would normally grow on a plant. And then there is the smell. The whole garden reeks of decay, rot, and death. The ground in which the pestilence grows is a substance known as disease loam. It is soil saturated with hatred, regret, grief, and loss. Touching, even briefly, any of the “plants” in this garden requires that a creature make a Fortitude saving throw (DC 20). Failure results in the immediate onset of a random disease.

Above this hideous garden, a monolithic figure like that of a gigantic winged titan gazes down upon the land. This huge stone angel rises 300 feet above the garden of pestilence, tears of dark blood falling from her eyes, fostering the death that grows at her feet. The statue was crafted by Nephelient long ago. The blood is the amassed pain and suffering of the dead angels in the far-off Mountains of Eternal Grief.

Disease Poisons

Someone who makes a Knowledge (nature) or Craft (alchemy) check, DC 20, can safely take scrapings or fluids from the diseases in the Garden of Afflictions and make a blade or ingested poison that functions exactly as a disease with an immediate onset (incubation) time. These poisons are particularly nasty because of their long-lasting effects. Neutralize poison or remove disease takes care of these threats.

Some prices for poisons of common diseases (found in Chapter Eight: Glossary of the DMG) include:

- *Blinding Sickness: 250 gp*
- *Cackle Fever: 300 gp*
- *Filth Fever: 500 gp*
- *Mindfire: 180 gp*
- *Red Ache: 300 gp*
- *Slimy Doom: 900 gp*

The Garden of Afflictions is tended by otyughs with greater than normal intelligence and a total immunity to disease. The blood of the titanic angel and their own neverending supply of vile wastes and secretions nourish the garden. The otyughs ignore intruders in the garden unless they appear to be a danger to the growing manifestations of disease.

Paths wide enough to keep Medium and smaller creatures from touching any of the diseases wind throughout the miles and miles of the garden. Creatures who leave these paths, or creatures larger than Medium, touch a growing disease each round they spend within the confines of the Garden of Afflictions.

THE CITADEL OF REMINISCENCE

Within the Garden of Afflictions stands a magnificent palace of crystal—or is it ice? This vast structure looks like it should be the centerpiece of a celestial realm rather than hidden away here, surrounded by a garden of pestilence. The Citadel of Reminiscence lies at the center of Curnorost and holds the memories of all the slain angels that have passed into the plane. Although it is huge, creatures traveling through the Garden of Afflictions never see it until they are almost upon it. To find it, one must already know the way or wander at length.

The magic of the citadel copies, freezes, and stores the memories of all dead angels that pass into Curnorost. The angels themselves do not lose the memories, but once they head off to the Mountains of Eternal Grief, they will never again have the opportunity to share them with another living being (except, in a small way, through the Psychomanteum). This process resembles the frozen memories in the Tomb of Frozen Dreams (see *Book of Eldritch Might III: The Nexus*), leading some to suppose that the creator of those magical caverns visited Curnorost and based their design on the Citadel of Reminiscence.

The memories stored here are frozen, taking on the appearance of chunks of ice that float in the air. They range in size from small slivers to chunks 2 or 3 feet across. When a creature touches a frozen memory, the memory thaws and the dead angel's voice relates it in great detail. One cannot walk the halls of the Citadel of Reminiscence without brushing against memories—particularly the smaller ones—almost continuously. Thus, a person walking down the austere halls leaves behind a trail of dead voices relating angelic memories of days long since past—sometimes of worlds and planes that no longer exist. When a memory has thawed, however, it is gone forever.

Once the bitter, unhappy home of Nephelice and Falarel, the Citadel of Reminiscence represents the glory lost to an angel once it dies and comes here, cut off from the majesty of its former existence. The place's founders disappeared mysteriously over 1,000 years ago, however. The halls of the citadel stand mostly empty, except for the frozen memories of dead celestials and the Keeper of Tales.

THE KEEPER OF TALES

The Keeper of Tales is a huge, lumbering, celestial stone giant. He wears simple clothing and a pair of large epaulets made of angel wings on his shoulders. The Keeper's duty consists of recording each of the life tales of every dead angel in Curnorost. As such, he spends most of his time within the Citadel of Reminiscence, gathering trapped memories and recording their contents into books. To help him, the Keeper has 1,000 magical quill pens that write as he mentally directs them to. Thus, he can set the quills in motion to transcribe the memories found in the citadel, working on up to 1,000 books at any given time. Nevertheless, he still can never keep up with all the work.

Somehow, the Keeper of Tales is able to walk the halls of the Citadel of Reminiscence without thawing any memories (unless he wants to).

Members of the more aggressive nomadic tribes that live in the Inner Reaches sometimes attempt to infiltrate the citadel and steal one of the Keeper of Tales' books. Such a task is foolish, for the frozen memories themselves act as an alarm system, betraying the presence of intruders as soon as they thaw one. The Keeper responds swiftly and mercilessly. Smarter thieves go to the citadel, thaw a single memory or two, and hope to hear something valuable before they flee the Keeper.

The Keeper of Tales, celestial stone giant: CR 10; Large giant (earth); HD 14d8+56; hp 131; Init +2; Speed 30 feet; AC 25 (–1 size, +2 Dex, +11 natural, +3 hide), touch 11, flat-footed 23; BAB +10; Grapple +22; Attack +18 melee (2d8+13, greatclub) or +17 melee (1d4+8, slam) or +11 ranged (2d8+12, rock); Full Attack +18/+13 melee (2d8+13, greatclub) or +17 melee (1d4+8, 2 slams) or +11 ranged (2d8+12, rock); Space/Reach 10 feet/10 feet (Face/Reach 5 feet × 5 feet/10 feet); SA Rock throwing, smite evil; SQ Rock catching, darkvision 60 feet, DR 10/magic (or 10/+1), resistance to acid 10, cold 10, electricity 10; SR 19; AL N; SV Fort +13, Ref +6, Will +7; Str 27, Dex 15, Con 19, Int 15, Wis 16, Cha 15

Possessions: +1 holy greatclub

Skills and Feats: Climb +10, Hide +6*, Jump +10, Knowledge (history) +10, Knowledge (religion) +9, Spot +15; Combat Reflexes, Iron Will, Point Blank Shot, Power Attack, Precise Shot

Smite Evil (Su): Once per day the Keeper of Tales can make a normal melee attack to deal 14 points of additional damage against an evil foe.

Rock Throwing (Ex): The range increment is 180 feet for the Keeper's thrown rocks. He uses both hands when throwing a rock.

Rock Catching (Ex): The Keeper gains a +4 racial bonus on his Reflex save when attempting to catch a thrown rock.

***Skills:** The Keeper gains a +8 racial bonus on Hide checks in rocky terrain.

THE MOUNTAINS OF ETERNAL GRIEF

Only dead angels can ever reach the Mountains of Eternal Grief. Other travelers who head for them make no progress, never passing through the outer edge of the Field of Broken Avengers.

No spirits ever return from the mountains, but it is said that they are a place of utter sorrow and loss. The celestial spirits there remain forever torn from their former majesty and their connection with the divine powers of goodness. Their grief casts a pall over the entire plane.

USING CURNOROST

Curnorost is a terrible place. The heavenly hosts attempt to keep its existence a secret. They do not wish planar travelers to visit. Curnorost is almost an embarrassment, in a way—a sign of weakness. Celestial beings never speak of it with noncelestials, and it is considered a great *faux pas* for one angel to speak of it to another.

Thus, player characters are likely to hear of Curnorost only from books or from the mouths of fiends. Fiends love to speak of Curnorost and, in fact, sometimes visit the plane just to see it. They gain an almost erotic pleasure from the despair of the place.

The interesting thing about the journey to Curnorost is that almost all pathways to the plane lie through at least one heavenly realm. No angelic guardian will allow passage through its heaven if it knows that the travelers seek Curnorost, so PCs on their way to the plane must lie to the guardian or slip by unseen. They can also try to find another way—at least one direct portal exists in the Nexus, for example.

ADVENTURES

Below are two possible adventure ideas for PCs in Curnorost.

RECOVER THE CELESTIAL SWORD

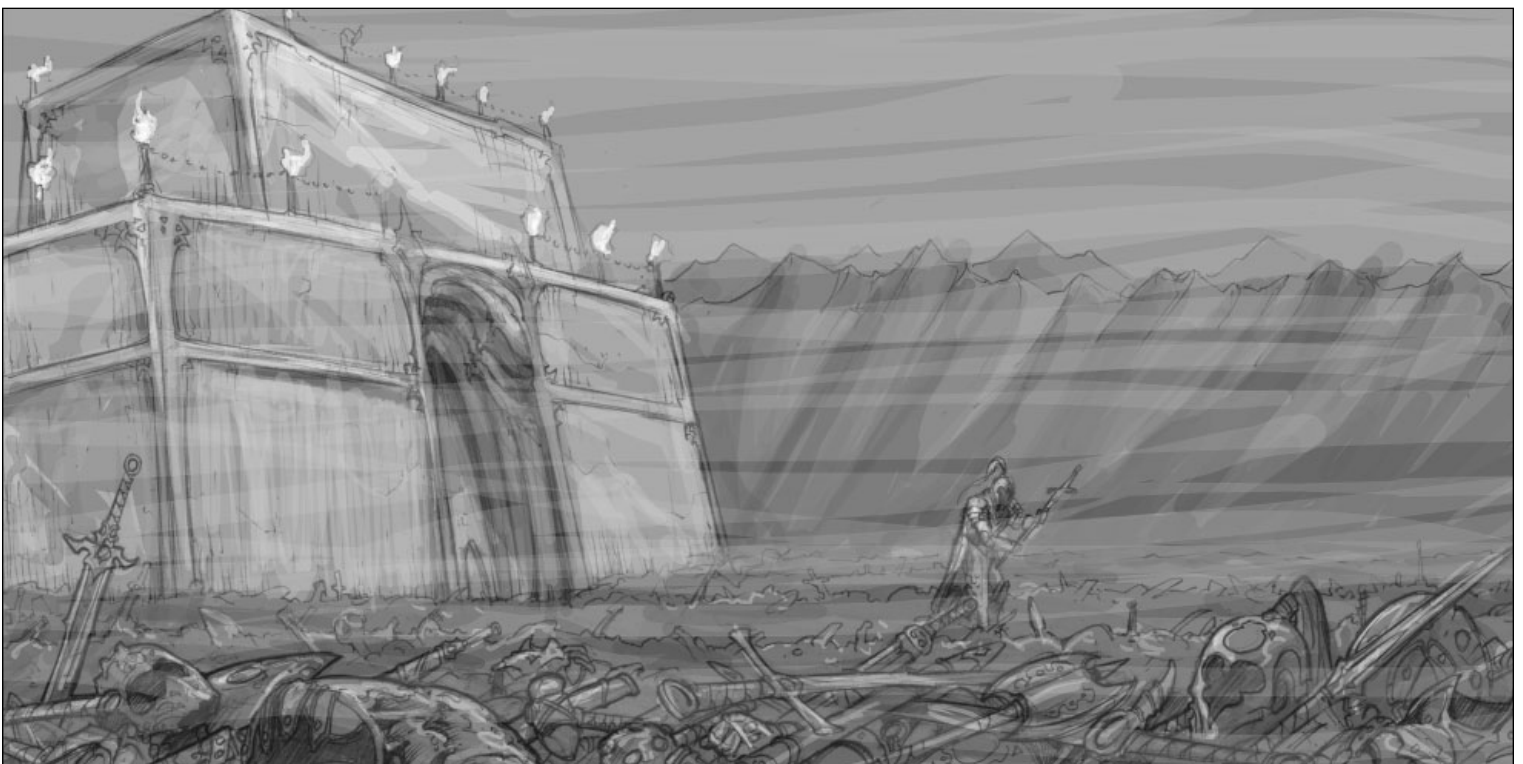
(8TH TO 9TH LEVEL)

A planetar named Yesphilian has died, taking his *+3 silver holy greatsword* with him. A half-celestial named Tequeliel contacts the PCs and offers to pay them 20,000 gp if they can go to Curnorost and get Yesphilian's sword before he reaches the Mountains of Eternal Grief. The PCs must get to Curnorost quickly, find the angel's ghost, and convince him to give them his weapon rather than take it along into the afterlife. The characters can attempt to appeal to his innate goodness (the sword is better off in the world fighting evil than gone forever), or they can offer to complete an undone task for the planetar in exchange for the weapon. Of course, the PCs run the risk of being sidetracked in the Field of Broken Avengers or facing competition for the sword from a band of nomad scavengers in the Inner Reaches.

KEY TO THE EBONY VAULT

(9TH TO 10TH LEVEL)

Ages ago, a powerful cleric/sorcerer made a pact with a mighty archon. The archon's task was to hide a magical key that would open a vault containing the cleric/sorcerer's greatest treasures. Now, the characters must get inside this ebony vault. However, both the cleric/sorcerer and the angel are dead, and only the angel knew the key's location. The PCs learn of Curnorost and travel there either to contact the archon in the Psychomanteum or to find his memories in the Citadel of Reminiscence.



The Crystal Roads of Deluer

In a universe where everything is a precious substance, nothing has value.

—Adamar Courein, The True Explorers

The earth elemental plane of Deluer redefines the idea of value and rarity. In this amazing place, crystalline roads stretch through a dark grey void connecting tiny, glittering jewel-worlds to solid spheres of iron, silver, and gold. Xorns and other elemental creatures inhabit Deluer, but humanoids are forbidden to roam freely—and mining is the greatest of all crimes.

A CRYSTALLINE LATTICE

Most earth elemental planes are composed of solid rock stretching to their infinite (or nearly so) boundaries and cut

through with tunnels and caves. In such planes, there is no “surface.” Everything is subterranean.

Not so in the plane known as Deluer. In fact, immediately upon arrival, a planar traveler with some experience in such matters might mistake the plane for an elemental realm of air, not earth. Most of Deluer is a vast, unending void of cloudy grey skies. Yet no wind blows through this void. Though the clouds appear to swirl and move, it is more optical effect than weather pattern. (Deluer does not have weather.) And those capable of flight who try to reach the clouds simply fly so far that they are ejected from the plane and shunted into a random plane in conjunction with Deluer.

Cutting through this void is the essence of

Deluer: a matrix of crystalline pathways that stretch for miles. The crystal bridges measure about 30 feet wide and 6 feet thick. Often clear or white, the crystal sometimes takes on varied colors—green, blue, and even violet or red. These bridgelike roads anchor on floating masses of fabulous minerals. Such planetoid worlds usually comprise a single material, whether a metal like iron or gold, or a mineral like quartz, emerald, ruby, or even diamond. Xorns, elementals, mephits, and other creatures dwell in or on these planetoids.

All of Deluer shares a single “up/down” orientation. Those who fall off a crystal road or planetoid continue to fall until they strike another planetoid or road, or—more likely—they fall through to the “bottom” of the void, eventually appearing on an adjoining plane.

MAGIC IN DELUER

Most spells work normally in Deluer, although those with the earth descriptor function as if cast by someone two levels higher than normal for purposes of caster level. The only other exceptions are planar travel spells leading into the plane, such as *plane shift*, which always bring a traveler to one of the special Arrival Points (see below). However, characters can use magic to depart the plane from any location, not just these points.

ARRIVAL POINTS

The custom-created Arrival Points appear to be circular brass platforms approximately 80 feet in diameter, surrounded by tall pillars of quartz crystal and topped with sparkling emeralds. Each Arrival Point connects to a crystalline road, and most lie very close to one of the mineral or metal planetoids (see the map on page 61). Angels, as well as natives like stone giants or xorns, stand guard at each Arrival Point. The angels hail from a nearby plane called Justiral and help guard Deluer from unwanted intruders.

A typical Arrival Point is manned by an astral deva, six to ten hound archons, three to four xorns, and perhaps one stone giant.

INHABITANTS

The xorns rule Deluer, served by the earth elementals, mephits, and other creatures that call the plane home. The xorns of Deluer differ somewhat from the disinterested

Planar Notes

Name: *Deluer*

Type: *Elemental plane (earth)*

Common Conjunction Planes:

Avidarel—A world where the sun has died and all is dark and cold. Within its confines, however, Avidarel offers the spark of hope that perhaps it could be restored to its former glory (see Chapter Two).

Ba-Nor-Al—A reality-eating virus threatens to consume this sultry plane even as an ancient war still rages between the Magi Imago, who give life to their drawings, and the Narramonks, who literally write their own destiny.

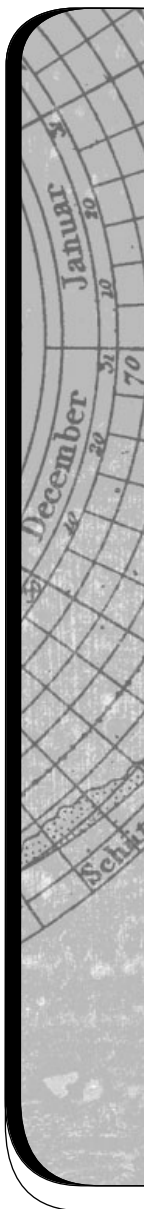
Erithan—A fire elemental plane with fiery pits tended by efreet lords and salamander-filled lava pools.

The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

Justiral—A rigid plane of celestial hosts organized into militarylike regiments. The angels sometimes hire themselves out as mercenary companies to deserving allies

Serran—An alternate world where noble giants rule as wardens of the land and humans live among a variety of different races: diminutive fey, savage but honorable leonine warriors, vinaceous-skinned psionacists, once-human reptilians, and a now-intelligent race that once were only beasts.

Tannish—Strange green forests surround ancient volcanoes of acidic chemicals on this plane, where humans, elves, and dwarves live in domed cities of crystal.



stone-feeders that most people picture when they think of xorns. These beings have evolved a fairly well organized, albeit casual, society. Many are lawful neutral in alignment rather than just neutral. Rather than a large body of codified law, they possess a vast set of rules and regulations that they all simply understand; the xorns seem surprisingly adept at extrapolating the intention of general rulings and integrating them into a remembered index of permissible and nonpermissible activities. All xorns understand the proper codes of behavior and keep to them. Thus, most of them leave each other alone and don't cause any real trouble. All xorns are equal, except for their king, Iyuxical, to whom they all swear allegiance.

Next in the hierarchy of the plane come the elementals, the stone giants, and the earth mephits, in that order. Often unable to process and remember the extrapolated regulations of the xorns, these creatures fall short of the xorn ideal for Deluer residents. The elementals do whatever the xorns tell them, however, and never balk at chastisement. The same cannot be said for the giants and mephits, who occasionally resent their powerful and numerous masters.

The xorns have made alliances with the angelic residents of a nearby heaven called Justiral. In exchange for precious minerals and metals, the angels of Justiral help guard Deluer against thieves and hit-and-run miners.

The gargoyles of Deluer eat stone and metal. They and a few other inhabitants, like the delvers and thoqqas, are at best pests and at worst foes of the xorns and elementals, who attack such destructive creatures on sight.

IYUXICAL, THE XORN KING

Iyuxical's obesity renders him almost unrecognizable as a xorn. He looks more like a huge pile of semi-molten stone, slowly pulsing, with three absurdly small arms surrounding the large mouth atop the mound that is the king. His useless legs can't be seen under his rocky girth.

Iyuxical cannot move on his own. He relies on servants to feed and care for him.

A selfish, greedy glutton, Iyuxical cares for little more than his own base needs. Worse, he is paranoid and fearful, sure that everyone in the Countless Worlds secretly schemes to gain control of Deluer. He doesn't even fully trust the celestials of Justiral.

Iyuxical does whatever he can to slay anyone he sees as a threat. This might involve calling for

Selected Rules and Regulations

The rulers of Deluer enforce a vast codex of strict behavioral guidelines. Some—but not nearly all—of the rules that could affect PC visitors include the following:

Humanoids are not permitted to move about the plane unescorted.

No mining allowed.

No mining tools allowed.

No weapons (like a pick) that resemble mining tools allowed.

No dwarves allowed (except in the Mithral City; see page 62).

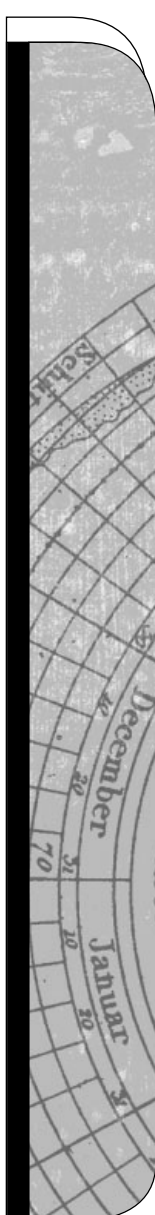
No non-native mineral-eating creatures (like delvers or rust monsters) allowed.

Spells that affect earth or minerals directly, like move earth or rusting grasp, are not allowed.

Punishment for rulebreaking usually entails being thrown off a crystal road into the void, where the character eventually is shunted to another random plane in conjunction.

INHABITANTS OF DELUER

Creature	CR	Source	Notes
Angel (various)	varies	MM	<i>Anger of Angels</i> also can be used as a source
Astral deva	14	MM	—
Crystalline horror	5	ToH	—
Delver	9	MM	—
Earth elemental	varies	MM	All types
Earth mephit	3	MM	—
Elemental dragon: earth	20	ToH	—
Gargoyle	4	MM	—
Gorgon	8	MM	—
Hound archon	4	MM	—
Khargra	4	ToH	—
Lillend	7	MM	—
Pech	3	ToH	—
Rock ape	4	LoD	—
Stone giant	8	MM	—
Thoqqua	2	MM	—
Xorn	3, 6, or 8	MM	All types



earth elemental and stone giant guards to grab an offender for execution in his own marble throne room, or sending xorn and khargra assassins to kill a foe when he or she least expects it. (And these creatures, able to glide through the earth, make for terrifyingly effective assassins on any plane.)

The xorn king lives in a palace of gold, silver, and crystal built within a hollow round planetoid of diamond. Most residents joke that the planetoid is hollow because Iyuxical ate out the inside—which might, in fact, be true. In addition to his constant companion and advisor, Kellek the Elder, Iyuxical keeps two massive gorgons with him at all times. The palace is otherwise staffed by xorns, earth elementals, stone giants, and a few earth mephits.

Iyuxical, elder xorn: CR 8; Large outsider (earth); HD 15d8+60; hp 180; Init -5; Speed 0; AC 20 (-1 size, -5 Dex, +16 natural), touch 4, flat-footed 20; BAB +15; Grapple N/A; Attack None; Full Attack None; Space/Reach 10 feet/10 feet (Face/Reach 10 feet × 10 feet/10 feet); SQ All-around vision, DR 5/bludgeoning (or half damage from slashing weapons), darkvision 60 feet, immunity to cold and fire, resistance to electricity 10, tremorsense 60 feet; AL N; SV Fort +13, Ref +4, Will +13; Str 0, Dex 0, Con 19, Int 14, Wis 18, Cha 15

Skills and Feats: Bluff +20, Diplomacy +20, Hide +9, Intimidate +20, Knowledge (dungeoneering) +20, Knowledge (the planes) +20, Listen +22, Search +22, Spot +22, Survival +18; Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Multiattack, Power Attack, Toughness

All-Around Vision (Ex): The king's symmetrically placed eyes allow him to look in any direction, providing a +4 racial bonus on Spot and Search checks. As a xorn, he can't be flanked.

KELLEK THE ELDER

Kellek is an earth elemental, extremely old and extremely wise for one of his kind. Although many think of earth elementals—all elementals, in truth—as being rather mindless entities, Kellek is far from that. An advisor and spokesman for Iyuxical, he speaks slowly and carefully. He is sincerely loyal to his king.

Kellek is tall and angular, looking much like a massive, 40-foot-tall stalagmite with a humanlike face.

Kellek, elder earth elemental: CR 11; Huge elemental (earth); HD 24d8+120; hp 230; Init -1; Speed 20 feet; AC 22 (-2 size, -1 Dex, +15 natural), touch 7, flat-footed 22; BAB +18; Grapple +37; Attack +27 melee (2d10+11/19-20, slam) Full

Attack +27/+22/+17/+12 (2d10+16, slam); Space/Reach 15 feet/15 feet (Face/Reach 10 × 10 feet/15 feet); SA Earth mastery, push; SQ Elemental, earth glide, DR 10/— (or 15/+3); AL N; SV Fort +19, Ref +7, Will +8; Str 33, Dex 8, Con 21, Int 16, Wis 18, Cha 13

Skills and Feats: Bluff +25, Diplomacy +25, Knowledge (local) +30; Knowledge (the planes) +30; Listen +33, Sense Motive +31, Spot +33; Alertness, Awesome Blow, Cleave, Great Cleave, Improved Bull Rush, Improved Critical (slam), Improved Sunder, Iron Will, Power Attack

Earth Mastery (Ex): Kellek gains a +1 bonus on attack and damage rolls if both he and his foe are touching the ground. If an opponent is airborne or waterborne, Kellek takes a -4 penalty on attack and damage rolls. (These modifiers are not included in the statistics block above.)

Push (Ex): Kellek can start a bull rush maneuver without provoking an attack of opportunity. The combat modifiers given in earth mastery, above, also apply to the elemental's opposed Strength checks.

Earth Glide (Ex): As an earth elemental, Kellek can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. His burrowing leaves behind no tunnel or hole, nor does he create any ripple or other signs of his presence. A *move earth* spell cast on an area containing a burrowing earth elemental flings him back 30 feet, stunning him for 1 round unless he succeeds at a Fortitude save (DC 15).

TARGON THE ANGELIC MERCHANT

Targon takes the very definition of angel and stretches it to its limit. He is neither beautiful nor pleasant. The truth is, he was born in Justiral by accident and may have some non-celestial blood. He was abandoned by his parents, whomever they were, and adopted by the other angels. While they did not find Targon distasteful, they recognized that he possessed qualities more like those of nonangels. The celestial court of Justiral ruled that he should act as ambassador to nonheavenly realms. This may have been a mistake, but if so, it has not yet been corrected. Targon serves as a quasi-permanent resident in Deluer, watching over shipments of precious minerals and metals to his home plane and keeping track of the angelic guardians dispatched to help protect the elemental plane from raiders.

Targon stands just under 6 feet tall. He is overweight, and his feathered wings seem undersized for his mass. They are often coated in a thin layer of grime (from being around minerals all day) so as to appear more grey than white. He is a poor ambassador. In conversation, he is blunt and at times even crass. He always chomps a thick cigar made of a



magical weed that burns indefinitely and never loses its flavor—however, its flavor is one that anything or anyone but a celestial finds foul. Targon refers to himself as a “merchant” or “businessman.” He remains true enough to his nature that he never seeks to cheat or harm anyone, but he’s also careful to make sure he never winds up on the bad end of a deal. This makes him come across as distrusting and sometimes even a little paranoid. Still, most of the time he seems very confident and self-assured—often more so than he really should be.

Targon, astral deva angel: CR 12*; Medium outsider (good); HD 12d8+48; hp 81; Init +6; Speed 30 feet, fly 40 feet (poor); AC 27 (+2 Dex, +15 natural), touch 14, flat-footed 25; BAB +12; Grapple +18; Attack +21 melee (1d8+12 +3 *heavy mace of disruption* plus stun) or +18 melee (1d8+9, slam);

Full Attack +21/+16/+11 melee (1d8+12 +3 *heavy mace of disruption* plus stun) or +18 melee (1d8+9, slam); SA Stun, spell-like abilities; SQ DR 10/evil (or 10/+1), SR 30, angel traits, protective aura, tongues, uncanny dodge; AL LG; SV Fort +12, Ref +10, Will +11; Str 22, Dex 14, Con 18, Int 18, Wis 16, Cha 11

Skills and Feats: Concentration +19, Craft (cigarmaking) +19, Diplomacy +17, Escape Artist +17, Hide +17, Intimidate +15, Knowledge (local) +19, Knowledge (the planes) +19, Listen +22, Move Silently +17, Sense Motive +18, Spot +22, Use Rope +4; Alertness, Cleave, Great Fortitude, Improved Initiative, Power Attack

Possessions: +3 *heavy mace of disruption*, tobacco, rolled cigars, ruby ring (1,000 gp), ruby brooch (350 gp), and 560 gp

* Targon’s CR is reduced by 2 due to his considerably lower ability scores and movement capabilities than a standard astral deva’s.

Angel Traits: As an angel, Targon possesses the following traits: darkvision out to 60 feet and low-light vision; immunity to acid, cold, and petrification; resistance to electricity 10 and fire 10; and a +4 racial bonus on saves against poison.

Protective Aura (Su): Against attacks made or effects created by evil creatures, this ability provides a +4 deflection bonus to Armor Class and a +4 resistance bonus on saving throws to anyone within 20 feet of Targon. Otherwise, it functions as a *magic circle against evil* effect and a *lesser globe of invulnerability*, both with a radius of 20 feet (caster level 12th). This aura can be dispelled, but Targon can create it again as a free action on his next turn. (The defensive benefits from the circle are not included in his statistics block.)

Tongues (Su): All angels can speak with any creature that has a language as though using a *tongues* spell (caster level 12th). This ability is always active.

Spell-Like Abilities: At will—*aid*, *continual flame*, *detect evil*, *discern lies* (DC 14), *dispel evil* (DC 16), *dispel magic*, *holy aura* (DC 18), *holy smite* (DC 14), *holy word* (DC 17), *invisibility* (self only), *plane shift* (DC 17), *polymorph* (self only), *remove curse* (DC 13), *remove disease* (DC 13), *remove fear* (DC 11); 7/day—*cure light wounds* (DC 11), *see invisibility*; 1/day—*blade barrier* (DC 16), *heal* (DC 16). Caster level 12th. The save DCs are Charisma based.

Stun (Su): If Targon strikes an opponent twice in 1 round with his mace, that creature must succeed at a Fortitude

save (DC 22) or be stunned for 1d6 rounds. The save DC is Strength based.

Uncanny Dodge (Ex): Targon retains his Dexterity bonus to Armor Class when flat-footed, and he cannot be flanked except by a rogue of at least 16th level. He can flank characters with the uncanny dodge ability as if he were a 12th-level rogue.

Eddelis, Goddess of Stone

Eddelis is a lawful neutral demigoddess. She represents the strength and durability of stone, but just as the stone does not act to help the weak, neither does she. Strong stones hold fast while weak or flawed stones crumble, and that is the way it should be, in her view. Her clerics favor red, and her symbol is a single, solid, red stone of any shape.

Domains: Earth, Strength, Protection

Favored Weapon: Warhammer

THE MEPHIT PRIESTS

Within Deluer, those who pay attention to gods at all worship Eddelis, Goddess of Stone. They say she lives somewhere within the plane's heart, and that her will alone created the crystalline bridges. In any event, a cadre of powerful earth mephit priests, all of whom are clerics, serves this goddess of stability and strength.

The mephits maintain a vast temple of stone (and only stone) on a planetoid of gold not far from Iyuxical's palace. The priests enjoy a special status in Deluer, free from some of the regulations and rules governing others. They can roam freely, and they overturn the authority of the guards at the Arrival Points to allow anyone they wish into the plane. They can (and do) give orders to elementals and stone giants and expect them to be obeyed. They cannot rightfully command xorns, yet the xorns usually do as they request.

Mephit priests wear red stone circlets and vestments of woven red metallic threads.

Typical Mephit Priest, earth mephit Clr5 (Eddelis): CR 8;

Small outsider (earth); HD 3d8+3 + 5d8+5; hp 51; Init -1; Speed 30 feet, fly 40 feet (average); AC 17 (+1 size, -1 Dex, +6 natural, +1 deflection), touch 11, flat-footed 17; BAB +6; Grapple +5; Attack +10 melee (1d3+3, claw); Full Attack +7 melee (1d3+3, 2 claws); SA Breath weapon, spell-like abilities, *change size*, *summon mephit*; SQ Fast healing 2, spells, DR 5/magic (or 10/+1); AL N; SV Fort +4, Ref +2, Will +3; Str 17, Dex 8, Con 13, Int 12, Wis 15, Cha 15

Skills and Feats: Bluff +5, Hide +9, Knowledge (arcana) +6, Knowledge (religion) +6, Listen +10, Move Silently +5, Spellcraft +6, Spot +10; Alertness, Power Attack, Toughness

Possessions: +1 ring of protection

Breath Weapon (Su): 15-foot cone of rock shards and pebbles, 1d8 points of damage, Reflex save (DC 13) half. The save DC is Constitution based and includes a +1 racial bonus. A mephit can use its breath weapon once every 1d4 rounds as a standard action.

Spell-Like Abilities: 1/day—*soften earth and stone*. Caster level 6th. Saving throw DC 12 + spell level. Save DCs are Charisma based.

Change Size (Sp): Once per hour, an earth mephit can magically change its size. This functions just like an *enlarge person* spell, except the power works only on the earth mephit. This is the equivalent of a 2nd-level spell.

Summon Mephit (Sp): Once per day, a mephit can attempt to summon another mephit of the same variety, much as though casting a *summon monster* spell, but with only a 25 percent chance of success. Roll d%. On a failure, no creature answers the summons that day. A mephit that has just been summoned cannot use its own summoning ability for one hour. This ability is the equivalent of a 2nd-level spell.

Fast Healing (Ex): An earth mephit heals 2 points of damage each round only if it is underground or buried up to its waist in earth. Anywhere on Deluer counts as "underground" for an earth mephit.

Spells (earth, strength; 5/4+1/3+1/1+1; save DC 12 + spell level): 0—*detect magic* (2), *guidance*, *read magic*, *resistance*; 1st—*bless*, *divine favor*, *magic stone*, *obscuring mist*, *shield of faith*; 2nd—*bull's strength*, *hold person*, *shatter*, *summon monster II*; 3rd—*dispel magic*, *stone shape*

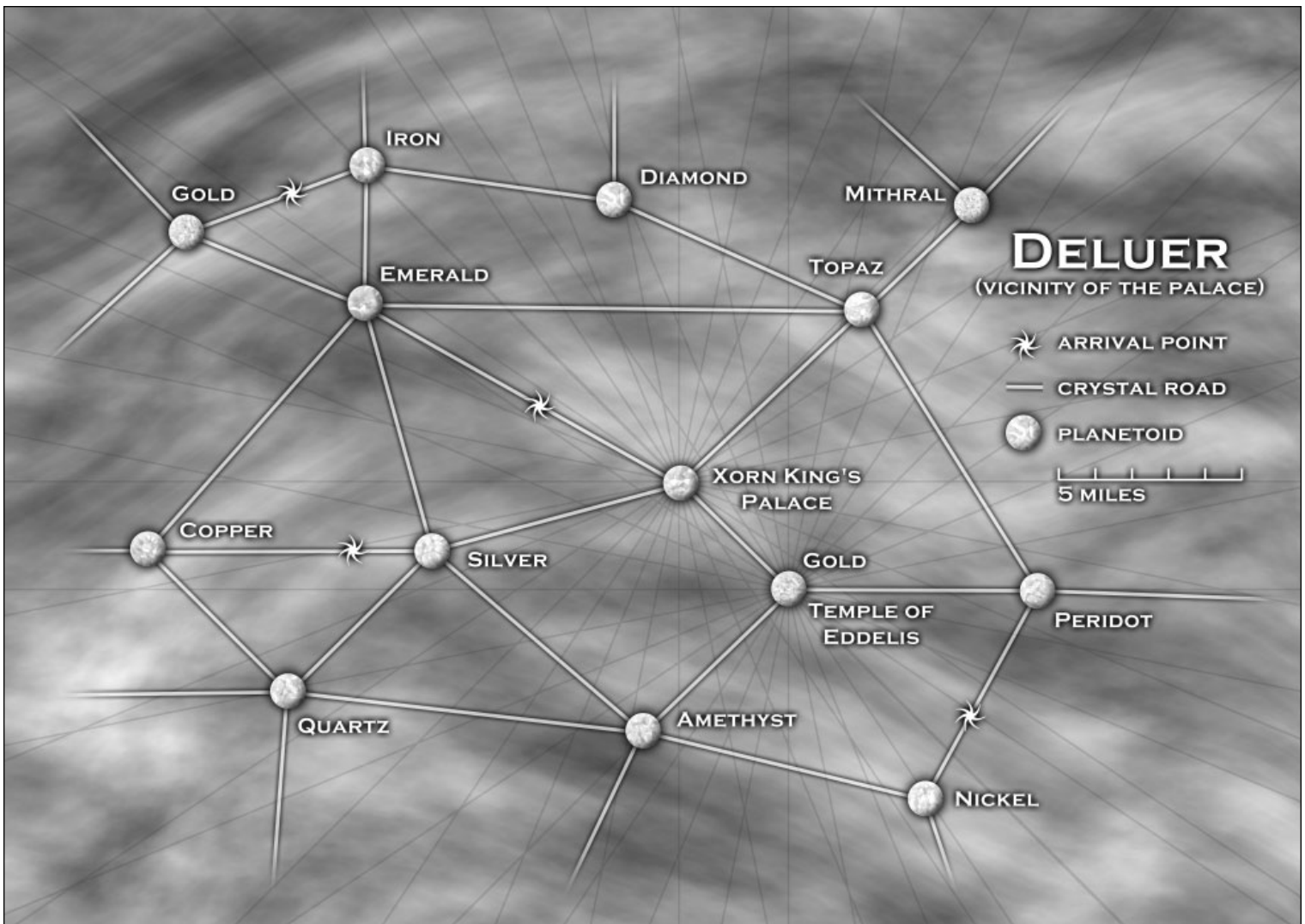
HIT-AND-RUN MINING

In the hopes of filching Deluer's valuable resources, some travelers simply appear in the plane, work at a mineral or metal deposit, then flee before they get caught. Some older planar travelers made their fortunes from taking their ill-gotten gains from such hit-and-run mining to a plane with a great demand for whatever they mined.

This is, of course, theft. The xorns of Deluer claim ownership of all minerals and metals in the plane. Most lawful characters should obey this outlook. Such justifications

as, "They clearly have so much of it, they won't miss a little" are rationalizations and signs of a weak conviction to one's principles (or a shameful susceptibility to temptation).

To stave off illegal mining, the xorns post guards at all known planar gateways and Arrival Points. In fact, the mephit priests have cast spells upon the entirety of Deluer that makes it impossible to arrive on the plane via spells, spell-like abilities, or magic items anywhere but at one of the designated and guarded Arrival Points (characters can leave from anywhere via spells or items). The sentries do not permit in anyone who might intend to leave the plane with ill-gotten minerals or metals. To weed out potential lawbreakers these guards conduct interrogations, verifying their hunches with Sense Motive, and search all characters for mining tools.



SO, WHAT IS IT WORTH?

Prying a solid chunk of raw diamond from a larger mass of solid diamond proves extremely difficult. Many other solid masses of metal or minerals are almost as hard. Some are soft, however, like gold or silver, and some are brittle, like emerald, making it easier to snatch-and-grab a chunk. Usually, the effort of a half-hour's work can earn a lucky miner about $1d6 \times 1,000$ gp worth of raw materials—assuming the miner can get in and get out alive.

The crystal of the crystalline roads is as hard as diamond and turns to black, inert, and worthless goo if taken from Deluer.

It's also worth noting that gold, gems, and other precious minerals and metals have virtually no value in Deluer, except as food for the xorns. The inhabitants don't use coins or currency of any kind, preferring a simple system of barter. Items like wood or cloth have value to residents, but mostly as a curiosity. However, the xorns have learned the hard way that visitors covet their minerals and metals and are loath to give up any of these materials except in very small quantities in very rare instances.

LIFE IN DELUER

The xorns live within the mineral and metal planetoids (phased into them). Though they feed on the composition of these masses, they do not exceed their personally allowed limits. Only the king may eat as much as he pleases. The xorns are never permitted to eat the crystal roads.

Most of the planetoids have homes, castles, or small cities built upon them. In these structures, the xorns interact with the other natives of the plane—the mephits, elementals, stone giants, and the rest. While the stone giants and the pech have their own numerous individual racial communities, the elementals and the earth mephits are ubiquitous.

Only the earth elementals outnumber the xorns in Deluer. The former appear quite content to follow the rules of the latter. Occasionally, stone giant rebels attempt to create their own independent city-state, but such uprisings fall to the xorns' and elementals' sheer force of numbers. Much more quietly, the mephits in the plane maintain a covert network of resistance. They believe Deluer should be theirs and contend that one day it will be. Not all the mephits resent the xorns to such a degree, but many do. Unlike the stone giants, however, they never express these feelings. Instead, they wait for the perfect day to come for their revolt.

Despite the discontent, the xorns are strict but not particularly unfair or cruel masters. Deluer remains very safe in their care.

NON-NATIVES

Non-natives find themselves fairly unwelcome in Deluer. The xorns and other inhabitants generally assume that anyone coming to their plane is there to get their hands on precious minerals or metals.

Visitors to the plane appearing at one of the Arrival Points face a tough interrogation at the hands of the angel guards regarding the purpose of their visit and length of stay. Accepted visitors receive a purple crystal rod indicating that they passed through proper channels. An escort is then assigned to them—one escort per group of up to 10 individuals (who say they will stay together). Escorts are usually hound archons or average xorns.

Unaccepted visitors must leave of their own power or they are physically ejected—thrown off the edge of one of the crystal roads. Unaccepted visitors who can fly and cannot or will not leave the plane face possible permanent detention.

THE MITHRAL CITY

Tales told of Ostelraun on other planes almost always name it the Mithral City, and for good reason. Built on a planetoid of solid mithral ore, the city boasts streets and buildings made of refined mithral. At the center of Ostelraun stands a huge mithral foundry. The city's towers sit perched atop the mass of ore, sparkling more silver than silver and glistening like brand-new coins.

Unfortunately, despite the city's beauty and the impressive solidity of its structures, most find it an unpleasant place. A metallic tang hangs in the air wherever one goes; the taste of it is inescapable. Visitors need only spend a few hours here before a greyish silver residue stains their clothes and skin. Permanent residents have become quite literally grey themselves. Extremely fine mithral powder is so common that poorly stored food can confer inadvertent mithral poisoning (Fortitude save, DC 13, 1 point of temporary Constitution or Intelligence damage [50 percent chance of either] as both primary and secondary damage).

The main residents of the Mithral City are deep dwarves, duergar, and pech, who work together in an uneasy state of détente. At any moment, the city could erupt into violence over the rivalry of these inhabitants. When this happens, as it does from time to time, the xorn king sends xorns, elementals, and stone giants to bring about an enforced peace. Nominally, the rulers of the city are a trio of administrators, but they rarely talk to one another, let alone rule together efficiently.

Truth be told, Iyuxical hates Ostelraun and everything about it. It violates two of the plane's main laws: allowing humanoids (particularly dwarves) to roam freely and



permitting actual mining and ore processing. Few know the real reason why he tolerates the city at all—he is under a magical compulsion to do so. Millennia ago, when Iyuxical was young and svelte (for a xorn), he was summoned and trapped on another, far more conventional world. The human wizard who called him forced him to guard her treasure vault with magic. Eventually, dwarven adventurers freed Iyuxical. The xorn king was grateful, but when the dwarves learned who he was, they used a magical compulsion of their own to compel his further gratitude. Now he must let the descendants of those dwarves mine mithral in Ostelraun and, over the centuries, the duergar and pech moved in. Iyuxical never explains what happened and why he allows Mithral City to exist, lest someone try the same trick on him again. The dwarves try to tell people that Ostelraun is rightfully theirs and their duergar and pech

rivals have no rights there, but since no one knows the whole story, no one believes them (only a few elder xorns and elder elementals remember Mithral City when it was free of duergar and pech).

Obviously, Mithral City is one of the best places in the multiverse to acquire items made of mithral. Normally, the items cost only 75 percent of their normal mithral price, and the craftsmanship is superior. Ostelraun—the proper dwarf name for the city—also offers more hospitality for visitors and non-natives than the rest of the plane. Unlike anywhere else, it actually offers inns with rooms available for travelers to stay and harbors merchants willing to trade. That said, the deep dwarves are as quiet and aloof as those found on more typical planes, and the duergar are just as evil as one would expect. The pech do their best to silently ignore everyone else.

USING DELUER

Relatively speaking, Deluer is a fairly safe plane for those willing to obey the rules. Even low-level characters would find adventure possibilities in Deluer that aren't overwhelming, which is only occasionally the case when traveling the planes.

ADVENTURES

The following are just a sampling of adventure opportunities awaiting player characters in Deluer.

GARGOYLE HUNT (4TH TO 6TH LEVEL)

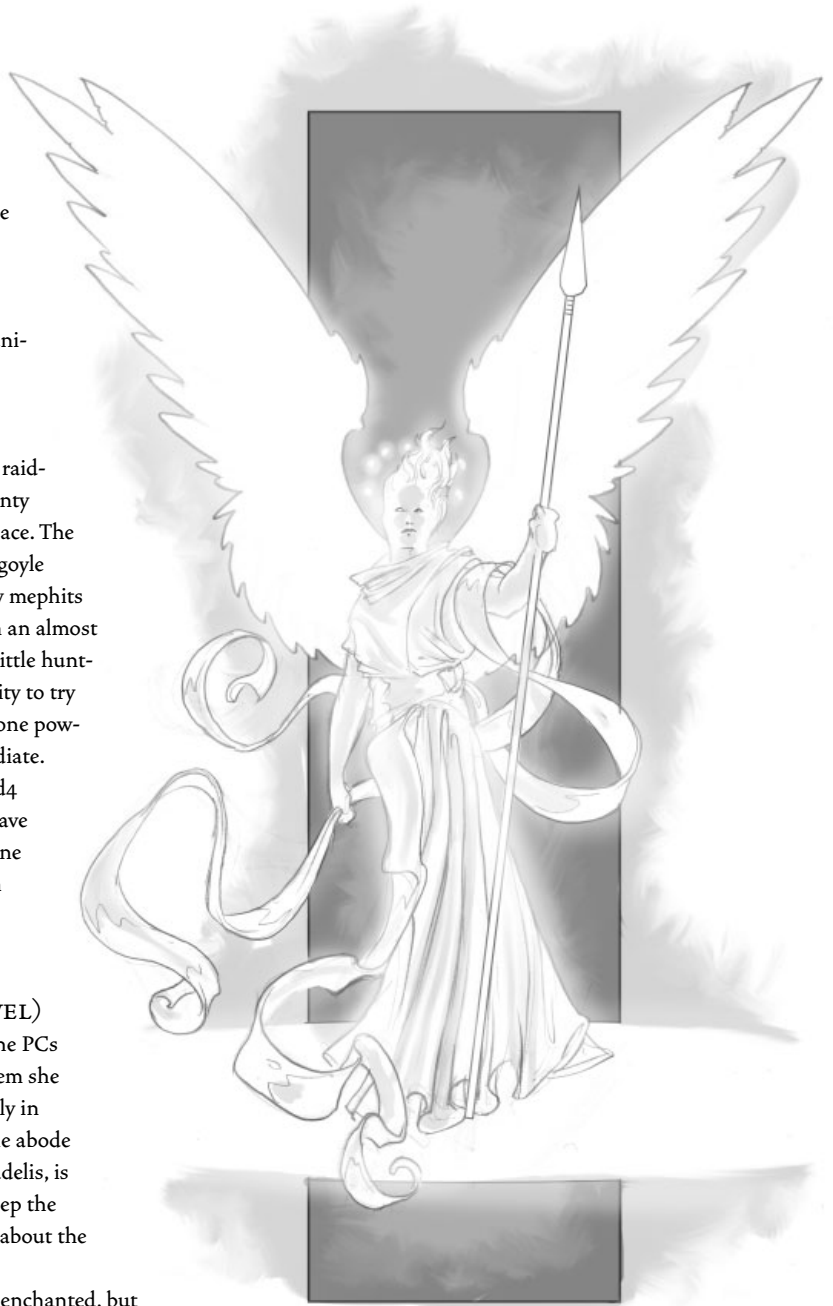
King Iyuxical, fed up with the mineral-eating gargoyles raiding the planetoids and crystal roads, puts a 250 gp bounty (paid in gems) on their heads to put an end to the menace. The PCs, while visiting Deluer, can either form or join a gargoyle hunting party. Mixed groups of xorns, giants, and a few mephits comprise existing parties of hunters. The hunt takes on an almost carnival atmosphere with much merriment and only a little hunting. During the hunt, the characters gain the opportunity to try Ulahal, a thick, heady beer flavored with various gemstone powders. The taste is acrid, and its effects are almost immediate. Those failing a Fortitude save (DC 17) suffer a loss of 1d4 points of Wisdom and Dexterity for 1d3 hours. A new save is required with each pint consumed. However, about one in six of those affected not only get drunk but also gain the ability to *levitate* for the duration—which may actually help in the hunt!

SACRAMENTS OF STONE (7TH TO 8TH LEVEL)

An earth mephit priest named Aurax appears before the PCs on their home plane, requesting their help. She tells them she needs a special ultra-rare mineral called relin, found only in Deluer within an ancient fortress of glasslike crystal, the abode of a unique stone demon. Relin, a material sacred to Eddelis, is needed in an important upcoming ritual. In order to keep the fortress safe, the demon has placed magical safeguards about the area to keep out all creatures of earth and stone.

Little of Aurax's story is true. The fortress has been enchanted, but only to keep out mephits. The fortress is actually the home of a stone giant named Stelelar, who has learned that the mephits plot insurrection and has threatened to tell the xorn king. Although the mephits do not know exactly what Stelelar knows, or what kind of proof he has, he is blackmailing them, and they are afraid. A stone giant wizard friend of his placed the spells on his fortress and made Stelelar proof against scrying as well. What the mephit priests really hope is that the player characters will come in conflict with the giant and kill him. They also plan on scrying the PCs while they are inside. Even if they do not slay Stelelar, they might discover what he knows or come across the proof that he may or may not have.

The priest is a 13th-level cleric and can cast *plane shift* to take the group to Deluer. She has the authority to get them past the guards at the Arrival Point.



Dendri (Expansion 11)

Once, the moon known as Dendri was dominated by aranea—intelligent, shapechanging spiders who dwelled in the rain forests that covered most of the surface. But when a hive of formians found its way to the moon three years ago (local calendar), the aggressive centaur-ants began reshaping the land to their own needs, killing and enslaving the natives in service of their expansion. Supported by allies and slaves, the formians are building giant cities across the face of the moon, clear-cutting forests as they go, transforming the entire sphere into their latest colony: Expansion 11.

And the aranea, once masters of their world, huddle in the remaining wooded realms, conducting a campaign of resistance to stave off the demise of their race.

The small, tropical world called Dendri was actually a moon of a larger planet that had long ago contracted an elemental disease and crumbled to bits. The fragments quietly drifted apart until the core itself disintegrated, leaving only a scattered field of debris that enveloped the moon. The natives of Dendri have always known a sky cluttered with chunks of faintly incandescent rock that cast the moon in a pallid, violet glow. The weak light was barely a step above total blackness, but the aranea thrived in the purple gloom. A constant, wet, warm mist filled the air, further impeding normal vision.

Whereas many planets consist of oceans broken up by land masses, Dendri was just the opposite—tree-choked hills and flatlands accounted for more than 90 percent of the steamy surface, blanketing the moon in a dense and nearly endless canopy. The unforested areas consisted of a few dozen marsh-ringed lakes, created when planetary chunks plummeted from the sky to create impact craters that filled over time with water from the misty atmosphere.

SPECIAL CONDITIONS

Other than extraplanar portals found at the bottom of each crater lake, Dendri remains completely sealed off from the rest of the multiverse. Magic items and spells meant to summon extraplanar creatures, open *gates*, create *plane shifts*, and the like simply fail. As a result, the aranea never suspected the existence of anything beyond their moon. The isolation is physical only; for example, clerical spells that depend on the caster's connection to a deity still function.

The constant mist makes everything damp all the time. The drizzle doesn't come from any identifiable direction but simply appears in the air, hydrating the flora and fauna to the point where native creatures don't need to drink water—their bodies absorb it efficiently. The mist is gentle and warm, but the PCs (who still need to drink while on Dendri) will have a hard time keeping their clothing, spellbooks, and other vulnerable items dry.

The moisture also makes fire impossible. The PCs can't light torches or lanterns, cook food, or use any magic spells or effects that produce flame. This isn't simply due to wetness; rather, the mist magically prevents fire from taking hold on Dendri. The aranea say it's proof of the moon's protection of its favored children, ensuring the longevity of trees and webs.

As a result of living in near-total darkness, all non-aquatic natives of the moon (except the grimlocks, who are blind; see page 66) have low-light vision, darkvision to 200 feet, and light sensitivity (dazzled in bright sunlight or within the radius of a *daylight* spell).

INHABITANTS

Dendri is alive with many varieties of creature, including the aranea, plant creatures, forest species, and marsh and aquatic life.

Planar Notes

Name: Dendri

Type: Alternate world

Conjunction Planes:

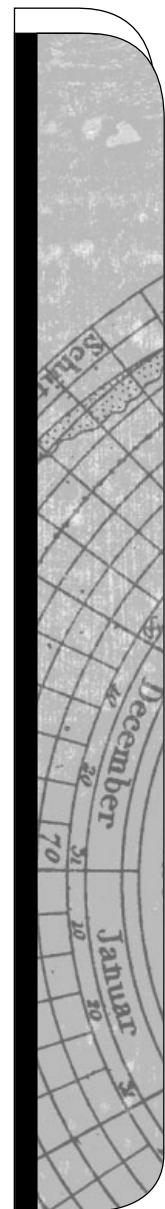
The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

Kadvalas—The strangely powerful mephits who rule this land force visitors to fight in gladiatorial arenas and wager obsessively on the results, gaining or losing social status as their enslaved (but pampered) champions rise or fall.

Noresh—Half-mechanical demons who worship a god of nothingness round up victims to feed an enormous bloodthirsty machine that, it is said, will one day explode and annihilate not only this plane, but all it touches.

Riv Ruallithash—Here, time is as mercurial as the weather, so some people exist an hour in the future, others leave trails of after-images behind them wherever they go. Travelers barter with chronoranchers for corked bottles of compressed moments.

Vilo—This plane lies entirely within a seemingly infinite castle brimming with rooms and secret passages but no exterior doors or windows. The pale humanoid civilizations that claim distinct territories as their own have no concept of sunlight, weather, or even "outside."



THE ARANEA

Aranea—the dominant species on Dendri—are magical, shapechanging spiders. Though their fearsome look connotes evil and strikes terror in the minds of many, aranea are intelligent creatures content to spend their lives spinning webs and hunting animal and insect prey. Their natural form is that of a human-sized spider with two small arms, but they can take the shape of a humanoid or of a humanoid-spider hybrid with fangs and spinnerets.

Nearly a million strong, the aranea ruled most of the moon uncontested, living in colossal web-nests high in the sultry rain forests and scuttling down to the surface to catch prey or lay eggs in cool subterranean burrows. They lived among monstrous spiders of all sizes, which they trained to perform simple tasks, such as webbing up meals or guarding egg hatcheries against forest scavengers. Food sources were abundant, ranging from assorted small mammals and giant insects to larger quarry such as girallons, krenshars, and owlbears.

The aranea had no real government or organization; they did whatever they liked however they pleased. They also had no technology and no need of it. Before the formians arrived, the aranea never even imagined the existence of a greater multiverse or the ability to walk between worlds.

Aranea on Dendri use the statistics in the MM except for these differences:

Alignment: 90 percent are chaotic neutral; the rest are true neutral.

Spells: Half of all aranea (known as strivers) cast spells as 3rd-level sorcerers. A quarter of them (known as firsts) cast spells as 6th-level sorcerers, and another quarter (referred to somewhat dismissively as scratchers) cast no spells at all.

Skills: Dendri's aranea gain a +2 bonus to Disguise (in humanoid form), a +2 bonus to Survival, and a +4 bonus to Hide (in dark woods).

Languages: Their racial language, Tanglereech—a haphazard blend of Common and dialects exclusive to this moon—lacks clear indications of tense. One aranea always knows what another means, but an outsider would have trouble guessing whether the subject being discussed occurred 10 years ago, took place yesterday, was happening now, or wouldn't transpire for another month.

THE PLANT CREATURES

The only region of rain forest not dominated by the aranea was a gigantic thicket, roughly 50 miles wide and 80 miles long, known as “the Murk” and home to a variety of plant creatures. Ancient treants oversaw the Murk, which also contained dryads, shambling mounds, and a large number of lesser- or nonintelligent plant species, including dendri-

culi, shriekers, assassin vines, phantom fungi, and violet fungi. Considering these specimens to be spirits of their world given life, the aranea avoided the region out of respect and fear.

OTHER FOREST SPECIES

Dendri also was home to smaller populations of timber grimlocks, wild elves, and shrubgoblins, but these species hardly mattered. The aranea had long ago asserted their claim to most of the rain forests, driving the “two-legs” (whom they saw as pests) toward the moon's poles, where the trees were sickly and sparse, or toward the marshes around the crater lakes. Though the aranea sought only to relocate and not kill the two-legs, the displaced species resented the “spiderkin” (as they called their foes). But each of the three races lived isolated from the others, unable to join forces. They all speak slightly different versions of the same guttural language, which shares just enough with Common for PCs to understand them.

Timber Grimlocks: A variant species with rough, moss-covered skin, the neutral evil timber grimlocks are eyeless and thus unhindered by the obscuring gloom. They rely on their enhanced hearing, sense of smell, and blindsight (to 120 feet) to catch mammals for their dinner. Driven out of the deep thickets, the tribes now live at the edges of the forests around the crater lakes.

Wild Elves: The only true humanoids on Dendri, the wild elves roamed the moon in barbaric tribes before the aranea drove them to the northernmost pole, which is just as warm and moist as the rest of the moon but with thinner forests. Most wild elves are chaotic neutral or chaotic evil. Their skin is the color of bark, their hair resembles fronds, and they live simply, wearing pelts and hunting mammals with slings and spears.

Shrubgoblins: The toughest of the three species, shrubgoblins are an offshoot of hobgoblins, and their well-organized tribes have a similar passion for discipline and combat. The aranea drove them to the southernmost pole, far from the grimlocks and elves, where the forests are sparse and the drizzly mist even more pronounced. All shrubgoblins are lawful evil, with reddish-brown skin covered not with hair but with tiny, leaflike scales that grant them a +2 natural armor bonus.

MARSH AND AQUATIC LIFE

The crater lakes developed their own ecosystems of fish, crustaceans, semi-intelligent sea spiders, and plant life. Shocker lizards and stirges inhabited the surrounding marshes, and spider eaters buzzed overhead, preferring the open air to the thick canopies of the forests. Each lake's

INHABITANTS OF DENDRI

Creature	Region	CR	Source	Notes
Ankheg	Forest	3	MM	—
Aranea	Any	4	MM	—
Assassin vine	Murk	3	MM	—
Carrion crawler	Tunnels	4	MM	—
Darkmantle	Tunnels	1	MM	—
Dryad	Murk	3	MM	—
Ettercap	Forest	3	MM	—
Ettin (taskmaster guards only)	Any	6	MM	—
Formian	Any but Murk	1/2–17	MM	—
Fungus, shrieker	Murk	1	MM	—
Fungus, violet	Murk	3	MM	—
Giant ant, soldier	Any	2	MM	—
Giant ant, worker	Any	1	MM	—
Giant bee	Any	1	MM	—
Giant bombardier beetle	Any	2	MM	—
Giant fire beetle	Any	2	MM	—
Giant praying mantis	Any	2	MM	—
Giant stag beetle	Any	2	MM	—
Giant wasp	Any	1	MM	—
Girallon	Forest	6	MM	—
Grick	Tunnels	3	MM	—
Krenshar	Forest	1	MM	—
Locathah	Lake	1/2	MM	Shregeye only
Monstrous centipede (Med–Huge)	Any	1/2–2	MM	—
Monstrous scorpion (Small–Huge)	Any	1/2–7	MM	—
Monstrous spider (Tiny–Colossal)	Any	1/4–11	MM	—
Owlbear	Forest	4	MM	—
Phantom fungus	Murk	3	MM	—
Shambling mound	Murk	6	MM	—
Shocker lizard	Marshes	2	MM	—
Shrubgoblin	Any but Murk	1/2	MM	Use hobgoblin
Spider eater	Marshes	5	MM	—
Stirge	Marshes	1/2	MM	—
Tendriculos	Murk	6	MM	—
Timber grimlock	Any but Murk	1	MM	Use grimlock
Treant	Murk	8	MM	—
Wild elf	Any but Murk	1	MM	—

range of species differed slightly, owing to variations in the organic matter embedded in the meteorites that created them. The aranea, innately frightened of the spider eaters, stuck to the rain forests. As a result, they didn't realize that the largest crater, Shregeye, was home to an undersea tribe of more than 800 locathahs that had arrived through a portal on the lakebed.

Typical statistics for an aranea and formian appear in the “Individuals of Interest” section starting on page 72.

ONSLAUGHT OF THE FORMIANS

Formians are centaur-ants. Lawful neutral to the extreme, they are rigidly organized and militaristic creatures who seek to expand their influence across the multiverse and colonize other planes. Neither cruel nor evil, they're implacable in their desire to occupy and transform territory. A target world's natives are viewed as impediments to be exterminated,

collaborators to be brought into the ranks, or laborers to be enslaved. The formians put the vanquished to work building hive-cities (with buildings above ground and tunnels below) for their new masters. All formians speak their native language, but since few outsiders understand its clicks and chitters, workers and warriors usually resort to communicating through body and antennae movements, while taskmasters and myrmarchs fall back on their natural telepathy.

Before setting their mandibles on the aranea three years ago, this particular hive had already annexed 10 other worlds, invading through natural rifts on their home plane. But the doorway to Dendri was different; the end point existed at the bottom of one of the moon's lakes, so when the formians opened the doorway, crushing waves of water poured through for days before diminishing to a trickle. The colony then began its march through the portal: 100,000 lowly workers, 30,000 fierce warriors, 5,000 slaver taskmasters (each guarded by *dominated* ettins), 500 myrmarch leaders, and a single queen to direct their efforts—and ensure their future by laying eggs.

For the first few months, the formians drove across the surface, killing practically at will. The army cleared the land as it went, digging tunnels and constructing ambitious hive-cities. The aranea fell easily; spiderkin are not aggressive fighters by nature and prefer to subdue opponents with webs and spells. The simple brute force of the invaders surprised and overwhelmed them, and their lack of organization made them easy prey. What's more, they had never known about the portal or even conceived of alien entities, so the invasion forced them to grapple with a radical change in the fundamental tenets of their existence.

The other forest-dwelling species also were terrified at first, but most allied themselves with what they called the "antkin," seizing the chance to turn the tables on the aranea. Thus, the formian ranks have swelled with legions of timber grimlocks, wild elves, and shrubgoblins (who usually command the other two races). Aranea not targeted for immediate termination were mentally enslaved by the taskmasters and put to work alongside the two-legs.

LOCATIONS OF INTEREST

As the formians swept across Dendri, they erected great towers of light and began constructing strategically placed hive-cities. Most of the free aranea, meanwhile, scrambled to reach the last major untouched area of rain forest on the moon—the Murk.

LUMINARETS

Unable to see well in the purplish-black gloom of their new world, the formians erected a network of 800-foot-tall

wooden towers topped with 30-foot-diameter orbs of chitin. Each orb is filled with a gel called glutemas, which reacts with the treated orb shells and causes them to cast the equivalent of bright sunlight in a radius of 20 miles. Each luminaret is guarded by squads of four formian warriors that rotate in shifts, though at any given time, there is a 30 percent chance that 2d4 formian workers skitter nearby, preparing to conduct maintenance on the tower.

Unused to the harsh white illumination, all natives of the moon other than timber grimlocks are dazzled while in its range. The formians coat the eyes of their wild elf and shrubgoblin allies with a dark sap that protects them from the dazzling effect. The aranea desperately seek to reach the narrow, shadowy regions that fall between the luminarets' separate circles of radiance.

GLUTEMAS

This sticky, gelatinous substance glows with light naturally. A double handful produces the illumination of a lantern for $4d4 \times 5$ days, after which time it loses its light-emitting property quickly, fading completely within two hours. It can be carried in any transparent or semitransparent container, but when stored in a receptacle made of treated formian chitin, the gel's radiance multiplies dramatically. Each luminaret orb contains about 20 lbs. of gel.

Unfortunately, glutemas is dangerous to handle—it eats away at organic material, dealing 1d6 points of damage per round of contact. Worse, it coats living matter so thoroughly that it can be removed only with acid or fire (and fire does not burn on damp Dendri). Scraping or scrubbing it off the affected material leaves a thin layer of gel that continues to deal full damage.

A key ingredient in the gel is a secretion from the formian queen, collected and processed by myrmarchs. Thus, PCs can find the gel only on Dendri.

Note: The treatment that protects the chitin of luminaret orbs from the gel has no effect on flesh or hide.

THE HIVE-CITIES

In transforming Dendri, the formians stuck to their usual design—simultaneously constructing multiple hive-cities in different areas of the moon, with the aim that the burgeoning municipalities would slowly grow together. At present, 16 separate cities (with names like Hradec, Trzik, J'dicha, and Skemet) are underway, and workers are preparing to clear the ground for three more. The quality of the conscripted labor differs from region to region, so each city grows at a different rate. At least 10 myrmarchs remain at each location to direct construction efforts, enforce discipline, quell uprisings, coordinate defenses, and give orders to shrubgoblin commanders.

To create a hive-city, formian workers, two-leg allies, and *dominated* aranea use mandibles and hand tools to clear-cut the zoned area of rain forest. While one group carves the trees into lumber, another excavates the foundation and digs the underground tunnels, wheeling out mountains of dirt—and unearthing rocks for use in surface construction. Only after the tunnel network is complete and the foundation deemed secure do the workers start on the upper buildings, nailing wood to wood, lashing wood to stone, and using formian-secreted adhesives to bond stone to stone.

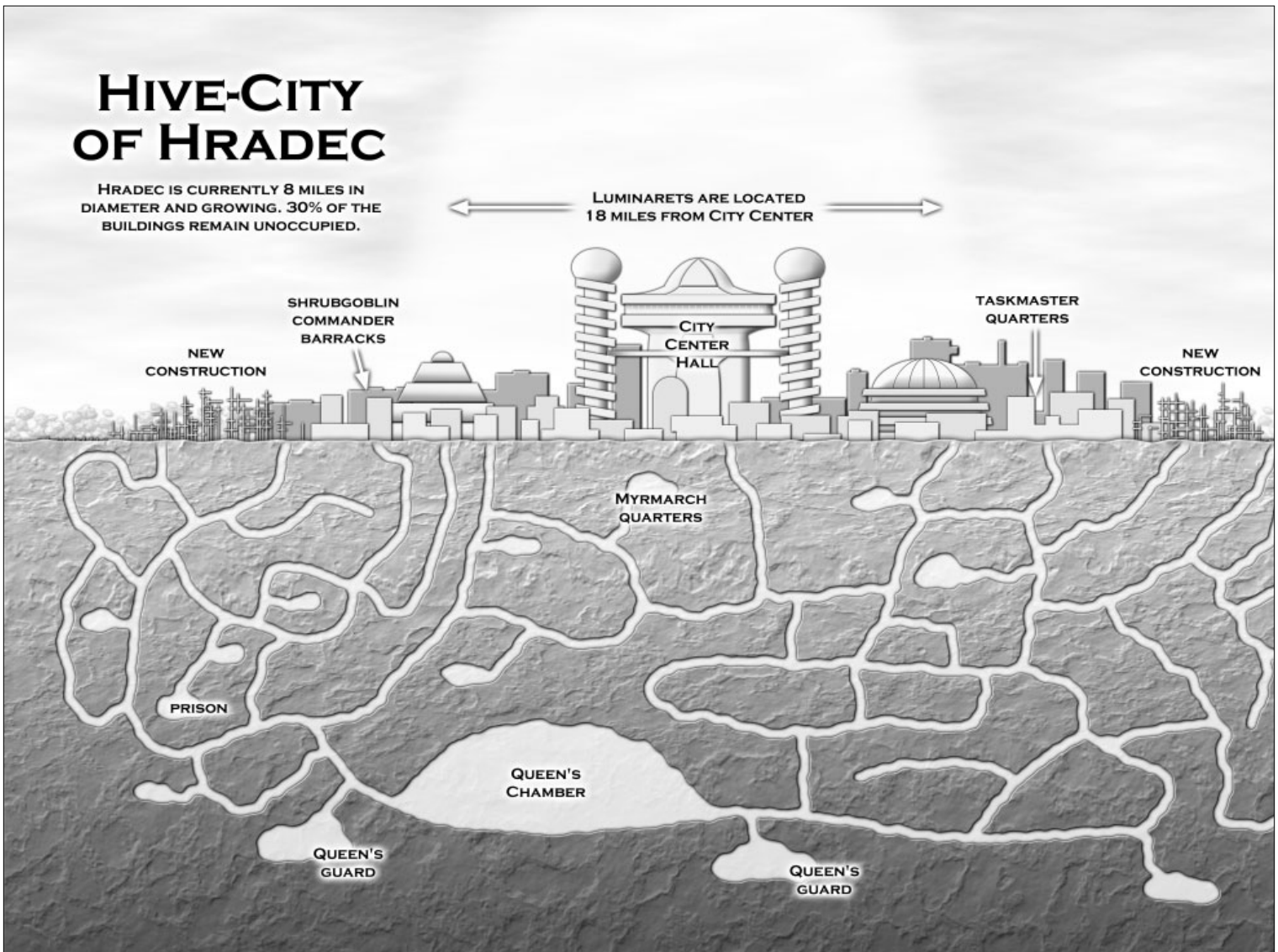
Despite the limited range of raw materials, the budding hive-cities of Expansion 11 are as splendid as any in the entire multiverse—a testament to formian planning and efficiency. They hold everything from simple block houses and canopied market stalls to domed amphitheaters and spire-topped citadels. The antkin trust that planar travelers and traders will fill the cities once word of the newly imposed civilization spreads, but for now, many structures remain empty except for those inhabited by timber grimlocks, wild elves, and shrubgoblins fascinated by the novelty of indoor life.

The formian queen dwells deep in a cavernous chamber beneath Hradec, where she produces eggs. Because she is so large and bloated, she cannot move and must be hauled about by workers if the need ever arises. Dozens of the hive's most skilled myrmarch combatants guard the tunnels leading to her den at all hours, even though the queen is hardly defenseless, wielding spell-like abilities and casting spells as a 17th-level sorcerer (see MM). Hradec is the only hive-city that bars nonformians from its subterranean tunnels. Any prohibited creatures caught in the passages are slain instantly.

THE MURK

The only major portion of Dendri not overrun by formians is the Murk. Not even the luminarets are close enough to pierce its purplish midnight.

When the antkin first broached this dark thicket, unexpected resistance from the treants, dryads, shambling mounds, and other plant creatures caused them to retreat. The formians plan to take the Murk eventually, but for now, they leave it alone. Noting this, many free aranea scramble to



reach the region, though it's hard for them to live there—the respect and fear they've felt about the place for generations runs deep. Still, they've made a pact with treant leaders to join forces against the invaders. Nearly 30,000 aranea congregate there now, with more arriving every day. The Murk also attracts many of the mammals driven out of the deforested zones, giving hungry spiderkin more reason to flock there.

The formians allow the aranea to flee to the Murk, planning to let their foes collect in one area for easy extermination. Once they've taken the rest of Dendri, the antkin plan to surround the Murk and flatten it tree by tree.

THE CRATER LAKES

The moon has 26 crater lakes scattered across its surface, formed over the millennia by meteorite impacts. In the early days, aranea referred to them as the “eyes” of Dendri, and in naming each body of water, they incorporated the name of a legendary first from the region. Mostly round, the lakes range in size from Shregeye (10 miles in diameter and 3 miles deep) to Yujzheneye (just over a quarter-mile in diameter and 150 feet deep).

Unknown to the natives, the planetary chunks that pounded out the crater lakes also had the magical effect of opening extraplanar portals at the site of each impact (see “thaumeteorites” in *When the Sky Falls*). Somewhere in each lakebed is a large depression that serves as a two-way portal to another plane. The curious locathah migrated to Shregeye from their own watery plane of Xiochla, settling in the lake but continuing to travel back and forth to this day.

The lake known as Vrenineye is the one through which the formians emerged. Now completely drained, the crater—6 miles in diameter and nearly 2 miles deep—constantly swarms with formians coming and going through the portal to their home plane.

Some of the myrmarchs have begun to realize that the other crater lakes might hold similar doorways. Once the annexation of Expansion 11 is complete, they plan to drain and explore the lakes, but for now, reconnaissance teams of workers and two-legs chart each body of water. However, if they discover the locathah in Shregeye, the antkin might hasten their plans for the foundation of Expansion 12.

THE ARANEA RESISTANCE

Most timber grimlocks, wild elves, and shrubgoblins were spared death because they're useful for razing forests and building hive-cities. But—perhaps due to an innate dislike of spiders—the formians killed or enslaved about 90 percent of the aranea population, which leaves roughly 100,000 still free. Many have resettled in the Murk, and the rest try to survive in the shrinking patches of rain forest

scattered around the moon. But regardless of their location, the spiderkin engage in a campaign of resistance to win back their world or die trying.

Most aranea are patient and methodical rather than savage or ferocious. They avoid direct confrontation and excel at staging ambushes, setting snares, and using their natural magic and poison against their foes. Under the direction of the firsts, the aranea spin giant webs in the remaining rain forests to slow and entangle the formians. They try to collapse formian tunnels by breaking through the surrounding soil. They lurk in shadowy corners of hive-city structures and leap out to kill the two-legs. And they eat any formians or collaborators they can catch and wrap up, which provides them with basic sustenance and a boost to morale.

The centralized, regulated nature of formian society makes it vulnerable. The creatures are blunt and straightforward, with no talent for subtlety or deception. They follow the telepathic orders of their superiors blindly, and even the myrmarchs, who exhibit some creativity of thought, are compelled by the hive mind. The chaotic aranea exploit this limitation ruthlessly, trying to confuse and confound the antkin at every turn. They adopt humanoid form to walk among the two-legs, employing subterfuge and sabotage to achieve their goals. This last tactic, however, is riskier than ever since myrmarchs began using *true seeing* to pierce through potential disguises.

NONVIOLENT TACTICS

Some aranea avoid killing their opponents, spreading the message of leaders like Catalpa, a striver who promotes resistance with a minimum of bloodshed. These nonviolent spiderkin concentrate on sabotaging luminarets by scaling the towers and cracking open the orbs (which often results in the mutilation or death of the strike team), infiltrating hive-cities while in humanoid form and planting cluttershells (see below), and targeting enemies with disruptive spells such as *daze*, *deep slumber*, *ghost sound*, *hypnotism*, *scare*, *slow*, *stinking cloud*, and *touch of idiocy*.

CLUTTERSHELL

Using magic known only to the wisest firsts, female aranea can lay eggs that contain spirits rather than infants. The mottled brown eggs look identical to the standard kind, but if you hold one close to your ear, an endless stream of unintelligible whispers issues from within. The aranea resistance uses these special eggs, called cluttershells, to disrupt formian communication.

To prepare a cluttershell for detonation, a first begins to tell it one of the many well-known aranea legends. After a few moments, the cocooned spirit picks up the tale and carries on, whispering the remainder of the story. Because



aranae myths are complex and the spirits digress wildly, this takes anywhere from 10 to 12 hours. During this time, a shapechanged spiderkin carries the cluttershell into the middle of a hive-city and tucks it in a hidden location.

When the spirit reaches the end of the story, the cluttershell explodes, scattering its essence in all directions. The blanketing presence suppresses all forms of mental communication (including telepathy, magic spells and effects, and the formian hive mind) in a 3-mile radius for 1d4 hours. Aranea fighters stand ready to take advantage of the monumental confusion that results from formians no longer being able to relate information and orders to one another.

VIOLENT TACTICS

Other aranea eagerly stage overt, bloody attacks, embracing savagery as a necessary evil. Scutch, a nearly hairless first who lives in the Murk, advocates this type of aggression and

gains more followers with each fiery speech. Their overall aim is to slay the formian queen—a nigh-impossible goal—by making so many assaults on her protected chambers that the myrmarchs will have no choice but to move her to a safer location, temporarily exposing her to direct attack. Scutch's followers also lure taskmasters into traps, drag the slavers back to the Murk, and torture them for information. In battle, they use damaging spells such as *ghoul touch*, *explosive runes*, *lightning bolt*, *magic missile*, *Mel's acid arrow*, *ray of frost*, *shocking grasp*, and *vampiric touch*.

PRONEWOOD

As the formians turn the rain forests into hive-cities, they don't realize that the lumber used in their construction can be turned against them. Not only can the treants of the Murk animate Dendri's trees, but they also can animate any piece of wood taken from those trees. This lumber is known to the

plant creatures as “pronewood” to reflect the fact that the fallen trees aren’t truly dead but have simply changed form.

A treant must be within 400 feet of pronewood to animate it, and because no hive-cities are that close to the edges of the Murk, this tactic remains untried. However, the aranea and the treants are planning excursions out of the darkened region to see what kind of havoc they can wreak on formian structures. Treants within range will be able to do anything from causing a log to rise up off the ground and batter the nearest timber grimlock to commanding a building to collapse and bury its inhabitants (treant as animated objects up to size Huge, one per treant).

INDIVIDUALS OF INTEREST

This section details three characters the PCs are likely to encounter while on Dendri: a zealous aranea resister, an annoying formian lackey, and a duplicitous shrubgoblin commander.

DRYSS

This aranea striver hews closer to the aggressive philosophy of Scutch than the passive resistance of Catalpa. She can’t stand seeing the ancient trees of her beloved home hacked apart and used to build shelter for the invaders. Dendri is—or was—a natural and beautiful world, and Dryss would rather be cut down herself than let the formians mow down the forests with impunity. She burns with the zeal and righteous fury of angry youth, and she’d creep into the den of the queen herself, if she could, to wrap her in a death-shroud. Dryss’ passions often drive her to make wrong or impulsive choices. So far, she has suffered only cuts and scrapes, but even she knows that her luck won’t hold out forever. She doesn’t want to give her life to the cause just yet; she’d rather remain alive, active, and capable of stinging the formians again and again.

Dryss might attack the PCs, mistaking them for formian allies, although the steady stream of anti-formian invective she’d hurl at them during the battle ought to clue the party in to her misperception and encourage the group to end the combat peacefully. Alternatively, they might observe her staging an unwise act of sabotage or violence in the middle of a hive-city and be moved to help her fend off or escape her pursuers.

Dryss, female aranea: CR 4; Medium magical beast (shape-changer); HD 3d10+6; hp 26; Init +6; Speed 50 feet, climb 25 feet; AC 13 (+2 Dex, +1 natural), touch 12, flat-footed 11; BAB +3; Grapple +3; Attack +5 melee (1d6 bite plus poison) or +5 ranged (web); Full Attack +5 melee (1d6 bite plus poison) or +5 ranged (web); SA Poison, spells, web; SQ Change shape, darkvision to 200 feet, low-light vision,

light sensitivity; AL CN; SV Fort +5, Ref +5, Will +3; Str 12, Dex 15, Con 15, Int 13, Wis 11, Cha 14

Skills and Feats: Climb +13, Concentration +8, Disguise +4, Escape Artist +5, Hide +6, Jump +12, Listen +5, Spot +4, Survival +2; Improved Initiative, Iron Will, Weapon Finesse

Possessions: *Ring of counterspells—charm monster* (made of hardened resin)

Poison (Ex): Injury, Fortitude save, DC 13 (Constitution based), initial damage 1d6 points of Strength, secondary damage 2d6 points of Strength

Web (Ex): In spider or hybrid form, Dryss can throw a web (effective against targets of up to Large size) up to six times per day with a maximum range of 50 feet and a range increment of 10 feet. An entangled creature can escape with an Escape Artist check (DC 13) or burst the web with a Strength check (DC 17); the DCs of both checks are Constitution based. The web has 6 hit points and hardness 0.

Change Shape (Su): Dryss can take the form of a Small or Medium humanoid (forgoing bite attacks, webs, and poison) or a Medium spider-humanoid hybrid that retains fangs and spinnerets (Spot check, DC 18, to notice) but has a reduced speed of 30 feet.

Spell-Like Abilities: 0—*acid splash* (2), *daze*, *ray of frost*, *touch of fatigue*; 1st—*cause fear*, *chill touch*, *shocking grasp*. Caster level 3rd. Saving throw DC 12 + spell level. Save DCs are Charisma based.

ARA-D’CH LAC’TOR-CHIN

A tireless servant of the colony, this formian worker proves especially vexing to the timber grimlocks, wild elves, and shrubgoblins who often deal with him (and who shorten his unpronounceable name to “Aralac”). Currently tasked with helping to build the hive-city of Trzik, Aralac insists on nothing less than perfection from those around him. He can communicate only in Formian, which few two-legs understand, but his frantic body movements and waving antennae usually get his message across. Aralac never seems to rest, always thrusting a piece of lumber into a grimlock’s hands or poking a wild elf who commits the sin of holding still for more than half a minute.

The PCs encounter Aralac only in or around the growing hive-city of Trzik. The formian might confuse them for wild elf, shrubgoblin, or timber grimlock workers (all two-legs look the same to him) and try to push them into a construction crew. Aralac may even ask them to help him communicate with particularly dim bipeds and try to make his intentions known through his chittering and his body and antennae movements.



Ara-d'ch Lac'tor-chin, male formian worker: CR 1/2; Small outsider (lawful); HD 1d8+1; hp 7; Init +2; Speed 40 feet; AC 17 (+1 size, +2 Dex, +4 natural), touch 13, flat-footed 15; BAB +1; Grapple -2; Attack +4 melee (1d4+2, bite); Full Attack +4 melee (1d4+2, bite); SQ *Cure serious wounds*, *make whole*, hive mind, immunity to poison and petrification and cold, resistance to electricity 10, fire 10, and sonic 10; AL LN; SV Fort +3, Ref +4, Will +2; Str 14, Dex 14, Con 12, Int 7, Wis 10, Cha 8

Skills and Feats: Climb +11, Craft (woodworking) +5, Hide +6, Listen +4, Search +2, Spot +4; Skill Focus (Craft [woodworking])

Possessions: Set of masterwork tools

Cure Serious Wounds (Sp): Aralac together with seven other workers can heal a creature's wounds as though using the spell (caster level 7th). This is a full-round action for all eight workers.

Make Whole (Sp): Aralac together with two other workers can repair an object as though using the spell (caster level 7th). This is a full-round action for all three workers.

Hive Mind: All formians within 50 miles of the queen remain in constant communication with her and each other.

GROBJUR THREE-EYE

Grobjur is a tall, muscular, and terse shrubgoblin in charge of a legion of timber grimlocks and wild elves in the primary hive-city of Hradec. Barking orders when he can and using whips when he must, he keeps his team running like the ticking cogs of a planar compass. His name derives from the glass orb in his empty left eye socket, which rolls and rotates of its own accord. When Grobjur removes it, other shrubgoblins say he has three eyes at once. Unknown to anyone else, the orb gives him the power of *clairvoyance* (once per day, as described in the spell *clairvoyance/clairaudience*, range 400 feet).

Unlike some two-legs, Grobjur knows full well the extent to which the formians exploit him, and he's happy to use them right back. While he kowtows to the antkin with as much rugged grace as he can muster, he secretly specializes in selling information to the aranea resistance, via coded messages tucked behind his removable eye. It's not because he's sympathetic to their cause. Rather, he relishes seeing the spiderkin suffer and wants to drag out the formian annexation as long as possible, the better to inflict more daily tortures on the aranea. Besides, he worries that the antkin will cast his race aside once all spiderkin have been exterminated.

Because Grobjur plays both sides of the fence, he'd be happy to assist (secretly, of course) any PCs fighting with the aranea resistance. As the player characters cross through Hradec, Grobjur might assault one of them verbally or even stage a mock mini-battle, during which he passes a coded message to the PCs meant for aranea firsts in the Murk. Another option is to have him use *clairvoyance* to spy on the player characters and then blackmail them with the secrets he learns.

He speaks Shrubgoblin and Formian as well as the Tanglereech dialect of Common.

Grobjur Three-Eye, male shrubgoblin **Ftr5**: CR 6; Medium humanoid (goblinoid); HD 5d10+15; hp 41; Init +1; Speed 30 feet; AC 18 (+1 Dex, +2 natural, +3 armor, +2 shield), touch 11, flat-footed 17; BAB +5; Grapple +8; Attack +10 melee (1d8+3 critical 20/x3, warhammer) or +6 ranged (1d8 critical 20/x3, shortbow); Full Attack +10 melee (1d8+3 critical 20/x3, warhammer) or +6 ranged (1d8 critical 20/x3, shortbow); SQ Darkvision to 200 feet, light sensitivity; AL LE; SV Fort +7, Ref +2, Will +0; Str 16, Dex 12, Con 17, Int 11, Wis 8, Cha 12

Skills and Feats: Climb +7, Intimidate +7, Jump +7, Survival +1; Cleave, Improved Initiative, Power Attack, Track, Weapon Focus (warhammer)

Possessions: Masterwork studded leather armor, masterwork heavy shield, masterwork warhammer, longbow, quiver with arrows (12), *glass eye of clairvoyance*

USING DENDRI

The occupied moon is a military dictatorship, with an oppressed species fighting back against a pitiless invading force. It's a world at war, but not one of constant bloody spectacle or armies clashing in the streets. In fact, if the PCs were dropped into a hive-city, things would seem relatively quiet at first—formians skittering about, timber grimlocks and wild elves building new structures, and shrubgoblins knocking the other two races around.

Complicating matters is the fact that the PCs most likely will be repulsed by the aranea, who seem the stuff of night-

mares: hairy, hungry, and just plain *creepy* human-sized spiders. Spinning ghastly web-nests that envelop hundred-foot-tall trees and feasting on yelping mammals, they are easy to fear and hate. Worse yet, the aranea initially react to the player characters with distrust and anger. The PCs will probably form the wrong impression about the world and its inhabitants, but their journey of discovery should make for interesting roleplaying.

Make sure the PCs frequently blunder into and through clingy webs of varying thickness, which are difficult to see in the rain forests (especially with the constant mist). Consider how you feel when you walk through cobwebs that stick to your face or get in your mouth or hair. Drive that feeling home to the characters—multiplied a hundredfold. Aranea webs are silky but incredibly tough and sticky. Web-clusters on the ground can trap the PCs' feet and slow them down, torn webs blown by breezes can land on them like nets, and thicker webs interfere with ranged weapons. Furthermore, many larger forest webs are full of giant insects and small mammals unlucky enough to have been caught.

Dendri should challenge the characters' notions of good and evil and may prove especially useful for parties new to the planes. It teaches them to temper their fears and biases, judging by reason rather than by appearances and expectations.

It's unrealistic to think that the player characters can quickly win back the moon for the aranea. The best they can do is lay low, assist with gathering intelligence, participate in acts of sabotage and infiltration, and join the occasional attack. However, in a long-term campaign, the PCs can achieve a number of satisfying victories and perhaps eventually succeed in wounding, capturing, or even killing the antkin queen—practically the only event that could spark a formian retreat.

Another option is to set a campaign on Dendri and let the players run aranea characters fighting for survival and the liberation of their homeland. Use the information below to create aranea PCs.

ARANEA PLAYER CHARACTERS

An aranea character can begin the game as a *dominated* slave laborer or a free resistance fighter. The character must start as a striver or a scratcher, not a first. All Dendri aranea characters possess the following racial traits:

- +4 Dex, +4 Con, +4 Int, +2 Wis, +2 Cha
- Medium size: No bonuses or penalties based on size
- Base land speed is 50 feet; climb 25 feet
- Darkvision to 200 feet
- Low-light vision
- +1 natural bonus to Armor Class

- **Poison (Ex):** Injury, Fortitude save, DC 13, initial damage 1d6 points of Strength, secondary damage 2d6 points of Strength. The save DC is Constitution based.
- **Web (Ex):** In spider or hybrid form (see below), an aranea can throw a web up to six times per day. This is similar to an attack with a net but has a maximum range of 50 feet, with a range increment of 10 feet, and proves effective against targets of up to Large size. The web anchors the target in place, allowing no movement.

An entangled creature can escape with an Escape Artist check (DC 13) or burst the web with a Strength check (DC 17). The check DCs are Constitution based, and the Strength check Difficulty Class includes a +4 racial bonus. The web has 6 hit points, hardness 0, and would take double damage from fire if fire could exist on Dendri.

- **Change Shape (Su):** An aranea's natural form is that of a Medium monstrous spider. It can assume two other forms. The first is a unique Small or Medium humanoid; an aranea in its humanoid form always assumes the same appearance and

traits, much as a lycanthrope would. In humanoid form, an aranea cannot use its bite attack, webs, or poison.

The second form is a Medium spider-humanoid hybrid. In hybrid form, an aranea looks like a Medium humanoid at first glance, but a Spot check (DC 18) reveals the creature's fangs and spinnerets. The aranea retains its bite attack, webs, and poison in this form, and can also wield weapons or wear armor. When in hybrid form, an aranea's speed is 30 feet.

An aranea remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does an aranea revert to its natural form when killed. A *true seeing* spell, however, reveals its natural form if it is in humanoid or hybrid form.

- **Spells:** Firsts cast as 6th-level sorcerers, strivers cast as 3rd-level sorcerers, and scratchers have no spells.
- **Skills:** +2 racial bonus on Disguise (in humanoid form), Jump, Listen, Spot, and Survival checks, +4 bonus on Hide (in darkness and forests), and a +8 racial bonus on Climb checks; can always



choose to take 10 on Climb checks even if rushed or threatened

- **Light Sensitivity (Ex):** Dazzled in bright sunlight or within the radius of a *daylight* spell
- **Languages:** Automatic—Tanglereech dialect of Common; bonus—Sylvan, Formian
- **Favored Class:** Sorcerer
- Level adjustment +7 (firsts), +4 (strivers), +2 (scratchers)

ADVENTURES

On Dendri, the player characters will find plenty of challenges involving survival, escape, rescue, sabotage, and rebellion. Though they're likely to be reluctant participants at first, in time they may relish their new roles as freedom fighters and find themselves committed to the war for control of the moon.

Before anything else, the PCs need to get to Dendri in the first place. The simplest method is for them to travel through an unknown planar rift and emerge at the bottom of a crater lake. Another option is to have a beautiful stranger (really a shapechanged aranea who fled Dendri through an undersea portal) approach the characters and beg their help in saving her peaceful world from annihilation. In another scenario, the PCs are hired by the formians to drum up business for the new hive-cities of Expansion 11 and are given a tour of the moon. For another option, the characters might get involved with survivors from worlds previously annexed by the formians—these survivors journey to Dendri to fight alongside the aranea. Finally, a merchant who specializes in exotic goods could send the PCs on a quest to obtain a large quantity of glutemas.

HEARTS AND MINDS (4TH TO 5TH LEVEL)

It's well known among the aranea that some shrubgoblins are dissatisfied with their station and treatment by the formians, and a tight-knit band in Hradec seems especially disgruntled. The PCs are charged with making surreptitious first contact with the six shrubgoblins and feeling out the depths of their resentment. Over the course of several meetings, the characters try to convince the two-legs to rebel and join the resistance, or at least serve as informers. But some aranea fear it's all a formian ruse to expose the resistance spy network.

MISSION: EXTRACTION (6TH TO 7TH LEVEL)

An aranea resister with information vital to the cause is being held for interrogation in the hive-city of Trzik. The spiderkin want to break him out, but they don't dare infiltrate the settlement in humanoid form—the myrmarchs

have stepped up their use of *true seeing*. So they make up the PCs to resemble wild elves and send them into town. The heroes must bluff their way into the holding facility, locate the target among dozens of other prisoners, and extract him without raising too many suspicions. If they run into trouble, they're to free as many captives as possible and instigate a jailbreak in the hopes of escaping into the city.

EGG TRADE (7TH TO 8TH LEVEL)

The aranea managed to steal a sac of bone-white formian eggs out of the queen's subterranean chamber and smuggle them all the way into the Murk. They use the eggs to negotiate the return of large numbers of their own mottled eggs, taken by formian warriors in a raid on a nearby forest hatchery. The PCs serve as couriers, meeting a small contingent of antkin to make the switch at the shadowy edge of the Murk. Will both armies honor the agreement, or will the characters be caught in the middle of an ambush? And have the aranea tried to hide a cluttershell among the formian eggs?

WORKING FOR THE MAN (9TH TO 10TH LEVEL)

One of the PCs, or an NPC very close to them, is captured by formians and enslaved to serve alongside two-legs and *dominated* aranea, clearing a zone for what will be Srzzko, the seventeenth hive-city. The spiderkin firsts in the Murk don't want to pledge valuable lives and resources to the rescue of one inconsequential captive. But if the rest of the PCs can sell the plan as an operation to save the trees from the clearcutters, they might win the aid of treants, dryads, and shambling mounds.

KILL THE LIGHTS (10TH TO 11TH LEVEL)

Intelligence indicates that the formians have developed an improved version of the glutemas used in luminaret orbs that increases the range of illumination. The new gel will be loaded into a luminaret 5 miles west of the hive-city of Skemet as a test. The aranea don't know if the reports are true, but they don't want to take any chances. They're preparing a strike team to destroy the luminaret, but they have to attack during the test—not before—to steal a sample of the altered gel for study. They ask the PCs to join the team.

Faraenyl

Across the Countless Worlds, elves and their fey kin have rightly cultivated a reputation for shimmering splendors, unearthly beauties, and careful stewardship of the many gifts of the world.

Nowhere is that reputation more deserved than Faraenyl, a pocket world of myth, wonder, and legendary enchantment, under which the seasons march in stately grace. High lords and ladies preside over each long season's glories, offering idylls, balls, and sojourns to all visitors to their lands. Faraenyl seems to be the epitome of fey magnificence, and for most of the visitors to this land, that is exactly what it is. And though this is a land for those of fey descent, humans and humanoids are generally welcome here. Of course, most do not find themselves invited into the councils of the high, and thus it is that many of them leave this land with memories only of reveries of sun-dappled days and sweet, moon-kissed nights. Those who have spent many years here, or those who have a knack for probing to the heart of the matter, know that Faraenyl is much more than this.

Faraenyl, a place of the most exquisite natural beauty, is divided into four principalities, each embodying a single season. At Faraenyl's center sits the capital of Emora, the sparkling and jeweled city, the hub around which the seasons wax and wane in power. The rulers of the four lands struggle for control of the city—and the power that lies beneath it.

PHYSICAL DESCRIPTION

Faraenyl is a closed plane, with its entrances carefully hidden in hillsides and between tree boughs and other innocuous places. Faraenyl is said to be connected to a number of worlds; at least, sojourners have entered this place from a wide number of different planes. It is said that the entry one chooses into the land determines the nature of one's stay. That is, an archway of roses twining around a pair of saplings is the entry that promises youth, vigor, and boundless energy. Likewise, a portal found inside a graveyard on a clouded, foggy night reveals an eerie side to the land and assures the traveler of the companionship of the darker Sidhe. But like so much else in this place, this is not an inviolable rule.

Faraenyl is a destination, not a waypoint on a greater journey. In many ways, this land could be considered the *ideal*, a paradise so carefully nurtured that it seems to breathe and move of a great volition that suggests the land itself is aware and alive. Its moods change with the weather, or perhaps the weather changes with its moods, and the

moods of those who live here echo the weather. Its four quadrants (described starting on the next page) seem to be the perfect representations of their seasons. Every step paints a new portrait with the senses; every moment inscribes this beauty on the visitor's soul.

Travelers can enter this land by accident or by design. But if they don't receive a specific invitation to remain or return, they usually can't come back. Many a fool has left Faraenyl, only to regret her decision and spend the rest of her life attempting to return. It takes a special soul to regain entry into this land, and those who do return often discover the truth behind the superficial nature of the plane.

When leaving Faraenyl, the player characters always return to the world they departed from originally, even if they leave through a different portal than the one by which they entered. There's a legend of two travelers of different worlds who met here, fell in love, and vowed to return together. But when they left Faraenyl, holding hands, through the same exit, at the same time, they lost each other in an instant in the featureless mist between worlds. They were never able to find each other again and spent their days wondering if their love was just a dream of this faerie land.

Planar Notes

Name: *Faraenyl*

Type: *Alternate world*

Common Conjunction Planes:

Avallor—*A misty, wooded realm, of tall trees, shimmering lakes, pure air—and sudden, vicious violence, as the inhabitants attempt to gain control over various natural landmarks.*

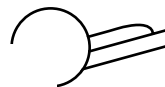
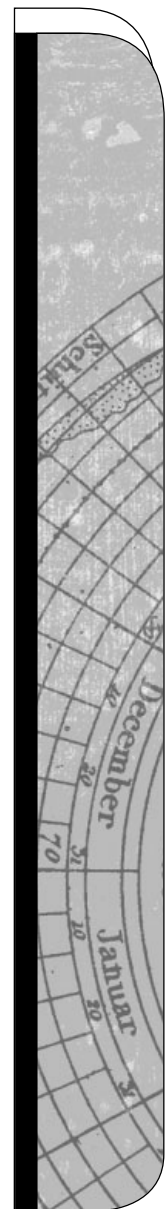
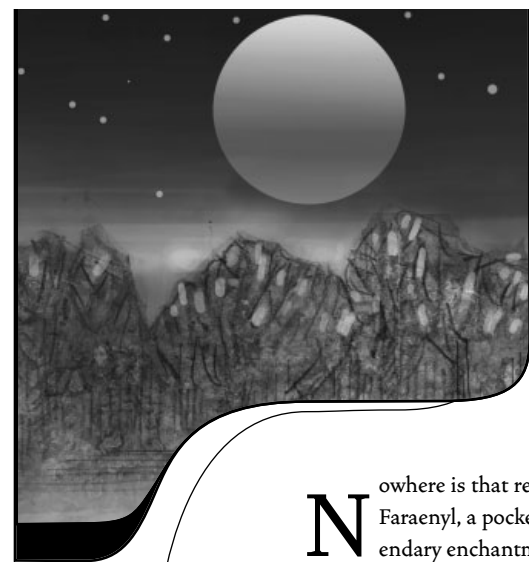
Djah—*A tropical world gleaming under constant starlight. Its inhabitants offer sacrifices to the evil gods under the sea who emerge when the moon is dark.*

The Ethereal Sea—*A plane connecting to many others like an ocean connects to many lands (see Chapter One).*

Forantia—*In the Cavern of the Machine, there is a small door that leads to a world of soot and steam, black iron and rage. Beneath it all lies a jewel of magic that keeps the world spinning.*

Triala—*A land of elven kingdoms where the other races have been enslaved “for their own benefit,” and where a resistance to the elven boot is growing in the swamps.*

The Underland—*A maze of caverns and tunnels that leads to many different worlds, depending on the route a traveler takes (see Chapter One).*



Some of the constant laws of the land are as follows:

Time flows differently here. A day can stretch as long as a month in ordinary lands, though the rate varies for each visit. Those who enter Faraenyl can't say how much time will pass in their home world while they're gone. Its rate is entirely elastic, as if this place were unmoored from the multiversal flow.

None of the residents has faith in any particular deity. No elven priests or temples exist, the dwarves don't sing the praises of any god, and no one receives divine favors. Evil here exists of its own accord, rather than as part of a large cosmic plan, and good exists likewise. Gods and their adherents are unwelcome, and those seeking to make converts in this land should be warned that they will be received harshly.

All illusion and enchantment spells are powerful in this land. Those who cast spells from those schools do so as if they were one level higher than normal, and the DM should add +1 to the Difficulty Class to resist each such spell. These bonuses are in addition to any other bonuses bestowed by the various portions of the plane.

Technology doesn't function in most of the land. Nothing with complex moving parts or that requires clockwork gears, combustion, or the like works. (This includes very high-tech devices.) Mechanical objects freeze with no explanation, and certain substances simply fail to ignite. The land itself refuses them.

LOCATIONS OF INTEREST

The plane is approximately circular, rising and breaking from mostly smooth plains and woods in the south to sharply mountainous lands in the north. It is, overall, a wooded land, though idyllic glens and some farm fields and pastures interrupt the deep forests. Winding paths cut through the terrain, sometimes as fully covered roads, sometimes little more than game paths. Some of these roads peter out into sunny glades (where a cottage may or may not be waiting), and some lead to the grand cities at the heart of the four territories that comprise the land.

These territories divide Faraenyl into four easily distinguishable parts:

- The Principality of Spring in the east
- The Kingdom of Summer in the south
- The Land of Fall to the west
- The Mountains of Winter in the north

Each of them, as one might guess, embodies the season for which it's named. Each is governed by a ruler who is near-omnipotent in his or her demesne, accomplishing marvels overnight. These rulers remain in constant struggle with one another, though their battles are mostly unseen and unknown to any but their most trusted lieutenants.

The separations of climate between the territories are knife-sharp, with no gradation between one and another. From Summer to Fall, the temperature drops sharply, the grass turns from green to brown, and the wind kicks up briskly. Likewise from Fall to Winter, and so forth. Small villages dot these counties, each paying homage and tithes to the season's ruler in his or her home at the heart of each land. In the center of the four seasons sits the state of Emora, a gentle countryside where the seasons turn around the great cycle of time, and where the capital city of the land glimmers in its silver-spun glory.

Each land has its own special rules, which the DM is encouraged to flesh out. These laws are a function of the land itself, and even the regents must abide by them. To break these rules would spell the end of that lord's reign. Thus it is that Spring's Princess is powerless to stop the rising of the river waters, and that Fall's Lord remains cloistered on the nights the Barrow Wraiths ride.

THE PRINCIPALITY OF SPRING

The Principality is a gentle, rolling land, all hills and dales with light woods and many streams. The days are warm, the nights chilly, and storms sweep across the land on occasion, turning the fields to mud and making ground travel near impossible. The water sinks into the land quickly, and the roads dry out within half a day. And somehow, even these storms are beautiful, each raindrop seeming a precious jewel. Once every two months, the storms are strong enough and long enough that the rivers overflow their banks and flood the land, sweeping away those caught in the lowlands. Some of them drown, while others are merely ejected from the land and into the swollen flood-rivers of another world (this applies to natives and visitors alike). Whether they can ever return is up to the DM.

Mists and fogs are common in Spring, rising especially during the nights and mornings. Sometimes the fog brings in visitors; sometimes it expels them. Legends tell of monsters who stalk the fogs, slaying those who interfere with their missions. Sometimes the sounds of large troops of horses can be heard, but no one has ever found any other sign of their passing.

The land of Spring is incredibly fertile. Seeds planted here take root overnight, producing healthy fruits within a week or less.

Goblins live in the woods, in caverns dug into the sides of hills. They are smarter and less evil than normal goblins and have developed a crude society that mirrors that of the more cultured elves who rule this land. They maintain good relations with the elves in general, but they're unfriendly to visitors. It is said their king lies sleeping on an island in a

lake, beneath one of the hills in the north, guarded by a horrific octopuslike creature.

The other people of Spring are slow to warm to outsiders, but when they do, they're fast friends. They live mainly in stone cottages of incredible architectural depth. Many of them seem far bigger on the inside than they appear on the outside and are filled with works of art. Whether these are illusionary varies from house to house.

The Hold of Spring's Princess sits atop a granite bluff, overlooking a deep, cool lake. This towering, gossamer affair looks as though it were constructed from cobwebs and crystal. The throne room reflects the radiant glory of the high elf Princess Caeralluna, whose rule over Spring is mercurial and whose decisions more often reflect her moods than any

long-term goals. She is said to be a bard of surpassing ability, whose songs can melt ice with their beauty.

THE KINGDOM OF SUMMER

Of all the lands of Faraenyl, the Kingdom of Summer is the most lushly wooded. Oaks and elms tower through the land, with leaves so thick in places that portions of the forest are as black as the night. Dark creatures frolic in these places, performing unspeakable rites to an unknown master or

Magic in Spring

Spells with the earth descriptor, as well as those of the illusion and conjuration schools, are cast as if the caster were one level higher than normal, reflecting the constant rebirth of the land and the fruits of Spring's mists.



mistress. The rest of the forest is more hospitable, full of light, life, and laughter. Many fruit trees offer sustenance to travelers, berries fill the bushes, and game of all sorts fills the wood—at least, for those who haven't offended the spirits of the forest. Glades and meadows dot the deep wood, and the sound of music is never far from a traveler's ears. Visitors have, on occasion, reported seeing a tree that was

Magic in Summer and Fall

In the Kingdom of Summer, spells with the air descriptor, as well as those of the evocation and enchantment schools, are cast as if the caster were one level higher than normal. Air is the dominant element of this land, and the two schools reflect the bountiful nature and charm of Summer.

In the land of Fall, spells with the fire descriptor, as well as those of the necromantic and transmutation schools, are cast as if the caster were one level higher than normal.

apparently made of pure gold and a cave opening beneath it that glimmered even more brightly. Whether it was a trick played by mischievous spirits, a lure from something darker, or a genuine treasure remains unknown. A constant wind meanders through Summer at all times, sometimes a slight zephyr, sometimes a howling hurricane that upends even mighty oaks. The wind kicks up unpredictably, though someone who pays attention can spot the warning signs and get to cover. Those who don't risk being caught in its grip and hurled at random around the kingdom. It is rare that anyone caught in the wind takes damage from it, but they are frequently completely disoriented.

Many animals make Summer their home, and it is especially beloved of windborne creatures, from birds to griffons. The people of the land (including various types of humanoid) tend to be natural and primitive—the land offers its bounty to almost everyone, and it is so warm here that the people rarely require shelter. The natives are, for the most part, friendly, open, and warm, sometimes even steadfast and loyal to those who earn their trust.

The Palace of the Summer King is also called the Floating Palace. It touches the ground in only two places; the rest of it is built across the tops of some of the most majestic trees of the land. Its two foundation pillars are made of shimmering obsidian blocks, hollow on the inside, that descend deep into the earth beneath. King Auliminath the Fair rules here. He is a hunter without peer, but he also enjoys the intrigues and parties of his court. Those who come to the court require a sponsor, and they should be sure to choose one with care.

THE LAND OF FALL

Fall is a harsher land than Summer. The areas closest to Summer are flat fields, ever ready for the harvest, surrounded by trees flaming with autumnal foliage. Farther in, the fields are plowed, the trees more skeletal, with their leaves skirling about the roots in the uncertain winds that gust through.

Barrows begin to rise in the fields, and on the nights of the full moon, their doors swing open and their inhabitants ride forth, waging their eternal war against each other and any who dare stand between them. During the Ride of the Barrow Wraiths, no one is safe. Even Kalamist, Lord of Fall, remains inside on these nights, for the rules of his land give tremendous power to the wraiths during the three nights of the full moon. It's said that the wraiths are the dead from the wars fought between Fall and Winter, in which Fall invariably fails. It's further said that the leaders of the wraiths are the dead Lords of Fall, each of whom sports the same gaping hole in his chest. What they truly seek on these Rides is unknown.

Continuing north, broken hills and jutting rocks become the dominant feature of the landscape abutting Winter. Rivers rush through this land and careen over cliffs in mad and free abandon.

The people of Fall dress in browns, oranges, and blacks, and their temperaments are hotter and darker than those of Spring and Summer. On the nights of the full moon, they hold balls of great splendor and revelry, lasting from dusk 'til dawn, in order to protect themselves from the ancient feuds that rise from the old tombs in the fields. None wish to be outside when the wild hunts roam the lands.

The Castle of Fall's Lord is an imposing granite edifice that sits on a tall hill in the middle of a cleared field. On its south side, the trees blaze in the final glory of their foliage. On the north, they stand bare against the sky. The castle appears half ruined in the daylight, but by night it shows its true splendor as the sky blazes above it and the sounds of revelry fill the countryside. If Lord Kalamist's guests stay until sunup, they can't leave the castle again until the next night. Their day will be spent in a reverie of food and drink, and they'll lose 1 point of Constitution for 24 hours.

Lord Kalamist is ambitious and sometimes cruel, and he lets nothing stand in his way. His court reflects his nature. He is a mighty warrior and an excellent strategist.

THE MOUNTAINS OF WINTER

Sharp mountains ring the land of Winter. Only three passes breach this land: one from Fall, one to Spring, and one large way that opens through to the northern parts of Emora. Mountain meadows are common, as are caves and lakes. It is a frozen wonderland, covered with snow and ice, of



tremendous vertical variety. The dominant trees are firs, though a few birches (bare of leaves) have taken root here as well.

The people of Winter are, perhaps surprisingly, extraordinarily friendly toward travelers. Because of the harshness of the climate, they find it necessary to extend hospitality to all. Yet visitors should beware—if they don't offer good sport in wit, weaponry, or tales, they may fall asleep, only to awaken shivering and naked in the cold air, with no sign of their erstwhile hosts.

The Fastness of Winter's Queen is a massive spire constructed of crystal and ice. Minarets sprout from the sides like mushrooms, and delicate archways connect them thousands of feet above the ground. Queen Lissiminor is a cold and calculating monarch, and she takes no action unless she has carefully considered it first. Her advisors are likewise shrewd, and they willingly incorporate any who come to the Fastness into their power plays. The Queen is a wizard of legendary prowess.

EMORA

Emora, the crown jewel of Faraenyl, draws together the best aspects of all these lands, blending them into a magical state where the seasons rotate cyclically. Its capital is at once beautiful and eerie, populated by beings from all over the plane.

More beings live here than in any of the four territories, seemingly waiting around every bend. They vary greatly in appearance and temperament.

When a new ruler seizes Emora, the seasons change, and so too does the population. Though Emora

Magic in Winter and Emora

In the Mountains of Winter, spells with the water or cold descriptors, as well as those of the abjuration and divination schools, are cast as if the caster were one level higher than normal.

The magic of Emora changes depending on who is ascendant in the throne. If the Princess of Spring rules, for example, magic behaves as if the entire state of Emora were Spring, and so on through the Grand Cycle of the Seasons.

has its natives, denizens of the territories come in as their season waxes and leave as it wanes.

The city of Emora is a place of pure beauty. There are no slums or poverty, and if an underclass exists, it's so well hidden that even the residents don't know of it. Emora features broad avenues laid with glassine cobblestones, each filled with golden flakes. The towers are of pure white marble, arching high into the air. Gorgeous coaches draw themselves, and humanoids of all shapes and sizes stroll along the sidewalks in their finery. Of course, Emora has many intrigues and friendly (and not-so-friendly) rivalries, but it's an eminently civilized city.

However, it's also a place of constant war. Each of the rulers harbors designs on the throne of Emora, and they build their strength throughout the year to strike when the time is right, bringing their climates with them when they come. Soldiers of the dominant season patrol the land, looking for invaders from the following season or stragglers from the previous. When forces clash, epic battles ensue. Until the ruler on the throne of Emora changes, these soldiers hold strong. Their will is weakened when their ruler falls, and the invaders from the next ruler in line take their place. Most of these battles remain hidden from casual travelers, and the residents of Faraenyl rarely speak of them, but the truth is that Emora remains more or less in a state of constant warfare.

INHABITANTS

The natives of Faraenyl cross the spectrum of humanoids, inclined toward the fey. Mythical creatures abound, from the unicorn to the sphinx, all of which tend to be one size difference bigger than their ordinary counterparts (with the corresponding increases in Strength, Challenge Rating, and so on). The inhabitants don't wage war on each other on the basis of race; their feuds with one another are more particular, from house to house and season to season. For the most part, their grievances with one another don't spill over into outright bloodshed. It takes a heinous crime for matters to escalate to that level.

There are no humans native to this land. Half-elves are usually gently invited to leave and are sometimes ejected when they don't take the hint, even when they're the children of nobility.

Faraenyl's dominant people are the elves. Every variety of elf can be found somewhere in the land, scattered among the territories. Wood elves naturally find a slightly higher concentration in Summer, and grey elves in Winter. Even dark elves find a home here, living in the deep caves beneath all the lands but Spring. High elves are the dominant residents of Spring and Fall.

Dwarves live solely in the mountains of Winter, in glittering caverns surrounding the Fastness, though they bring

INHABITANTS OF FARAENYL

Creature	CR	Source	Notes
Dwarf	varies	MM	Winter
Elf, dark	varies	MM	All except Spring
Elf, grey	varies	MM	Mainly Winter
Elf, high	varies	MM	Any, mainly Spring and Fall
Elf, wood	varies	MM	Mainly Summer
Fey	varies	MM	Includes all types, common in all seasons
Fighting machine	8	BCD	See "Grand Cycle of the Seasons," page 84
Giant	varies	MM	Hill giants in Spring Cloud giants in Summer Stone giants in Fall Frost giants in Winter
Ghost	7	MM	Any
Gnome	varies	MM	Summer
Griffon	5	MM	Summer
Predatory cat (lion, tiger)	varies	MM	Spring, Summer
Roc	10	MM	Border of Spring/Winter
Sphinx	6–10	MM	All seasons
Unicorn	4	MM	Summer
Wight	4	MM	Fall
Wolf	2	MM	Winter
Wraith	6	MM	Fall

their carts to Emora to sell their wares once a year. Gnomes likewise are found only in Summer, except for the merchants in Emora.

Fey of all varieties are found scattered through the land. Dryads and nixies are common, as are the smaller household faeries. They are quick with curses and just as quick with blessings.

There are also some giants scattered throughout the land. They keep to the back country, preferring to live solitary lives, toying with those who invade their space.

Undead hide in Faraenyl, too. They're usually of spirit form, such as wraiths and ghosts, though it's said that a lich may live in Winter, a vampire in Summer, and a smattering of wights with their barrows in Fall. The undead here keep their own counsel—they're not as malevolent as others of their kind in the outside world.

The table below lists some common creatures of the plane of Faraenyl.

WARRIORS OF THE SEASONS

Each season has a cadre of warriors that help both defend that land and take the land of Emora. Their weapons change with each ruler, as they must constantly adapt their fighting techniques to account for the tactics their victorious enemies used the previous year. If the warriors are slain, their magical items melt away into the land; they are not usable by any but those specially sworn to the defense of the seasons.

Spring's Warrior, elf Ftr6: CR 7; Medium humanoid; HD 6d10+12; hp 45; Init +2; Speed 30 feet; AC 19 (+2 Dex, +7 armor +2 shield), touch 12, flat-footed 17; BAB +6/+1; Grapple +9; Attack +12 melee (1d6+5, critical 18–20/×2, scimitar) or +8 net (special) or +8 ranged (1d8+3, critical 20/×3, mighty longbow); Full Attack +12/+7 melee (1d8+5, critical 18–20/×2, scimitar) or +8/+3 ranged (1d8+3, critical 20/×3, mighty longbow) or +8 net (special); SA *Earth magic*; SQ Elf traits, immune to spells with the earth descriptor; AL NG; SV Fort +7, Ref +4, Will +2; Str 17, Dex 15, Con 15, Int 12, Wis 10, Cha 13

Skills and Feats: Climb +6, Knowledge (nature) +5, Listen +3, Move Silently +9, Search +3, Spot +3; Exotic Weapon Proficiency (net), Point Blank Shot, Precise Shot, Run, Skill Focus (Move Silently), Stealthy, Weapon Focus (longsword)

Possessions: +2 scimitar, +2 elven chain, masterwork large shield, mighty longbow (+3), arrows (24), net

Earth Magic (Sp): Once per day, a troop of four or more warriors can summon a greater earth elemental to do their bidding for one hour as a full-round action.

Summer's Myrmarch, elf Ftr6: CR 7; Medium humanoid; HD 6d10+12; hp 45; Init +2; Speed 20 feet; AC 19 (+2 Dex, +5 armor, +2 shield), touch 12, flat-footed 17; BAB +6/+1; Grapple +9; Attack +12 melee (1d6+5, critical 20/×3, shortspear) or +8 ranged (1d8+3, critical 20/×3, mighty longbow); Full Attack +12/+7 melee (1d8+5, critical 20/×3, shortspear) or +8/+3 ranged (1d8+3, critical 20/×3, mighty longbow); SA *Air magic*; SQ Elf traits, immune to spells with the air descriptor; AL NG; SV Fort +7, Ref +4, Will +2; Str 17, Dex 15, Con 15, Int 12, Wis 10, Cha 13

Skills and Feats: Climb +4, Knowledge (nature) +5, Listen +3, Move Silently +7, Search +3, Spot +3; Quick Draw, Point Blank Shot, Precise Shot, Run, Skill Focus (Move Silently), Stealthy, Weapon Focus (longsword)

Possessions: +2 spear, +2 hide armor (griffon hide), masterwork large shield, mighty longbow (+3), 24 arrows

Air Magic (Sp): Once per day, a troop of four or more myrmarchs can summon a greater air elemental to do their bidding for one hour as a full-round action.

Fall's Sentinel, elf Ftr6: CR 7; Medium humanoid; HD 6d10+12; hp 45; Init +2; Speed 30 feet; AC 19 (+2 Dex, +5 armor, +2 shield), touch 12, flat-footed 17; BAB +6/+1; Grapple +9; Attack +11 melee (1d8+4, critical 19–20/×2, longsword) or +9 melee (1d8+3, critical 20/×3, lance); Full Attack +11/+6 melee (1d8+4, critical 19–20/×2, longsword) or +9 melee (1d8+3, critical 20/×3, lance); SA *Fire magic*; SQ Elf traits, immune to spells with the fire descriptor; AL NG; SV Fort +7, Ref +4, Will +2; Str 17, Dex 15, Con 15, Int 12, Wis 10, Cha 13

Skills and Feats: Climb +7, Knowledge (nature) +3, Listen +3, Move Silently +5, Ride +13, Search +3, Spot +3; Mounted Combat, Quick Draw, Ride-By Attack, Skill Focus (Ride), Spirited Charge, Stealthy, Weapon Focus (longsword)

Possessions: +1 flaming longsword, +2 mithral shirt, masterwork large shield, lance, light warhorse

Fire Magic (Sp): Once per day, a troop of four or more sentinels can summon a greater fire elemental to do their bidding for one hour as a full-round action.

Winter's Knight, elf Ftr6: CR 7; Medium humanoid; HD 6d10+12; hp 45; Init +2; Speed 20 feet; AC 22 (+1 Dex, +9 armor, +2 shield), touch 11, flat-footed 21; BAB +6/+1; Grapple +9; Attack +11 melee (1d8+4, critical 19–20/×2, longsword) or +8 ranged (1d8+3, critical 20/×3, mighty longbow); Full Attack +11/+6 melee (1d8+4, critical 19–20/×2, longsword) or +8/+3 ranged (1d8+3, critical 20/×3, mighty longbow); SA *Water magic*; SQ Elf traits, immune to spells with the cold or water descriptor; AL NG; SV Fort +7, Ref +4, Will +2; Str 17, Dex 15, Con 15, Int 12, Wis 10, Cha 13

Skills and Feats: Climb +2, Knowledge (nature) +5, Listen +3, Move Silently +5, Search +3, Spot +3; Point Blank Shot, Precise Shot, Quick Draw, Run, Skill Focus (Move Silently), Stealthy, Weapon Focus (longsword)

Possessions: +1 longsword of frost, +1 full plate, masterwork large shield, mighty longbow (+3), 24 arrows

Water Magic (Sp): Once per day, a troop of four or more knights can summon a greater water elemental to do their bidding for one hour as a full-round action.

SECRETS OF FARAENYL

Like many strange realms in the Countless Worlds, Faraenyl's not all that it seems. The native fey scout the greater multiverse to find candidates worthy of making the trip to their home plane, but these *invitations* are both subtle and imprecise. Still, knowledge of such things pales in comparison to the ultimate secret of the plane—the Grand Cycle of the Seasons.

INVITATIONS

Sometimes the fey go traveling incognito through the worlds, looking for entertaining visitors or attractive folk to brighten the mood of Faraenyl. Beauty, good nature, innocence, charm, a quick wit, dexterous swordplay, and even mighty boasting or other odious personal habits can get a human noticed. (In game terms, this means someone with an Intelligence or Charisma over 14, a Dexterity over 16, or a Strength over 15; combinations of these qualifiers raise the chance considerably.) When this happens, the fey travelers issue an *invitation*. The intended target rarely knows of it; the *invitation* merely opens the doors of Faraenyl for a week. The rest is up to the invitee, who must meet the following conditions: a tendency toward aimless meandering, a moment's lapse into reverie, and a trip through an unfamiliar portal. The two conditions are like a key in the door, and the passage unlocks it.

The problem with the *invitation* is that, while it's placed on a specific individual, it affects a larger area around that person. This is why many of the visitors to Faraenyl are not invited—they're accidental tourists. The fey have not modified the *invitation* because they believe that this element of chance leads to some delightful twists with their visitors.

The *invitation* is a power granted by the four rulers of the seasons to their lessers. It is not a learnable power.

GRAND CYCLE OF THE SEASONS

To become one of the rulers of the seasons is to sign one's death warrant. Hidden beneath the throne in the capital city of Emora is a warren of catacombs, tunnels, and dun-

geons. They lead ever farther down, into natural caverns of surpassing beauty, past treasure rooms with untold riches. Beyond the deepest dungeons are still more dank caves filled with horrible creatures of great power (including a small city of dark elves who have been charged with protecting this passage).

Beyond their reach, a day's walk down, is a long hallway filled with traps of all descriptions. At the end of the hallway stands a pair of massive bronze doors, inlaid with signs and sigils. Beyond the bronze doors, magic fails utterly and technology reins supreme, for this is the home of the Grand Cycle of the Seasons.

The Grand Cycle is the heart of Faraenyl, a vast, clanking, steaming machine, hundreds of feet tall, tended by a legion of a thousand stunted and twisted human men. The machine blasts out great heat, and its pipes snake into the cavern ceiling above. It is the machine that keeps the seasons turning and the world from crumbling into its component parts. It fights back the chaos from outside the borders of the whole land that would otherwise devour this little world. Who controls the Cycle controls the entire plane, and who destroys it condemns Faraenyl to oblivion.

This is the reason for the changing of the seasons. The rulers ascend to power in their territories when the old rulers vanish in Emora. The new rulers become comfortable with their reign, extending their control through the land, keeping it stable. Then they begin looking for greater power and discover the basic secret of the Cycle, which they dare not reveal to even their most trusted advisors. They bring war to Emora, seize the throne, and solidify their control, looking for the device that rules the land. Eventually, they explore the throne room and the dungeons beneath, and at last they discover the way past the traps and into the heart of the machine.

What they don't understand until they reach this place is that the Cycle requires two essential things to keep it moving: the strong emotions of the Land's visitors (whether they be joys, loves, sorrows, or fears) and the blood of the rulers of the seasons. A sudden understanding comes upon them here—they must sacrifice themselves for the good of Faraenyl. This epiphany is the culmination of all they've studied and learned in their tenure. The machine must continue in its motion. It could be said that the wisdom the rulers gain is another cog in the machine, and this wisdom leads inexorably to their doom. A ruler can't come to power unless he or she loves the land, and so all rulers to date have sacrificed themselves to the great machine. And when they fall, the next ruler in line is ready to take Emora, ready to bring the next season to the land.

This is how a machine came to rule over a land so opposed to technology: The natives of Faraenyl long ago originated in a land dominated by humans and the technology of humans. Their magic was not powerful enough to hold the land together, and they needed a paradox machine in order to fight back the primordial chaos from which they built the plane. Thus it was that they struck a bargain with humans to build the machine that would sunder their world, and through their efforts, they constructed the Cycle and drew the world around it.

The Cycle is a delicate machine, and its tenders are unused to fighting, if someone were to attempt to break it. However, they are excellent technologists and have invented machines to do their fighting for them. If pressed, they will take up hammer and chisel to defend the machine. They're only low-level and mid-level experts, but because there are a thousand tenders, they find strength in numbers.

Fighting Machine: CR 8; Large construct; HD 12d10+30; hp 96; Init +1; Speed 40 feet; AC 24 (–1 size, +1 Dex, +14 natural), touch 10, flat-footed 23; BAB +8; Grapple +18; Attack +13 melee (2d8+6 critical 19–20/×2, bladed arm); Full Attack +13 melee (2d8+6 critical 19–20/×2, 3 bladed arms); Space/Reach 10 feet/10 feet (Face/Reach 5 feet × 5 feet/10 feet); SQ Construct qualities and immunities, immune to fire and cold, DR 5/–; AL N; SV Fort +4, Ref +5, Will +4; Str 22, Dex 13, Con —, Int —, Wis 10, Cha 1

USING FARAENYL

Faraenyl should appear, at first, a generic faerie setting. It is entirely appropriate for use in developing any number of faerie-related stories or folktales, and you should feel free to bring in as many elements from these stories as you like. Lost castles, scheming witches, riotous revels attended by fey of all descriptions, vanished years, seemingly insur-





mountable barriers—all the staples of fairy tales are at your disposal here. In fact, you should paint the plane in such a way that its truth comes as a complete shock to the players, if they ever show an interest in delving deeper into its secrets. But they shouldn't learn the truth of the Grand Cycle of the Seasons until just before they open the doors to the great machine.

ADVENTURES

Faraenyl is a place of subtle dangers and legendary monsters, a land in which adventure waits behind every hill and door. Visitors will find court intrigues, hostile creatures, and untamed magic that threatens to overtake anyone who proves unequal to its passion.

SOME ENCHANTED EVENING (ALL LEVELS)

One night, as the party travels along a misty, wooded road, the PCs come upon an attractive lady of obviously high birth and exotic appearance. She is clad all in white and says little, but if one of the party has a Charisma above 15, she offers him or her a white rose. "Look for me in summer," she calls, and wheeling her mount, disappears into the night. Should her would-be paramour keep the rose, it

will act as a portal key, bringing the party to the Kingdom of Summer, near the court of the king. The rose is the party's *invitation* to the balls, where they will find the Lady Aluviel. She welcomes the party to Faraenyl and may have some missions of her own for the characters.

IN THE ICE DELVE (3RD TO 5TH LEVEL)

The Wolf King (a dire wolf with maximum statistics and Intelligence 16) has captured a team of dwarf miners in the outermost Mountains of Winter. Lord Lassalan, who sent the dwarves to the Ice Delve in the first place, wants to secure their release. It seems the miners uncovered a deep secret—an ancient, massive engine—and sent word of this discovery to their lord. Unfortunately, the Wolf King intercepted the return messenger and captured the dwarves inside the mine. His goblin and wolf minions are combing the mines now, looking for this engine. Lassalan hires the PCs to rescue the dwarves by any means possible. Unlike most of his compatriots, Lassalan is genuinely loyal to his underlings, though he also wants to know what they've found. He seems to have little ambition to rule in Winter.

THE AMULET OF THE DEAD KING

(5TH TO 7TH LEVEL)

Baron Utarsky, a minor noble in the court of Fall, has discovered that Duke Varaen VI was buried with an item of great power, and he wants it to increase his standing in the court. But the baron doesn't know what the item is or where Varaen is buried. So he enlists the PCs to find the barrow and retrieve the object. The baron recommends that they seek out the dead riders and ask for help. The dead may indeed help, but first they require a token of the party's good faith—a sword now held by one of Summer's nobles, passed down through the generations, captured from Fall during a takeover centuries ago. This noble, Count Miriculada, won't give it up for threats or gold. Instead, he wants the party to solve his riddles and penetrate his illusions before he'll surrender the blade. Once the PCs have the sword, they'll have to ride with the dead, facing many fearsome beasts along the way. At the end of it, the dead lead the party to Varaen's tomb and tell them of the amulet he wore, which used to grant wishes. Though its wishes have been expended, it still holds great symbolic value, and will make a fine gift for Fall's Lord.

STRANGERS AND THE KNIGHT

(7TH TO 9TH LEVEL)

On a blustery fall evening, the party meets a dark knight on the path, his visor closed. His armor is of a strange and intricate design, and it bears no device. He salutes the characters gravely and challenges the strongest (Strength 16 or greater) to a duel. The knight is one of Fall's defenders (use the statistics for Fall's Sentinels but with a +4 bonus to Armor Class). The challenge begins on horseback, and if the knight is unhorsed, the combat continues on foot with swords. If

the knight wins, he gives his sword to the loser mockingly, telling the character to use it wisely. If the character wins, the knight offers his sword as spoils, and tells the PCs that it's a key to the court of Fall. Either way, the heroes can use the sword to gain entrance to the Castle of Fall's Lord. Depending on whether the player characters won or lost the knight's challenge, they either appear outside the keep or must enter through a cemetery.

FULL COURT PRESS (10TH TO 12TH LEVEL)

Spring's Princess has taken Emora and believes she's ready to explore the secrets beneath the castle. In the meantime, Summer has begun to mass troops on the border of the city, preparing to take the land by storm. Spring wants to avoid bloodshed this time, hoping to usher Summer into rule with calm breezes and gentle rains, rather than with thunder and lightning and death. She calls upon the party to deliver the message that she is willing to hand over power peacefully. (She doesn't trust her current crop of ambassadors to deliver the message, for the vainglorious and ambitious lordlings might try to turn the situation toward their own advancement.)

Unfortunately, a number of snags stand in the way. First, the party must elude the spies of the ambassadors, who are in fact totally untrustworthy and who seek to impede the characters out of spite. Once the PCs make it out of Emora, they must pass the encampments of Spring's Warriors, some of whom may not honor the signet given to the party. After that, they must defeat or outwit Summer's Myrmarchs; not all of the elves are willing to let them through. Finally, if they reach the Summer King, the player characters must convince him to take power peaceably, then make their way back past all these perils to pass the word to Spring's ruler.

Burning Shadows of Kin-Li'in

Kin-Li'in is a hellish plane of extreme heat and frigid cold. Demons cavort among the blasting geysers of fire and frost in a bacchanal of horror, rejoicing in their own destructive and perverted natures.

Although many kinds of demon inhabit Kin-Li'in, chief among them is the terrorite, a monstrosity so perverse that even its shadow brings woe. The entire plane lies underground, an endless succession of caves of ice and fire. The plane itself bears a magical infection that gives a twisted kind of life to the shadows of all creatures that dare enter its confines.

A SUBTERRANEAN HELL

Some say that Kin-Li'in is the deepest level of the Underland (see Chapter One: The Countless Worlds). Some say it helped inspire the concept of the “evil underworld.” In any event, the plane Kin-Li'in has no “surface.” The entire plane consists of caverns and tunnels, most of which appear to be natural, glistening with stalactites and stalagmites like wet fangs. Maps of Kin-Li'in are notoriously useless, because the plane is so unstable. Passages collapse and new ones open up all the time. Sometimes it simply becomes impossible to get from point A to point B, even if it was once easily done. Most of the inhabitants are demons and, frankly, these issues don't bother them—they can teleport where they need to go. They often ignore the passages, considering them a nuisance or a liability. Some demons intentionally collapse any passages leading to their lairs.

Temperature in Kin-Li'in varies widely. Extreme chill permeates some places, as one might expect deep under the ground. Other areas are insufferably hot, as one might anticipate if moving through volcanic caverns. Blasts of hot air rush down a passage only to be followed by a cloying cold. Patches of turbid ice and frost quickly melt into feculent pools in the lowest parts of a cave, only to eventually freeze again. The changing temperatures actually make the plane rather windy, which is not something most people expect underground. The wind, of course, is the least of a traveler's worries.

GEYSERS OF FLAME AND FROST

The most prominent feature of this underground realm is also its most dangerous. Vents throughout Kin-Li'in create drastic fluctuations in temperature as they unpredictably blast gouts of fire and hot air or frost as well as frigid air. These inherently magical vents lie everywhere on the plane:

on cavern floors, tunnel walls, and even the ceilings. Pick a given spot, and there's a 1 in 6 chance a geyser could erupt and affect that space. Once established that a geyser could in fact erupt in a particular space, the chance of it doing so while a creature is nearby is 1 in 20 (movement often triggers an eruption).

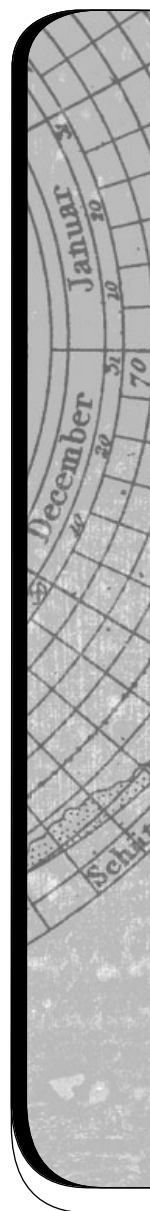
To simplify, if the group of PCs consists of four to eight characters, assume that after every two minutes of movement some of them (roll 1d4–1 to determine how many) must make Reflex saves to avoid damage from a random nearby geyser, as determined on the table below. A successful saving throw indicates that a character takes half damage. The higher the roll, the larger the geyser. If a geyser affects more than one character, it's shooting its jet horizontally across the group from a wall.

Roll	Geyser	DC	Damage
01–30	Fire	16	5d6
31–60	Frost	16	5d6
61–70	Fire	20	7d6
71–80	Frost	20	7d6
81–85	Fire	20	10d6
86–90	Frost	20	10d6
91–93	Fire	22	15d6
94–96	Frost	22	15d6
97–98	Fire	25	20d6
99–00	Frost	25	20d6

Throughout their journey, the DM should describe the nearby (but too distant to threaten) geyser eruptions that occur all around the player characters almost all the time. The eruptions are so frequent, in fact, that the dark caves almost always enjoy at least a little illumination from the fire blasts.

Characters can search for a safe spot to stop, but unless they make a successful Search check (DC 15), there might be a hidden geyser in the area that they are unaware of. Hidden geysers are always of the smallest variety (DC 16, 5d6 points of damage) and have a 1 percent chance per minute of blasting resting characters.

During every encounter in Kin-Li'in, the DM should roll a d20 each round. On a roll of 1, a random geyser blasts 1d4–1 characters (roll on table above).



HELL'S FAITHFUL

The demons of Kin-Li'in do not worship gods. Instead, they revere Kin-Li'in itself. Kin-Li'in, in their view, manifests itself in two ways—as fire and frost—so they worship those elements as higher powers. But this religious belief does not draw the inhabitants of Kin-Li'in together. Instead, being demons, they find it cause for still further contention. Every demon on the plane worships either fire or frost, and each group hates the other. Devout demons, it turns out, give new meaning to the term “fanatic,” and their intolerance for the opposing fellowship knows no bounds nor shred of logic. A weaker demon of one belief will throw itself upon a much more powerful adherent of the opposing faith.

There is no dogma or code of behavior associated with either cult. Each creed focuses purely on the reverence of its chosen element's destructive power and the respect the demons have for that power's ability to maim, slay, and bring pain and sorrow. Followers of a non-evil god whose portfolio includes either fire or cold would find no kinship among these demons, nor sympathy for their convictions.

RECENT HISTORY IN HELL

A demon prince named Beligos once ruled all of Kin-Li'in, serving as the planar warden and a purveyor of evil. About 10 years ago, however, a group of bold heroes, armed with gifts from the angels of Justiral (see Chapter Five: The Crystal Roads of Deluer), bearded the archfiend in his own lair and put him to the (holy) sword. Beligos' Palace, a hideous edifice of bone and dried flesh that rose like a column a mile wide and a thousand feet tall, collapsed around them. The heroes got away safely, and Beligos' body lay amid the ruins of his former home. In the wake of Beligos' death, the entire plane erupted into chaos and warfare, although a newcomer might not have been able to notice the difference. Minor demon despots attempted to ascend Beligos' throne. The result of the conflict was wildly inconclusive.

No one rules Kin-Li'in now. If one demon did ever rise to the position Beligos once held, the newly crowned demon prince would certainly lead the forces of this hell in a war of retribution against the celestials of Justiral.

Now that Beligos is gone, however, the most powerful demons* within Kin-Li'in are the terrorites (see page 96). Although no single terrorite has managed to claim control of the plane, as a group they have managed to infect Kin-Li'in with something called the Shadow Plague.

** There are no mariliths or balors in Kin-Li'in.*

THE SHADOW PLAGUE

Although as individuals they make war, as a group the terrorites hold the power of Kin-Li'in. And so, while each one would

rather see himself as the sole ruler of the plane and holds nothing but contempt for his rivals, all terrorites see other demons as even worse (and nondemons as less than that). So, in a way, they work together to make clear their hold on the plane first and foremost, and then struggle among themselves secondarily. To this end, they spawned a magical disease called the Shadow Plague that infects not other beings, but the plane of Kin-Li'in itself.

The Shadow Plague makes all creatures' shadows perilous, much in the way the terrorites' shadows are naturally dangerous. Each day while one is in Kin-Li'in, there is a 1 in 6 chance that one's shadow, at an unexpected time, takes on a life of its own and attacks the creature that casts it. Usually, the shadow waits until its creature is most vulnerable.

These animated shadows are like standard undead shadows, except they are not undead but outsiders; DMs need not change any shadow statistics or traits, only the spells and effects that can affect them. They do not create spawn, and their attacks can be described as having a “burning” quality upon any living thing they touch, although the attack is not actually heat or acid related—it is spiritual.

Undead and constructs remain immune to the attacks of their shadows and can ignore them; the frustrated shadow stays with the undead or construct and attacks living creatures the undead or construct comes near (although the shadow is not under the control of the undead or construct).

Planar Notes

Name: *Kin Li'in*

Type: *Hell*

Common Conjunction Planes:

Assikon—*An energy plane teeming with positive energy and inhabited by ravidis and golden plants whose vines grow at the rate of 1 inch per minute. They are kept in check by large silvery insects that feed upon them even as they spew forth pure oxygen.*

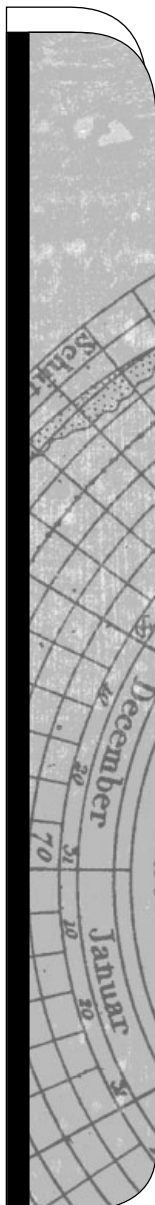
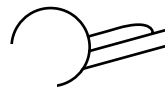
The Ethereal Sea—*A plane connecting to many others like an ocean connects to many lands (see Chapter One).*

Jholis-dfol—*A world where time flows at an erratic rate. Special individuals among the human and halfling inhabitants are born with the ability to jump ahead in time when it moves very slowly.*

Onnum—*An alien realm that occupies the interior of a hollow metallic cube 1,000 miles across, filled with warring destrachans and will-o'-wisps that fight amid an iron maze that covers every interior surface of the cube.*

Sceth—*A beautiful plane where little is what it seems: The flowers shoot deadly spines, the babbling brooks are actually evil elemental creatures, and even the grass itself feeds on flesh.*

Serran—*An alternate world where noble giants rule as wardens of the land and humans live among a variety of different races: diminutive fey, savage but honorable leonine warriors, vinaceous-skinned psionicists, once-human reptilians, and a now-intelligent race that once were only beasts.*



If defeated, the shadow disappears. For this reason, most creatures on the plane do not have shadows. The loss of a shadow diminishes a creature in a metaphysical way. The shadowless suffer a -1 morale penalty on all attack rolls, saves, and checks. A creature that leaves Kin-Li'in regains its normal shadow, but if that creature returns to Kin-Li'in, it is subject to subsequent attacks by its new shadow as normal. The terrorites' shadows are immune to this animation.

An animated shadow that slays its caster takes on the caster's form instead of its normal black color and gains all its memories, powers, skills, ability scores, and so on. The

shadow even gets the original creature's equipment. The new shadow creature is chaotic evil and has its own motivations, although it obeys the commands of a terrorite it comes in contact with. It cannot leave Kin-Li'in. Only a *true resurrection* spell can return the original creature to life; it suffers a special -2 penalty on all attack rolls, saves, and checks until its shadow form is slain. A creature slain by its shadow and brought back to life by means of *true resurrection* cast while in Kin-Li'in still has no shadow (thus the total penalty for attacks, saves, and checks is -3). A resurrected creature slain by its shadow may regain a normal shadow on another plane, but returning to Kin-Li'in makes it subject to further attacks by its previous

shadow. This means that a creature, slain by its shadow more than once, could have more than one shadow form of itself wandering the passages of this hellish plane.

THE FALLEN PALACE

The demons refer to the cavern—the largest in Kin-Li'in—that holds the ruins of Beligos' home as the Fallen Palace. The lower third of this columnlike edifice still stands, the rooms and passages within it still intact. At the roof of the

cavern, a portion of the palace that was anchored there also remains intact. The grisly ruins of the rest of the palace lie scattered throughout the cave. Amid the rubble, some creatures—such as fiendish dire rats, dretches, and fiendish carrion crawlers—have built nests and lairs. Occasionally these creatures or other scavengers in the cave find valuable items once kept within the palace: jewelry, idols, weapons, tools, ornamentation, and stranger things.

Amid the ruins lies an object called *Beligos' keystone*. This artifact, created when Beligos died, is the essence of his being. As such, it is extremely dangerous. Its opposite is the *angel's eye* (see "Xar-el's Warren," page 92).

Beligos' Keystone: This triangular object appears to be stone, but instead is the very material of evil. It measures 3 inches to a side and about 1 inch thick. It represents the essence of the demon prince and, as such, imposes a temporary negative level upon any good creature that touches it; the creature loses the negative level once the keystone is no longer in its possession. The object exudes a continual *unhallow* spell effect and affects all nondemons within 25 feet with a *doom* spell effect (no save). A wielder who holds it can use the stone to cast *chaos hammer* or *unholy blight* once per round.

Overwhelming aura; caster level 22nd; 1 lb.

RACKUL AND THE ORC SCAVENGERS

A great many orcs on a great many planes across the Countless Worlds worshiped Beligos as a god. Now that the prince is dead, they believe that whoever can find his remains will take up his mantle. While this isn't actually true, it hasn't stopped many from trying. Currently, a half-orc warlord named Rackul leads a group of 25 3rd-level orc warriors as they sift through the ruins of the Fallen Palace. The group has slain a few demons to get where it is, but unfortunately the cleric who brought them here is also dead. Rackul pulled from the corpse of the cleric the scroll of a spell that he thinks would get him back home if he could find someone to cast it.

If Rackul encounters other planar travelers he might try to convince or trick them into casting the spell for him. Unfortunately for Rackul, he excels at neither trickery nor diplomacy. Every time he tries either, it ends up being a fight—not that he usually minds. But this time, he would really like some hope of getting out of this hell while he still has his shadow.

Rackul, male half-orc Bbn10: CR 10; Medium humanoid; HD 10d12+30; hp 91; Init +2; Speed 40 feet; AC 17 (+2 Dex, +5 armor), touch 12, flat-footed 15; BAB +10; Grapple +14; Attack +15/+10 melee (2d6+7, critical 18–20/x2,

Hell Money

Throughout many hells of the Countless Worlds, the demons and devils create their own perverse currency in the form of "hell money," or "hell's coins." These objects appear to be large reddish-gold coins (disks with a 2-inch diameter) with the faces of the tormented upon them. Examined closely, the faces move and contort, as if they were real people in agony. Each hell coin represents an actual damned soul—a currency any fiend can appreciate. Some fiends and other creatures living in hellish realms do not accept regular coins and value only hell money.

These magical coins (each carries a minor aura of conjuration) are each worth 200 gp to a fiend or someone who deals regularly with fiends. To others, they are worth only 10 gp, and to some they are utterly abhorrent and worth nothing. Since the souls represented by the coins are already damned, there is nothing a person can do to save them. However, an evil creature might use the soul in a foul ritual, as part of the process of creating some magic item, or simply as a delicacy to be devoured. Any such use destroys the coin.

greatsword); Full Attack +15/+10 melee (2d6+7, critical 18–20/×2, greatsword); SA Rage; SQ DR 2/—, trapsense +3, improved uncanny dodge, darkvision 60 feet; AL CE; SV Fort +12, Ref +5, Will +5; Str 18, Dex 15, Con 16, Int 11, Wis 14, Cha 7

Skills and Feats: Climb +17, Jump +6, Listen +14, Survival +15, Swim +17; Blind-Fight, Dodge, Great Fortitude, Track

Possessions: +2 studded leather armor, +1 keen greatsword, potions of cure serious wounds, cure light wounds, and bull's strength, scroll of etherealness, gold goblet (250 gp), silver bracer (75 gp), 89 gp, 34 sp

Rage (Ex): Three times per day Rackul gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2 morale bonus on Will saves, but he takes a –2 penalty to Armor Class. This rage lasts for 5 rounds.

NAR-HAR'AN

A city composed of winding mazes and well-guarded caverns, Nar-Har'an reeks of evil. It is a city only in the sense that its caves and tunnels contain a much higher concentration of demons and other malevolent inhabitants than most other portions of the plane. It does not have buildings and streets—the streets are simply wide passages connecting the various caves.

Nar-Har'an presents some real challenges in getting around, since one must always go through one or more caves to get to the passage that leads where you want to go. But these caves are the homes, shops, festhalls, and torture dens of the residents. For demons, this is no problem—they can teleport wherever they want. Nondemons must make their way carefully and hope they don't disturb someone more powerful than they.

THE MOTHERY MIXEN

This cave, called a festhall by the natives, is the closest thing to a tavern in Nar-Har'an. Nondemons might actually find solace here, to an extent. The Mothery Mixen is operated by a half-demon ogre-mage named Youmish. He brews a concoction he calls “moltwater,” a foul drink no one would wish upon their worst enemy. Those with demon blood favor it, however, and it's the only liquor Youmish serves. His food choices are yet more disturbing.

The crowd at the Mothery Mixen comprises a mixture of races. In addition to a handful of planar-traveling humans, elves, dwarves, halflings, and gnomes, a visitor will find tieflings, githyanki, a dark elf or two, a visiting slaad, a few demons (particularly succubi, who enjoy the clientele), and perhaps even a vampire or a mind flayer.

Planar travelers come here to find out information about the plane (or other hells), to learn dark secrets like foul incantations or forbidden eldritch inventions, or to purchase

evil magic items, poisons, and even vials of pure disease. It might be the safest place for such travelers in Kin-Li'in. But it's still extremely dangerous.

Some patrons play a game called Kevils, also known as Deadman's Bones. It's a fairly complex game of tossed dice and numbered tiles. Travelers may have the misfortune of meeting a human named Colonus Breedbate, often found playing Kevils here. This is not actually Colonus, but his shadow form. The real Colonus was killed by his animated shadow more than a year ago (see the “The Shadow Plague,” page 89), and the shadow took his form. Shadow Colonus preys upon visitors to Kin-Li'in by selling them directions that lead them to near-certain death, then collecting their possessions from their bodies. Sometimes he works out arrangements with demonic natives to send off-world prey their way in exchange for some or all of the victim's loot. Other times, he simply lures the unwary into a cavern sure to be scoured by a powerful flame geyser or buried in a rockslide.

Colonus has spread rumors that he is a possible contact for travelers looking for information and pays those that send him “referrals” a cut of whatever he can get. He even has managed to make it known off-plane that travelers who come to Kin-Li'in should seek him out. This shadow-form creature speaks Abyssal, Aquan, and Infernal in addition to Common.

Colonus Breedbate, male shadow-form human Sor12: CR 12;

Medium humanoid; HD 12d4; hp 33; Init +0; Speed 30 feet; AC 14 (armor +4), touch 10, flat-footed 14; BAB +6; Grapple +6; Attack +8 melee (1d6+2, critical 20/×2, club), or +8 ranged (1d6+2, critical 20/×2, club); Full Attack +8/+3 melee (1d6+2, critical 20/×2, club), or +8/+3 ranged (1d6+2, critical 20/×2, club); AL CE; SV Fort +4, Ref +4, Will +10; Str 11, Dex 10, Con 11, Int 16, Wis 14, Cha 19

Skills and Feats: Bluff +11, Concentration +5, Craft (weapon-smithing) +7, Diplomacy +9, Intimidate +6, Knowledge (arcana) +17, Knowledge (dungeoneering) +11, Knowledge (the planes) +7, Listen +9, Move Silently +2, Search +8, Spellcraft +5, Spot +5; Craft Arms and Armor, Craft Wondrous Item, Heighten Spell, Persuasive, Silent Spell, Spell Penetration

Possessions: +4 bracers of armor, +2 evil outsider bane club, +1 club, wand of summon monster II (18 charges), potions of cure light wounds, gaseous form, haste, and heroism, hell coins (2), 45 gp

Spells Known (6/7/7/7/7/5/3): 0—acid splash, dancing lights, detect magic, flare, light, mage hand, mending, ray of frost, read magic; 1st—charm person, chill touch, comprehend languages, magic missile, shield; 2nd—bear's endurance, locate object, obscure object, scorching ray, spider climb; 3rd—blink, fireball,

fly, major image; 4th—charm monster, dimension door, polymorph; 5th—blight, prying eyes; 6th—summon monster VI

THE FONT OF FIRE

The adherents of fire, who call themselves the Seared, hold one place on the plane sacred (using that term loosely). This place, the site of the largest of the flame-spouting geysers, they call the Font of Fire. Here demonic clerics lead unholy rites in the name of the flames of Kin-Li'in.

Joalrenag is a glabrezu that serves as the High Priest of Fire by right of might. Although the fire of Kin-Li'in is no god, these demon clerics of fire can tap into its vigor to cast

Terrorites and Religion

The only demons of Kin-Li'in who do not adhere to one faith or another are the terrorites (see page 96). They see no value in it and have no desire to wield divine magic, which they see—rightly or wrongly—as more a tool of weal than woe. No fools, however, the terrorites always make sure that any demons working with them all belong to the same faith, to prevent needless infighting.

In their bids for power, the terrorites often use the religious fanaticism of other demons to their own ends. For example, one terrorite might convince the Frigid that the servants of a rival all revere fire (which may or may not be true). Not much for diplomacy, the terrorites often plant religious symbols for the opposing group to find, rather than approach them directly.

cleric spells. However, because this is more their own doing than that of the nonsentient fire, they cannot manage greater than 3rd-level spells.

Joalrenag frequently sends babau assassins to infiltrate the ranks of the priests of frost to slay whom they can. These assassins rarely succeed, but their number is virtually limitless, making them as useful as they are expendable.

Visitors can find the Seared throughout the plane, not just at the Font of Fire. Though some keep their religious affiliation secret, others proclaim it proudly and wear one of various fiery symbols, often as a brand burned right into their flesh. Usually these unabashed demons attack a follower of frost on sight, if they see the appropriate symbol.

THE FONT OF FROST

The worshippers of frost in Kin-Li'in refer to their flock as the Frigid. The Frigid gather about the greatest of the cold geysers called the Font of Frost. The demon clerics of frost dance and cavort atop a small frozen lake that surrounds the font, holding violent, bacchanalian services to revere the cold power manifest in Kin-Li'in.

A hateful and devious succubus named Ulan holds the position of the High Priestess of Frost. She takes many forms, but wears her *crown of frost* in all her guises. Ulan's fel-

low priests are mostly babau demons, although a number of hezrou serve as unholy knights (guards/enforcers). As with the clerics of fire, these clerics of frost can draw upon its power to cast up to 3rd-level cleric spells.

Crown of Frost: The ingenious artificers of this small crown crafted it of solid ice. Its ever-cold form never melts. The wearer gains immunity to cold and can use *cone of cold* and *wall of ice* each three times per day.

Moderate evocation; caster level 9th; Craft Wondrous Item, *cone of cold, protection from energy, wall of ice*; Price 86,400 gp; 2 lbs.

XAR-EL'S WARREN

Xar-el, the current prevailing terrorite (see page 96), bears the mantle of planar warden. Xar-el calls a relatively small sequence of Kin-Li'in's caves his home and does not hold dominion over a vast retinue of demon servants. Aside from his planar warden status, the thing that makes Xar-el the principal contender for mastery of this plane is the fact that he wields the artifact known as the *angel's eye*, which allows him to direct the wills of lesser demons.

Despite the power it grants him, Xar-el does not use the *angel's eye* as often as he might; he keeps it more as a threat—a token of his potential dominion. Xar-el is given to virulent fits of rage, even for his kind. Thus, the few demons that do serve him usually keep their distance, lest they be disintegrated for some minor act of proclivity. The two entrances to his demesne are guarded by vrocks and hezrou.

Note: A map of Xar-el's warren appears on page 94. The DM should use the table presented in the section "Geysers of Flame and Frost" (page 88) to determine the strength of the geysers shown on the map, using the indicated type (cold or hot) rather than that determined by the table. The geysers indicated may be on the walls or ceiling as well as the floor.

VROCK ROOST

Six vrocks roost high in a large cave (see map, page 94), away from any of the dangerous geysers. The roof of the cave rises 50 feet. They love to swoop down, *en masse*, to attack intruders. They have no treasure.

HEZROU POOL

The hezrous' numbers are smaller than the vrocks', but they utilize a clever stratagem. The four of them spend their time in a pool that is alternately frozen over from the presence of a nearby cold geyser or boiling due to two close flaming geysers. There is a 50 percent chance of either when intruders come by. If it is frozen, the hezrou wait just underneath the crust and cast *chaos hammer* or *unholy blight* through a small hole in the ice. Then they leap up to attack, breaking apart the



ice and dropping anyone standing on it into the water (PCs in the water suffer 1d3 points of cold damage per round). If the lake is boiling, they wait in gaseous form within the steam around the pool (their own resistance to fire is not enough to protect them from boiling water). They solidify when intruders draw near, then grab them and throw them into the water (causing 10d6 points of damage in the boiling pool).

XAR-EL'S CHAMBER

Xar-el spends most of his time alone, brooding over his abhorrence of all things and devising schemes for destroying all that exists. Most of them begin by crushing all of Kin-Li'in under his cruel thumb and using the resources at his disposal to proceed to the next plane. If he becomes aware of his guardians fighting intruders, he likely teleports to his treasure cave to safeguard his valuables.

His chamber has complex arcane formulas and crude battle maps scratched into the rock walls, floor, and even the stalactites and stalagmites. In the center lies a shallow pit where the terrorite curls up within his own coils to rest. Xar-el speaks only Abyssal.

Xar-el, terrorite demon (planar warden): CR 16; Large outsider (evil); HD 15d8+150; hp 195; Init +8; Speed 40 feet, fly 30 feet (poor); AC 33 (−1 size, +8 Dex, +14 natural, +2 deflection), touch 17, flat-footed 23; BAB +15; Grapple +30; Attack +25 melee (1d8+11, claw); Full Attack +25 melee (1d8+11, 2 claws), +22 melee (1d10+5 bite plus 1d4 Constitution), +22 melee (2d6+5, slam); SA Burning shadow, animate shadows, *darkfire ball*, Constitution drain, constriction, spell-like abilities, *summon tanar'ri*; SQ DR 10/holy (or 10/+3), SR 28, tanar'ri traits,



darkvision 60 feet, fast healing 5; AL CE; SV Fort +17, Ref +17, Will +15; Str 33, Dex 26, Con 27, Int 27, Wis 19, Cha 28

Skills and Feats: Climb +29, Concentration +26, Diplomacy +11, Jump +31, Knowledge (arcana) +26, Knowledge (local) +23, Knowledge (the planes) +26, Knowledge (religion) +26, Listen +22, Search +26, Sense Motive +22, Sneak +26, Spellcraft +28, Spot +22, Tumble +28, Survival +22; Cleave, Great Cleave, Iron Will, Multiattack, Power Attack, Quicken Spell-Like Ability (darkfire ball), Track

Possessions: +2 ring of protection

Burning Shadow (Su): If it touches a living creature, Xar-el's shadow inflicts 3d6 points of damage as it "burns" the creature's spirit (though this is not fire-based damage). Unless in total darkness or in the very center of a *daylight* spell (or surrounded by a number of powerful lights, such as those generated by *daylight* spells), he can make a touch attack against a foe within 15 feet to maneuver his shadow

to fall upon him. Xar-el can use this ability once per round as a free action. If he is flanked, the touch attack automatically succeeds.

Animate Shadows (Su): As a standard action three times per day, Xar-el can animate all creatures' shadows within 30 feet as described in "The Shadow Plague," page 89 (no save).

Darkfire Ball (Sp): Three times each day, Xar-el can create a fireball of black energy that operates like a normal *fireball* cast by a 15th-level caster, except that the damage is unholy (thus all demons are immune to it). The darkfire ball inflicts 10d6 points of damage in a 20-foot-radius spread (Reflex save, DC 22, for half). The save DC is Charisma based.

Constitution Drain (Su): The bite of a terrorite demon has been described as quite similar to that of a vampire. Those bitten suffer 1d4 points of temporary Constitution damage and must make a Fortitude saving throw (DC 25) or one of

the points becomes a permanent drain rather than damage. The save DC is Constitution based.

Spell-Like Abilities: At will—*detect good*, *detect magic*, *detect thoughts*, *dispel magic*, *gaseous form*, *greater teleport* (self plus 50 lbs. of objects only), *locate object*, *Mel's acid arrow*, *see invisibility*, *shatter*, *unhallow*, *vampiric touch*; 3/day—*lightning bolt*, *nondetection*; 1/day—*blasphemy*, *disintegrate*, *greater teleport* (no limitation), *unholy aura*, *wall of force*. Caster level 15th. Saving throw DC 19 + spell level. Save DCs are Charisma based.

Tanar'ri Traits: A demon possesses the following traits:

- Immunity to electricity and poison
- Resistance to acid 10, cold 10, and fire 10
- Telepathy

Summon Tanar'ri (Sp): Once per day, the terrorite can summon 1d2 vrocks or one hezrou with a 50 percent chance of success. This ability is the equivalent of a 3rd-level spell.

TREASURE CAVE

This back cave harbors no dangerous geysers. A literal mound of coins (88,453 cp, 39,397 sp, and 9,821 gp), mixed with 34 hell coins (see sidebar, page 92), 19 gems each worth 100 gp, and a jeweled sword worth 1,300 gp surround a copper pedestal topped with an elaborate silver box (worth 500 gp itself, if intact). The box, etched with dozens of tortured faces, contains the *angel's eye*, but it is locked (DC 30 to open); the key is hidden under a rock in the cave offshoot nearest this one (Search, DC 25, to find). The box also bears an iniquitous trap that absorbs anyone touching it, body and soul, into the box itself (a Fortitude save, DC 24, prevents absorption). The visage of anyone so absorbed joins the others on the box. Only a *wish* or *miracle* restores one trapped character to normal. Destroying the box or somehow removing the magic from it slays the absorbed characters, and only a *true resurrection* can restore their life.

Angel's Eye: One tip of this 18-inch iron rod is set with a triangular object that appears to be stone. It is instead the distilled essence of benevolence, the *angel's eye*. The headpiece of the rod measures 3 inches to a side and about an inch thick. The headpiece inflicts 7d8 points of damage to any demon it touches (demons may safely touch the iron rod). Further, the rod can compel demons to serve the wielder out of fear and majesty. Once per day for every one of the wielder's Hit Dice, the wielder can issue a command, like a *suggestion*, to one demon of up to the wielder's Hit Dice – 2. The demon gets a Will saving throw (DC 20), but the effect ignores spell resistance.

This artifact was created by a slaadi artificer from the distilled essence of an angel and fitted with an iron rod so a demon could safely use it. The item was then traded to a

powerful demon and has since been in the possession of one demon or another for centuries.

Overwhelming aura; caster level 22nd; 1 lb.

THE AWAKENED ONE

Hidden away in an obscure, nondescript grotto within Kin-Li'in lies a humanoid-shaped mass of flesh about 6 feet tall and completely devoid of features. In the chest of this lifeless mass one can see a triangular depression 3 inches to a side and about an inch deep. The mass appeared at the moment of Beligos' demise.

If anyone approaches within 25 feet of the mass, it comes to life, awakening from what it feels was an eternal sleep. The Awakened One possesses no memories, no predilections, and no ethical or moral outlook. Likewise, it has no powers, skills, or feats, although it is completely immune to all magic. All of its ability scores are 10, its Armor Class is 10, and it has a +2 bonus to all saves. Extremely dense material makes up its body, giving it 100 hit points. It also has fast healing 4. It fights only to defend itself, and then without skill (attack bonus +0, 1d3 nonlethal damage). If it dies, it disintegrates and reappears, asleep, in the same cave.

The Awakened One speaks Common and looks to those who woke it to provide some kind of guidance as to who it is and what it should do. Its resistance to magic makes divination spells useless in providing such information. It tries to follow those who woke it, whether they wish it to or not, hoping to learn something of its nature. As time passes, it takes on more and more of the outlook of those it accompanies, trying to fit in with those it now considers its comrades.

If someone ever fits the Awakened One with *Beligos' keystone* (see page 90), it stands stock-still for one hour as it gains both the form and psyche of the previous demon prince, complete with all his powers and goals. If, however, someone places the *angel's eye* into its triangular depression, the Awakened One stand motionless for an hour as it transforms into a solar. This angel is bent on transforming Kin-Li'in into a plane of benevolence and weal, free from demonkind and darkness, starting with ending the Shadow Plague. Either way, obviously, when someone discovers the Awakened One, it could spell drastic change for the entire plane.

In the case of either transformation, someone can remove the triangular piece, stopping the process. After the hour, however, the metamorphosis is complete and can never be reversed (the artifact used is gone forever).

INHABITANTS

Kin-Li'in bursts at its dark seams with demonkind. Fiendish creatures also call the dark, dangerous caverns of the plane home.

Kin-Li'in has a surprising number of non-native visitors for a hellish plane. Half-fiends, tieflings, and evil creatures with their own secretive agendas walk its winding passages.

Further, there is a 10 percent chance that an encounter with anything other than a terrorite is actually an encounter with a shadow form of that creature (see "The Shadow Plague," page 89). A shadow form of a creature has all the qualities of the standard creature, but is a shadowy black color (unless the standard creature has died, in which case the shadow version takes on the original's normal appearance).

TERRORITE

Large Outsider (Evil)

Hit Dice: 15d8+90 (157 hp)

Initiative: +6

Speed: 40 feet, fly 30 feet (poor)

AC: 29 (−1 size, +6 Dexterity, +14 natural), touch 15, flat-footed 23

Base Attack/Grapple: +15/+28

Attack: Claw +23 melee (1d8+9, claw)

Full Attack: +23 melee (1d8+9, 2 claws), +20 melee (1d10+4 bite plus 1d4 Constitution), +20 melee (2d6+4, slam)

Space/Reach: 10 feet/10 feet

(Face/Reach 5 feet by 5 feet/10 feet)

Special Attacks: Burning shadow, animate shadows, *darkfire ball*, Constitution drain, constriction, spell-like abilities, *summon tanar'ri*

Special Qualities: DR 10/holy (10/+3), SR 28, tanar'ri traits, darkvision 60 feet, fast healing 5

Saves: Fort +15, Ref +15, Will +13

Abilities: Str 29, Dex 22, Con 23, Int 23, Wis 15, Cha 24

Skills: Climb +27, Concentration +24, Diplomacy +9, Jump +29, Knowledge (arcana) +24, Knowledge (the planes) +24, Knowledge (religion) +24, Listen +20, Search +24, Sense Motive +20, Sneak +24, Spellcraft +26, Spot +20, Tumble +26, Survival +20

Feats: Cleave, Great Cleave, Iron Will, Multiattack, Power Attack, Quicken Spell-Like Ability (*darkfire ball*), Track^B

Environment: Kin-Li'in

Organization: Solitary

Challenge Rating: 14

Treasure: Triple standard

Advancement: 16–20 HD (Large) 21–30 HD (Huge)

Alignment: Always chaotic evil

Level Adjustment: —

Even within the ranks of demonkind, terrorite demons are quite rare. While any given hell harbors plenty of mindless demonic engines of destruction, terrorites exemplify a

INHABITANTS OF KIN-LI'IN

Creature	CR	Source	Notes
Babau	6	MM	Demon
Bebilith	10	MM	Demon
Bodak	8	MM	—
Dretch	2	MM	Demon
Fiendish carrion crawler	4	MM	—
Fiendish delver	11	MM	—
Fiendish destrachan	10	MM	—
Fiendish dire bat	3	MM	—
Fiendish dire rat	1/3	MM	—
Fiendish ogre	4	MM	—
Fiendish roper	14	MM	—
Glabrezu	13	MM	Demon
Hezrou	11	MM	Demon
Howler	3	MM	—
Mephit, fire	3	MM	—
Mephit, ice	3	MM	—
Quasit	2	MM	Demon
Retriever	11	MM	Demon
Succubus	7	MM	Demon
Terrorite	14	BCD	Demon, page 96
Tiefling	1/2	MM	—
Vrock	9	MM	Demon
Yeth hound	3	MM	—

much more singular concept: the incredibly *intelligent* engine of destruction.

Deviously sly with the intellect of a super-genius, terrorite demons more often than not still choose to destroy everything they come across. With their evil minds bent upon nothing more than slaughter, they have perfected their own physical forms to the point where they quite literally exude pain and death.

Terrorites possess the intellect necessary to know that, while they are powerful, they can accomplish more death and destruction with others of demonkind serving them. Although they generally do not focus their considerable talents on diplomacy, trickery, or even intimidation (they would rather slay than speak), their natural intellect and force of personality often bring lesser demons in line. Sometimes these demons see themselves not as servants but as allies, but the terrorites never look at it that way. They only work alongside demons of lesser power than themselves, for they do not wish to entertain questions to their authority. They hate the more powerful mariliths and balors.

This hideous race of demon resembles a savage, muscular humanoid with long, knifelike claws and fangs like a vampire's. It has sinister red eyes and sprouts long, wild hair atop its head. From its back grows a pair of sweeping batlike wings and, rather than legs, its body tapers into a long snakelike tail. Instead of scales, however, the tail—like the rest of the terrorite—is covered in coarse, dark hair.

Terrorites speak Abyssal and, like all demons, can speak with any living creature using telepathy.

COMBAT

Terrorites enjoy destruction, slaying foes, and tearing apart enemies' belongings. They prefer to go into combat with a plan, however, and they love to trick foes with a deception, a ruse, or an ambush, destroying their spirits as well as their bodies.

Burning Shadow (Su): If it touches a living creature, the terrorite's shadow inflicts 3d6 points of damage as it "burns" the creature's spirit (though this is not fire-based damage). Unless in total darkness or in the very center of a *daylight* spell (or surrounded by a number of powerful lights, such as those generated by *daylight* spells), the terrorite can make a touch attack against a foe within 15 feet to maneuver its shadow to fall upon him. The terrorite can use this ability as a free action once per round. If the terrorite is flanked, the touch attack automatically succeeds.

Animate Shadows (Su): As a standard action three times per day, the terrorite can animate all creatures' shadows within 30 feet as described in "The Shadow Plague," page 89 (no save).

Darkfire Ball (Sp): Three times each day, the terrorite can create a fireball of black energy that operates like a normal *fireball* cast by a



15th-level caster, except that the damage is unholy (thus all demons are immune to it). The darkfire ball inflicts 10d6 points of damage in a 20-foot-radius spread (Reflex save, DC 20, for half). The save DC is Charisma based.

Constitution Drain (Su): The bite of a terrorite demon has been described as quite similar to that of a vampire. Those bitten suffer 1d4 points of temporary Constitution damage and must make a Fortitude saving throw (DC 25) or one of the points becomes a permanent drain rather than damage. The save DC is Constitution based.

Spell-Like Abilities: At will—*detect good, detect magic, detect thoughts, dispel magic, gaseous form, greater teleport* (self plus 50 lbs. of objects only), *locate object, Mel's acid arrow, see invisibility, shatter, unhallow, vampiric touch*; 1/day—*blasphemy, disintegrate, greater teleport* (no limitation), *unholy aura, wall of force*. Caster level 15th. Saving throw DC 17 + spell level. Save DCs are Charisma based.

Tanar'ri Traits: A demon possesses the following traits:

- Immunity to electricity and poison
- Resistance to acid 10, cold 10, and fire 10
- Telepathy

Summon Tanar'ri (Sp): Once per day, the terrorite can summon 1d2 vrocks or one hezrou with a 50 percent chance of success. This ability is the equivalent of a 3rd-level spell.

USING KIN-LI'IN

As such things go, Kin-Li'in is a fairly typical demonic realm. This hell serves as an extraordinarily hostile environment—a place where even getting from point A to point B can be a challenge for mid- or even some high-level characters. Kin-Li'in can serve as the final otherplanar home of a long-term enemy of the PCs, who track him down to his hellish lair, defeat his closest servants, and finally confront him as well. Xar-el works well in this role.

Kin-Li'in can also be a place for mid- to high-level player characters to explore, looking for something of importance, such as the *angel's eye*—perhaps even as it could pertain to the Awakened One. Nar-Har'an can also serve as a destination for plane-traveling PCs seeking some fragment of dark lore or forbidden knowledge, either as a means to defeat the darkness or to embrace it.

ADVENTURES

The following are only a few examples of possible adventures in Kin-Li'in.

THE DEPTHS OF NAR-HAR'AN

(9TH TO 11TH LEVEL)

A half-demon sorcerer named Darigoth causes trouble on the PCs' homeworld, but when they confront him, he escapes to Kin-Li'in through a magical portal. The characters follow but now must locate their enemy. The evil character hides with demonic allies within Nar-Har'an. Can the PCs make their way through the complex of caves and tunnels that passes for a demon city and locate Darigoth, or is he gone for good? One way or another, the characters probably hear of someone who may be able to help them. Unfortunately, it is Colonus Breedbate in the Motherly Mixen, a shyster who will lead them only to further doom.

PLANAR CONTAGION

(15TH TO 16TH LEVEL)

The terrorites want to spread the Shadow Plague to other planes. To accomplish this goal, at least six of them (led by planar warden Xar-el) must gather to perform a terrible ritual that involves the blood sacrifice of 66 mortals in the name of six different gods of disease, pestilence, plague, and blight. When people begin to disappear from the PCs' home plane, divination spells trace the perpetrators to Kin-Li'in. People of their homeworld, from commoner to noble, plead with the player characters to rescue the kidnapped victims and stop these strange demons from coming back.

If the PCs ask, the other inhabitants of Kin-Li'in know what the terrorites are up to, but they have no reason to want to stop them. On the other hand, they have no reason to protect the terrorites either. The PCs can learn where the horrid ritual is to be conducted (in Xar-el's Warren) and can try to stop the demons before it is too late.

If the characters fail, or if they never make the attempt, the Shadow Plague comes to other planes. Plane-traveling PCs may hear the rumors of a terrible event spreading throughout the planes, or they may experience it first-hand as the Shadow Plague encroaches upon their home plane. In any event, the plague has only one cure—the blood of the Awakened One must be sprinkled on the ground (if applicable) of an infected plane. If the Awakened One has the soul of a demon prince, that's going to be plenty difficult....

The Lizard Kingdoms

The buzz of a pack of hunting dragonflies drones overhead, and you are grateful that the fern canopy protects you from their sight. Titanic crested dinosaurs ford the river, churning up the silt and crushing trees along the waterline, herded along by three busy barker lizards and an immense kobold herder. The earth shakes and leaves quiver as the herd leaves the pastures, returning home. Night is falling in the jungle, and the small races—the nightfolk—are finally beginning to stir, raising human faces to the moon, thankful for the protection of darkness.

On this plane, ogre-sized lizardmen and human-sized kobolds are the dominant races, lording it over lesser reptilian and insect species and stunted, warm-blooded humanoids. Domesticated dinosaurs serve the lizard races as food animals, beasts of war, and beasts of burden. The sprawling tropical cities of the Lizard Kingdoms are guarded by pterodactyls instead of griffons, and the greatest warriors are lizard knights on triceratops mounts. Evolution took a different turn here. All the patterns have changed, and a thousand dragons' scaly dreams are fulfilled.

PHYSICS AND COSMOLOGY

While the Lizard Kingdoms are warmer and wetter than most planes, the world has normal gravity, rules of magic, time, and so on. It's a limited plane with an alternate history, where warm-blooded humanoids and animals do not dominate. Instead, the reptilian kingdom rules the plane, and humanoids and mammals of all types are small and shrunken. The cold-blooded animals are bigger and more plentiful: purple frogs the size of dogs, bright reddish-brown allosaurs, and swarms of jade green tortoises grazing on undergrowth are all common sights. In the tropics, poisonous frogs, 2-foot-long insects, land-based trilobites, and a thousand other snakes, lizards, and turtles dominate animal life.

By contrast, most mammals are nocturnal, forest-dwelling scavengers. Only bats and the sentient species are predators. Horses, cows, sheep, dogs, and elephants don't exist. Bats, moles, shrews, eohippus, and a small jaguarlike cat are the only really successful mammals. A few larger varieties live in subarctic terrain, scratching out a meager living from the frosty wastelands.

The major intelligent species of the Lizard Kingdoms are formians, dire kobolds, beefolk, giant lizardfolk, troglodytes, and wasp warriors. Lisaur, fire lizards, and mantisfolk are nomadic, smaller cultures around the fringes of civilized lands, the "barbarians" of the plane. The species divide themselves into the "scalefolk" and "hivefolk" categories, but both types build cities, forge metals, and have civilizations as great as those of warm-blooded races elsewhere. They speak two trade languages, Reptilian and Hivespeak.

Humans and dwarves are marginal species, consigned to the wastelands, deep temperate forests, and frozen barrens. Warm-blooded humanoids look different from those on other planes, though their innate characteristics are about the same. This world's humans are the size of halflings, and they're slightly furrier and more nimble in trees than most humans. In addition, these stunted humans are nocturnal and have darkvision to 30 feet. They have largely taken over the forest-dwelling niche from elves, though some form of fey mammal may have existed at one time—elven ears sometimes appear among human children. The true elves are missing entirely; quickling faen are the most common representatives of the fey (see *Monte Cook's Arcana Unearthed*).

Dwarves are typically just 1 1/2 to 2 feet tall, and they survive purely as miners and diggers. Gnomes, half-elves, and halflings don't exist here.

The greatest difference is biological rather than a matter of physics or magic. But the resulting differences in culture, environment, and religion are enormous. Besides being members of an exotic species, most PCs are ignorant enough to mortally offend the larger and more numerous species. They'll need to find a way to adapt to their new, smaller stature in the world, perhaps by hiring a guide and translator.

Planar Notes

Name: *The Lizard Kingdoms*

Type: *Alternate world*

Common Conjunction Planes:

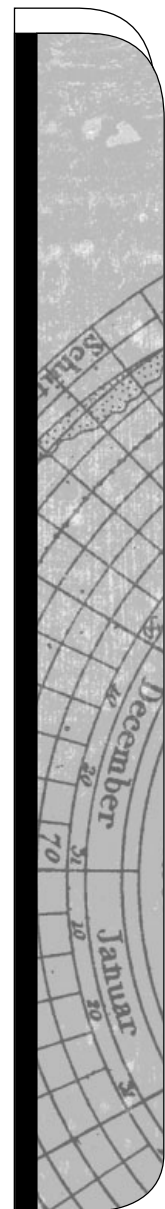
Ancient Underhill—*A labyrinthine world of wooded hills and mountains that divide tiny kingdoms of gnomes, pixies, and other fey.*

The Ethereal Sea—*A plane connecting to many others like an ocean connects to many lands (see Chapter One).*

The Grasslands—*Overrun with herds of zebra centaurs and sentient elephants, this plane is also home to chaos creatures that resemble burning tigers.*

The Round Road—*This mile-wide, circular plane is dotted with numerous doorways, many fine inns, and literally thousands of planar travellers—and planar bandits.*

Stocneau—*A plane of elemental fire that heats the earth and hatches the eggs of the salamanders who build their cities within its volcanoes.*



HISTORY

Since they were never driven to extinction, the large, reptile-like animals that dominated the world in ages past eventually gave way to large, intelligent, reptilelike animals.

Civilizations of elves, humans, dwarves, and others never really developed. Their rise was stunted by the presence of enormous predators, difficult prey, and existing saurian and insectoid civilizations.

Hivefolk

All insect species in the Lizard Kingdoms gain the following abilities.

Tremorsense. *Many insects react to movement and vibration as much as or more than they react to visual cues. Giving mantisfolk and formians on the ground the ability to sense nearby movement, even that of invisible creatures, is entirely reasonable. The ankheg, a big buglike creature, already has it. Flying giant insects such as beefolk and wasp warriors also gain blindsight to reflect that they can feel movements in the air around them.*

No Discernable Anatomy. *This basically means no critical or sneak attacks, similar to the ability possessed by oozes and undead. If you cut a cockroach's head off, it will die, but not from the loss of its head—it will starve to death because it has no mouth. Other insects can be chopped in half or lose a whole segment and continue living. While insects aren't like oozes in that they do have body parts, they aren't like mammals, either, with vulnerable vitals. A way to reflect this in-between nature is the critical or sneak attack avoidance check. Every giant insect has a 50 percent chance to ignore the additional damage from a critical hit or sneak attack because while it was a strike to a vital area, the insect can still function normally without it. (A ranger's favored enemy bonuses are not affected by this.)*

The first civilizations of the Lizard Kingdoms rose in the age of dinosaurs and have persisted over eons. The first civilized folk were the mantisfolk nomads, whose tribal hunting packs slowly became tribal kingdoms in the Red Wastes of Dohrric. The mantisfolk were eventually driven into the deeper wastelands by the fire lizards, who used striding lizard cavalry to sweep all opposition before them. The fire lizards were the first to plant, forage, and irrigate crops to feed to their prized mounts. Later, they were displaced by the lisaur, whose days ruling the saurian plains are still considered a sort of golden age, now faded. The beauty of lisaur poetry probably accounts for much of their mystique.

The next to arise were the honeycomb cities of

the beefolk and the wasp warriors, two related species of flying hivefolk. Their civilizations have remained almost the same since their founding, as they have no desire for change or conquest. The hivefolk helped the next generations along, including the coastal fishing civilization of the giant lizardfolk and the antlike formians. The lizardfolk were the first mercantile civilization, growing powerful through their ability to explore new lands and carry goods great distances by

sea. The formians stayed closer to home, seizing much fertile territory from the lisaur and chopping down entire forests to build their hive-cities.

The formians were driven east of the Amphis Mountains by dire kobolds who emerged from the dark forests. The kobolds' iron weapons destroyed the bronze blades and chitin armor of their opponents. The formians have since recovered, largely by abandoning their settlements closest to the dire kobolds' forests.

Last of the major races to appear were the troglodytes, whose adaptation to relatively cold and dark mountains and caves makes their lands almost impregnable. Their civilization is flourishing now, as the metals they dig from the earth have made their lands rich enough to fund an explosion of philosophy, art, and martial prowess.

The minor races driven to the fringes—or never reaching a position of power to begin with—are the nomadic mantisfolk, the fallen lisaur, and the “nightfolk” (the ruling races' group name for nocturnal humans, dwarves, and goblins). Humans are scavengers, with a civilization similar to that of goblins on other planes. Dwarves are filthy, burrowing dungeon animals, fit only for slaughter. In most civilized creatures' eyes, massacring dwarves is no worse than killing orcs might be elsewhere. The goblins are the most successful of the warm-blooded races, due to their short life cycle and tremendous reproductive ability.

MAJOR SPECIES SUMMARY

	Terrain	% of Population
Scalefolk		
Giant lizardfolk	Marsh, plains, forest	31%
Dire kobold	Plains, forest, hills	13%
Fire lizard	Desert	8%
Lisaur	Plains	7%
Troglodyte	Mountains	5%
Cobrafolk	Plains	Less than 1%
Hivefolk		
Beefolk	Plains, hills	17%
Formian	Plains, hills	8%
Wasp warrior	Plains, hills	4%
Mantisfolk	Desert	3%
Scorpionfolk	Desert	Less than 1%
Nightfolk		
Goblin	Marsh, forest, hills	2%
Human	Hills, forest	1%
Quickling faen	Forest	Less than 1%
Dwarf	Mountains	Less than 1%



The last category is that of “visitors,” races from other planes that have found the Lizard Kingdoms’ climate congenial. The cobrafolk, scorpionfolk, and serpent abominations are all recent arrivals, created by magic or coming as immigrants from other planes. As yet, they do not live in the Lizard Kingdoms in significant numbers.

LOCATIONS OF INTEREST

Just as the natives should make the PCs feel small, the world itself should also loom large in the characters’ eyes. The Lizard Kingdoms are a big place, and some of the more important areas are detailed below.

AMPHIS MOUNTAINS

This huge range splits the great continent of Wapita in two, dividing it between wet, tropical rain forest and dry, dune-

swept desert. The mountains themselves are home to the Trog Kingdoms, a land of feuding warlords who control both the mountain passes and the lucrative trade in iron, copper, and tin.

The troglodytes are one of the few reptilian races comfortable living and working in underground mines, and they have plenty of help from their goblin, dwarf, and human slaves. Many slaves sold in the markets of River or Crescent City wind up here.

Smaller, more tightly guarded mines produce salt, quicksilver, volcanic sulfur, and gold. The gold and quicksilver mines are tended by priests of the mountain gods. Many of these mountain gods are deified troglodyte warlords such as Tollic Redclaw, the god of raiding, or Shouting Balmar, the god of gold and plunder.

FANGSTON

The free city of Fangston is the home of egg-raiding, night-crawling, scale-cracking scum: It is the only “city” where lesser races such as humans, quicklings, and goblins rule. Fangston is protected partly by its undesirable northern location (on the flanks of the cold Hydentel Glacier, near the haunted Blackwood Forest), and partly by the presence of a monastery of the Golden Scale Knights. The monastery seeks isolation and exclusion from all traces of civilization. By this, the knights mean reptilian and hivefolk civilization—mammalian races don’t count. As long as Fangston provides food, clothing, and fodder for the knights and their mounts, the Order of the Golden Scale prevents other major species from settling here.

The city contains about 12,000 humans, 1,000 quickling fae, 200 dwarves, and up to 4,000 goblins. The goblin population is nomadic and drops to a few hundred in the summer months.

GHAT MARSHES

This enormous estuarine marsh in the southern lands is home to millions of birds and hundreds of thousands of crocodiles and other predators. The Ras River flows through the marshes, but the main channel shifts often, and the approach of high tides pulls silt and nutrients out of the mangrove forests at the edge of the marshes twice a day. Duck-billed dinosaurs and catoblepas chew their way through enormous amounts of vegetation each day, creating new channels up to 6 feet deep.

A few portions of the Ghat Marshes are the private hunting grounds of the royal family of the kingdom of Ras, but most of them are settled by giant lizardfolk who hunt and gather from the marshes. The great Crescent City at the mouth of the river has a harbor that requires frequent dredging, but its trade with all the kingdoms upriver and all the spice trade overseas makes it wealthy.

GREAT EASTERN PLAIN

This plain is the hunting and raiding ground for the fire lizards and formians, as it is home to large herds of apatosaurs and camarasosaurs, as well as stegosaurs and amargasosaurs not found in the west. The grasses of this savannah are relatively dry, and brush fires are common in the summer months. In winter, the rains flood some sections of the plain. The northern sections are patrolled by formian warriors; the southern half is split among several races. The velociraptors of the Great Eastern Plain hunt in smaller packs than those of the Northern Saurial and Southern Plains; wild barker lizards are common scavengers here.

MOUNT ETERN

A volcanic peak in the northern, subarctic region is the site of two small settlements of giant lizardfolk and dire kobolds near the formian coast. The volcanic region has many hot springs and even magma flows that warm the air and melt the winter snows, and the volcanic soil is extremely fertile for crops. But the real reason for the Eternine settlements is the presence of volcanic sulfur and the baby salamanders at the volcanic vents, both valuable commodities in the kingdoms of Ras and Oontacal. The salamanders are pets for the wealthy, trained to perch on their owners’ shoulders and beg for treats. Sulfur is used in alchemical compounds and in poultices applied to shedding skin.

NORTHERN SAURIAL PLAINS

Lisaur rule these plains, hunting triceratops specimens in competition with the biggest carnivores. The tribes use fire to create stampedes and drive triceratops herds over a bluff. Most lisaur have little sympathy for any form of “warm-bloods,” seeing them all as uncivilized, worthless egg-robbers.

More than 400,000 lisaur in 70 major and 200 lesser tribes feud across the plains. Strangers are always treated with suspicion, but those who bear gifts or news of good hunting are often embraced as honored guests and treated to a half-cooked, half-raw feast.

PRIMEA FOREST

The lush land of tree ferns, towering redwoods, and conifers is the heart of the dire kobold kingdom of Oontacal. The forest floor is often hard to find among the thick undergrowth, fallen timber, and gigantic plants, but the dire kobolds have no difficulty surviving here. They ship lumber, charcoal, herbs, hides, feathers, amber, and addictive *khat* berries to River City by barge and by caravan. Clearings grow small plots of edible plants and nuts, and the dire kobolds survive on both game birds and domesticated animals that eat insects in the leaf litter of the forest floor. Some catch fish in large nets in the many streams and rivers throughout the forest.

The kingdom of Oontacal is a loose confederation of princes and petty kings rather than an empire, though it unites quickly when faced with an outside threat. The princes choose a High King or High Queen by proclamation when the old ruler dies, but the monarch’s duties are mostly diplomatic and ceremonial. The High King rules from the city of Uriss at the heart of the forest. Each prince or Low King has the right to raise his or her own army, levy taxes, and appoint his or her successor. About a third of kobold kingdoms follow matrilineal inheritance.

Dire kobold strongholds use hollowed trees as lookout platforms over an underground warren of tunnels and caverns. The kingdom expands as the Primea Forest grows because the dire kobolds claim it as the natural boundary that defines their land. As a result, dire kobold troops often raid and burn villages within a few miles of the forest edge to discourage loggers, woodsmen, and others who might slow the forest's growth.

THE RAS RIVER

This eternal river, home to gigantic crocodiles, is the heart of the land of Ras, greatest kingdom of the lizardfolk. Both sides of the river are heavily irrigated and frequently flooded, leading to fertile conditions that grow many dates, wheat, sorghum, and beans. This also keeps the fish ponds full. River City is at the lower cataract of the Ras River, and Crescent City lies at the Ghat Marshes at the estuary. East and upriver from River City are the depths of the Primea Forest, a jungle region that the giant lizardfolk have invaded many times, but never really conquered.

Colorful pillared temples line the riverbanks, and many pilgrimages are made simply by floating downstream from

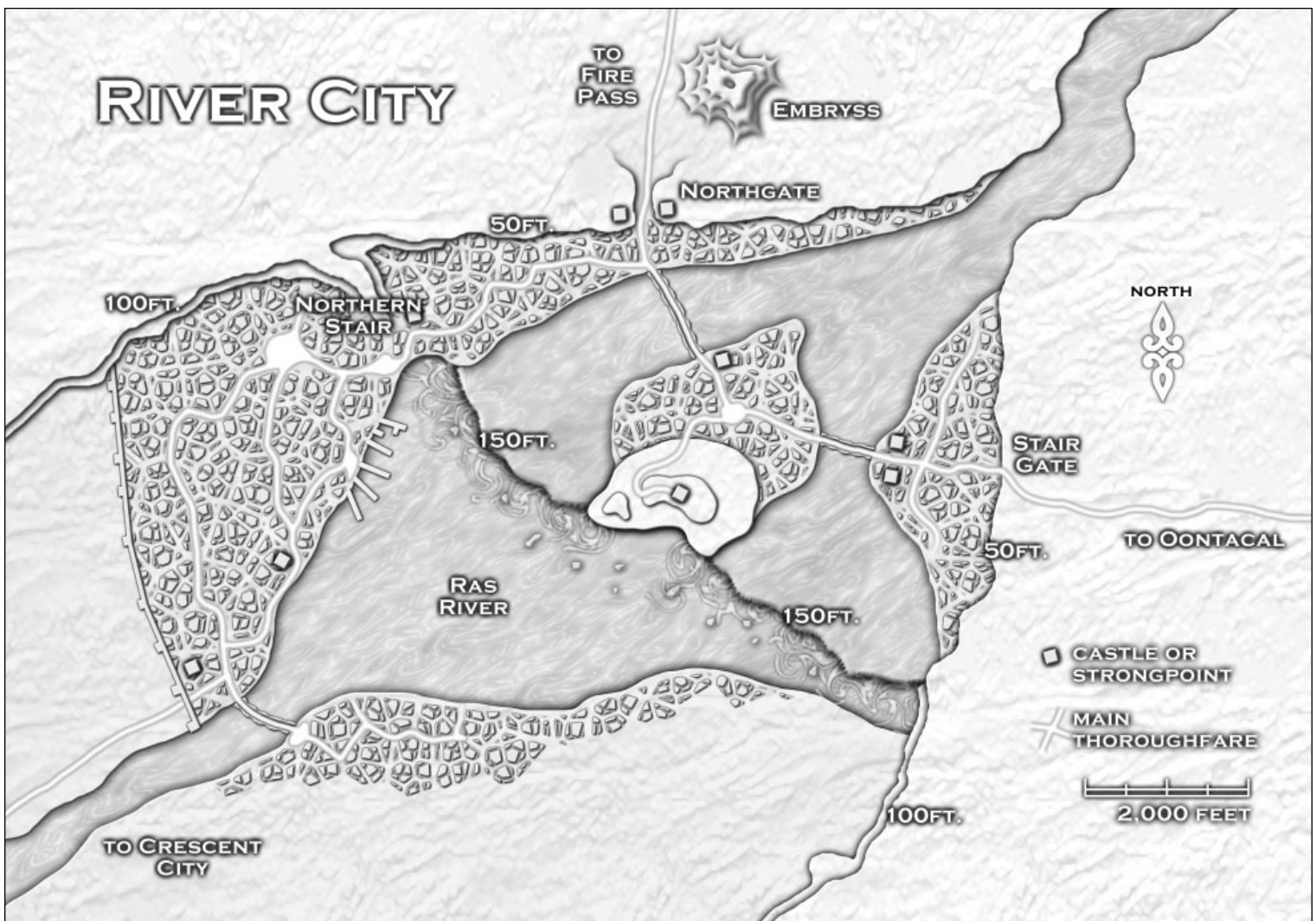
one temple to the next. The crocodile-headed river god Ras-Aten takes his sacrifices here, either drowned or thrown to the crocodiles.

THE RED WASTES OF DOHRRIC

The Red Wastes are ruled by large tribes of fire lizards and small clusters of intelligent scorpions. The deepest desert is the land of mantisfolk raiders. The sands often uncover ruins of an older civilization, believed to date from the time when mantisfolk were settled and civilized. These ruins include many forms of "egg magic," sorcerous spheres that contain charged spells. The fire lizards and other raiders of the wastes sometimes dig out these ruins to find treasures. At other times, they go raiding for slaves to do the digging. The slaves are typically worked until they drop.

RIVER CITY

This central mountainous city is perched along and atop the great Ras River's cataract between the Upper Ras and Lower Ras. The waterfall defines the city even while it constrains the city's growth. Bridges connect the two shores with Overlook, the central projecting island that is the city's





heart. The bridges served as an easy means of defense before the city outgrew Overlook and began sprawling along the banks.

The nomadic triceratops-hunting lisaur and small groups of bronto-herding kobolds live in the city's upper regions. The lower reaches of mist and swampy warmth are home to 100,000 giant lizardfolk. Stone spires in the 2-mile-long waterfall curtain itself are home to beefolk and wasp warriors. A giant formian hive-city called Embryss has been dug outside the city on the northern riverbank. Troglodytes arrive frequently with trade caravans from the mountains, guarded by mercenary fire lizards from the Red Wastes of Dohrric or the southern dunes. At River City, all the major cultures of the Lizard Kingdoms meet.

THE SHRINE OF MANY EGGS

The Shrine of Many Eggs is only one of many shrines to the egg goddess Xinsa. Hundreds of others like it exist along every coast or riverbank throughout the plane. The richest of them are elaborate, while the poorest are little more than a sheltering roof and a pile of sand where offerings are left.

Located on a warm, tropical beach, this swampy shrine is devoted to the fertility goddess Xinsa and her husband Kloss, the Ouroboroslike god of cyclical time. Both are worshipped throughout the plane in lizardfolk and kobold rituals

based on the imprinting between newly hatched eggs and lizardfolk.

The shrine shelters thousands of lizardfolk about to lay eggs, and the attendants often take care of the resulting young. The length of care depends on the offerings the mother leaves behind. The young are raised at the temple, and some never leave, preferring to worship the egg goddess through a life of faithful service.

SLATHRIC BAY

This perfect, deep-draft harbor in a protected southern bay is home to many of the largest ocean-going fishing vessels. Because the oceans are filled with megalodon, dire sharks, dragon turtles, and aquatic dinosaurs, fishing ships are both larger and better armed than the small fishing skiffs that most PCs may be used to. The fishing boats, merchant vessels, and warships docked in Slathric Bay all resemble large barges, at least 40 feet wide and as much as 200 feet long. All ships come equipped with spiked gunwales, heavy cross-bow mounts, and long flensing pikes. Most lizardfolk and dire kobold sailors have stories of shipmates snatched up by sea monsters.

The city itself forms a rough semicircle around the harbor. Its whitewashed buildings are each small fortresses to protect against raids from the landward side.

SOUTHERN PLAINS

Home to beefolk and vast herds of apatosaurs, camarasosaurs, seismosaurs, and maiasaurs, the Southern Plains are so large that herds in the tens or even hundreds of thousands are not unknown. With that much meat available, they are prime hunting grounds for tyrannosaurs, velociraptor packs, and the expeditions of giant lizardfolk nobles riding to the kill. It's possible to find packs of 50 to 200 deinonychus, packs of up to 50 allosaurs, and other predators in numbers almost as large.

The variety of herd dinosaurs is great, and the difficulty in cutting one of them from the herd is substantial. Many kills are made at water holes or river crossings. The crocodiles of the rivers here are large and numerous. Even bones don't last long here; scavengers and wild barkers crack the bones for the marrow within, reducing even the largest 50-ton seismosaur carcass to dust in a few weeks.

Dire kobolds also keep domesticated herds of their own on portions of this wide, sweeping land. Their outriders do not look kindly upon sneaky nighttime visitors.

Finally, one giant hive-city of the beefolk dots these plains: Kester Hive, with about 200,000 inhabitants and an army of up to 4,000 wasp warrior mercenaries. The bees themselves are happy to engage in trade, but they summon their wasp warrior scouts and raiders to defend themselves if their homes are looted.

WHITE ISLAND

A huge nesting ground for the oceangoing red-tailed pterodactyls, this southern island is stained white by generations of guano. Young dire kobolds often travel here on a quest to gather pterodactyl eggs so they can bond to the hatchlings. Sometimes these kobolds become Knights of the Golden Scale. The journey to and from the island is just as dangerous as the pterodactyl swarm itself. The waters are home to megalodons that eat the same rich schools of fish that feed the pterodactyls.

INHABITANTS

The Lizard Kingdoms are ruled almost entirely by the hivefolk and scalefolk. Other species hardly matter. But you can substitute scaly, insectoid, or amphibian equivalents for many of the mainstream, warm-blooded creatures. For example, replace a fire giant with a giant lizardfolk (page 110), or a humanoid golem with a more serpentine form. Apply undead templates to dire kobolds (page 109) or giant lizardfolk rather than to humans, and put together ghost lizards or vampiric fire lizards. Other reptilian, insectoid, or amphibious creatures—such as reptilian

lycanthropes, including the wereboa, werecrocodile, or weredeinonychus—are also likely encounters in the Lizard Kingdoms. The most common outsiders to visit are the slaadi.

Other examples include the following:

Doppelgangers become cobrafolk, a race of creatures that in their natural form have hooded, cobra-like heads. They live in the deepest deserts and can take the form of any humanoid with ease.

A **girallon** becomes a forest abomination, a four-armed reptilian creature that lives on fruits and meat, brachiates through tall trees, and suns itself atop the forest canopy. Its greenish feathers provide camouflage when it moves through the undergrowth.

A **dryad** is called a tree spirit, and it appears in the form of a friendly tree snake rather than a human.

A **centaur** is called a lisaur. It resembles a half-kobold, half-giant lizard with clawed legs. Herds of lisaur are nomadic hunter/gatherers on the great plains.

The **local equivalents of war dogs** are called barker lizards, and they hunt in scaly packs. The barkers are the size of ponies.

The existing monster books contain dinosaurs from ankylosaurs and allosaurs to seismosaurs and spinosaurs, and a typical reference work like *The Complete Dinosaur* by James O. Farlow can provide basic information on dozens more. Everyone knows T. rex and velociraptor, so be sure to throw a few curves such as creature substitution, giant-sizing, or finding obscure real-world dinosaurs.

Gods of the Thunder Lizards

The following gods are worshiped by all the scalefolk of the Lizard Kingdoms. The mountain gods are favored among the troglodyte kingdoms. The others are more common among giant lizardfolk and dire kobolds.

Isstec (NE): *The shedding goddess of war, death, and growth. Domains: death, destruction, war*

Kloss (N): *The snake god of cyclical time and wisdom. Domains: guardian, knowledge, magic*

Ras-Aten (LN): *The crocodile god of the sun, sunbathing, and rivers. Domains: strength, sun, water*

Shouting Balmar (CN): *The mountain god of gold and plunder. Domains: earth, luck, trickery*

Tollic Redclaw (N): *The mountain god of raiding and strength. Domains: animal, earth, strength*

Xinsa (NG): *The egg goddess of fertility. Domains: healing, plant, protection*

The hivefolk have only two gods, so they tend to see religion in terms of black and white.

Morritr (LE): *Hive-god of evil, individuality, and disobedience. Domains: chaos, death, destruction, evil, fire*

Mrrrn (LG): *Hive-god of growth, food storage, and cooperation. Domains: air, healing, law, protection, sun*

INHABITANTS OF THE LIZARD KINGDOMS

Creature	Size	CR	Source	Notes
Barker lizards (dog, riding)	M	1	MM	—
Basilisk	M to L	5	MM	—
Beefolk (giant bee)	M to L	varies	MM	Intelligence 10, alignment lawful neutral
Behir	H to G	8	MM	—
Berserker wasp	D	5	CC	—
Blade hood	L	3	CC	—
Cathedral beetle	L	4	CC	—
Childtrap	M	?	CC	—
Cobrafolk (doppelganger)	M	3	MM	—
Couatl	L	10	MM	—
Crocodile	M	2	MM	—
Deinonychus	L	3	MM	—
Dire kobold (lizardfolk)	M	2	BCD	Page 108
Dire monitor	L	4	CC	—
Dragon turtle	H	9	MM	—
Egg eater (owl, giant)	L	3	MM	—
Elasmosaurus	H	7	MM	—
Fire lizard (dire kobold)	M	1	MM	Add breath weapon (10-foot line, 1/day, 2d6 fire)
Firedrake	L	5	CC	—
Forest abomination (girallon)	L	3	MM	—
Formian (all)	S to L	varies	MM	—
Ghost lizard (spectre)	M	7	MM	—
Giant crocodile	H	4	MM	—
Giant lizardfolk	L	3	BCD	Page 110
Giant wolf spider	L	3	CC	—
Gibbering mouther	M	5	MM	—
Gorgon	L	8	MM	—
Grippett	L	3	CC	—
Human	S	1	—	—
Ice basilisk	M	6	CC	—
Lisaur (centaur)	L	3	MM	—
Lizard, monitor	M	2	MM	—
Mantisfolk (ankheg)	L	4	MM	Intelligence 10, add minor psionic powers
Megaraptor	H	6	MM	—
Miredweller	M	2	CC	—
Night singer	D	1/4	CC	—
Oozes (all)	M to G	varies	MM	—
Phase spider	L	5	MM	—
Pteranodon, riding	L	2	BCD	Page 111
Quickling faen	T	1	AU	—
Remorhaz	H	7	MM	—
Roc	G	9	MM	—
Rumbler	L	3	CC	—
Sahuagin	M	2	MM	—
Salamander	S to L	varies	MM	—
Sand burrower	H	6	CC	—
Savant hydra	M	7	CC	—
Shadow	M	3	MM	—
Shark	M to H	varies	MM	—
Shocker lizard	S	2	MM	—
Snake	T to L	varies	MM	—
Striding lizard (monitor lizard)	L	1	MM	Two-legged, add ranged fire attack (5-foot-radius sphere, 3/day, 2d6 fire damage, Reflex save, DC 13, for half, 40-foot range increment)
Tenshi tonbo (giant dragonfly)	S	1/2	JDHG	—
Tree spirit (dryad)	M	3	MM	—
Triceratops	H	9	MM	—
Troglodyte	M	1	MM	—
Troll	L to H	5	MM	—
Tyrannosaurus	H	8	MM	—
Velociraptor	M	2	BCD	Page 112
Vermin (all)	T to C	varies	MM	—
Wasp warrior	L	4	JDHG	—



“Dino-sizing” of existing creatures is mostly window dressing, though you may want to bump up some of these creatures one size category. The important thing isn’t the stats, but the mood that the more dinosaurlike creatures create. Populate the Lizard Kingdoms with rats the size of dogs to serve as humans’ nocturnal hunting companions, or with a rare nocturnal dinosaur that survives by eating eggs.

The table on the previous page lists a variety of inhabitants from the MM and other supplements (see “Using This Book” in the Introduction for the key to the table’s abbreviations).

The humanoids and intelligent species generally should follow the descriptions provided here. Statistics are given for several NPCs (a lizardfolk cleric, a kobold fighter, and a troglodyte fighter) and new species (dire kobold, giant lizardfolk, riding pteranodon, and velociraptor). Statistics for mantisfolk, beefolk, fire lizards, striding lizards, and others can be found in other sources.

SATHREC, PRIESTESS OF THE SHEDDING GODDESS

Sathrec is a fanatical follower of the shedding goddess Isstec, a two-faced deity whose portfolio includes facets of both life and death, growth and war. Sathrec is far more warlike than anything else. She usually travels with an entourage of six to 10 bloodthirsty giant lizardfolk fighters, spoiling for a fight and eager to harvest nightfolk blood for sacrifice. She won’t expect much from a group of overgrown nightfolk, and may be overconfident enough to be taken for a fall.

Her well-maintained arms and armor, purse of 100 minted silver coins (showing a snake biting its tail on one side and a lizardfolk holding apart a set of enormous jaws on the other), and various priestly goods (prayer beads, incense, flint and steel) may convince anyone who defeats her that she is a member of a civilized people. She is currently searching for a planar portal rumored to exist in the area where she encounters the party.

Sathrec, female lizardfolk Clr8
(Isstec): CR 10; Large humanoid (reptilian); HD 8d8+16; hp 55;
Init +1; Speed 30 feet; AC 23 (–1 size, +5 armor, +2 shield, +1 Dex, +6 natural), touch 11, flat-footed 22; BAB +6;
Grapple +10; Attack +7 melee (1d8, critical 20/×3, battleaxe); Full Attack +7/+2

melee (1d8, critical 20/×3, battleaxe); SA Death touch (granted ability), spells; SQ Hold breath; AL NE; SV Fort +8, Ref +5, Will +9; Str 11, Dex 12, Con 14, Int 9, Wis 17, Cha 18

Skills and Feats: Concentration +3, Heal +6, Knowledge (the planes) +2, Knowledge (religion) +1, Profession (egg hatcher) +5, Swim +4; Brew Potion, Lightning Reflexes, Scribe Scroll, Weapon Focus (battleaxe)

Possessions: Masterwork mail shirt, masterwork battleaxe, masterwork large shield, *potions of cure serious wounds* (3), scrolls of *dispel magic*, *divine power*, and *neutralize poison*, holy symbol, embroidered vestments, prayer beads, incense, flint and steel, 100 sp

Spells (war, death; 6/5+1/4+1/4+1/2+1; save DC 13 + spell level): 0—*create water*, *detect magic*, *detect poison*, *light*, *purify food and drink*, *resistance*; 1st—*bless*, *cause fear*, *comprehend languages*, *magic weapon*, *sanctuary*, *shield of faith*; 2nd—*death knell*, *enthrall*, *fog cloud*, *hold person*, *spiritual weapon*; 3rd—*animate dead*, *dispel magic*, *magic vestment*, *prayer*, *speak with dead*; 4th—*cure critical wounds*, *divine power*, *greater magic weapon*

INGASOR, KOBOLD KNIGHT OF URISS

Ingasor is a champion for the downtrodden, a helper to the poor, and a fast mover with a lance or halberd. He has appointed himself a guardian of the roadways, and that guardianship especially applies to the destruction of night-folk and other vermin. Any party seeking to rustle riding lizards or rob travelers of their valuables along the highways between Uriss and River City may encounter the business end of his weapons. To them, Ingasor issues the echoing challenge, "Stand and submit to the Knight of Uriss!" Those who laugh him off may quickly regret it.

Use heavy war horse statistics for Ingasor's mount, a war lizard named Biter. He is also accompanied by a kobold page and a groom.

Ingasor, male kobold Ftr11: CR 11; Medium humanoid (reptilian);

HD 11d10+33; hp 109; Init +3; Speed 20 feet on foot, 40 feet when riding war lizard; AC 24 (+7 armor, +2 natural, +2 deflection, +3 Dex), touch 15, flat-footed 21; BAB +11/+6/+1; Grapple +13; Attack +15 melee (1d8+3, 10-foot reach, critical 20/×3, lance) or +17 melee (1d6+8, critical 20/×2, spiked club) or +13 melee (1d10+3, critical 20/×3, halberd); Full Attack +15/+10/+5 melee (1d8+2, 10-foot reach, critical 20/×2, lance) or +17/+12/+7 melee (1d6+8, critical 20/×2, spiked club) or +13/+8/+3 melee (1d10+2, critical 20/×3, halberd); SQ Darkvision 60 feet; AL LN; SV Fort +10, Ref +6, Will +5; Str 14, Dex 17, Con 16, Int 10, Wis 11, Cha 14

Skills and Feats: Climb +7, Craft (trapmaking) +2, Handle Animal +5, Intimidate +7, Jump +6, Ride +14, Search +2, Swim +5; Cleave, Combat Reflexes, Greater Weapon Specialization (spiked club), Iron Will, Mounted Combat, Power Attack, Ride-By Attack, Trample, Weapon Focus (spiked club), Weapon Focus (lance), Weapon Specialization (spiked club)

Possessions: Riding lizard, masterwork full plate armor, +2 ring of protection, +2 spiked club, masterwork heavy lance, halberd, *potion of bull's strength*, *potion of heroism*, *potion of endurance*, *potion of cure serious wounds*, feathered helmet

ZEE ETENG, TROGLODYTE MERCHANT

Zee is a tall, greyish-black scaled troglodyte with a nose for money. He always travels with two giant lizardfolk bodyguards, both heavily armored and helmeted, as well as a bright orange pet salamander and a small circus of five to 10 barker lizards. Zee is an extremely sociable, friendly trog, always happy to agree with those he meets about almost anything other than money. When it comes time to haggle, it's another story.

Zee primarily sells heavy scaled leathers for armor, as well as troglodyte metals from the Amphis Mountains. His wares consist of decorative copper and tool-grade iron, along with small quantities of gold.

Zee Eteng, male troglodyte Ftr4: CR 4; Medium humanoid

(reptilian); HD 4d10+4; hp 30; Init +6; Speed 30 feet; AC 22 (+4 armor, +2 Dex, +6 natural), touch 12, flat-footed 20; BAB +4; Grapple +4; Attack +5 melee (1d8, critical 19–20/×2, longsword), +7 ranged (1d8, 20/×3, longbow); Full Attack +5 melee (1d8, critical 19–20/×2, longsword), +7 ranged (1d8, critical 20/×3, longbow) (+5/+5 with Rapid Shot); SA Stench; SQ Darkvision 90 feet; AL NG; SV Fort +5, Ref +3, Will +3; Str 10, Dex 14, Con 12, Int 11, Wis 15, Cha 15

Skills and Feats: Appraise +3, Bluff +4, Diplomacy +6, Intimidate +7, Ride +3, Sense Motive +4; Improved Initiative, Mounted Combat, Negotiator, Persuasive, Point Blank Shot, Rapid Shot

Possessions: Masterwork longsword, masterwork longbow, arrows (20), rich fur robes, crocodile skin boots, 2,000 gp in gold coins and small gems

DIRE KOBOLD

Medium Humanoid (Reptilian)

Hit Dice: 2d8 (9 hp)

Initiative: +1

Speed: 30 feet

Armor Class: 18 (+2 natural, +1 Dexterity, +4 armor [chain mail], +1 shield [light shield]) or 15 (+2 natural, +2 shield [heavy shield], +1 Dexterity), touch 12, flat-footed 14

Base Attack/Grapple: +1/+2

Attack: Halberd +2 melee (1d8+1/×3) or bow +3 ranged (1d6)

Full Attack: Halberd +2 melee (1d8+1/×3) or bow +3 ranged (1d6)

Space/Reach: 5 feet/5 feet

(Face/Reach 5 feet × 5 feet/5 feet)

Special Attacks: —

Special Qualities: Darkvision 60 feet

Saves: Fort +3, Ref +2, Will +0

Abilities: Str 12, Dex 12, Con 10, Int 10, Wis 10, Cha 10

Skills: Craft (trapmaking) +2, Hide +2, Listen +4, Move Silently +2, Profession (miner) +1, Ride +2, Search +2, Spot +4

Feats: Alertness

Environment: Temperate forests, plains, hills

Organization: Patrol (4–9), company (10–100 plus 100 percent noncombatants plus one 3rd-level sergeant per 20

adults and one leader of 4th–6th level), raiders (10–24 plus 2–4 riding pteranodons), village (40–400 plus one 3rd-level sergeant per 20 adults, one or two lieutenants of 4th or 5th level, one leader of 6th–8th level, and 5–8 riding pteranodons)

Challenge Rating: 3

Treasure: Standard

Alignment: Often lawful evil

Advancement: By character class

Level Adjustment: +1

Dire kobolds are reptilian humanoids with both a code of honor and sadistic tendencies.

A dire kobold's scaly skin ranges from dark rusty brown to a rusty black color. It has glowing red eyes and a tail that is not prehensile. Dire kobolds wear finely tailored clothing, favoring red and orange. A dire kobold stands 5 to 6 1/2 feet tall and weighs 95 to 175 lbs. Dire kobolds speak Draconic, Reptilian, and their own language with a voice that sounds like that of a yapping dog.

COMBAT

Dire kobolds are brave and hold to a code of honor in combat. They rarely dispatch a foe who surrenders to them.

However, they attack humans and quickling faen on sight if their numbers are equal.

They begin a fight with archery, closing only when they can see that their foes have been weakened. Whenever they can, dire kobolds set up ambushes near trapped areas.

Skills: Dire kobolds have a +2 racial bonus on Craft (trap-making), Ride, and Search checks.

The dire kobold warrior presented here had the following ability scores before racial adjustments: Str 13, Dex 11, Con 12, Int 10, Wis 9, Cha 8.

Challenge Rating: Dire kobolds with levels in nonplayer character classes have a Challenge Rating equal to their character level +1.

DIRE KOBOLD CHARACTERS

Dire kobold adventurers are usually paladins, fighters, rogues, or sorcerers. Dire kobold characters possess the following racial traits:

- –1 Strength, +2 Dexterity, –2 Constitution, +1 Charisma
- Medium size: No bonuses or penalties based on size
- Base land speed is 30 feet



- Darkvision out to 60 feet
- Racial Skills: +2 racial bonus on Craft (trap-making), Ride, and Search checks
- Racial Feats: Gains feats according to character class
- +2 natural armor bonus
- Languages: automatic—Dire Kobold, Draconic, Reptilian; bonus—Beefolk, Giant Lizardfolk, Lisaur, Troglodyte
- Favored Class: Sorcerer
- Level adjustment +0

LIZARDFOLK, GIANT

Large Humanoid (Reptilian)

Hit Dice: 4d8+12 (30 hp)

Initiative: –1

Speed: 30 feet

Armor Class: 15 (+6 natural, –1 size) or 20 (+6 natural, +2 shield [heavy shield], +3 armor [studded leather], –1 size), touch 9, flat-footed 15, or 18

Base Attack/Grapple: +4/+13

Attack: Claw +9 melee (1d6+5) or club +9 melee (1d8+5) or javelin +3 ranged (1d8+5)

Full Attack: 2 claws +9 melee (1d6+5) and bite +7 melee (1d6+5); or club +9 melee (1d8+4) and bite +7 melee (1d6+4); or javelin +3 ranged (1d8+5)

Space/Reach: 5 feet/10 feet
(Face/Reach 5 feet × 5 feet/10 feet)

Special Attacks: —

Special Qualities: Hold breath

Saves: Fort +3, Ref +2, Will +0

Abilities: Str 21, Dex 8, Con 17, Int 9, Wis 10, Cha 10

Skills: Balance +3, Jump +9, Survival +2, Swim +6

Feats: Multiattack, Power Attack

Environment: Temperate marshes, tropical forests, plains, marshes

Organization: Gang (2–3), band (6–10 plus 50 percent noncombatants plus one leader of 3rd–6th level), or tribe (30–60 plus two lieutenants of 3rd–6th level and one leader of 4th–10th level)

Challenge Rating: 3

Treasure: 50 percent coins; 50 percent goods; 50 percent items

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: +3

Giant lizardfolk resemble normal lizardfolk in all respects except for their sheer size and strength. They stand about 8 to 10 feet tall and weigh 450 to 600 lbs. Scale coloration varies from green to grey or brown, though rare individuals with reddish, white, or even black scales are not unknown. They are distantly related to the

fire lizards of the Red Wastes of Dohrric, but not to troglodytes or dire kobolds.

Giant lizardfolk speak their own language, Reptilian, and either Draconic or the fire lizard tongue.

COMBAT

Giant lizardfolk are more technologically and magically advanced than their smaller cousins, and in times of war they fight in battalions supported by priests and mages. In smaller group combat, giant lizardfolk use weapons and armor as humans do on other planes. They are especially good at ambushes near river crossings or in marshy terrain, when their amazing ability to grapple foes and drag them underwater allows them to defeat stronger or better-armed opponents.

Hold Breath: A giant lizardfolk can hold its breath for a number of rounds equal to four times its Constitution score before it risks drowning.

Skills: Because of their tails, giant lizardfolk have a +4 racial bonus on Balance, Jump, and Swim checks. The skill modifiers given in the statistics block include a –2 armor check penalty (–4 on Swim checks) for carrying a heavy shield.

GIANT LIZARDFOLK CHARACTERS

Giant lizardfolk who decide on a life of adventure typically become druids, fighters, or rangers, though a very few show sorcerous inclinations. Giant lizardfolk characters possess the following racial traits.

- +2 Strength, +2 Constitution, –1 Intelligence, –2 Dexterity, –1 Charisma
- Large size
- Base land speed is 30 feet
- Racial Hit Dice: Begins with three levels of humanoid, which provide 3d8 Hit Dice, a base attack bonus of +2, and base saving throw bonuses of Fortitude +1, Reflex +3, and Will +1
- Racial Skills: Humanoid levels provide skill points equal to $5 \times (2 + \text{Intelligence modifier, minimum } 1)$. Class skills are Balance, Jump, and Swim. It has a +4 racial bonus on Balance, Jump, and Swim checks.
- Racial Feats: Humanoid levels give it two feats
- Weapon and Armor Proficiency: Automatically proficient with simple weapons and shields
- +6 natural armor bonus
- Natural Weapons: 2 claws (1d6) and bite (1d6)
- Special Qualities (see above): Hold breath
- Languages: automatic—Draconic, Giant Lizardfolk, Reptilian; bonus—Beefolk, Dire Kobold, Fire Lizard, Troglodyte
- Favored Class: Druid
- Level adjustment +3



RIDING PTERANODON

Large Animal (Reptilian)

Hit Dice: 4d8 (18 hp)

Initiative: +0

Speed: 30 feet, fly 40 feet (poor)

Armor Class: 13 (+3 natural, +1 Dexterity, -1 size), touch 9, flat-footed 12

Base Attack/Grapple: +3

Attack: Claw +4 melee (1d4+1) or bite +4 melee (1d3+1)

Full Attack: 2 claws +4 melee (1d4+1) and bite +2 melee (1d3+1)

Space/Reach: 10 feet/10 feet
(Face/Reach 5 feet × 5 feet/10 feet)

Special Attacks: Fly-by attack

Special Qualities: —

Saves: Fort +0, Ref +2, Will +2

Abilities: Str 12, Dex 14, Con 10, Int 4, Wis 5, Cha 10

Skills: Balance +3, Survival +4

Feats: Multiattack, Fly-By Attack

Environment: Temperate plains, tropical plains, marshes

Organization: Mated pair (2–3), hunting flock (6–10 plus 50 percent noncombatants), or migrating wing (10–40)

Challenge Rating: 2

Treasure: None

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: +2

Related to the fishing pterodactyls, the riding pteranodon is a larger flying dinosaur, between pterodactyls and quetzalcoatus in size. It is primarily a coastal fishing predator and inland scavenger, strong enough to carry a creature of size Small or smaller (under 75 lbs.). Young or especially small dire kobolds, as well as quicklings, goblins, and humans, have been known to train these creatures from hatching. They imprint on a species of rider, not an individual, so a riding pteranodon can be trained and sold to a member of the same species.

Fly-By Attack: When flying, the creature can take a move action (including a dive) and another standard action at any

point during the move. The creature cannot take a second move action during a round when it makes a fly-by attack.

VELOCIRAPTOR

Small Animal (Reptilian)

Hit Dice: 4d8 (18 hp)

Initiative: +8

Speed: 40 feet

Armor Class: 17 (+3 natural, +3 Dexterity, +1 size), touch 14, flat-footed 14

Base Attack/Grapple: +4/+0

Attack: Claw +4 melee (1d4) or bite +4 melee (1d6)

Full Attack: 2 claws +4 melee (1d4) and bite –1 melee (1d6) plus rake 2 claws +4 (1d4) melee

Space/Reach: 5 feet/5 feet (Face/Reach 5 feet × 5 feet/5 feet)

Special Attacks: Pounce, rake, trip

Special Qualities: Scent, sprint

Saves: Fort +4, Ref +7, Will –2

Abilities: Str 11, Dex 16, Con 10, Int 5, Wis 4, Cha 11

Skills: Jump +3, Survival* +4

Feats: Improved Initiative, Spring Attack

Environment: Temperate plains, tropical plains, tropical forest

Organization: Mated pair (2–3), hunting pack (7–12)

Challenge Rating: 2

Treasure: None

Alignment: Usually neutral

Advancement: 5–8 HD (Medium), 9–12 HD (Large)

Level Adjustment: —

The velociraptor is a two-legged meat eater about 7 feet long, but because most of that length is its slender tail, the creature weighs only around 25 lbs. This whip-thin body type makes the velociraptor an incredibly fast and vicious pack hunter. Its long legs give it a top speed of almost 40 miles per hour for up to 300 yards. Some varieties of velociraptor are feathered, and these feathers are greatly prized among dire kobold warriors as marks of courage.

COMBAT

The velociraptor is an aggressive predator that relies on speed and smarts to take down prey much larger than itself. The creatures are intelligent enough to send “beat-ers” through tall grass to frighten and flush prey into a prepared ambush by other members of the pack. A typical attack involves a sprinting or leaping charge, raking to maximize its impact, and then retreating when the prey reacts, allowing another pack member to strike from another direction.

Powerful Charge (Ex): When a velociraptor makes a charge, its attack deals extra damage in addition to the nor-

mal benefits and hazards of a charge. The claw damage is doubled from 1d4 to 2d4, plus a rake as shown below.

Pounce (Ex): If a velociraptor charges a foe, it can make a full attack including a rake.

Rake (Ex): A velociraptor gains two additional claw attacks (rakes) against a grappled foe. Rake attacks are not subject to the usual –4 penalty for attacking with a natural weapon in a grapple. A velociraptor can rake only if it makes a successful rushing attack first (that is, if it charges, pounces, and grapples) or if it has grappled in the prior round. Otherwise, it can’t rake in the first round of grappling.

Sprint (Ex): A velociraptor can double its movement in a charge, covering 320 feet instead of the normal 160 feet when running to attack. This speed is rarely sustainable for more than 3 rounds; continuing it requires a successful Fortitude save (DC 14) for each additional round. The creature gains the normal attack bonus and Armor Class penalties for a charge, and it gains a +1 bonus to surprise chances because of its swift and silent approach.

Trip (Ex): A velociraptor that hits with a bite attack can attempt to trip the opponent (+1 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the velociraptor. A velociraptor uses this only when attacking prey of Medium or smaller size, bringing it prone and making it easier for an entire pack to swarm.

***Skills:** Velociraptors have a +4 racial bonus on Survival checks when tracking by scent.

USING THE LIZARD KINGDOMS

Most players will buy into the “lost world” feel of a dinosaur plane, but it also offers you a chance to introduce more exotic elements into your game. If the challenge is a little too much for the players, offer to let them run giant lizard-folk characters instead.

The Lizard Kingdoms are a place to make players feel small. Almost everything here is much bigger than the PCs—even some “dogs” are as big as their horses. Everyone should feel the way a halfling or quickling faen does in a normal campaign. Emphasize the issue of size as well as the hot-blooded/cold-blooded distinction. If players don’t figure out that their characters have a big advantage at night (when cold-blooded animals are relatively sluggish), they may suffer some serious setbacks.

At the same time, the Lizard Kingdoms offer bigger challenges to players used to slaughtering their way across a landscape. The much bigger monsters are smart and use magic. The wide-open plains are an invitation to show characters the value of cavalry bonuses, trampling stampeding

herbivores, and the value of speedy pack tactics, such as those used by velociraptors.

Finally, emphasize the alien quality of the plane's culture. No one eats eggs, but popping a few live mammals in your mouth is a normal breakfast. Everyone thinks that sunning and cooling for thermoregulation is standard behavior; the city architecture offers sunning balconies and cooling nooks in even the most modest home. The lack of extended child-rearing means that inheritance doesn't exist (except in some dire kobold territories).

ADVENTURES

Adventurers can visit the huge lizard cities by stealth, poach the royal brontos on the grasslands, or try to help their marginalized cousins against a giant lizardfolk raiding party meant to root out the warm-blooded "vermin" who live on dino eggs.

EGG MAYHEM (1ST TO 3RD LEVEL)

Someone or something is destroying the eggs stored in a royal hatchery. The culprit strikes at night, when the lizardfolk are less active, and always seems to sneak in and out with a single egg per night. Hired as guards, the PCs discover that the perpetrator is a human rogue. He uses the eggs to feed a desperate human tribe living in tiny tunnels under the city, spaces too small for giant lizardfolk to enter. The PCs must find a way to get the tribe out of the city to someplace safe, or apprehend the rogue and turn him over to lizardfolk justice.

AMBASSADORS (5TH TO 7TH LEVEL)

The realms of Quinti (a western land of the nomadic lisaur) and Ras are about to break into full war over a triceratops drive that went awry. The stampeding dinosaur herd trampled entire fields and leveled several villages. The PCs are hired by the lisaur to investigate the lizardfolk armies gathering at the Cloven Stone, a traditional site for councils of war. If possible, they are to assassinate lizardfolk leaders, sabotage their preparations, or negotiate a settlement (which will buy the lisaur time to raise their own armies).

What the lisaur don't tell the PCs is that the Lizard Kingdoms have no tradition of honoring heralds and ambassadors. If the heroes fail to broker a peace—or worse, are caught in acts of murder or sabotage—they will be eaten. The lisaur don't mean to keep this fact secret from the PCs; it just doesn't occur to them to mention it.

THE FIRST GARDEN (8TH TO 10TH LEVEL)

The PCs become involved in a search for the First Garden, a mythical land where, it's said, all reptilian species were granted a soul, wisdom, or enlightenment. The insectoid species believe that the whole world is the Garden, and thus the search for a small place called "the Garden" is futile. Naturally, reptilians consider this idea to be blasphemy.

The party meets a wise old mantisfolk scholar who claims to know the Garden's location. Is this a golden opportunity to learn the secrets of the Lizard Kingdoms, or is it a raider's cunning trap? The journey will be full of danger either way.



The Maze

The many planes are places of great possibility, of fortunes gained and spent, of power that boggles the mind. For those who choose to seek it, opportunity awaits on a scale of which most people can barely conceive. This lust for opportunity is the great temptation of the planes, and this temptation is the key to the Maze. Without desire, this land is closed, but for most of those who trawl the planes for fame and fortune, the desire for greater power is a constant companion.

In the town that sits at the heart of the Maze, it is said that every path leads to a great treasure, and the greater the danger, the greater the reward. For the few who uncover the truth underpinning this construct, this notion comes as scant consolation. No reward is worth the ultimate danger they face, and no prize can restore the value of what they lose.

The Maze spins off from a bland little town floating in black ether. The town is ringed by archways, and through each lies a pathway to a new land. Whether the path leads through wood, swamp, mountain snows, burning desert, or the emptiness of space, one cannot say until she sets foot through the archway. Once an adventurer sets out on a path, she cannot leave it, except to return to the safety of the town. Each pathway leads to dangers, but once she overcomes those perils, she will invariably find a reward. But the Maze holds a secret: The town is not what it seems to be, and those who benefit most from the treasures of the archways are those who are most in peril.

PHYSICAL DESCRIPTION

The Maze is, perhaps, best identified by the bland little town in its center. Its sole function appears to be to welcome, feed, clothe, and equip the many adventurers who pass through it on the way to their hoped-for fortune. Though this town has no name, it has been a temporary home to thousands upon thousands of travelers and thrill-seekers. The town is all stone walls and cobbled streets, hostels and inns with shingled roofs and wooden shutters. Darkened archways ring the town's outer perimeter, and occasional flashes radiate from these archways in colors that flicker across the visible spectrum. They exude scents and lingering psychic caresses, as if beckoning to those who walk past. The town's streets radiate generally outward from a central square, and while some zig and zag, it is fair to say that every street eventually leads either to the center of town or terminates at one of the many archways.

The sky above the town is an endless black, unbroken by light of any kind. On occasion, a traveler on a dark street might hear the flapping of leathery wings overhead, but

never in the town's history has anyone reported seeing the source of those sounds. The air of the place is faintly hazy, as if a morning fog lingers, and everything viewed through it seems slightly unreal.

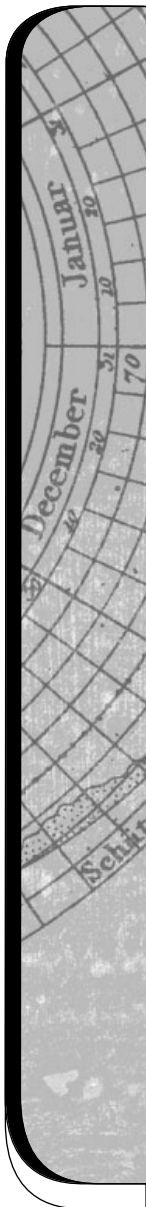
About 5,000 residents call this place home, and they come in a wide variety of humanoid races that seem to coexist in near-complete harmony. There is almost no crime among the natives of this town, and when criminal acts occur, the locals turn a suspicious eye on travelers. The local militia is well ordered, and it works with surprising efficiency at apprehending the few troublemakers the town sees.

At rare intervals, called the Days of Rage and Poison, the mood of the town turns ugly, as if the very air of the place were toxic. During these times, any slights, insults, and bad blood become dangerous, even life-threatening (Will save, DC 15, to shrug off any such provocations or fly into a *rage*, as the spell). On no fewer than 10 known occasions, this violence has spilled into all-out war between the major families of the town. Oddly, the Days can end with the blinking of an eye, and the wounds are healed, enmities forgiven, and insults forgotten until the next interval.

The residents generally work in family businesses, whether that be innkeeping, guard duty, blacksmithing, apothecary, or something else. They've done so for all the generations their families can recall. Shops and homes line the many streets of the town, which is divided into districts: The Market, the Commons, the Streets of Metal, the Resuscitorium, the Houses of the Arcana, and Tinkers' Alley. Most basic services that travelers might seek can be found here, but magical necessities are a little harder to come by, and spiritual solace is almost impossible to find.

The streets themselves absorb waste and filth, and the buildings, if damaged, slowly repair themselves. Some theorize that the town is a living creature, somehow feeding off the energies of the people who live here and those who pass through its many archways.

Though there is little need for a mayor or other town functionaries to keep the place running, a town council with a spokesperson at its head offers the appearance of structure



to outsiders, takes complaints, and provides direction to the adventurers who are the lifeblood of the town. The council also assesses the adventurers' abilities and passes along suggestions as to which archways would provide them with the greatest treasures. The spokesperson represents a section of the town and changes frequently. Whoever has the job at any particular moment generally is second in line for the leadership of his or her respective family.

In short, the town is ideally suited for use as a base of operations for the many adventures to be had through the archways. Its people tend to be quiet, inoffensive, and friendly, allowing travelers to rest, equip, and move on with a minimum of distraction. The main attractions are the archways that terminate the streets of the town, through which hordes of adventurers pass to seek their fortune—and from which many do not return.

RULES OF THE MAZE

Why all this talk of the town when the focus of this place is the Maze itself? Simple: It is the one physical constant of the Maze, which extends through the Countless Worlds. Each archway in the town opens an invisible pathway into another world. Stepping through the archway is like passing through a clinging veil of the known senses. On the other side, anything could await. The haze that overlies the town is present here, too, like a dreaming walk. The pathway could spit a traveler into the well-tended garden of a rambling countryside estate, a trail leading to the treasure room of a local lord, or a tiny granite cube orbiting along with hundreds of others through an intricate pattern in a faraway sky.

There are few constants in the Maze, but travelers can depend on the following rules.

While the Maze extrudes invisible paths that slide across many planes, its boundaries are unbreakable for those traveling it. Many have attempted to leave a path using physical, magical, or spiritual means, but not even the greatest have succeeded. Sometimes, however, things from the outside can get *into* the Maze.

Communication with the world outside the Maze is generally impossible, excepting that which takes place in the visible spectrum. Travelers can hold animated sign-language conversations with denizens of the worlds bisected by the paths.

The invisible walls of the Maze guide the way. They line each path, marked only by a faint iridescent shimmer that can be seen even when the pathway dives underground or into a region of deepest dark. Sometimes they extend as far as 100 feet from each other, and sometimes they close in until they're only 3 feet apart, but there is always room for a full-sized human to pass.

The space within the walls of the Maze is full of air or is otherwise breathable. If the Maze descends underwater, through the ground, into the vacuum of space, or into any other environment where air is in short supply, the medium itself allows the travelers to breathe with no ill effects. Of course, they may have psychological difficulty adjusting to breathing fire, for example.

The environment around the adventurers will always be comfortable for their body type, no matter what the environment outside the walls may be. Whether the Maze leads them through the depths of space, a roaring furnace, or a glacier's heart, travelers never require devices to adapt to their surroundings.

Magic conforms to universal magical rules. That is, there are no particular ill effects or benefits to be gained through the use of various schools of spellcraft anywhere within the Maze's boundaries.

The rest of the environmental variables of each path—such as gravity, time, and the input of the senses—are subject to change at the DM's discretion.

SAMPLE PATHS

Below are five sample pathways briefly describing some of the lands explored by the Maze. These paths lead both to treasures and to the monsters guarding them.

Thousands of other pathways spill from the town, many of them uncharted and ripe for the plucking. It's said, too, that some offer little or no threat. For example, rumor has it that one pathway, long unfound, leads to a treasure trove the likes of which few have ever seen, holding powerful weapons, gems the size of one's fist, and stacks of coins. However, all these pale next to the prime attraction of the room: the Scepter of Nolan-Dur, an artifact that bends time to its will. No guards stand over this chamber. Legends say the temple that housed this place was lost to the Guarachin Empire when earthquakes took that land to the bottom of the sea.

Planar Notes

Name: *The Maze*

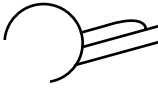
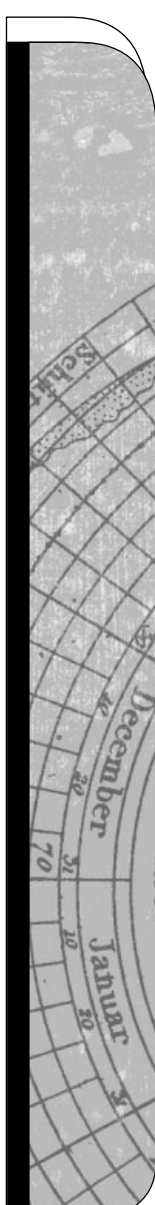
Type: *Alien realm*

Common Conjunction Planes:

Freedom-in-Flight—*A land of air, light, and radiant goodness, in which angels wheel and soar in formation, and golden castles float atop beds of clouds.*

The Lands Under the Lash—*Home to the Court of Prince Marruzat, the scaled demon lord who has the power to imprison angels. A sunken plain surrounded by jagged mountains, floating palaces, and a sky afire are its most prominent features—the demonic guardians are much more subtle.*

The Nexus—*A transdimensional crossroads filled with doorways (see Chapter One: The Countless Worlds).*



THE HELL HOUNDS' RUN

The Run is a land of sandstone carved over the millennia by massive cloudbursts and floods into a maze of high red walls and cliffs. The pathway weaves in and around and through the stones, climbing hundreds of feet before terminating in a cave filled with eight very angry hell hounds. They guard the bones of those who have come before, among which are nestled three magical swords: a *+1 longsword*, a *+2 short sword*, and a *+1 holy bastard sword*.

THE HARPIES' NEST

This is a dim, grey land covered with stunted trees and a constantly spitting overcast sky. Puddles form in the soft mud, and distant thunder rumbles across the plain. Bones are strewn everywhere. Here, the invisible walls of the Maze are porous, but only for the natives. Creatures from the outer world can move in and out of the pathway at will, though they can't attack from beyond the safety of the walls. The path ends at the scree-covered base of a crumbling cliff. Halfway up the cliff is a large nest, and in that nest are 10 foul harpies standing guard over the Crown of the Twelve Kings of Hierothomis (a minor artifact). This platinum crown has 13 tines, beneath each of which is a different gemstone. It is a lawful good, low-Intelligence item that communicates with its wearer via a psionic connection (best described as whispers in the back of one's head). It provides a *+10* competence bonus to Diplomacy checks as long as it is worn and can cast *neutralize poison* as a 20th-level cleric once per day.

THE KNAVE'S LAIR

The path leads through a befogged, wooded forest, a place of tall, rain-blackened trees that form a dripping canopy. Soggy leaves festooned with slugs carpet the pathway, twisting and winding among the enormous trunks. Brambles line this path, their thorns so large and sharp that they inflict 1 point of damage to any traveler who fails a Reflex save (DC 15) for every 100 feet of movement.

The path opens out onto and surrounds a cleared knoll, on top of which perches a small but sinister keep. Except for a trail that leads to the gates of the keep, the entirety of the knoll is protected with snapping bear traps (inflicting 2d6 points of damage, Reflex save, DC 20, to avoid) and hidden pits (20 feet deep with spikes, inflicting 4d6 points of damage, Reflex save, DC 20, to avoid). The structure's interior is no better. Imaginative tricks and snares line the corridors, and only sharp eyes and skilful evasions can protect the party. Holding court in the innermost room is the Knave, a half-fiend sorcerer, and its band of guards.

The treasure in the keep consists of a hoard of 10,000 gold coins.

The Knave, androgynous half-fiend Sor10: CR 12; Medium outsider (evil); HD 10d4+10; hp 33; Init +3; Speed 30 feet; AC 17 (+3 Dex, +3 deflection, +1 natural), touch 16, flat-footed 14; BAB +5; Grapple +8; Attack +9 melee (1d6+4, critical 20/x2, quarterstaff); Full Attack +9 melee (1d6+4, critical 20/x2, quarterstaff); SA Smiter good, spells, spell-like abilities; SQ Darkvision 60 feet, immunity to poison, acid resistance 10, cold resistance 5, electricity resistance 10, fire resistance 5, DR 5/magic (or 5/+1); AL LE; SV Fort +4, Ref +6, Will +8; Str 16, Dex 16, Con 12, Int 17, Wis 13, Cha 17

Skills and Feats: Balance +2, Bluff +10, Concentration +10, Knowledge (arcana) +10, Spellcraft +10, Sense Motive +3, Use Magic Device +10; Deflect Arrows, Improved Unarmed Strike, Snatch Arrows

Possessions: *+1 unholy quarterstaff*, *+3 ring of protection*, *ring of shooting stars* (10 charges)

Spell-Like Abilities: 3/day—*darkness*, *poison*; 1/day—*contagion*, *desecrate*, *unholy blight*. Caster level 10th. Saving throw DC 13 + spell level. Save DCs are Charisma based.

Spells Known (6/7/7/7/5/3; save DC 13 + spell level): 0—*dancing lights*, *detect magic*, *disrupt undead*, *ghost sound*, *light*, *mage hand*, *mending*, *read magic*, *touch of fatigue*; 1st—*alarm*, *burning hands*, *mage armor*, *protection from good*, *sleep*; 2nd—*bull's strength*, *hypnotic pattern*, *invisibility*, *rope trick*; 3rd—*deep slumber*, *dispel magic*, *fireball*; 4th—*dimension door*, *fire shield*; 5th—*dominate person*

THE ANGEL'S RETREAT

This hidden archway, buried under vines and partially bricked off, opens onto a gulf of near-impenetrable blackness, with distant lights that nonetheless flame with elemental intensity. Each step along the pathway feels as though it traverses a million years and an incalculable distance. Travelers must make a Will save (DC 20) or suffer 1d10 minutes of paralysis when they finally reach their destination. The path leads through the depths of uncharted space, through gaseous nebulae and storms of hurtling rock, past bustling worlds and through spheres of unimaginable chaos, into the heart of a destroyed lump of iron, the remains of a darkened star. The path opens up into a huge cul-de-sac throughout this small planetoid, allowing the PCs to venture where they will.

To their surprise, they will discover that this is the throne of the fallen astral deva Hazekiah, and he and his minions (six fallen hound archons) are eagerly awaiting their arrival. Use the normal statistics, but the alignment for each creature is neutral. The PCs can attempt to parlay with these fallen creatures of goodness, but if they are good-aligned themselves, they suffer a *-2* circumstance penalty on Diplomacy



checks. Hazekiah is bored but relatively ambitionless, so he is difficult to deal with. However, it is said that he knows many secrets about various heavenly realms. The trick is getting the information out of him.

THE SPIDER'S WEB

The path starts on a hillside in the midst of a luxurious tropical rain forest, on what appears, at first, to be an ordinary world. Stray spider silk marks the pathway through the jungle—small strands at first, which turn gradually into larger webs. Small arachnids scuttle through the overhanging canopy, but in the distance, the party might witness larger spiders clinging to thicker webs. Eventually, the trail becomes a sticky mess of silken strands, a labyrinth of white webs. This is one of the few pathways where the Maze diverges, with multiple openings for the party to travel through. On some of the dead-end junctures, large monstrous spiders await, and they attack anything that approaches their lairs.

When the player characters step beyond this white and sticky tunnel, they move into a meta-reality, a stark black place where the only structure visible is a gigantic and dazzlingly intricate web. This is a place where time stands frozen, and the web assaults their very senses in its four-dimensional glory. Those who fail a Knowledge (the planes) check (DC 20) are struck dumb for 1d20 minutes as their minds try to collate the flood of information that pours into their heads. In the meantime, the demonic creature that hung this web will be feasting upon them. It's a fiendish Colossal monstrous spider with maximum hit points, feared on many worlds as a devourer of souls. It lives only to kill and eat, but hidden within its webs lies one of the fabled *staves of power* (with 21 charges left).

SECRETS OF THE MAZE

The Maze is no accidental thing, no natural or godlike occurrence. Some historians and loremasters have uncovered its true purpose, and they have tried to warn those who travel through its gates, but to little avail. The temptation of power and wealth is too much for most to resist. Those who speak loudest and most convincingly disappear quickly. Those who speak more quietly and subtly vanish equally as fast, but not as openly. The knowledge they discover disappears, too, and it could be that the hidden history of the Maze will be lost forever, except to its creators.

That truth is that the Maze is a construct, built upon the dreaming and tortured consciousness of the imprisoned angel Sophiel, lured from Heaven under a flag of truce and ensnared. The Maze's architects are demon lords, chief among them Prince Marruzat (known as the Lord of the

Envenomed Whip), and its main clientele are hungry fiends, not adventurers. The prizes that lie through each of the archways are bait.

Demons fortunate enough to be invited to hunt in this land—whether for their connections to other demon lords, their reputation for inventive cruelty, or other unknowable reasons—place the treasures and the creatures for which the Maze is known. They entice the greedy and the opportunistic farther along the winding trails, until the hopeful treasure hunter has traveled too far to escape to safety. The demons encourage travelers with small treasures and small challenges through multiple pathways, gradually building their prey into worthy victims. Some demons, in a delicious irony, allow their prey to become too powerful. In their desire to claim a great soul, they allow their mortal victims to gain the upper hand, and thus sow the seeds of their own destruction.

To create the pathways of the Maze, the prince and his minions stimulate Sophiel's brain with varied venoms and psychic scents, making the archangel believe he is projecting his essence across the Countless Worlds. The invisible walls of the Maze follow the path Sophiel's imagination takes to reach his target.

It is because of the calming influence of the dreaming angel's mind that the residents of the town live together peacefully. Those who might otherwise sow discord find their tempers blunted by an overwhelming peace, and they can exercise their passions only if they make a Will save (DC 15). Prince Marruzat ensures that any demons who try to hunt in the town itself taste the agony of his whip. Even if a fiend chases its fleeing prey all the way through the Maze, its existence is forfeit if it breaches the sanctuary of the town.

THE TOWN

Being of a piece with Sophiel's mind, the town itself is alive and aware in a fundamental way. It protects itself from the depredations of the demons and repairs the streets and buildings as a body heals itself of damage.

As described previously, nearly any service a player character might desire can be found here, from inns and stables to weaponsmiths and enchanters of useful items. One service that is in short supply, however, is divine healing. It seems that the deities have little truck with this town. Those who require great healing—greater than that afforded by leeches, herbs, and other natural remedies—likely will have to travel elsewhere. Adherents of the gods still receive spells here, but at a penalty: divine spells are cast as if the caster were two levels lower than normal. Most who attempt to commune with their patron deities

find themselves speaking as if through a dense fog, and instructions are unclear.

No particular feeling of danger or ill will emanates from the town, though characters who make Spot checks (DC 20) may notice that the haze that hangs over the town occasionally takes on discernable shapes—tortured faces, leering fiends, and worse.

Sophiel is also responsible for the Days of Rage and Poison. These are the days when the effects of Marruzat's poison slacken, when the control over the archangel is not as tight as it should be, and Sophiel begins to awaken and struggle against his bonds. His rage infects those who live within the construct of his mind. It is at these times that he is most likely to break free. Unfortunately, his rage makes the town's residents all but unable to help him.

If a band of heroes were to break free of Sophiel's influence and discover the truth of the town, they might learn that the pathway to the demon prince's infernal castle is located beneath the well in the town square. Brave adventurers who face the prince there may be able to free the imprisoned angel.

This, of course, is easier said than done.

INHABITANTS

The inhabitants of the Maze detailed in this section come in two stripes: demons who attend Prince Marruzat, and more ordinary humans and humanoids who serve roles of importance in the town. Of course, with the pathways of the Maze reaching into all corners of the Countless Worlds, there's no telling who or what might find its way into the player characters' lives.

THE COURT OF PRINCE MARRUZAT

The demons who serve Marruzat are a wide and varied group, each of them with a particular part to play in the hierarchy of the Lord of the Envenomed Whip. You can use various fiends from this hierarchy depending on the levels of the PCs, building a campaign around the idea that the characters slowly discover the truth of what lies behind the pleasant façade of this town.

Prince Marruzat, an advanced balor, is nearly divine, in large part because of his imprisonment of the angel Sophiel and his skillful manipulation of the dreaming angel's mind. The demon lord takes special interest in planar pathways and exotic poisons. In order to devote more time to studying these (and to consolidate his standing with the other demon lords), he has taken to giving his vizier greater control over the angel's mind. His fortress guards are liches and an array of lesser demons, mostly vrocks. In short, taking the battle to the prince may be



suicide (or the culmination of a mini-campaign), but the prince's henchmen are fair game, and less well defended.

VIZIER ALKISAIR

The glabrezu Alkisair's duties include vetting prospective hunters in the Maze. He or one of his subordinates (a group of Large babau with 9 Hit Dice each) are constantly on the move, traveling along the proposed pathways of new mazes in order to judge the temptation they provide. If trapped or overwhelmed while on these journeys, the babau might give up the name of their immediate employer in order to save their lives. Alkisair's loyalty—or rather, his fear—of Marruzat prevents him from betraying any secrets unless his own eternal existence is imperiled. If he thinks the party can defeat Marruzat or at least incapacitate the prince for a short time, Alkisair attempts to strike a bargain with them and seize Marruzat's holdings for himself.

Alkisair, male glabrezu demon: CR 17; Huge outsider (chaotic, evil); HD

12d8+120; hp 188; +0; Speed 40 feet; 27 (–2 size, +19 natural), touch 8, flat-footed 27; BAB +12 Grapple +30; Attack pincers +20 melee (2d8+10); Full Attack 2 pincers +20 melee (2d8+10) and 2 claws +18 melee (1d6+5) and bite +18 melee (1d8+5); Space/Reach 15 feet/15 feet (Face/Reach 5 feet × 10 feet/15 feet); SA Spell-like abilities, improved grab; *summon tanar'ri*; SQ Darkvision 60 feet, DR 10/good (or 20/+2), acid resistance 10, cold resistance 10, fire resistance 10, telepathy 100 feet, true seeing, immune to poison, immune to electricity; SR 21; AL CE; SV Fort +18, Ref +8, Will +11; Str 31, Dex 10, Con 31, Int 16, Wis 16, Cha 20

Skills and Feats: Bluff +22, Concentration +25, Diplomacy +9, Disguise +5 (+7 acting), Intimidate +24, Knowledge (the Maze) +18, Listen* +26, Move Silently +18, Search +18, Sense Motive +18, Spellcraft +18, Spot* +26, Survival +3 (+5 following tracks); Cleave, Great Cleave, Multiattack, Persuasive, Power Attack

Possessions: Gold rings (3) (500 gp each) and golden bracelets (2) (750 gp each)

Improved Grab (Ex): To use this ability, a glabrezu must hit a Medium or smaller opponent with a pincer attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Spell-Like Abilities: At will—*chaos hammer* (DC 19), *confusion* (DC 19), *dispel magic*, *mirror image*, *reverse gravity* (DC 22), *greater teleport* (self plus 50 lbs. of objects only), *unholy blight* (DC 19); 1/day—*power word stun*. Caster level 14th. The save DCs are Charisma based.

Once per month, a glabrezu can fulfill a *wish* for a mortal humanoid. The demon can use this ability to offer a mortal whatever he or she desires—but unless the *wish* is used to create pain and suffering in the world, the glabrezu demands either terrible evil acts or great sacrifice as compensation.

Summon Tanar'ri (Sp): Once per day a glabrezu can attempt to summon 4d10 dretches or 1d2 vrockcs with a 50 percent chance of success, or another glabrezu with a 20 percent chance of success. This ability is the equivalent of a 4th-level spell.

* **Skills:** Glabrezu have a +8 racial bonus on Listen and Spot checks.

True Seeing (Su): Glabrezu continuously use *true seeing* as the spell (caster level 14th).

COURT SCRIBE IGGREMETHOK

The scribe is a hezrou of slightly smaller than usual size and greater than usual Intelligence. His size prevents him from effective leadership on the battlefield, so he has channeled his murderous frustration elsewhere. He serves as the primary clerk of the court of Prince Marruzat, with access to detailed maps of every pathway that has ever existed, as well as those that have been proposed. He travels to the town once a month, heavily warded and disguised to avoid triggering the recognition of Sophiel and thus awakening a murderous rage. There, he presents the new pathways to Marruzat's ambassador, so that she can instruct her minions as to the proper disposition of the adventurers seeking challenges. When he walks in the town, he is especially vulnerable. Iggremethok doesn't dare disturb Sophiel by revealing his true form, but neither does he dare allow anyone to hurt him.

Iggremethok, male hezrou demon: CR 11; Medium outsider (chaotic, evil); HD 10d8+9; hp 161; Init +0; Speed 30 feet; AC 24 (+14 natural); touch 10, flat-footed 24; BAB +10; Grapple +19; Attack +14 melee (4d4+5, bite); Full Attack +14 melee (4d4+5, bite) and +9 melee (1d8+2, 2 claws); Space/Reach 10 feet/10 feet (Face/Reach 5 feet × 5 feet/10 feet); SA Spell-like abilities, stench, improved grab, *summon tanar'ri*; SQ Darkvision 60 feet, DR 10/cold iron or good (or 20/+2), resistance to acid 10, cold 10, fire 10, telepathy 100 feet, immune to poison and electricity; SR 19; AL CE; SV Fort +16, Ref +7, Will +9; Str 21, Dex 10, Con 29, Int 20, Wis 14, Cha 18

Skills and Feats: Climb +18, Concentration +22, Escape Artist +13, Hide +13, Intimidate +17, Listen* +23, Move Silently +13, Search +15, Spellcraft +15, Spot* +23, Survival +2 (+4 following tracks), Use Rope +0 (+2 with bindings); Blind-Fight, Cleave, Power Attack, Toughness

Possessions: Necklace with diamonds and rubies (2,500 gp)

Improved Grab (Ex): To use this ability, a hezrou must hit with both claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Spell-Like Abilities: At will—*chaos hammer* (DC 18), *greater teleport* (self plus 50 lbs. of objects only), *unholy blight* (DC 18); 3/day—*blasphemy* (DC 21), *gaseous form*. Caster level 13th. The save DCs are Charisma based.

Stench (Ex): A hezrou's skin produces a foul-smelling, toxic liquid whenever it fights. Any living creature (except other demons) within 10 feet must succeed at a Fortitude save (DC 24) or be nauseated for as long as it remains within the affected area and for 1d4 rounds afterward. Creatures

that successfully save are sickened for as long as they remain in the area. A creature that successfully saves cannot be affected again by the same hezrou's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes either condition from one creature. Creatures that have immunity to poison go unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Constitution based.

Summon Tanar'ri (Sp): Once per day a hezrou can attempt to summon 4d10 dretches or another hezrou with a 35 percent chance of success. This ability is the equivalent of a 4th-level spell.

* **Skills:** Hezrous have a +8 racial bonus on Listen and Spot checks.

AMBASSADOR FAITH-DENIED

The ambassador is a succubus, the liaison to the town itself. She speaks directly to the town council, all of whom are under her immediate control. She instructs them on the various pathways, telling them how to steer traffic, which portals they should tout, and how to determine which adventurers are appropriate for which pathways. She too travels only under heavy ward and disguise, but her movement about the town is nearly constant. She often engages in conversation with adventurers in order to gauge their abilities and interests, and she provides this information to the council as well. If somehow discovered, Faith-Denied attempts to flee to Marruzat's fortress through the well's portal. If she is caught doing this, she tries to divert the party through another portal rather than reveal the truth about her master. Of course, there are ways to make a succubus talk.

Faith-Denied, female succubus demon: CR 7; Medium outsider (chaotic, evil); HD 6d8 +6; hp 40; Init +1; Speed 30 feet, fly 50 feet (average); AC 22 (+1 Dex, +9 natural, +2 deflection), touch 11, flat-footed 19; BAB +6; Grapple +7; Attack +7 melee (1d6+1, claw); Full Attack +7 melee (1d6+1, 2 claws); SA Energy drain, spell-like abilities; *summon tanar'ri*; SQ Darkvision 60 feet, DR 10/cold iron or good (or 20/+2), resistance to acid 10, cold 10, fire 10, telepathy 100 feet, tongues, immune to poison and electricity; SR 18; AL CE; SV Fort +6, Ref +6, Will +7; Str 13, Dex 13, Con 13, Int 16, Wis 14, Cha 26

Skills and Feats: Bluff +19, Concentration +10, Diplomacy +12, Disguise +17 (+19 acting), Escape Artist +10, Hide +10, Intimidate +19, Knowledge (the Maze) +12, Listen** +19, Move Silently +10, Search +12, Spot** +19, Survival +2 (+4 following tracks), Use Rope +1 (+3 with bindings); Dodge, Mobility, Persuasive

Possessions: +2 ring of protection



Energy Drain (Su): A succubus drains energy from a mortal it lures into some act of passion, or by simply planting a kiss on the victim. If the target is not willing to be kissed, the succubus must start a grapple, which provokes an attack of opportunity. The succubus' kiss or embrace bestows one negative level. The kiss also has the effect of a *suggestion* spell, asking the victim to accept another kiss from the succubus. The victim must succeed at a Will save (DC 21) to negate the effect of the *suggestion*. The Fortitude save to remove a negative level carries a DC of 21. The save DCs are Charisma based.

Spell-Like Abilities: At will—*charm monster* (DC 22), *detect good*, *detect thoughts* (DC 20), *ethereal jaunt* (self plus 50 lbs. of objects only), *polymorph* (humanoid form only, no limit on duration), *suggestion* (DC 21), *greater teleport* (self plus 50 lbs. of objects only). Caster level 12th. The save DCs are Charisma based.

* While using her polymorph ability, a succubus gains a +10 circumstance bonus on Disguise checks.

Summon Tanar'ri (Sp): Once per day a succubus can attempt to summon one vrock with a 30 percent chance of success. This ability is the equivalent of a 3rd-level spell.

Tongues (Su): A succubus has a permanent *tongues* ability (as the spell, caster level 12th). Succubi usually use verbal communication with mortals.

****Skills:** Succubi have a +8 racial bonus on Listen and Spot checks.

TOWN RESIDENTS

Currently, the members of the town council are Arthrus, the spokesperson (7th-level human aristocrat), and the four councilors:

- Dame Obali, a healer (4th-level half-elf expert)
- Magus Drake (7th-level human sorcerer)
- Turnbull Smith (4th-level human expert)
- Willard Hoster (5th-level halfling expert)

Of them, only Arthrus knows the truth behind the demonic domination of the town, but the rest have each succumbed to the succubus' influence and do whatever she asks of them. The councilors have only the best intentions for their town and their constituents. In fact, they believe they perform a valuable service for the adventurers who seek their advice. Still, if checked, they show signs of demonic influence, and this might be key for PCs out to discover the truth of the town.

ORTON

Orton (6th-level human cleric of Fharlanghn) is the town's resident priest, a mild-mannered man of bland temperament and rabbitlike features. He came here 20 years ago because he felt that this crossroads was the perfect place to preach the word of his deity. However, due to the difficulty in receiving spells, Orton could provide little to the townsfolk except his wisdom, and most of them felt they had enough of their own. Thus, he has earned little official standing among the people of the town, and though they offer him vague respect for his persistence, he has not attracted many adherents.

This has left him time to explore the nature of the town, and he's begun to unravel the secrets of the Maze. He is doing it very slowly because he's also discovered the fates of the other seers who sought to explore the town. He has no wish to test his suspicions by following in their footsteps. In the meantime, he watches the adventurers who come to town and waits to see whom among them he can trust.

THE TOWN GUARD

If the PCs decide to make trouble in the town, they'll find the guard force well equipped to handle them. They vary in experience from 1st to 15th level and travel in squads of six. There are a total of 10 squads of guards. When the alarm sounds, squads arrive at the rate of one every three minutes. If a battle goes on too long or grows too intense, it might disturb Sophiel's rest, and the Days of Rage and Poison will commence early.

Typical guard, male or female human War3: CR 2; Medium

humanoid; HD 3d8+6; hp 18; Init +0; Speed 20 feet; AC 18 (+5 armor, +2 shield), touch 11, flat-footed 17; BAB +3; Grapple +5; Attack +6 melee (1d8+2, critical 19–20/x2, longsword), or +4 ranged (1d8, critical 19–20/x2, heavy crossbow); Full Attack +6 melee (1d8+2, critical 19–20/x2, longsword), or +4 ranged (1d8, critical 19–20/x2, heavy crossbow); AL LN; SV Fort +5, Ref +1, Will +2; Str 15, Dex 11, Con 14, Int 12, Wis 12, Cha 12

Skills and Feats: Climb +5, Intimidate +5, Listen +4, Ride +4, Sense Motive +2, Spot +4; Improved Disarm, Improved Grapple, Quick Draw

Possessions: Masterwork longsword, masterwork chain armor, masterwork large shield, masterwork heavy crossbow, bolts (12), *potion of cure light wounds*, 35 gp

USING THE MAZE

The Maze is essentially a centralized location for any dungeon-crawl-style adventures you can't fit easily into your regular campaign. It's especially useful for introducing the concept of planar travel to your players without having to design careful rules for extraplanar oddities and behaviors. Various locations across the Countless Worlds contain portals that lead to the town at the center of the Maze, and the PCs could stumble through one by accident. Once they've become accustomed to the town, lead them down some simple pathways appropriate to their level. The more treasure they accumulate, however, the more likely it is that they'll attract the notice of more dangerous demons.

This can lead to a small campaign in itself, as the players encounter demons of increasing power and subtlety. Use some of the sample pathways detailed earlier in this chapter as springboards for adventures. Eventually, the PCs may encounter Faith-Denied, ambassador from Marruzat's court, or stumble across a clue that leads them to wonder about the secrets of the town. When they begin to explore the nature of the Maze, Marruzat's minions target them for destruction. When the heroes reach a high enough level, they may be forced to destroy the Maze—or awaken the angel Sophiel—in order to protect themselves. One way or another, they will have made some mighty enemies, and potentially some very powerful allies.

ADVENTURES IN THE TOWN

(3RD TO 8TH LEVEL)

Before the heroes reach a level high enough to confront Marruzat or Sophiel, you should set other adventures in the town itself (in addition to the myriad adventures of the endless pathways).

For example, have a group of ambitious humans try to make some money by charging travelers through the archways for their experience. As part of their scheme, they plan to levy a flat fee upon anyone entering any of the Maze's pathways and demand a 5 percent tithe from all those who return. These humans, led by Alric Snowden, have enlisted mercenaries and intend to announce their presence through a bloody overthrow of the town council.

The PCs can catch wind of this in a variety of ways—overhearing the talk of some of the mercenaries, getting a tip from one of Marruzat's henchmen (disguised as a concerned townsman), or having Snowden approach them directly. How will the heroes react? Will they take the side of Snowden against the council and its hidden fiendish allies? Will they stand against the mercenary band? And will Sophiel react to the disturbance?

This should be enough to get your player characters involved in the Maze and enough to whet their appetites for further adventures across the Countless Worlds.

Mountains of the Five Winds

“They say there is light above the Cloud, a place where the Fair People walk straight and tall, unchanged from one day to the next. They say you can see for miles above the Cloud. They say that tiny lights shine down from above at night, and that the cities are unruined. They say that there’s still a real civilization up there and everything.

But enough of what they say. What I know is that the Fair People come down from the peaks with their armor and their spells, and they carry a foul air with them, and they slay us if we stand and they slay us if we flee. I dunno what they’re looking for, but I pray our masters—whoever they are this week—can keep holding them back. I don’t much like the way things are here below the cloud, but I’m afraid they’ll get worse if the Fair People succeed.”

—Tralec Korina, farmer from Below the Cloud

From an open gate, a cloud of Chaos sweeps across the land, changing all it touches. Five peaks above the endless cloud cradle five cities—the Five Winds—and protect what remains of civilization on this world. From this last bastion, its people hold back the tide and seek to turn it toward Order.

HISTORY

This world suffers from an extreme dichotomy, and its fundamental physical rules are being rewritten in the struggle between those two polarities. The world is in a series conjunction with two primal planes and connected to others through the Underland (see Chapter One). Two centuries ago, it came into contact with a realm of nearly pure Chaos, hastened by spells, gates, and summonings cast by unscrupulous wizards and talented amateurs. One of these amateurs lost control of her gate spell, and its arcane forces devoured her mind. These forces did not, however, break the spell she had cast. The Chaos matter, restrained no longer by her will, spilled forth across the world in the form of a scintillating, murky cloud. Extrahuman intelligences fortified the gate—the Gate, if you will—and turned it into an active, permanent conduit, attended by the newly insane spellcaster.

What became of the land as Chaos rolled through it? It changed, as all things do when Chaos comes calling. The underlying order of the earth resists the constant sweep of change that characterizes primal Chaos, and so the alterations are still mainly a matter of surface difference. (That is, the ground doesn’t suddenly vanish under a walker’s feet, nor does it suddenly become a pile of quicksand.) But it won’t be long before the toxin seeps into the marrow of the land and such changes become commonplace.

Still, all is not lost. The Chaos cloud grows only about 9,000 feet high before the pure winds of the high places shear it off, flattening out its roiling top under a straight layer of air, like a glass tabletop over the turmoil below. This is the work of primal Order, summoned when the mages of the Five Winds—five glittering cities perched atop the Empyrean Range—realized the danger to their world. Given the pure nature of the threat that faced them, they turned to the one source they felt could counteract it, and so they found a way to open communications with one of the patterned super-minds of a land of pure Order. The entity took stock of their situation and offered them a contract.

The mages had no choice but to take the deal or fall to Chaos. They accepted the bargain and began laying down the strictures required of them. In return, the entity constructed a gate of its own that came to be called the Focus of Order, and the rarified air of Order began its defense of the Five Winds.

It is above the cloud and into the Five Winds that most visitors arrive, through a cave below the mountain of Turquto, the easternmost peak. Here, they must choose sides in the battle for this world’s future.

LIFE BELOW THE CLOUD

Life here is random and fleeting, a walk through a madman’s dream. The faint golden murk of the cloud lies like a heavy fog across the land, obscuring the view for more than 200 feet. Occasionally, a random spot of translucence or magnification allows sight to distances up to 100 miles. But usually the cloud’s haze tremendously complicates activities

Planar Notes

Name: *Mountains of the Five Winds*

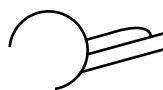
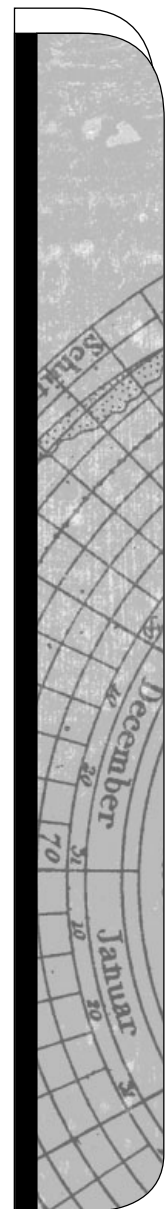
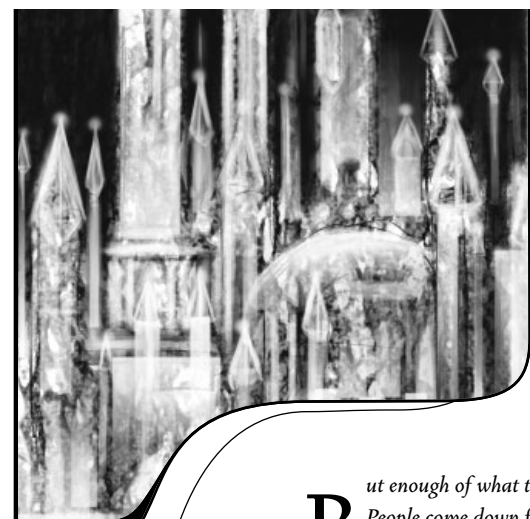
Type: *Alternate world*

Common Conjunction Planes:

A270-F33-Ux415: *Over this vast crystalline plain hover patterned super-intelligences who plot, plan, and guide the motions of those who fall under their many-eyed gazes.*

Some Indistinguishable Portion of the Primal Chaos: *Chaotic soup, fire-ice water-earth acid-sea-sky spins flowers puppies razorblades and no shape.*

The Underland: *A maze of caverns and tunnels that leads to many different worlds, depending on the route a traveler takes (see Chapter One: The Countless Worlds).*



such as distance attacks, scouting, navigating via landmarks, and flight.

Portions of the land seem to have been granted a strange kind of life, a slowly ever-changing form that suggests the

Protection Against the Cloud

There are a great number of protections against the cloud, and it is thanks to them that the people of this world have even a chance of turning the tide.

The first protection is to avoid contact with it, whether by moving 9,000 feet above sea level or venturing deep into a cavern complex. Houses are ineffective, unless their ventilation systems extend above the cloud or deep within the earth. If avoidance is unfeasible, other options are available.

First, spells still function. A protection from chaos spell is sufficient to keep the cloud from a traveler, and it automatically passes the visitor's Fortitude check for the day on which it is cast. The creatures of this world, though affected by Chaos, are not treated as summoned creatures, while those who wander in from the neighboring primal planes are considered summoned for the purposes of the spell.

For those who will be spending a significant amount of time in the cloud, more powerful solutions can be found in the guildhalls, monasteries, and marketplaces of the Five Winds. Amulets and rings imbued with charges or permanent auras of protection from chaos are available for 2,000 gp each.

Those who wish to fight against the creeping Chaos may also borrow or earn specially designed body-sheaths. These leathery, form-fitting outfits come equipped with a full hood that covers the face entirely but allows unimpeded sight and breathing. It doesn't inhibit movement and offers no penalties. The outfit is soaked in the ambience of Order and brought together under the radiance of the shining patterns that inhabit the plane. It offers protection against the cloud's effects as long as it is worn and undamaged. These also cost 2,000 gp.

abandon. Those who listen too closely to the music must make a Will save (DC 10) for each minute they spend focusing on the sounds or go mad for 2d6 hours, as if affected by the *confusion* spell for that time. Those who ignore the music must make a Will save (DC 10) for each hour they spend in the cloud or suffer the effects listed above. The only way to

gift or curse of sentience. Rocks heave themselves from the ground, moaning as they do. Trees uproot themselves, snatch the mutated birds from the sky, and pluck their feathers, or gather around each other and sing laments for brethren fallen to the axe. The cities fall under the control of the willful few who choose to impose their desires on the land, and who can enforce their will with magic and steel. The rulers become Tormentors, creatures of great power and great appetite, having sacrificed their humanity to gain strength.

Everywhere travelers go, they can hear a strange and fitful piping, as if from an insane musician. Its texture shimmers with madness as it ripples up and down the melodic scale, sometimes passing beyond hearing on both the high and low ends at the same time. It appears to follow no known scale, and the only theme its listeners can discern is one of pure madness, of giving oneself over to utter

avoid these effects is to be protected against the cloud (see the sidebar).

Smart travelers learn to avoid the sea. An already chaotic form, its depths are lethal. The changes that the ground has so far resisted have found a firm hold here, and the waters shift their substance from hour to hour and place to place. The oceans are the closest thing in this world to pure Chaos matter, and their moods are mercurial. They can change from stone to fire to air to acid to jelly to blood in an hour, the changes coming with little to no warning, and rarely more than eight minutes apart. Ships no longer sail on these seas, fishermen no longer cast their nets, and the creatures that live within them are as fluid and dangerous as the waters through which they swim.

THE PASSAGE OF TIME

Below the cloud, time staggers through the land drunkenly, pausing in some places and rushing through others. Fortunately for those who travel here, time appears to continue in a single motion. It's only when they emerge from the cloud that they discover they have been away for months, years, or mere seconds.

DAY AND NIGHT

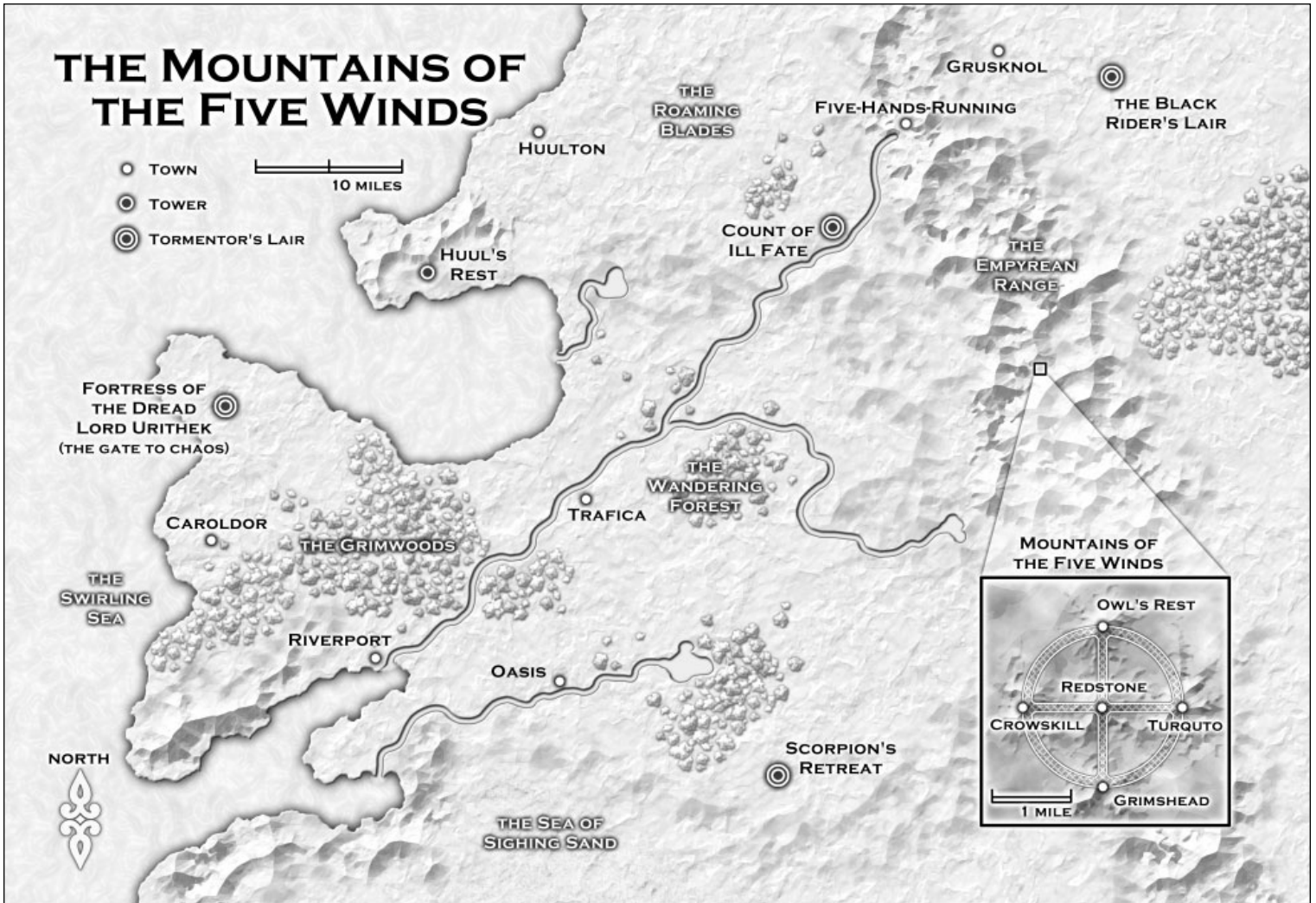
There is no day and night below the cloud, for it blocks the sun and moons that shine above it. Instead, it is lit from within, and lit randomly. Flashes of light chase each other through the faintly golden murk. Sometimes they draw close enough to a traveling party to reveal themselves as fairies, fireballs, or screaming creatures of incandescent bone and steel. Sometimes there is lightning. Sometimes the cloud gradually lightens, and sometimes it dims to total sensory blackness. In other words, the light varies from day to day, from hour to hour, from moment to moment.

Lighting effects include the following.

- Darkness with silvery flickers like fireflies
- Intense, blinding light
- Red and roaring, like a fire
- Rapid blinking between light and dark, similar to the switch between day and night but at tremendous speed

AIR TO BREATHE

Fortunately, the air is always breathable, though its quality varies as well. It can be fiery and dry, salty and acrid, dusty, so humid as to be watery and thick, pleasantly scented, or filled with the occasional rain of mayflies. A traveler can't count on a constant type of air and may have trouble adapting. This also affects spells with the air descriptor in a strange way. Such spells have a 10 percent chance of failure, and even if cast successfully, those with durations that are not instantaneous have a 10 percent chance each round of being automatically negated.



ROCKS AND PLANTS

As mentioned above, certain portions of the land and the plants on it have changed as a result of the Chaos. The rocks change shape or composition (becoming crystalline, obsidian, or the like), and some have gained a limited sentience and mobility. They should be treated as Small to Medium earth elementals without special attacks, special qualities, or skills.

The plant changes are more widely varied. Some become poisonous, some develop branches like serpents, and some begin to flame. Trees may begin to resemble treants, without the intelligence, special attacks, special qualities, skills, or feats.

ALTERATIONS

Those who spend too long in the cloud without protection may begin to suffer physical changes. Some of these changes are beneficial, while others are best described as malignant or horrifying, but rarely fatal. The good news for intermittent travelers through the cloud is that it takes two days before

they begin to change, and they can shake off its effects by spending an equal amount of time outside the cloud as they spent in. The bad news is that they must make a Fortitude save (DC 14) to avoid it. A critical success (a natural 20) protects them for four days; a critical failure (a natural 1) means the change lasts twice as long as usual.

The change is most often felt as an itching in the affected area, and there's usually no pain. Creatures who change receive another benefit—they no longer have to eat or drink while under the influence of the cloud. Instead, they absorb their nutrients directly from the cloud. However, this doesn't prevent the denizens of the cloud from killing and eating each other. Their appetites remain, even if the necessity does not.

Changes come several times a day to those who are affected, and the DM is encouraged to play up the process of mutation and assign bonuses and penalties accordingly. However, the main effect should be cosmetic (and psychological) rather than mechanical or debilitating. The examples below are by no means exhaustive. Be creative!

HEAD AND FACE ALTERATIONS

- Eyes become antennae, faceted, or slitted (–2 penalty to Search and Spot)
- Eyes vanish entirely, but other senses are immediately enhanced to give blindsight (30-foot range)
- Nose becomes stinging proboscis or elephantine trunk, capable of delivering nourishment
- Hair comes alive, changes color, turns spiky, or falls out altogether
- Head changes shape
- Horns grow from head, ranging from simple goat horns to a full set of antlers (inflicts 1d4 points of damage for Medium creatures, modified a die type by size—a Small creature inflicts 1d3 points, a Large creature inflicts 1d6 points, and so on)
- Teeth become tusks or fangs (bite inflicts 1d4 points of damage for Medium creatures, modified a die type by size—a Small creature inflicts 1d3 points, a Large creature inflicts 1d6 points, and so on)

TORSO ALTERATIONS

- Spine becomes hunched
- Back becomes knobbed or spiny
- Feathered or leathery wings sprout, and may be functional (if functional, the creature flies with clumsy maneuverability at its ground speed)

LIMB ALTERATIONS

- Hands become claws, pincers, or mallets (a blow inflicts 1d4 points of damage for Medium creatures, modified a die type by size—a Small creature inflicts 1d3 points, a Large creature 1d6 points, and so on)
- Feet develop suckers, claws, or webs
- A barbed or furry tail sprouts, long or short, and may be prehensile
- Limbs telescope, grow additional joints, or become tentacles

SKIN ALTERATIONS

- Skin becomes thinner or thicker (+2 natural armor bonus if thicker)
- Color changes
- Texture changes to slimy, dry, or raspy
- Spore-spitting pustules erupt

GRAVITY

Gravity still holds for this world, a consequence of the great weaving of Order's disciples. It remains constant in nearly all places, and even where it has worn thin, it does not lose the bonds of the earth entirely. No travelers fall into the sky, though they may find their steps lightened considerably in places.

MAGIC

Oddly, magical effects go largely unchanged within the cloud. Only spells with the law descriptor suffer, cast as if by a caster one level lower than normal. All other spells remain unchanged. This is largely due to the primal forces that flow through the Focus of Order to defend the world.

CREATURES OF CHAOS

Many of the creatures of the plane can be found on any other world and can be altered slightly to fit this one. The humans and humanoids of the land have all changed as well, if they haven't fled. The Chaos, ironically, has made their previous differences appear paltry, and they live together interchangeably now, with the great focus being their moral and ethical customs. Thus it is that one can find orcs and humans living side by side, united by their hatred for the folk in the town across the river who dare distinguish themselves with different feathers, and who in turn give aid to the Lawbringers from the Five Winds.

Elves and gnomes fled the world entirely when it became clear that they couldn't combat the spread of the cloud. Meanwhile, the mountain-dwelling dwarves invited halflings and select humans into their cavernous cities. In the ensuing years, they've achieved almost total control over the underworld ecology, though rumors persist of wild zones through which the Chaos cloud has seeped into the underground. It is said that the duergar have opened small vents in order to gain a measure of control over the Chaos matter, and that they breed strange creatures in the depths.

The table on the next page lists some common creatures found below the cloud.

Some have suggested that dragons can be found in the land. It remains to be seen whether they have succumbed to the cloud and work with it or struggle against it—or, indeed, if some of them have chosen the role of Tormentor.

CHAOS ANIMALS

The animals of this world have undergone many changes, but they remain similar underneath the grotesque outer skins. Some of them have become more aggressive and dangerous, now dire versions of their normal selves. Some have received additional limbs, greater biting damage, faster speed, new colors, and so forth, as outlined above under "Alterations."

TORMENTORS

The Tormentors sit atop what hierarchy exists in this land. They have learned to turn the changes of Chaos into an asset and bend it to their will. Instead of being changed by the Chaos, they use it to change themselves—that is, the changes that come over them are of their own

free will. They have gathered power unto themselves with this might and used it to build fiefdoms of lesser denizens of Chaos. Are they imposing Order on the land? Hardly. Instead, they're imposing their desires on others, in preparation to become one of those extrahuman intelligences who helped fortify the Gate. They are natives of the cloud, and as such, plane-traveling PCs cannot become Tormentors.

All Tormentors have the half-fiend template as well as the ability to *polymorph* (self only) at will as a full-round action. (This further adds a +1 bonus to their Challenge Rating.) Unlike other half-fiends, only 50 percent of Tormentors have wings, and they smite lawful foes rather than good ones.

LOCATIONS OF INTEREST

Let it not be said that the land under the cloud is constant conflict and struggle. There are areas of peace, governed by Tormentors who desire that their subjects be allowed to pursue avenues other than fighting. Though agriculture and food production is no longer necessary, commerce still thrives. While merchants require protection when traveling between the walled cities—and their guards receive excellent pay in immutable coin—the situation is not so dire that all the trade routes have shut down.

THE TOWN OF FIVE-HANDS-RUNNING

Not all Tormentors seek to keep and expand their power. Some of them pursued it because they saw that it would take power to battle the creatures the cloud was changing. Their aims in pursuing mastery, then, were to provide protection to those who could not protect themselves, and they work with the forces of Order to bring about the downfall of the Gate of Chaos.

Five-Hands-Running is such a Tormentor. Though his appearance is that of an emaciated ghoul with a cloak of living skin and a mantle of thistles, he is a kind man who remembers the days before the cloud overtook the land, and he protects those who seek succor against the ravages of Chaos.

This town, nestled in the gorges of Mount Yatlor to the north of Owl's Rest, is one of the few safe havens in the land, and few know of its existence. If the other Tormentors learned of Five-Hands-Running's treachery, they would surely assault him. As it is, the town comes under attack at least once a week from bandits and brigands who seek to gain status by slaying the most peaceable of overlords.

INHABITANTS BELOW THE CLOUD

Creature	CR	Source	Notes
Assassin vine	3	MM	—
Athach	8	MM	—
Bodak	8	MM	—
Bugbear	2	MM	—
Chaos animal (modified)	varies	MM	—
Chaos beast	7	MM	—
Chimera	7	MM	—
Choker	2	MM	—
Chuul	7	MM	—
Demon, babau	6	MM	—
Demon, bebilith	10	MM	—
Demon, dretch	2	MM	—
Demon, hezrou	11	MM	—
Demon, vrock	9	MM	—
Dire animal (any)	varies	MM	—
Gnoll	1	MM	—
Howler	3	MM	—
Humanoid (human, dwarf, or halfling)	varies	—	—
Orc	1/2	MM	—
Slaad, red or blue	7–8	MM	—
Tormentor	3–12	BCD	Page 126
Treant	8	MM	—

Five-Hands-Running, male half-fiend (Tormentor) Rgr14:

CR 18; Medium outsider (chaotic); HD 14d8+56; hp 131; Init +3; Speed 30 feet; AC 18 (+3 Dex, +4 armor, +1 natural), touch 13, flat-footed 15; BAB +14/+9/+4; Grapple +18; Attack +21 melee (1d8+6, critical 19–20/×2, longsword); Full Attack +19/+14/+9 melee (1d8+6 critical 19–20/×2, longsword) and +19/+14/+9 melee (1d6+3 critical 19–20/×2, short sword); SA Smite lawful, spells, spell-like abilities; SQ Immune to poison, DR 10/magic (or 10/+1), acid resistance 10, cold resistance 10, electricity resistance 10, fire resistance 10, evasion; SR 24; AL CG; SV Fort +9, Ref +7, Will +5; Str 18, Dex 17, Con 18, Int 13, Wis 13, Cha 8

Skills and Feats: Craft (alchemy) +15, Craft (pottery) +12, Handle Animal +15, Hide +17, Knowledge (geography) +17, Knowledge (nature) +17, Listen +3, Move Silently +19, Profession (hunter) +18, Spot +3, Survival +17; Alertness, Blind-Fight, Combat Expertise, Greater Two-Weapon Fighting, Improved Two-Weapon Fighting, Track, Two-Weapon Defense, Two-Weapon Fighting, Weapon Focus (longsword), Weapon Focus (short sword)

Possessions: +2 chaotic longsword, +1 chaotic short sword, +4 bracers of armor

Smite Lawful (Su): Once per day, he can make an attack that inflicts an extra 14 points of damage against a lawful foe.

Spell-Like Abilities: At will—*polymorph* (self only); 3/day—*darkness*, *poison*, *cloak of chaos**; 1/day—*contagion*, *chaos hammer**, *desecrate*, *unhallow*, *word of chaos**. Caster level 14th. Saving throw DC 9 + spell level. Save DCs are Charisma based.

Spells (3/1/3; save DC 11 + spell level): 1st—*entangle*, *longstrider*, *resist energy*; 2nd—*barkskin*; 3rd—*cure moderate wounds*

* Note: Due to his alignment, some of his abilities are altered from those of the standard half-fiend.

THE FORTRESS OF DREAD LORD URITHEK

Dread Lord Urithek is said to be one of the strongest and most dangerous Tormentors of the land, and it has established itself as the guardian of the Gate to Chaos. The Gate rests at the edge of the sea of Chaos (see next page), enclosed by walls that extend from the fortress to the shoreline, 50 feet apart. Urithek, a flame-ringed and tentacled wolf that sits on the throne in the great hall of this fleshy, breathing fortress, soaks in the heavy vapors of the Gate. Urithek rarely leaves the throne. Most people think that the Tormentor is ready to join the extrahuman intelligences on the other side of the Gate.

Urithek's vizier, Toth, is also a Tormentor. She speaks for the wolf, who growls and slavers upon the throne. She is a striking woman, 10 feet tall, who appears to slip and flow through the currents of air that waft through the fortress. She has made herself subservient to Urithek because although she is ambitious, she is not foolish, and she

believes that the wolf will destroy her if she opposes it. The mysterious, sexless, near-featureless Guards Within answer to her, and they fight as one.

The truth of Urithek is that it expended nearly all its energy in constructing the fortress, and it is little more than an intelligent wolf at this point. The creature desperately hopes to absorb and control the Chaos that spills from the Gate, but the fortress is absorbing it all, and Urithek weakens by the day. All Urithek can do is command the palace to change its shape, for the fortress is mutable. Some of its halls are tall and wide, and some are cramped and constrictive. It can open rooms of delightful comfort and rooms of exquisite pain, as required. However, Urithek's commands aren't obeyed immediately—a change in shape takes about 15 minutes to complete.

The Guards Within, genderless human War3 (100): CR 3;

Medium humanoid; HD 3d8+6; hp 22; Init +5; Speed 20 feet; AC 11 (+1 Dex, +5 armor), touch 11, flat-footed 15; BAB +3; Grapple +5; Attack +5 melee (2d6+3, critical 19–20/×2, greatsword), or +4 ranged (1d8, critical 20/×2, longbow); Full Attack +5 melee (2d6+3, critical 19–20/×2, greatsword), or +4 ranged (1d8, critical 20/×2, longbow); AL CE; SV Fort +5, Ref +4, Will +0; Str 14, Dex 13, Con 14, Int 10, Wis 9, Cha 11

Skills and Feats: Handle Animal +6, Jump +8, Listen +3, Spot +2; Alertness, Improved Initiative, Lightning Reflexes

Possessions: Breastplate, greatsword, longbow, arrows (24)

Vizier Toth, female half-fiend (Tormentor) Ftr12: CR 15; Large

outsider (chaotic, evil); HD 12d10+12; hp 83; Init +5; Speed 30 feet; AC 18 (+1 Dex, +1 natural, +3 armor, +3 shield), touch 11, flat-footed 17; BAB +12/+7/+2; Grapple +17; Attack +19 (2d6+8, critical 19–20/×2, large longsword); Full Attack +19/+14/+9 melee (2d6+8, critical 19–20/×2, large longsword); Space/Reach 10 feet/10 feet (Face/Reach 5 feet × 5 feet/10 feet); SQ Immune to poison, DR 10/magic (or 10/+1), resistance to acid 10, cold 10, electricity 10, fire 10; AL CE; SV Fort +11, Ref +7, Will +9; Str 20, Dex 12, Con 13, Int 19, Wis 12, Cha 16

Skills and Feats: Climb +19, Hide +7, Intimidate +18, Jump +14, Knowledge (arcana) +6, Knowledge (religion) +7, Listen +4, Move Silently +6, Open Lock +7, Ride +13, Spot +7; Blind-Fight, Combat Expertise, Combat Reflexes, Improved Disarm, Improved Initiative, Improved Sunder, Iron Will, Persuasive, Power Attack, Quick Draw, Weapon Focus (longsword), Weapon Specialization (longsword)

Possessions: +1 lawful outsider bane large longsword, +2 leather armor, +1 shield, cloak of resistance +2, ring of feather falling

Smite Lawful (Su): Once per day, Toth can make an attack that inflicts an extra 14 points of damage against a lawful foe.

Spell-Like Abilities: At will—*polymorph* (self only); 3/day—*darkness, poison*; 1/day—*blasphemy, contagion, desecrate, unholy blight*. Caster level 12th. Saving throw DC 13 + spell level. Save DCs are Charisma based

THE GATE TO CHAOS

The Gate to Chaos is on the shoreline of the swirling sea of Chaos, protected by two walls from the Fortress of the Dread Lord Urithek. It is an enormous archway, made of bulbous flesh and exposed bone, planted deep into the sand at the exact juncture between the land and the waves that crash upon it. At its rightmost edge sits the Piper at the Gate, the poor woman whose spell wrought this devastation. She sits and drools through the pipes that have fused to her lips, and the cloud spills forth around her. She is a part of the Gate now; it grows into her and through her, though damaging her does no harm to the Gate itself.

The effects of the cloud are far greater here than elsewhere on the plane. The Fortitude save to resist its mutating effects is DC 17, and characters must attempt the save every 15 minutes. Similarly, the Will save against *confusion* is DC 16.

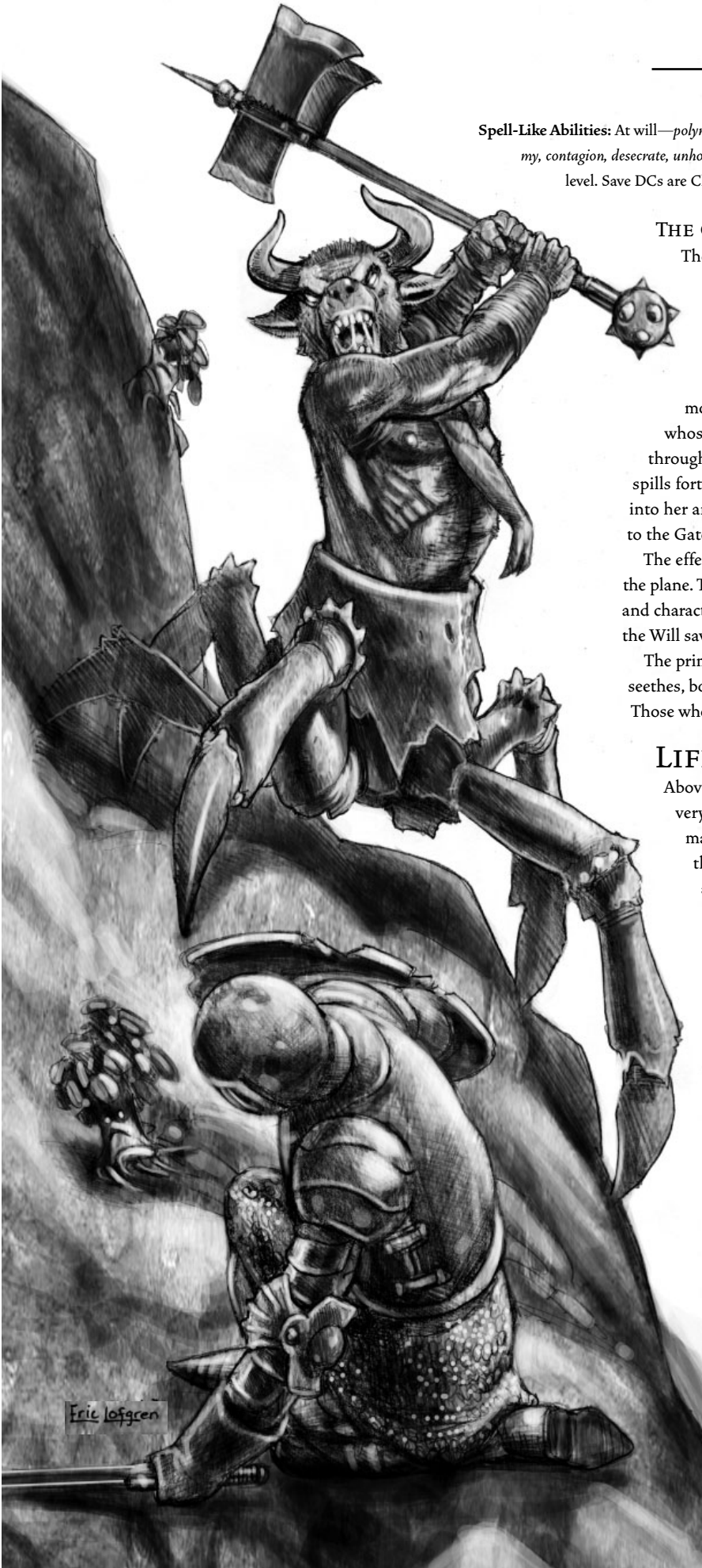
The primal plane of Chaos beyond the Gate shimmers, seethes, boils, turns, and is perfectly static, all at the same time. Those who step through it consign themselves to limbo.

LIFE ABOVE THE CLOUD

Above the cloud, the physical conditions of the planet are very similar to those on many other worlds. Gravity, magic, and time play no tricks above the cloud, and though the wind is fierce here, it is pure and clean and, most importantly, natural. The DM is encouraged to study the rules for Mountain Terrain in Chapter Three: Adventures of the DMG, especially the section on altitude sickness and acclimated characters.

The Five Winds are laid out in a diamond shape, with one at each cardinal point of the compass. Owl's Rest is to the north, Turquto is to the east, Grimshad is to the south, and Crowskill is to the west. The fifth city, Redstone, is in the center of the diamond shape, exactly 1 mile from each of the other cities.

Each city straddles one of the legendary peaks of the Emyrean Range. The mountains act as anchor points for one of the most complex and dizzying spells that has ever been laid upon the world: The Great Weaving shimmers between the five peaks, a wheel with multiplying and vanishing fractal traceries, a net that captures and focuses the energies of Order and drives them deep into the core of the planet.



Eric Lofgren

At night, a visitor can easily see the shimmering pattern that connects these five cities together, and can walk from one to another under the light of the moon. It is visible during the day, but its true beauty is appreciated best under starshine.

Underneath the pattern, nature holds sway. The bowls between the five mountains sit at an elevation of approximately 3,000 feet, with gentle trails leading up the sides of the mountain. These valleys are devoted to agriculture and supporting the cities on the peaks above, and the pattern above them protects them from the Chaos of the world around. Further, the cities have trained griffons to protect these lands from aerial intruders, and Redstone Peak holds a domesticated roc's nest beneath the city walls. Guard garrisons are situated strategically along the mountains' edges for the rare times when an army of Chaosfolk attempts to climb the mountains and breathe in the unfamiliar air.

Residents above the cloud are commonly called "the Fair People." The table below lists some common creatures that live above the cloud.

INHABITANTS ABOVE THE CLOUD

Creature	CR	Source
Dwarf (any class)	varies	MM
Hippogriff	2	MM
Human (any class)	varies	—
Inevitable, kolyarut	12	MM
Roc	9	MM
Silver dragon	varies	MM

THE CAVERN ENTRANCE

All visitors to this land who don't emerge from the primal planes enter through the Underland, in a cave that exits on the western slopes of Turquto. The cavern floor evens out, and wheel ruts become evident—this is a major trade route from other planes. All visitors must stop at the Selection, a heavily fortified gate at the egress of the cave. Here they are questioned as to their allegiance: Order or Chaos.

Those who claim Order are given the choice between spending money or earning honor chits (described below) and may proceed up the inner slope, which looks out over the bowls between the five mountains. Those who claim Chaos (or are undecided) are sent to the outer descent, a steep path into the cloud and the territories it covers. Those who wish to turn back are allowed to do so, but none may pass without making a choice.

The guards don't care if a traveler is of good or evil alignment. As long as she intends to commit no crimes in the cities above, she is welcome to join them in their struggle against the Chaos below.

Typical Order Guardian, male or female human Ftr4: CR 4;

Medium humanoid; HD 4d10+8; hp 34; Init +2; Speed 20 feet; AC 21 (+1 Dex, +8 armor, +2 shield), touch 11, flat-footed 20; BAB +4; Grapple +7; Attack +9 melee (1d6+4, critical 20/x2, shortspear), or +7 ranged (1d6+4, critical 20/x3, shortspear); Full Attack +9 melee (1d6+4, critical 20/x2, shortspear), or +7 ranged (1d6+4, critical 20/x3, shortspear); AL LN; SV Fort +6, Ref +3, Will +3; Str 17, Dex 14, Con 15, Int 13, Wis 15, Cha 11

Skills and Feats: Climb +10, Diplomacy +3, Intimidate +7, Jump +6, Listen +4, Sense Motive +5, Spot +4; Alertness, Combat Expertise, Combat Reflexes, Power Attack, Quick Draw, Weapon Focus (longspear)

Possessions: +1 shortspear, masterwork full plate, masterwork large shield, *potion of cure moderate wounds*

THE CITIES (THE FIVE WINDS)

It's probably easiest to imagine the Five Winds as a single massive city, with its five sections spread across mountain peaks, rather than as five separate entities. Though each of the Five Winds was established long before the coming of Order, each is now but a part of a greater whole, and so the nature of the cities has changed as well. Though hints of the old cities remain, they have become devoted to a greater cause, and the old ways are disappearing. Each city also sponsors an Adventurers' Guild of a specific type. Members of the adventuring classes are expected to stay at, train with, and promote the goals of their individual guild in harmony with those of the other cities.

The cities all share a basic layout, with streets running north/south and east/west. The outer side of the city is apportioned to Guild-related activities—training structures, barracks, mess halls, supply depots, and so forth, with a wide boulevard on the very outer edge. This boulevard follows the outer edge of the Great Weaving. The civilian sides of the cities are populated with artisans, city officials and employees, and traveling merchants. Each city maintains a communal well and basic set of food stores and livestock pens in the event of a successful Chaos raid, but most depend on the breadbasket of the farms below.

Commerce between the cities is mainly a token gesture to keep track of desires and necessities. Money rarely changes hands between residents, though a monetary system is established for purchasing from outside merchants. Adventuring outsiders are expected to contribute their expertise to the effort against Chaos, and in exchange, they can gather many of their supplies here for no charge. If they wish to purchase with gold instead, they can expect to pay triple the normal prices.

The elders of the Five Winds have established an honor system of chits that rates various services, and adventurers



can earn better equipment by performing these services for the cities (see the “Services and Rewards” table on the next page). In certain cases, they can borrow equipment and return it later, but those who try to flee with this equipment before rendering services face the wrath of a kolyarut, an inevitable whose sole mission is to track contract breakers. Kolyaruts are fairly common in the Five Winds, for the crystalline intelligences of Order require contracts to be honored and will dispatch these beings as necessary.

Crime is rare in the Five Winds, for punishment among the Fair People is extremely harsh. The least offenses result in expulsion from the plane unless the offender is willing to pay restitution in honor chits. Middling offenses result in banishment to the lands below the cloud. Major offenses result in execution. Allowances are made for a criminal's knowledge of the law, so first-time visitors will not be unduly punished. Crime is measured mainly by intent to harm. Thus, pickpockets are considered lesser criminals, while murderers are major offenders. Guards patrol the streets in groups of six and can be reinforced quickly.

TURQUTO

The entrance to Turquto is also the primary entrance to the Five Winds, from a gentle trail rising up from the inner bowl. It has devoted an entire quarter of its space to amenities and information for first-time travelers and those here on short trips. The quarter is bounded by tall stone walls, atop which guards patrol day and night. The quarter is filled with trees and plazas, and helpful aides in eagle-feathered robes answer questions about the structure of the Five Winds for the curious.

The remainder of the white-towered city of Turquto is a center for research and development in the Five Winds, and as such, is the home to the Mages' Guild. It is a place of gleaming white marble, of broad avenues and tall buildings that hide the sun. All the residents live in these tall buildings, and though the city thrums with activity, it is an intensely quiet place. The loudest sound one is likely to hear in the street is the howling of the wind through the canyons of stone, and occasionally a muffled explosion

from the laboratories at the hearts of the marble towers. Couriers—signified by their black-feathered robes—dash through the streets with messages from one mage to another. Torch-bearers take their place at night, their activity never ceasing.

Though all magical and mundane researchers work toward the common goal of understanding and thus defeating the enemy, they still have time for internecine struggles over whose remedies might prove most effective. Because they want to steer the direction of the resistance with their work, and because they seek the use of scarce resources to prove their theories, they often come into conflict with each other. Their dedication to their visions is the very thing that drives them apart. Someone with a taste for politics might be able to gain power by playing them against each other. On the other hand, someone with a taste for victory might be able to bring them together.

GRIMSHEAD

Grimshhead, the southern city, is the Temple City, a place of worship and contemplation. This city is far more organic, green, and wet than Turquuto. The colors are green and brown, and the dirt streets are lined with trees. Glades and gardens are the norm, and they almost disguise the gridlike layout of the city. The guild here is devoted to those who draw their strength from the gods or from nature, and all residents of the Five Winds are required to attend services or make devotions in this city once a week. The planners of

Grimshhead have erected temples and churches to over 100 gods from a variety of different worlds, and the civilian members of the city are always available to build more—assuming the petitioner can provide 10,000 gp worth of honor chits.

All lawful and neutral gods are welcome here. Those who worship no gods are still required to spend time in quiet meditation.

The Guildhouse houses itinerant priests whose gods are not represented here, and some of the vast parks play host to druids who work on ways to make the plants and animals below the cloud hardier and more resistant to its physical alterations. They offer honor chits for parties to test out these new strains and bring back samples.

CROWSKILL

The western peak holds the city of warriors, and so it's fitting that the only exterior entrance to and egress from the Five Winds is found on its heavily fortified western slopes. It is from Crowskill that adventuring parties descend into the murk. Oddly, the creatures below don't wait at the base for travelers, instead preferring to come across them by chance later.

The city is a *mélange* of architectural styles, building materials, and open and closed spaces, interspersed with enormous covered stadiums used for creating various artificial landscapes for combat training. The law states that warriors must spend at least three hours a day training; they

SERVICES AND REWARDS

Service Performed	GP Equivalent of Supplies
<i>Easy reconnaissance (near the mountains' bases)</i>	
Nonhazardous	100 gp
Moderate hazard	500 gp
Extreme hazard (Tormentor encounter)	1,000 gp
<i>Medium reconnaissance (out to 50 miles)</i>	
Nonhazardous	250 gp
Moderate hazard	1,000 gp
Extreme hazard (Tormentor encounter)	2,500 gp
<i>Long reconnaissance (beyond 50 miles)</i>	
Nonhazardous	1,000 gp
Moderate hazard	2,500 gp
Extreme hazard (Tormentor encounter)	5,000 gp
<i>Slaying chaos creatures (per creature)</i>	
Challenge Rating 1–3	100 gp
Challenge Rating 4–6	500 gp
Challenge Rating 7+	2,500 gp
<i>Beneficial research</i>	
Easy (one to two days)	100 gp
Medium (up to a month)	1,000 gp
Hard (a month or longer)	5,000 gp

must sign in and out of approved training facilities, and their attendance is logged and filed. Fortunately, the instructors of Crowskill are top notch, having spent nearly their entire lives studying the ways of blade and bow. Many of them are willing to sign on with parties descending into the cloud, and some of them are authorized to assign raiding missions on various Tormentor strongholds.

The most notable of these is Dorian Longshiver. Her brother Vivian sacrificed his squadron to learn the secrets of the Tormentor Spatterskull, and then took the Tormentor's place and name for himself. She has sworn vengeance, and she pays handsomely for word of his whereabouts. She'll gladly join a party to restore her family's honor if it means crossing his path. In addition to Common, Dorian speaks Abyssal, Celestial, Elven, and Terran.

Dorian Longshiver, female half-elf Rgr10: CR 10; Medium humanoid; HD 10d8+10; hp 66; Init +3; Speed 30 feet; AC 17 (+3 Dex, +4 armor), touch 13, flat-footed 14; BAB +10; Grapple +9; Attack +9 melee (1d8-1, critical 19-20/x2, longsword), or +15 ranged (1d8+1+1d6, critical 20/x3, cold longbow); Full Attack +9/+4 melee (1d8-1, critical 19-20/x2, longsword), or +15/+10 ranged (1d8+1+1d6, critical 20/x3, cold longbow); SQ Evasion; AL LG; SV Fort +8, Ref +6, Will +6; Str 9, Dex 16, Con 13, Int 16, Wis 13, Cha 10
Skills and Feats: Craft (carpentry) +11, Diplomacy +6, Gather Information +3, Heal +16, Hide +14, Knowledge (geography) +12, Knowledge (nature) +13, Listen +16, Move Silently +19, Profession (hunter) +14, Search +4, Spot +2, Survival +16, Swim +11; Iron Will, Manyshot, Rapid Shot, Self Sufficient, Skill Focus (hide), Skill Focus (listen), Track, Weapon Focus (longbow)
Possessions: +2 leather armor, +1 cold longbow, masterwork arrows (24), longsword, boots of elvenkind, potion of neutralize poison
Spells (2/1; save DC 11 + spell level): 1st—alarm, charm animal; 2nd—barkskin

The civilian members of the population are responsible for cleanup and maintenance of the training sites, and for logging the hours trained by each particular warrior. They also run the mess halls and infirmaries.

OWL'S REST

Owl's Rest, the northernmost city, is the most topographically varied. The original city was laid across the mountain summit, seemingly without care for the peaks and crevasses, and so it remains, despite the regularity of the streets that now crisscross its surface. The structures are of adobe and mudwork, built directly into the walls of the cliffs. The vertical environment of the city is ideal for keeping a body nimble and on his toes, and so it is that Owl's Rest is the home of the Spies' Guild—a polite euphemism for thieves

and assassins. Monks are also swept into this guild. The mandatory training consists of courses up and down cliffs, testing locks, traversing vertical shafts in the dark, and other such arcane skills.

This is the smallest of the cities, though the Council of Elders is working on expanding it to match the others in size. Its civilians are artisans, claymakers, and thinkers who avoid the bustle of ordinary city life—intellectuals whose insights may help win the war on Chaos.

The laws of the Five Winds are slightly changed here. It is assumed that people traveling through this city do so with the full knowledge that it is the home of the Spies' Guild, and that they therefore consent to being part of the training exercises necessary to keep skills honed. Those who lose items to pickpockets may retrieve them at dawn's light at the Guildhouse. They then have two hours to collect and clear out before they again become legitimate targets.

REDSTONE

The city of Redstone, once a commercial trading hub, has become the focus of the resistance against the creeping Chaos. The main feature of this city is the Focus of Order (see below), the gateway through which Order seeks to turn back the tide. Four broad avenues, each pointing to one of the other four cities, aim straight into the crystal palace, the heart of the Focus.

Redstone is the only complete city of the Five, in that it blends the elements of each of the others into itself. It is the seat of governance, the point of commerce, the home to the true Guildhouses of each order, and the main home of the civilian populace. Its sections are neatly divided between these functions, and the traffic between them is orderly even in times of crisis.

The crystal palace, in addition to housing the most important asset on the war on Chaos, acts as the headquarters for the Council of Elders. The councilors are two to a city, one drawn from the local adventuring guild and the other from the civilian sector, each with years of experience in their chosen field. They are selected by the longtime residents of their cities and Guildhouses, and their function is to lay strategy for the war. They perform judicial functions when necessary, but only in cases of utmost gravity. Only the council can override a death sentence from one of the lower courts.

THE FOCUS OF ORDER

The four spokes of the wheel, the four lines of the Great Weaving, converge on the peak of Redstone, under the colonnades of the crystal palace. At their center lies the Focus of Order, an intricately carved, four-arched crystal approximately 50 feet tall. Power flows from the Focus along the Great Weaving; it is thought that this power is

the only thing that can return a Tormentor to its original form, though some speculate it may be fatal. None have yet tried. None are likely to, either, as the Focus is fragile—inflicting just 20 points of damage will break a column (hardness 4) and weaken the Weaving for seven days while the living crystal knits itself together.

USING THE MOUNTAINS

OF THE FIVE WINDS

The adventures of the Mountains are stories of brute survival, stealth and espionage, and recovery of ancient treasures from the old world. They are stories of triumph—and failure—against seemingly impossible odds.

ADVENTURES FOR ALL

The two adventure hooks below are meant for PCs new to the Mountains of the Five Winds, as well as those who don't specifically align themselves with either Chaos or Order.

WELCOME TO THE WAR (4TH TO 6TH LEVEL)

When the PCs are between adventures and near a place where mercenaries are hired (such as a bazaar, town square, or guildhall), a man in a perfectly sealed hide suit approaches the party and asks them if they're interested in some caravan work for 500 gp. He says it involves interplanar travel but that it's not likely to be especially dangerous. The plan is to travel across plains to a nearby mountain range, enter a cavern complex, and pass through a portal to the Underland. The trip is straightforward, and you can include some encounters along the way—lions, bandits, and cave-dwelling throwbacks can all threaten the caravan.

The group leaves the Underland and emerges by the city of Turquto, where the caravan master pays the characters and offers them another 200 gp if they'll accompany him to the peak. To do so, they'll have to swear their allegiance for the forces of Order, and the choice they make will determine their path for the rest of the time they're here.

WAR BETWEEN THE TOWNS (6TH TO 9TH LEVEL)

The Tormentor known as Five-Hands-Running has problems. A fellow Tormentor—Huul, a faceless being with the upper body of a woman and the lower body of an octopus—and its subjects from the western settlement of Huul's Rest have decided that they require a foothold in the mountains. They feel that the location of Five-Hands-Running is the perfect spot from which to launch a new empire carved out of Chaos, with Huul at its head. Five-Hands-Running needs help, and the party is just the group of people to provide it.

First come Huul's raiding parties, and then the counter-attacks by Five-Hands-Running. Scouting and reconnaissance will be necessary, and the PCs must sabotage Huul's forces. The heroes might wish to find additional weaponry to defend the town (a tie-in to the adventure hook "Defenders," below). Lastly, they'll need to take the fight to Huul itself. Until the invaders and Huul's Rest are destroyed, the attacks will not stop.

ADVENTURES FOR MINIONS OF CHAOS

The two adventure hooks below are meant for PCs who have aligned themselves with the forces of Chaos that seek to conquer and transform the plane.

DEFENDERS (5TH TO 7TH LEVEL)

A town of farmers has uncovered a cache of pre-Chaos weaponry in the hills to the west, and Order wants this weaponry for itself. The farmers aren't fighters, and they approach the PCs for help. They offer some of the weapons as a reward, but they refuse to show the party their stash until the mission has been accomplished.

The raiding party consists of 20 low-level warriors, and they strike at different places, probing the town's defenses with two or three of warriors at a time. They'll hold off on a full-scale assault until they can determine where the main resistance lies, and then they'll draw back, summon a 5th-level mage to their aid, and strike hard. During the battle, the heroes notice that many of the townsfolk are better fighters than they claimed to be. (For more on this mystery, see the "Recovery" adventure hook on the next page.)

After the forces of Order have been repulsed, the farmers show their gratitude by offering the party their pick of the stash. None of the weapons has an enchantment greater than +2, but the characters get to pick six items. If they try to take the entire lot, the farmers will approach others to retrieve the stolen goods, and Order, too, will be looking for the PCs. And why did the farmers want the weapons in the first place?

SPIES AND SABOTEURS (6TH TO 9TH LEVEL)

The Black Rider is a Tormentor to the northeast of the Five Winds who has the appearance of the night sky—he looks like the outline of a massive person, a hole in reality. He asks the characters to serve as spies and slip into and out of the Five Winds, reporting back on the cities' layout, defenses, and weaknesses. He seeks nothing less than the complete removal of Order from the land, and he's willing to pay the PCs exceptionally well. If the party members accept his offer, they'll have to clear themselves of the taint of Chaos before approaching the Mountains, then establish

themselves in the cities as trusted citizens. Their spying activities may not go unnoticed, but until the counterspies of the Five Winds can prove that the player characters are involved in espionage, they're safe.

The Black Rider offers a fine reward for each bundle of information and sets the PCs to ever greater tasks, including sabotaging the cities' supplies, poisoning farmlands, destroying the entrance to the Underland, and, eventually, bringing down the crystalline gate of Order itself. But how far can the Black Rider be trusted?

ADVENTURES FOR SCIONS OF LAW

The two adventure hooks below are meant for PCs who have aligned themselves with the forces of Order that attempt to defend the plane against the invasion of Chaos.

RECOVERY (5TH TO 7TH LEVEL)

This is the flip side of the "Defenders" adventure hook described on the previous page. The Mage Council in the Five Winds has learned from its spies that a small town under the cloud has discovered a cache of old magic, and that some of the townsfolk intend to use this power to become Tormentors. The PCs must retrieve the cache before that happens. It's rumored that one or more of these weapons is actually a much more powerful device disguised under a lesser enchantment, and that it may well help turn the tide against the cloud.

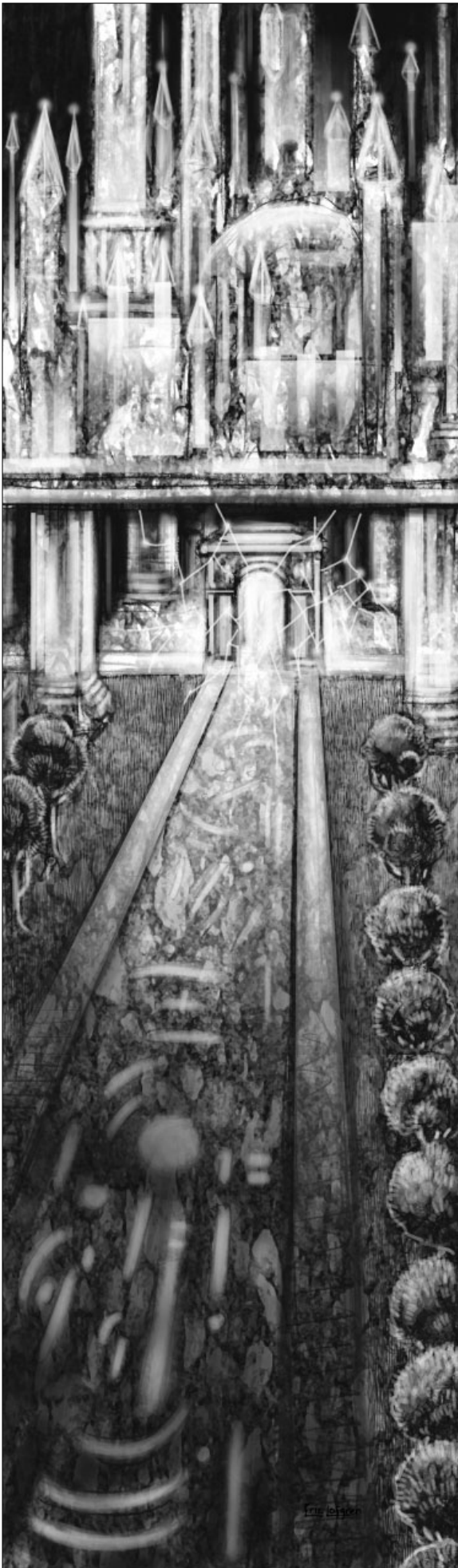
The heroes can try to retrieve the cache by stealth, but bloodshed will likely prove necessary at some point.

CLOSING THE GATE (8TH TO 10TH LEVEL)

At some point after the PCs have achieved high levels and great reputations in the Five Winds, the Council of Elders discovers a potential method of closing the Gate to Chaos forever. It involves the *law stones*, a set of crystal pillars created on the primal plane of Order and brought through the Focus. Each of the six pillars is approximately 10 feet tall and weighs about 2,000 lbs., so a large team is needed to haul and place them. The characters might only carry and set one of the *law stones*, or they might be given the task of handling all six. They may find allies in the town of Five-Hands-Running and other lands. (However, Order-aligned Tormentors will seek to strike a bargain first: that they be allowed to bathe in the Focus and receive a full pardon for their lives under the cloud.) And the PCs must find a way to penetrate the Fortress of the Dread Lord Urithek in order to reach the Gate—an adventure in itself.

If they succeed in closing the Gate, the Chaos-aligned Tormentors won't vanish overnight, and they'll use their stores of magic items to cling to power as long as possible. Demons, slaadi, and aberrations that swarmed through the Gate still walk the land. The natives remain psychically and spiritually scarred. In short, the heroes still have much work to do to reverse the centuries of influence wrought by Chaos.

There is another question to consider: Will Order leave peacefully once Chaos has been vanquished, or will it attempt to establish its dominion over the world now that it has no rival?



Ouno, the Storm Realm

"What? Speak up. Oh, did I go to the Storm Realm? Sure, I went deaf there. Lightning splintered the deck above me, and ten years later, I'm still picking out slivers. I may have lost my hearing, but oh, Mother Ocean, I did get religion there at last!"

— Gules D'Hiiai, planar traveler

Ouno, the Storm Realm, is a strange plane beloved by the githzerai and by aerial creatures, and ruled by a sentient, powerful ocean that may be a god. The inhabitants travel in flying ships moving among islands that float in the air, far above an acidic ocean with no dry land.

PHYSICS AND COSMOLOGY

The Storm Realm is an alien plane of elemental water and air, warped gravity, and sweeping storms. It is a spherical, limited plane where all elemental water and elemental air magic is

more powerful than usual (the caster level of all spells with the air and water descriptors is increased by +2 when cast on this plane). The plane's storms are more frequent and more violent than on other worlds: hurricanes, thunderstorms, and waterspouts are common. Blizzards and hail are restricted to the poles, and fogs and mists are everyday occurrences.

While the winds are dangerous, the rain is worse, acidic enough to destroy ships. A few can afford ceramic cladding that resists corrosion, but most airships avoid rain by hiring a weather mage to ward the ship, or by sheltering within

one of the Storm Realm's hollow islands. These island shelters charge more for moorage the closer a storm threatens, and sometimes the harbor island isn't big enough for every ship. The captain's reactions vary from an impromptu auction to bribery to combat—different harbors have different traditions. The rainwater loses its acidic properties within 24

hours of falling to the ground, so glass or ceramic rain barrels (which don't dissolve in acid) store the water supply for githzerai monasteries. Stone basins hold titanic reservoirs for the larger harbor islands.

The rainwater's source, the Storm Realm's ocean, is always acidic. The ocean waters dissolve any wood, flesh, or metal they touch within hours. Living creatures thrown into the ocean must make an immediate Fortitude save (DC 16). If the check succeeds, they suffer 1 point of damage per minute they remain in the water. If the check fails, they suffer 1d10 points of damage per round they remain in the water, and the acid burns their eyes, nose, and lungs, making it impossible to swim. Drinking the water inflicts 1d10 points of acid damage without a save.

It offers a potential boon, however. Any intelligent creature drinking or bathing in the water gains psionic abilities. Those who already have a psionic class use their abilities as if they were two levels higher for the purpose of determining psionic character level for the next 24 hours. Creatures without psionic abilities gain a single, random 1st-level psionic power that they can use once during the next 24 hours, with their character level used as their psionicist level. Multiple drinks or immersions during that 24 hours do not grant additional abilities. These powers come from the entity known as Mother Ocean.

The plane lacks a single source of all light; instead, the plane is lit by two enormous suns that circle the spherical plane every 50 hours. Between the two of them, the day/night cycle is roughly 25 hours long, but it alternates between a bright yellowish-orange sun (called Epoloi) and a darker, reddish-purple sun (called Ganderwaal). The darker sun does not inflict sunlight penalties on orcs, dark elves, undead, and similar creatures, and even mid-day seems like twilight on a normal world.

A material called floatstone creates floating stone islands. This stone has neutral buoyancy, meaning it floats wherever it is put, neither gaining nor losing altitude without effort. In many cases, this levitation has been integrated into enormous floating trees and stone islands. Trees grown in floatstone take on the stone's neutral buoyancy, and airships are constructed from this floatwood. The githzerai claim that an aboriginal race of humanoids once knew how to eat enough

Planar Notes

Name: Ouno

Type: Alien realm

Common Conjunction Planes:

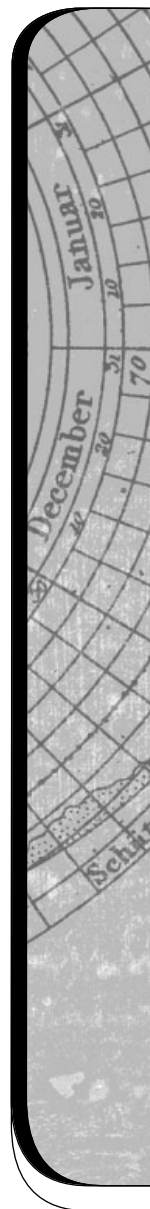
Center—All visitors to this monastic plane grow wise and content in the care of the silent *dabus* who watch over it. Few leave.

The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

Roiboos—This tropical paradise is overrun with travelers from throughout the planes because of its sweet wine, coconuts, sunshine, and friendly goblinoid servants.

The Thunder God's Hand—This plane of elemental air is lit only intermittently by lightning; its cloud islands are the home of militaristic storm giants.

Ty Rhun—A stormy elemental plane of water ruled by the Dragon King, a water dragon who commands legions of sentient fish and sharks.



floatstone to gain innate levitation themselves, but the secret of this process is lost, along with all the aboriginals, slaughtered eons ago. Modern attempts have resulted only in stomach aches and lingering dizziness.

HISTORY

Githzerai settled this plane first of the plane-faring species, and for many years no other sentient race visited the Storm Realm, as it rarely came into conjunction with any other planes. A few scholars even claim that the Mother Ocean manipulates the conjunctions to limit contact, though this seems rather unlikely.

Ouno was discovered by Xinthip, a githzerai explorer (some say bandit) who was seeking new realms for trade (or plunder). The cloud islands and floatstone attracted the notice of a few titans, air elementals found it when the plane entered into conjunction with a plane of air, and human explorers came to visit Ouno to harvest floatstone and floatwood. Most left when they discovered the levitating properties of both materials soon faded when taken to other planes.

Most of the history of Ouno is a history of seclusion; the plane is rarely in conjunction with more than four other planes at once, typically the Ethereal Sea and sometimes a

plane of air. The location's exposed settlements and high winds make it very uncomfortable for mind flayers, ancient enemies of the githzerai.

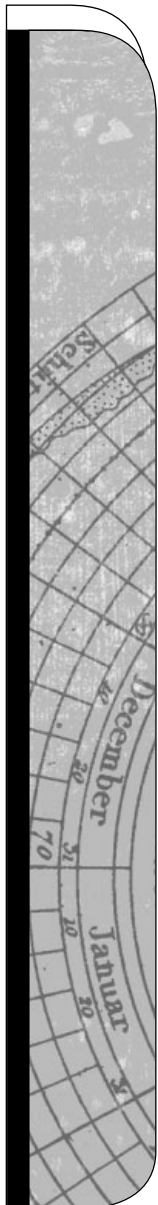
LOCATIONS OF INTEREST

The plane's geography is simple but constantly changing. The cloud islands and levitating stone islands float above Mother Ocean, always pushed by the wind. The smallest islands are outfitted with sails. Others are simply too large to move very quickly, but are valuable as sources of food and materials. Navigation between two moving points is more difficult than normal ocean or land navigation, and good navigators are prized.

Under all these scooting islands, a few stone barges float on Mother Ocean's dead waters, extracting salt from ocean water. However, the barges are an exception. Almost all commerce is carried by airships. The ocean storms are deadly, and the levitating stone islands provide the wealth, food, and materials for repairs to airships and their crews. Probably fewer than 100,000 beings call Ouno their home.

MOTHER OCEAN MONASTERY

Built on a floatstone island near sea level, this githzerai monastery is one of the oldest structures on the plane. In



high storms, the waves reach the lower sections of floatstone. This is the reason for the monastery's distinctive stone shutters and the breakwater walls around the island's rim.

The monastery has one feature that brings visitors: the Mind Pool. This enormous heated pool of ocean water fills the monastery's central courtyard and has had its acidic bite removed. The water retains its psionic-enhancing powers, and anyone bathing in it gains a surge of mental energy as

described earlier. Visitors to the monastery may bathe in (and drink from) the Mind Pool in exchange for donations, temporarily increasing their latent or known psionic abilities.

The psionically active waters of the pool are also sold to visitors (for up to 40 gp per dose) in crystal vials. Each dose of treated water used this way instantly restores 1d10 psionic power points and inflicts 1 point of damage on the drinker. The waters are easy to recognize; they retain the bluish-purple sheen of the ocean and, if shaken, turn to frothy sea foam. The taste resembles vinegar.

Visiting the monastery is not without risks. Many pilgrims gain a psychic and spiritual connection to the

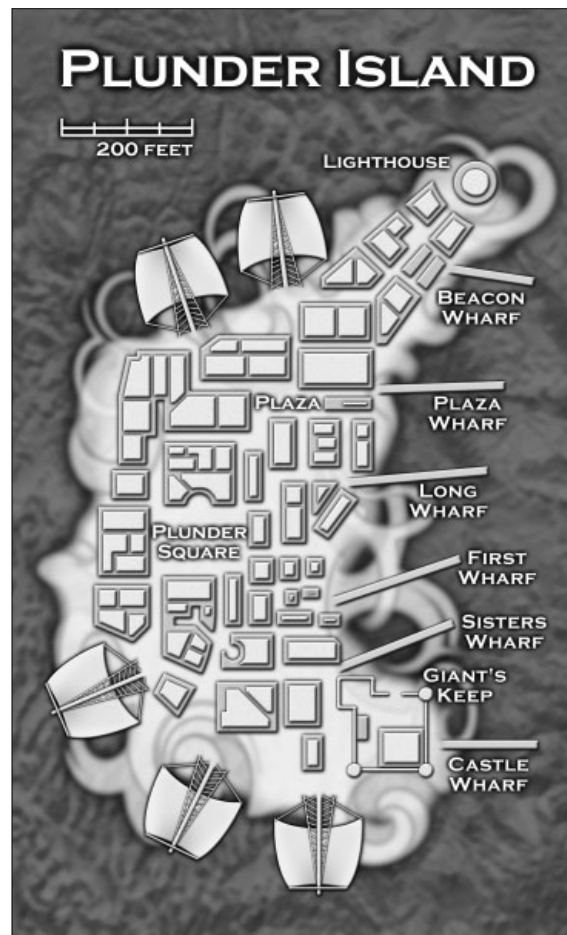
mind of Mother Ocean herself. Frequent visitors often convert to the worship of the goddess, decide not to leave, and become monks for a few years. Others donate up to half their wealth to Mother Ocean's shrines and supporters. Characters who have gained or increased their psionic powers through bathing and drinking Mother Ocean's waters must make a Will save (DC 10 + their level) every time they return to recharge those powers. If the save succeeds, they are not linked to the ocean. If the save fails, they become immediately enlightened by Mother Ocean's plane-spanning consciousness (see the "Dreams of Ocean" sidebar) and convert to her faith, tithing or giving much of their wealth to her church, and abandoning the gods they formerly

esteemed. For clerics or other divine spellcasters, this may result in the loss of all spellcasting levels and their replacement by a lesser number of psionicist or monk levels.

PLUNDER ISLAND

Built on a cloud island rigged with sails, Plunder Island is the ultimate corsair's dream—a place devoted entirely to outfitting any and all airships of Ouno, regardless of their affiliation. Not surprisingly, air pirates are the island's primary inhabitants. A small community of shipwrights, sailmakers, brewers, prostitutes, and weaponsmiths caters to the pirates, and the distillers and raincatchers common to many islands are here in greater numbers. A large population of ships is "traveling through," and the pirate population drinks heavily. The island is too small for proper farming; most of its food is imported or brought in as plunder and traded for goods and services.

Most of the island has docks where one can repair floatwood ships, unload cargo and plunder, and acquire food, water, and companionship. Gaining a berth at the island sometimes requires "convincing" another ship to leave, and bribing the harbormaster, an ancient ogre mage named Marris. Typical fees to the harbormaster are 100 gp, more for unlucky ships or vessels with a reputation for violence in port.



The island is home to large number of flying pigs. These animals eat garbage off the streets and provide a valuable source of meat. They beg constantly from visiting crews, scavenge any foodstuffs not secured against them, and scatter excrement worse than any seagull's. Despite these problems, the flesh of the animals is flavorful and succulent, commanding a high price from innkeepers lucky enough to own a flock of them.

THE HEART OF STORMS

The Heart is a perpetual, self-sustaining thunderstorm that moves slowly across the face of the waters, with spiral arms like a gigantic hurricane. Its winds are gale-force at the outer wall, and waterspouts peel off the wall every few minutes. The eye of complete calm deep within the Heart is inhabited by wise storm giants and cloud giants. These giants may teach the secrets of weather magic to those they favor. However, attempts to reach the quiet eye of the storm stopped about 80 years ago, when the weather mage Ornetty formed an expedition in the city of Crashrock and did not return.

CRASHROCK

The largest known chunk of floatstone is so big it was discovered in the middle of the night by a ship that mistook its eastern ridge for a large bank of heavy clouds. Since the crash that gave the island its name, the stone has been settled, farmed, and civilized. More than 20,000 farmers, herders, weavers, floatstone miners, lumberjacks, and merchants live here now, ruled by the warlord Xinstal, a githzerai of uncommon aggression and ruthlessness. Xinstal hopes to found a dynasty here, but he rules with just 150 githzerai troops. So far, they have held off challenges from the floating island of Xinberg, from the pirate fleet called the Red Armada, and from others, but in the history of Crashrock, few despots have lasted for more than 10 or 20 years.

Crashrock Island is about 13 miles long, 1 mile thick, and 8 miles wide. The pronounced slope at the edges keeps most settlements close to the middle. The island is slowly shrinking as miners bring floatstone up from quarries for floatwood farmers, for ships, and for export to smaller islands that seek to expand their livable space.

MAROONER'S ROCK

As Crashrock is the biggest chunk of floatstone, Marooner's Rock is one of the smallest. Tens of thousands of these small rocks exist, some in orbit around larger islands, some whizzing through the heavens, and some ejected from the clouds by the magic of the storm giants. They are sometimes called "reefs" or "wild rocks," and the smallest are netted and sold.

Marooner's Rock is remarkable only because its orbit is so stable. It circles around the Heart of Storms at a distance

of about 10 miles. It is just big enough (300 yards in diameter) to hold unwanted sailors, captains whose crews have mutinied, or criminals exiled from larger holdings such as Crashrock, Featherstone, Castlerock, Xinberg, or Flower Island.

INHABITANTS

Ouno is not a plane of ease, and many visitors and even natives find themselves eager to move on at the first opportunity. Others find the hardship of living here appealing or have little choice in the matter. Those who do thrive here are rarely defenseless.

The table on the next page shows some of the common creatures found on Ouno.

MOTHER OCEAN

This inhuman and incorporeal demigoddess (CN, Domains: chaos, water, and sun) has transcended material form and become the mind of this plane's ocean. Because Mother Ocean can work magic and is omnipresent on this plane, many of Ouno's inhabitants worship her.

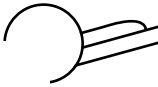
Her psionic powers regenerate instantaneously, and killing her physical form would require destroying the entire ocean. Her primary concerns are for the health and well-being of psionically aware creatures and their ability to remain calm, centered, and nonviolent. If she could, she would expel all pirates, giants, and others who deal in violence and bloodletting. In recent centuries, she has seen that she must use the factions against each other, and she has chosen the githzerai as the best of a bad lot. She contacts her followers through daytime visions and reaches others by reshaping the ocean waters into living creatures who speak for her. The heaven her worshippers aspire to is said to lie deep within the ocean.

New Item: Cloudcatcher

Also called a rainnet, a cloudcatcher is used to gather water from clouds. The waters of Mother Ocean are highly acidic, and rainwater loses its acidic properties within 24 hours of falling to the ground, but the water still contained within the clouds is the least acidic of all. Water extracted from clouds becomes safe to drink within just six hours. To gather this water, a ship's sails are replaced with cloudcatcher rigging. This fine mesh net resembles half a spider web. The strands all gather at a single collection point at the bottom of the cloudcatcher, where droplets of condensation turn into a small stream of water that can be caught and stored in ceramic flagons. The nets are usually stored cold or magically chilled before use to improve their efficacy.

A single cloudcatching sail of average size creates three gallons of water for every hour that it sweeps through clouds. Because the water they capture is still somewhat acidic, the cloudcatchers must be replaced every month or so. They capture 600 gallons (in about 200 hours, or eight days) before failing.

Price: 200 gp per sail



INHABITANTS OF OUNO

Creature	CR	Source	Notes
Allip	3	MM	Flying creature
Arrowhawk	3, 5, or 8	MM	Flying creature
Beholder	13	MM	Flying creature
Belker	6	MM	Flying creature
Cloaker	5	MM	Flying creature
Crimson moth	11	JDHG	Flying creature
Darkmantle	1	MM	Flying creature
Death angel	14	SCoN	Flying creature
Dire bat	2	MM	Flying creature
Dragon (blue)	varies	MM	Flying creature
Dragon (jade)	varies	JDHG	Flying creature
Dragon (poison)	varies	JDHG	Flying creature
Dragonne	7	MM	Flying creature
Eagle	1/2	MM	Flying creature
Eagle, giant	3	MM	Flying creature
Elemental, air	varies	MM	Flying creature
Gargoyle	4	MM	Flying creature
Gauth (lesser beholder)	6	MM	Flying creature
Harpy	4	MM	Flying creature
Hawk	1/3	MM	Flying creature
Invisible stalker	7	MM	Flying creature
Manticore	5	MM	Flying creature
Mephit (any)	3	MM	Flying creature
Nightwing	14	MM	Flying creature
Owl, giant	3	MM	Flying creature
Pixie	4	MM	Flying creature
Rast	5	MM	Flying creature
Raven	1/6	MM	Flying creature
Ravid	5	MM	Flying creature
Roc	9	MM	Flying creature
Shadow	3 or 8	MM	Flying creature
Spider eater	5	MM	Flying creature
Stirge	1/2	MM	Flying creature
Swarm (any)	varies	MM	Flying creature
Vargouille	2	MM	Flying creature
Wasp, giant	3	MM	Flying creature
Will-o'-wisp	6	MM	Flying creature
Wraith	5	MM	Flying creature
Wraith, dread	11	MM	Flying creature
Wyvern	6	MM	Flying creature
Yasha	1	JDHG	Flying creature
Ettercap	3	MM	Floating island inhabitant
Giant, cloud	11	MM	Floating island inhabitant
Giant, storm	13	MM	Floating island inhabitant
Githzerai	1	MM	Floating island inhabitant
Gnome	1	MM	Floating island inhabitant
Goblin	1/3	MM	Floating island inhabitant
Hell hound	3	MM	Floating island inhabitant
Howler	3	MM	Floating island inhabitant
Naga	7–10	MM	Floating island inhabitant
Ogre	3	MM	Floating island inhabitant
Ogre mage	8	MM	Floating island inhabitant
Phase spider	5	MM	Floating island inhabitant
Rat	1/8	MM	Floating island inhabitant
Shiko me	3	JDHG	Floating island inhabitant
Shocker lizard	2	MM	Floating island inhabitant
Slaad	7–13	MM	Floating island inhabitant
Xill	6	MM	Floating island inhabitant
Xorn	3, 6, or 8	MM	Floating island inhabitant
Yuan-ti	3, 5, or 7	MM	Floating island inhabitant

KERISSTYC, ABBOT OF MOTHER OCEAN MONASTERY

Kerisstyc is an utterly silent githzerai, a priest of Mother Ocean who prefers to communicate only by psionic means. Nonpsionic visitors may ask their questions aloud, but they will need a psionic monk or someone else capable of interpreting the replies.

Kerisstyc has little patience for outsiders, demanding money or services in exchange for everything his monastery provides to guests. And it is *his* monastery—Kerisstyc runs it more as a private fiefdom than as a public service. Even gaining entrance to the grounds is a favor. The monks believe this stinginess comes from the high cost demanded of all of Mother Ocean's worshippers. Their creed, under Kerisstyc's direction, emphasizes responsibility more than the rewards of devotion. And it's clear to them that Kerisstyc has a direct link to the goddess. He does her bidding directly, and this position has clearly inflated his ego. Too often, he disregards the opinions of many of those close to him, even those who wish him well.

Physically, Kerisstyc is short and thin, with a round, friendly face and clean robes embroidered in patterns of wave, wind, and water. He carries no physical weapon. He walks with determination, and his silent orders are always immediately carried out. He is not used to being contradicted. In addition to Common, he speaks Githzerai and Draconic.

Kerisstyc, male githzerai Clr7/Psion (seer) 3: CR 10; Medium humanoid; HD 7d8+3d4+20;

hp 65; Init +0; Speed 30 feet; AC 14 (+4 armor), touch 18, flat-footed 18; BAB +6; Grapple +6; Attack +6 melee (no weapon); Full Attack +6 melee (no weapon); SA Spells, psionics, turn or rebuke undead 6/day (+5, 2d6+10, 7th); SQ Darkvision 60 feet, psi-like abilities, naturally psionic; SR 15, PR 15; AL CN; SV Fort +8, Ref +5, Will +12; Str 11, Dex 10, Con 14, Int 13, Wis 19, Cha 16

Skills and Feats: Concentration +6, Diplomacy +6, Gather Information +6, Heal +5, Knowledge (history) +8, Knowledge (the planes) +7, Knowledge (psionics) +10, Knowledge (religion) +7, Listen +10, Profession (fortuneteller) +5, Psicraft +6, Remote View +3, Sense Motive +10, Spot +8, Survival +5; Brew Potion (psionic holy water), Improved Unarmed Strike, Lightning Reflexes

Possessions: Psicrystal, quarterstaff, vestments, +4 bracers of armor

Spells (water, sun; 6/6/5/4/3; save DC 14 + spell level): 0—create water, cure minor wounds, detect magic, guidance, light, read magic; 1st—bless water, cause fear, cure light wounds, divine favor, obscuring mist, sanctuary; 2nd—calm emotions, heat metal, hold person, owl's wisdom, zone of truth; 3rd—bestow curse, dispel magic, searing light, water walk; 4th—air walk, fire shield, sending

Psi-Like Abilities: 3/day—inertial armor, psionic daze, catfall, concussion; 1/day—plane shift.

Manifester level 5th. Saving throw DC 13 + power level. Save DCs are Charisma based.

Naturally Psionic: Kerisstyc gained 2 extra power points at his 1st psion level.

Psionic Powers (5/2; save DC 11 + power level; 14 power points/day): 1st—float, hammer, precognition, missive, offensive prescience; 2nd—clairvoyant sense, object reading

RED GUILLAME, THE PIRATE KING

Born aboard a skyship, Red Guillame walks a deck far more often than he walks on stone and earth. His exploits have grown from raiding single merchant ships to coordinating strikes against entire settlements, especially wealthy monasteries and poorly defended holdings on small floatstone islands. His ship, *Harpy*, is known for her sky-blue hull and black sails. Her crew includes more than 100 psionicists and weather mages, as well as pirates who specialize in nighttime attacks and boarding actions. Unlike honest sky ships, *Harpy* sails without navigation lights, making her approach very difficult to detect at night.

Red himself is a tall tattooed man in his 50s, with weathered skin and heavily scarred arms, and a narrow, striped beard of black and red. His mithral half-plate armor was made especially for him and is cleverly articulated, reducing the armor check penalty to



–3 and allowing for his full movement and Dexterity bonuses. Despite this, he often wears a more comfortable set of leather armor when in port.

Red runs *Harpy* with a stern but fair attitude. Anyone who serves the crew well is promoted, and anyone seeking to advance into Red's position finds herself leading the assault in the next raid. If she survives, Red rewards her ambition by granting her the next prize ship captured. If she doesn't survive, Red has less competition for leadership. This system has expanded Red's aeronautical empire to include seven loosely affiliated ships: *Cannibal*, *Dancer*, *Inferno*, *Jezebel*, *Monstro*, *Skypig*, and *Sphynx*. Their public meeting point is Plunder Island, but they may have a hidden fortress as well, an island that only the pirates' slaves have ever seen, where all their treasures are stored. When these ships sail as a group, they are called the Red Armada.

Red Guillame, male human Ftr8: CR 8; Medium humanoid; HD 8d10+16; hp 66; Init +8; Speed 30 feet; AC 21 (+7 armor, +4 Dex), touch 14, flat-footed 18, or 18 (+2 armor, +4 Dex), touch 16, flat-footed 14; BAB +8/+3; Grapple +9; Attack +10 melee (1d8+2, critical 19–20/X2, longsword) or +12 ranged (1d8, critical 20/X3, longbow); Full Attack +10/+5 melee (1d8+2, critical 19–20/X2, longsword) or +10/+10/+3 ranged (1d8, critical 20/X3, longbow); AL CN; SV Fort +6, Ref +2, Will +2; Str 13, Dex 18, Con 14, Int 11, Wis 12, Cha 17

Skills and Feats: Balance +6, Climb +5, Intimidate +10, Jump +7, Profession (sailor) +9, Spot +2, Swim +1, Tumble +7, Use Rope +7; Acrobatic, Combat Reflexes, Improved Bull Rush, Improved Initiative, Leadership, Point Blank Shot, Power Attack, Rapid Shot, Weapon Focus (longsword)

Possessions: +1 longsword of dancing, longbow, masterwork mithral half-plate armor, leather armor, ring of protection from arrows (1/day), cloak of holding (as bag of holding [type I]), using the cloak's pockets instead)

ORSINO, TEMPEST WIZARD

Orsino is a typical tempest wizard, able to command winds and waters for ships and travelers of all kinds. His rates begin at 400 gp for a short day trip, though he is often paid in shares of the profits by pirates, adventurers, and merchants. His typical take is a full share from adventurers, an officer's share from merchants, and a triple seaman's share for pirates. He often uses his magic to save falling victims during a fight or while docking, and asks for his fee after flying out to save them from a long drop and a short stop. A few



believe that he may use a *gust of wind* to generate business for himself this way, but no one has been able to prove it.

Physically, Orsino isn't much to look at. He hides his brown hair, nut-brown skin, and bright black eyes under a heavy cloak and hood. Most patrons recognize him by his ebony staff, tipped with a rattle mass of monkey bones, and his grey cloudy familiar. His voice, however, is unmistakable: deep, rolling, and warm to those he loves and respects, thundering and sharp to his enemies.

Orsino, male human Wiz9: CR 9; Medium humanoid; HD 9d4; hp 24; Init +0; Speed 30 feet; AC 13 (+3 deflection), touch 13, flat-footed 13; BAB +4; Grapple +4; Attack +4 melee (1d6, critical 20/x2, staff); Full Attack +4 melee (1d6, critical 20/x2, staff); SA Spells; SQ Familiar (small air elemental named Gusty; see MM); AL LE; SV Fort +6, Ref +6, Will +10; Str 10, Dex 11, Con 11, Int 16, Wis 13, Cha 14

Skills and Feats: Balance +1, Bluff +5, Concentration +4, Craft (alchemy) +13, Decipher Script +4, Gather Information +6, Knowledge (arcana) +9, Knowledge (local) +9, Knowledge (the planes) +8, Profession (sailor) +7, Search +6, Sense Motive +3, Spellcraft +7, Spot +3, Survival +5; Combat Expertise, Improved Familiar, Investigator, Scribe Scroll, Silent Spell

Possessions: +3 ring of protection and resistance (adds to AC and saving throws), scrolls of control weather (2), fly, lightning bolt, and wind wall, waterproof spellbook, warm robes

Spells Prepared (4/5/5/4/2/1; save DC 13 + spell level): 0—detect magic, ray of frost, read magic, resistance; 1st—endure elements, feather fall (2), obscuring mist, shocking grasp; 2nd—fog cloud, gust of wind (2), misdirection, whispering wind; 3rd—fly, lightning bolt, stinking cloud, wind wall; 4th—ice storm, secure shelter; 5th—overland flight

Orsino's Spellbook: 0—acid splash, dancing lights, detect magic, feather fall, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, shocking grasp, touch of fatigue; 1st—color spray, fog cloud, gust of wind, magic missile, protection from acid, true strike, whispering wind; 2nd—arcane lock, fly, fox's cunning, invisibility, lightning bolt, rope trick, summon swarm, wind wall; 3rd—arcane sight, deep slumber, ice storm, rainbow pattern, secure shelter; 4th—cone of cold, dimension door, mass enlarge person; 5th—hold monster, overland flight

USING OUNO

The Storm Realm is a place for adventures that occur in small, isolated environments (both ships and the floatstone islands are ideal), adventures that require or grant psionic powers, or adventures that are primarily swashbuckling action. The floatwood ships of Ouno will attract rogues, corsairs, and similar characters. They also allow you to add or remove NPCs at will, just by sending them off across the

horizon. The transient island merchants and other NPCs are available only when you want them to be. Despite its appearance of free-booting and easy wandering, the environment is actually quite controlled.

This “just sail out of town” side to the airshipman's life cuts both ways, though. Many rogues and bloodthirsty fighters may decide that they can loot and pillage just about any place in the Storm Realm and then move on, ignoring the consequences. This is only half true. If they leave survivors, their reputation will eventually decline enough to attract bounty hunters, vigilantes, and self-appointed public defenders, and no respectable port will grant them docking rights. Building themselves a fortification partly solves the problem for smash-and-loom parties, but it also gives other adventurers a target. The best way to avoid the whole cycle of piracy is to warn the characters off early. Caution them that other pirates resent the new arrivals, or have one of Mother Ocean's worshippers pay a visit and implant a forceful suggestion to be more peaceful in the future.

Mother Ocean's jealous nature makes for interesting religious adventures. Imagine the conversion of a PC to worshipping a goddess who requires visits but grants clear psionic power in return. Players may complain about the disadvantage of conversion to a new god; however, you should not ease up on this aspect of her granted powers. Players who really find it irksome can always give up the advantage with the disadvantage.

Finally, the plane's floating islands, ships, and aerial boarding actions are a great place to emphasize Balance, Climb, and Jump checks. Rogues and swashbucklers should have a chance to show their stuff here.

ADVENTURES

In the scenarios detailed below, the characters will try to stop the displeased Mother Ocean from luring residents to acidic deaths, assault a githyanki portal that threatens to shift both ships and islands into the Ethereal Sea, convince githzerai monks to surrender a revered lodestone for the sake of the storm giants, and deal with the ramifications of taking aboard a stowaway who's being pursued by a warship.

THE STOWAWAY (1ST TO 4TH LEVEL)

The characters find that their ship has a stowaway, a young girl who seeks to escape a drunken and violent father. The ship can return her to her parents or allow her to live among the crew. Assuming the characters keep her aboard, she can soon become the focus of crew attention. The girl shows she is an accomplished gambler (taking her winnings from one crew member may well spark a fight) and perhaps a liar (she claims to be a princess in the ruling house of Flower Island, and she claims to know where a great pirate treasure is hidden). All the speculation about her true origins becomes very



real when the vessel is pursued by a Flower Island warship outfitted with lightning guns, a powerful forward ballista, and a weather mage capable of shifting prevailing winds against the player characters' ship. Will the adventurers choose to allow a boarding party (especially if they're carrying smuggled or stolen goods), or will they fight for their stowaway's freedom?

THE OCEANWIVES (3RD TO 6TH LEVEL)

Figures made entirely of water appear around a low-flying island, drawing men off the island by day and women by night (use the statistics for will-o'-wisps in the MM). The victims are dissolved in Mother Ocean, so there are no bodies, just disappearances. The adventurers must discover what is happening, why it is happening (Mother Ocean is unhappy), and how the inhabitants have offended the goddess (a young boy has been preaching against the ocean goddess). Then they must set the problem right by exile, conversion, or banishment.

GITHYANKI ARRIVE (4TH TO 7TH LEVEL)

The githzerai's ancient enemies, the githyanki, arrive on the plane in force and lay siege to one island stronghold after another. The githzerai hire the PCs as mercenaries and ask them to assault one of the githyanki planar portals. This portal is on a dark and damp island close to the ocean's surface. The characters must visit and find a way to close the portal. As it turns out, the portal itself is about to move, literally being widened enough to swallow entire floating ships and islands. The githyanki plan to move such targets into the Ethereal Sea, where they will be stripped by githyanki troops waiting on the other side.

A FAVOR FOR FATHER SKY

(8TH TO 10TH LEVEL)

A messenger asks the characters to join him on a trip to the almost airless heights of Black Sky Island, the highest known island and home to storm giants. The king of the giants, a white-haired elder named Father Sky, explains that the giants want more land, and that they transform clouds into floatstone to get it. There's just one problem: They're running out of the magnetic stone they use to make the enchantment permanent. They need the party to acquire the missing ingredient—a magical lodestone more than a foot wide. Such a stone is revered as a holy object in one of the minor shrines at the githzerai monastery known as the Bones of the Void. The stone has attracted a large collection of metal offerings that are permanently stuck to it. The monks won't part with it if they learn how the giants plan to use it.

Palpatur

Once, the infinite expanse known as Palpatur was alive—literally. The groundflesh and bloodswill lands were home to a civilization of tiefling exiles from across the multiverse who sculpted organic gear from the very substance of their new world.

That all changed when an eternal battle between demons and devils spilled into Palpatur, turning the landscape into a wasteland of ruin and death and shocking the sentient plane into a coma. Now, the surviving tieflings, splintered into rival religious tribes, gather in titanic rock formations and tend to their wounded homeland, hoping to hasten the day of Palpatur's awakening.

A HISTORICAL TRAUMA

For countless millennia, the hellish planes of Malmargus and the Hellwell were in conjunction with each other, allowing easy passage between them. That suited the chaotic tanar'ri demons and lawful baatezu devils who befouled those dismal realms, because the two races had been locked in bloody struggle for as far back as any of them could remember—and some of them were immortal. War was all they knew and all they needed.

Then the unthinkable happened: Malmargus and the Hellwell drifted into severance, wholly cut off from each other. Both fiendish races exploded with fury and madness, unable to quench their destructive lusts. They had to discover a means of bridging the cosmic gap before their violent aching consumed them utterly.

Unfortunately for the sentient plane known as Palpatur, it was in the wrong place at the wrong time. Halfway through the period of severance between Malmargus and the Hellwell, Palpatur drifted into conjunction with both of them.

THE NATIVES

Ironically, the primary inhabitants of Palpatur were tieflings, all but indistinguishable from ordinary humans except for outward signs of the fiendish blood that corrupted their veins: scaly skin, stubby horns, a sulphurous stink, and so on. They'd arrived over the years as exiles, distrusted and persecuted on their own worlds, building new lives and eventually siring an entire civilization of their own kind.

Perhaps they were drawn to Palpatur because it was, like them, a freak of nature—a sentient plane, alive with emotion, intelligence, and power. It generated its own gravity, precipitation, warmth, cycles of light and darkness, and everything

else that an environment needed. The only thing it had lacked was inhabitants. Thus, Palpatur greeted its new denizens with delight, drawing sustenance from their presence and giving back in kind, providing them with wondrous items of organic technology they called *bioleche* (see page 148). Food, drink, shelter, transportation, medical needs, leisure activities—practically every aspect of their lives was improved (or made possible) in this manner.

THE NIGHTMARE

Separately, the tanar'ri and baatezu learned that a new realm had bridged their severed planes. Almost immediately, the slaving chaotic hordes set off from Malmargus at the same time that the brutal, lawful armies marched out of the Hellwell. Their meeting in Palpatur came as a surprise to all, and the unexpected confrontation ignited their passions. Caring little about the residents and even less about the landscape, the armies tore into each other like two unstoppable forces of nature. The conflict raged in all directions, and a single year of unbridled carnage practically wiped away centuries of tiefling civilization.

Planar Notes

Name: *Palpatur*

Type: *Alien realm*

Common Conjunction Planes:

Acton-Reva—*Lycanthropes of all varieties rule a militaristic and high-tech civilization, keeping hybrid man-beasts as slaves and genetically creating new combinations from the plentiful animal and humanoid populations.*

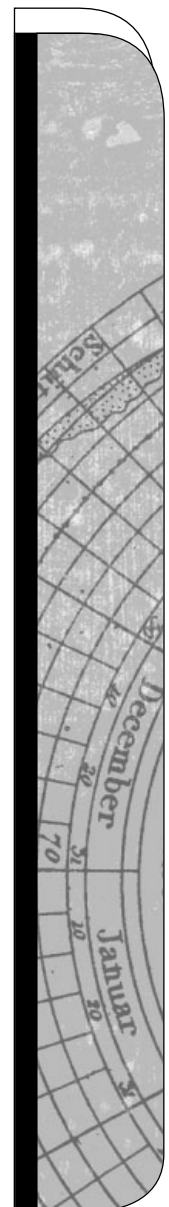
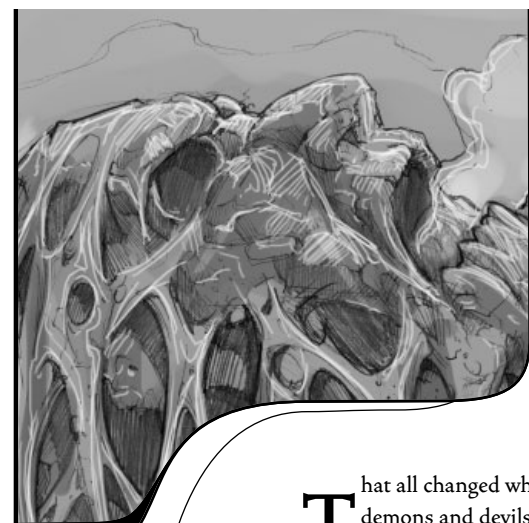
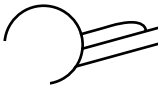
The Ethereal Sea—*A plane connecting to many others like an ocean connects to many lands (see Chapter One).*

Found—*When something is lost anywhere in the multiverse (from forgotten knowledge to missing objects to extinct creatures), it ends up in this grey, snowy realm. The only way out is to prove to the gatekeepers that you're not lost because someone on another plane knows where you are.*

Lambrose—*In this mercantile world ruled by a giant beholder and his hordes of intelligent vargouilles, populations of floating heads with psionic powers "wear" wardrobes of bodies to blend in better with the many merchants and travelers.*

Na—*Massive floodwaters wash in and recede like clockwork here, and the amphibious denizens live in elegant coral cities that are submerged half the day and dried out under the plane's four scorching suns the other half.*

The Nexus—*A transdimensional crossroads filled with doorways (see Chapter One: The Countless Worlds).*





Traumatized by the devastation, Palpatur manifested its pain and grief by sprouting faces as big as mountains that rose up from the ground—fleshy visages of anguish that looked skyward as if appealing to the heavens. And yet the war continued. The plane rumbled and bled, seemingly on the verge of death. Finally, in an act of desperation, Palpatur literally swallowed the demons and devils, opening great sinkholes of natural grey bloodswill and absorbing the fiends deep into its groundflesh, trapping and digesting them.

Unfortunately, the massive ingestion drained the last shreds of Palpatur's strength. Already in psychic and physical shock from the prolonged massacre, the plane fell into a state not unlike a coma. It still lives, but it is only subconsciously aware of what transpires within its borders. Worse, absorbing the fiends has poisoned the land. Its fevered dreams manifest on the surface as unpredictable changes in physical conditions, sudden geysers

of bloodswill, and even spontaneous growths of animated groundflesh.

Meanwhile, for the tieflings, the monsters may be gone, but the nightmare continues. Survivors of the fiendish assault cremated their countless dead and began new lives. Most of the *bioleche* had become inert and useless, forcing the tieflings into a much more primitive existence. All extraplanar portals out of Palpatur shut down, but the natives didn't want to abandon their plane, anyway. They knew they owed Palpatur their lives more than ever, and their devotion to their home grew into something close to a religion. In fact, they've pledged themselves and their future generations to restore the wounded land to health. Everything they do now is in service of the Waking—the much-prophesied day that Palpatur will finally regain consciousness—and they squabble and skirmish over how best to bring about that event.

PALPATUR TODAY

The plane is a post-apocalyptic wasteland, stretching out infinitely under a bronze sky that radiates light the color of rusted armor. Palpatur has no trees, grass, or vegetation of any kind, but it is nonetheless alive. The ground is blotchy and brown, looks a bit artificial, and gives very faintly underfoot. It's about as dense as muddy soil, and if you scoop up a hunk with your hands, it feels warm and slightly gelatinous. This groundflesh also contains ordinary pebbles and chunks of rock.

Dig down 6 feet or more, and you might unearth a small geyser of oily grey liquid that stains everything it touches—the bloodswill of Palpatur. Lakes, rivers, and springs of this greasy fluid appear throughout the plane. Before the demons and devils ravaged the land, bloodswill was yellow in color and as light and clean as water.

Because Palpatur is unconscious, its air is always chilly and smells stale, and environmental conditions are subject to the whims of its diseased essence as follows.

- Instead of cycling from day to night in regular intervals, the sky can issue a drab glow one moment and fall into darkness the next. It might shine blindingly for two weeks straight before delivering three months of unbroken night.
- Unpredictable winds blow almost constantly, rising and falling from gentle breezes to gales. The more forceful gusts sound like labored breathing.
- Precipitation matches the emotions of the plane's subconscious. The surface can see pounding black rain (slightly acidic, dealing unprotected beings 1d6 points of acid damage per 15 minutes of exposure), wind-whipped flurries of bits of groundflesh, and rolling banks of thick, slimy fog.
- Each day there is a 70 percent chance that gravity will function normally, a 15 percent chance that it will be light, and a 15 percent chance that it will be heavy. In times of light gravity, all creatures gain a +2 bonus to Balance, Climb, Jump, Ride, Swim, and Tumble checks, as well as attack rolls. In times of heavy gravity, all creatures suffer a –2 circumstance penalty to Balance, Climb, Jump, Ride, Swim, and Tumble checks, as well as attack rolls. All weights are doubled, and all ranged weapon ranges are halved. All weights are halved and all ranged weapon ranges are doubled.
- Blobs of groundflesh erupt out of the ground randomly, thrashing like the tentacles of a frantic beast. A Huge or smaller creature standing on a spot where an eruption occurs is automatically knocked to the ground. Anyone within 50 feet of

the spot must make a Reflex save (DC 20) or be struck by a flailing tentacle, suffering 2d6 points of damage.

- Spouts of grey bloodswill rise and fall in strength as their subterranean sources bubble and churn. Worse, deep sinkholes can open without warning, potentially drowning anyone caught within—and sinkholes have been known to recede back into the groundflesh with victims still trapped inside (Reflex save, DC 18, to escape before this happens). Trapped characters should follow the rules under “Cave-Ins and Collapses” in Chapter Three: Adventures of the DMG.

TITANIC CROMUNGI

The most prominent natural features are the enormous humanoid faces that burst forth from the ground during the demon-devil war. The tieflings call these faces titanic cromungi. One can find them all over the plane, at a distance of 30 to 50 miles from one another.

Now hardened nearly to the density of rock, they seem nothing more than irregularly shaped mountains when viewed from ground level. The faces of sorrow and fury are plain when viewed from the sky. Otherwise, climbing a cromungus and mapping its topography is the only way to realize that the giant outcropping that looks a bit like a nose is—well, a nose. And the immense chasm over there? A tremendous maw frozen in a scream of fear or howl of rage. While the sizes and details of the features vary, each rocky face has two empty eye sockets, a nose with nostrils, and a mouth at least partially open. No two outcroppings are identical, so the protruding visages can serve the PCs as landmarks by which to chart their way across the bleak landscape.

The cromungi serve another role, as well—they provide shelter for tiefling tribes that now live within the hollow “skulls.” On most faces, the eye sockets, nostrils, and mouth give way to steep (sometimes, sheer) passages descending into the cavernous centers of the rock formations. The tieflings usually post guards at these entry points or fill them with rubble. Some openings are home to clusters of grey oozes and ochre jellies, which the tieflings block from seeping farther down the tunnels with densely packed walls of stone-filled groundflesh.

Some cromungi remain empty, but each inhabited cavern hosts a tribe of 500 to 1,000 tieflings, expert climbers and rugged survivalists all. The settlements usually form around shared specifics of faith. The tieflings consider cromungi to be holy sites, grown by Palpatur as safe gathering places for its adopted children.

BIOLECHE

Before Palpatur sank into unconsciousness, the tieflings had to do little for themselves. The plane grew all manner of *bioleche* objects to satisfy their basic needs, and the residents learned to further modify these wondrous items. They lived in entire *bioleche* cities constructed of intertwined groundflesh and rock and veinlike conduits of bloodswill. Artisans improved upon ambulatory *bioleche* homes that kept themselves warm and clean, flapping *bioleche* harnesses that carried their wearers into the air, tentacled *bioleche* weapons to fend off predators and scavengers, foraging *bioleche* ovens that could snare and cook prey, *bioleche* replacement limbs and protective *bioleche* exoskeletons, palpitating contraptions that inhaled waste and exhaled bloodswill, and more.

Almost none of it works any longer. When Palpatur fell into its coma, most of this *bioleche* went dormant, becoming little more than shaped groundflesh. As the PCs explore, they will encounter dormant *bioleche* cities and homes abandoned by the tieflings but now occupied by various wild animals, which chew on the pieces of strange, discarded equipment. However, when the characters encounter a *bioleche* item that was constructed to *do* something (as opposed to a wall, for example), roll 1d100.

On a roll of 01 through 98, the item is dormant. Fifty percent of these items remain intact and feel warm, moist, and slightly gelatinous to the touch; 25 percent have hardened over time into a rocklike state; and 25 percent have decayed into goopy, smelly messes.

On a roll of 99 or 00, the item still functions as designed. Owing to the wide variety of *bioleche* on the plane, it's impossible to give specific rules to cover each item. Instead, DMs should feel free to use their imagination—and their common sense—when determining how a piece of *bioleche* works, basing ideas off spells or wondrous magic items if nothing else. It's best to let PCs experiment with items that are only somewhat useful (for example, sticky *bioleche* footwear that lets them walk up the side of a cromungus) or just plain fun (such as a winged *bioleche* harness that lets them fly at low altitudes for short distances). They shouldn't find anything too powerful.

Any functioning *bioleche* item taken from Palpatur to another plane immediately goes dormant, though it might still be of interest to vendors or collectors of planar exotica.

Using *Bioleche* Items as Weapons: The gelatinous, sinewy nature of *bioleche* makes it ineffective for slashing or piercing. A rocklike piece of dormant *bioleche* can become a bludgeoning weapon. Depending on the item's size, treat it as a light mace, a heavy mace, or a greatclub.

Damaging *Bioleche* Items: All *bioleche* items have a hardness of 5 and 25 hit points per inch of thickness. They have resistance to acid 5, cold 5, and fire 5.

NEW FEAT: KINDLE BIOLECHE

(GENERAL)

You can modify or awaken an existing piece of *bioleche*.

Prerequisites: Dexterity 16, Craft (sculpting) 6 ranks, one year of continuous time spent living on Palpatur or six months of daily ingestion of groundflesh.

Benefit: You can make small organic modifications to a piece of *bioleche* to change how it works. These changes must be slight (you can't cause an underwater breathing apparatus to sprout wings) but are usually practical (you can improve a winged harness to upgrade the wearer's maneuverability class). Also, you can use the feat to restore a small spark of life to a dormant piece of *bioleche*. A PC wearing a winged harness revived in this manner would be able to fly a few feet above the ground for a very short distance.

Normal: You can't modify or revive a piece of *bioleche* in any way.

Special: Since *bioleche* items don't work at all when taken off Palpatur, this feat can be used only while on the plane.

REMNANTS OF WAR

When Palpatur swallowed the demons and devils warring upon it, it didn't catch everything. Remnants of the battle litter the infinite landscape. While the resident tieflings try to round up the dangerous debris, many pieces of equipment lie waiting for foolhardy player characters.

Much of the gear is only moderately hazardous, such as the infernal rations that cause debilitating disease, the bone helms that torment their wearers with endless profane whispering, and the sling stones that bite anyone who picks them up. But then there are the other items—including most weapons, flasks of poison reputedly lethal enough to kill even deities, and buried iron plates that explode with consumptive shrapnel when stepped on. These leftovers can injure and kill the characters with ease.

A few sample remnants of war are described below.

Hideous Buckler: Made of green steel forged by baatezu, this +1 buckler measures 2 feet wide and has a thick strap made of slaad skin. If the buckler comes within 50 feet of a chaotic evil creature, it grows the protruding face of a pit fiend and directs a bloodcurdling howl at the target that acts as a *fear* spell. It cannot act in this way more than once per day.

Moderate transmutation; caster level 8th; Price 9,500 gp

Bitter Caltrops: Used by both tanar'ri and baatezu, these nine-pronged iron spikes are crafted so that four prongs face up no matter how the caltrops come to rest. When a

susceptible target steps on a caltrop, it deals 1d4 points of damage, but its real purpose is to inject a chilling diseaselike affliction that inflicts 1 point of temporary Strength damage per hour for 1d4+2 hours. Casting *remove disease* on a victim stops the loss.

No aura (nonmagical); caster level N/A; Price 600 gp

Reflective Falchion: This two-handed curved sword was used by a six-armed marilith in battle. In fact, one of her arms—severed just past the elbow—still clutches the rusted black hilt and can't be pried loose. If the PCs incinerate the arm, overcoming its resistance to fire 10, they can claim the *reflective falchion*, a +1 weapon that inflicts double normal falchion damage (Strength bonuses, magical bonuses, and other additional damage bonuses do not double). However, with each successful strike on a target, the wielder takes an equal amount of damage.

Moderate necromancy; caster level 11th; Price 3,500 gp

GETTING IN AND GETTING OUT

Doorways in the multiverse that lead to Palpatar are not affected by the plane's coma, so travelers can still journey to this wasteland. However, natural planar rifts on the plane no longer function, so the PCs might find it difficult to get back out again. Magic items that enable extraplanar travel do work, though 50 percent of the time they send their users to a random plane (the tieflings may warn travelers of this danger). Palpatar's essence suppresses spells and innate abilities that duplicate plane-hopping effects (such as *plane shift*).

The only reliable method of leaving the plane is through a ritual the tieflings perform. Due to their deep connection to their adopted



hometown, they have learned how to open any natural planar rift within 20 feet, and they know the location of all of them. First, a would-be traveler must sculpt a piece of groundflesh to represent the rift's destination plane (such as a typical creature or object found there). Then, the traveler must recite as many details about the destination plane as he can while six tieflings join hands and stand in a circle around the sculpture, concentrating on the speaker's voice. If the faith of all involved is strong, the portal opens long enough for the traveler and a handful of companions to pass through it.

FOOD AND DRINK

The tieflings hunt wandering animals, but they also partake in ritualized meals of dormant *bioleche*, roasted to reduce the gummy consistency. They consider it sacrilege to eat groundflesh scooped from the ground; it runs counter to their attempts to restore Palpatur's health. Often, a cromungi tribe will spend weeks hacking apart an abandoned city and transport the dormant *bioleche* by cart back to their settlement.

For drink, they consume the greasy bloodswill that spurts naturally from the surface or collects in lakes and streams. Again, they won't mine it fresh from the ground, but they have no problem taking what Palpatur gives them. Usually, they boil the fluid to burn off its foul taste and make it safe, but the most devout ingest the pure stuff. Anyone who drinks a half-pint of raw bloodswill takes 1 point of internal damage per hour for 2d4 hours.

Some tieflings immune to the effects of acid fill protected jugs with black rain when it storms and drink that instead of bloodswill. But most do this in secret, for fear of inviting shame and rebuke from tribemates.

Eating and drinking of Palpatur's essence for generations has changed the tieflings. When away from the plane for more than a day, they grow weak and sick, and they'll die if they spend more than 10 continuous days off Palpatur. Player characters who eat groundflesh and drink bloodswill won't undergo such a drastic change, but they will find themselves susceptible to severe mood swings and hallucinations for 1d4 days after leaving the plane.

INHABITANTS

The tieflings are the dominant species on Palpatur, but player characters can also expect to encounter fiends and their monstrous servants, a variety of dire animals, and plenty of creatures of limited intelligence that have been brought to the plane.

INHABITANTS OF PALPATUR

Creature	CR	Source
Achaierai	5	MM
Athach	8	MM
Barghest	4	MM
Behir	8	MM
Blink dog	2	MM
Demon, babau	6	MM
Demon, bebilith	10	MM
Demon, dretch	2	MM
Demon, quasit	2	MM
Demon, vrock	9	MM
Devil, bearded	5	MM
Devil, chain	6	MM
Devil, hellcat	7	MM
Devil, imp	2	MM
Devil, lemure	1	MM
Digester	6	MM
Dire badger	2	MM
Dire bat	2	MM
Dire boar	4	MM
Dire rat	1/3	MM
Dire weasel	2	MM
Dire wolf	3	MM
Dire wolverine	4	MM
Ettin	6	MM
Gargoyle	4	MM
Giant, hill	7	MM
Gray ooze	4	MM
Gray render	8	MM
Harpy	4	MM
Hell hound	3	MM
Howler	3	MM
Lizard, monitor	2	MM
Minotaur	4	MM
Monstrous scorpion (Medium–Huge)	1–7	MM
Ochre jelly	5	MM
Ogre	3	MM
Otyugh	4	MM
Purple worm	12	MM
Snake, Huge viper	3	MM
Troll	5	MM
Vargouille	2	MM

TIEFLINGS

The tieflings of Palpatur use the planetouched (tiefling) statistics in the MM except as noted in this section.

RELIGION

Reduced to a primitive state, the tieflings settle in the titanic cromungi, separated into tribes according to differences in the practice of their faith. Most tieflings believe in the inevitability of the Waking, but each group believes that it knows best how to achieve the Waking. For some, this means lots of prayer. For others, it means lots of planar maintenance: trimming away the groundflesh eruptions and so forth. Although the various tribes all have more or less the same goal, they seek to achieve it in very different ways—and are fiercely defensive about their particular methods.

As mentioned above, many tieflings devote their lives to the care of their comatose plane, and the work easily fills their days. Most of the time, they scour the ruined landscape to keep Palpatur looking neat. Primarily, this involves trimming the unsightly growths of groundflesh tentacles and plugging the bloodswill geysers. The work is hard and tedious, and occasionally they lose comrades to massive sinkholes that open and close again in the space of a few seconds. But they serve eagerly, viewing the eruptions as signs of their plane's continued life and strength. Also, they keep the severed groundflesh for food, and they maintain regulated geysers near each cromungus as sources of drink.

The tieflings also spend long hours praying to Palpatur. They offer animal sacrifices to calm the turbulent weather, light, and gravity—they read the changing conditions as signs in a bizarre system of interpretation that makes perfect sense to them. They collect and dispose of dangerous remnants left over from the unholy war. They track and kill fiends that manage to pull themselves free of the imprisoning groundflesh. Once in a while, arguments over specific tenets of faith or practice boil over, and two cromungus tribes go to war with each other.

Other than cleaning up the surface, the tieflings seek to restore balance to their plane's essence. They must counter the blight caused by the absorbed demons and devils by giving Palpatur fresh sources of life from which to draw strength. To do this, an especially charismatic or sneaky tiefling journeys to another plane, where he convinces, coerces, or tricks the unwary into a one-way trip through the nearest doorway back to Palpatur. The alignment of the victim doesn't matter, and pretty much anything with a pulse is fair game. Because intelligent beings resent being hijacked, the tieflings usually try to bring animals and monsters instead of people. But few would pass up the opportunity to lure a hearty band of adventurers with much life force to offer. The displaced beings don't suffer any harm from being on Palpatur, but the tieflings believe their plane draws sustenance from its inhabitants, so they refuse to let anyone leave without a compelling reason. Indeed, most

cromungus tribes try to convert intelligent newcomers to their cause.

PHYSICAL CHARACTERISTICS

Because all tieflings have a fiendish ancestor somewhere in their lineage, they exhibit physical traits that suggest their demonic or devilish heritage. Determine traits for an individual by rolling 1d4 times on the Tiefling Physical Traits table below. (Tieflings in the greater multiverse exhibit a much wider variety of traits than do the isolated, interbred specimens of Palpatur.)

A tiefling's ancestry also confers innate spell-like powers or special abilities. Determine these for an individual by rolling 1d4 times on the Tiefling Abilities table on the next page. Powers and qualities assigned by this method replace the darkvision and resistances described in the MM.

TIEFLING PHYSICAL TRAITS

d%	Trait
01–04	Red eyes
05–08	Eyes with no pupils
09–12	Deeply sunken eyes
13–16	Small pointed horns on forehead
17–20	Small curved tusks by mouth
21–24	Smoldering skin
25–28	Scaly skin
29–32	Cold, clammy skin
33–36	Odor of ashes
37–40	Odor of decay
41–44	Clawed hands
45–48	Six fingers per hand
49–52	Left and right hands switched
53–56	Spines running down back
57–60	Hairless body
61–64	Tufts of fur on body
65–68	Feathers on body
69–72	Barbs on body
73–76	Guttural voice
77–80	Voice echoes slightly
81–84	Nostrils but no nose
85–88	Black canine lips
89–90	No lips
91–92	Catlike tail
93–94	Lizardlike tail
95–96	Horselike hooves
97	Knees bend in both directions
98	Devilish shadow
99	Demonic shadow
100	No shadow

TIEFLING ABILITIES

d%	Trait
01–04	Resistance to acid 5
05–08	Resistance to cold 5
09–12	Resistance to electricity 5
13–16	Resistance to fire 5
17–20	Tremorsense to 60 feet
21–24	<i>Dancing lights</i> 1/day
25–28	<i>Ghost sound</i> 1/day
29–32	<i>Mending</i> 1/day
33–36	<i>Prestidigitation</i> 1/day
37–40	<i>Protection from chaos/law</i> , as appropriate, 1/day
41–44	<i>Obscuring mist</i> 3/week
45–48	<i>Comprehend languages</i> 1/day
49–52	<i>True strike</i> 3/week
53–56	<i>Disguise self</i> 3/week
57–60	<i>Cause fear</i> 3/week
61–64	<i>Protection from arrows</i> 2/week
65–68	<i>Detect thoughts</i> 3/week
69–72	<i>Darkness</i> 1/day
73–76	<i>Hypnotic pattern</i> 2/week
77–80	<i>Invisibility</i> 2/week
81–84	<i>Spectral hand</i> 2/week
85–88	<i>Tongues</i> 2/week
89–90	<i>Suggestion</i> 2/week
91–92	<i>Lightning bolt</i> 1/week
93–94	<i>Blink</i> 1/week
95–96	<i>Gaseous form</i> 1/week
97	Spell resistance 5 + HD
98	Spell resistance 10 + HD
99	Roll twice, rerolling results above 98
100	Roll three times, rerolling results above 98

FIENDS AND FIENDISH SERVANTS

When Palpatur swallowed up the demon and devil armies, more than discarded relics of warfare were left behind. A number of monstrous servants of the fiends—and in some cases, fiends themselves—avoided being absorbed into the plane. What's more, an absorbed fiend sometimes manages to pull itself to the surface and burst free in a disturbing eruption of groundflesh and bloodswill.

These fiends are the only creatures of their kind on Palpatur. Although the tieflings don't discriminate when bringing new life forms to their plane, they draw the line at demons and devils. They're trying to restore the plane to health, not sicken it further.

EVERYTHING ELSE

When the tieflings arrived generations ago, they brought equipment and provisions needed to help make a new life, including

pack animals, beasts of burden, and pets. As they grew more dependent on *bioleche* to meet their needs, the tieflings allowed the creatures to go wild and multiply. This has led to large populations of animals across Palpatur, some of which have evolved into sentient versions of their original forms. Many of these beasts prey on each other or nibble groundflesh straight from the surface, which the devout tieflings try to prevent.

Of course, since the natives try to fill Palpatur with life forms from all corners of the multiverse, the PCs might run into almost anything here (except aquatic life, since nothing can live in the greasy bloodswill). Palpatur also is home to displaced humanoids—primarily dwarves, humans, githzerai, and other tieflings—that are not listed on the table on page 150.

LOCATIONS OF INTEREST

Most of Palpatur's locations involve the tieflings and their titanic cromungus settlements. However, other inhabitants of the wasteland have claimed some dormant *bioleche* cities, and Palpatur continues to offer its own mysteries.

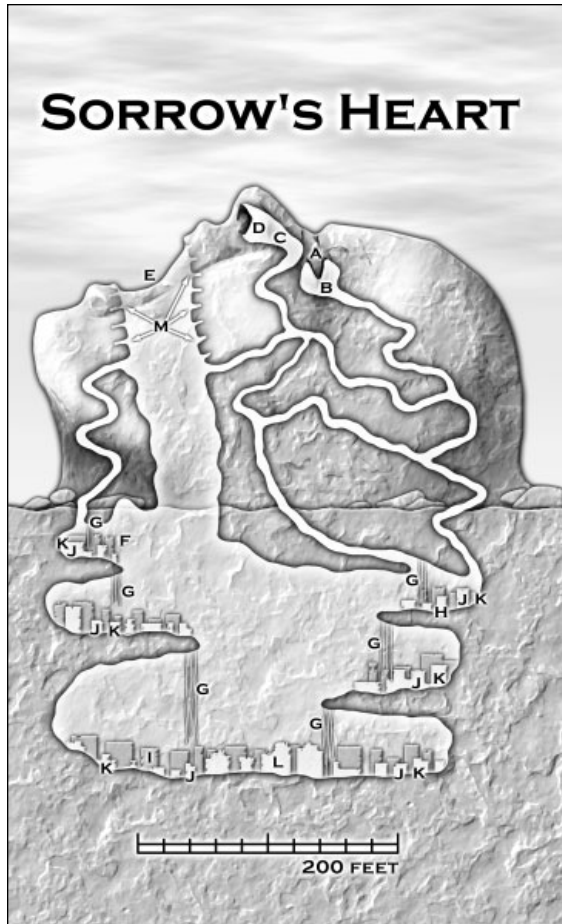
JANUUL

This titanic cromungus depicts an elongated humanoid face with two rubble-packed eye sockets (one twice the size of the other), a nose that has been half chipped away, and a mouth clenched tightly in anger. A single unblocked nostril tunnel allows access to the mammoth cavern within, where nearly 850 tieflings live. They named their home after a beloved elder who fell in the demon-devil war long ago. The current leader, a garrulous storyteller named Janaas (CN male tiefling bard 6), enjoys his position solely because he is (or claims to be) Januul's last living descendant. The tribe is one of the rare groups that has little faith in the potential for Palpatur to return to life, so Januul's tieflings shirk their planekeeping duties whenever possible. For the most part, the other cromungus tribes shun them. Their status also is hampered by the fact that a gray render has bonded with the tribe. It lives nearby, bringing them fresh kills and chasing off predators.

SORROW'S HEART

The tieflings of this cromungus chose its name to reflect their grief at the fiendish rape of their adopted homeland. Outside, the face is a mask of wrenching pain, with two open eye sockets (one a sheer drop to the interior, the other a winding passageway down), a nose that collapsed in a cave-in, and a mouth frozen in a shriek of agony. The acidic storms have eaten holes in the many layers of cloth stretched across the open maw. Led by Nosso Tuhn (LE female tiefling monk 8), the residents of Sorrow's Heart keep the 25-mile-diameter area surrounding their cromungus spotless and safe.

One of the settlement's inhabitants, a bitter *bioleche* artisan named Muglush, has all but forgotten the *planar breach* kit among her dusty possessions (see next page).



MAP KEY

- A = Barricades built by tieflings
- B = Eye socket entrance (other eye socket is sheer drop to ledge with Hut H)
- C = Cave-in blocking nostril tunnel
- D = Gray ooze and ochre jelly clusters on other side of cave-in
- E = Tough fabric stretched across mouth opening to block acidic black rain and unwanted wandering creatures. Fabric is partially eaten away.
- F = Tiefling hovels and lean-tos
- G = Ropes for climbing up and down
- H = Nosso Tuhn's hut
- I = Muglush's hut
- J = Food storage
- K = Drink storage
- L = Community gathering place
- M = Handholds for climbing up the mouth opening

MALMARGUS AND THE HELLWELL

The tanar'ri and baatezu who spilled into Palpatur traveled with many quasit and imp servants. Perhaps due to their small size, hundreds of each type escaped the absorption that claimed most of the other fiends. Gleeful at having been liberated from their masters' whips, the quasits andimps

each have claimed a huge *bioleche* city, where they can finally run things their way. But owing to a lack of creativity, they continue the battle waged by their more powerful brethren, even naming their cities after their home planes.

Malmargus, the quasit city, is a riot of confusion, where the tiny demons frolic invisibly, scurry about in the forms of toads and monstrous centipedes, and fight over who should be in charge that day. Due to neglect and abuse, the inert *bioleche* structures are messy and sagging, and the wall surrounding the city has more holes than solid matter. Occasionally, a horde flies across the wasteland to the imp city 22 miles away and wreaks havoc before disbanding and returning home.

The imp city, known as the Hellwell, is a slightly different story. The lawful devils work to keep the *bioleche* from falling apart. They've instituted a hierarchy of command to defend against quasit attacks and take the battle to the enemy. Their city happened to contain numerous inert *bioleche* "beings" that resemble large, winged cubes on skinny legs, which theimps animate magically and march against the quasits (to little effect).

THE RELIQUARY OF SIMULACRA

This large patch of ground is surrounded by a dormant *bioleche* wall 4 feet thick with a single low opening through which visitors must crawl to gain entrance. Inside, the tieflings recycle inert *bioleche* items and severed groundflesh into new sculptures depicting great prophets and warriors from their past, fabulous recreations of *bioleche* contraptions, and even fiends arranged in tableaux of vile perversity. Small bloodwill geysers erupt frequently, staining the simulacra with abstract grey patterns. But for some reason, no groundflesh grows from the surface here.

Tieflings like to meditate in the presence of the majestic and frightful simulacra. Sometimes a particular sculpture will become animated for a short time, moving about sluggishly or gesturing to visitors. The devout see this as proof of Palpatur's continued life and awareness of the tribes' fealty.

INDIVIDUALS OF INTEREST

The three characters detailed below—a resentful tiefling, a blowhard imp, and a conniving demon—demonstrate the variety of personalities offered by Palpatur.

MUGLUSH

Before Palpatur fell comatose, Muglush was the most honored inhabitant of her city, famed for her extraordinary skill at modifying Palpatur's *bioleche* creations. When most *bioleche* went inert and her community moved into the titanic cromungus they named Sorrow's Heart, the embittered tiefling was just one of many ordinary survivors. Resentful of her loss of status, she hoards pieces of *bioleche* collected from the wasteland and tries in vain to get them working again.

Muglush focuses intently on this goal and has set aside a side project: customizing the iron rods in her *planar breach* kit to see if she can assemble a reliable portal. The PCs, however, will take great interest in the kit, especially if they can't convince other tieflings to open a portal via their ritual.

Muglush is only 5 feet tall, with a pile of tangled black hair atop her head and a very long, almost stretched face. The devilish blood in her ancestry has given her curved tusks on either side of her mouth, a constant odor of ashes, and reversed hands (her right hand is on her left arm and vice versa). Many attribute her former skill with *bioleche* to her unusual hands.

Muglush, female tiefling Rog6: CR 7; Medium outsider (chaotic, native); HD 6d6; hp 25; Init +4; Speed 30 feet; AC 16 (+4 Dex, +2 armor), touch 14, flat-footed 12; BAB +4; Grapple +4; Attack +5 melee (1d6+1, critical 18–20/×2, rapier) or +8 ranged (1d4, critical 19–20/×2, hand crossbow); Full Attack +5 melee (1d6+1, critical 18–20/×2, rapier) or +8 ranged (1d4, critical 19–20/×2, hand crossbow); SA *Lightning bolt* 1/week, +3d6 sneak attack; SQ *Detect thoughts* 3/week, tremorsense to 60 feet, trapfinding, evasion, trap sense +2, uncanny dodge; AL CN; SV Fort +2, Ref +9, Will +4; Str 10, Dex 19, Con 10, Int 11, Wis 14, Cha 13

Skills and Feats: Appraise +5, Balance +9, Bluff +9, Craft (sculpting) +12, Disable Device +5, Forgery +7, Intimidate +3, Jump +4, Knowledge (local) +6, Perform +10, Search +5, Sleight of Hand +13; Dodge, Kindle *Bioleche*, Persuasive

Possessions: +1 rapier, hand crossbow, quiver of bolts (12), leather armor, *planar breach* (see Chapter One)

KRETCHBITE OF THE TENTH ORDEAL

This imp's full name is Kretchbite the Despoiler, Herald of Anguish, Patriarch of the Tenth Detestable Ordeal, but because that appellation was bestowed upon him by his cornugon former master—and in jest, at that—he rarely uses its full form. The declared leader of the Hellwell, Kretchbite is a tiny devil who acts like the mightiest pit fiend ever to have walked the agony tracts of the *real* Hellwell. He relies on a cadre of trusted seconds to keep the 100 or so imps of his *bioleche* city ready at all times to bring death and destruction to the hated quasit city.

Kretchbite won't treat the PCs as lackeys unless the characters seem ignorant or gullible. He'll view them primarily as secret weapons to use against the quasits, rewarding them for their assistance by granting them honorary titles as overblown as his own.

He speaks Infernal and Abyssal, in addition to Common.

Kretchbite, imp: CR 5; Tiny outsider (evil, lawful); HD 6d8+6; hp 41; Init +5; Speed 20 feet, fly 50 feet (perfect); AC 23 (+2 size, +5 Dex, +5 natural, +1 deflection), touch 17, flat-footed 17; BAB +6; Grapple +0; Attack +13 melee (1d4+2

sting plus poison); Full Attack +13/+8 melee (1d4+2 sting plus poison); SA Poison, spell-like abilities; SQ Alternate form, damage reduction 5/good or silver (or 5/silver), dark-vision 60 feet, fast healing 2, immunity to poison, resistance to fire 5; AL LE; SV Fort +6, Ref +10, Will +6; Str 14, Dex 20, Con 12, Int 12, Wis 12, Cha 16

Skills and Feats: Diplomacy +12, Hide +22, Knowledge (local) +10, Knowledge (the planes) +7, Listen +10, Move Silently +14, Search +10, Spellcraft +10, Spot +10, Survival +4; Dodge, Quicken Spell-Like Ability (*invisibility*), Weapon Finesse

Possessions: *Gauntlets of ogre power*, +1 ring of protection

Poison (Ex): Injury, Fortitude save, DC 13, initial damage 1d4 points of Dexterity, secondary damage 2d4 points of Dexterity. The save DC is Constitution based and includes a +2 racial bonus.

Spell-Like Abilities: At will—*detect good*, *detect magic*, *invisibility* (self only); 1/day—*suggestion* (DC 15). Caster level 9th. The save DC is Charisma based. Once per week, Kretchbite can use *commune* to ask six questions of a lawful evil devil deity; the power otherwise works as the spell (caster level 12th).

Alternate Form (Su): An imp can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that an imp does not regain hit points for changing form, and an individual imp can assume only one or two forms no larger than Medium. Kretchbite uses the forms of a monstrous spider and a wolf.

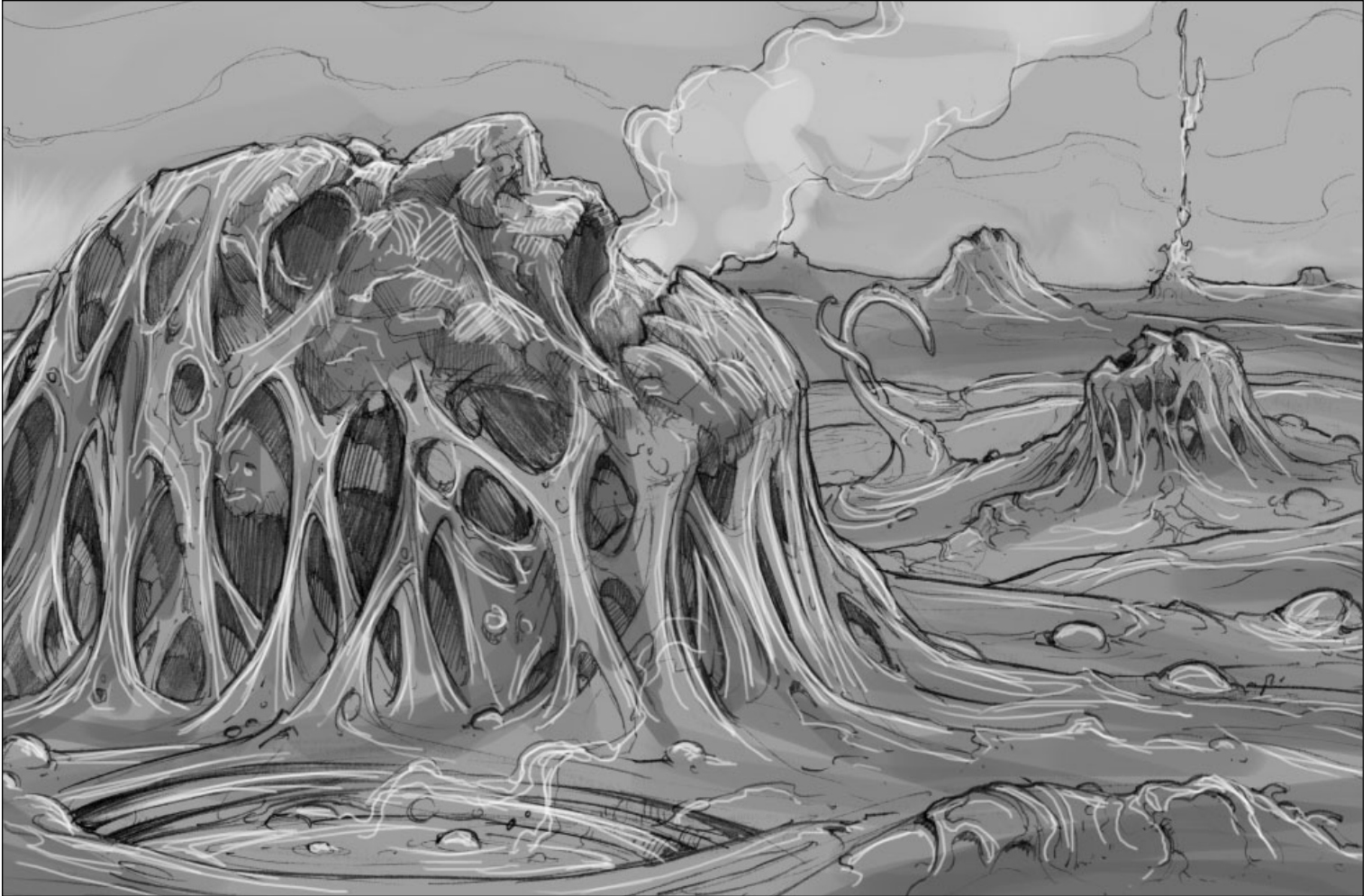
IOX

Iox was swallowed by Palpatur long ago but recently managed to free itself from the groundflesh. The experience turned the babau demon's leathery skin a mottled white and muted its naturally fetid odor. Only half a curved horn juts from the back of its head, the rest having broken off in combat with the devils.

After bursting from the bowels of Palpatur, Iox roamed confused for days, losing much Strength after stumbling through a field of bitter caltrops. Now, its only goal is to return to its home plane, Malmargus. Iox uses *greater teleport* to spy on several tiefling tribes without getting caught, so it knows they have the power to open portals. The only problem is convincing the tieflings to help a stranded demon. Iox will recognize the PCs as non-natives and approach them for assistance—but how far can the characters trust a chaotic evil fiend?

Iox speaks Abyssal and a bit of Common (learned only from observing the tieflings of Palpatur since it was stranded).

Iox, babau demon: CR 6; Medium outsider (chaotic, evil); HD 7d8+35; hp 70; Init +1; Speed 30 feet; AC 19 (+1 Dex, +8 natural), touch 11, flat-footed 18; BAB +7; Grapple +12; Attack +12 melee (1d6+5, claw); Full Attack +12 melee (1d6+5, 2 claws) and +7 melee (1d6+2 bite); SA +2d6 sneak attack, spell-like abilities; SQ DR 10/cold iron or



good (or 10/+1), darkvision 60 feet, immunity to electricity and poison, protective slime, resistance to acid 10, cold 10, and fire 10, SR 14, telepathy 100 feet; AL CE; SV Fort +10, Ref +6, Will +6; Str 21, Dex 12, Con 20, Int 14, Wis 13, Cha 16

Skills and Feats: Climb +15, Disable Device +12, Disguise +13, Escape Artist +11, Hide +19, Listen +19, Move Silently +19, Open Lock +11, Search +20, Sleight of Hand +11, Survival +1 (+3 following tracks), Use Rope +1 (+3 with bindings); Cleave, Multiattack, Power Attack

Possessions: None

Spell-Like Abilities: At will—*darkness*, *dispel magic*, *see invisibility*, *greater teleport* (self plus 50 lbs. of objects only). Caster level 7th. Saving throw DC 13 + spell level. Save DCs are Charisma based.

Protective Slime (Su): A slimy red jelly coats the babau's skin. Any weapon that touches it takes 1d8 points of acid damage from the corrosive goo, and the weapon's hardness does not reduce this damage. A magic weapon may attempt a Reflex save (DC 18) to avoid taking this damage. A creature who strikes the babau with an unarmed attack,

unarmed strike, touch spell, or natural weapon takes this damage as well but can negate it with a Reflex save (DC 18). The save DC is Constitution based.

Summon Tanar'ri (Sp): Once per day a babau can attempt to summon one babau with a 40 percent chance of success. Because the plane's essence suppresses planar travel abilities (see page 149), Iox may summon only a babau from Palpatur. This ability is the equivalent of a 3rd-level spell.

Tanar'ri Traits: A demon possesses the following traits: immunity to electricity and poison; resistance to acid 10, cold 10, and fire 10; and telepathy.

USING PALPATUR

Upon arriving in Palpatur, the player characters should get the sense that something terrible has happened here. Don't let them suspect yet that the plane is alive—just present them with a land laid waste. The ruined tiefling civilization is evident in the abandoned and destroyed cities. Giant craters still smoke from the burning touch of demons and devils. Dire animals drag half-chewed humanoid skeletons

across the scarred and blasted landscape. Enormous mountains loom on the horizon like colossal rocky welts rising out of the wrecked ground. Even the daylight, wind, and precipitation fluctuate as if broken by a force beyond nature.

As the PCs explore their surroundings, let them experience eruptions of groundflesh and bloodswill. Describe a titanic cromungus as they chart its shape. Eventually, they will find (or be found by) tieflings and learn the history and fate of Palpatur, though the accuracy of the information varies according to the knowledge and faith of the particular tribe.

In general, Palpatur is a plane with which to demonstrate just how strange and exotic the multiverse can be. Eating groundflesh, drinking bloodswill, tending to an amorphous landscape, hunting fiends that erupt from the ground, marveling at the *bioleche* (and testing the items that haven't gone dormant), playing the imp and quasit cities against each other, and negotiating the religious and political dangers of the cromungi tribes should give the PCs plenty to think about—and plenty to do.

Try to get the characters involved in the tieflings' crusade to nurture and maintain their homeland. If they develop a stake in Palpatur's well-being, they'll want to return again later to check on its condition. Of course, they also might choose to return so they can loot the wasteland of *bioleche* contraptions and fiendish artifacts, which command impressive prices in planar bazaars. And a tiefling friend they made during their first visit can track them down to request that they return to help with some new wrinkle.

ADVENTURES

Naturally, most adventures set in Palpatur test the player characters' skills of survival in a threatening alien environment. However, the setting has plenty of opportunities for scenarios of conflict, treachery, danger, and mystery.

Before using the other adventure hooks, the PCs need to reach the sentient plane. The easiest way to do that is to have a traveling tiefling spin a yarn that entices them to follow him back to Palpatur or trick them through a portal unwittingly. The PCs also might be hired to investigate reports of a band of tieflings rounding up particular creatures or monsters for an unknown purpose. On the other hand, they could discover a unique *bioleche* item in a planar marketplace and try to find out where it came from.

STRAIGHT FROM THE HORSE'S MOUTH

(4TH TO 5TH LEVEL)

Years of consuming raw groundflesh and bloodswill have caused many of the wild animals to gain sentience and their own limited intelligence. The newly articulate beasts capture

the PCs and demand that they help them settle in their own, species-specific homesteads. Lizards and snakes have no wish to cohabit with rats and weasels, wolves and wolverines want nothing to do with badgers and boars, and so on. However, the devout local tiefling cromungus opposes this plan, as the animals maintain the sacrilegious practice of eating groundflesh straight from the surface.

MOVING IN WITH THE NEIGHBORS

(5TH TO 6TH LEVEL)

Several cromungi have begun to sink back into the fleshy ground of Palpatur. The inhabitants barely have time to get their families and possessions out (with the PCs' help) before the mountainous faces disappear in a thunderous collapse. Where will the displaced tieflings go? Community leaders ask the PCs—as impartial observers—to help them settle in other suitable cromungi. The resulting overcrowding of refugees and clashes of faith may cause outbreaks of violence, requiring diplomatic efforts from the party. Meanwhile, some tribal leaders try to woo the player characters over to their particular shade of religious belief in the hopes that they can take over a new cromungus entirely, displacing its “heathen” tribe.

CORPSE OR CHRYSALIS? (7TH TO 8TH LEVEL)

Spontaneous outbreaks of groundflesh growth have dropped off dramatically, the bloodswill no longer flows freely, and even the sculptures in the Reliquary of Simulacra have stopped moving. Blasphemous tiefling tribes pronounce that Palpatur is truly dead, with no hope of resurrection. More faithful residents instead proselytize that the plane has finally mended itself and is gathering its strength in anticipation of the Waking. The opposing camps seem ready to go to war over the issue, and only the PCs are neutral enough parties to broker a peace. Is either philosophy correct, or is something even stranger taking place?

OMINOUS PORTENTS (10TH TO 11TH LEVEL)

A tempest of flurries and screeches on the horizon turns out to be the nest of a mated pair of vrock and their brood. It seems that some of the fiends roaming free on the plane have begun to reproduce. Rival cromungi unite over the issue, as the tieflings draw up plans to destroy all remaining demons and devils before the monsters have a chance to rise again. But things go from bad to worse when it's discovered that the adult vrock are emitting magical homing signals to draw demonic armies to Palpatur. How long has this been going on? Must the tieflings prepare for another invasion of fiends? And what can the PCs do to help?

Sleeping God's Soul

At first glance, this plane appears to be a neverending whitish-grey plain of near-nothingness. Further investigation, however, proves there is more to this nameless realm than meets the eye.

There are mysteries and wonders here in the Sleeping God's Soul, hidden beneath the surface. But the (possibly insane) self-proclaimed master of this quiet pocket dimension does not like visitors, and he will do whatever he can to expel them.

ABOVE THE SKIN, AND BELOW

The plane known only as the Sleeping God's Soul can be seen as two very distinct places. One, the empty surface world, is called the Quietude. Below the surface lie the Clockwork Caves, a very different environment due to the god who slumbers there.

THE QUIETUDE

Absolute stillness. No noise. No movement. Little color. These are the sensations one experiences upon arriving on this plane. It is without name, and it is without distinguishing features. The flat ground is a light grey substance that feels like smooth iron, although it is not cold. The slightly whiter sky has no clouds, sun, moon, nor stars. The temperature remains just above the point at which one might remark on the chill.

Planar travelers passing through on their way to another plane in a series conjunction of which this plane is a part sometimes call this area the Quietude. But mostly, they call it nothing at all. It is a place to be forgotten. Many travel through this realm and forget it as soon as they leave, without ever discovering the truth of the place.

THE CLOCKWORK CAVES

It may be still and featureless above, but below ground is another story. Punctuated throughout the metallic surface of the plane are well-hidden doorways (Search check, DC 22). These open to stairways and shafts that plunge deep below the surface into solid rock. There, explorers find a maze of tunnels, chambers, and caverns. Sometimes, bare rock remains visible, but other times it is covered in a dead metal, similar to the surface. Everywhere, however, the passages and rooms are filled with working gears, pumping pistons, and moving belts. These works are all interconnected, although if one portion is damaged, only the works within 5 to 10 feet shut down—the rest keep

chugging along. Illuminating the whole place is a dim blue light that seems to emanate from the machinery itself, if it functions.

There are no portals to other planes from the Clockwork Caves, and one cannot create a permanent gate there. Planar travelers can transport themselves to the caves via a *plane shift* spell or something similar, but only if they know the caves exist. In other words, unless someone in the Quietude just happens to search the right spot in the right way, no one stumbles into the Clockwork Caves accidentally.

THE SLEEPING GOD

Because of these seemingly endless underground regions, it seems inappropriate to adopt the name that some travelers have given the plane: the Quietude. That works only for the area above the surface. Truth be told, even the residents of the plane—all of whom live underground—have never bothered to give the plane a name. They can speak of its origins, though.

They will tell a traveler who asks that the plane was once a vital and active world, with trees tossed by gentle breezes, rivers cutting valleys from mountain to sea, rolling hills covered in bright green grass, and lovely birds in the sky. Then, the plane was “invaded.” The tale-teller is likely to stop here

Planar Notes

Name: *Sleeping God's Soul*

Type: *Alien realm*

Common Conjunction Planes:

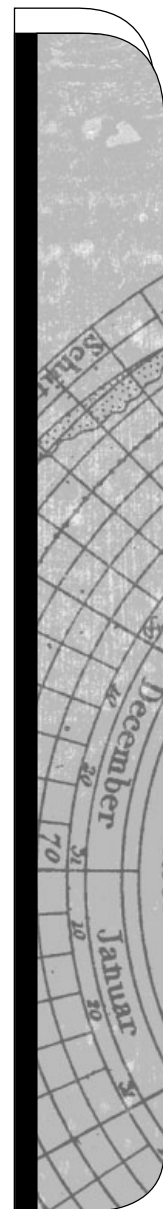
The Ethereal Sea—*A plane connecting to many others like an ocean connects to many lands (see Chapter One).*

Malachost—*An alien realm where the natives are incorporeal spirits that share and trade bodies that otherwise remain inert until inhabited.*

The Thunder God's Hand—*This plane of elemental air is lit only intermittently by lightning; its cloud islands are the home of militaristic storm giants.*

Triala—*A land of elven kingdoms where the other races have been enslaved “for their own benefit” and where a resistance to the elven boot is growing in the swamps.*

The Twelve Houses of Vacarar—*A hollow world with 11 other hollow worlds within it, each one nested in the world previous. A strange elevatorlike tower connects them all and houses a slaadi god king named Vacarar.*



and explain that this was not an invasion with armies and beachheads. No standards were raised in a conventional attack. In fact, the invasion consisted of a single demigod whose name was Tevra. Tevra was a purveyor of law, driven from her own plane by the forces of chaos. When she made

Finding a Door

Although the Search Difficulty Class for finding a door into the Clockwork Caves is 22, it's not that simple. A character has to actually look in a spot where there is a door in order to find one, and they are rare. Some archaic texts include maps to the doorways, but even these hard-to-find guides are usually useless, as there are no landmarks in the Quietude. Better are the gear keys, minor magic items that look like gears 2 inches across. They glow when within 50 feet of a door into the caves, and the glowing gets brighter as one gets closer.

Just searching randomly for a door offers a chance to find one every 1d8+2 days of searching.

this plane her home, her nature changed it quickly, for no intelligent creatures lived here. There was no one to oppose her, and Tevra was desperate. In her haste to make the world suitable for her, she eradicated virtually everything in the plane, leaving only the Quietude.

Meanwhile, her enemy, a purveyor of chaos named Devarkanis, searched for Tevra, hoping to destroy her. So Tevra fled underground and crafted a huge, hidden chamber: a self-created

prison. The ruse worked, and Devarkanis eventually grew tired of searching the Countless Worlds for her foe. Tevra, drained of almost all power, fell into a deep sleep. As she slept, the power of the plane that she had mastered flowed into her. Her subconscious dreaming mind created the Clockwork Caves.

So the inhabitants of the caves refer to them as an aspect of her dreaming mind—her soul. None of them knows where Tevra lies, if she will awaken, or what will happen to the caves if she does.

LIVING IN THE SOUL OF A GOD

Spells with the chaos descriptor do not function anywhere within the plane. Within the Clockwork Caves, where Tevra dreams of hiding and remaining safe, divination spells do not work at all, but abjurations function as if the caster were four levels higher than normal.

The lawful nature of the caves greatly curtails randomness within them. To reflect that, reduce all die rolls according to the following table:

Normal Die	Result in the Clockwork Caves
1d2	2
1d3	2
1d4	3
1d6	1d4+1
1d8	1d6+1
1d10	1d8+1
1d12	1d10+1
1d20	1d12+4
d%	1d20+40

Thus, in the Clockwork Caves, a *magic missile* inflicts 4 points of damage, a longsword 1d6+1, and a greatsword 2d4+2. Most importantly, all d20 checks are now d12+4 checks. That means that no critical hits will occur, unless one can achieve it on a roll of 16. (Mathematically, the new die ranges create less “swing” in the game’s mechanics: fewer dramatic highs or lows and more median results. Average rolls stay about the same.)

As previously mentioned, spells such as *gate* and anything that would create a non-Instantaneous planar doorway do not function in the Clockwork Caves.

THE WORKS

Moving around carefully at a reasonable pace presents no dangers within the Clockwork Caves, despite the churning machinery all around. Most of the corridors measure 8 to 10 feet wide. Gears and machineworks usually line the walls and the ceilings, with the floors being smooth, grey metal or bare stone.

The clockworks make a lot of noise. All Listen checks suffer a –5 circumstance penalty. Characters need to shout to make themselves heard by their friends. Resting amid the noise is difficult, but after a while the steady drone can become soothing. The machinery also always makes the caves smell of machine oil, even though no one ever actually oils the gears and pistons.

Those running through the caves or otherwise moving haphazardly (blinded, for example), must make a Balance check (DC 14) to avoid being caught in the works around them. Characters caught in the gears suffer 1d6 points of damage and must make a Reflex saving throw (DC 18). Those failing the save are stuck in place, literally caught in the gears. They suffer 2d6 points of damage as well as 2d6 points on every consecutive round. Those stuck in the works can attempt a Reflex save once each round as a standard action to get free. They lose their Dexterity bonus to Armor Class and suffer a –2 circumstance penalty to attacks, checks, and saves (not including the Reflex save to get free) but otherwise can act normally.

Sometimes even the floor of a cave or chamber is a mass of gears and wheels. In such a case, a character passing through the room must make a Jump check (DC 14) or a Balance check (DC 15) for every 10 feet moved to avoid getting caught in the works. In addition, a character wishing to remain in place must make one of the two checks (DC +2) or get caught, as described above.

What does the machinery do? What does it power? No one knows. Possibly—probably—nothing. The gears are, after all, only a manifestation of Tevra's soul. They're not part of a real machine.

INHABITANTS

No creature stirs on the surface, but below the plane's metallic skin live many creatures that thrive among the gears and other workings. Some, such as the inevitables and the clockworks, are simply further manifestations of Tevra's soul. Others, like the many monstrous spiders—all of which are blood red and hairless—seem to be non-native intruders. From where, no one knows.

DISPLACED ELVES

Having only just arrived here, exiled from their homeland through a magic spell, the half-elf princess Vene Tallial and her consort Quarion wander through the strange Clockwork Caves. Vene is tall, lithe, and extremely beautiful with long, dark tresses and fair skin. Her companion has the expected slight build and stature of an elf male, with eyes one could only term "smoldering" and short, golden hair. While Quarion speaks very little, Vene can be very eloquent—even verbose at times, but never annoyingly so. Vene is the daughter of an elven king whom she tried to overthrow with Quarion and failed. She won't willingly tell anyone that, however. Instead, she says they were banished here by Vene's cruel and paranoid father for their forbidden love (not that they know where "here" is, actually).

If Vene and Quarion encounter other travelers, they ask about supplies (their food supply is low, and Vene loathes the idea of eating spiders) and a way off the plane. Those who can't help them with these issues are of no interest to them. They would not hesitate to betray or even kill others to



INHABITANTS OF SLEEPING GOD'S SOUL

Creature	CR	Source
Clockworks, drone	1/8	ToH
Clockworks, overseer	1/2	ToH
Clockworks, warrior	1	ToH
Clockworks, titan	4	ToH
Clockworks, brain gear	6	ToH
Inevitable, marut	15	MM
Inevitable, kolyarut	12	MM
Inevitable, zelekhut	9	MM
Monstrous spider (Tiny)	1/4	MM
Monstrous spider (Small)	1/2	MM
Monstrous spider (Medium)	1	MM
Monstrous spider (Large)	2	MM
Steel beetle	7	CC

get what they want. The two would betray even each other to leave this place.

Both elves speak Common and Elven. Quarion also speaks Draconic and Gnome.

Quarion, male elf Sor10: CR 10; Medium humanoid; HD 10d4;

hp 30; Init +7; Speed 30 feet; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB +5; Grapple +3; Attack +9 ranged (1d8, critical 19–20/×2, light crossbow); Full Attack +9 ranged (1d8, critical 19–20/×2, light crossbow); AL NE; SV Fort +4, Ref +7, Will +9; Str 7, Dex 16, Con 11, Int 16, Wis 12, Cha 17

Skills and Feats: Bluff +12, Concentration +12, Handle Animal +4, Hide +3, Knowledge (arcana) +15, Knowledge (architecture and engineering) +9, Knowledge (dungeoneering) +4, Knowledge (nobility and royalty) +4, Listen +3, Move Silently +3, Search +5, Spellcraft +16, Spot +3; Empower Spell, Improved Initiative, Still Spell, Widen Spell

Possessions: *Staff of fire* (20 charges), +1 *cloak of resistance*, *potion of cure moderate wounds*, masterwork light crossbow, crossbow bolts (12), 32 gp

Spells Known (6/7/7/7/5/3, DC 13 + spell level): 0—*dancing lights*, *detect poison*, *flare*, *ghost sound*, *light*, *open/close*, *ray of frost*, *read magic*, *touch of fatigue*; 1st—*detect secret doors*, *magic missile*, *protection from chaos*, *shield*, *silent image*; 2nd—*ghoul touch*, *invisibility*, *mirror image*, *resist energy*; 3rd—*fly*, *Leo's tiny hut*, *lightning bolt*; 4th—*fire shield*, *ice storm*; 5th—*waves of fatigue*

Vene Tallial, female half-elf Nob10: CR 9; Medium humanoid; HD 10d8+10; hp 53; Init +5; Speed 30 feet; AC 17 (+1 Dex, +6 armor), touch 11, flat-footed 16; BAB +7; Grapple +8;

Attack +9 melee (1d6+2, critical 18–20/×2, rapier); Full Attack +9/+4 melee (1d6+2, critical 18–20/×2, rapier); AL NE; SV Fort +4, Ref +4, Will +9; Str 12, Dex 13, Con 13, Int 9, Wis 15, Cha 18

Skills and Feats: Bluff +10, Diplomacy +17, Escape Artist +5, Gather Information +6, Hide +4, Knowledge (local) +11, Listen +3, Perform (act) +6, Spot +4; Dodge, Improved Initiative, Leadership, Skill Focus (Diplomacy)

Possessions: +1 *rapier*, +2 *chain shirt*, *potions of levitation*, *heroism*, and *protection from fire*, ruby ring (1,000 gp), diamond ring (2,000 gp), 148 gp

MASTER OF THE GEARS

The human wizard Sighvat Ericol arrived on the plane years ago as a traveler looking for refuge. He had heard of the secret doors to be found down into the Clockwork Caves and searched for weeks before he found his way in. He has spent the last 12 years of his life within the caves, and the grinding gears may have driven him a little mad. He thinks of the plane as his—that he is, in fact, a waking avatar of the sleeping goddess Tevra. He has claimed a small portion of the Clockwork Caves as his own and calls himself the Master of the Gears. The sections below refer to the map on the next page and describe Sighvat's portion of the caves.

ALARM

These rooms each have an *alarm* spell that alerts Sighvat of approaching intruders.

TRAPPED HALL

Sighvat hopes one day to trap all the entrances to his chambers, but for now he has completed only this one. Hidden within the gears and works of this room are blades fitted into the other machinery. If anyone enters the room, the pressure on the floor causes the blades to extend 1 round later. Swinging blades attached to the gears attack anyone in the room.

Slicing Blade Trap: CR 5; mechanical; location trigger; automatic reset; hidden switch bypass (Search, DC 25); Attack +16 melee (1d12+8 critical 20/×3); multiple targets; Search DC 25; Disable Device DC 18

SIGHVAT'S QUARTERS

Sighvat spends little time in this room. Occasionally he makes a wand, using a worktable he's fashioned here. It's used mostly for storage, to keep the supplies he hoards. Sighvat travels to another more hospitable plane when he must to obtain food and other necessities. He sold a couple wands that he made to pay for two scrolls of *plane shift*, so he

can get back to this plane and return for more supplies later.

He keeps his spellbook here, hidden under his bed, protected by a *symbol of pain*.

GUDMUN'S QUARTERS

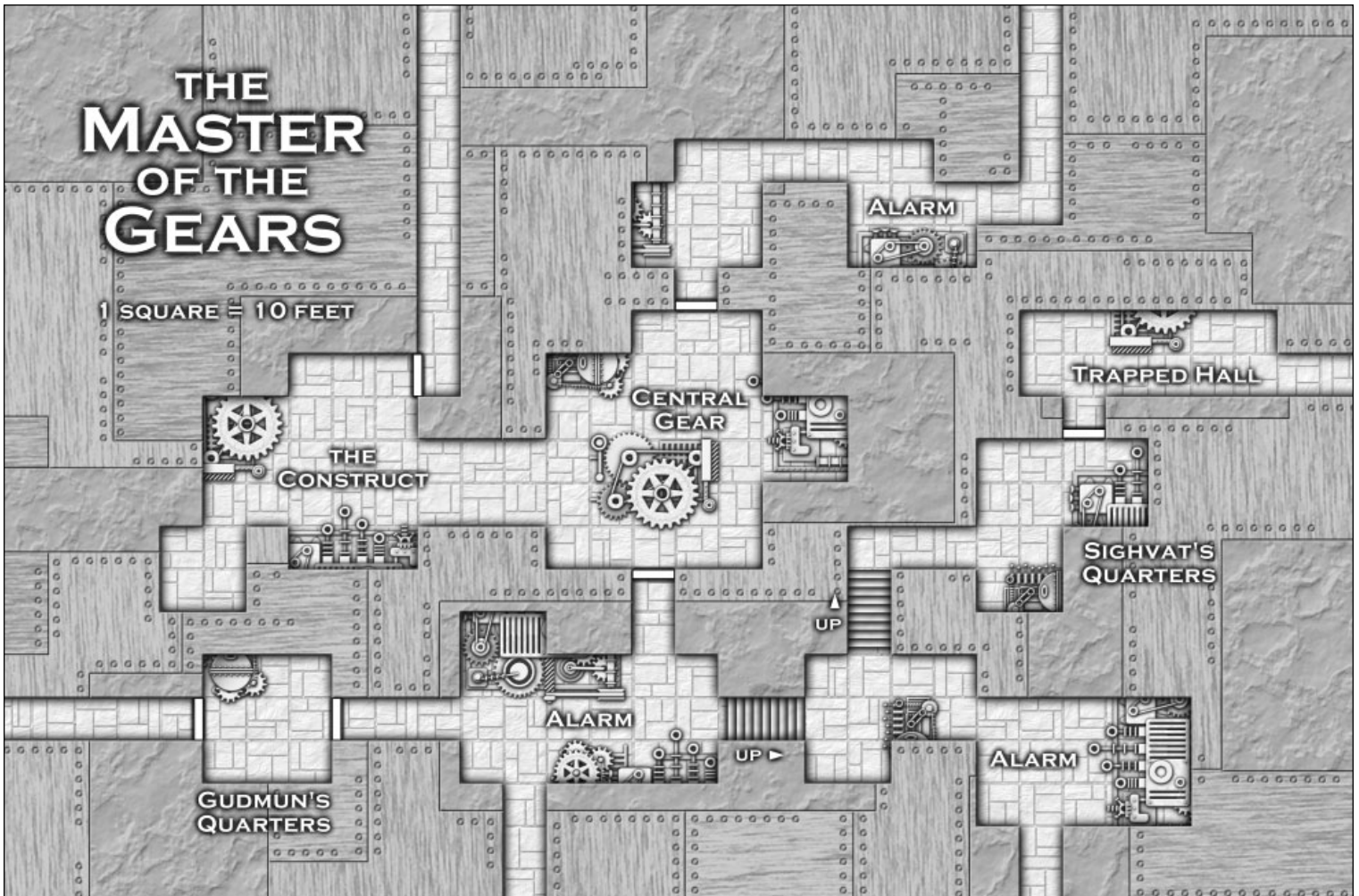
Gudmun is a human warrior who stumbled into the Quietude through a planar rift quite by accident—Gudmun is none too bright. Shortly before he would have died of starvation, Gudmun was rescued by Sighvat on one of the wizard's rare trips up to the surface. Gudmun has served Sighvat faithfully as a bodyguard ever since. If he knows there's trouble, he'll be at the wizard's side. Otherwise, he'll be in his simply appointed room, sleeping or drawing.

Gudmun is short but extremely muscular. He has only a scattering of black hair on his head but wears a deep black handlebar mustache. His plate armor is emblazoned with the symbol of a stag, but he doesn't even remember what it stands for anymore.

Gudmun, male human Warg: CR 8; Medium humanoid; HD 9d8+18; hp 70; Init +0; Speed 20 feet; AC 21 (+8 armor, +2 shield, +1 deflection), touch 11, flat-footed 21); BAB +9; Grapple +13; Attack +15 melee (1d8+5, critical 19–20/×2, longsword), or +9 ranged (1d8+4, critical 20/×3, longbow); Full Attack +15/+10 melee (1d8+5, critical 19–20/×2, longsword), or +9/+4 ranged (1d8+4, critical 20/×3, longbow); AL LN; SV Fort +8, Ref +3, Will +5; Str 18, Dex 10, Con 14, Int 7, Wis 15, Cha 5

Skills and Feats: Climb +12, Hide +2, Listen +4, Profession (miner) +5, Ride +8, Spot +4; Awareness, Blind-Fight, Improved Unarmed Strike, Weapon Focus (longsword)

Possessions: +1 longsword (*defensor*, also adds +1 deflection bonus to Armor Class), masterwork mighty longbow (+4), masterwork plate armor, masterwork heavy shield, 50 feet of rope, 15 gp



THE CONSTRUCT

Over the last few years, Sighvat has cobbled together pieces of broken machinery and the bodies of slain inevitables to create a clockwork creature that resembles a flesh golem in power and ability. The construct has orders to attack anyone it sees other than Sighvat or Gudmun. It also obeys the wizard's verbal commands.

The Construct: CR 7; Large construct; HD 9d10+30; hp 85; Init -1; Speed 30 feet (can't run); AC 18 (-1 size, -1 Dex, +10 natural), touch 8, flat-footed 18; BAB +6; Grapple +15; Attack +10 melee (2d8+5, slam); Full Attack +10 melee (2d8+5, 2 slams); Space/Reach 10 feet/10 feet (Face/Reach 5 feet × 5 feet/10 feet); SA Berserk; SQ Construct traits, magic immunity, DR 5/adamantine (or 15/+1); AL N; SV Fort +3, Ref +2, Will +3; Str 21, Dex 9, Con —, Int —, Wis 11, Cha 1

Berserk (Ex): When the construct enters combat, there is a cumulative 1 percent chance each round that its elemental spirit breaks free and the construct goes berserk. The uncontrolled construct goes on a rampage, attacking the nearest living creature or smashing some object smaller than itself if no creature is within reach, then moving on to spread more destruction. Sighvat, if within 60 feet, can try to regain control by speaking firmly and persuasively to the construct, which requires a Charisma check (DC 19). It takes one minute of inactivity by the construct to reset its berserk chance to 0 percent.

Immunity to Magic (Ex): The construct is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted here. A magical attack that deals cold or fire damage slows the construct (as the *slow* spell) for 2d6 rounds, with no saving throw. A magical attack that deals electricity damage breaks any *slow* effect on the construct and heals 1 point of damage for every 3 points of damage the attack would otherwise deal. If the amount of healing would cause the construct to exceed its full normal hit points, it gains any excess as temporary hit points. The construct gets no saving throw against attacks that deal electricity damage.

THE CENTRAL GEAR

Part of Sighvat's delusion comes from the fact that he has found something he calls the Central Gear. This large gear, about 20 feet across, is as near as anyone has found to being the prime mover of all the plane's clockwork machinery. A sapient creature standing upon the Central Gear becomes aware of the other living creatures within the Clockwork Caves. This information is a bit too much to process for any-

one with an Intelligence score below 30, however, so it quickly randomly narrows to a single creature in the caves. The individual on the Central Gear can see through that creature's eyes and knows that creature's location in relation to himself.

Sighvat spends almost every waking moment standing on the Central Gear monitoring the creatures of "his plane." Interestingly enough, he has been watching Vene and her consort's progress through the Clockwork Caves. Looking through Quarion's eyes, he has fallen in love (or at least in lust) with Vene. He hopes to lure them closer, where he can engineer an accident or event from which he can rescue Vene but not Quarion. It is likely that he will be aware of the PCs as they travel through the caves as well. If he does learn of them, he may attempt to find them or lure them to him so that he can slay them—he hates the thought of intruders in his plane.

Sighvat is tall and bony, with grey eyes and thinning, short-cropped grey hair. He wears an old coat with many pockets for tools and he carries no weapons. His weakness is his susceptibility to flattery and obsequiousness. He speaks Aquan and Goblin as well as Common.

Sighvat Ericol, male human Wiz10: CR 10; Medium humanoid; HD 10d4; hp 33; Init +2; Speed 30 feet; AC 15 (+2 Dex, +3 armor), touch 12, flat-footed 13; BAB +5; Grapple +4; Attack +4 melee (touch spells) or +7 ranged (ranged touch spell); Full Attack +4 melee (touch spells) or +7 ranged (ranged touch spell); AL CN; SV Fort +3, Ref +5, Will +7; Str 9, Dex 15, Con 10, Int 15, Wis 10, Cha 9

Skills and Feats: Concentration +12, Decipher Script +11, Knowledge (arcana) +14, Knowledge (dungeoneering) +13, Knowledge (religion) +12, Spellcraft +13; Brew Potion, Craft Wand, Craft Wondrous Item, Dodge, Empower Spell, Heighten Spell, Scribe Scroll, Spell Penetration

Possessions: +3 bracers of armor, wand of sleep (49 charges), potion of fly, scroll of *summon monster IV*, scroll of *plane shift*, tools, 160 gp

Spells (4/5/5/3/3/2, DC 12 + spell level): 0—*acid splash*, *daze*, *detect magic*, *prestidigitation*; 1st—*alarm*, *charm person*, *jump*, *magic missile* (2); 2nd—*blur*, *owl's wisdom*, *summon swarm* (2), *whispering wind*; 3rd—*dispel magic*, *fly*, *slow*; 4th—*charm monster*, *Ev's black tentacles*, *summon monster IV*; 5th—*baleful polymorph*, *symbol of pain*

Sighvat's Spellbook: 0—*acid splash*, *arcane mark*, *dancing lights*, *daze*, *detect magic*, *detect poison*, *disrupt undead*, *flare*, *ghost sound*, *light*, *mage hand*, *mending*, *message*, *open/close*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*, *touch of fatigue*; 1st—*alarm*, *charm person*, *detect undead*, *hypnotism*, *jump*, *mage armor*, *magic missile*, *magic weapon*, *protection from chaos*, *protection from evil*, *sleep*; 2nd—*blur*, *bull's strength*, *darkvision*, *owl's wisdom*, *summon swarm*, *whispering*

wind; 3rd—clairaudience/clairvoyance, dispel magic, fly, invisibility sphere, nondetection, secret page, slow, vampiric touch; 4th—charm monster, Ev's black tentacles, fire trap, summon monster IV; 5th—baleful polymorph, persistent image, stone shape, symbol of pain

THE SEA OF FIGMENTS

Deep in the bowels of the Clockwork Caves, directly below the Central Gear that the Master of the Gears controls, explorers can find a vast chamber with no clockwork mechanisms. Instead, the mammoth cavern's floor is covered in water, like a subterranean sea. Unlike the rest of the caves, this one is totally dark and utterly silent.

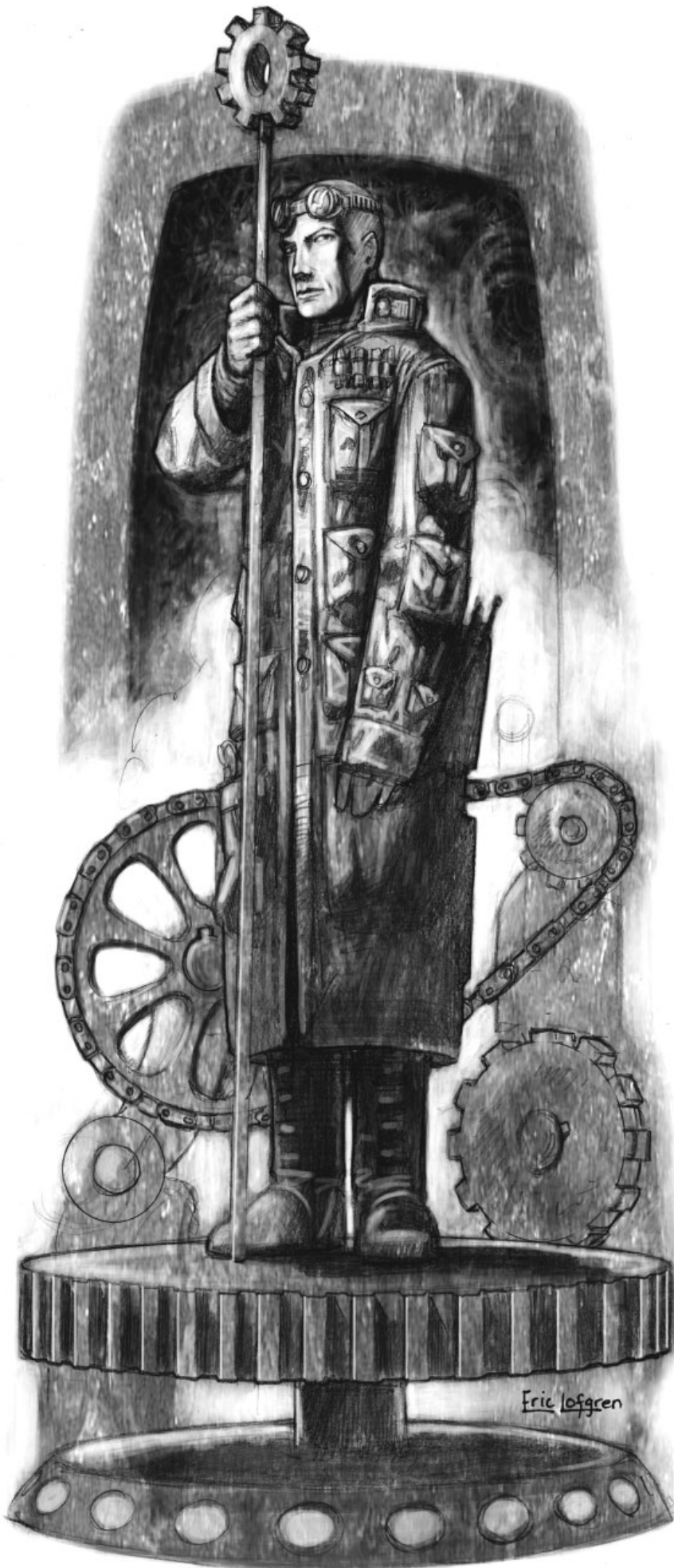
The lightless sea stretches 6 miles across; the cavern is 100 feet high. Occasionally, natural stone pillars slick with moisture and moss interrupt the surface of the sea and reach up to the ceiling. The water ranges from 10 feet to 50 feet deep.

The sea is the direct expression of the memories of Tevra, the sleeping god. Anyone getting into the water—either directly or in a boat—or flying over the surface quickly begins to see strange images. These figments, taken from the mind of the god, often make little sense to the viewer. They disorient and confuse, and anyone viewing them must make a Will saving throw (DC 20) or suffer the effects of a *confusion* spell cast by a 20th-level caster.

At the center of the Sea of Figments lies an island 500 feet across, upon which Tevra sleeps. What explorers see is, in fact, the essence of the god's soul. She appears as a beautiful giant, 30 feet tall, lying upon a flat stone platform. She has long, golden hair and wears silver plate armor.

It is not within the power of mortals to awaken Tevra, but even touching her sleeping form can bring weal or woe. A character who touches her must make a Fortitude saving throw (DC 25). Success gains the character a +1 inherent bonus to an ability score of his choice, while failure drains 1d4+1 points from a random ability score. If so drained, the character can't restore the lost points until a caster of at least 20th level (or one with some divine blood) casts a *remove curse* spell upon him or her. A single character touching Tevra a second time (or more) always results in ability score drain with no chance for a saving throw.

Lingering on the island is perilous, since each minute there characters have a cumulative 10 percent



chance of stirring up semi-independent, corporeal memories from within the dreaming god in the form of 1d4+3 phasms (see MM). These phasms take forms from Tevra's memories, but always hostile ones—they attack anyone they come across.

USING SLEEPING GOD'S SOUL

In many ways, Sleeping God's Soul offers an opportunity to run a dungeon-style adventure with some real planar twists.

You also can use the plane as simply a waypoint as the PCs travel from here to there in a series conjunction. One interesting setup involves engineering their planar travels so they must pass through this plane many times. Only after multiple visits do the PCs discover the existence of the Clockwork Caves and a way in. Wandering around, they might encounter Vene and Quarion, Sighvat, or any of the other inhabitants.

ADVENTURES

The following are a few adventure ideas for the Sleeping God's Soul.

LOST IN THE CAVES (8TH TO 9TH LEVEL)

After a magical experiment goes awry, a young copper dragon is accidentally sent to the Sleeping God's Soul. The wyrm-ling's ancient father, who conducted the experiment, attempts to follow but finds the Clockwork Caves too confining. He enlists the aid of the PCs, who must find the lost dragon before he runs afoul of some of the dangers of the plane, not the least of which is Sighvat. Of course, if Vene and Quarion find the dragon first, the situation may become difficult—the evil elves attempt to convince the dragon that the PCs are enemies and that Vene and Quarion will help return him to his father.

FIGHTING THE INEVITABLE

(10TH TO 11TH LEVEL)

While exploring the Clockwork Caves, the PCs discover that some zelekhut inevitables have taken it upon themselves to destroy Sighvat and claim the Central Gear for themselves and for “the good of the plane.” The PCs must decide whether to help the wizard or let him fall. If they help, they can join him in defense of his home and gain his gratitude. If they do not, Sighvat defeats the inevitables on his own but in the process succumbs to murderous insanity. Once he has rested, he launches an attack against all other creatures in the caves.

TO AWAKEN A GODDESS

(12TH TO 13TH LEVEL)

The gods of order and law have decided Tevra has slept long enough. They need her in their struggle against chaos. However, they cannot enter the plane that has become her very soul for fear of harming her. Only mortals, incapable of truly harming a deity, can do so. A lord of law appears to the PCs in a dream (they all have the same dream) and bids them to travel to the Sleeping God's Soul and recover a cup of the *water of law* found in a pool in a hidden chamber within the Clockwork Caves guarded by a marut.

If sprinkled upon the face of the slumbering Tevra, these waters will awaken her. The effect of waking Tevra remains in the purview of the DM, but it likely destroys the Clockwork Caves in the blink of an eye, shifting any nonclockwork or inevitable creatures up into the Quietude. It could also bring down the quick wrath of powerful forces of chaos.

If Sighvat learns of the PCs' plans, he will do anything he can to stop them.

The Ten Courts of Hell

The Ten Courts of Hell bear a veneer of civilization: laws, contracts, flowery speech, and gifts for travelers. This veneer is a form of bright wrapping paper that obscures a set of locked planes that feed on misery. Its inhabitants—the yamado, red ministers, and a dozen other species thankfully unknown anywhere else—consume blood like water and feast on despair. They call themselves courtiers, but they are not noble. Faithless, mocking, and without pity among themselves, they see outsiders as meat or slaves. By the order of the Planographer's Guild, the Ten Courts of Hell are declared proscribed and hostile. Avoid all contact.

— The Planographer's Guide

The Ten Courts are a place of demons and devils, of punishments overseen by creatures that enjoy torture for its own sake. The infernals who roam this hell—ox-headed demons, horse-headed demons, and vampire demons—capture any free humanoid and bring them to a judge for punishment.

PHYSICS AND COSMOLOGY

Among planar travelers, the Ten Courts are a place feared and respected. All the legends agree that it is composed of at least eight and perhaps as many as 12 serial limited planes (see diagram, page 178). The First Court is the one that most visitors reach, as it is always accessible through the Ethereal Sea. The others are linked to the First Court in a sequence that natives of the Ten Courts seem to understand innately but that makes little or no sense to outsiders. The positions of the nine higher courts seem to depend on the relative status and wealth of their rulers—and indeed, the Ten Courts literally revolve around their rulers. A Yama King who rules well may see his planar court rise, while one who rules poorly may see it fall in the linear series. Only the First Court seems fixed in the sequence.

Doorways to this plane are common and provide fodder for the hellish mills. Attempts to open a doorway to the First Court virtually always succeed; it is in conjunction with almost all other planes. The other courts are never in conjunction with planes other than the courts. Many, in fact, are in severance with other, noncourt planes most of the time.

The only physical difference of the Ten Courts is that sentient creatures heal very quickly here. All creatures gain regeneration 1 while in the Ten Courts; poison, cold, and fire damage does not regenerate. Creatures leaving the plane do not retain the ability.

THE YAMA KINGS

Each of the Ten Courts of this hell is ruled by a “yama” or king. Each king commands a demonic army that captures visitors and creatures from other planes, drags them to the First Court to be “judged,” and then punishes the captives or assigns them to slave labor.

Some believe that these punishments match sins committed by the victim. Others think that the punishments are arbitrary and serve some other purpose of the Yama Kings. The typical punishments do not match the ethos of most medieval Europeans: Disrespect for the written word, lack of filial piety, or inattention in class are punished more harshly than is murder. The line between punishments and slave labor is simply that one will kill you quickly and the other will kill you slowly.

The truth is much simpler. The Ten Courts are controlled by fear, suffering, and pain. Each Yama King is a planar warden who maintains his power through evil. Each king is also surrounded by a gathering of courtiers who carry out his orders (and hope to supplant him), obeyed by Eunuchs, Enforcers, Recruiters, and other classes in a very strict hierarchy of obedience. Their goal is to gather creatures and use their suffering to increase their own power. Those who arrive as victims of the system are slowly shaped to become its overseers. Those who can't adapt are killed by the system's brutality. The most successful may perhaps create a new court or simply make themselves into Yama Kings. Different creatures are more or less desirable as victims; the best are sentient, tough, and capable of guilt and remorse.

Planar Notes

Name: *The Ten Courts of Hell*

Type: *Hell*

Common Conjunction Planes:

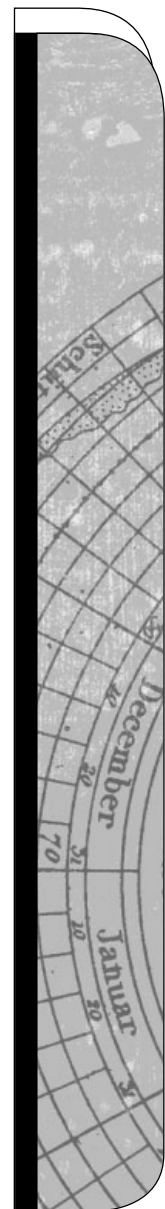
The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

Innros—A land of enslaved steam elementals and mechanical power, Innros clanks and clatters under the eyes of dwarven ancestor gods.

Plane of Dust—This empty desert plane is haunted by incorporeal spirits of many travelers who have visited and perished in its dust and heat.

The Weeping Stones—A plane of elemental Earth imbued with sorrow. It is haunted by grieving spirits and tunneled by morose xorn who weep for a lost god.

Xinder—A plane inhabited mainly by doppelgangers, this is a fertile land of disguise, trickery, and betrayals.



THE COURTIER

The creatures of the Ten Courts are of many species, but they share a single social hierarchy. At the top are the Yama Kings. Below them are 11 main classes, described below.

Bandit: An escaped Peasant or a rebellious courtier, one who fights to oppose the Ten Courts. Also called an exile.

Enforcer: A bully or brute who enjoys thrashing victims and Peasants brought to the Courts. The lowest rank of courtier, rarely entrusted with weapons. The officers among the Enforcers are called the Guards.

Eunuch: The Eunuchs are castrated or barren Courtiers who run much of the bureaucracy and who excel in scheming, intrigue, diplomacy, and espionage of the Yama Kings against one another. They carry messages between the courts, and the greatest among them are entrusted with the Treasury of Souls (see the Eighth Court, page 169).

Crowning a Yama King

The only way to become a Yama King is to kill the previous king, a planar warden (see Chapter One). Once the previous king is dead, the creature that struck the death blow gains the planar warden template and is permanently confined to that court. For every 10,000 victim souls that a king gathers, his or her reign is extended for another year. Kings who fall short are summoned by the Yama King of Kings to explain themselves. A king who exceeds 10,000 may be promoted to a higher court or granted the right to raise a larger army of Enforcers, Scholars, or Recruiters. In a few cases, a Yama King has grown successful enough to overthrow one of his or her rivals, but this is very rare. Because of these rivalries and the difficulty of ruling over more than a single plane, most conquests fall apart within a few years or decades.

Recruiter: A yamado (see page 172) or any other courtier who visits other planes to bring back Peasants and victims.

Scholar: A courtier with magical abilities or arcane knowledge, or one who writes as part of the Courts' bureaucracy.

Trustee: A Peasant entrusted with the oversight of other Peasants and rewarded for informing on them.

LOCATIONS OF INTEREST

The Ten Courts serve a single purpose and obey a single ruler: the Yama King of Kings, who rules in isolated splendor in the Tenth Court. In practical terms, the first five courts are most commonly visited by planar travelers.

THE YAMA KINGS

Court	Name	Warden Race
1	Ghost Judge Yama	Ghostly devil
2	Mud King	Grey slaad/yamado
3	Eternal Yama Queen	Lich
4	Inkstone King	Human wizard
5	Whip Hand King	Cornugon devil
6	Clockwork Serpent Queen	Serpent abomination
7	Bronze Bell King	Fallen celestial
8	Snow King	Frost giant/cryodemon
9	Midnight King	Vampire demon
10	Yama King of Kings	Ox demon lord

THE FIRST COURT: JUDGMENT

Efficient, stable, and deadly, the First Court isn't ruled so much by its Yama King—a ghostly devil named the Ghost Judge Yama—as by its bureaucracy, traditions, and procedures. The creatures of the First Court are extremely well organized as slavers, judges, and bullies. The court is home to 5,000 Enforcers, a few hundred Recruiters who are resting between missions, Eunuchs who oversee the paperwork of the 33 Hell Judges, and a series of gigantic planar prisons that resemble cattle pens, to hold new arrivals.

Called the Sixfold Prisons, these pens are named after various forms of suffering. They include the Hunger Prison, the Thirst Prison, the Wound Prison, the Burn Prison, the Suffocation Prison, and the Plague Prison. The number of compounds, each several acres in size and holding thousands of creatures, has grown from the original six to more than 100. (For more details on a sample pen, see the Hunger Prison map on page 169.)

Prisoners are not given food or drink in the Sixfold Prisons, which results in some deaths by dehydration (if it doesn't rain) and violent cannibalism among prisoners. Full-scale prison riots are unknown, as most prisons simply flood their pens with sleep gas or sonic attacks to stun their targets into obedience. To resist, the prisoners must make a Fortitude save (DC 16) or suffer 2d10 points of nonlethal damage. Every 2d6+2 days, a hundred or so inmates are removed for sentencing.

All judgments of the First Court are handed down by the courtiers known as Hell Judges. Various devils, red ministers, undead, tieflings, and even humans hold the post of Hell Judge. The judges decide the fate of every visitor, usually in a minute or less in the Hall of Judgment (see map, page 170). The system is rigged to guarantee that every creature brought before a Hell Judge is found guilty and sentenced to a punishment. Most judges send the strongest and toughest to work the fields of the Second Court and send the smarter or smaller creatures to suffer in the pits of the Third and Fifth Court, but their rulings are rarely predictable.

HALL OF JUDGMENT

The Hall of Judgment has a number of tribunals (see map on page 170). Most cases are heard in its courts or lesser courts.

Ghost Court is where the Ghost Judge rules; it is used only when that Yama King's court is in session. The courtroom itself is always wreathed in curling mists. Dozens of ghosts and spectres watch the proceedings from the walls and ceiling, moaning and despairing. These ghosts are servants of the Ghost Judge and must obey him. In practical terms, trials held here are primarily for characters who have been caught in the Ten Courts at least twice before and escaped, epic-level characters, or other unusual circumstances. Even when the Ghost Judge and his spectral servants are not present, the Ghost Court is a popular public gathering place. For this reason, it is always guarded by 20 ox demons and attended by a gallery of at least a dozen infernals, courtiers, yamado, and Hell Judges.

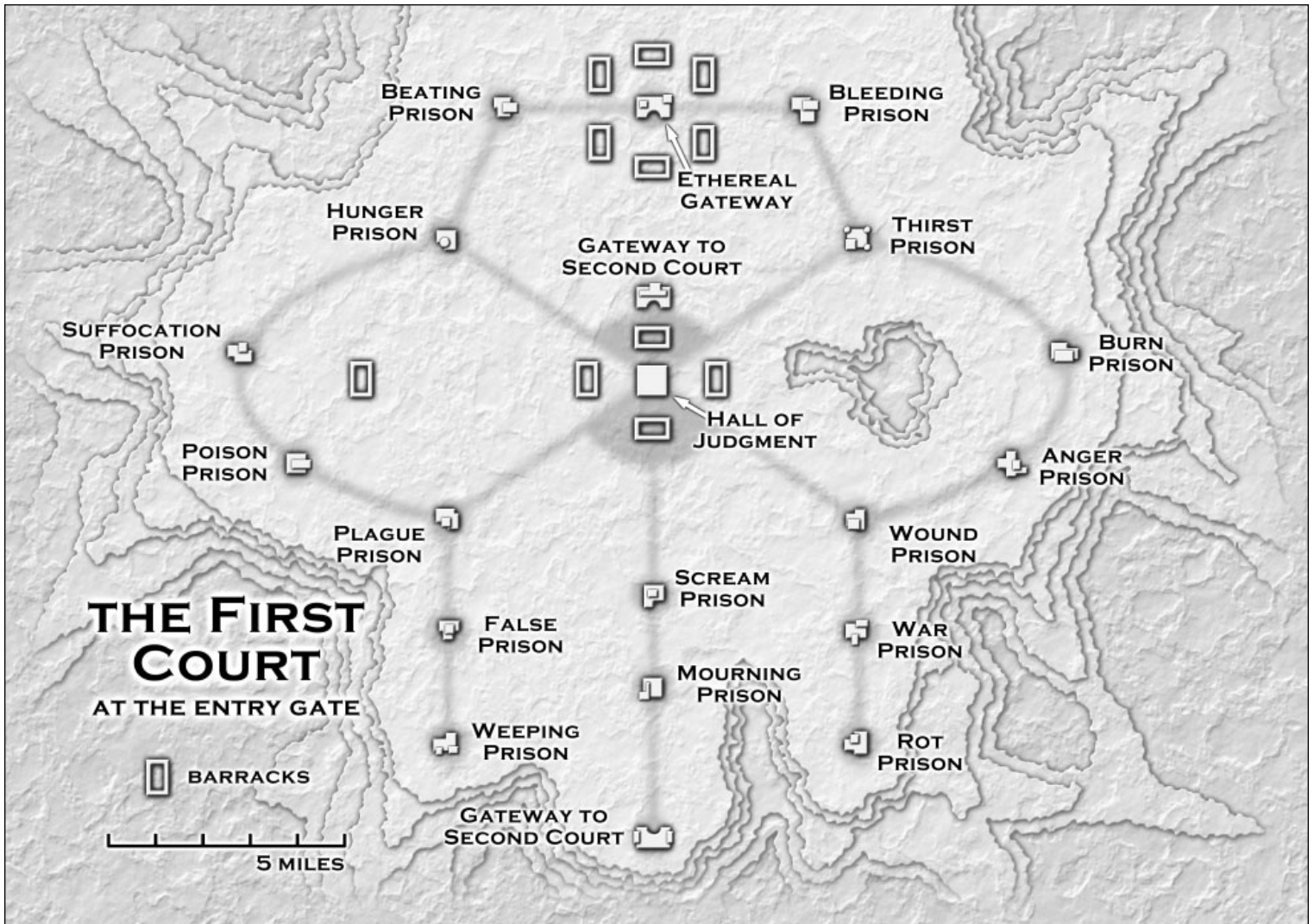
The Hell Court is the arena for the Chief Righteous Hell Judge, who rules the other 32 Hell Judges and presides over the most difficult cases. This typically involves an honor guard of at least six ox demons who watch over the prisoners, as well as a vampire demon bailiff. Characters of 10th level or higher are always tried in the Hell Court, as well as any characters who have previously visited the Ten Hells and escaped.

THE SECOND COURT: SLAVE BREAKERS

The Second Court has been stable for almost a hundred years, largely due to the incompetence of its Yama King, a sniveling demon called the Mud King. Thought to be a half-slaad, half-yamado offspring, the Mud King has little real power and less ambition, but it takes out its frustrations with deep cruelty. The Mud King rules largely because none of the more powerful Yama Kings wants the job in the hands of a serious rival. As a result, the Mud King is not a threat to the other kings and is easily manipulated by powerful courtiers.

The Second Court is the slave breaking ground, where victims condemned in the First Court feel the full weight of their shackles. The condemned learn the language of the courts, a mishmash of planar tongues. They are drilled in the proper etiquette and deference to the courtiers, and a few of the luckiest and most sadistic are chosen as Trustees or gang bosses. Most of the new slaves work the fields of the Pearl Delta, a river system farmed for enormous quantities of sorghum, rice, wheat, and soybeans.

Compared to the higher courts, this region is relatively safe, as new arrivals face only three threats: river demons, murdering achaierai, and slave overseers. The river demons (use dire crocodile statistics from the MM) are primarily nighttime predators.



The achaierai strike by day; stories say they were brought here by a previous Yama King who sought to use them as part of a conquering army. The overseers deliver frequent beatings; the loss of 10 or even 20 percent of all new arrivals to injuries, disease, and starvation is not uncommon. Those who survive for six weeks are sent on to the Third Court (if they are especially strong) or the Fourth Court (if they are clever). A few are kept in the Second Court to train the next group of arrivals.

THE THIRD AND FOURTH COURTS

These two courts are the heart of the Ten Courts system. They contain the most victims, they are the largest in area, and they produce most of the armies of new Recruiters and Enforcers.

THE THIRD COURT

The Third Court is ruled by the Eternal Yama Queen, a crone of undetermined age, thought to be a lich of some kind. She rarely appears in public, instead working through a group of three mouthpieces called the Three Little Princes, whom she enjoys setting against one another in debate and intrigue.

The Third Court specializes in a vile form of agriculture and provides very strange and specialized foodstuffs, such as mandrake and young animals for sacrifice to the kings in their shrines. Peasants compost the skinned bodies of dead victims into its fields; their skins are tanned into Enforcer cloaks and gloves. The court itself grows not only foodstuffs but also other supplies—such as paper, ink, garments, weapons, and armor—on paper trees, iron vines, and cloth gourds. These plants are jealously guarded, and they must be fed blood and rich soil to create the finest goods.

The court's real purpose is not to grow food and garments, but to train Enforcers. The victims here are strong and capable of enduring regular thrashings. Enforcers learn their business here before taking on the tougher cases in the higher courts.

Revolts in the Third Court are relatively common, occurring every five to 10 years when the conditions are too intolerable. Hoes, pitchforks, and threshing flails become weapons. So far, none of these rebellions has succeeded for more than a few months.

THE FOURTH COURT

The Fourth Court is simpler. It devotes some space to food and livestock, but devotes far more to the creation of Recruiters, teaching the planar magic required to kidnap victims from other planes. The formal training takes place at the Three Courtly Schools, a set of sorcerous academies run by a race of tiger people called the chiao. The school's leading sorcerers are rakshasas, who obey a tiger overlord named General Yao. Exams are given twice each year to all interested courtiers, and those who pass are permitted to become Recruiters. Technically, victims may take the exams as well and become courtiers if they pass. However, the exam loca-

tion is guarded against interlopers, and posing as an applicant requires skill in bluffing and disguise. Passing the exam itself requires making a Knowledge (the planes) check (DC 12), aptitude for magic (5 ranks in Use Magic Device or 3 ranks in Spellcraft), and a certain sadistic streak.

The Fourth Court is ruled by the Inkstone King, a human wizard. He uses bones and human hair for his writing brushes and grinds blood into all his inks. He is immensely learned, eternally middle-aged, and somewhat prone to indulgence in food and wine. His strength comes from his magic and a powerful network of spies who inform him of plots against him. Legends claim that he can learn the truenames of all his subjects and of most of the other Yama Kings. This is how he commands the rakshasas and General Yao. (For more information on truenames, see *Monte Cook's Arcana Unearthed*.)

A large part of the Fourth Court is devoted to bleeding victims very slowly. Their blood is used in alchemy, potions, and magical ink. Vampire demons are common in this court (see page 175). More important than this, though, is the work of the Inkstone King in forcing conjunctions with other planes. Because of his control over conjunctions, the Inkstone King is rarely attacked by the other Yama Kings, for fear of drying up the supply of new victims. His predictions and planar understanding keep all the other Yama Kings well supplied with victims; those who fail to understand this are usually not kings for long.

THE FIFTH TO THE NINTH COURTS

These five courts are in constant turmoil, each poaching victims from the other courts, plotting to depose the kings, and undermining one another. Their conjunctions and disjunctions are frequent, though the most common gateways and linking points are well known and well guarded, usually marked by small pagodas or towers. They pay little attention to the lower courts except as sources of supply. They are currently ruled by a confusion of kings.

THE FIFTH COURT

Ruled by a cornugon baatezu called the Whip Hand King, the Fifth Court is a place fond of traditional tortures such as whips, hot brands and pokers, and spikes. The sound of screaming never stops echoing from the court's barrier walls, and its hot metal is red with layered rust and blood. The prisoners brought here work in salt mines or smithies. They do not live long, and most are quickly shipped to the First, Third, or Ninth Court as meat. The typical inhabitants are kyton devils, skin devils, azer, and a few fire giants.

The Fifth Court is an exceptionally small limited plane, perhaps 200 square miles all told. It depends on the Third Court for food. In exchange, it offers well-forged implements of torture, a finely ground reddish salt, excellent tanned humanoid hides, and large quantities of dried, smoked, and salted meat.

THE SIXTH COURT

This court is ruled by the Clockwork Serpent Queen, a serpent abomination of exceptional age and size. Her life has been extended by mechanical contrivances, such as gemstone eyes that function as *eyes of true seeing*, adamantite fangs, and scales of diamond. Her servants are lesser serpent abominations, dark nagas, and undead lillends, as well as clockwork golems of various types.

The court features widely varied landscapes and a warm, sunny climate. Most victims brought here feel relieved. However, the Sixth Court is overrun with venomous and constrictor snakes, most of them intelligent and able to use *charm person* as an innate ability once per day. As a result, humanoid victims are often turned into hypnotized slaves who serve as food, warriors, and servants for their reptilian masters. In the long run, all Peasants in the Sixth Court become food for the plane's serpents.

THE SEVENTH COURT

This incredibly loud place is ruled by the Bronze Bell King. The plane is famous for metalwork, from mining ore to smelting and casting it. The Bronze Bell King himself is a fallen celestial (see *Anger of Angels* for details on fallen angels), and

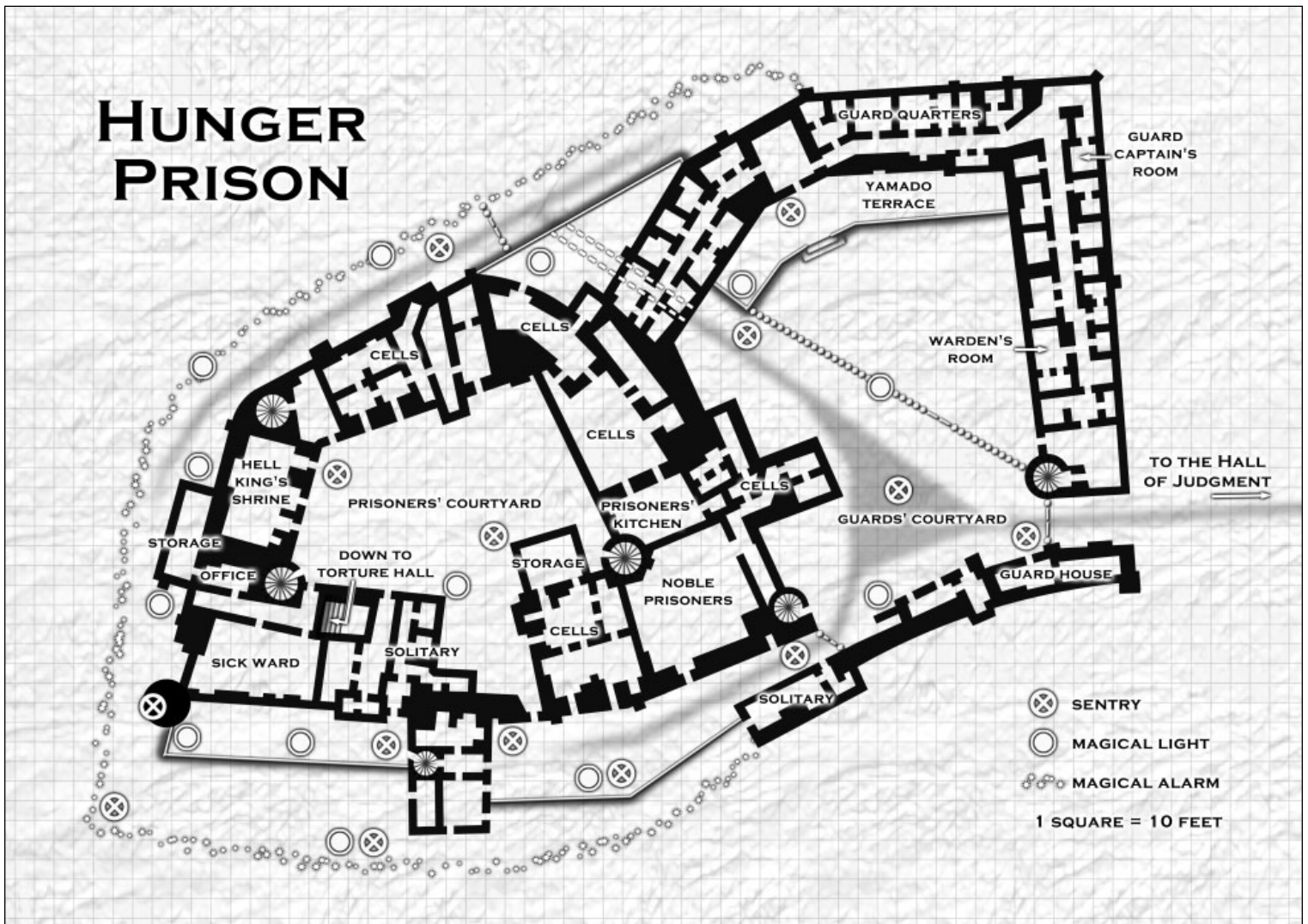
many of his servitors are hamatulas and vrocks who seem to enjoy serving a formerly exalted being now brought low.

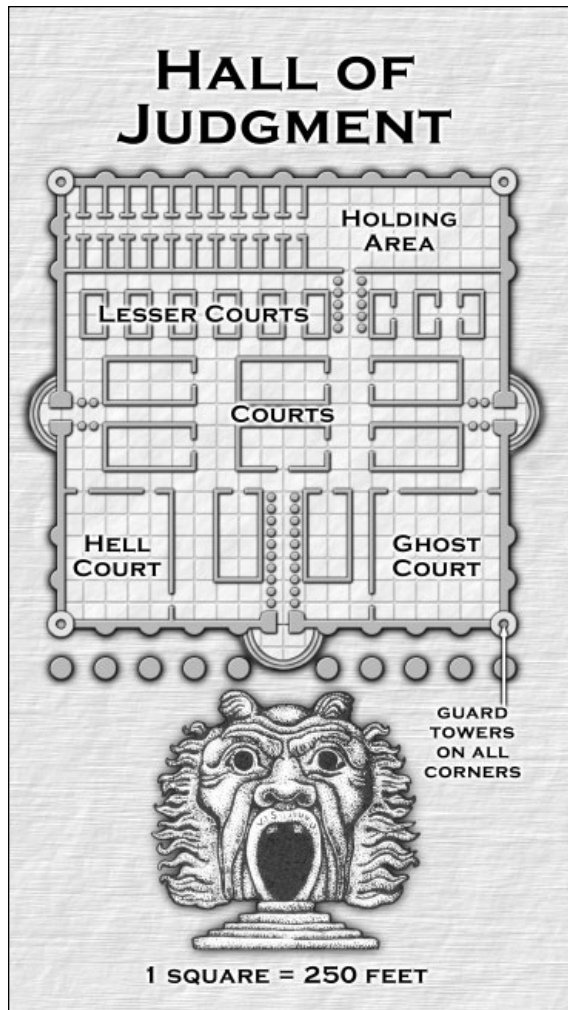
The same cannot be said for his Peasants. The Bronze Bell King is obsessed with creating an enormous bell that rings in pure tones, for some magical or divine purpose that few others understand. Every attempt so far has failed to meet his standards, perhaps because of the nature of the Seventh Court, perhaps because of some impurity in the king himself. Anyone who could provide an alloy or casting method to get him the tone he wants would surely be rewarded.

THE EIGHTH COURT

The Snow King, a giant figure fully 25 feet tall and often encased in ice armor, rules this arctic plane. He is a half-frost giant, half-cryodemon. The land is wrapped in eternal cold, and many of its glaciers are both execution grounds and graveyards. These glaciers, called the Tombfields by the locals, occasionally melt, revealing hundreds or thousands of frozen victims. The Eighth Court trades gladiators, furs, amber, and ice for foodstuffs from the First and Third Courts.

Among the greatest current treasures of the Eighth Court is the *Treasury of Souls*, an artifact that has been passed among the courts for centuries. A cadre of Eunuchs counts





the souls deposited and extracted from it. Its value is that it contains and controls the souls of all the victims ever brought to the Ten Courts, and thus is a record of all the suffering brought about by the Yama Kings. Because it tracks

Lifevision

All undead and many other species of the Ninth Court have lifevision to 120 feet. This form of vision allows them to see living creatures even in total darkness, and to sense life forces. Lifevision also allows them to see undead and other creatures that depend on negative energies, but at only one-quarter the usual range.

Creatures using lifevision cannot see golems or constructs of any kind.

souls (and, some say, can be used as a reservoir of arcane power), it measures the relative standing of the Yama Kings among themselves. It never resides in a particular court for more than a year. When the time comes, the Eunuchs who attend the *Treasury of Souls* carry it through a portal in a ceremonial procession to its next home.

THE NINTH COURT

Shrouded in eternal darkness, the Ninth Court is the land of the Midnight King, a vampire demon. The plane swallows most light and is home to bats, undead, and nocturnal creatures, all of them eager to investigate any new source of illumination. Most creatures that live here have darkvision, lifevision (see sidebar), or other senses unaffected by the lack of light. Hallucinations are common in visitors used to light, and flammable material is extremely scarce.

The only foodstuff available is the flesh of other creatures and a few species of darkness-loving mushrooms. Most of the Ninth Court is an empty, barren land. The few mushroom-farming villages here are inhabited by victims of the earlier courts. The villagers are extremely tough and powerful creatures who are too intractable to be kept anywhere else.

In the Ninth Court, all light-producing magic is one level higher than usual and covers only half the normal area and duration, while all darkness-producing magic is one level lower and doubled in duration and area.

THE TENTH COURT

Ruled by the Yama King of Kings, this court is said to be so deadly that only creatures of epic strength can survive its horrors. Others claim it is a wonderland of ease and splendor, where all creatures of the Ten Courts are rewarded for their service. No one really knows, since none of those dragged off to the Tenth Court has ever returned. Even the exact nature and name of the Yama King of Kings are unknown. His instructions to his followers come from visions or from the lesser Yama Kings.

The Tenth Court is effectively a prison plane, but if it could be visited and destroyed, the planar bonds that hold together the entire constellation of the Ten Courts might be broken and its inhabitants freed.

THE ELEVENTH COURT

Legends (or wishful thinking) tell that an Eleventh Court exists, ruled by the merciful Hermit Saint, a planar warden who guards his truename just as jealously as the Yama Kings guard theirs. He is said to be served by a dozen minor angels and a thousand rescued souls, who do his bidding out of pure gratitude for his mercy.

According to the legend, the Hermit Saint's divine love for all suffering creatures protects and rescues the worthy among the masses of the Ten Courts. It may be that this is merely a ruse, whispered by the Enforcers to keep their slaves docile and the rebellious searching for a place that does not exist. Or it may be that the Eleventh Court holds the secret to unlocking the courts from one another, transforming the serial planes into wandering planes once more.

INHABITANTS

The Ten Courts are home to many outsider species but few natives. The best known are the Hell Judges, yamado Recruiters, ox demons, and vampire demons, all detailed below. But to keep players slightly off balance, throw some exotic creatures into the usual mix. The table on the next page lists a number of creatures appropriate for the Ten Courts, along with their sources.

TYPICAL HELL JUDGE

Hell Judges pronounce sentence on the victims who land in the First Court. The position is held by many different species. The statistics below detail a typical Hell Judge—a red minister (from *Jade Dragons & Hungry Ghosts*, published by Green Ronin Publishing).

Hell Judge, male red minister: CR 12; Medium humanoid; HD 15d8; hp 70; Init +1; Speed 50 feet; AC 21 (+1 Dex, +10 natural), touch 11, flat-footed 20; BAB +8; Grapple +10; Attack +11 melee (1d6+3, critical 20/×2, staff); Full Attack +11 melee (1d6+3, critical 20/×2, staff); SA Heavenly judg-

ment; SQ Infernal traits, spell-like abilities; AL LE; SV Fort +15, Ref +16, Will +21; Str 15, Dex 14, Con 10, Int 17, Wis 19, Cha 14

Skills and Feats: Bluff +11, Disguise +5, Forgery +4, Intimidate +7, Listen +4, Sense Motive +6, Spot +20; Alertness, Disarm, Persuasive, Skill Focus (Spot), Weapon Finesse (staff), Weapon Focus (staff)

Spell-Like Abilities: At will—*charm person*, *discern lies*; 6/day—*charm monster*; 3/day—*suggestion* (verbal components only); 2/day—*detect good*, *detect magic*, *speak with dead*. Caster level 13th. Saving throw DC 12 + spell level. Save DCs are Charisma based.

Heavenly Judgment: Hell Judges bestow punishment in the Hall of Judgment in the First Court. Thanks to their *speak with dead* ability, victims can either cooperate while living or cooperate when dead.

Infernal Traits: Red ministers are immune to fire, poison, and electricity, and have resistance to acid 20 and cold 20. They can see in darkness perfectly, even that caused by *deeper darkness* spells, and they can communicate telepathically with any intelligent creature.



YAMADO**Medium Outsider (Evil, Lawful)****Hit Dice:** 8d8–8 (28 hp)**Initiative:** +2 (+2 Dex)**Speed:** 30 feet**Armor Class:** 19 (+7 adamantine coat of mail, +2 Dexterity), touch 12, flat-footed 17**Base Attack/Grapple:** +8/+3 and +8**Attack:** Spiked club +8 melee (1d8+1/×2) or shuriken +10 ranged (1d4 + knockout poison) or claw +8 melee (1d3, ×2)**Full Attack:** Spiked club +8/+3 melee (1d8+1/×2) and shuriken +10/+5 ranged (1d4 + knockout poison) or claw +8/+3 melee (1d3, ×2)**Space/Reach:** 5 feet/5 feet (Face/Reach 5 feet × 5 feet/5 feet)**Special Attacks:** Knockout poison, *silvertongue***Special Qualities:** Shapeshifting, telepathy, infernal traits**Saves:** Fort +5, Ref +8, Will +8**Abilities:** Str 10, Dex 14, Con 9, Int 12, Wis 15, Cha 20**Skills:** Bluff +12, Diplomacy +20, Disable Device +9, Disguise +18, Forgery +11, Gather Information +10, Hide +13, Intimidate +15, Listen +8, Move Silently +13, Sense Motive +14, Spot +10**Feats:** Alertness, Deceitful, Persuasive**Environment:** Ten Courts of Hell**Organization:** Patrol (2–3), press gang (7–12 plus one leader of 4th–6th level)**Challenge Rating:** 4**Treasure:** Standard**Alignment:** Usually lawful evil**Advancement:** 9–12 HD (Medium), 13–16 HD (Large)**Level Adjustment:** +3**INHABITANTS OF THE TEN COURTS OF HELL**

Creature	Hell	CR	Source	Notes
Achaierai	2nd	5	MM	—
Azer	7th	2	MM	—
Barghest	All	4 and 5	MM	—
Charfiend	1st, 2nd, 3rd	1	CC	—
Chiao	4th	1	JDHG	—
Demon, balor	10th	20	MM	—
Demon, marilith	6th	17	MM	—
Demon, monkey	All	1/2	JDHG	—
Demon, ox	All	8	BCD	Page 174
Demon, vampire	4th, 9th	11	BCD	Page 175
Demon, vroock	4th	9	MM	—
Devil, cornugon	1st and 5th	16	MM	—
Devil, hamatula	5th	11	MM	—
Devil, kyton	5th	6	MM	—
Devil, skin	5th	4	CC	—
Frost worm	8th	12	MM	—
Giant, fire	5th	10	MM	—
Hobgoblin	1st to 4th	1/2	MM	—
Naga, dark	6th	8	MM	—
Ogre mage	All	8	MM	—
Rakshasa	4th	10	MM	—
Red minister	1st	12	JDHG	—
Sennin	11th	—	JDHG	—
Shiko me	9th	3	JDHG	—
Tiger general	4th	14	JDHG	—
Tikbalang (horse demon)	3rd	4	JDHG	—
White-haired ghost	9th	6	JDHG	—
Yamado	1st to 3rd	4	BCD	Page 172
Yasha	All	1	JDHG	—



A successful yamado is one of the Ten Courts' Recruiters, a mistress of lies and promises, or an immoral liar laden with traps and magical trickery. If subtle attempts to bring victims through a doorway voluntarily fail, some yamado fall back on extortion or brute force, but most operate by trickery and deception. Every Recruiter has his or her own strategy. Some use seduction and then *plane shift*, some operate as bandits along busy roads, and still others create charged items that transport their wielders to the Ten Courts.

In its true form, a yamado is a red-skinned humanoid with a shock of blue hair, clawed fingers, fangs, and a ridged brow. Their ribs are typically visible, and spikes sometimes jut from their spines. All wear long, tailored coats or cloaks, with pockets full of sweets, gold, shuriken, and *sleep* potions.

Yamado speak Infernal, Common, and the argot of the Ten Courts.

COMBAT

Yamado are not powerful fighters and rely on surprise and ambush in combat. When they must fight to bring a victim back, they prefer to grapple and then *plane shift*. Despite their claws and fangs, yamado almost never fight with natural weapons.

Recruiters who fail to meet their quota are often returned to the ranks as Enforcers or even as slaves.

Silvertongue (Sp): A yamado has the innate spell-like ability to cast *charm person* or *charm monster* three times per day simply by speaking to a target for 1 round. If the saving throw succeeds (DC 15), the victim is aware of the magical pressure that the yamado applied. If not, he or she views the yamado as a trusted friend, and typically only realizes his or her mistake after arriving in the First Court.

Knockout Poison (Ex): Yamado weapons are envenomed with a knockout poison. This poison causes 2d6 points of

temporary Constitution damage as primary damage, and 2d4 points as secondary damage (Fortitude save, DC 16). If a victim's Constitution drops below 3, he falls into a coma. Most victims recover 1 point of Constitution per day, and thus are very weak when they first awaken in the First Court.

Shapeshifting (Su): Yamado are natural shapeshifters, able to take on the appearance of any intelligent humanoid three times per day.

Telepathy (Su): A yamado can speak to any intelligent creature telepathically.

Infernal Traits: Yamado are immune to fire, poison, and electricity, and have resistance to acid 20 and cold 20. They can see in darkness perfectly, even that caused by *deeper darkness* spells, and they can communicate telepathically with any intelligent creature.

OX DEMON

Large Outsider (Evil, Lawful)

Hit Dice: 12d8+36 (90 hp)

Initiative: +0

Speed: 30 feet

Armor Class: 17 (+8 natural, -1 size) or 24 (+8 natural, +2 shield, +5 banded armor, -1 size), touch 9, flat-footed 17

Base Attack/Grapple: +12/+7/+2 and +21

Attack: Halberd +16 melee (19-20, 3d8+7/×3) or kick +16 (2d6+5/×2) or heavy crossbow +12 (3d8/19-20, ×3)

Full Attack: Halberd +18/+13/+8 melee (3d8+7/×3) or kick +16/+11/+6 melee (2d6+5/×2) or heavy crossbow +12 (3d8/19-20, ×3)

Space/Reach: 5 feet/5 feet
(Face/Reach 5 feet × 5 feet/5 feet)

Special Attacks: Headbutt, knockdown, mighty hoof

Special Qualities: Darkvision 60 feet, infernal traits

Saves: Fort +11, Ref +8, Will +7

Abilities: Str 20, Dex 10, Con 16, Int 7, Wis 8, Cha 6

Skills: Climb +20, Intimidate +13, Jump +20, Listen +14, Search +13, Spot +14

Feats: Power Attack, Cleave, Greater Cleave, Improved Bull Rush, Improved Critical (halberd)

Environment: Ten Courts of Hell

Organization: Watch (2-4), company (7-12 plus one leader of 4th-6th level), legion (21-40 plus 1d4 leaders of 7th to 10th level)

Challenge Rating: 8



Treasure: Standard

Alignment: Usually lawful evil

Advancement: 13–16 HD (Large), 17–20 HD (Huge, horse demon)

Level Adjustment: —

Ox demons are large humanoid demons with the skin, head, and feet of oxen. They are dim but loyal, and they enjoy demonstrating their strength by tearing limbs from their victims. They walk upright with a lumbering gait and prefer heavy, two-handed cleaving weapons such as battle-axes, halberds, glaives, and poleaxes. They wear heavy banded armor over their leathery hides.

Ancient ox demons often become size Huge and grow more horselike, losing their horns. These ox demons typically have names that reflect their roles, such as “Great Gate Guardian” or “Third Minister to the Lesser Chamberlain.”

Ox demons speak Infernal and the language of the Ten Courts.

COMBAT

Ox demons are not sophisticated, but they’re stubborn fighters, reluctant to retreat. Their sharp eyes and suspicious nature makes them excellent guards. Their tactics consist of bellowing for help, charging, and attempting to flatten everything around them.

Knockdown (Ex): On any critical hit or any charge attack, the ox demon’s power may knock an opponent prone. The target is entitled to an opposed Strength check; if the target fails, he or she is knocked prone and stunned for 1 round. Creatures smaller than the ox demon itself suffer a –2 penalty to this check if they are one size category smaller, –4 if two categories smaller, and –8 if three or more categories smaller.

Headbutt (Ex): When an ox demon grapples an opponent, it may knock heads or attempt to gore with its horns. This is treated as an attack of opportunity that the ox demon is entitled to each round that it is grappling. It inflicts 2d10+5 points of goring damage if successful.

Mighty Hoof (Su): Once per day, an ox demon may, as a move action, stamp a hoof and make the earth around it shake, similar to the open ground effect of the *earthquake* spell. Creatures within 80 feet must make a Reflex save (DC 15) or fall down. Fissures open in the earth, and every creature that has fallen has a 25 percent chance to tumble into one (Reflex save, DC 20, to avoid), falling 20 to 50 feet down. The fissures do not close.

Typically, an ox demon stamps its mighty hoof just before attacking suddenly prone characters. An ox demon never needs to make a saving throw to resist the knockdown effect of its own mighty hoof.

Infernal Traits: Ox demons are immune to fire, poison, and electricity, and have resistance to acid 20 and cold 20. They can see in darkness perfectly, even that caused by *deeper darkness* spells, and they can communicate telepathically with any intelligent creature.

VAMPIRE DEMON

Medium Outsider (Evil)

Hit Dice: 16d8+64 (136 hp)

Initiative: +8

Speed: 30 feet, fly 50 (average)

Armor Class: 24 (+4 bone armor, +6 natural, +4 Dexterity), touch 12, flat-footed 18

Base Attack/Grapple: +16/+11/+6/+1 or +18

Attack: Claw +18 melee (1d8+2/×2) or bite +18 melee (1d6 + energy drain) or blood arrow +21 ranged (1d8+1d12 cold plus Constitution drain)

Full Attack: Claw +13/+8/+3 melee (1d8+2/×2) and bite +18 melee (1d6 + energy drain) or blood arrow +21/+16/+11 or +19/+17/+14/+9 ranged (1d8 +1d12 cold plus Constitution drain)

Space/Reach: 5 feet/5 feet

(Face/Reach 5 feet × 5 feet/5 feet)

Special Attacks: Blood drain, energy drain, blood arrows, spell-like abilities

Special Qualities: Darkvision 60 feet, gaseous form, light sensitivity, return from the grave, regeneration 3, life-vision, infernal traits

Saves: Fort +14, Ref +14, Will +8

Abilities: Str 14, Dex 19, Con 19, Int 10, Wis 6, Cha 15

Skills: Disguise +21, Hide +23, Intimidate +21, Listen +19, Move Silently +23, Search +19, Sleight of Hand +23, Spot +19

Feats: Alertness, Blind Fighting, Manyshot, Point Blank Shot, Rapid Shot, Weapon Focus (long bow)

Environment: Ten Courts of Hell

Organization: Solitary, family (2–12) or clan (6–24)

Challenge Rating: 11

Treasure: Double standard

Alignment: Always evil

Advancement: By character class

Level Adjustment: —

Vampire demons are white-skinned, white-haired creatures with long black claws that lust for hot blood. Their eyes burn red. While these demons resemble the undead, they are living creatures. Attempts to turn vampire demons are always futile. Vampire demons do not reproduce through undead infection of victims, but through the rape and impregnation of warm-blooded humanoids. The birth of a young vampire demon invariably kills the mother.

Adult vampire demons typically wear armor made from the bones of their victims, reinforced with woven strips of leather and steel.

Vampire demons speak Infernal and the argot of the Ten Courts.

COMBAT

Vampire demons prefer to fight in darkness against single opponents. They think of themselves as assassins for the Yama Kings, not soldiers. They always fire at least 2 full rounds of blood arrows before closing to melee, and often more, because of their long-range darkvision and lifevision.

Blood Arrows (Su): Arrows fired from a vampire demon's long composite bow are frozen and imbued with negative energy. These "blood arrows" inflict 1d12 points of cold damage and 1 point of temporary Constitution damage as well as normal arrow damage (Fortitude save, DC 20, to negate).

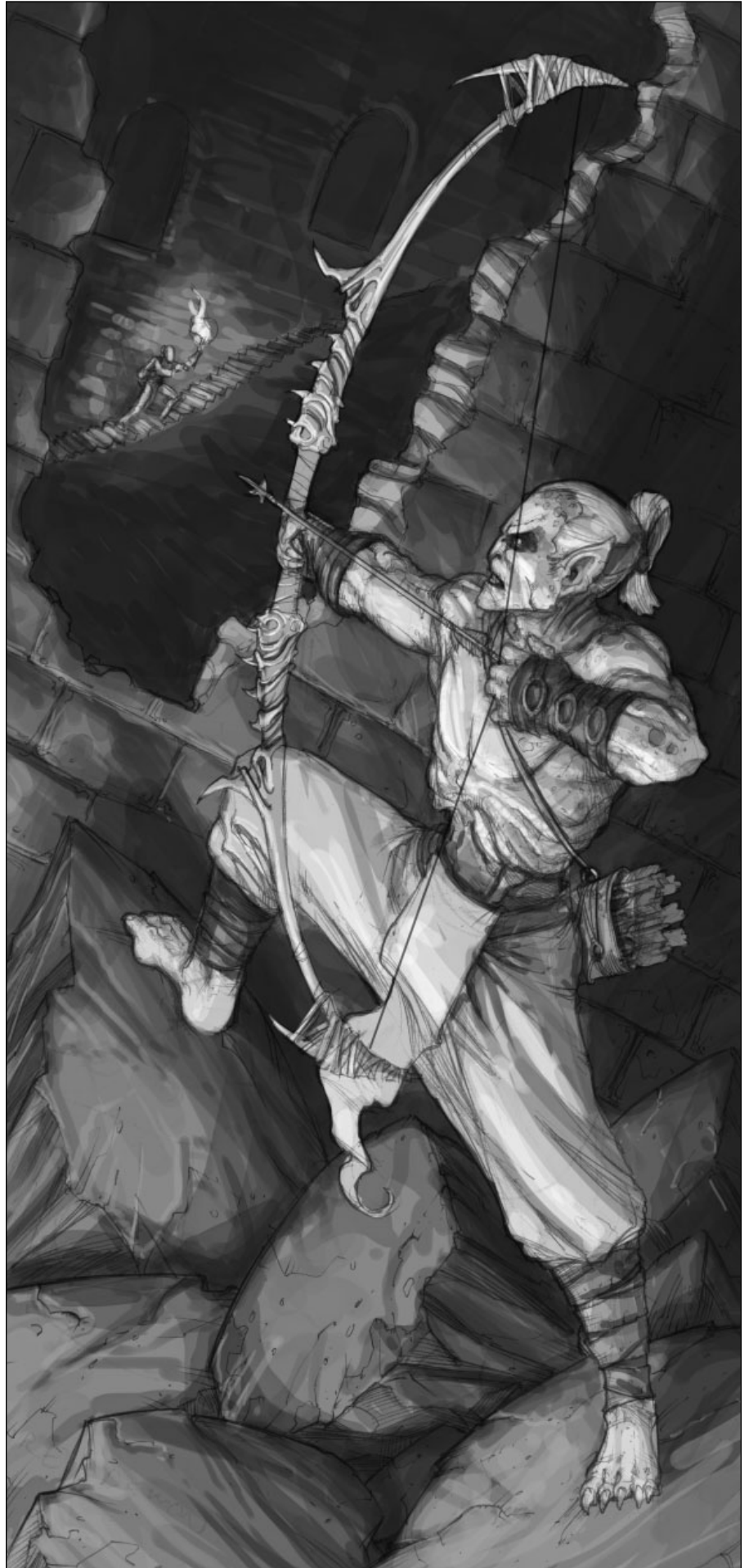
Blood Drain (Ex): A vampire demon can suck blood from a living victim with its fangs by making a successful grapple check. If it pins the foe, it drains blood, dealing 1d4 points of Constitution drain each round. On each such successful drain attack, the vampire gains 5 temporary hit points.

Energy Drain (Su): Living creatures hit by a vampire demon's claw attack gain one negative level (Fortitude save, DC 15, to remove the negative level). For each such negative level bestowed, the vampire demon gains 5 temporary hit points.

Fast Healing (Ex): A vampire demon heals 3 points of damage each round so long as it has at least 1 hit point. It cannot regenerate fire damage or damage from holy weapons.

Gaseous Form (Su): As a standard action, a vampire demon can assume *gaseous form* at will as the spell (caster level 6th), but it can remain gaseous indefinitely and has a fly speed of 20 feet with perfect maneuverability.

Lifevision (Ex): All vampire demons have lifevision to 120 feet. This allows them to see living creatures even in total darkness and to sense life forces. Lifevision also allows them to see undead and other creatures that depend on negative energies, but only within 30 feet. Vampire demons using lifevision can't see golems or constructs.



Return from the Grave (Su): A vampire demon must always be killed twice. When it is reduced to 0 hit points in combat, it falls down dead. However, this is not a true death. The negative energies within its infernal body restore 10 hit points per round, though the external appearance of the creature remains that of a corpse. When it reaches full hit points, the vampire demon resumes consciousness and jumps up, ready for action. A vampire demon can return from the grave only once per day, so if it's killed a second time during that time period, it stays dead.

Spell-Like Abilities: 3/day—*deeper darkness* (DC 12). Caster level 16th. Save DC is Charisma based.

Infernal Traits: Vampire demons are immune to fire, poison, and electricity, and have resistance to acid 10 and cold 10. They can see in darkness perfectly, even that caused by *deeper darkness* spells, and they can communicate telepathically with any intelligent creature.

USING THE TEN COURTS OF HELL

The Ten Courts of Hell are a challenging collection of planes, meant to be a short and dramatic detour from a plane-hopping adventure, not an ongoing campaign. Player characters can get trapped in the Courts easily, so beginning these adventures is never an issue. They can reach the Courts by:

- Entering a planar portal that they don't know
- Being tricked into using a cursed magical device given to them by a Recruiter
- Going deliberately to rescue someone else
- Being captured and dragged off for judgment by a Hell Judge or yamado
- Falling into a trap set by a Yama King's servant to catch likely victims

Regardless of how they arrive, most PCs will be eager to leave. Adventures in the Ten Courts railroad the characters at the start, so they shouldn't last too long and should offer plenty of action and chances for heroism. In other words, your job as DM is to make their escape memorable.

First, give the players a sense of what the Courts are like. Even with magic and the planes' innate regenerative power, characters will quickly find that they can't save everyone. There are armies of Enforcers and Recruiters. Most victims are too cowed and beaten to fight back, and any failed attempt at escape guarantees that the PCs will be sent to a higher, deadlier court.

Freedom comes in one of four ways: The PCs can arrive on their own and fight their way out; they can be rescued by someone else (rather embarrassing, for heroes) such as the

Hermit Saint, who saves the souls of those who appeal to him; they can be so stealthy and attract so little attention that they escape unnoticed; or they can bribe the plane's corrupt guardians.

Combat is an unlikely option except for PCs who are smart enough to know when to cut and run, and mobile or stealthy enough to evade pursuit. While individual Recruiters and Enforcers may be weak, eventually ox demons and vampire demons will arrive, and finally a Yama King. The PCs must kill tens of thousands of courtiers to escape. The Yama Kings have armies at their disposal, and the characters don't. Make this obvious to the PCs early, before they get into a situation that dooms the entire party. Describe an army drill ground visible from the First Court to make the point clear.

While you should make the party aware of the existence of the Hermit Saint, it's far better if the group doesn't actually appeal to him for help. He's a "Get Out of Hell Free" NPC, but if he just shows up whenever the PCs need him, the horror and grinding misery of the Courts become a sham. Every victim could simply call on him and leave. So, the Hermit Saint rarely answers (require a Charisma check, DC 20, for success in a call) and always demands a price in return for his service. Those whom he rescues are bound to answer *his* call in the future. This call will come for each PC separately within 6d6 days. The call should come at an inconvenient time for the party and require real risks and smart thinking for the summoned PC to rescue another victim from the Courts. If things go very wrong, the PC himself might be recaptured by the Ten Courts.

Bribery is one of the smarter and easier ways to get around the Courts. Successful bribes require gold or magic

BRIBES

CR of Creature to be Bribed	Minimum Gold Required*
1–2	1d4 × 100 gp
3–4	1d6+3 × 100 gp
5–6	1,000–1,900 gp
7–9	2,000–3,900 gp + prefer gems
10–12	4,000–5,900 gp + strongly prefer gems
13–15	5,000–9,900 gp + potions or gems required
16–19	10,000 to 50,000 + minor magic required
20+	Magic items only

* Each doubling of the minimum grants a +2 circumstance bonus to the related Diplomacy check, to a maximum of +10.

items as shown on the table on the previous page, but money alone isn't enough. The briber must know how to make the offer properly. This is represented by a successful Diplomacy check, opposed by a Sense Motive check made by the target. If the bribe roll succeeds, the creature stays bribed and the PC's request is granted. If the bribe roll fails, the money is still lost, but the requested action is not performed. After all, who can the PCs appeal to for justice?

ADVENTURES

Adventures in the Ten Courts are stories of rescues, escapes, flight, and survival.

THE OPEN DOOR (4TH TO 6TH LEVEL)

While confined and awaiting sentencing in the First Court, the PCs are offered an opportunity to bribe one of the ox demons guarding their cells. In exchange for secret knowledge of a planar portal or healing for a grievous wound that has failed to regenerate, the demon promises to leave a door open that night, a door that leads out of the holding cells and to a portal back to a friendly plane. Is the offer genuine? How can the weaponless characters defend themselves against anyone who might stop them on the road outside the prison? And does the promised portal really lead to freedom, or just to the ox demon's personal slave pens? The escape is just the beginning here, and the party may need to escape a second time after stepping through the portal.

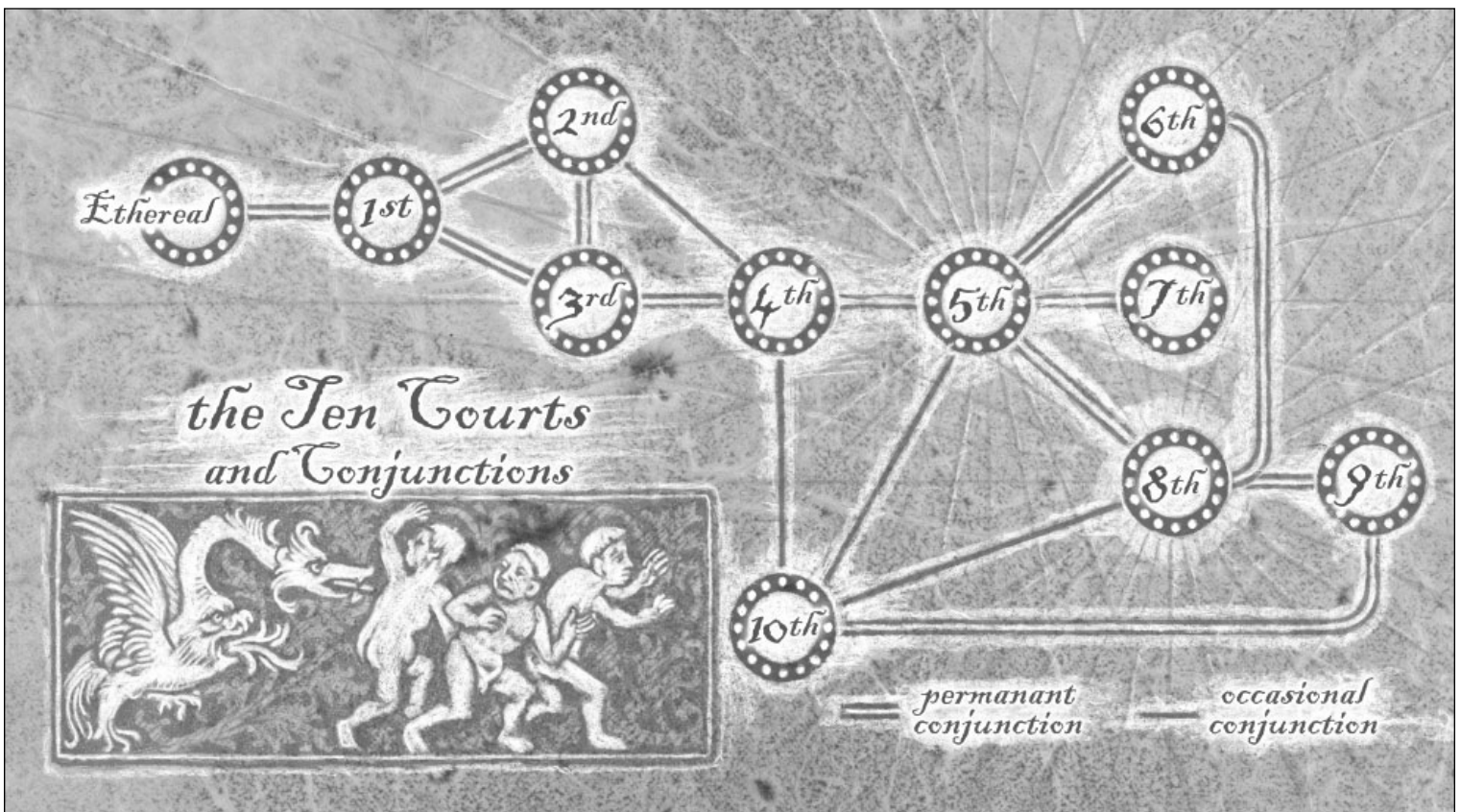
THE WAYWARD SCHOLAR (7TH TO 9TH LEVEL)

A wise man is missing from his home, vanished in the night. The papers he was studying when he disappeared discuss a wondrous library, but they are part of a planar trap leading the reader to the Ten Courts. Characters who read the documents must make a Will save (DC 18) or be transported to the First Court, where they'll end up in the same holding cell as the scholar. Together, they must find a way out before they are judged and sentenced.

THE BARGAIN (8TH TO 10TH LEVEL)

If the PCs have visited the Ten Courts before, they may loathe the place. But a Recruiter makes them an offer: Come to the Ten Courts and learn magic strong enough to open planar portals. The only catch is that they must give the Recruiter 10 victims in exchange, and they must still pass the stringent entrance examination of the Three Courtly Schools in the Fourth Court to qualify.

If the characters refuse, the Recruiter sweetens the offer by specifying that the victims need not be innocents. Some tough orcs would be sufficient, and surely other humanoids are even more deserving of suffering. If they refuse again, the Recruiter leaves; he's not a fighter. But if the PCs accept, they discover that the entrance exam is very difficult—they must make a Knowledge (the planes) check against DC 20 to pass. What's more, the 10 victims are now their entourage of servants. If the PCs fail to protect them or try to set them free, the victims will suffer and may die before their eyes.



Tevaeral, Magic's Last Stand

Tevaeral is a world where magic quickly fades and the use of magic is a thing hated by most. The last remaining spellcasters attempt to fight for their very survival in a land where everything has turned against them. Visitors who come to Tevaeral are likely to be asked to choose a side in the conflict over magic and its use.

The world of Tevaeral is most likely not so very different from the world the PCs call home. Day and night, sun and moon, changing seasons, green grass, tall trees, plenty of seemingly normal animals—there is much that a traveler finds comforting and familiar. However, many visitors find one aspect of the world strange: Magic as a force is fading away. These days, one almost never encounters creatures with magical spell-like or supernatural abilities such as unicorns, nagas, basilisks, or dragons, just to name a few. The world has become almost entirely mundane.

A WORLD OF FADING MAGIC

The vast majority of the intelligent inhabitants of Tevaeral are human except that their skin is of varying shades of blue and their hair is always white, violet, or dark blue. Those of fair skin have an icy hue to their flesh, while darker skin tones range from royal blue to even a midnight blue. They are usually slightly smaller in build and shorter in height than standard humans of other worlds.

Virtually all the world's inhabitants are commoners, warriors, experts, aristocrats, fighters, rogues, and barbarians. The rangers, paladins, and monks are few, and there are no clerics or druids. Because the handful of bards, wizards, and sorcerers left in the world are feared and hated, they have all gathered together to defend themselves.

SPELLCASTING AND MAGIC

IN TEVAERAL

Magic is quickly fading from the world. Arcane spells are becoming more difficult to cast. Already, 9th-level arcane spells no longer function—their complex magical processes have collapsed in on themselves without the ambient magical power around to sustain them. Not that any natives of Tevaeral could cast such spells, anyway. Maon, leader of the resistance, is the most powerful arcane spellcaster in the world, and she cannot cast spells higher than 5th level. (See page 181 for more on Maon.)

All arcane spells face a spell failure chance equal to their level multiplied by 5 percent. This chance is added to any existing spell failure chance (such as for a caster wearing

armor). A commanding knowledge of magic and its intricacies allows a spellcaster to cope with the failure chance and compensate for it, but this requires a Spellcraft check (DC 25 + spell level). Success means the spell functions normally, although standard spell failure chances may still apply.

Divine spells function normally, but there are currently no divine spellcasters on Tevaeral. There are no clerics and druids, and the few rangers and paladins never advance beyond 3rd level. Faith in deities among the inhabitants of this world, never terribly strong, has been almost completely replaced by a more secular style of belief called the Unity. The Unity's adherents believe that

conformity and a joining together of opinion, emotion, and spirit among all people will result in the advancement of all. The Unity has no priests, as such, although adherents called Moderators act as guides, teaching others about the Unity and how better to achieve its unifying principles.

Like spells, spell-like abilities used here have a spell failure chance. Abilities used from magic items also have a spell

Planar Notes

Name: Tevaeral

Type: Alternate world

Common Conjunction Planes:

Dim Quamol—A world with no sun, but illuminated by surprisingly bright stars in a perpetual twilight. The humans living here have no concept of good or evil, and a godlike being called the Sentinel works to ensure that no one teaches them.

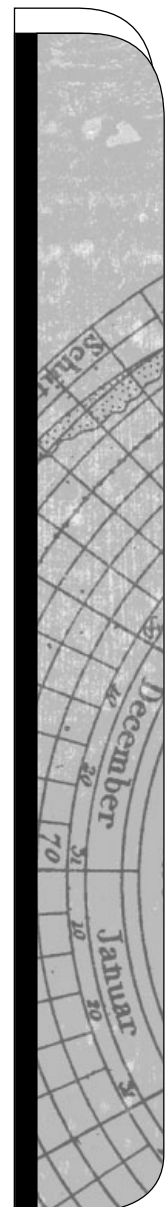
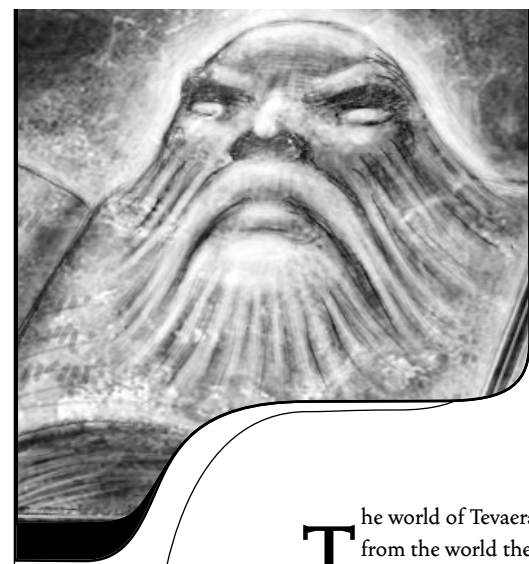
The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

The Nexus—A transdimensional crossroads filled with doorways (see Chapter One: *The Countless Worlds*).

Norpath—A chaotic hell of demons swimming through a miasma of energies, elements, liquids, gases, thoughts, and wild spells.

Praemal—An alternate world once closed off as a prison plane but now open with many conjunctions. Here powerful beings of chaos called the Galchutt recently loomed as an all-consuming threat from where they dwelled beneath the city of Ptolus.

Xeraph—An empty land filled with ancient obelisks built by a long-gone race of giants, each containing some clue to a vast secret involving a multitude of unique power word spells.



failure chance. Even supernatural abilities have a 50 percent chance to fail at any given time, minus 5 percent per 2 HD (so the supernatural abilities of an 8 HD creature have a 30 percent chance to fail).

HISTORY

Stories say that long ago Tevaeral was ruled by elves. No trace of this elven race remains, and, in fact, many Tevaeralans no longer believe they ever existed. (Locals

treat elven visitors to the world with either awe or hatred, depending on the individual.) These elves, the stories say, fought terrible wars against the previous masters of Tevaeral, the dragons. The elves eventually managed to wipe out most of the dragons, but this took centuries, and in that time they saw their magic begin to diminish. With diminished spells and magic weapons, and weary after so many years of war, the elves were unable to stand against the tide of humans that drove them from their lands and—apparently—from the very world itself.

What the elves discovered too late was that in Tevaeral, the dragons were the physical manifestation of magical power. As the dragons died, so too did magic begin to fade. The elves who sur-

vived the onslaught of humanity fled the world altogether. But the azure-hued humans of Tevaeral continued their campaign not only against the dragons but against all the world's magical creatures. For so long, humans had been cowed by the elves and terrified of the magical beasts that haunted the woods, mountains, and oceans. Now the

humans sought to take the world for themselves, and their crusade was brutal and effective—particularly since the magical creatures they attacked faced diminishing personal power.

Eventually, the people of Tevaeral even turned on themselves, specifically on practitioners of the arcane arts. Even though human mages had helped their fellows hunt down and destroy the magical creatures around them, the non-spellcasters felt they could never truly trust magic of any kind. Soon wizards, sorcerers, and even bards had to flee to escape the gallows or the point of a sword. Magical items were destroyed in huge pyres that gave off strange glows and occasionally bursts of pyrotechnic displays as the sorcerous power faded.

THE STRONGHOLD AT NAEV

The mages of Tevaeral fled their homes and gathered together for safety. Under the leadership of a wizard named Maon, the mages today manage to hold a small vale once called Naev. Naev and the regions surrounding it are temperate and wet, with lush vegetation thriving everywhere. A few villages in areas cleared of the towering conifers dot the landscape. A large city, Cardaeram, lies about 200 miles to the east, on the coast of a cold ocean. Within Naev itself, a chill white river called the Zimos roars out of the Aethir Mountains toward the east. Next to the river, an old castle of grey and white stone stands, a reminder of earlier times. The mages have claimed the keep, nowadays known as Naev Keep, as their last bastion. Six miles east of the castle, the main force of the defending spellcasters maintains a defensive line on both sides of the river, stretching across the valley. At the very mouth of the valley, sentinels on two towers watch for foes coming along the river to the west—the only approach into the Vale of Naev without the aid of magic or a flying beast. Between the two towers, across the entrance to the valley, the mages cast spelltraps of all sorts (see sidebar at left and map on page 185).

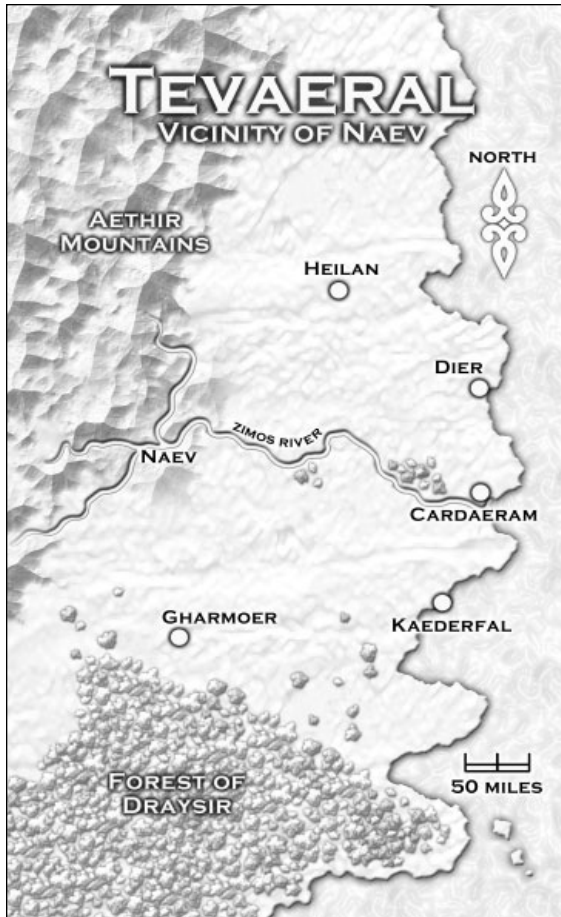
There are about 250 spellcasters or so in the valley, along with about 100 nonspellcaster allies, servants, cohorts, and sympathizers. Holed up with the mages are the remnants of most of the world's magical creatures—a gynosphinx, a handful of various sprites, a nymph, a doppelganger, an ogre mage, three water nagas, and a bronze dragon named Reaal. Some of these creatures make for strange bedfellows, but their very lives are all at stake and thus they work together out of necessity. Likewise, the human spellcasters themselves span the gamut of outlook and alignment but work together fairly well despite the fact, simply out of desperation.

The Spelltraps

Using a complex series of spells working together, the mages have created a defensive field laced with death-dealing magic at the entrance to the Vale of Naev. Anyone passing through this field, which stretches several miles overland and rises 100 feet above- and belowground, must make a Will saving throw (DC 18) every 20 feet of distance crossed. Failure indicates one of the following random effects (roll 1d6; caster level 10th for all effects):

1d6	Effect
1	Subject is affected by the insanity spell.
2	A 6d6 fireball detonates at the subject's feet, affecting the subject and all within 20 feet (Reflex save, DC 18, for half).
3	Subject falls unconscious for 1d10 minutes, during which time he or she cannot be roused except by magic.
4	Subject is affected by the fear spell.
5	Subject is stunned for 1d6+1 rounds.
6	Subject suffers a -4 penalty to Will saving throws for the next 1d6 minutes.

Not surprisingly, the spelltrap field has successfully repelled all attempts to move a large force into the valley to attack the mages.



REEAL

Reeal, the last dragon in the world, is a quiet, contemplative sort. Given more normal times, he would dwell in a secretive lair somewhere and live a life of serene thought, meditation, and occasionally study. But that was not meant to be Reeal's fate. As one of the most powerful figures defending the Vale of Naev, the others constantly turn to him for support—both physical and moral. Oftentimes, it just helps the mages to know there's a dragon behind them when things appear dire.

What almost no one alive realizes is that it is Reeal who carries on his scaled shoulders all the remaining magic of the world. If Reeal dies, magic dies with him.

Reeal, juvenile bronze dragon: CR 9; Large dragon (water); HD 15d12+45, hp 142; Init +4; Speed 40 feet, fly 150 feet (poor), swim 60 feet; AC 23, touch 9, flat-footed 23; BAB +15; Grapple +23; Attack +18 melee (2d6+4, bite); Full Attack +18 melee (2d6+4, bite), +17 melee (1d8+2, 2 claws), +16 melee (1d6+2, 2 wings), +16 melee (1d8+6, tail slap); Space/Reach 10 feet/5 feet (bite 10 feet) (Face/Reach 5 feet

× 10 feet/10 feet); SA Breath weapon, spell-like ability, spells; SQ Alternate form, darkvision 120 feet, immunity to electricity, sleep, and paralysis, low-light vision, water breathing; AL LG; SV Fort +12, Ref +9, Will +13; Str 19, Dex 10, Con 17, Int 18, Wis 19, Cha 18

Skills and Feats: Appraise +9, Bluff +9, Concentration +20, Diplomacy +25, Disguise +21, Hide +5, Intimidate +11, Knowledge (arcana) +9, Knowledge (local) +9, Knowledge (nature) +9, Listen +21, Search +21, Sense Motive +21, Spellcraft +23, Spot +21, Swim +8, Survival +9; Flyby Attack, Hover, Improved Initiative, Multiattack, Weapon Focus (claw), Wingover

Possessions: None

Alternate Form (Su): This bronze dragon can assume any animal or humanoid form of Medium size or smaller as a standard action three times per day. This ability functions as a *polymorph* spell cast on itself at its caster level, except that the dragon does not regain hit points for changing form and can only assume the form of an animal or humanoid. The dragon can remain in its animal or humanoid form until it chooses to assume a new one or return to its natural form.

Breath Weapon (Su): 60-foot line, 8d6 points of electricity damage, Reflex save, DC 20, for half; or 40-foot cone, repulsion 1d6+4 rounds, Will save, DC 20, negates

Spell-Like Ability: At will—*speak with animals* (DC 14). Caster level 4th. Save DC is Charisma based.

Spells Known (6/6; save DC 14 + spell level, as 3rd-level sorcerer): 0—*daze, detect magic, mage hand, ray of frost, read magic*; 1st—*mage armor, magic missile, shield*

Water Breathing (Ex): The dragon can breathe underwater indefinitely and can freely use breath weapon, spells, and other abilities underwater.

MAON

Maon is a strong-willed, determined woman with skin of the palest blue—almost milky white. She stands only 5 feet tall, but she seems taller due to her confidence and presence. Her very dark blue hair is long but she keeps it pulled back into a single braid woven with small wooden dowels, each carved with the name of a mage ancestor, as is her family's tradition. She fears that she will be the last of her family line, and that no one will ever wear her name in their hair.

She is the most powerful spellcaster left alive in all of Tevaeral. She spends her free time, which is always at a premium, making scrolls for the other spellcasters. She has a collection of most of the world's remaining wands, many of which are running dangerously low on charges. The skill of making new wands is lost in Tevaeral now, so she uses them sparingly.



Maon speaks Auran, Draconic, Infernal, and Terran, in addition to Common.

Maon, female (Tevaeralan) human Wiz9: CR 9; Medium humanoid; HD 9d4+27; hp 51; Init +1; Speed 30 feet; AC 11 (+1 Dex), touch 11, flat-footed 10; BAB +4; Grapple +3; Attack +4 melee (1d6–1, quarterstaff); Full Attack +4 melee (1d6–1, quarterstaff); SA Spells; AL LG; SV Fort +6, Ref +4, Will +10; Str 9, Dex 12, Con 17, Int 19, Wis 14, Cha 17
Skills and Feats: Bluff +5, Craft (carpentry) +15, Craft (masonry) +8, Knowledge (arcana) +13, Knowledge (architecture and engineering) +11, Knowledge (geography) +14, Knowledge (history) +13, Knowledge (local) +13, Knowledge (nobility and royalty) +6, Knowledge (the planes) +14, Spellcraft +14; Combat Casting, Diligent, Empower Spell, Heighten Spell, Iron Will, Maximize Spell, Scribe Scroll

Possessions: Masterwork quarterstaff, *wand of lightning bolt* (5th level, 3 charges), *wand of heroism* (5 charges), *wand of fly* (9 charges), *wand of protection from fire* (17 charges), *wand of shield* (11 charges), *potion of levitate*, pair of gold earrings (25 gp each), gold ring (50 gp)

Spells Prepared (4/5/5/4/3/1): 0—*dancing lights, daze, detect magic, mending*; 1st—*burning hands, disguise self, mage armor, magic missile, obscuring mist*; 2nd—*locate object, Mel's acid*

arrow, mirror image, protection from arrows, shatter; 3rd—*blink, fireball, haste, summon monster III*; 4th—*dimension door, heightened fireball, polymorph*; 5th—*transmute mud to rock*

Maon's Spellbook: 0—*acid splash, arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue*; 1st—*burning hands, disguise self, feather fall, mage armor, magic missile, obscuring mist, shocking grasp, silent image*; 2nd—*alter self, gust of wind, knock, locate object, Mel's acid arrow, mirror image, owl's wisdom, protection from arrows, shatter, Tash's hideous laughter*; 3rd—*blink, fireball, fly, haste, summon monster III*; 4th—*dimension door, polymorph, remove curse, scrying, solid fog*; 5th—*big interposing hand, transmute mud to rock*

THE SPELLBOOK

One of the greatest advantages that the mages of Naev possess is “the Book.” Also known as the *Book of Eldritch Might*, this artifact provides them with knowledge and spells. They ask the intelligent spellbook for advice and get just about any spell they need from it.

Unbeknownst to the book’s “owners,” it actually likes the fact that magic is on the decline. It believes itself to be the last artifact in the world, and it prefers it that way. It has so far kept from them the reason the magic is fading

(the disappearance of the dragons), although even it does not know about the *Dragondoom* (see page 184). If it found out about this artifact that banishes dragons, its unthinking response would most likely be to want it destroyed—which, ironically, would then allow the dragons, and potentially magic, to return.

The book does not want to see the mages of Naev destroyed. It enjoys their devotion and affection. Nor does it wish to see magic further diminished, so it is secretly intent on protecting Reaal. In fact, it has a spell within its pages that could seal off the valley forever from intruders. The Book intended to give it to them, but it did not predict there would no longer be a spellcaster left in the world who could cast this 9th-level spell. It seeks a way to get that spell cast or perhaps find another way to preserve what magic and mages remain in Tevaeral. Eager to help, the Book may even be convinced now to reveal the link between the dragons and magic.

Book of Eldritch Might: This book began as a simple spellbook, but it grew over many centuries, with pages added by more and more arcanists as it fell into new hands. Eventually magic was used to make the space within its pages virtually infinite.

This tome has passed through numerous owners, and has even been copied occasionally—although the copies are always incomplete (yet still function as *books of infinite spells*). The book itself eventually came into the possession of a very old but minor divine being. This being assumed the book's form permanently. Its original name is known only to itself, preferring now to be referred to as "the Book."

When the *Book of Eldritch Might* is open, this being can form the image of a humanlike face within the pages.

The Book is extremely knowledgeable on virtually all topics. Characters can consult it as if it had bardic knowledge as a 20th-level bard with Intelligence 30 (so it adds +30 to its check). However, the difficulty comes in getting the Book to answer a question or answer it truthfully and completely. This challenge requires a Diplomacy check (DC 25) each time a character asks a question (the elder god within is cantankerous, quick to anger, and petulant—dealing with it extensively can be exhausting). Anyone who reads the *Book of Eldritch Might* (a task requiring one month of uninterrupted study) gains a +4 permanent intuitive bonus to Knowledge (arcana) and Spellcraft checks, plus a free meta-

magic, eldritch*, or item creation feat. The book is filled with arcane spells—literally hundreds and hundreds of them, some of which have not been seen or cast in more than a thousand years.

Wizards can copy these into their spellbooks, and sorcerers can learn them as normal. Once per day, characters can consult the Book on the topic of arcane spells, and it will magically copy a random spell into the user's spellbook (with no time or gold piece cost). A Diplomacy check (DC 25) is required to convince the Book to do this, as mentioned above. If taken away from the mages in Naev, there is a (non-cumulative) 2 percent chance per day that the Book will mysteriously disappear from its owner, no matter what precautions are taken.

Strong evocation; caster level 20th; 10 lbs.

*See *The Complete Book of Eldritch Might* for *eldritch feats*.

THE UNITY

The Unity is a quasi-religious belief system that teaches that one should rely on oneself rather than on such external forces as gods or magic. Skill and knowledge are what makes a person strong, says the *Book of Grand Unity*, not spells or magic

items. Magic is a crutch, it says, not a tool. It is a distraction and a danger. Magic can never be fully controlled, so it should be left alone; the fact that magic is failing now is a sign of its fickle, uncontrollable nature. The beliefs of the Unity empower those who hold them. Doctrine tells them they can do anything they put their minds too—and on their own terms.

The Unity was founded 500 years ago by a human named Daeral of the Heaun. He hated spellcasters and magic with a burning ire and spoke of their evils to anyone who would listen. Eventually he wrote the *Book of*

Grand Unity, which loyal followers copied and spread throughout the land. It took generations, but eventually his philosophy of self-reliance and improvement (laced with magic-hating diatribes) became the dominant belief system in Tevaeral.

Just over 140 years ago, the elders within the Unity organizational hierarchy began encouraging local lords and magistrates to outlaw spells and magic use. Where they succeeded in convincing a patron, they then aided the locality by providing free manpower and often funds for developing public works, local agriculture, or building infrastructure. They also helped enforce new laws made against spellcasters.

“
*One of the greatest
 advantages the mages
 possess is The Book.*
 ”

Eventually, these programs succeeded so well that almost every local ruler threw in with the Unity. Wizards, sorcerers, and other spellcasters fled, though a few fought back. But the mages' occasional successes only contributed to their eventual downfall. For every squad of soldiers they slew with a *fireball*, they convinced many more nonspellcasters of the threat they posed. Worse still, they began to see their spells fail them. New generations of sorcerers never appeared. Fewer and fewer took up the study of wizardry. The spellcasters were fighting a losing battle.

Soon, the Unity began recruiting conscripts directly and assembling their own army. These troops they sent against various enclaves of spellcasters that had hidden themselves away. The battles that ensued were always vicious and destructive. But while the wizards and sorcerers had magic on their side, that magic dwindled in power every day. And the Unity's ranks only grew. It was a war of attrition that the mages could not win.

As it brought the people together against the spellcasters, the Unity grew in political as well as social power. The Unity elders became more powerful than kings. Though the Unity claims no land and technically rules no people exclusively (except for those in its own army), the organization's influence over its followers ignores all borders. Because even most princes and dukes ascribe to the teachings of the Unity, the religious hierarchy ultimately controls them as well. Rulers who do not follow the Unity or who attempt to work at cross purposes with the organization find their castles besieged by the forces of the neighboring Unity-loyal nobles or sometimes even by the army of the Unity itself.

Unity leadership is a geriatocracy. The elders of a community who adhere to the tenets of the Unity advance into the local hierarchy, while some go on to become leaders in the centralized hierarchy. So far, the goals of the Unity have been merely twofold: to spread the teachings of the *Book of Grand Unity* and to eradicate magic-using people and creatures. Other than that, they generally leave individual kingdoms and principalities to act as they will. Many nobles fear the day when this will change: When magic is eventually eliminated, the Unity will need to focus on something else. These rebellious, worried nobles secretly sympathize with the cause of the mages in the Vale of Naev and would help them if it did not mean their own doom.

Unity Conscript, male or female human War: CR 1; Medium humanoid; HD 1d8+1; hp 9; Init +0; Speed 20 feet; AC 18 (+6 armor, +2 shield) touch 10, flat-footed 18, armor check penalty -6; BAB +1; Grapple +2, Attack +3 melee (1d6+1, critical 20/x3, spear), or +1 ranged (1d6+1, critical 20/x3, spear); Full Attack +3 melee (1d6+1, critical 20/x3, spear), or

+1 ranged (1d6+1, critical 20/x3, spear); AL N; SV Fort +3, Ref +0, Will +2; Str 13, Dex 10, Con 12, Int 10, Wis 10, Cha 11

Skills and Feats: Climb -3, Handle Animal +4, Ride -2, Spot +1; Iron Will, Weapon Focus (spear)

Possessions: Banded armor, heavy shield, spears (2), short sword, dagger, 15 gp

Unity Captain, male or female human War: CR 2; Medium humanoid; HD 3d8+3; hp 20; Init +0; Speed 20 feet; AC 20 (+8 armor, +2 shield); touch 10, flat-footed 20, armor check penalty -6; BAB +3; Grapple +4; Attack +5 melee (1d8+1, critical 19-20/x2, longsword); Full Attack +5 melee (1d8+1, critical 19-20/x2, longsword); AL LN; SV Fort +4, Ref +3, Will +4; Str 13, Dex 11, Con 12, Int 11, Wis 12, Cha 11

Skills and Feats: Climb -2, Intimidate +4, Listen +2, Ride -2, Spot +3; Iron Will, Lightning Reflexes, Weapon Focus (longsword)

Possessions: Plate armor, heavy shield, longsword, dagger, 20 gp

DRAGONDOOM

What no one but a few of the Unity hierarchy's elders realizes is that Daeral of the Heaun was not only instrumental in the downfall of spellcasters, he instigated the waning of magic as well. The Heaun were a magic-using folk that lived far to the east. One of their greatest mages created a powerful artifact known as the *Dragondoom*. With it, a wielder could banish a dragon from Tevaeral forever, forcing it onto another plane. She fashioned the greenish-black gemstone to banish a powerful dragon enemy of hers, then gave it to Daeral's grandfather, not realizing its potential for further harm. Eventually, it fell into Daeral's hands. He learned that the fewer dragons there were in the world, the weaker magic became. He created a secret order of "dragonslayers" called the Doombringers. These knights traveled on their warhorses across the world using the *Dragondoom* gem to banish or slay every dragon they could find. The dragons, their numbers already diminished by their long wars with the elves, faced extinction.

The Doombringers flourished for centuries, keeping their existence a secret even to dragonkind. The dragons at large, being rather insular and uncommunicative, did not realize they once again were being hunted and eliminated until it was far too late. Now only one dragon remains. Interestingly, though, the Doombringers do not yet realize that Reael is the last dragon; although they know about him, they still hunt for others.

As they move about murdering dragons regardless of alignment or outlook, the Doombringers can only be described as evil. Their leader, a man named Tycho, wields

the *Dragondoom* and is as sadistic as they come. Out of necessity, the Doombringers use magic weapons and armor, even where illegal.

Typical Doombringer, male or female human Ftr9: CR 9;

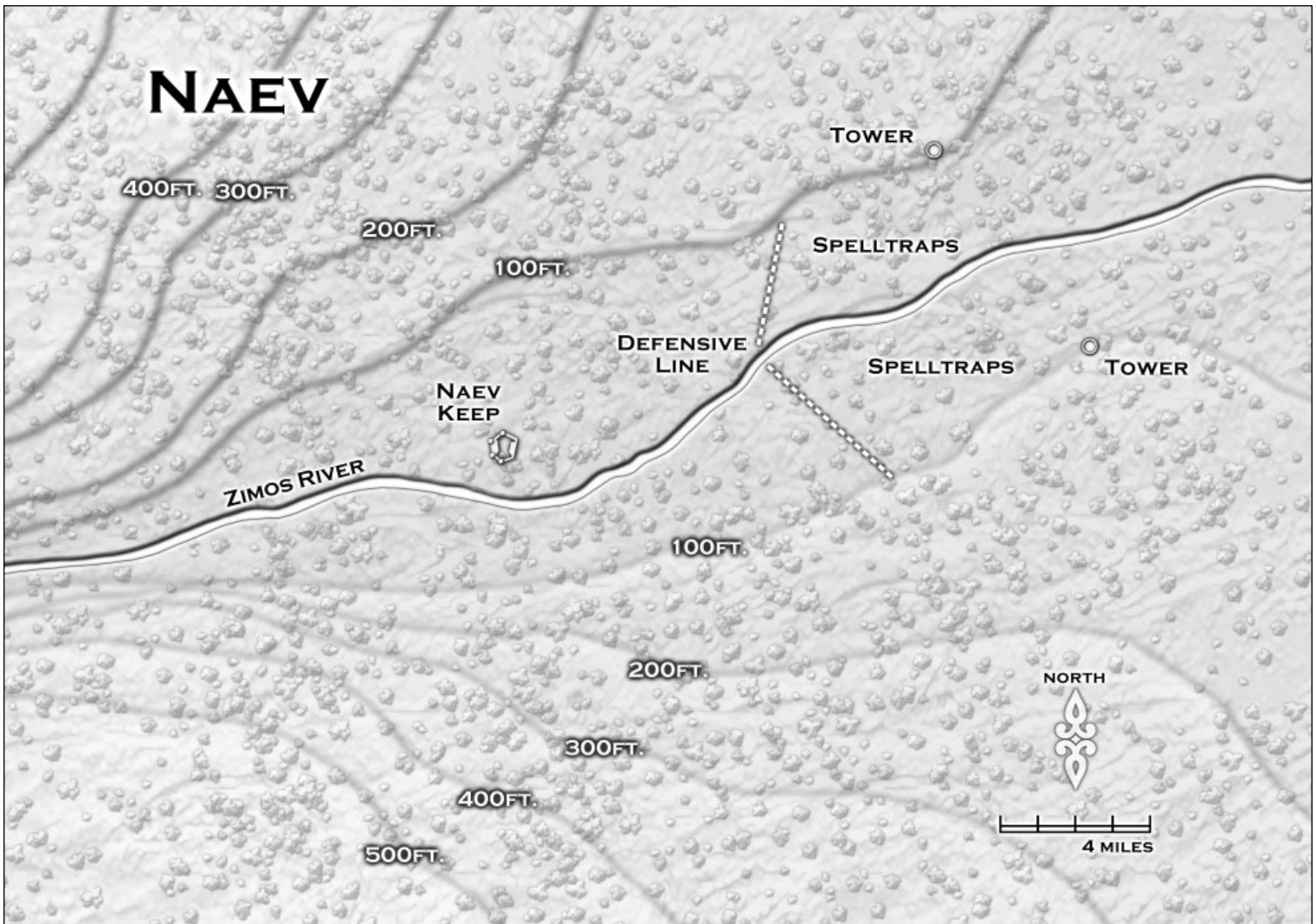
Medium humanoid; HD 9d10+18; hp 81; Init +2; Speed 20 feet; AC 21 (+2 Dex, +7 armor, +3 shield), touch 12, flat-footed 19, armor check penalty -4; BAB +9; Grapple +12; Attack +14 melee (1d8+6, critical 19-20/x3, lance) or +13 ranged (1d8+4, critical 20/x3, longbow); Full Attack +14/+9 melee (1d8+6, critical 19-20/x3, lance) or +13/+8 ranged (1d8+4, critical 20/x3, longbow); AL CN; SV Fort +8, Ref +5, Will +3; Str 17, Dex 14, Con 15, Int 11, Wis 10, Cha 12

Skills and Feats: Climb +9, Move Silently +2, Ride +10, Spot +3; Improved Critical (lance), Mounted Combat, Point Blank Shot, Quick Draw, Ride-By Attack, Spirited Charge,

Weapon Focus (lance), Weapon Focus (longbow), Weapon Specialization (lance)

Possessions: +2 breastplate, +1 heavy shield, +1 dragonbane lance, masterwork mighty longbow (+3), +1 arrows (10), arrows of dragon slaying (2), masterwork longsword, potions of protection from acid, protection from fire, protection from electricity, and protection from cold, warhorse (with saddle and plate barding), 100 gp

Tycho, male human Ftr16: CR 16; Medium humanoid; HD 16d10+64; hp 157; Init +6; Speed 20 feet; AC 12 (+2 Dex, +10 armor), touch 12, flat-footed 20, armor check penalty -5; BAB +16; Grapple +20; Attack +25 melee (1d8+11, critical 19-20/x2, greatsword) or +20 ranged (1d8+6, critical 20/x3, longbow); Full Attack +25/+20/+15/+10 melee (1d8+11, critical 19-20/x2, greatsword) or



+20/+15/+10/+5 ranged (1d8+6, critical 20/×3, longbow);
AL N; SV Fort +14, Ref +7, Will +7; Str 20, Dex 15, Con 18,
Int 10, Wis 15, Cha 12

Skills and Feats: Climb +12, Handle Animal +10, Jump +5,
Knowledge (the planes) +2, Listen +4, Ride +17, Spot +3;
Cleave, Dodge, Far Shot, Greater Weapon Focus

(greatsword), Improved Initiative, Mobility, Mounted

Archery, Mounted

Combat, Point Blank

Shot, Power Attack,

Quick Draw, Ride-By

Attack, Spirited Charge,

Weapon Focus

(greatsword), Weapon

Specialization

(greatsword)

Possessions: *Dragon-*
doomf, gauntlets of ogre

power, +2 fire resistant

plate armor, +2 dragon-

bane greatsword,

+1 mighty longbow (+4),

+2 arrows (12), arrows of

greater dragonslaying (2),

potions of protection from

energy (acid, electricity,

and cold), warhorse

(with saddle and plate

barding), 100 gp

Fighting the Unity

It's not as though the Unity is some small group of priestlike officials that have the populace mind-controlled or beaten into submission. The majority of nonspellcasters in the world really believe in the tenets of the Unity. PC heroes sympathetic to the cause of the beleaguered mages can't just kill the high-ranking Unity elders and expect that to take care of the problem.

If the player characters wish to help the mages in Naev, they can fight effectively, but unless they plan on near genocide in Tevaeral, the most they can hope for is a détente or simple truce. Alternatively, they can try to convince the mages to move to another world altogether.

Dragondoom: This artifact is a black gem about half the size of a man's fist. As a standard action, the wielder can force a dragon within 30 feet to make a Will save (DC 25). Failure banishes the dragon from this plane, casting it into another random plane and barring it from ever returning until the *Dragondoom* is destroyed.

The *Dragondoom* functions only on Tevaeral.

Strong transmutation; caster level 20th; 1 lb.

INHABITANTS

Even though Tevaeral is becoming a magicless world, it still harbors dangerous creatures. Beasts without spell-like or supernatural abilities flourish in numbers. See the table below for some examples.

USING TEVAERAL

Despite its conflicts, Tevaeral isn't an inherently hostile place by any means. A group of planar travelers could stop there (assuming any spellcasters lay low) and rest, get nonmagical supplies, or even have a series of adventures. If the group didn't get involved in the conflict around Naev, the adventures would either deal with nonmagical topics or involve extremely ancient and well-hidden magic—perhaps an ancient cache of lore and treasure from the elves of this world.

Tevaeral might also be a favorable destination for those needing to research the connection between dragons and magic.

INHABITANTS OF TEVAERAL

Creature	CR	Source	Notes
Animals	varies	MM	All
Ankheg	3	MM	—
Black pudding	7	MM	—
Dire animals	varies	MM	All
Dread helminth	3	LoD	—
Giant eagle	3	MM	—
Giant owl	3	MM	—
Gorilla bear	4	ToH	—
Gray ooze	4	MM	—
Hill giant	7	MM	—
Lizardfolk	1	MM	—
Ogre	3	MM	—
Orc	1/2	MM	Despite the presence of orcs, Tevaeral has no half-orcs.
Vermin	varies	MM	All
Vuldrog	6	LoD	—
Wyvern	6	MM	—



ADVENTURES

These are some of the various adventure possibilities that exist in Tevaeral.

SPYING MISSION (6TH TO 8TH LEVEL)

Maon asks player characters already in Tevaeral to sneak into the Unity's war camp. The camp lies about 30 miles east of the Naev valley. She hopes to gain some idea of the Unity army's plans, specifically whether they are preparing another assault on the valley. The PCs can expect to face a well-organized and well-defended camp, with sentries (1st- to 3rd-level warriors) and watchdogs, but no magic. If they raise the alarm as they sneak into the Unity's encampment, the army will send its greatest champions against them; these are likely to be 6th- to 8th-level fighters, or even higher.

DEFEND THE VALE (7TH TO 10TH LEVEL)

A wizard who has traveled from Tevaeral at great cost wants to hire the PCs. He offers them everything he has if they will come back with him to his world and help his beleaguered allies against the forces arrayed against them. He might not be entirely forthcoming about the spellcasters' plight if it seems as though such a hopeless quest will turn away prospective aid. When the PCs arrive and see how desperate the situation is, Maon offers them the opportunity to use the *Book of Eldritch Might* in exchange for their assistance. The forces of the Unity are preparing a new assault, and the mages need all the help they can get.

Ultimately, perhaps the best solution is to find a way for the mages of Tevaeral to leave the plane. Most of them do not care for the idea of abandoning their homeland and may need some convincing.

MAGEHUNT (8TH TO 10TH LEVEL)

On the other hand, PCs might find their way into Tevaeral and meet up with the spell-hating folk. If they wield magic, they'll not be received well, but eventually Unity leaders might realize that these non-natives would make excellent weapons against the remaining mages in the Naev valley. Offering them great rewards, the Unity sets them against the "evil wizards," as long as they promise to leave Tevaeral when they are done.

Obviously, an open assault on the valley isn't going to succeed for the PCs, but they probably have the skills or the magic to go around (or over) the spelltraps and sneak into Naev Keep. There they can confront the leaders of the resisting mages directly.

Alternatively, the PCs can try rounding up any remaining mages in the countryside or those who have left Naev to spy and work mischief.

DESTROY THE DRAGONDOOM

(14TH TO 15TH LEVEL)

While on a world far from Tevaeral, perhaps even the PCs' native realm, a dragon approaches the characters and offers them a vast hoard of treasure if they can engineer a way for it to return to its home plane. This dragon, Nidhogar, was banished by the *Dragondoom*, and it can return to Tevaeral only if the artifact is destroyed. That means the PCs must travel to Tevaeral and go after Tycho himself. The first trick will be finding him, and the second will be getting around in a world where magic is outlawed. Of course, no one the characters talk to will have heard of the Doombringers or the *Dragondoom*, making things even harder. Speaking with the mages in Naev can give them some idea of what's going on, but even they do not know the full truth about the Doombringers or the fate of all the world's dragons.

Venomheart, Haven of the Sleep Pirates

A band of plane-traveling pirates uses the plane of Venomheart as a hideout and a place to stash their peculiar treasure. These pirates, who ply the multitude of dimensions within the corpse of a dragon as their flying ship, steal sleep itself from their victims and sell it to wealthy merchants on distant worlds.

Within a relatively standard plane lies a lonely world. The only difference between this world and so many others—including the one the characters call home—is that it harbors no inhabitants. No people, no beasts or birds. Its oceans and lakes hold no fish.

Yet within this forlorn world, a wily planar traveler named Harvock has found solace. He uses the lonesome plane he calls Venomheart as a hideout and base of operations for his peculiar band of pirates and their most extraordinary ship.

AN UNUSUAL PIRATE

Harvock's origins have always been in question. Some say that his elven mother abandoned him on a desert island in a faraway plane when he was very young, and he was raised by lizardfolk. Others believe him the rightful heir to the throne of a human kingdom that would never accept someone of mixed blood. In either case, Harvock never speaks of his past before coming to Venomheart, not even to explain where he acquired his ship or the artifact that allows it to move from plane to plane. Most likely, he stole both: the ship from a dragon-worshipping cult on a remote and forgotten realm and the artifact from the ruined castle of a long-dead god.

One thing is for certain—there are many powerful entities throughout the Countless Worlds who would like to see Harvock swing from a gallows. His current scheme of stealing sleep with his magical sword, the *blade of slumbering wounds*, has earned him few friends, particularly because the pirate steals sleep from the wealthy, the powerful, and the nobility when he can. (Harvock will never confirm whether he does so out of true contempt for people of influence or simply because he enjoys the jest.)

Still, no one knows for certain where Harvock and his ship, *Neverest*, make port. *The Silken Ship* (see Chapter One: Countless Worlds) has been commissioned to find the pirates. So far it has been unsuccessful—although some believe the crew didn't try very hard.

Harvock speaks Elven and Lizardfolk in addition to Common.

Harvock, male half-elf Ftr7/Rog7: CR 14; Medium humanoid; HD 7d10+14 + 7d6+14; hp 85; Init +7; Speed 30 feet; AC 18 (+3 Dex, +5 armor), touch 13, flat-footed 15; BAB +12/+7/+2; Grapple +13; Attack +16 melee (1d8+5, critical 19–20/x2, longsword) or +16 ranged (1d8+1, +1 seeking light crossbow); Full Attack +16/+11/+6 melee (1d8+5, critical 19–20/x2, longsword), or +16/+11/+6 ranged (1d8+1, +1 seeking light crossbow); SA +4d6 sneak attack; SQ Evasion; AL CN; SV Fort +9, Ref +10, Will +4; Str 13, Dex 16, Con 14, Int 12, Wis 11, Cha 12

Skills and Feats:

Climb +11, Diplomacy +3, Disable Device +9, Forgery +6, Gather Information +10, Hide +13, Intimidate +11, Jump +11, Listen +3, Move Silently +13, Profession (sailor) +11, Search +10, Spot +3, Swim +8; Awareness, Combat Reflexes, Dodge, Improved Initiative, Point Blank Shot, Quick Draw, Rapid Reload (light crossbow), Weapon Focus (longsword), Weapon Specialization (longsword)

Planar Notes

Name: Venomheart

Type: Alternate world

Common Conjunction Planes:

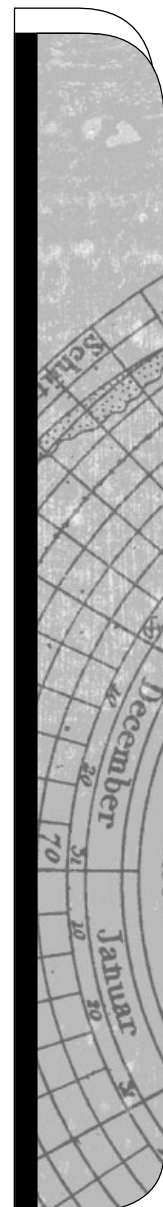
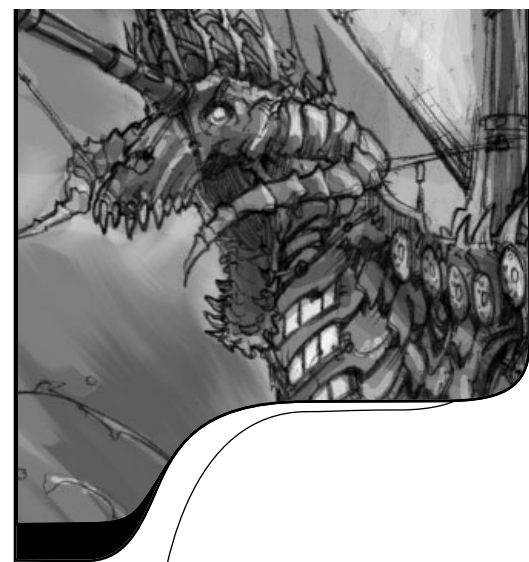
Eraapodi—A tiny realm inhabited only by a creature called the *Wravath*, who trades wishes for stories, but only if they are unique and special to it in some way.

The Ethereal Sea—A plane connecting to many others like an ocean connects to many lands (see Chapter One).

Laddroth—Plant creatures resembling very intelligent shambling mounds inhabit this swampy world. It is filled with ancient dwarven stone cities that have almost entirely sunk into the mire, their builders long since gone.

Rov Serai—A particularly lawful plane where the insectoid inhabitants busy themselves with attempting to categorize and rearrange absolutely everything.

Shining Faos—A heavenly plane whose only inhabitants are metallic dragons that live in palaces of glass perched atop impossibly tall spires.



Possessions: *Blade of slumbering wounds*†, +1 silent moves leather coat, +1 seeking light crossbow, +1 bolts (24), +1 icy burst bolts (2), potions of bull's strength and cat's grace, gold ring (125 gp), 99 gp

Blade of Slumbering Wounds: This +2 longsword has a tapering blade and a pommel covered in strange, ancient symbols. Five times per day, it forces a foe it strikes in combat to make a Fortitude save (DC 15) or fall asleep, as if affected by a *sleep* spell, regardless of Hit Dice. Further, if a blow from the sword puts a foe into the dying category (generally

between -1 and -9 hp), the foe automatically and immediately stabilizes. In other words, the wounds from the blade never bleed.

Lastly, the wielder of the *blade of slumbering wounds* can steal sleep from a slumbering creature within 100 feet with a clear line of sight. This unique ability awakens the sleeping creature and makes it impossible for the creature to get any more sleep or useful rest for 24 hours.

The creature can make a Will save against this effect (DC 15) with no penalties because of sleeping. The only exception are creatures whom the sword itself put to sleep—they get no Will save at all. Each such theft is enough to fill a single bottle of *sleep*† (see page 194).

Moderate enchantment; caster level 4th; Craft Arms and Armor, *sleep*, *cure minor wounds*; 25,315 gp

NEVEREST

Harvock captains *Neverest*, a ship made from the carcass of a black great wyrm. By means of the *proximity generator* (see next page), he can “sail” this flying ship into other planes via a powerful teleportation effect. Its overall length is 85 feet, but much of that is tail and neck; the main deck, built upon the dragon's back, measures about 25 feet long. Its wings stretch to a 70-foot span. She weighs about 100 tons without cargo or crew. Harvock likes to crouch atop the dragon's mummified head while the ship moves, clutching one of its still-sturdy horns.

The lower decks built within the dragon's body are smaller than typical for a ship of this size. She can hold about 20 tons of cargo but rarely has the need. The most shiplike aspect is the castle built toward the rear of the dragon's body, rising up from the main deck. Unlike a conventional ship, this craft has no sails or even masts.

The bulk of *Neverest's* hull has a hardness of 10. The wooden deck and castle have a hardness of only 5. Overall, the ship has 1,000 hit points.



The ship can fly at a speed of 200, albeit with poor maneuverability. This magical flight is a property of *Neverest* itself, not the *proximity generator* in the hold. That artifact only governs the ship's movement between planes and dimensions.

Proximity Generator: This powerful artifact is of singular design. Created by a now dead god of travel, the *proximity generator* is an intelligent planar teleportation device able to move 150 tons of creatures and material with it from plane to plane. Unlike a *plane shift* spell, when the *proximity generator* transposes itself to a new plane, it arrives at a predetermined location with pinpoint accuracy. The only requirement is that either the generator or someone touching it at the time of transference must have visited or seen the target location.

The generator is a fickle, finicky device (Intelligence 24, Wisdom 13, Charisma 11). Generally it chooses to befriend/imprint upon a single other creature and functions only at the behest of that friend until he or she dies or has been missing for at least a month. Right now, it has chosen to befriend first mate Jinissi, the lizardfolk. She must coax the *proximity generator* to carry *Neverest* from location to location, using flattery, kindness, and sometimes lies to convince it to do as she requests.

The *proximity generator* consists of a brass pyramid, about 18 inches to a side, etched with archaic runes. From the pinnacle of the pyramid, seven thin metal rods extend forth, each supporting a different geometric shape made of a different metal: an iron sphere, a bronze cube, a silver pyramid, a gold cylinder, a platinum dodecahedron, a copper torus, and a pewter cone. The rods move in a continual complex pattern with the shapes all orbiting the large pyramid.

Overwhelming conjuration; caster level 25th; 25 lbs.

THE CREW

Harvock commands a motley crew of strange individuals who hail from a number of different planes.

Jinissi is Harvock's first mate. She is the one who talks to the *proximity generator* and convinces it to take the ship where the captain wants to go. A fierce individualist, Jinissi keeps to herself except to do her job. Most people find her close-mouthed and rather humorless. She respects Harvock and a few crewmembers but would never tell them that. Jinissi stands 5 feet, 8 inches tall and is of medium build. Her scales are a light tan (like all the lizardfolk of her home plane), but they flush to a reddish brown when she is angry. She tends not to use her race's claw and bite attacks. Jinissi speaks Draconic in addition to Common.

Jinissi, female lizardfolk Rog4: CR 5; Medium humanoid; HD 2d8+2 + 4d6+4; hp 32; Init +1; Speed 30 feet; AC 20 (+1 Dex, +5 natural, +3 armor, +1 shield), touch 11, flat-footed 19; BAB +3; Grapple +3; Attack +4 melee (1d6, critical 19–20/×2, short sword) or +5 ranged (1d4, critical 19–20/×2, dagger); Full Attack +4 melee (1d6, critical 19–20/×2, short sword) or +5 ranged (1d4, critical 19–20/×2, dagger); SQ Hold breath, evasion; AL NE; SV Fort +1, Ref +8, Will +1; Str 11, Dex 13, Con 12, Int 12, Wis 10, Cha 10

Skills and Feats: Appraise +9, Balance +13, Climb +10, Disable Device +9, Disguise +5, Hide +3, Intimidate +5, Jump +8, Move Silently +3, Open Lock +5, Profession (sailor) +7, Sleight of Hand +6, Spot +4, Swim +5; Skill Focus (Appraise), Skill Focus (Disable Device), Stealthy

Possessions: +1 leather armor, light shield, masterwork short sword, daggers (2), ring of climbing, potion of divine favor +3, 44 gp

Hold Breath: Jinissi can hold her breath for 48 rounds.

Raggit do-Naga serves the ship as both navigator and shipwright. While Jinissi controls the *proximity generator*, it's Raggit who determines exactly where the ship should go next, based on Harvock's orders. Raggit is not much of a combatant, but he defends himself if he must. He acts friendly to most of the crew but cold toward strangers. Standing 6 feet tall but weighing only 120 lbs, Raggit is gaunt. On his neck he has a tattoo of the githzerai symbol for north. In addition to Common, he speaks Githzerai, Infernal, Slaad, Sylvan, and Undercommon.

Raggit do-Naga, male githzerai, Expert7: CR 7; Medium outsider (humanoid); HD 7d6+7; hp 32; Init +6; Speed 30 feet; AC 20 (+6 Dex, +4 inertial armor), touch 20, flat-footed 14; BAB +5; Grapple +7; Attack +12 ranged (1d8+2, critical 20/×3, longbow); Full Attack +12 ranged (1d8+2, critical 20/×3, longbow); SA Psionics; SQ Darkvision 60 feet, SR 12; AL CN; SV Fort +5, Ref +10, Will +10; Str 14, Dex 22, Con 12, Int 16, Wis 17, Cha 11

Skills and Feats: Craft (armorsmithing) +13, Craft (carpentry) +7, Craft (weaponsmithing) +8, Diplomacy +11, Hide +11, Jump +12, Knowledge (nobility and royalty) +13, Knowledge (the planes) +12, Move Silently +9, Profession (shipwright) +5, Search +4, Spot +6; Dodge, Point Blank Shot, Weapon Proficiency (longbow)

Possessions: Masterwork mighty longbow (+2), +2 cloak of resistance, potions of cure moderate wounds, see invisibility, and protection from energy (electricity), masterwork tools, and jeweled bracer (1,000 gp)

Psionics (Sp): 3/day—daze (DC 10), feather fall, shatter (DC 12). Caster level 7th. The save DCs are Charisma based.

Inertial Armor (Sp): As a githzerai, Raggit can use psychic force to block an enemy's blows. This ability gives him a +4 armor bonus to AC as long as he remains conscious. This is the equivalent of a 1st-level spell.

Bloj's place on the ship is as the lookout. Since *Neverest* doesn't have a crow's nest, he normally stands atop the castle (the highest point on the vessel) or on the dragon's head when Harvock's not there. Off the ship, Bloj specializes in infiltration. Bloj is a crude, lascivious, and purulent little man. He has long dark brown hair and wears garish clothing that's a bit too big for him (he's small, even for a halfling). Bloj speaks Elven and Halfling in addition to the common tongue.

Bloj, male halfling Rogg: CR 9; Small humanoid; HD 9d6; hp 27; Init +4; Speed 20 feet; AC 16 (+5 Dex, +1 size), touch 16, flat-footed 11; BAB +6; Grapple +2; Attack +8 melee (1d4+1, critical 19–20/x2, small short sword), or +13 ranged (1d3, critical 19–20/x2, dagger); Full Attack +8/+3 melee (1d4+1, critical 19–20/x2, small short sword), or +13/+7 ranged (1d3, critical 19–20/x2, dagger); SA +5d6 sneak attack; SQ Evasion; AL CN; SV Fort +4, Ref +12, Will +6; Str 11, Dex 20, Con 10, Int 13, Wis 15, Cha 10

Skills and Feats: Balance +7, Bluff +5, Climb +12, Disable Device +11, Escape Artist +9, Hide +10, Jump +13, Listen +18, Move Silently +17, Open Lock +15, Sense Motive +13, Sleight of Hand +9, Spot +21, Tumble +11, Use Rope +19; Alertness, Deft Hands, Dodge, Skill Focus (Spot)

Possessions: +1 small short sword, small masterwork daggers (6), eyes of the eagle, +2 gauntlets of dexterity, potion of invisibility, gems (12, each worth 100 gp), 109 gp

Nelegil hails from a frigid plane ruled by frost giants. He joined the crew about eight months ago with the express purpose of stealing the ship and bringing it to his home plane as a gift for the chief jarl of his world. He harbors nothing but ill will for the rest of the crew but doesn't let on. Like all the humans from his plane, he is surprisingly tall and muscular (particularly for a wizard) and his skin has an icy blue sheen to it. His hair is white and cut very short, as is his goatee. He carries a staff made of wood but carved and painted to look like ice. Nelegil speaks Giant and Infernal in addition to Common.

Nelegil, male human Evoker8: CR 8; Medium humanoid; HD 8d4+8; hp 32; Init +2; Speed 30 feet; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB +4; Grapple +7; Attack +7 melee (1d6, critical 20/x2, quarterstaff); Full Attack +7 melee (1d6, critical 20/x2, quarterstaff); SQ Spells;

AL NE; SV Fort +3, Ref +4, Will +5; Str 17, Dex 15, Con 13, Int 15, Wis 9, Cha 11

Skills and Feats: Bluff +5, Diplomacy +2, Hide +4, Intimidate +2, Knowledge (arcana) +11, Knowledge (dungeoneering) +4, Knowledge (the planes) +8, Knowledge (religion) +7, Listen +1, Move Silently +6, Spellcraft +15, Spot +1; Alertness, Greater Spell Focus (evocation), Maximize Spell, Scribe Scroll, Spell Focus (evocation), Still Spell

Possessions: *Wand of shield* (45 charges), *robe of useful items*, *potion of cure moderate wounds*, scroll of *wall of ice*, 98 gp

Prohibited Schools: Enchantment, conjuration

Spells Prepared (4/5+1/4+1/3+1/2+1; DC 12 + spell level):

0—*acid splash*, *dancing lights*, *detect magic*, *mage hand*; 1st—*animate rope*, *burning hands*, *expeditious retreat*, *magic missile*, *shocking grasp* (2); 2nd—*continual flame*, *darkness*, *gust of wind*, *shatter* (2); 3rd—*lightning bolt* (2), *magic circle against good*, *stilled shatter*; 4th—*fire shield*, *ice storm*, *wall of fire*

Nelegil's Spellbook: 0—*acid splash*, *arcane mark*, *dancing lights*, *daze*, *detect magic*, *detect poison*, *disrupt undead*, *flare*, *ghost sound*, *light*, *mage hand*, *mending*, *message*, *open/close*, *prestidigitation*, *ray of frost*, *read magic*, *resistance*, *touch of fatigue*; 1st—*animate rope*, *burning hands*, *color spray*, *comprehend languages*, *disguise self*, *expeditious retreat*, *identify*, *magic missile*, *protection from chaos*, *shield*, *shocking grasp*, *Ten's floating disk*; 2nd—*continual flame*, *darkness*, *gust of wind*, *shatter*; 3rd—*daylight*, *Leo's tiny hut*, *lightning bolt*, *magic circle against good*; 4th—*fire shield*, *ice storm*, *shout*, *wall of fire*, *wall of ice*

The rest of the crew, eight in all, are 1st- and 2nd-level experts and rogues, all of whom have Profession (sailor) as a skill. Four are human, two are tieflings, one is a dwarf, and one is an elf.

THE AGED MANOR

As their base, Harvock and his crew make use of an old hipped-roof manor house located on a rocky, windswept cliff on the shore of a vast ocean; they anchor *Neverest* along the cliff-top. The house is a three-story structure with eight bed-chambers and nine other rooms, giving the crew plenty of space. They keep the place surprisingly tidy, considering they are pirates, but that's because Jinissi forces them to. Only Bloj's room is a constant mess.

Where the old manor came from no one knows. Despite its age, it remains in surprisingly good condition. No signs of its former owners or its builders remain. Harvock claims to have scoured much of the world and found no other evidence of intelligent life—the old manor is unique in the entire plane.

In any case, the pirates have named the place *Venomheart*, for the house's only distinguishing characteristic is an

abstract painting above the mantel on the main floor that resembles (more or less) a serpent biting a human heart. The name stuck, not only for the house, but for the whole plane. The pirates like it because it sounds vicious and frightening (even if the plane itself really is neither).

THE GALLERY OF ANCIENT FACES

On the second floor of the aged manor stretches a long corridor lined with busts on pedestals. The busts depict mostly humans, although there are some elves and dwarves in the mix as well. Close investigation (Search, DC 17) reveals that one can peel off the faces of these busts, leaving a blank face on the sculpture and a leathery mask in one's hand. A humanoid who places such a mask upon her own face takes on the appearance of the person in the bust (offering a +15 competence bonus to Disguise). These "masks" are magical, although they have no aura. They must be returned to their proper busts after 24 hours or they disintegrate. Removing the busts renders them (and the masks) permanently non-magical. Twenty-five busts stand in the gallery, although two are faceless—their masks were not returned within the allotted time.

Bløj and some of the other crewmembers use the masks to hide their appearance. Harvock makes them use the ancient faces sparingly and carefully, taking note of their actions while in the new identities. For example, if a crewmember is seen committing a crime on a particular plane while wearing the face of the old man with a balding head and muttonchops, no one may use that face in that plane again.

THE CARETAKER

About a year ago, the *Neverest* crew, on a mission to steal sleep from the court of a githyanki noble, ended up freeing all the prisoners in the githyanki dungeons. One, a dwarf by the name of Balgar Shieldstone, was so grateful that he swore to serve Harvock for three years. When he found out Harvock and his crewmembers were pirates, Balgar couldn't abide participating in their thievery, so they reached a compromise. Now Balgar guards the crew's manor house. Along with his Rottweiler, Roddy, Balgar defends the aged manor against all intruders. In fact, he has spent the last few months rigging a number of traps to protect the secret passage down to the cavernous treasure trove below the house (see page 194).

All his life, Balgar has tried and failed to be a good person. The best he has managed to pull off is neutral. He is lawful, but just barely—the term applies more to his well-ordered and clear mind than his respect for actual laws. Thus, he can consider himself an upstanding warrior by not actually going on raids with the pirates, but he is helping them just as much by guarding their home. And, truth be told, he likes the crew, particularly Harvock. In return, they respect him for watching their backs and guarding their loot. He also serves as the crew's cook and often has meals prepared for them when they return (he has no training and is, in fact, a poor cook, but the crew appreciates hot food in any form).

Balgar speaks Dwarven and Terran in addition to Common.

Balgar Shieldstone, male dwarf Rgr8/Dwarven Defender2:

CR 10; Medium humanoid; HD 8d8+8 + 2d12+2; hp 68; Init +3; Speed 20 feet; AC 22 (+3 Dex, +1 dodge, +8 armor), touch 14, flat-footed 18; BAB +10; Grapple +12;

Attack +14 melee (1d8+3, critical 20/×3, battleaxe) or +12 ranged (1d10+1, critical 19–20/×2, heavy crossbow); Full Attack +12/+7 melee (1d8+3, critical 20/×3, battleaxe) and +12/+7 melee (1d6+2, critical 20/×3, handaxe), or +12/+7 ranged (1d10+1, critical 19–20/×2, heavy crossbow); SA Favored enemies; SQ Darkvision 60 feet, defensive stance, swift tracker, uncanny dodge, wild empathy, woodland stride; AL LN; SV Fort +10, Ref +5, Will +6; Str 14, Dex 17, Con 12, Int 12, Wis 14, Cha 6

Skills and Feats: Climb +13, Craft (armorsmithing) +4, Craft (black-

smithing) +4, Craft (stonemasonry) +5, Craft (trapmaking) +5, Craft (weaponsmithing) +10, Craft (woodworking) +8, Hide +11, Listen +4, Move Silently +13, Profession (miner) +13, Ride +8, Spot +8, Survival +13; Dodge, Endurance, Improved Two-Weapon Fighting, Toughness, Track, Two-Weapon Fighting, Weapon Focus (battleaxe)

Favored Enemies (Ex): As a ranger, Balgar gains a +4 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against chaotic outsiders. Likewise, he gets a +4 bonus on weapon damage rolls against such creatures. He gains a +2 bonus on all those skills and weapon damage rolls against elementals.

Defensive Stance (Ex): Once per day Balgar can take on a defensive stance, during which he cannot move from the spot he is defending. He gains a +2 bonus to Strength, a

“
*The pirates like it
because it sounds
vicious and frightening.*
”

+4 bonus to Constitution, a +2 resistance bonus on all saves, and a +4 dodge bonus to Armor Class. (This ability increases Balgar's attacks and damage by +1, gives him a total of 88 hit points, adds +2 to his Reflex and Will saves and +4 to Fortitude saves, and gives him AC 26.) These benefits last 6 rounds.

Possessions: +3 mithral breastplate, +1 battleaxe, +1 handaxe, masterwork heavy crossbow, +1 bolts (12), 16 gp

Spells (2/1): 1st—*magic fang*, *resist energy*; 2nd—*bear's endurance*

Roddy, riding dog: CR 1; Medium animal; HD 2d8+4; hp 17; Init +2; Speed 40 feet; AC 16 (+2 Dex, +4 natural), touch 12, flat-footed 14; BAB +1; Grapple +3; Attack +3 melee (1d6+3, bite); Full Attack +3 melee (1d6+3, bite); SQ Scent; AL N; SV Fort +5, Ref +5, Will +1; Str 15, Dex 15, Con 15, Int 2, Wis 12, Cha 6

Skills and Feats: Jump +8, Listen +5, Spot +5, Swim +3, Survival +1*; Alertness, Track

* *Riding dogs have a +4 racial bonus on Survival checks when tracking by scent.*

THE TROVE

Within a deep sea cave below the old manor, Harvock and his crew store their booty in magical glass bottles. There are more than 100 full bottles here at any given time, and at least as many empty ones. While the pirates occasionally steal things other than sleep, the treasure trove contains only *bottles of sleep*†. The mates simply split up any other loot among themselves and usually spend it very quickly off world.

It's worth noting that *bottles of sleep* are very fragile and easily broken. The crew transports them in straw-filled crates and moves the cargo very gingerly.

Bottle of Sleep: Any creature opening this bottle feels instantly refreshed, as though he slept for eight restful hours. The creature immediately heals twice his level in hit points, heals all nonlethal damage, and regains spells and spell slots as if it were a brand-new day. Even magic items in his possession with limited uses per day have all uses restored.

Moderate conjuration; caster level 5th; Craft Wondrous Item, must have stolen sleep using the *blade of slumbering wounds*†; 2,000 gp (full) 300 gp (empty bottle only, if included with the *blade of slumbering wounds*); 1 lb.

PIRATING SLEEP

With the *blade of slumbering wounds*† in hand, Harvock steals sleep from dozing folk of other planes, swooping in on *Neverest* and leaving quickly—often before anyone even knows that anything has happened. Typically, *Neverest*

appears above a castle, a mansion, or a wealthy part of a city at night. Harvock and a few others descend rope ladders from the main deck onto rooftops or battlements with as much stealth as they can. From there, Harvock slips into bedchambers and fills as many *bottles of sleep*† as possible using his magical sword. Of course, his sleep-theft victims wake up when it happens, and most quickly call for guards. Harvock's companions stand watch and fend off any sentinels, often helping themselves to any valuables they see lying about. Still, they rarely can fill more than one or two bottles before they need to flee back up to the ship and away.

Often Jinissi cannot get the finicky *proximity generator*† going quickly enough to make good their escape, and the ship must flee through the plane's skies until she and it trigger a planar displacement. This can take anywhere from one to 10 minutes.

FREQUENTED PORTS

Of course, not every trip *Neverest* takes is a raid. Harvock needs to bring the sleep to interested buyers, and the crew needs to go elsewhere to get supplies and some rest and relaxation, as *Venomheart* is a such a lonely place. "Ports" they frequent include the following locales.

DAXIS

Within this hot, desert plane, Harvock has found a huge tent city filled with merchants interested in his goods. The merchants of Chorastran, like all the folk of this plane, are elves with flesh the color of blood. They ask no questions, and the crew finds all kinds of valuable supplies and interesting entertainments here. Bloj so regularly makes a drunken fool of himself in Chorastran that these days Harvock puts him in irons before coming, unless a mission in this city requires the halfling's skills.

THE OBSIDIAN FENS

Populated mostly by duergar, this strange plane is a morass of natural dark stone obelisks jutting up out of a festering bog. The plane has no sun but is lit by a dim green moon 'round the clock in a single, eternal night. The duergar not only desire the bottled sleep, but their repair skills prove useful when *Neverest* needs maintenance. Harvock's smart enough not to trust the duergar, though. He watches them closely, for they have difficulty hiding their lust for his flying dragon ship.

UNGARAL

This hellish plane has a single city, Feddesh, where demons walk the streets among driders, trolls, bugbears, and other

evil humanoids. Harvock, no fool, travels to Feddesh only when no other choices present themselves. Still, the residents of Feddesh pay well for stolen goods, and no one has to worry about the law frowning on their activities—because there is no law. The crew partakes in no “shore leave” here; they conduct their business and go.

WHITETONGUE

A plane of elemental fire, Whitetongue's endless seas of magma and fiery caverns of volcanic rock hide a secret enclave of efreet and other such beings. They keep a huge cave magically cooled (to a chill 100 degrees Fahrenheit) to provide a safe place for visitors. This enclave trades with non-natives for magic items and the like, including bottled sleep.

AN ARCHFOE

The night hag Olish-Aggat has been a thorn in the side of the *Neverest* crew for almost two years. She desires bottled sleep for her own nefarious ends—Harvock's never found out what they are, but he suspects the sleep somehow empowers her nightmare servitors. Olish-Aggat has no intention of paying for what she seeks, so instead she stages raids on the ship and even the aged manor. Twice she has broken into the Trove and stolen the crew's accumulated bottled sleep, although both times predated Balgar's arrival there. Her attacks on the ship have been more overt, accompanied by nightmares and quasits. Like the tactics of the pirates themselves, she appears, grabs what she can, and leaves. Harvock would pay well to learn where the night hag lairs and how he could end her activities permanently.



USING VENOMHEART

This plane holds little of interest other than the aged manor. But that doesn't mean it wouldn't make an excellent (and safe) refuge or hiding place for planar travelers—it certainly works that way for Harlock and his crew. Explorers will find a wide range of terrain and the expected sorts of climate patterns: It gets colder as you go very far north or south, for example. The plane is covered in lush plant life, much of which seems familiar to explorers, but no creatures.

While Harlock is difficult to trace, the plane itself is actually no more difficult to reach than any other—although it is rarely in conjunction with most civilized, standard worlds. In that sense, it is indeed remote. It rarely finds itself an important link in a series conjunction, for example. There just are not a lot of travelers passing through.

ADVENTURES

Venomheart does not teem with varied scenario possibilities. Instead, it provides the campaign with a relatively safe extraplanar locale with a very specific purpose.

SIGN ON . . . OR BE SHANGHAIED

(2ND TO 5TH LEVEL)

Perhaps the best way to use Venomheart is to have the player characters join up with (or ally themselves with) Harvock and his crew. This allows characters who normally would never have the means to travel the planes the opportunity to have planar adventures. When Harvock realizes he needs new crewmembers to replace those who have left or died, he comes to a populated plane and looks for takers. If he can't find enough willing souls, he might just have Jinissi and a few others grab some able-bodied folk and bring them aboard—Harvock's sword is also useful for taking prisoners. With a choice between serving with the crew or being stranded in the empty world they call Venomheart, clearly most characters will choose to comply. (Obviously, this option is not a good idea if the player characters are particularly lawful.)

The PCs aboard the ship can learn the ropes—literally—and eventually can partake in raids. If they prove especially capable, Harvock may send them as a team to perform special missions.

Eventually the characters may part company with *Neverest* and her crew—after serving adequately for a few months, those who want to leave can do so, and Harvock will take them anywhere in the Countless Worlds they wish to go. But keeping Harvock as an ally is always a good idea. A friend with the ability to go *anywhere* is valuable to anyone.

REVENGE (10TH TO 11TH LEVEL)

A noble, having had his palace raided more than once by *Neverest's* crew, puts a bounty of 25,000 gp on Harvock's head. Interested in the bounty, the PCs must determine where the pirates will strike next and wait in ambush. If they can travel the planes on their own, they can use a Gather Information check (DC 25) at various planar hubs to get a good idea of where Harvock is headed next. The characters should go into the ambush with a good plan, or Harvock and his ship will simply turn tail and flee.

In theory, the PCs also could use a powerful divination to find *Neverest's* secret safe port: Venomheart. Just getting the information needed to use the divination probably will constitute a quest all its own, for nothing short of a *discern location*, most likely cast by someone other than the characters, can find it. Thus, for the spell to work, the PCs need to obtain something once owned by a current crewmate (a *bottle of sleep* being a fairly obvious choice). Even then, the spell most likely reveals only “the aged manor in Venomheart.” Although this may mean little, some research and access to a planar junction like the Nexus (see Chapter One: The Countless Worlds) might get them there. And the spell only relays that information if cast when the crew is not on a mission. The PCs could try to scry one of the crew, but that risks alerting them (if the subject makes a successful save). Also, as it doesn't reveal the name of the location, it's no help with spells like *plane shift*, which rightly require casters to know where they're going.

The Violet

The Violet is a strange, alien world without gravity. The entire plane exists within a hollow sphere of solid ground, about 100 miles across. Long, violet vines from massive plants that grow within the sphere float toward the middle of the plane; the natives pull themselves along the vines to get around. Most magic does not function in the Violet, making it a place that certain individuals use for storing dangerous magical items and artifacts.

Time works strangely in the Violet—some would say that time itself is damaged there. On occasion the plane randomly “resets” itself and replays the previous few minutes of time. Thinking creatures are aware of the effect and remember what happened the first time around. Smart characters can even take advantage of this phenomenon to redo or retry actions.

INTO THE VIOLET

When travelers arrive in the strange plane called the Violet, the first difference they notice is that everything around them native to the plane has a violet tinge. This makes non-native people and objects stand out quite clearly. The Violet moves through the Countless Worlds with great cosmic speed, coming into and out of conjunction with a great variety of planes. Most portals into and out of the Violet lay within the center of the hollow sphere and not by the ground, or what passes for the ground at its edges.

The interior surface of the sphere is made of rock and soil, not unlike the ground found on a normal terrestrial world. Many violet-hued plants grow in this soil, but the massive thim plants are the most impressive. Near the ground, they look like huge trees the size of redwoods. However, the thim plants are leafy vines, not trees. They do not have branches or offer a canopy—they stretch upward in a relatively straight line, growing ever thinner as they go.

The Violet has no weather. It has no sun, moon, nor stars in the sky. It is perpetually light (as bright as daylight elsewhere), still, and warm—about 80 degrees Fahrenheit.

NO GRAVITY

The Violet has no gravity and thus offers no sense of up or down. Characters can push off from a solid surface and propel themselves for 5 feet per point of Strength before coming to a stop. A creature can also push or toss another creature or object (up to 10 times its normal weight limit) that same distance. Characters can choose to push more gently and travel less than that distance if they wish.

Characters cannot “swim” in the air and may risk getting stuck near no surface. Fortunately, the long vines of the thim plants thread their way through much of this world, reaching miles and miles from the ground toward the center of the plane. These vines look like massive tree trunks at their base but taper off very slowly, so that throughout much of their length, the vines resemble thick ropes. Some areas are a virtual tangled net of vines, although most regions of the plane are not that dense.

Characters not used to zero gravity suffer a -2 circumstance penalty to all attack rolls, saving throws, and checks for the first 24 hours they are within the Violet. For the second 24-hour period, the penalty decreases to -1 . After the first 48 hours, the characters adapt to the new environment and suffer no penalties except those mentioned below. During the initial 48 hours, a character’s circumstance penalties stack with the modifiers in the following tables:

Planar Notes

Name: *The Violet*

Type: *Alien realm*

Common Conjunction Planes:

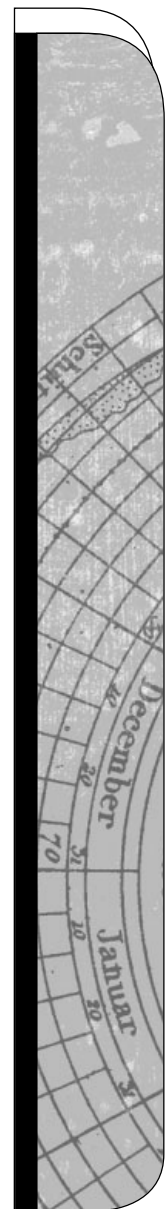
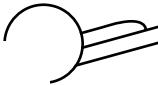
Estrabal—*An energy plane where sound is solid. Here, words are weapons and making music is the act of creation itself.*

Etherasadair—*Entire cities held aloft by gigantic gas-filled creatures are the major features of this elemental air plane.*

Far Tollik—*A world that never connects to any plane other than the Violet, where the ancient undead guard crypts of titans filled with long-lost magical treasure.*

Huael—*A world whose mages grew so powerful that their spells provided everything the inhabitants needed. The people grew fat and indolent and now lay upon magical floating beds enraptured in psionic-induced fantasies, their limbs atrophying and their minds turning to mush.*

Uyee—*A plane populated by halflings that ride tamed giant beetles and till crops of magical plants that grant great strength when eaten.*



ZERO-GRAVITY MODIFIERS

Permanent Penalties for Non-Natives

Check	Penalty
Grapple checks	-2
Strength checks	-2
Tumble checks	-1
Reflex saves	-1

Other Zero Gravity Modifiers*

Check	Modifier
Climb checks	+4
Jump checks	+8
Ranged Attacks	+4

*Apply to all creatures.

While characters and objects are weightless, they retain their mass and the air still causes drag. Characters can lift/push and move 10 times their normal maximum amount, assuming they can find a way to maneuver it all. Any larger mass has too much drag for a character to move appreciably. (DMs can rule that a character can move even more than that in some situations.)

Although characters do not “fall” in the Violet, those who are otherwise propelled into a solid object can still take falling damage if they strike the solid object before they have traveled more than half the distance they would have normally. For example, if an ogre with Strength 22 grabs a character and throws him, the character travels 110 feet. If he strikes a solid object at 50 feet, he suffers falling damage. Damage is calculated as if he had fallen half the distance he traveled (in the example, 25 feet, or 2d6 points of damage). A successful Tumble check (DC 15) or Jump check (DC 24) negates this damage entirely.

SUPPRESSED MAGIC

Due to a powerful but unconventional antimagic field that permeates the entirety of the Violet, spells and spell-like abilities above 1st level do not function. Magic weapons and armor with enhancement bonuses of greater than +1 are treated as +1 items, and no armor or weapon special abilities function. Weapons and armor with enhancement bonuses of exactly +1 function as normal. Other magic items that produce effects above 1st level do not function. If a magic item does not mimic any actual spell, assume it does not work. Thus, a *wand of mage armor* would function, but a *Quall's feather token* would not. Even artifacts succumb to this magic-dampening condition. In theory, it would even affect a god.

Creatures' supernatural abilities are also affected by this suppression. The only exception are native creatures' ability

to supernaturally fly. Creatures such as ravids and rasts (see “Inhabitants,” page 199) can still move about through the air as if the plane had no antimagic properties. Somehow, they have adapted to the plane, although any other supernatural abilities they might possess, such as the ravid's animation ability, still do not function.

Remember that characters like sorcerers, who do not prepare spells ahead of time, can choose to use higher-level slots for lower-level spells. So while a sorcerer could not cast higher-level spells, she could use her 2nd-, 3rd-, and 4th- (or higher) level slots to cast 1st-level spells. Characters who prepare spells ahead of time, like clerics or wizards, can—next time they prepare spells—choose to use all their slots to prepare 0- or 1st-level spells.

Instantaneous spells cast outside the Violet bringing creatures into the plane do function, so it is possible to *plane shift* into the plane. A *gate* to the Violet would not sustain itself, however. Creatures using *etherealness* could travel here, but as soon as they came into the space of the Violet, they would find the *etherealness* effect suppressed and they would become corporeal.

Spells cast outside the Violet that affect creatures or objects in the Violet do not work if they are above 1st level. For example, no 2nd-level or higher divination spell—no matter how powerful—can find a creature or object in the plane.

Magical constructs lose all animation (and Intelligence, if they have it) while in the Violet. Intelligent magical items likewise lose their intellect and become normal items while here. Elementals and incorporeal undead cannot enter the plane. If somehow forced to come to the plane, the conditions of the Violet instantaneously shunt them to a random conjuncting plane. Corporeal undead retain their intelligence and ambulatory abilities but lose all spells and spell-like abilities, if applicable (making a lich a far less imposing foe here than elsewhere).

Obviously, the prohibition on mid- and high-level spells makes the Violet a very difficult place to leave. Spells like *plane shift* or *etherealness* don't get the caster anywhere. In truth, there are only two ways around this. One is to hope to find a naturally occurring planar rift (see Chapter One: The Countless Worlds). The second is to create an inverse *antimagic field*. Through experimentation, spellcasters can learn that if they make a Spellcraft check (DC 28), then cast *antimagic field*, the spell not only works, but creates an area where spellcasting can take place normally. The magical effects cannot extend into the Violet outside the inverse *antimagic field*, however—a caster standing inside the field still can't cast a *lightning bolt* at a target outside the field.

He could, however, cast *protection from arrows* on himself, and it would work as long as he stayed within the field. More importantly, he could cast *plane shift* on himself and anyone else in the field and leave the Violet if he desired.

BROKEN TIME

Time seems to pass normally in the Violet. Although without a sun or moon there is no obvious passage of days, an hour in the Violet is like an hour anywhere else. But time occasionally malfunctions in the Violet. These malfunctions manifest as time randomly replaying itself. About once or twice every six hours on average, time backs up anywhere from a few seconds to more than a minute (2d8 rounds).

In such an instance, physically, everything goes back to the way it was previously. Broken doors are suddenly fixed, effects from cast spells vanish, and slain creatures live again. Mentally, however, all thinking creatures remember everything that happened before the “break” and can use that information as time moves forward again. Thus, if broken time occurs in the middle of a battle and resets the plane back 4 rounds, all participants in the fight return to the hit point total they had 4 rounds earlier. Characters regain the spells and abilities used in those 4 rounds, but their effects are undone, for they were never used. Characters return to the positions they were in 4 rounds earlier. However, all the participants still remember those 4 rounds. If a combatant discovered that her opponent was immune to fire during that time, she still knows and can act on that knowledge. Someone who died during those 4 rounds is not only alive again, but remembers dying—and perhaps will flee the fight rather than risk death again.

Natives to the Violet take broken time for granted. It’s sometimes annoying and sometimes useful. But it is always unpredictable.

WHAT HAPPENED HERE?

Long ago, the gods warred, as gods sometimes do. Not all the gods, of course, but enough of them to create a rip in the fabric of the multiverse. When the war ended, the victors took the time to repair the damage they caused, but in so doing inadvertently created a “bubble.” The Violet is that bubble in space and time. Thus, many of the normal constants—magic, time, and so on—don’t work exactly right here.

Interestingly, its unique nature makes the Violet less an actual plane and more of a flaw. It falls under the purview of no greater power: no god, no purveyor, and no planar warden. Anyone who might need a sort of “neutral zone” could use the Violet for just such a purpose.

INHABITANTS

Although some people warn planar travelers in the Violet of the poisonous centipedes that scuttle along the vines, the real danger is that thim vines teem with particularly nettlesome serpents that attack without provocation. These snakes range from size Small to Huge and become quite adept at slithering along the vines with speed and skill. If they must, they also know how to coil their bodies to get extra push to launch themselves through the air. In this way, they can travel twice the distance that their Strength score would suggest.

Most of the other creatures that dwell in the Violet can float on their own power, making them well adapted for life here. Darkmantles, ravid, rasts, and the like float about the vines searching for prey. The plane’s most intelligent creatures are the couatls. They are few in number and hesitate to approach strangers, but they can prove valuable allies to good-aligned travelers at a loss or in serious danger.

DMing Broken Time

DMs need to take some special care when running a game in the Violet. When time resets is always up to the DM. The situation should be used sparingly and almost never more than once per encounter (certainly not in every encounter).

Think of broken time as rewinding a videotape to a point earlier in a movie, but the characters in the movie are aware of the rewind and what happened during the period that is now undone. Or, think of it as a computer game where you as the player return to a saved point in the game. Really, it’s easy for players to deal with, since the characters involved don’t lose any of their memories—they can use their knowledge of what happened before the reset as they play through the intervening rounds again. The only thing the DM has to do is to make sure that the players keep notes of their characters’ condition (hit point total, active spells, spell durations, special damage, location, and so on) round by round while in the Violet. That way, when the DM describes the sudden shift backward in time, everyone knows their current physical state.

DMs can use broken time in the middle of a battle, with everyone suddenly back physically (both in condition and position) where they were toward the beginning of the combat, or possibly even before it started. With the knowledge of what happened before the reset, the participants can use new tactics against their foes, or even attempt to avoid the fight altogether. Dead characters can suddenly live again (never actually having died), having experienced the drama of the event without suffering the repercussions. Don’t forget that NPCs also remember what happened before the reset. Even native animals have learned to use broken time to their advantage when possible.

DMs also can use broken time in the middle of a noncombat encounter. If the PCs are talking to an NPC and suddenly time resets, everyone remembers what was said before, even though the conversation never really happened. The PCs might struggle past an obstacle or a difficult-to-open door only to find themselves having to do it all over again!

Lastly, the DM should feel free to drop in moments of broken time during noncrucial episodes, just to emphasize that the breaks come randomly, not only when it matters.

INHABITANTS OF THE VIOLET			
Creature	CR	Source	Notes
Cloaker	5	MM	—
Couatl	10	MM	In the Violet, these creatures are only CR 8 because they cannot use most of their spells and psionics.
Darkmantle	1	MM	—
Flumph	1	ToH	—
Gas spore	1	ToH	—
Gorbel	1	ToH	—
Monstrous centipede (Medium)	1/2	MM	—
Ravid	5	MM	In the Violet, these creatures are only CR 2 because they cannot use their <i>animate objects</i> and <i>positive energy lash</i> abilities.
Rast	5	MM	In the Violet, these creatures are only CR 4 because they cannot use their <i>paralysis gaze</i> .
Viper (Small)	1/2	MM	—
Viper (Medium)	1	MM	—
Viper (Large)	2	MM	—
Viper (Huge)	3	MM	—

Due to their coloration, all natives gain a +4 circumstance bonus to hide among thim vines from the eyes of non-natives. Non-natives, meanwhile, suffer a –2 circumstance penalty when attempting to hide from natives among the same vines.

HIDDEN STOREHOUSES AND PRISONS

The Violet has been around a long time. A number of people from various planes have discovered it and wondered how best to use its antimagic property. Some consider it a good place to store perilous artifacts or other items of magical power. Not only does the place virtually eliminate an item's powers, it's also a difficult plane to leave. Sometimes dangerous intelligent magical items or creatures powered by magic are kept here, as the effects of the Violet render inert such items and creatures—intelligent items, magical constructs and golems, and so forth (but not undead).

Others have found that the Violet makes an excellent place to imprison a powerful spellcaster or spellcasting creature, such as a lich, a solar, or a mind flayer.

Of course, since most magic doesn't work here, a character couldn't fashion a magically protected vault for the item or a mystically sealed prison for a prisoner. Thus, vaults and prisons here employ more conventional means of protection—thick adamantine walls, deviously crafted locks, and even

physical guardians. Sometimes the builders use minor magic to supplement these measures.

In theory, the Violet hides many of these storehouses and prisons. No one knows exactly how many there are, but the Violet isn't large by planar standards, so the number is probably less than 20. Three such places are detailed here as examples.

THE STOREHOUSE OF KAR BAX

Floating amid the lower reaches of the thim vines in an otherwise quiet portion of the Violet lies an extraordinary artificial structure: the Storehouse of Kar Bax. Kar Bax was a powerful bariaur druid from another plane whose greatest accomplishment before he died over 100 years ago was to wrest the dreaded *anvil of hate* from the half-devil Ethripan. He was convinced that he could cleanse the anvil of its corruption, given time and the right magic (which he never discovered). Due to the anvil's horrible influence, however, Kar Bax needed to find a place to store it where it could wreak no further woe while he did his research. He read of the Violet in a couple ancient tomes and traveled here with some mechanically crafty gnome servants and a vast array of building tools and supplies.

The Storehouse, a stone tower floating amid the vines, features battlements at each end of its cylindrical shape. It has no windows, but it does have a door on either end. The cylinder measures 20 feet in diameter and 120 feet in length.

Since the granite of its walls is not native to the Violet, it retains its natural grey color.

THE WALLS

The stone walls of the Storehouse are actually a façade, about 6 inches thick (hardness 8, 45 hp, break DC 35). The real walls are made of a mysterious hardened wood from Kar Bax's home plane. This wood has a hardness of 30, and 100 hp per inch of thickness. The walls are 3 inches thick and have a break DC of 70. The wood is deep blue and smells of sour milk.

THE DOORS

Each door in the Storehouse is made of reinforced iron 3 inches thick (hardness 10, 90 hp, break DC 30). The doors are each locked with two separate locks (each DC 30 to open) and held in place with a mechanism that prevents either door from opening unless both doors open at the same time. Further, each lock is mechanically trapped so that, if someone unlocks it, it immediately locks all the other locks. This means that someone wanting to pick the locks (the keys have long since been destroyed) must pick all four of them at the same time.

Relocking Trap: CR 3; mechanical; touch trigger; automatic reset; Search DC 25; Disable Device DC 32

Lastly, the doors themselves are trapped with a pair of scything blade traps in each doorway. If someone does not find and disarm them, the blades strike anyone who steps through the doorway.

Double Scything Blade Trap: CR 5; mechanical; location trigger; automatic reset; 6d6 points of damage; Reflex save, DC 20 avoids; Search DC 25; Disable Device DC 25

THE ENTRY CHAMBERS

Beyond each door is a cylindrical room 50 feet long. These rooms are a maze of thin, almost invisible (Search, DC 25) tripwires. Passing through them activates an arrow trap every 5 feet. The arrow traps are numerous, so all characters passing through the room are attacked by a trap every 5 feet they move along the chamber—in either direction (making the return trip just as unpleasant as the trip in). There are a total of 500 arrow traps in each room, each with its own tripwire, and each with a magazine of 10 arrows.

Arrow Traps: CR 4; mechanical; location trigger; automatic reset; Attack: +20 ranged (1d8/×3); Search DC 25; Disable Device DC 25

THE VAULT ROOM

Two doors lead into the vault room, one from either end of the tower. Both are deviously locked (Open Lock, DC 30, to open). However, only one door is the correct one. The other is false and, of course, trapped. Opening the wrong door causes both outer doors to close and lock and sprays a caustic contact poison throughout both entry chambers (the poison spray does not affect the arrow traps or the tripwires). Anyone in either room suffers 8d6 points of acid damage. Those who make a successful Reflex saving throw (DC 25) suffer only half damage. Those who fail not only suffer full damage but must make Fortitude saving throws (DC 25) or fall victim to the poison that inflicts 1d6 points of temporary Constitution damage, then 2d6 points a minute later.

Caustic Poison Spray Trap: CR 12; mechanical; touch trigger; automatic reset; 8d6 acid damage; Reflex save (DC 25) for half, failure also carries poison (DC 25, 1d6 Constitution primary damage/2d6 Constitution secondary damage); Search DC 27; Disable Device DC 27

Further, both the false door and the real door are fitted with a minor magical trap affecting anyone that even touches them with a *cause fear* effect.

Inside the vault room, the *anvil of hate* rests within a locked (DC 30 to open) iron box of great size (4 feet by 4 feet by 6 feet), bolted to the wall.

The Anvil of Hate: This evil artifact owes its existence to a little-known god of the forge named Korbas. Korbas fell in love with a mortal woman named Resthis. When she spurned the ugly god's advances, Korbas grew enraged and slew her. This act warped the deity and corrupted the item in which he had invested much of his power—his anvil. The anvil, once used to forge many magical weapons and items, seethed with Korbas' hate. It still instills the user with a +5 competence bonus to Craft (metalworking), Craft (weapon-smithing), and Craft (armorsmithing) checks, provides a +5 circumstance bonus to those checks as well, grants the user free use of the Craft Arms and Armor feat, and automatically adds a +1 bonus to any magical weapon or armor created with it (a +2 sword forged with the anvil is actually a +3 weapon, even though the cost in gold, experience, and time is the same as if it were a +2 weapon).

The anvil also causes creatures within 100 feet to make a Will saving throw (DC 25) or fall victim to a curse that forces them to seek out the one being they love the most and attack with intent to kill, to the best of their ability. Each day one comes into the anvil's range, the character must attempt a new save. Creatures that do not love anyone must pick someone known to them who has the same alignment and

currently resides on the same plane. Only creatures of lawful evil alignment possess immunity to this effect. The owner of the anvil can, if touching the anvil, cast *song of discord* at will.

Overwhelming enchantment [evil]; caster level 25th;
Weight 200 lbs.

THE RECONDITE PRISON

Some time ago, the planar Iralophinine the Just approached the pit fiend known only by the endearing moniker of Red Bile Spew. Red, as Iralophinine called him, was about to lead a small diabolic army of devils against a monastery of devout priests who served a pantheon of good deities. Iralophinine offered himself as a hostage/sacrifice to the devil if he agreed to do everything in his power to ensure that the monastery and its occupants remained unharmed. The only other condition on the agreement was that the fiend could not harm or slay the angel. Red Bile Spew, with the temptation of having such a powerful foe in his clutches, agreed. In his haste, the pit fiend neglected to require that Iralophinine never attempt to escape. Thus, as soon as he arrived in Red Bile Spew's hellish domain, he did try to escape, and almost succeeded. Red and his minions managed to subdue the angel, but only just barely. Red knew that with his agreement not to harm or slay Iralophinine, the planar would escape eventually. Fortunately for him, he knew of an empty prison. A mortal sorcerer once built it to hold him—he intended to hold Red prisoner until he agreed to grant him a wish. The sorcerer paid for the affront with his life.

The prison lay within the Violet. Red avoided imprisonment there, but Iralophinine would not be so lucky. The pit fiend instructed his minions to take the bound angel there, and quickly. Of course, the devils who transported Iralophinine were also trapped, but Red did not care in the slightest.

The Recondite Prison resembles a massive sphere of violet glass that floats well camouflaged amid the thim vines. The sphere measures 70 feet in diameter. It has a hardness of 1 and only 20 hit points, although a minor magical spell causes the glass to slowly, over time, repair any breaks or cracks (it can repair a 5-foot-square hole in about 48 hours). Within the sphere wait three particularly bored and bitter bone devils. Out of sheer spite they attack anyone who attempts to come in, regardless of intention.

Devil, Osyluth (Bone Devil): Large outsider (evil, lawful); CR 9*; HD 10d8+50; hp 100; Init +9; Speed 40 feet; AC 25 (–1 size, +5 Dex, +11 natural), touch 14, flat-footed 20; BAB +10; Grapple +19; Attack +14 melee (1d8+5, bite); Full Attack +14 melee (1d8+5, bite) and +12 melee (1d4+2, 2 claws) and +12 melee (3d4+2 sting, plus poison); Space/Reach 10

feet/10 feet (Face/Reach 5 feet × 5 feet/10 feet); SA Poison (Fort, DC 20, 1d6/2d6 Str); SQ SR 22, devil qualities; AL LE; SV Fort +12, Ref +12, Will +11; Str 21, Dex 21, Con 21, Int 14, Wis 14, Cha 14

Skills and Feats: Bluff +15, Concentration +18, Diplomacy +6, Disguise +2 (+4 acting), Hide +14, Intimidate +17, Knowledge (the planes) +15, Listen +17, Move Silently +18, Search +15, Sense Motive +15, Spot +17, Survival +2 (+4 following tracks); Alertness, Improved Initiative, Iron Will, Multiattack

Devil Traits: Immune to fire and poison, resistance to acid 10 and cold 10

* Note: *Due to their lack of spell-like and supernatural abilities, the bone devils are only CR 7 in the Violet.*

Within the sphere is another sphere, this one 20 feet in diameter. This sphere is made of 3-inch-thick adamantine (hardness 20, 120 hit points, break DC 40). Within this sphere Iralophinine waits, bound in adamantine chains. He is not strong enough to break through the sphere on his own and has no access to his magical abilities, which would get him out. A 1-foot-square transparent section of the sphere allows him to see out in a limited way and lets others see in. From the outside one can access a mechanism that will split the angel's adamantine sphere into two halves, but it is locked (Open Lock, DC 28, to open). If unlocked, the mechanism opens the sphere and releases Iralophinine from his bonds. If freed, Iralophinine obviously will be extremely grateful.

THE EMPTY STOREHOUSE

Tangled in a mass of thim vines, this stone structure proves difficult to find. It probably once resembled a small keep, although it is so dilapidated now that it is little more than a muddle of dark stones amid the entwined violet vegetation. The doors are long since gone, ripped from their hinges—they may be floating on their own somewhere in the Violet. Inside, evidence of triggered traps and broken barriers makes it obvious that someone broke into the once well-fortified structure. Broken blades and arrows from now-empty arrow traps float in the gravity-free environment, and various broken tripwires lie everywhere. Amid them, the skeletal remains of dead intruders drift in testament to the danger of the traps. One can follow the path of destruction into a now-empty vault with thick iron walls.

What is important about this ruin is not its spent traps or plundered vault. Away from the vault, behind a secret door in the wall of the main corridor (Search, DC 22, to find) lies a corridor. It ends in an intact, locked (Open Lock, DC 25, to open) door of iron 1 inch thick (hardness 10, 30 hit points, break DC 28). The door protects a dead-end room 20 feet

across and just as deep. It holds no furnishings, decorations, or traps. However, this room contains a permanent inverted *antimagic field*, set up as an escape route by those who built the structure decades ago.

The couatls (see “The Couatl Sanctuary,” below) know of this room, having been on passable terms with its builders, but they have never had cause to find or use it. They might tell allies interested in leaving the plane about it.

THE COUATL SANCTUARY

A small group of nine couatls has banded together in the Violet. These creatures are the descendants of a pair of couatls who came here more than four centuries ago to hide from potent enemies and were subsequently trapped here. Although usually not particularly sociable individuals, they stick together for mutual protection, living on the ground within a domelike structure made from thim vines.

These couatls have never known anything beyond the Violet. They use all of their spell slots to prepare 0- and 1st-level spells and have no memory of the spell-like psionic abilities their kind possesses innately. Despite the fact that they normally would have the power to leave the Violet, they have no desire to do so. This is their home now. Their leader, Iochil, maintains a rather cold demeanor and distrusts strangers, but all the couatls retain the moral and ethical stance common to their kind (they are all lawful good).

These creatures fight a never-ending war with the cloak-ers and rasts of the plane. Neither the rasts nor the cloak-ers have permanent settlements. The rasts move about hunting for prey on their own. The cloak-ers often do likewise, but in general operate in nomadic groups. Sometimes they launch coordinated attacks on the couatls, whom they hate.



The couatls count as friends and allies the plane's few enigmatic ravid, although they can't rely on the creatures with any regularity—the ravid operate according to their own mysterious motivation and none other.

USING THE VIOLET

The Violet is an alien realm suitable for characters of almost any level. In fact, since most magic is nullified here, it creates a strangely level playing field. Of course, it makes it less fun to play a high-level spellcaster if you can't use most of your abilities, so setting a long-term adventure here might not be the best idea. In fact, much of the adventure involved with the Violet is figuring out how to leave.

ADVENTURES

You can use any of the following adventure hooks with the Violet.

CLOAKER-COUATL WAR (8TH TO 9TH LEVEL)

After the player characters arrive in the Violet and get their bearings, the otherwise reticent couatls approach them. It

seems as if the conflict with the cloakers has escalated to the point where the cloakers are preparing a massive assault against the couatls' home. The PCs first need to find out the details of the cloaker plan of attack; the couatls believe the characters have a better chance than they of sneaking into a cloaker waymeet or capturing and interrogating a cloaker. Then it's up to them to help the couatls stand against that plan. In return, the couatls might offer the characters some treasure or perhaps—if they need one—a possible way off the plane using the empty storehouse (see page 202). (If the PCs don't

have the ability to cast a spell like *plane shift*, a couatl could accompany them and use its innate abilities to transport them off the plane within the inverted *antimagic field*.)

FREE THE CELESTIAL (9TH TO 10TH LEVEL)

An aged cleric/monk, Sister Erathdia, comes to the player characters for help. She explains that her monastery owes a great debt of gratitude to an angel named Iralophinine. After decades of research and *commune* spells, she has learned of his fate: He is imprisoned within a plane called the Violet. She tells them of the plane and explains that the only thing keeping her from going at her advanced age are her spells. Without them, she would be useless. She offers the PCs a great reward of magical treasures to go to the Violet and return with Iralophinine.

RECOVER THE ANVIL (11TH TO 12TH LEVEL)

The player characters need to reforge a broken magical weapon of great power in order to fulfill a prophecy or defeat a powerful foe. Through research, they learn they can reforge it only using the *anvil of Korbas*, now known as the *anvil of hate*. They learn the story of Kar Bax and his Storehouse in the Violet and must recover the anvil despite its protections and evil nature. (Conversely, evil characters might simply desire the anvil on their own and figure it's worth the trip to the Violet.) The anvil must be functional, of course, so the PCs either need to bring it to a plane where magic works properly or create an inverted *antimagic field* around it.

GUARD THE LICH (15TH TO 16TH LEVEL)

The lich Giroth has finally been defeated and—while not destroyed—contained. This terrible scourge from the player characters' home plane has hidden his phylactery so well that his foes have decided to imprison him in the Violet and be done with him. However, they need assistance in guarding the lich while the prison is constructed. Meanwhile, Giroth's minions scheme to engineer his liberation.

Giroth's undead form regenerates to its "normal" shriveled nature while he remains with the PCs in the Violet near his prison-to-be. While he was a 19th-level wizard, he currently has no magic items and no abilities other than cantrips and 1st-level spells, which he cannot cast while held in mithral manacles. However, when his minions—including a marilith and a glabrezu, as well as a number of 8th-level fiendish orc mercenary fighters—attempt to free him, things get quite harried, even though the demons lack most of their spell-like and supernatural abilities. First the orcs attempt to create a diversion while the demons sneak in to free their master. If that fails, they attempt an all-out assault.

Worst of all, while he bides his time, Giroth has already figured out that he can attempt to invert an *antimagic field* to escape, if only he can free himself of his bonds...


PCs With Little Magic

Most of the characters' magic items won't function in the Violet. Spellcasters above 2nd level lose a great deal of their effectiveness. They won't be able to take on challenges in the same way they normally would. Barriers like locked doors may suddenly become a real obstacle again, and the party loses most of its ability to heal wounds and deal with afflictions like blindness, disease, and poison.

Spellcasting characters of 3rd level or higher operate at about 50 percent of their effective level. Nonspellcasting characters with most of their magic items suppressed operate at about 75 percent of their level.

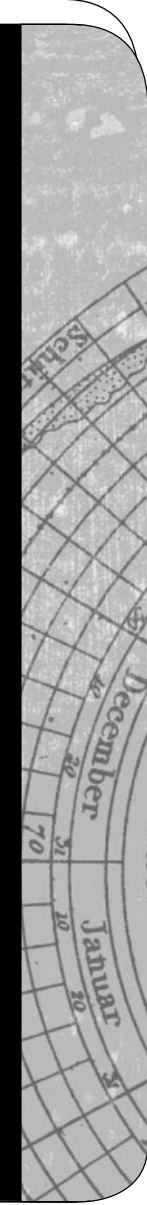
The Primal Gardens of Yragon

Throughout the multiverse, the slaver grahlus are feared for their brutal interplanar raids. These horrible demon-apes hail from a plane known as Yragon, where they rule their jungle empire with an iron grip.



The slaves captured by the massive grahlus are taken to the apes' jungle home, reportedly to spend the rest of their life in terrible toil, and are never seen again. But the grahlus have a secret, and they do their best to keep intruders from their home plane, lest anyone discover the truth....

THE SECRET HISTORY OF YRAGON



In the beginning, Yragon was a paradise. Unspoiled by intelligent life or visitors from elsewhere, its animals and plants flourished. Eventually, intelligent life evolved in the humid gardens of Yragon, but it was unlike intelligent life elsewhere. The new masters of Yragon were microscopic organisms—viral agents neither truly plant nor animal. These beings, known only as alyptur, had powerful telepathic abilities and could communicate with each other over distances quite vast to them (although such distances amount to only about 10 feet). As a virus, the alyptur dwelled mainly within other organisms, adapting as needed to enter and sustain themselves within various animals. Their first major success came when they found that, by adapting themselves to termitelike insect hosts, they could provoke specific responses in the insects' behavior and even their physiology. Using the insects as slaves, the alyptur created a huge nest in the middle of a jungle clearing. The nest, originally created from sand held together with secretions, was home to insects that the alyptur began to modify from within. Slowly, over thousands of years, the alyptur caused the insects to fuse into a single creature: a living nest. This was to be Valiknest, the alyptur "city" where they would dwell in harmony forevermore.

As the alyptur adapted, however, some changed so radically that they no longer shared the same mindset as their "fellows." These alyptur did not want to dwell within Valiknest. They enjoyed their control over the insects so much that they began to lust for power. These rogue alyptur turned toward the creatures they saw as the most developed in Yragon: the large jungle apes.

The jungle apes of Yragon were massive but fast. They charged at prey with great ferocity and terrifying leaps that allowed them to rend with all four limbs as well as deliver a savage bite. In Yragon, these lords of the jungle feared nothing.

Once they had infected the ape population, the alyptur began to adapt to the creatures and in turn cause minor changes in the apes' behavior and physiology. After many generations, the alyptur caused the infected apes to evolve into semi-intelligent creatures. Their muscular forelimbs changed into dexterous, tool-using hands. Their throats and mouths, meant for growls and howls, changed enough to allow speech. The evolved apes called themselves the grahlus.

Still owing much to their forebears, the alyptur within the grahlus bade them build a wooden palisade around Valiknest. Eventually, as grahlus technology advanced, the palisade became a keep and, eventually, Valiknest lay within the hidden inner sanctum of a massive stone palace.

Planar Notes

Name: Yragon

Type: Alternate world

Common Conjunction Planes:

Graw—An ugly, barren world where beauty is used as currency and can be stolen or traded as easily as gold using strange magic items.

Nerrak—An icy world inhabited by humans immune to cold but deathly afraid of (and vulnerable to) fire.

The Nexus—A transdimensional crossroads filled with doorways (see Chapter One: *The Countless Worlds*).

Parallel Plane (same name as the PCs' homeworld)—A parallel world that resembles the PCs' world exactly, down to the very individual inhabitants, except that every one of the inhabitants is the opposite gender than what the PCs are used to (see Chapter Twenty: *Through the Looking Glass*).

Popilen—An alien realm ruled by a gigantic godlike eye that floats over and watches everything, dispatching smaller, eyelike creatures to do its will when they are needed.

The Underland—A maze of caverns and tunnels that lead to many different worlds, depending on the route a traveler takes (see Chapter One).

GRAHLUS

As time passed, the grahlus developed to the point where the aliptur influence upon them remained very slight. It is worth noting that the aliptur do not use magic or psionics to dominate their hosts—they literally cause physiological changes within the creature's brain to encourage specific behaviors. The more advanced the brain, the more complex a process this becomes. Some time ago, the aliptur lost the ability to control the day-to-day activities of the grahlus. They could, however, influence them on a racial or cultural level. For example, they modified the grahlus' desire for expansion and control to the mastery of other beings as slaves (this last one came easy for the aliptur). The grahlus' natural group hierarchy evolved directly into a complex society where every individual knew its place, with a powerful leader—an emperor—at the top.

The grahlus developed weapons, armor, and building techniques that allowed them to construct fortresses and walled cities, with well-maintained roads that enabled armies and supplies to move about very quickly.

All this time, the grahlus remained unaware of the aliptur. The viral infection had been with them for so long (as long as their recorded history) that they believed it to be a part of their natural state. Perhaps a few grahlus today know of their true history, passed on as a secret among the upper echelons. If this is the case, these individuals will never reveal this fact to the populace at large.

Eventually the grahlus empire spread throughout much of Yragon. By this time, a few other intelligent creatures had evolved there, such as medusas and trolls (both of whom developed underground, coming to the surface only occasionally). After vicious wars, the grahlus enslaved most of these creatures, although some still live free in caves beneath the jungle. The grahlus tamed tigers and kamadans and other jungle beasts as well, using them as pets and guardians in their hidden tropical cities. They quickly became the undisputed masters of Yragon: a military society with no one to fight.

Soon the grahlus' lust for conquest, fueled by the aliptur's subtle influence, led them to look beyond Yragon for slaves and worlds to conquer. They theorized that other worlds existed, but they had no means to travel to them. Eventually, after many years of work, the grahlus discovered that a certain type of tree in the garden—a tall, thick deciduous that they call irnuk—extended its roots into other worlds.

Through experimentation, they learned to manipulate these mystical trees to create portals to other planes: a sort of stimulated natural rift. This manipulation involved cutting into the tree's trunk but not killing it, then treating it with alchemical concoctions mixed by a grahlus expert. Only a few grahlus know how to perform these manipulations, and they still cannot actually control where the portal leads. Thus, when they create a portal, they normally send through a scout. If the scout returns and reports that potential slaves (or other things of interest) lie beyond, the grahlus dispatch a raiding party. The portals remain open only for 1d8 days, so they attempt to accomplish this as quickly as possible.

THE ALIPTUR TODAY

The aliptur have traveled with the grahlus to see other planes. They have seen that various races wield magical abilities far beyond their understanding,

“

They had thought themselves invincible.

”

including a shockingly common spell—*remove disease*—that can slay them outright. They had thought themselves almost invincible until word of this magic reached them. Now that they know Valiknest could be scoured clean of them with just the wave of a cleric's hand, they do whatever they can to keep such spellcasters out of Yragon altogether. Within all grahlus, they have implanted the instinct to protect the Valiknest, which the grahlus call the Mothertree due to its somewhat plantlike appearance.

Few if any of the grahlus know what the Mothertree actually is, but they know that it's important.

CONTRACTING THE ALIPTUR

Of course, since the aliptur is a virus, the question arises: What happens if another creature catches it? The aliptur is airborne, although only rarely so. In fact, since the aliptur is sentient and sapient, it usually becomes airborne only when it wishes to. So the chances of a nongrahlus contracting the aliptur are low.

The exception to this is when a grahlus dies. In this case, the aliptur will die within a few hours of its host unless it finds a new host in which to live. Lacking another grahlus, it will attempt to infect a different creature. The virus chooses mammals over other types of creature, but beyond that anything is fair game. Of course, this migration isn't as easy as it sounds, as the aliptur can't actually control their movement outside the host. Their only hope is that some creature gets close enough to the dead or dying grahlus host for it to enter through a suitable orifice,



such as the nose or mouth. A Fortitude save (DC 18) throws off the virus, dooming it.

Nongrahlus really can only be carriers of alyptur, however—the virus has mutated so much that it can only truly “infect” a grahlus. However, the DM may choose to allow it to “ride” and control members of other races, and perhaps even the PCs. Again, it’s worth noting that the alyptur do not exercise overt control over their host. Instead, they attempt to change behavior over the long term. If taken to another plane via a nongrahlus host, the alyptur would spend weeks attempting to ascertain its new situation and environment (the alyptur’s ability to sense ongoing events through its host is imperfect). Then, it would develop a goal and a stratagem. That goal may be to get back to Yragon, to establish a colony in the new world, or to alter its host (or itself, or both) to better adapt to its new situation.

INHABITANTS

Obviously, the most prominent inhabitants of Yragon are the grahlus, who live in jungle cities connected by well-maintained roads. The alyptur, while obviously important, present no obvious sign of their existence. A traveler could visit Yragon many times, exploring it thoroughly, and never find a hint of the alyptur. Most grahlus themselves remain unaware of it.

The Primal Garden, as Yragon is still sometimes called, teems with life of all kinds beyond just the grahlus, however. Jungle animals are everywhere, from small mammals running along the ground to brightly plumed birds inhabiting the trees, and everything in between. Most of these creatures are not dangerous and keep their distance from dangerous creatures (like the player characters). A few present a real threat, however—dire tigers, giant snakes, and even trolls might try to make a meal of a visiting planar traveler.

INHABITANTS OF THE VIOLET

Creature	CR	Source	Notes
Briar beast	6	LoD	—
Clubnek	1	ToH	—
Dire tiger	8	MM	—
Dire ape	3	MM	—
Dire bat	2	MM	—
Giant wasp	3	MM	—
Grahlus	5	BCD	Page 208
Kamadan	4	ToH	—
Krenshar	1	MM	—
Medusa	7	MM	—
Monstrous centipede (Huge)	2	MM	—
Monstrous centipede (Large)	1	MM	—
Monstrous centipede (Medium)	1/2	MM	—
Scythe tree	6	ToH	—
Snake, giant constrictor	5	MM	—
Tendriculos	6	MM	—
Troll	5	MM	—
Viper (Large)	2	MM	—

GRAHLUS

Large Monstrous Humanoid

Hit Dice: 8d8+40 (76 hp)**Initiative:** +1**Speed:** 30 feet (40 feet without armor)**AC:** 20 (−1 size, +1 Dexterity, +3 natural, +5 armor, +2 shield), touch 10, flat-footed 19, armor check penalty −4**Base Attack/Grapple:** +8/+16**Attack:** +13 melee (2d6+6, masterwork longsword)**Full Attack:** +13/+8 melee (2d6+6, masterwork longsword), +8 melee (1d8+3, bite)**Space/Reach:** 10 feet/10 feet
(Face/Reach 5 feet by 5 feet/10 feet)**Special Attacks:** Pounce**Special Qualities:** Low-light vision, scent, *remove disease* vulnerability**Saves:** Fort +7, Ref +6, Will +8**Abilities:** Str 22, Dex 13, Con 20, Int 11, Wis 11, Cha 9**Skills:** Climb*+11, Intimidate +10, Jump* +11, Knowledge (the planes) +5, Listen +6, Spot +4**Feats:** Awareness, Cleave, Iron Will^B, Power Attack**Environment:** Yragon (or any)**Organization:** Solitary, pair, squad (3–6 plus one 3rd-level fighter captain), phalanx (11–30 plus three 3rd-level captains and one 5th-level fighter commander), army (101–200, plus twelve 3rd-level captains, four 5th-level commanders, and one 10th-level general)**Alignment:** Lawful evil**Challenge Rating:** 5**Treasure:** No coins, double goods**Advancement:** By character class**Level Adjustment:** +3

A grahlus might be described as a humanoid civilized ape, but that does a poor job of conveying the intimidating power inherent within the creature. Standing 6 feet tall (8 if it rears up to its full height), a grahlus warrior weighs 600 lbs. The creature's shoulders and arms look almost impossibly massive—the arms are actually larger than the legs, which might challenge the species' label as humanoid. A grahlus has a huge mouth that can open surprisingly wide and is filled with strong, tearing teeth. When charging into battle, or even in the midst of combat, the grahlus can loose a terrifying roar that would put a lion's to shame. Those in melee with the roaring creatures feel their hot, fetid breath and see their bulging eyes and cavernous mouths and can't help feeling a little cowed. Though they wear clothing and wield tools and weapons, in combat the grahlus seem anything but civilized.

Created by viral modifications, the grahlus retain some of their bestial nature and pack mentality. Their society is well ordered because everyone in it knows his or her place within the hierarchy. The grahlus' need to follow an alpha male led directly to the empire they now command—the instincts and proclivities involved remain the same.

Although warlike, the grahlus hate chaos and upheaval. In their perfect world, they would never face real danger and would use their military might and combat prowess only to keep their slaves in line. Grahlus enjoy conquering and ultimately mastering other races (the virus, in fact, manipulated this trait within them). If they could, they would conquer the multiverse and enslave all other peoples.

When not engaged in warfare or slave-taking raids, the grahlus are builders and planners. Innovation comes slowly to them, but mastery of an existing skill comes easy.

Grahlus speak Common with a deep, full baritone.

The grahlus soldier statted here wears a masterwork breastplate and carries a large masterwork longsword and masterwork heavy shield.

COMBAT

Although they stand upright, when charging into battle, the grahlus still use their powerful forelimbs to help propel them along (grahlus shields are designed to allow this even as they are readied). Moreover, grahlus never wear boots or shoes, so that when they leap onto a foe they can attack with the claws on their feet as well.



Pounce (Ex): A grahlus charging a foe can make a full attack, including two rake attacks.

Rake (Ex): Attack bonus +13 melee, 1d6+3 points of damage.

Remove Disease Vulnerability: The aliptur virus is still vital to grahlus physiology. If the aliptur is destroyed (using a *remove disease* spell), the grahlus is stunned for 1d4 rounds. Afterward, it permanently loses 4 points of Intelligence. An aliptur-free grahlus is far more likely to act like an animal than an intelligent creature—most likely it will shed any equipment and flee from danger, unless enraged or cornered.

* **Skills:** Grahlus have a +8 racial bonus on Climb and Jump checks and can always choose to take 10 on Climb checks, even if rushed or threatened. They also have a +2 racial bonus to Intimidate checks.

GRAHLUS SOCIETY

Grahlus are industrious and driven. They build wide, stone-paved roads, stone-and-wood forts for protection, and walled cities in which to live. On their home plane, the grahlus are ruled by a powerful emperor who is usually a fierce warrior. Weak emperors are quickly deposed. Succession is never based on blood, but always on strength, deed, and influence among the people.

Each individual understands the hierarchy of grahlus society. Every grahlus knows his or her role. Some work to advance their position, but most seem content simply to find their place and excel at whatever duties they come upon there. Most grahlus trust others of their race; this is particularly true among those at the bottom of the hierarchy. While the emperor must always watch his back, wary of ambitious generals, and the generals must in turn figure out who to trust among the other high-ranking officials, the simple stonemason or soldier has little reason to believe that one of his peers might lie to him or betray him.

Grahlus society is male dominated, although females are just as physically powerful as males. Military leaders, city rulers, and emperors are always male. Females simply do not feel the need that some males do to rise in power or standing. This leaves them the time and affords them the special position of caring for the young. Although grahlus mate for life, the females raise the children in groups.

Grahlus have few enemies on their home plane. Their walls and fortresses exist to protect them from others of their own race. Although it's rare, a general can gain enough influence and power to attempt to take control of a city or overthrow the emperor. While such coups have worked in the past, sparking revolt is generally the exception rather than the rule—the grahlus nature abhors the

chaos such actions inevitably bring. That is the ultimate grahlus contradiction: They are a warlike people who love peace and security.

The grahlus worship no gods, but do hold a special reverence for both their ancestors and for nature in general.

GRAHLUS CHARACTERS

Grahlus are almost always warriors or fighters, although grahlus experts are not uncommon. They are never commoners, aristocrats, adepts, paladins, clerics, sorcerers, or bards. A very few grahlus, usually called throwbacks, are barbarians; other grahlus look down upon them. An equally few are rangers and monks, but these are considered elite and special individuals. So few grahlus have the aptitude to become wizards or rogues that they are almost not worth mentioning, but they do exist. (Grahlus become wizards despite the best efforts of the aliptur, who would like to keep Yragon magic-free.)

Grahlus druids, once almost unheard of, are growing more common. These figures serve as spiritual shepherds for a grahlus community in ceremonies created to honor the ancestors and show reverence to nature. Obviously, the aliptur do not want druids around, for the same reasons they fear clerics and even wizards. However, despite their best efforts to modify the grahlus away from their spiritual beliefs (and thus the need for druids), they have not yet succeeded. Grahlus warriors and generals, thanks to the aliptur, distrust and hate the druids, so the latter usually maintain a very low profile and sometimes live alone and hidden in the jungle, coming into a community only when needed and only for short periods.

GRAHLUS SLAVES

Although most grahlus slaves are human, many other races join their unfortunate ranks: elves, dwarves, githzerai, orcs, and hobgoblins. Because the grahlus neither trust nor value creatures smaller than Medium, only the very occasional halfling, gnome, goblin, or similarly sized creature stands among the other slaves. Those that do often find themselves treated more like curiosities or even pets than workers. Grahlus rarely take creatures larger than Medium, either. They find ogres, centaurs, and other larger creatures too much of a potential threat to their order.

Grahlus worry about slave revolts continually and take precautions as best they can. For example, they move slaves around and never let groups stay together for long periods of time. A slave is likely to spend a few weeks in the fields, a week or two prying up stones, and then go back to tilling the fields—but different fields than before, with a different crew. If a slave shows signs of leadership

or an unusually strong spirit, they kill the slave rather than risk trouble later.

Slave escapes, on the other hand, are not a cause of worry but of sport. Grahlus enjoy hunting escaped slaves through the jungle and compete with each other as individuals and sometimes in groups. Grahlus commanders use escapee hunts as a reward for deserving soldiers or as rest and relaxation for those who need it. Sometimes grahlu taskmasters leave obvious routes of escape to encourage the occasion. More rarely, they even force slaves at swordpoint to escape.

Once captured, grahlu slaves have virtually no hope of real freedom. Further, the grahlu do not allow slaves to mate and produce children or families, as any kind of social structure or community among the slaves presents a concern for their paranoid masters. Slaves just don't spend enough time together to produce relationships. Plus, their toil-filled lives are usually quite short.

The grahlu must gather new slaves on raids continually. In fact, this is the point—the grahlu *enjoy* making slave raids.

SLAVE RAIDS

The grahlu use irnuk tree portals (see page 206) to mount sudden and terrifying raids on nongrahlu communities offworld. A hole in space seems to open up on the other plane—usually at night—and roaring, charging grahlu soldiers storm through it. (This is actually after a scout has come through to confirm the presence of quarry in the area.) The first soldiers through form a perimeter, while the second wave begins grabbing whomever they can get their hands on. At this stage, they are not choosy—anyone is fair game (slaves who prove unsuitable once brought to Yragon are slain). The raiders do not pause to dispatch their victims' military or guards. This is not a mission of conquest. Instead, the soldiers on the perimeter fight a defensive battle to keep enemy forces away while the others grab slaves and bring them through the gate. At a set time, the grahlu retract the perimeter and all of them leave via the gate, which closes behind them. The whole raid likely takes less than two minutes.

Obviously, communities raided in this way don't take it well. Those with the resources sometimes mount a campaign



to get their people back. This proves difficult, of course, as it involves traveling to another world and facing a terrifying foe. Some communities employ adventuring companies to deal with this situation. Others mount a small army to launch at the grahlus. Although rare, it was just such a large-scale military assault that led the grahlus to decide to no longer raid githyanki communities for slaves.

YRAGON

Yragon is a normal-sized world, probably not unlike the one that the PCs hail from. Unlike most worlds, however, its climate remains fairly constant everywhere except in the far northern and southern reaches. Temperate, wet jungles cover most of the world's land masses, their growth spreading to the shores of Yragon's oceans.

The world owes its climate to its celestial phenomena: Twin suns share the sky for about six hours every day, then each rules on its own for a like amount of time, followed by six hours of moonless darkness. The position of these suns keeps Yragon from experiencing definable seasons beyond "rainy" and "not-quite-so-rainy." Except in the high north and deep south, it never gets very cold in Yragon.

After spreading across much of Yragon's largest continent, the grahlus have lost interest in continuing to settle the rest of their world—they're sure there are no peoples left to conquer or new resources to exploit. Whether this is true remains to be seen. Instead, they focus their attention on other worlds. This means that most of Yragon remains the primal, unspoiled, unexplored garden it has been since time immemorial.

THE SLAVE FIELDS

The grahlus travel the planes first and foremost to capture slaves and secondarily to conquer new territories (but they have been fairly unsuccessful at that as yet). They bring the slaves back to Yragon and force them to work until they die.

To support their growing, urban empire, the grahlus command their slaves to clear fields, then till them to plant crops. This act represents the antithesis of the primal garden, however. The slaves must constantly work the cleared fields and watch them, or the jungle reclaims them. This fact only increases the grahlus' need for a large slave population.

Slaves not busy tending crops must clear the jungle away from rocky hills throughout the land to uncover stones for building materials. Compared to other worlds, Yragon's hills and mountains are slight and covered in thick jungle growth.

Slaves also work to keep the grahlus roads clear and smooth, and some perform menial tasks within the cities.

THE WALLED JUNGLE CITIES

The grahlus have built a number of large cities surrounded by wooden or, if the city has been around a while, stone walls. These urban centers stand like islands in the sea of green (see map, page 213). They usually consist of 2,000 to 3,000 grahlus and perhaps 1,000 slaves, making them more like towns than cities, despite what the grahlus call them. These cities include Rygon and Dvahon in the north, Sperhan in the south, and Tahlan, Kha, and Enrana in the east. The bustling but extremely orderly communities are safe (for the grahlus, anyway) and clean. Most buildings are made from the plentiful supply of wood in the jungle.

The grahlus in these settlements live, congregate, and trade, using barter rather than coins. Slaves and weapons carry the highest value in a grahlus community. Magic is virtually unknown, particularly by the simpler folk. Grahlus have developed very little of what humans might call "culture"—music, theater, books, and so on. They are, however, ingenious inventors, superior artisans, and daring experimenters and explorers.

One or two wooden forts stand near most cities, often at the crest of a hill overlooking the surrounding area. The military grahlus pay a great deal of attention to defense, even though they have few enemies left.

PRIMA, THE CAPITAL CITY

The largest of the jungle cities is Prima, built in the deepest part of a valley on the shores of a large lake. This is a true city, with a population of 12,000 grahlus and 10,000 slaves. Stone fortifications surround the entire city, and most of the larger buildings stand secure in their tall, smooth walls of stone. Colonnades run from garden to garden, and sparkling fountains fill paved arcades where the folk of the city gather to discuss the matters of the day.

The entire city surrounds a tall hill topped with the well-guarded Emperor's Palace.

THE PALACE

The Emperor's Palace is a fortress all its own, with thick granite walls and a massive stone keep surrounded by numerous balconies at various levels. Within dwell the emperor, his family, and his court. Very often, one or more of the most influential generals resides in the palace as a permanent guest of sorts. Within the palace, the ratio of slave to grahlus is almost two to one—it is more common to see a nongrahlus bustling down a hallway (usually carrying a tray or a heavy load) than a grahlus.

The palace is well guarded. The most secure spot is the hidden sanctum of the Valiknest, a chamber within the heart of the structure that only a few even know about. Guards, secret doors and passages, and deadly traps keep the aliptur's home safe. The emperor himself would die defending this room.

USING YRAGON

Imbedded within the very nature of Yragon lie a number of moral questions: Are the grahlus the unwitting slaves of the aliptur, or do they owe their civilization to the virus? Can both be true? Would it be a good act to free the grahlus of the aliptur, or would it be evil? It would certainly bring their civilization crashing down. Such an act would free the grahlus' slaves—but would it doom the creatures completely? Are the aliptur evil for doing as they do?

ADVENTURES

These are some of the possible adventures a DM could use with Yragon.

CAPTURED! (6TH TO 8TH LEVEL)

The PCs themselves are taken on a slave raid. Now they must figure out a way to escape both the clutches of the slaver grahlus and the plane. Other slaves who have been in Yragon longer may be able to give them help or advice, speaking of rumored escaped slave sanctuaries in the jungle. They might even approach the grahlus' subterranean foes: the medusas and the trolls.

THE PRIMAL GARDENS BLOOM

(6TH TO 9TH LEVEL)

A cleric is in need of a special ingredient to stop a new disease rampaging across a land in the PCs' homeland. He commissions the party to travel to another plane to get the ingredient: a rare white flower called the Dtalian Moonburst. The bloom grows only in the Primal Gardens of Yragon. The PCs must travel to the plane and search the jungle, staying out of the clutches of grahlus slavers and the other local dangers. Of course, skilled grahlus alchemists probably know where to find the flower, but getting that information from them would be difficult at best. Posing as slaves to get through a jungle city and reach the lab of a grahlus alchemist/herbalist might be risky, but far more expedient than wandering about the very hazardous gardens.


STOP THE SLAVERS (7TH TO 9TH LEVEL)

The grahlus come to the player characters' homeland and take a number of slaves on a raid. The PCs must follow these interplanar slavers back to their home and rescue the captives. In such a quest, the rescuers almost certainly need to deal with groups of grahlus warriors and will need to familiarize themselves with the plane enough to learn where the slavers take new captives. And because the irnuk tree portal lasts only a few days—most likely unbeknownst to the PCs—even the rescuers might find themselves trapped on the plane. And of course, what do the characters do when they find so many slaves from other worlds: ignore them or help see them home as well.



Through the Looking Glass

This chapter does not detail a single plane, but instead provides detailed guidelines and advice for creating worlds parallel to the one from which the player characters hail.



Parallel worlds—planes very much like the one the PCs call home, but with some minor or major differences—are very common. So common, in fact, that a DM could create an entire campaign in which the player characters traveled from parallel world to parallel world. That doesn't mean they are constantly confronting parallel versions of themselves or even of people they know. That can happen sometimes, but more often a planar traveler will just meet different people. In other cases, the parallel world differs so much from the PCs' home that the parallel versions of the characters are dead or never existed in the first place.

Planar explorers might not even realize that the plane they are visiting is a world parallel to their own. This might be due to dramatic changes or because they are visiting a place they are unfamiliar with even on their own world. It can be a great moment in a game when the PCs discover, late in the scenario, that the world they're visiting is actually their own—with a few key differences.

Since a published product can't create fully fleshed out and complete worlds parallel to any specific DM's campaign world, this chapter can only provide suggestions for how DMs might go about creating them on their own, using their own worlds as a basis. Each section offers a different basis for a parallel world, with a number of suggested scenarios DMs can apply.

It's worth noting that parallel-world adventures only work if the players themselves are fairly familiar with their home-world. If a player doesn't know enough about his character's own plane to see the differences in the parallel world, there's precious little point to the whole thing.

For some basics on this topic, see "Parallel Worlds" in Chapter One: The Countless Worlds.

ALTERNATE HISTORY

Probably the most obvious kind of parallel world, and yet still one of the most interesting, is a world with alternate history. Something in the world's past is different here than what the player characters know. Most of the time, the best way to think about alternate histories is to pick specific points of history from the DM's campaign setting and ask, "What if this had happened differently?"

WHAT IF THE DARK LORD WON?

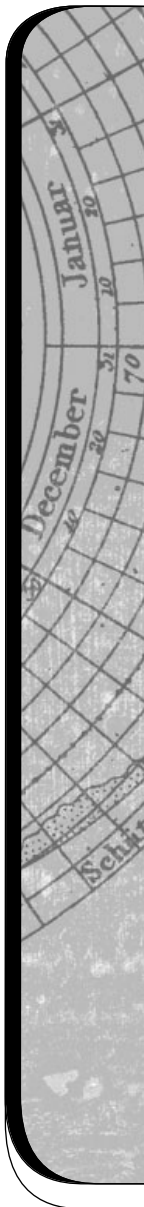
Let's say the campaign world, like many fantasy settings, has some evil kingdom or malevolent presence that presents (or presented) a major threat to the rest of the world. A parallel world could suppose that the evil force launched an offensive and won. For the purpose of our discussion here, we'll call the evil kingdom/being/force the "dark lord."

Presumably, in the PCs' world, the dark lord was either defeated entirely in the past or stymied at some point to keep him from succeeding at taking over the land and plunging it into darkness. On the parallel world, the current situation is exactly what people had feared for so long. This is the world of the PCs' nightmares, or the nightmares of their parents or grandparents: Evil rules, and the light of the world has been all but extinguished. The common folk are little more than slaves toiling in fields or building fortresses and monuments for the dark lord. Monstrous beings that once dwelled in hiding—orcs, goblins, ogres, trolls, and worse—walk abroad freely, for they serve the evil one. Every city now has a garrison of evil soldiers and watchtowers to keep the populace in line, for rebellion is the only thing the dark lord has left to fear.

MY ENEMY, MY KING

In this version, the dark lord is a contemporary figure to the player characters. Perhaps in their own world they struggle against him. Perhaps they were instrumental in keeping him at bay or defeating him once and for all. In the parallel world, however, he has won. His victory is fairly recent, however, and vestiges of the world before his victory—the world the PCs know and understand—remain visible. Not everyone goes easy under the taskmaster's whip, and there are still pockets of resistance the characters can find and join, if they wish.

The impact here comes from the characters seeing the places they frequent destroyed, the people they love dead or imprisoned, and the institutions they value cast down. Their favorite tavern is filled with orcs and ogres now. The castle of the land's noblest order of knights lies in ruin, the knights' heads on pikes. This is an opportunity for the



DM to wrench the emotions of the players as they see everything they know that was good now lying in a burning heap.

In this scenario, the parallel versions of the characters are likely dead or held prisoner in the dark lord's dungeons.

A LEGACY OF EVIL

This scenario assumes that the dark lord is a part of the past in the PCs' world. Most likely, the dark lord from history is not still around (unless preserved by magic), but the impact of his victory in the past can be felt today. Perhaps the kingdoms have fractured into squabbling, evil states. Perhaps the yoke of evil is gone, but the world now lies in ruins from the battles the dark lord wrought. Perhaps the dark lord's heir rules today with the same iron hand he brandished in the past. All of these are options, and all will create a very different world than the PCs' own.

The main difference between this and the more immediate takeover is that this world has had longer to get used to its darkness. The citadels of the just are forgotten ruins. The dark lord and those that came after him have

renamed places. The Elven Deepwood is now the Ghost Wastes. The Temple of Justice is now the Cathedral of Hate. New polluted and foul cities are built upon the cities the characters knew (but keep in mind, it happened before they ever knew them).

In this world, the parallel versions of the PCs may never have been born. If they were, they could be freedom fighters struggling to put things back the way they once were. Or they might be among those who labor for the dark lord's legacy and must be convinced that the world need not be this dark.

AN UNKNOWN DARK LORD

Interestingly, the DM's campaign world doesn't need to have a "dark lord" to create this parallel world scenario. The DM could, instead, presuppose that a minor evil figure, perhaps even one completely unknown to the PCs in their world, has taken some path which led to the kind of victory we're talking about here.

As an intriguing end to the scenario, the player characters could encounter the "parallel" version of the figure who

would become the dark lord in their own world. Perhaps in their world he is a petty criminal, a minor thug, or an up-and-coming villain. Or perhaps he isn't an evil person at all. How do the PCs react to him, knowing he is the source of all evil in a parallel world?

WHAT DO THE PCS DO?

Upon arrival in such an alternate world, the player characters need to determine whether they want to put things "right" ("right" meaning more like their own world) or whether it's a lost cause—or simply one that does not interest them. First they might do some research, either by talking to people or looking in history books, to see where this world diverged from their own history. With this knowledge, they might try to undo somehow what was done, or they might try to rouse the remaining people into rebellion.

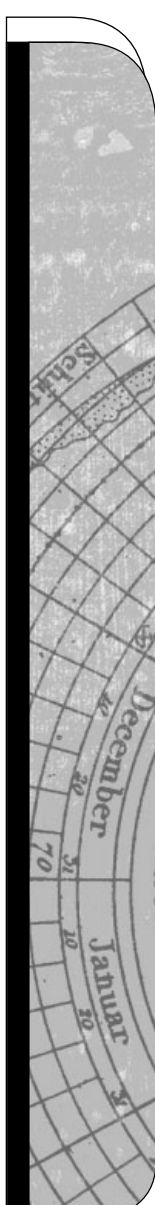
Inevitably, PCs display an undeniable arrogance when they travel to parallel worlds with alternate histories: They think their world is the "right" one, and that making the parallel world more like their own would be a good thing. That might not always be the case.

“
*Parallel versions of
the PCs may never
have been born.*
”

WHAT IF MAGIC HAD NEVER BEEN DISCOVERED?

Here's a twist that seemingly transforms the entire reality of the world. In this parallel, the intelligent races never learned to wield magic. There are no wizards, sorcerers, clerics, druids, or bards. Paladins and rangers don't cast spells. This is all true at least for the common races found in the *Player's Handbook*. The dark naga might still be a sorcerer, and troglodyte clerics might still get powers from their dark gods. Certainly creatures with spell-like and supernatural abilities are unaffected.

This, then, is not a true "low-magic" setting. Magic remains as prevalent in the world as ever, just not in the hands of the people. There are no native spells and no magic items, but when the PCs arrive with their spells and magic items, they work just fine. The player characters amaze people they encounter with their abilities, although many assume that they must be demons or dragons in humanoid guise.



WHAT DO THE PCs DO?

Since magic is there for people to use, the PCs might feel compelled to show some of the natives of the parallel world how to wield it. They certainly might find themselves depressed at the state of the people's lives with *no remove disease, no raise dead*, and nothing other than steel to fend off

Alternate History and Time Travel

There's a real temptation on the part of players, once their characters have arrived in a parallel world with a divergent history, to want to find time travel magic to go back in time and "fix" things to make the parallel world more like their own. DMs also face the temptation to allow or even encourage such a thing. Time travel, however, is an extraordinarily complex issue and one that deserves its own book. Changing the past develops paradox issues, and it sets a bad precedent—when the PCs get home, won't they want to travel back in time to undo bad things in their own world's history? The campaign is most likely better off if the past remains set and, if they wish to help, the player characters must help the world as it exists now.

monstrosities like ankhegs, mind flayers, and wyverns (of course, without spells to raise them, there are far fewer undead in this world, so that's something). Surely these people live more fearful, superstitious, and dangerous lives without magic to help them in the magical world in which they live. The player characters can work to help them remedy this, if they desire. Alternatively, the PCs might use the opportunity to take advantage of the situation, selling their minor magic items for fantastic sums or setting themselves up as wizard-kings.

OTHER CHANGES

TO THE HISTORY BOOKS

DMs know their own world's history better than anyone. Any key point in a world's history can be tweaked, turned on its head, or deleted altogether. An assassinated king lives, a discovery was never made, a terrible city-destroying fire was prevented, or a hurricane went a different way along the coastline. Little changes can bring about huge consequences.

A diplomatic queen who dies early in her parallel life might be succeeded by a warlike monarch who plunges all the land into a morass of bloody conflict. Sometimes coming up with the ramifications of these changes can be a lot of fun, and seeing what happens when their history changes may even help ground the player characters further in knowledge of their world's actual history.

INTRODUCING NEW HISTORY

The other way to think about alternate history is to take some entirely new event, possibly a dramatic one, and insert it into the history of the world. The examples below are both dark parallels—for they are more interesting than parallels in which life is actually better than on the PCs' world. Of course, in theory the travelers could learn something from such a world....

WHAT IF A HUGE METEOR HAD STRUCK?

This parallel world is just like the PCs' own except there's a huge crater where a kingdom once was. Everything in that devastated land is gone—people, animals, cities, and farms. The loss was hard on the surrounding lands, who themselves just barely survived the cold clouds of ash and debris that lasted for months after the impact. Perhaps the meteor brought with it strange substances or mutating energies when it crashed, inflicting further changes upon the world. (For more details, see *When the Sky Falls* from Malhavoc Press.)

WHAT IF DEMONS HAD INVADED?

Another dark parallel supposes that some foul cult or evil sorcerer opened a portal to a hellish dimension and an army of demons (or, if you prefer, devils) stormed through, screaming for blood. Now the world erupts in war; the demonic army has conquered some lands, but others still hold fast against the invasion. The subjugated lands are already transformed into a hell on earth, with cities in ruins, temples desecrated, and the inhabitants tortured and enslaved. Perhaps the PCs can help the natives fend off the fiends, or even strike to the heart of the matter and close the gateway. They might even have to close it from the other side, which is possible for them, as they clearly have the means to travel to other planes.

THE ULTIMATE TRANSPOSITION

Another intriguing (but work intensive) parallel world is one that is a true mirror image of the PCs' homeworld. Things appear familiar, but practically everything is the opposite of what they know. The characters in their world who are good are evil here. The foulest of villains in the characters' homeworld is a self-sacrificing hero in this one.

This, the black-is-white-and-white-is-black parallel world, can prove tough to manage. Everything is turned on its head. The human cities familiar to the PCs are dark, dingy pits of corruption. The beneficent queen is a cruel empress ruling over the land with an iron fist. Plan out this scenario step by step:



1. THE OVERLORDS

Who are the main rulers and most powerful governments in the world, and what are their alignments? How will things differ when these alignments change to their opposite? Perhaps a powerful but generally altruistic nation becomes a war-like dictatorship and will have already conquered the surrounding lands to create a harsh empire. A city-state of thieves and brigands becomes a cloistered community of peace-loving priests and noble knights.

2. THE MIGHTY

Who are the most powerful individuals, and what are their alignments? What effects on the parallel world at large result from their transpositions? A power-mad necromancer whom everyone speaks of only in whispers, dwelling in the far mountains, now lives in a tower in the middle of a major city and enforces law, order, and even fairness with his powerful spells and conjured monsters. The great paladin hero is now a blackguard who rides a huge red dragon and terrorizes the land that, in the PCs' world, he protects.

3. THE EVENTS

What changes to history occur with people having always been their opposite? Reputations reverse. The most renowned sect of orderly monks is now an infamous band of cutthroats and mercenaries. The historical heroes seeking to stop the dark elf wizard from obtaining the key to an evil artifact in this world were themselves after the artifact in the parallel world, and the dark elf wizard was trying to stop *them*. This all makes sense in this parallel world, as the subterranean dark elves are known for their selflessness, heroism, and generosity—not like the dirty, despicable, demon-worshipping surface elves.

4. THE DETAILS

Decide what other factors of the world are upside-down besides just alignment. Carefully consider changing a few other things to their opposite, but not everything. A bustling metropolis might now be nothing more than an inn on the road on the way to a vast city that was, in the PCs' world, just a farm-filled thorp. But don't change every city that way—just some of them. Or one. Too much change loses its impact and just becomes too confusing. The DM needs to keep the world recognizable as a parallel to the PCs' own.

5. THE EFFECTS

Figure out what opposite changeover will affect the players the most. Seeing the temple to the most holy god of light stand as a befouled fane dedicated to a goddess of hate and lust can cause a character's heart to sink. And in the case of this kind of adventure, that's a good thing. A close, beloved ally who now sees the PCs as hated enemies (perhaps mistaking them for their parallel selves), or a kindly king who forces his enslaved people to build monuments to him under penalty of death, can be very effective. Conversely, the PCs finding those they consider foes to be willing, trustworthy allies can be just as startling, but in a good way.

6. THE CHARACTERS

Determine whether the player characters will meet their opposite selves. If the answer is yes, craft these opposing numbers carefully. The players will want to see what DMs do in this regard, so they shouldn't disappoint. The PC paladin should



be the most bloodthirsty, crude, lascivious individual you can portray. The wizard is an expert in dark, forbidden arts. The rogue is an assassin. You may even want to take a PC barbarian and give him a certain sophistication or impose other personality-level twists. Perhaps the cleric that usually avoids weapons has an opposite who is a weapons expert. A friendly, talkative halfling might be a silent psychopath.

Creating this encounter can be very dangerous. Foes so perfectly matched to them have about a 50 percent chance of slaying all the PCs (see sidebar, page 219). Better to have them meet themselves one or two at a time, if there will be combat.

BE WARY OF GOING TOO FAR

DMs must decide where to draw the line. If everything is entirely the opposite of its normal state, nothing will make

sense, and the adventure risks becoming silly. Orcs with flowers in their hair and sweet trolls are too precious for a meaningful adventure, to use an extreme example. Orcs as brave, honorable, battle-loving warriors might work, though.

The utterly opposite parallel world is rife with opportunities for emotional situations, surprises, and even an occasional laugh. Even so, DMs should stop development at the point where they find themselves creating something silly. A good rule of thumb is that evil creatures who are now good remain serious, intelligent beings. A good-aligned hobgoblin is still militaristic and perhaps even grim, but now he and his fellows fight against oppression and the tyranny of humans and elves rather than acting like marauders and bandits.

CHOOSING TO AVOID TRUE OPPOSITES

DMs may not wish to make everything an utter opposite. A kindly, lawful good cleric who, on the parallel world, is a chaotic evil madman might work, but it might be more effective to make him lawful evil instead. This allows the DM to play up the rigid, severe side of his nature rather than changing everything about him. If the black-is-white-and-white-is-black world shows visitors the darkness that in truth may lie within good people of their world (and the goodness that may lie within evildoers), the experience may prove more meaningful than if they simply saw people who appear familiar but act completely foreign.

KEEP A BIT OF LOGIC

At some point, the visiting PCs should be able to figure out that everything in this mirror universe is different from what they are used to, within a certain framework. If they know that mountains are to the east of inland sea, that should stay the same. That way, they can use the logic of the world to their advantage. After they've been there a while, they figure out to go find the individuals who, in their world, are the worst villains and look to them for solace and succor. The players should be rewarded for this kind of adaptive thinking, using the logic of the world to their favor. That doesn't mean they can't expect a few surprises. But even when they occur, the players should still be able to see the sense in what's going on. With no logic, they will become frustrated.

OTHER ALTERNATES

The DM has a plethora of other options for parallel worlds. These are not changes based simply on past events, but physical alterations to the world. Unlike the parallel worlds of alternate history, these worlds, on some level, were never identical to the PCs' world.

DRASTIC CHANGES

DMs can take any major aspect of their world—the races, the classes, the politics, the technology, the geography, the gods—and change it to make a parallel world. These changes are drastic and far-reaching. They require a lot of work to implement. The work can be worth it, however.

WHAT IF ALL THE ELVES WERE HUMANS AND THE HUMANS WERE ELVES?

In this parallel, the humans live wild in the woods and the far more numerous elves live in cities. Humans being humans and elves being elves, the woodland humans are a crude and rough bunch, but very practical and well adapted, while the urban elves build fantastic cities of crystal and silver.

The plane-traveling PCs will find familiar faces, but everyone who was a human—the mayor of the town, the barkeep at their favorite tavern, the membership of the knights protector—is now an elf. Their appearance and demeanor now fits their new race, and their name is an elvish (fancy) version of the name the player characters are used to.

Everything not race-based—their relationships, their possessions, their position in life—remains the same. The elven queen is now a human woman with a human court, a human name, and a human outlook.

PCs who are neither human nor elf may find their exact, unchanged parallels here, while elf and human PCs may find themselves face to face with themselves as members of a different race. The differences may be so striking that the characters don't even recognize themselves at first.

WHAT IF THERE

WERE NO

HUMANS?

In this world, humans never developed. The other races flourished normally, but humans and any human legacy is missing from the world. The wilderness stretches in vast tracks of unworked and untamed land. It's likely that without human cities to congregate within, the elves, dwarves, halflings, and gnomes mix only rarely. There are no half-orcs and no half-elves.

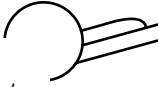
Mirror Characters

Mirror characters are two identical and parallel people from parallel worlds. Depending on the world, they may have different names, different outlooks, or different lots in life. But on some fundamental level, they are both the exact same person. Meeting your mirror self can be disorienting and disconcerting. It can also be dangerous.

There is no better opponent for you than you. Mirror characters, because they know their own moves, their own weaknesses, and their own predilections, gain a +4 competence bonus to attack rolls and damage made against one another. They also gain a +4 bonus to Armor Class on attacks made by each other. Likewise, they gain a +4 bonus when attempting to use one of the following skills against their parallel selves: Bluff, Hide, Listen, Move Silently, Sense Motive, Spot, Survival (to track), Tumble. A character must know she is facing a parallel version of herself to get the bonuses.

Many of these bonuses would seem to cancel each other out. Still, if a rich foe wants someone killed, he might go to a parallel world to find that person's mirror self and hire her as an assassin. (If the mirror self refuses, he can go to another parallel world and try again.) Such mirror assassins always disguise themselves as other people or simply wear masks or hoods. That way, the target does not know she faces a mirror of herself and does not get the bonuses.

The DM would describe the fight with the mysterious assailant: "The masked figure seems to know your every move: where you will step before you step there, where you will put your shield before you do it. It is as though this person has studied you for a lifetime and knows your very thoughts." A frightening encounter, indeed, particularly if the PC is victorious and un.masks her attacker to see her own face staring back at her.



Depending on the DM's world, without humans some of the character classes might be missing entirely or magic use might become very different. DMs need to determine what aspects of the world are truly human, and then rebuild it without them.

WHAT IF THERE WERE NO RELIGION?

This world is just like the one the PCs know except there are no temples and no clerics. People—at least some of them—recognize that the gods exist, but no one worships them. Druids respect nature (but not nature gods) and paladins uphold a moral code, but neither pays tribute to any higher power. There are no religious wars, no sacrifices to evil gods, and no time and money spent on religious matters.

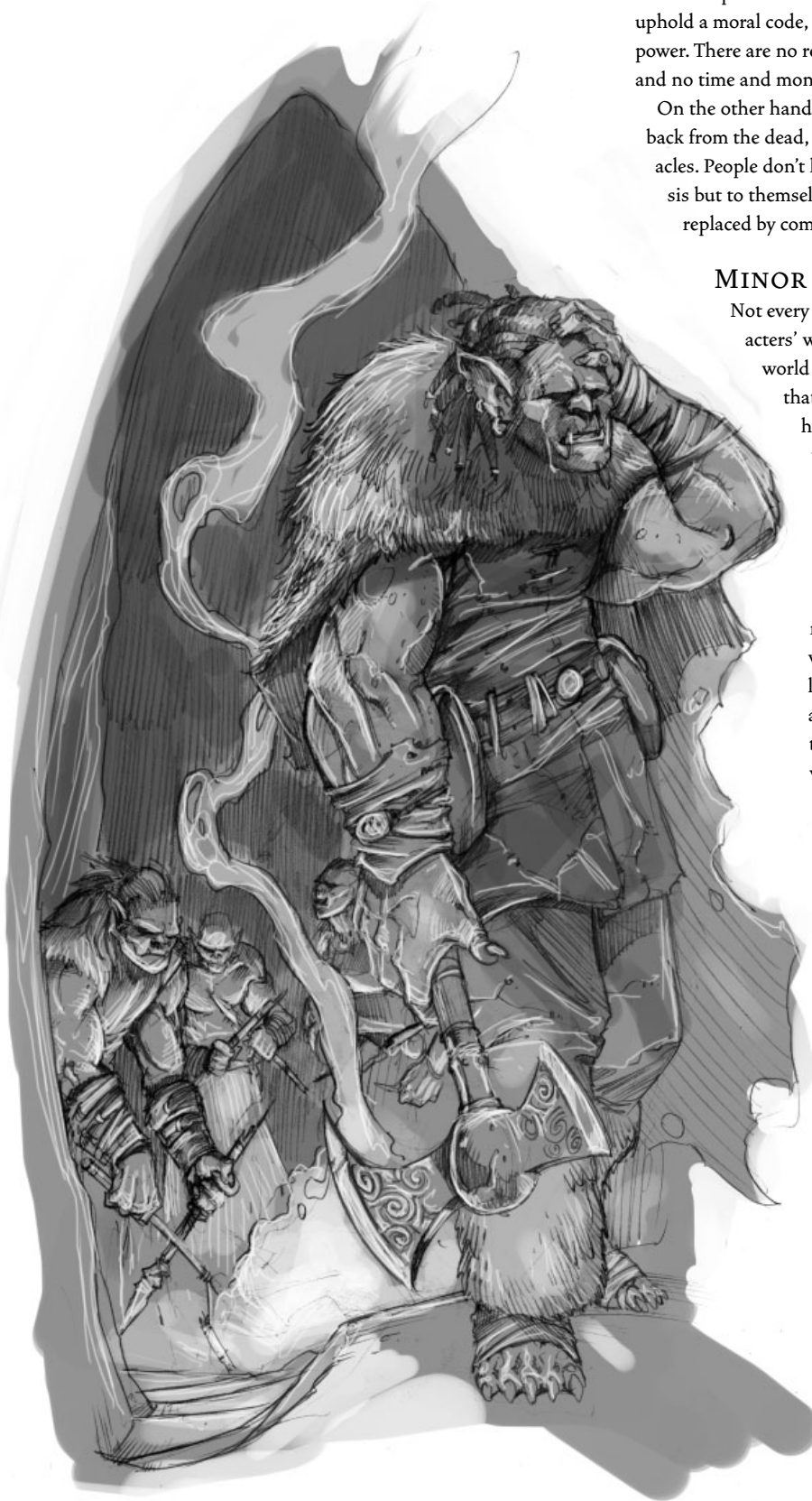
On the other hand, there is no clerical magic: no coming back from the dead, very little magical healing, and no miracles. People don't look to the gods for help in time of crisis but to themselves or each other. In cities, temples are replaced by communal halls, libraries, or vacant lots.

MINOR CHANGES

Not every parallel world need be the player characters' world entirely rewritten. Sometimes a world will seem exactly identical to them, and that can be fun as well. Not only will they have an opportunity to interact with a world that is just like their own—yet *not* their own—but they'll also face the challenge of finding out what's different. It could be that gold doesn't exist, making silver pieces the standard currency; no one in such a world recognizes the PCs' gold pieces as being worth anything. It might be that metallic dragons are evil and chromatic ones are good. Perhaps the change is that there are two moons, so the tides are very different, or that the day lasts twice as long. Or in the parallel world, a unique type of tree provides wood stronger than iron that is used for buildings, tools, armor, and weapons.

These changes may not seem terribly exciting, but in such a parallel plane, the difference isn't always the point. It can be just a backdrop for events or plots that DMs don't want to use in their standard campaign worlds.

The possibilities are endless.



Adventure Summary

The table below offers a list of all the adventure hooks in this book, presented in order of suggested party level. Use this list to help you plan out your planar adventures!

Level	Adventure Hook	Plane	Page
1-3	Egg Mayhem	Lizard Kingdoms	113
1-4	The Stowaway	Ouno	143
2-5	Sign on . . . Or Be Shanghaied	Venomheart	196
3-5	In the Ice Delve	Faraenyl	86
3-6	The Oceanwives	Ouno	144
3-8	Adventures in the Town	The Maze	122
4-5	Hearts and Minds	Dendri	76
4-5	Straight From the Horse's Mouth	Palpatur	156
4-6	Gargoyle Hunt	Deluer	64
4-6	The Open Door	The Ten Courts of Hell	178
4-6	Welcome to the War	Mountains of the Five Winds	134
4-7	Githyanki Arrive	Ouno	144
5-6	Moving in With the Neighbors	Palpatur	156
5-7	Ambassadors	Lizard Kingdoms	113
5-7	The Amulet of the Dead King	Faraenyl	87
5-7	Defenders (Chaos)	Mountains of the Five Winds	134
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5-7	Recovery (Law)	Mountains of the Five Winds	135
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6-8	Spying Mission	Tevaeral	188
6-9	The Primal Gardens Bloom	Yragon	213
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6-9	War Between the Towns	Mountains of the Five Winds	134
7-8	Corpse or Chrysalis?	Palpatur	156
7-8	Egg Trade	Dendri	76
7-8	Gem Hunt	Avidarel	36
7-8	Sacraments of Stone	Deluer	64
7-9	Stop the Slavers	Yragon	213
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8-9	Cloaker-Couatl War	The Violet	204
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8-9	Recover the Celestial Sword	Curnorost	55
8-10	The Bargain	The Ten Courts of Hell	178
8-10	Closing the Gate (Law)	Mountains of the Five Winds	135
8-10	A Favor for Father Sky	Ouno	144
8-10	The First Garden	Lizard Kingdoms	113
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10-11	Fighting the Inevitable	Sleeping God's Soul	164
10-11	Kill the Lights	Dendri	76
10-11	Ominous Portents	Palpatur	156
10-11	Revenge	Venomheart	196
10-12	Full Court Press	Faraenyl	87
11-12	Recover the Anvil	The Violet	204
12-13	To Awaken a Goddess	Sleeping God's Soul	164
14-15	Destroy the Dragondoom	Tevaeral	188
15-16	Guard the Lich	The Violet	204
15-16	Planar Contagion	Kin-Li'in	98
Any	Some Enchanted Evening	Faraenyl	86

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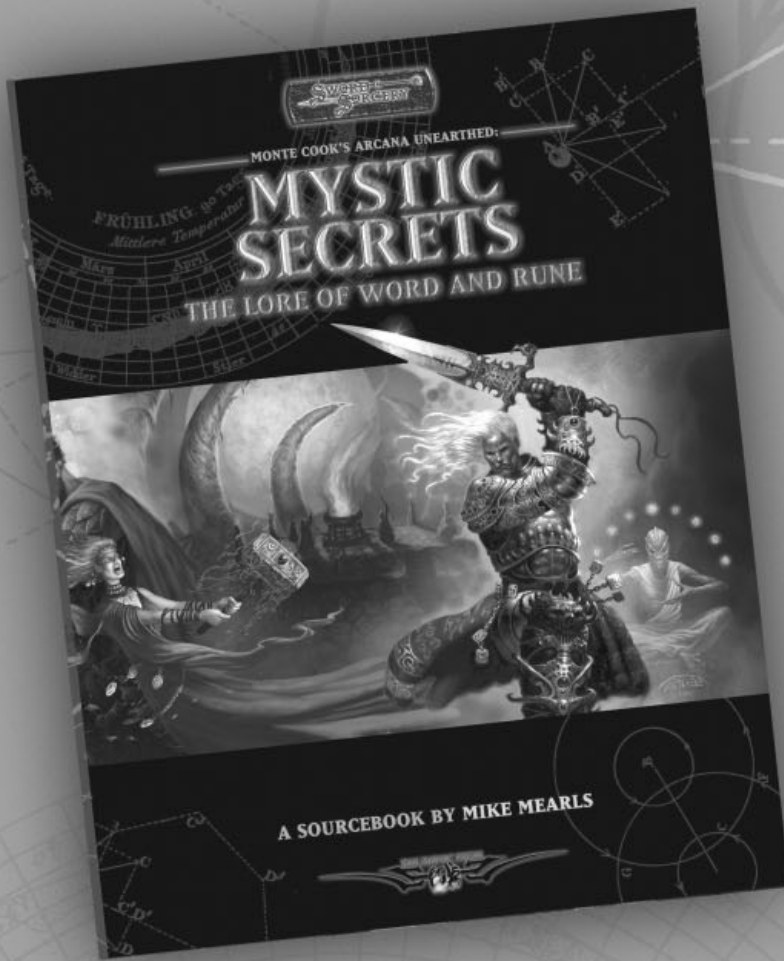
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