

AN EVIL AWAKENS IN THE UNDERDARK

Long ago, the drow unwittingly built a small enclave above a subterranean realm where a corrupted finger of the Shadowfell touches the world. Once home to a vampire exarch of Orcus, this dead zone still contains unspeakable malevolence that seeks to create terrifying new soldiers for the Demon Prince of the Undead.

Demon Queen's Enclave is an adventure designed to challenge characters of 14th level through 17th level. It can be used as a continuation of adventure P1: *King of the Trollhaunt Warrens*, but it can also stand on its own.

This DUNGEONS & DRAGONS® adventure includes a 32-page guide that contains an adventure overview, new monsters, and full-color illustrations of sights and scenes in the adventure; a 64-page encounter guide detailing the horrors of the Demon Queen's Enclave; and a double-sided battle map designed for use with *D&D® Miniatures*.

For use with these 4th Edition DUNGEONS & DRAGONS® core products:

Player's Handbook® *Monster Manual*®
Dungeon Master's Guide® *D&D™ Dungeon Tiles*
D&D® Miniatures



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DUNGEONS & DRAGONS

DEMON QUEEN'S ENCLAVE™

14TH - 17TH LEVEL ADVENTURE

A PARAGON TIER ADVENTURE

DUNGEONS & DRAGONS

DEMON QUEEN'S ENCLAVE™



AN ADVENTURE FOR CHARACTERS OF 14TH-17TH LEVEL

Chris Sims • Mike Mearls • Robert J. Schwab

DEMON QUEEN'S
ENCLAVE™



ADVENTURE BOOK ONE

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INTRODUCTION

Treachery, deceit, and vengeance are three pillars of drow society. Dwarves believe that the drow wage war on the people of the surface world only as practice, saving their deepest cruelties for one another. Tieflings have a similar saying: "The only thing worse than being a drow's foe is being a drow's ally." Deep within the earth, in the dark halls of a drow outpost called Phaervorul, the adventurers learn the truth behind these statements.

Demon Queen's Enclave is a DUNGEONS & DRAGONS® game adventure for characters of 14th to 17th level. To play, you need the *Player's Handbook*®, the *Monster Manual*®, and the *Dungeon Master's Guide*®. *D&D™ Dungeon Tiles* and *D&D® Miniatures* can also be used to enhance your play experience.

You can use *Demon Queen's Enclave* as a stand-alone adventure, or you can run it as a sequel to *P1: King of the Trollhaunt Warrens*. Information throughout provides ties back to the previous adventure, as well as pointers to the next adventure in the series, *P3: Assault on Nightwyrm Fortress*. Feel free to use or ignore these hooks as you see fit to make the most sense for your campaign.

BACKGROUND

The action in *Demon Queen's Enclave* centers on Phaervorul, a small drow settlement deep in the Underdark. The settlement stands atop a planar cyst, an unstable gate that provides access to a strange domain in the Shadowfell called the Rotting Throne. This domain served as a fortress for Thrullzon, an exarch of Orcus who led undead legions against Lolth and her followers.

More than five centuries ago, war raged in the lightless depths of the Underdark. Zombies, wraiths, and worse faced the drow and their slaves, proxies in a divine struggle between the Queen of Spiders and the Lord of the Undead. Orcus, distracted by more pressing matters and angered at Thrullzon's inability to land a killing blow against the drow, turned his back on his exarch. Soon, the drow slew Thrullzon, seized the gateway to Thrullzon's realm, and sealed it. They erected Phaervorul both to commemorate their victory and to keep watch for any further incursions from Orcus and his allies.

Slowly but surely, the drow forgot the threat that Phaervorul was built to staunch. They engaged in their typical infighting and bickering. In time, a small faction of drow led by a powerful warrior named Zirithian arose against Phaervorul's ruler, Matron Urlvrain. Seeing the chance to reverse the drow victory and claim revenge for his earlier defeat, Orcus reached out to this group of drow. Soon, they turned to worship him.

Following Orcus's commands, Zirithian pierced the cyst that closed the gate to the Rotting Throne and claimed Thrullzon's former stronghold. Orcus has offered him a simple deal: slaughter the drow in Phaervorul and offer several, powerful souls as tribute, and Zirithian shall become the next exarch of the Rotting Legions.

Into this situation step the adventurers. Called to Phaervorul by an urgent task, they become pawns in the machinations between the surviving drow and Zirithian.

ADVENTURE SYNOPSIS

Demon Queen's Enclave is a story of betrayal, alliances made in desperation, and the corrupting influence of power.

The adventurers come to Phaervorul for one of a number of reasons (see "Starting the Adventure," page 4). Once there, they are caught between the surviving drow and a small invading army of undead and demons. The drow ruler, Matron Urlvrain, and a few of her elite retainers are all that remain of the once-thriving outpost.

The adventurers must either dispose of the drow or ally with them against the invading legions of Orcus. While in Phaervorul, a new threat emerges. The drow Zirithian, now a vampire in service to Orcus, issues them a challenge through their dreams. He lays out the treacherous plans that Urlvrain has in store for them should they ally with the drow, and challenges them to enter the Rotting Throne, a strange domain of the undead sequestered in the Shadowfell. Zirithian makes it clear that he aims to unleash a horde of undead on the surface world. If the adventurers strike now, they can slay him before his army grows stronger.

In truth, Zirithian must slay the adventurers in combat and offer their souls to Orcus. Only then can he attain the rank of exarch. For his part, Orcus sees this as the perfect scenario. Regardless of who wins, he has destroyed a drow outpost and imperiled a group of adventurers that, if you have played other adventures in this series, has dashed his plans in the past.

HOW TO USE THIS ADVENTURE

Demon Queen's Enclave is a DUNGEONS & DRAGONS adventure that consists of two parts. The adventure's encounters take a party of five player characters (PCs) from 14th to 17th level. You can easily expand the adventure by adding your own encounters or plot hooks.

The two booklets included in this adventure are for the Dungeon Master (DM). If you're planning to experience *Demon Queen's Enclave* as a player, don't read any further.

Demon Queen's Enclave contains these components:

1. *Adventure Book One* (this booklet) provides the DM with an overview of the story, information on key nonplayer characters (NPCs), and guidelines for navigating the plotting and dealing between the characters, the drow, and the would-be exarch of Orcus, Zirithian. It also provides adventure hooks and encounters you can use to connect this adventure to your campaign.
2. *Adventure Book Two* contains the encounter areas in the adventure. The encounter areas are divided into two sections, Phaervorul and the Rotting Throne. This booklet also includes several interlude encounters you can use to link portions of the adventure.
3. A poster map depicting two of the adventure's important encounter areas. The map is rendered in a scale that allows you to place your *D&D Miniatures* directly on it.
4. A folder to hold the booklets and the poster map.

If You're the DM . . .

Read *Adventure Book One* first and then familiarize yourself with the Phaervorul encounters in *Adventure Book Two*. Read the rest of *Adventure Book Two* at your leisure.

Getting Started

Select an adventure hook from "Starting the Adventure" (page 4) or create your own. You might want to run a session using the Underdark encounters on page 7 to ensure that the party is 14th level and to show the danger in traveling through the Underdark.

STARTING THE ADVENTURE

You can start *Demon Queen's Enclave* several different ways, depending on where the adventurers are in your campaign. The adventure takes place deep in the Underdark and in a realm of terror within the Shadowfell. The first task you face is to find a good reason for the adventurers to travel to Phaervorul.

Use one of the following hooks, or create one of your own, to kick off the adventure. Should the PCs need to journey through the Underdark to reach Phaervorul, consult "Journey to the Underdark" (page 6) for advice and ideas on the hazards and the monsters they might face. The trip through the Underdark provides a framing device to illustrate to the PCs the strange setting they are to visit, while encounters along the road provide a useful source of XP to characters who are below the adventure's recommended levels.

HOOK: THE SARUUN MAGES

The Saruun Mages are a coven of spellcasters who dwell within the Seven-Pillared Hall, a trading post in Thunder-spire Mountain. This lone peak that rises above the Nentir Vale is described in Chapter 11 of the *Dungeon Master's Guide*. The Mages dispatched one of their number, a wizard named Onotor, to establish a trade alliance with the drow. Reeling from the events in *H2: Thunderspire Labyrinth*, the Mages are eager to find new trading partners.

This hook is particularly useful if you ran *Thunderspire Labyrinth* for your group. Their relationship with the people of the Hall should play a role in how this hook gets incorporated into your campaign. If the adventurers are the Mages' allies, then the Mages approach the characters as friends in need. They relate the little that Onotor could tell them. An undead army, strong enough to threaten the surface world, attacked a drow outpost. Onotor is in danger, and adventurers are needed to either defeat the undead or learn more of their origin to prevent their spread.

Should the adventurers have a frostier relationship with the Mages, the Mages are too arrogant to ask for help. Instead, they reveal to the adventurers that their divinations have shown something terrible growing within the earth. A great evil has awoken, and someone must oppose it.

In any case, the Mages give the adventurers an iron pendant shaped like a spider. This item is a diplomatic pass, a symbol that allows the adventurers to pass safely through drow territory and gives them a chance to attempt to parley with the drow.

Alternative: The Mages simply disappear one day, leaving the Seven-Pillared Hall in chaos. A search of their holdings reveals a few jumbled notes of a coming evil and a map to Phaervorul. The Saruun Mages used their magic to catch a glimpse of the future. They saw the rise of Zirithian and, fearing the growing power of Orcus, left the Nentir Vale for a safer haven.

Quest XP: 1,600 XP (minor quest) for returning Onotor or his remains to the Saruun Mages.

HOOK: A NEW THREAT

The adventurers receive a letter from Valthrun the Pre-scient, a sage and scholar who dwells in the small fortress of Winterhaven. If you played *H1: Keep on the Shadowfell*, the characters may have already met him. Otherwise, he knows of the adventurers by their reputation in the area. (You can replace Valthrun with any sagacious NPC in your campaign.) His letter reads:

"Honored heroes,

Your deeds speak well of your good intentions and your concern for the civilized lands. I write to you to ask for your help in a most troubling matter. For the past several days, I have observed a glittering, red streak in the sky. Last night, the red streak flared like a star before disappearing from the sky. If my readings of the Analects of Tzunk are correct, this heralds the appearance of a great evil in our land. I dare not reveal what I know in this letter for fear it may fall into the wrong hands, but I beg you to make due haste to my tower in Winterhaven."

You can insert the comet's appearance in the night sky, making it an event for the adventurers to puzzle over before they receive Valthrun's letter.

If the adventurers travel to Winterhaven, Valthrun treats them as honored guests. He throws a feast in their honor, after which he tells them what he knows. At the feast, emphasize the hero worship that Valthrun and the other people of Winterhaven lavish upon the adventurers, particularly if they defeated Kalarel in adventure *H1: The Keep on the Shadowfell*.

After eating, Valthrun tells the adventurers what he knows:

- ◆ Because of Valthrun's research and after consulting with an archmage from the Therund Barony via magical means, the sage is convinced that the events in the night sky foretell the rise of a new exarch of Orcus.

- ◆ Undead have been drawn to the ruins of Shadowfell Keep, an ominous sign of Orcus's growing power.
- ◆ Valthrun completed a series of divinations that revealed the location of the exarch's arrival, a point somewhere beneath the Cairngorm Peaks. The Miser's Pit, a shaft that extends deep into the Underdark, is perhaps the best place to begin searching for this new, evil being.

Valthrun can provide little monetary or magical reward for the adventurers, but he can give them a diplomatic pass, an iron pendant shaped like a spider. The drow who dwell in the Underdark beneath the Nentir Vale give these passes to potential trade partners and allies, so they don't immediately attack surface dwellers who carry such items into their realms.

The quest offered by Valthrun is twofold. The adventurers must determine the nature of this new threat and defeat it. Any evidence of Zirithian's death is enough to placate Valthrun and complete this quest. Of course, he insists that he and the people of Winterhaven host another grand celebration to commemorate the adventurers' victory.

Quest XP: 8,000 XP (major quest), and the Therrund archmage arrives in Winterhaven shortly before the adventurers return. He grants them a reward (select a Level 17 Treasure Parcel from the *Dungeon Master's Guide*). The archmage may also have need of such adventurers for some task in the Elemental Chaos.

HOOK: MYSTERIOUS MAP

The adventurers find a tattered old map that shows the route to the Miser's Pit, a deep shaft hidden in the Cairngorm Peaks. The map also reveals what looks like a path in the Underdark leading to a large, black X. A History check reveals the following:

- ◆ **DC 15:** The Miser's Pit was discovered by a mad dwarf named Goldrun Coinkeeper. He supposedly buried his great personal wealth somewhere in the Underdark caverns that the pit leads into. Much of his treasure, including a *holy avenger* longsword, remains unclaimed.
- ◆ **DC 20:** Goldrun hid his wealth in several different caches, with separate maps leading to each. He died years ago, killed trying to collect a debt from a warlock, but several maps leading to untouched treasure remain.
- ◆ **DC 25:** Goldrun was known to deal with the drow, and it is said that he made his fortune trading their goods to the surface. The drow had such surplus of gold and other valuables that they paid Goldrun handsomely for goods rare in the Underdark, such as animal furs and wood.

If the adventurers follow the map, it leads them to Phaervorul and into the story of the adventure. Unluckily for them, the map they found depicts Goldrun's trade route through the Underdark, not the route to one of his hidden vaults. Still, the adventurers can complete this quest by satisfying their curiosity of the supposed hidden treasures of Goldrun Coinkeeper. They earn the quest's reward when they reach Phaervorul.

Quest Reward: 800 xp (minor quest).

CREATING YOUR OWN HOOK

Creating your own hook for this adventure is relatively simple. You need only find a good reason to send the adventurers into the Underdark and to Phaervorul's doorstep. Here are a few ideas that you can flesh out:

- ◆ A drow adventurer, or any other PC of a subterranean race (such as goblin or minotaur), has a reason to return home. A quest can arise when the adventurers find Phaervorul under attack. The party must find and rescue the friends or family of their companion.
- ◆ A divine character receives a vision from his or her deity urging the party to embark on a crusade into the Underdark. A great evil has arisen, and the gods have chosen the adventurer as their champion against it. Award the PCs quest XP when they defeat Zirithian.
- ◆ The adventurers seek to defeat Matron Urlvrain. She has dreams of launching an attack on the surface world, and the characters must stop her. They can receive this quest from an ally, or they might decide to take on the drow based on events in your campaign, such as recent drow raids they hear of. By consulting with sages, they can learn directions to the drow outpost of Phaervorul.

Rewards: Determine the rewards for quests of your own invention as per instructions in the *Dungeon Master's Guide*. As a rule of thumb, the quest has a level equal to the level of the foes the adventurers must overcome to complete it. If an adventurer has friends who live in Phaervorul, and you decide that the characters can rescue them in Encounter L2 (see *Adventure Book Two*, page 6), the quest is the same level as Encounter L2 (16th level).

JOURNEY TO THE UNDERDARK

Traveling through the Underdark is a dangerous endeavor, even for a group of seasoned adventurers. As the player characters make their way through the perilous depths, you can expand the scenario by adding any of the following encounters. Alternatively, if the player characters bypass any encounters in Phaervorul, you can use these encounters to make up for missed experience points to help them keep pace with the increasing difficulty of the adventure. In addition, this section presents two paths the characters can use to travel into the Underdark; through the Labyrinth beneath Thunderspire and through a shaft called the Miser's Pit.

THUNDERSPIRE LABYRINTH

The great maze of passages beneath Thunderspire Mountain includes many tunnels that reach down into the Underdark. One of these passages leads to Phaervorul. The adventurers need a map, or the assistance of Vadriar the Sage (who can be found in the Seven-Pillared Hall), to find this passage. Vadriar suffers from a curse placed upon him by a troglodyte shaman that leaves him in a state of constant agitation and fear. He stutters, constantly looks about as if expecting to be attacked at any moment, and jumps at the slightest sound. Despite the curse, he can lead the adventurers to Phaervorul. No one knows the passages beneath the mountain as well as Vadriar does.

THE MISER'S PIT

High in the Cairngorm Peaks, a 20-foot wide shaft carved from the rock drops nearly 500 feet into the ground. Along its side runs a narrow set of stairs. By clinging to the side of the shaft, the adventurers can make slow, steady progress into the Underdark.

Nobody knows who made the Miser's Pit, but it is said that a dwarf named Goldreddi used it to become fabulously wealthy by trading with various Underdark cultures.

UNDERDARK VISTAS

The Underdark consists of caverns that range in size from a few dozen feet across to monstrous, underworld realms that cover hundreds of square miles. Sunless seas and rivers run through the Underdark, while cities of drow, kuo-toa, and other creatures fill the Night Below. Most travelers use roads cleared through caverns and narrow passages—literal cracks in the earth's crust—that connect the greater caverns to each other.

As Dungeon Master, you must evoke the alien feel of the Underdark. You can simply tell the players that their characters travel through a few caves and passages and arrive at Phaervorul, but that sells short the potential of this adventure. Paragon tier adventures should involve

strange realms, otherworldly places, and bizarre vistas. The Underdark is more than a series of caves. It is an alien world that harbors wondrous creatures, weird magic, and deadly predators.

Use the following locations to spice up your description of the Underdark, or as convenient places to set the encounters described on the following page.

THE LAKE OF FIRE

The adventurers enter a cavern lit by a bright, yellow glow. The cavern is much hotter than the passages they navigated to reach this place. In the middle of the cavern, a pool of magma about 50 feet wide bubbles and pops. A small metal island sets in the middle of the molten rock. Smaller metal platforms, each no more than 5 feet across, provide pathways across the pool.

FORGOTTEN GODS

This one-mile-long cavern is scarcely 50 feet across at its widest point. Along the length of this place, deep niches each hold a black, basalt idol of a strange being. The idols range from 20 to 60 feet tall, and they depict strange, horned beings clad in robes, armor made from discs of metal, and other strange gear. Here and there, denizens of the Underdark have left small offerings to these statues—a small bag of copper coins here, a wreath of withered fungi there, etc.

THE OUTPOST

The adventurers come to a wide rift that cuts across the tunnel they follow. A narrow stone bridge leads across the rift, and on the opposite side stands a small stone building. *Everburning torches* are set in the sockets on the building's outer walls. If the adventurers cross the bridge, they find the building to be windowless and featuring a single, barred stone door. If they open the door (DC 23 Strength check), they find that the building consists of a single chamber filled with dust and thick cobwebs. The skeletal remains of four humans clad in rusted platemail are all that remain of this place's defenders. A thorough search of the room (DC 23 Perception check) reveals that the warriors died fighting each other after barring the door shut.

MUSHROOM FOREST

This huge cavern has a large gem embedded in its ceiling that provides a dim, dusky light. A forest of giant mushrooms covers the floor of this place, growing in the cavern's thick, loamy soil. In the middle of this cavern, a small lake waits beneath the dim light. A stone tower extends above the water. While the adventurers travel through this place, eldritch lights flicker from the tower, and the forest around them shakes and trembles with the movement of massive, unseen creatures.

UNDERDARK ENCOUNTERS

Use these encounters to add more action, as appropriate, to any Underdark adventure.

INHERITORS

Level 13 Encounter, 4,700 XP

- 1 medusa warrior (*Monster Manual*, page 186)
- 1 medusa archer (*Monster Manual*, page 186)
- 3 stone-eye basilisks (*Monster Manual*, page 26)

Far from the usual paths through the Underdark lays the ruins of a subterranean fortress. A pair of medusas and their stone-eyed basilisks recently settled in and claimed the ruins as their own. In the nearby tunnels, the adventurers might see stone statues of drow, duergar, and any number of other Underdark dwellers.

FIRE AND MAGMA

Level 13 Encounter, 4,800 XP

- 1 beholder eye of flame (*Monster Manual*, page 32)
- 4 magma brutes (*Monster Manual*, page 183)

A curious alliance formed in the bowels of the earth, a pact between a beholder eye of flame and a gang of magma brutes who have come to regard the fiery sphere as their leader. The beholder laid claim to an island in the center of a volcanic lake, while the brutes scour nearby tunnels for sacrifices to offer to their master. As the adventurers pass near the hot springs and lava pools, the magma brutes emerge to attack. The beholder joins the fight soon after.

TANGLED TUNNEL

Level 15 Encounter, 6,200 XP

- 1 roper (*Monster Manual*, page 222)
- 3 blackspawn gloomwebs (*Monster Manual*, page 88)

A trio of blackspawn gloomwebs has come to an understanding with a vicious roper, having lost two of their companions to the creature already. The arrangement is simple. The gloomwebs work with the roper rather than against it, helping it acquire a constant supply of fresh food. The group lairs in a tunnel decorated in stalagmites and stalactites, with the roper positioned somewhere near the center. The gloomwebs cling to the ceiling, hiding amid the stalactites. When the adventurers encounter the roper, the gloomwebs scuttle along the ceiling to drop behind them and cut off their retreat.

GOD OF THE LAKE

Level 15 Encounter, 6,400 XP

- 1 aboleth slime mage (*Monster Manual*, page 8)
- 1 kuo-toa monitor (*Monster Manual*, page 172)
- 2 kuo-toa harpooners (*Monster Manual*, page 172)
- 4 aboleth servitors (*Monster Manual*, page 9)

An aboleth slime mage swam up along an underground river to lay claim to a lake a few miles from a kuo-toa shrine. Kuo-toas have worshiped at the lake since the creatures first entered this area, but they have never had their prayers answered—until now. Remaking them into proper servants, the god of the lake bestows upon the kuo-toas a blessed transformation. The aboleth intends to fully subvert the kuo-toa shrine, and then spread its slimy tendrils throughout the Underdark.

FAR REFUGEES

Level 13 Encounter, 4,800 XP

- 2 mind flayer infiltrators (*Monster Manual*, page 188)
- 2 savage minotaurs (*Monster Manual*, page 191)

A pair of mind flayers and their minotaur thralls hunt the wilds of the Underdark, seeking new slaves. Following rumors about a nearby drow enclave in turmoil, the mind flayers travel toward the outpost in the hopes of subverting the malicious drow and bending them to their will.

Along the way, the mind flayers could stumble upon the adventurers. They're not as interested in fighting the PCs as they are in finding the enclave, but they defend themselves if attacked. Instead, they're looking for directions. If the adventurers prove amenable, the mind flayers offer to accompany them. As the party approaches the drow settlement, however, the mind flayers attack.

EXILE

Level 15 Encounter, 6,200 XP

- Nolav (lich) (*Monster Manual*, page 176)
- 1 shield guardian (*Monster Manual*, page 149)
- 2 sword wraiths (*Monster Manual*, page 267)

Nolav and his shield guardian occupy a sanctum somewhere far from the main tunnels to the enclave. The lich has monitored events in Phaervorul. He is aware of and indifferent about the vampire lord and Matron Urlvrain. If the PCs befriend the lich, he could give them shelter during their forays into the deeper tunnels. If they attack, they find that Nolav is no easy target.

PHAERVORUL, THE DEMON QUEEN'S ENCLAVE

Phaervorul has long served the drow as a religious center and trading outpost in the Underdark. The drow tolerated other peoples within the enclave, provided such visitors didn't interfere with drow customs. Long years of wealth and peace bred complacency, so when an attack finally came, it caught the drow by surprise. The enclave is now an abattoir, overrun by demons, undead, and other fell creatures.

Phaervorul consists of four major areas.

LOW DISTRICT (L2-L6)

The low district encompasses the undesirable elements in the outpost, including areas of farming, slavers, and a wizard who's content to remain apart from his kin. These locations weren't hit as hard as the rest of the enclave, but the resulting chaos allowed the slaves to rise up and overthrow their masters. With the slaves holing up in their stronghold, the shunned (drow who have failed Lolth in some way) have returned to the fringes of the settlement and prey on drow and slave alike.

HIGH DISTRICT (L7-L11)

Zirithian's forces struck this section of the outpost first and wiped out most of the settlement's defenders in the first hours of the assault. Those few noble houses that stood here are now havens for the vampire's servants. The high district houses an idol to Orcus, allowing the vampire to weaken the borders of reality and cause abyssal breaches to form throughout the area.

COMMONS (L13)

The Commons contained all the mundane shops, residences of the lowborn drow, taverns, brothels, and other places to spend money. Currently, ghouls and vampires, transformed during the attack, roam through this area. They move from building to building, looking for non-transformed survivors that they can kill or turn into more undead.

TEMPLE OF LOLTH (L12, L14-16)

The brooding fortress-temple of Lolth stands secure in spite of several attempts to breach its walls. Inside, Matron Urlvrain fumes at the attack, searching for a way to mount an effective counter strike despite her depleted forces. Zirithian continues to make periodic attacks against the complex, hoping to wear down the defenders and breach the walls so that he can finally overthrow Matron Urlvrain.

DYNAMIC ENVIRONMENT

The encounters related to these areas provide a snapshot of the current conditions affecting the various locations in the outpost when the adventurers arrive. Unless Zirithian is stopped, his forces eventually succeed in destroying the survivors—and then Phaervorul falls to his domination. Depending on how long it takes the adventurers to explore these locations, you might want to remove living creatures and exchange them for demons or undead to show the progress of the attacking forces. Even if the adventurers manage to clear a location, there's no guarantee the location will remain empty. More fiends and undead could move in to replace the fallen guardians at your discretion.

With this in mind, understand that the vampire lord doesn't have unlimited troops. He replenishes his more valuable servants with drow horde ghouls, vampire spawn, and other minions. Thus, whenever you replace existing troops with new ones, you should populate the area with minions first and fill out the remaining creatures with undead or demons.

EXTENDED RESTS

An assault against the drow outpost is bound to tax the adventurers' resources, and so after a few encounters, they are bound to look for a place to take an extended rest. Of the four areas, the low district is the safest place for the characters to recoup without much risk of interference. The adventurers need to completely wipe out the creatures in these locations prior to resting, or else these enemies might find the characters when they are at their most vulnerable. As always, temper such encounters with common sense, and avoid using encounters more than two levels above the characters during any extended rest. On the other hand, if the characters use the extended rest option too often, you should feel free to throw some undead and demons at them to encourage them to venture a bit further before retreating for their bedrolls.

The other districts within the enclave are particularly dangerous. Abyssal breaches descend to swallow up bloodied characters, while roaming patrols of drow ghouls and vampire spawn look for injured characters to add to their ranks—or simply to kill and consume. If the characters are in bad shape and need to retreat, let them. Don't throw a parting encounter as they make their way to a place of safety. If retreat is simply impossible, you might consider letting them hole up in a ruined building. During the rest, have a few patrols make their way by the characters' hideout, perhaps even testing the door. You can throw in an easy encounter to put the scare into the players, but don't do this more than once over the course of the adventure.



DEALING WITH THE DROW

While exploring the shattered ruins of Phaervorul, the adventurers have a chance to deal with the drow (at least briefly) through diplomatic means. While the drow are unquestionably evil, the executioner's blade hovers above their necks. Fighting Zirithian's servants *and* the adventurers is probably more than the drow are willing to deal with at this point, making some of the more important NPCs amenable to negotiation or even a short-term alliance. If the adventurers prefer diplomacy, they might be able to circumvent some of the combat encounters with the drow, as well as learn about Zirithian and the threat he poses to the area.

A number of encounters that can be resolved via diplomacy are supplemented below. More importantly, the adventurers' efforts to forge an alliance with the drow involves all of these encounters. After all, the drow are not mindless automatons. The adventurers' actions in one encounter will influence the next, and the drow are—even at the best of times—backstabbers who gladly betray each other at the first opportunity.

The encounters in *Adventure Book Two* detail what happens if the adventurers opt for swordplay rather than talk. Use the following notes to resolve negotiations and the long-term potential of an alliance with one or more of the drow.

DIPLOMACY OVERVIEW

The adventurers have a number of chances to strike an alliance with the drow. Here is a quick overview of these encounters.

U1. Stuck in the Middle: The drider fanglord and the snipers found here might ally with adventurers who help them defeat the undead. If the PCs prove themselves in this battle, they have an easier time convincing the drow leaders that they can serve a useful purpose.

L3. Wizard's Laboratory: Jhaelant the drow wizard is a long-time rival of Matron Urlvrain, and he allies with the adventurers if he sees a chance to topple her control of the enclave. On the other hand, Urlvrain might pit the PCs against Jhaelant as part of the price of an alliance with her contingent.

L6. Occupied Embassy: The human wizard Oronator can help the adventurers in any negotiation with the drow, as he has dealt with the dark elves in the past and they see him as useful to future trade with the Mages of Saruun.

L8. Barracks: Commander Zaknoril is a wild card in any negotiations. The defeat of his troops by Zirithian's minions means he will likely be executed for his failure.

He might ally with the adventurers, but he is also likely to turn against them if doing so allows him to kill Urlvrain and save his own neck. He is also just as likely to work with Urlvrain to betray the PCs in hopes of winning her favor (and also save himself from a death sentence).

L11. Traitor's Villa: Zirithian's chief lieutenant, Lareen, dwells here. The drow want her dead, and include such demands in any negotiation.

L12. Templar Chapel: The assassin Maarth is utterly loyal to Urlvrain. She long ago shattered his mind and spirit and remolded him into an utterly loyal killing machine. She uses him to shadow the adventurers, and without him she is more likely to arrange a swift betrayal against them.

L14. Temple Entrance: Once the adventurers enter the temple, they have a final chance to resort to diplomacy if they have thus far slaughtered every drow they have met. A diplomatic solution might be the matron's best option, as Urlvrain is left with too few guards to hold on to the temple.

HANDLING NEGOTIATIONS

Each negotiation uses the standard rules for skill challenges. However, this adventure has the potential for a multitude of outcomes. Attempting to create a separate challenge for each situation would be impossible. Instead, each important NPC or situation is presented below with a general outline of the NPC's plans, motivations, desires, and methods. Use these descriptions to guide your portrayal of the NPCs and to determine the flow of each encounter.

In addition, each situation or NPC also lists several skills that the characters can use to influence negotiations, along with DCs and notes on special tactics.

As with many situations in the game, your judgment and common sense are the best tools you have to direct the flow of the adventure. Keep in mind that the information that follows is a guideline to help you manage the competing drow, their conflicting desires, and the uses to which they can put the adventurers. The dice are not always your friend. If the players use a brilliant bit of role-playing or cater directly to an NPC's wishes, give them a free success or two rather than forcing them to roll a die. No amount of fumbled skill checks stops Urlvrain from allying with characters who arrive at her doorstep with Lareen's head on a stake and a burning desire to chase down and kill Zirithian.

ON THE FLY SKILL CHALLENGES

In essence, when handling the negotiation between the PCs and an NPC, you must create an on the fly skill challenge. While this may seem daunting at first, by following the steps below you can use the basic mechanics to model a variety of interactions.

1. SET THE STAKES

What are the adventurers after, what is the NPC after, and how important is this goal? Be up front in working this out with the players. If you aren't sure why the characters want an audience with Urlvrain, ask them. The more you know before the dice start rolling, the better.

2. SET THE COMPLEXITY

The skill challenge's complexity ties directly to the stakes you set. Select a rating from the list below, and use the skill challenge complexity table on page 72 of the *Dungeon Master's Guide* to determine the number of successes and failures the PCs must accrue to succeed.

- 1 The adventurers seek a minor favor, something that the NPC can provide with little trouble, or something that advances the NPC's own agenda.
- 3 The adventurers require a favor or action that puts the NPC to some amount of trouble, or that fails to advance the NPC's personal goals.
- 5 The adventurers make a significant demand of the NPC, or want something that runs counter to the NPC's personal goals.

Note that if the adventurers want something that perfectly matches the NPC's desires and requires no effort from the NPC, you can simply skip the skill challenge. If there's no logical reason for an NPC to resist the characters' ideas, don't put a roadblock in the way.

Be sure to think through the consequences of the PCs' request. Asking Urlvrain to help defeat Zirithian seems like it advances her cause, but remember that her first goal is to survive. She is loathe to send away troops who could defend her temple against demons and undead. The NPCs consider the consequences of their actions, particularly in terms of how a short-term decision affects their long-term aims.

3. THE FRUITS OF SUCCESS

What do the adventurers gain from the skill challenge? Even if the PCs succeed in the skill challenge, they might not get everything they want. The characters could ask Urlvrain to accompany them on an attack against Zirithian, but the drow Matron has no desire to risk her life. Instead, she might send a few templars with the characters.

In addition, consider what the characters might gain on a failed skill challenge. While the PCs might come up short, the NPC might still provide them with some amount of aid. Failure can mean that the PCs fall short of their goal, not that they gain nothing at all.

4. CONSEQUENCES

NPCs have long memories, and their prior interactions with the adventurers should influence their current dealings. An NPC might bear a grudge, you could select a higher complexity level because a similar scheme by the PCs failed in the past, or the characters have simply managed to anger an NPC. By the same token, characters who curry an NPC's favor should receive better treatment in the current situation. Again, adopting the NPC's persona and looking at the situation from the NPC's point of view is critical in managing this aspect of the adventure.

5. REACTIONS

NPCs also track the adventurers' actions toward their allies and rivals. If the PCs are on friendly terms with Urlvrain, Zaknoril tries to undermine them and Jhaelant writes them off as her toadies. These attitudes can change over time through the PCs' actions, but never allow the characters actions to exist in a vacuum.

EXPERIENCE AWARDS

It is possible that the adventurers might avoid combat with the drow entirely. Whether this is a good thing depends on your play style. If you like a lot of roleplaying and intrigue, then keeping the drow around for politicking and negotiation is a good thing. If you believe that every good story ends in a bloodbath, the adventurers might only engage in diplomacy to set up the perfect moment to destroy the drow.

If you want to encourage roleplaying, award the adventurers full XP for NPCs that they "defeat" through negotiations. You can also hand out incremental awards. We suggest half the NPC's XP value for striking an alliance, and the rest if the adventure ends and the PCs have still not used violence to deal with that NPC.

Award XP for an NPC only once. If the PCs make a deal with Jhaelant then later kill him, give them only half of his XP value for his defeat. They already earned the first half for making an alliance with him.

If you're worried that the PCs might be unfairly penalized for using diplomacy, as they might face Zirithian short a level because they chose to avoid violence, apply the same principle to the other monsters they avoided. For example, give the PCs XP for Jhaelant's web golem and gloomweb on the same basis, or treat requests that the NPCs make as quests and award XP as appropriate.

CAST OF CHARACTERS

As Dungeon Master, it is your responsibility to bring the drow and other nonplayer characters in the adventurer to life. The following notes establish personality quirks, mannerisms, goals, and other details for each of the important NPCs in this adventure. Each entry covers a specific NPC or one of the encounters where the characters can use words rather than weapons. The entries include the following:

Overview: This section provides the basic background for the NPC, a short narrative section meant to give you the NPC's basic traits and plans.

Traits: An NPC's traits describe his or her personality and mannerisms. Use them when portraying the NPC during the game.

Goals: This entry outlines the NPC's goals. Use these guidelines to determine how the NPC acts and reacts to the adventurers.

Methods: While the adventurers plot and plan, the NPCs initiate plots and plans of their own. In particular, the PCs might face the treachery of the drow, as a carefully orchestrated alliance gives way to a sudden and violent betrayal. This section outlines the NPC's typical actions and tactics, particularly as they relate to any attacks made against them.

Skill Challenge: This section lists the skills and their associated DCs used in skill challenges initiated to influence the NPC. The list provided here is meant to serve as a starting point. As usual, allow the PCs to make inventive use of skill and ability checks if you feel they have created good, compelling reasons for them.

Special: This section notes any other miscellaneous information useful in running the NPC and his or her related encounter.

MATRON URLVRAIN

The cruel, manipulative Matron Urlvrain maintains an intense focus on her interests and her interests alone.

When it comes to others, be they drow or surface dwellers, she sees only pawns that she can use in her elaborate game—a game that ends with her ruling over one of the largest drow cities of the Underdark. She even considers her god, Lolth, to be but another pawn in her game, and the Queen of Spiders expects nothing less from her priests.

Urlvrain takes good care of those who prove useful to her, lavishing them with favors and treasure like a master spoils a pet. Her followers remember well the story of Raelthron, a spy in her service. Raelthron brought news of Urlvrain's rivals to her and outlined a cunning plan to undermine them, allowing her to trap and kill her chief enemy. She gave Raelthron a gift, an obsidian knife, presented to him before her inner circle of lieutenants. As Raelthron turned his back on her to display the gift to his

now jealous rivals, she drew a second dagger from her belt, reached forward, and sliced his throat. As the stunned spy choked on his life's blood at her feet, she explained to her lieutenants that any drow capable of toppling her mightiest rival was too much of a threat to her own station to be allowed to live.

Goals: Gain revenge against Zirithian and his followers, restore Phaervorul, kill the outlanders before they can spread word of the dire situation and bring about another attack.

Methods: Use the adventurers to defeat Zirithian, restore order, and crush all opposition to her rule. Once the adventurers have helped her attain these goals, kill them before they can become a threat. She prefers to ambush the adventurers as soon as they return to Phaervorul, before they have a chance to rest or ready themselves for a confrontation with her.

Urlvrain requires shows of competence. She dispatches the adventurers to kill Jhaelant and then Lareen. Maarth shadows them on these excursions and reports any treachery to the matron.

Skill Challenge: Bluff (DC 25), Diplomacy (DC 20), History (DC 20), Insight (DC 25), Intimidate (DC 27) is difficult to use against her, but grants a +2 bonus on skill checks for the rest of the challenge. On a failure, the characters suffer two failures and cannot use Intimidate again in the challenge.

JHAELANT

The nihilistic Jhaelant wants to see all of drow society destroyed, leaving him to sift through its ashes at his leisure and take all the things he feels have been denied to him his entire life.

Jhaelant hates drow society, as he chafes under the rule of Matron Urlvrain. When the demons and undead first entered the settlement, he walked the streets with his web golem, enjoying the carnage while he sipped from an iced glass of drow brandy. He assumes that once the attack is over, he will be free to continue his necromantic work without interference.

Jhaelant becomes embroiled in the story if the adventurers attempt to ally with Urlvrain. She suspects that the wizard is allied with the Orcus cult based on his actions during the attack, and she sends the PCs to kill him. When the adventurers storm his lab, he attempts to turn them against the matron.

Goals: Kill Urlvrain, burn Phaervorul to the ground, find a new, safe enclave away from other drow.

Methods: Play on the adventurers' suspicion of Urlvrain's ultimate betrayal. Claim no allegiance to the drow and use the adventurers to finish off both the drow and the undead forces. Avoid any direct interaction with the conflict. Use others to fight for you.

Skill Challenge: Arcana (DC 20), Diplomacy (DC 25), Dungeoneering (DC 13), Intimidate (DC 20).

ORONTOR

The emissary from the Mages of Saruun has two goals in mind. He wants to escape Phaervorul with his life, and he also wants to forge an alliance with whatever drow remain in the ruins. He is sarcastic and arrogant, but ultimately, away from the Seven Pillared Hall and familiar surroundings, he proves to be a bit of a coward.

If the adventurers rescue Orontor, he tries to guide them into forming an alliance with Urlvrain. However, if the group is sent to slay Jhaelant, he eventually comes to see the fellow wizard as a preferable ally to the enclave matron.

Goals: Survive, ally with Urlvrain if Jhaelant is dead, otherwise seek an alliance with a fellow wizard.

Methods: Stay out of trouble and rely on the adventurers to do any fighting that becomes necessary. Make a profit, establish a trade tie with the drow, or recruit Jhaelant as a new member of the Mages of Saruun.

Skill Challenge: Arcana (DC 25), Diplomacy (DC 20), Intimidate (DC 20), Streetwise (DC 13).

ZAKNORIL

Paranoid and likely doomed to face the executioner's block for his failure to defend Phaervorul, Zaknoril backs whatever group promises him long-term safety in drow society.

A mediocre commander at best, Zaknoril earned his post more because of his fear of Matron Urlvrain than any real talent for fighting. Normally, betraying the matron would never cross his mind, but after the invasion he considers himself to be a dead man walking.

Zaknoril is the most practical of the drow. He wants to survive and somehow avoid execution. He sees the adventurers as potential saviors, especially if they make it clear that they are here to kill Zirithian—an act that Zaknoril feels will exonerate him, at least in his own mind.

Goals: Avoid execution either by killing Urlvrain and placing the blame for the fall of Phaervorul on her, or by winning Urlvrain's favor with additional faithful service and by accomplishing some sort of big victory.

Methods: Undermine the adventurers if they grow too close to Urlvrain, or work with them to ensure that Urlvrain falls. Ambush and kill the adventurers, then plant evidence of betrayal on them to gain favor with Matron Urlvrain. If Urlvrain falls, feign an alliance with whoever remains standing, then kill them, claim victory, and seize control of the area. Zaknoril can call on the drow in Locations L14, L15, and L16 to aid him if the adventurers manage to kill Urlvrain. The drow in Locations L8 and L12 are loyal to him above Urlvrain.

Skill Challenge: Bluff (DC 20), Diplomacy (DC 20), Insight (DC 13). Zaknoril isn't very good at hiding his attitudes and feelings.

MAARTH

The assassin Maarth is an extension of Matron Urlvrain's will. He speaks in a monotone voice and wears the same blank expression whether slicing a foe apart in battle or offering the adventurers directions to Urlvrain's stronghold. He is Urlvrain's weapon, and the adventurers have no chance of turning him to their side.

Goal: Enforce Urlvrain's will.

THE FANGLORD (ENCOUNTER U1)

The fanglord in Encounter U1 is a bit of wild card you can use to spice up the adventure. When the adventurers first encounter the fanglord, they can win an alliance with it if they attack only the undead in the area. The drider and its drow allies do not attack the PCs unless they are attacked first.

Should the PCs attempt to parley with the fanglord, treat this as a skill challenge that requires 4 successes to be attained before 3 failures. The drider and its followers attack if the PCs fail the challenge. Otherwise, they refuse to travel with the adventurers but do scribe a sign of a spider in ink on one PC's hand. This sign identifies the adventurers as drow allies and grants them a +4 bonus on Diplomacy checks made against drow loyal to Matron Urlvrain. This bonus does not apply to any of the NPCs named in this section.

Goal: Kill as many undead and demons as possible.

Skill Challenge: Bluff (DC 20), Diplomacy (DC 20), Dungeoneering (DC 25), Heal (DC 13), Intimidate (DC 25). The characters can use Heal to treat the drow's wounds and Dungeoneering to demonstrate their knowledge of the Underdark.

Special: If you particularly like the idea of embroiling the adventurers in the drow art of politics and backstabbing, the fanglord can become a more important part of the story. Its name is Ingarl, and it dreams of toppling the drow and establishing a state more in line with Lolth's teachings. It perceives humanoid drow as impure, unworthy benefactors of Lolth's blessings and gathers spiders and other creatures to attack the settlement. Ingarl might approach the adventurers with an offer of alliance, especially if Matron Urlvrain demonstrates weakness or appears to be in a fragile position. In any case, the sudden appearance of rampaging driders and spider monsters in Phaervorul can add another layer of complexity and danger to the mix, especially if the adventurers are having too easy a time at manipulating the drow.

PLOTS, PERILS, AND SCHEMES

Demon Queen's Enclave is unlike many adventures in that much of its action flows from the choices made by the characters and the decisions you make as DM while portraying the villains and NPCs. It's completely possible for the adventurers to simply rampage through the adventure, attacking everything on sight and treating Phaervorul as a big, Underdark dungeon. If your group wants to do that, that's a fine way to approach this adventure. However, we've spent a number of pages discussing the NPCs in the adventure, their plans and goals, and how the adventurers can interact with them. You and your group are missing out if you treat *Demon Queen's Enclave* as simply another excuse for hack-and-slash gaming.

Juggling the interests of a handful of NPCs, determining their actions, and setting up the encounters (whether combat or otherwise) that arise takes a bit of work. Most DMs buy adventures precisely because they want to avoid such work. Whether you are a time-pressed DM looking to lessen your workload, or you simply want some ideas to help direct the adventure, this section details a few possible gambits, encounters, and stratagems employed by the drow.

THE PATH TO BETRAYAL

Matron Urlvrain has no intention of holding up her end of any bargain she strikes with the adventurers. As soon as she can betray them, she does so. However, she balances this need to betray and ultimately defeat the adventurers with her desire to see Zirithian slain.

Until Urlvrain has definitive proof that Zirithian has been destroyed, she refrains from a direct confrontation with the adventurers. Here are a few traps she might lay along the way for the party.

THE MOLE

If the adventurers agree to tackle Zirithian, Urlvrain offers to send Maarth with the group. She doesn't trust any other drow enough to put them into a position where they might be able to forge an alliance with the adventurers and ultimately betray her. Maarth fights well, but avoids risking his life in favor of surviving so that he can report back to Urlvrain. In this case, Urlvrain orders several of her guards to await the adventurers in Location L11. When the adventurers return, Maarth gives the signal to attack if the PCs have slain Zirithian. If the adventurers return without Maarth, the drow guards also attack as they assume that the group has killed Urlvrain's pet assassin. Otherwise, the guards stand at the ready, claiming they remain in place to keep watch over the gate.

Use the drow from Location L14 as the guards. If the adventurers have slain any of these drow, assume Urlvrain has reinforcements or draft drow from locations the adventurers have not yet cleared out.

DEFIANT DROW

If the adventurers survive Urlvrain's treachery, they can track her down in her temple where she remains sequestered. Any surviving drow loyal to her remain on guard duty within the temple in Location L14. In addition, remember that the undead continue to prowl the streets of Phaervorul. You can run Encounter L13 again, perhaps substituting in some other undead and demons for variety's sake, as the adventurers seek their revenge.

Alternatively, the drow might also stage an ambush in the outpost's streets. Use the street map (on the poster map), but unleash a drow ambush on the adventurers. The ambush is a level 16 encounter that consists of a spiderstone golem (Encounter L12), two drow templars, and a yochlol, along with a demonweb terror (*Monster Manual*, page 247) summoned to reinforce Phaervorul's defenses.

THE FINAL SHOWDOWN

If you want to bring this adventure, and the characters' ties to the drow, to an end, Matron Urlvrain simply awaits the PCs in Location L16. If you want to make the encounter tougher than as it is presented, so as to make it a better climax to the adventure, add a greater helmed horror (*Monster Manual*, page 155) to increase the encounter's difficulty to level 19.

A CONTINUING THREAT

The story of Urlvrain and her hatred for the adventurers doesn't have to end here. As a canny survivalist, the matron could keep an escape plan ready in case the adventurers prove too powerful for her. She might even clear out of the enclave after the adventurers enter the portal, assuming that whether the adventurers win or lose she is trapped in a bad position.

The drow could also wage guerilla warfare against the adventurers, tracking them through the Underdark, attacking them when they return to the surface, and so forth. The sample encounters depicted above do not have to take place in Phaervorul's ruined streets. They can spill out into the wider world as the adventurers seek their next quest or mission.

THE TREACHEROUS CAPTAIN

The adventurers might decide to betray Urlvrain before she turns against them. In this case, Zaknoril is eager to help them. He approaches the adventurers with a deal to betray Urlvrain. His plan is simple: The adventurers enter the portal and deal with Zirithian. While they are away, Zaknoril rallies the troops against Urlvrain. If the adventurers slay Zirithian, Zaknoril helps them defeat Urlvrain's troops before he turns on the adventurers.



Otherwise, Zaknoril lends his troops to Urvrain's cause under the assumption that the adventurers are too weak to overcome the matron.

Support: Run Urvrain's betrayal as described above, but two drow templars named Urzal and Fennizen arrive to help the adventurers when they first take on Urvrain's followers. Zaknoril himself refuses to directly aid the adventurers. The templars carry a message from the drow captain claiming that he is too busy holding off Urvrain's reinforcements to provide any direct aid. In truth, his spies shadow the party.

Once the adventurers kill Urvrain, Zaknoril arrives with several of his allies to finish the PCs, while Urzal and Fennizen also turn against the party. Scale this encounter as appropriate to the story. If the PCs just fought Urvrain, throw an encounter of their level + 1 at them. Otherwise, if the PCs have time for an extended rest, use an encounter of their level + 3. Zaknoril leads this attack, which consists mostly of drow templars, an arachnomancer, and a shadowspinner.

Like Urvrain, Zaknoril has the potential to become a long-term foe. If Zaknoril escapes and Urvrain has been eliminated, he steals as much credit for Zirithian's defeat as possible to attain a higher position in the drow hierarchy. Paranoid that the adventurers can expose his cowardice and treachery, he dispatches teams of assassins to kill them. Perhaps the adventurers will need to make another visit to Phaervorul to deal with him in the future.

THE VENGEFUL MAGE

The drow mage Jhaelant wants to see Phaervorul burn. Jhaelant hates Urvrain but also despises Zirithian, as the attack on the settlement has left the mage unable to continue his necromantic research.

If the adventurers strike an alliance with Jhaelant, he demands that they storm the drow temple and kill Urvrain. He claims he can complete a ritual capable of destroying the undead and demons in Phaervorul, but needs the adventurers to venture into Deadhold to slay Zirithian.

If the adventurers go along with the drow mage's scheme, they likely fight the drow as detailed in the appropriate encounter areas. When they return from their battle against Zirithian, they receive a rude surprise. Jhaelant's ritual opens a portal to a realm in the Elemental Chaos, a fiery orb of lava called the Eye of Y'grath. Fire giants, azers, rockfire dreadnoughts, and firelashers are released to rampage over the now-burning ruins of Phaervorul. The adventurers might have to fight to escape the place (run encounters as you deem appropriate). A great tower of fiery rock rises over the ruin where the temple once stood. From there, Jhaelant cackles insanely as his fiery minions spread destruction, finishing the job that Zirithian started. Perhaps these fire creatures soon depart, or Jhaelant might arise as the Lord of Flames, a terrifying threat to the realms above and below ground. The elementals and giants, eager to spread destruction, gladly follow his orders.

NEW MONSTERS

GHOUl EYEBITER

The Ghoul King, Doresain, created ravening underlings called eyebiters to serve him in the White Kingdom. These horrors lead horde ghouls and, sometimes, abyssal ghouls. They have a secret third eye that they open to expose their enemies to the power of Doresain.

Ghoul Eyebiter **Level 16 Controller (Leader)**
Medium elemental humanoid (undead) XP 1,400

Initiative +10 **Senses** Perception +11; darkvision
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.
HP 151; **Bloodied** 75; see also *dead blood*
AC 30; **Fortitude** 28, **Reflex** 27, **Will** 29
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 6, climb 6

⬇ **Serrated Claws** (standard; at-will)
+21 vs. AC; 1d8 + 6 damage, and ongoing 5 damage and slowed (save ends both).

⬅ **Eye of Doresain** (standard; recharge [3]); ⬆ **Necrotic**
Close blast 3; +19 vs. Fortitude; 3d6+8 necrotic damage, and the target is weakened (save ends). For every creature the ghoul eyebiter hits with the attack, it gains 5 temporary hit points.

⬅ **Deathly Snarl** (standard; encounter)
Close burst 2; undead allies remove a condition as if they had succeeded on a saving throw and can shift 2 squares. Those without a condition gain 10 temporary hit points and can shift 2 squares.

⬅ **Dead Blood** (free; when first bloodied and when reduced to 0 hit points) ⬆ **Necrotic**
Close burst 1; all enemies in the burst take 10 necrotic damage, and if the ghoul eyebiter is still alive, they are dazed until the end of the ghoul eyebiter's next turn.

Rotten Harvest ⬆ **Conjuration**
Whenever a creature weakened by a ghoul eyebiter is reduced to 0 hit points, the ghoul eyebiter conjures four horde ghouls. These minions appear in a space adjacent to the ghoul eyebiter. The ghoul eyebiter can have up to four horde ghouls at a time. The minions disappear if the eyebiter dies.

Alignment Chaotic evil **Languages** Abyssal, Common
Skills Insight +16, Stealth +15
Str 21 (+13) **Dex** 15 (+10) **Wis** 16 (+11)
Con 15 (+10) **Int** 12 (+9) **Cha** 24 (+15)

GHOUl EYEBITER TACTICS

A ghoul eyebiter marshals ghouls, driving them into their enemies. It surrounds itself with minions and tears through foes with its claws. When it can hit more than one target, it opens its third eye to wash enemies with dread power, drawing strength from its cruel caress. Mortals who die while under a ghoul eyebiter's malign influence lend their fading life force to the formation of new horde ghouls to serve the eyebiter.



GHOUl EYEBITER LORE

A character knows the following information with a successful Religion check.

DC 20: Ghoul eyebiters are creations of Doresain, bred to spawn and support the Ghoul King's undead legions.

DC 25: A Ghoul eyebiter steals a portion of its victim's life force to conjure more horde ghouls to reinforce its servants.

GHOUl EYEBITER ENCOUNTERS

Ghoul eyebiters are found shepherding ghouls or in the company of demons. They sometimes find service with mortal demonologists and necromancers, though such ghoul eyebiters ever search for a ways to murder their mortal masters so they can be free to perform Doresain's will.

Ravens Horde, Level 15 Encounter (XP 5,000)

- ◆ 1 ghoul eyebiter (level 16 controller [leader])
- ◆ 18 horde ghouls (level 13 minion)

Demonic Allies, Level 17 Encounter (XP 8,000)

- ◆ 1 ghoul eyebiter (level 16 controller [leader])
- ◆ 1 abyssal ghoul (level 16 skirmisher)
- ◆ 1 goristro (level 19 elite brute)
- ◆ 2 horde ghouls (level 13 minion)

GOLEM, WEB ANIMATE

Like any race with a penchant for magic, drow create constructs to use as protection and to serve as superior troops in battle. Where they differ, however, is in the materials they use to build their constructs.

Web Golem Grappler		Level 13 Elite Controller	
Large natural animate (construct)		XP 1,600	
Initiative +9	Senses Perception +6; darkvision		
Cloud of Webs aura 2; enemies that enter or start their turn in the aura are slowed and take a -2 penalty to attacks.			
HP 272; Bloodied 136; see also <i>binding strands</i> below			
AC 27; Fortitude 25, Reflex 21, Will 18			
Vulnerable 10 fire			
Saving Throws +2			
Speed 6, climb 4 (spider climb)			
Action Points 1			
⬇ Slam (standard; at-will)			
Reach 2; +19 vs. AC; 2d8 + 5 damage, and target is grabbed (until escape). A web golem grappler can grab up to two enemies at a time.			
⬇ Living Weapon (standard; at-will)			
Must currently have an opponent grabbed, the grappler uses the grabbed foe as a club against the target; reach 2; +19 vs. AC; 2d8 + 5 damage to the target and the grabbed opponent.			
⬇ Adhesive (immediate reaction, when struck by a melee attack; at-will)			
+18 vs. Reflex; target is immobilized (save ends).			
⬅ Binding Strands (free, when reduced to 0 hit points; encounter)			
The web golem grappler explodes in a burst of sticky strands; close burst 3; +19 vs. AC; target is slowed (save ends).			
Drag and Move (move; at-will)			
The web golem moves up to its speed, moving any grabbed creatures with it. At the end of its movement, it places the grabbed creatures in any squares adjacent to it.			
Alignment Unaligned		Languages –	
Skills Stealth +14			
Str 20 (+11)	Dex 17 (+9)	Wis 11 (+6)	
Con 24 (+13)	Int 3 (+2)	Cha 3 (+2)	

WEB GOLEM LORE

A character knows the following with a successful Arcana or Nature check.

DC 20: Web animates are drow golems, creatures forged from mundane materials and given a semblance of life.

DC 25: The drow experiment with different materials when creating constructs, including spider webs and other materials native to the Underdark.

WEB ANIMATE ENCOUNTERS

Web animates are almost exclusively found in the service of powerful drow.

Drow Horrors, Level 16 Encounter (XP 7,400)

- ◆ 1 yochlol tempter (level 17 controller)
- ◆ 1 drow arachnomancer (level 13 artillery [leader])
- ◆ 1 drider fanglord (level 14 skirmisher)
- ◆ 2 web golem threshers (level 14 elite soldier)

WEB GOLEM GRAPPLER TACTICS

A web golem grappler strides into the midst of its foes, relying on its adhesive abilities to leave foes stuck in place as its thick, sticky webs engulf foes that attack it. Its slam attack allows it to grasp an opponent and then heft that foe into the air to use as a club.

Web Golem Thresher		Level 14 Elite Soldier	
Large natural animate (construct)		XP 2,000	
Initiative +16	Senses Perception +14; darkvision		
HP 284; Bloodied 142			
AC 30; Fortitude 25, Reflex 26, Will 21			
Saving Throws +2			
Speed 6, climb 6 (spider climb)			
Action Points 1			
⬇ Slam (standard; at-will)			
Reach 2; +21 vs. AC; 2d8 + 6 damage, and the target is marked until the end of the web golem thresher's next turn.			
⬇ Double Slam (standard; at-will)			
The web golem thresher makes two slam attacks.			
⬇ Catch and Release (immediate reaction, when a marked target shifts; at-will)			
Reach 2; +21 vs. AC; 1d8 + 6 damage, and the web golem thresher slides the target 5 squares and knocks it prone.			
⬅ Spit Web (standard; recharge ☹ ☹)			
Close blast 3; +19 vs. Reflex; the target is slowed (save ends). <i>First Failed Saving Throw:</i> The target is immobilized (save ends).			
Alignment Unaligned		Languages –	
Str 20 (+12)	Dex 25 (+14)	Wis 14 (+9)	
Con 22 (+13)	Int 5 (+5)	Cha 9 (+8)	

WEB GOLEM THRESHER TACTICS

A web golem thresher pounds foes with its double slam attacks, marking them and sliding them into a more advantageous position when they shift. It spits web whenever it can to slow and hopefully immobilize its enemies so that it can then move closer and slam them over and over.



SHUNNED

Lolth is a fickle mistress. Drow who serve her but fail in their efforts sometimes suffer terrible consequences. These unfortunates become creatures known in the Underdark as shunned.

Chwidench		Level 13 Brute	
Medium fey magical beast (shunned, spider)		XP 800	
Initiative +9	Senses Perception +9; darkvision, tremorsense 10		
HP 160; Bloodied 80			
AC 25; Fortitude 25, Reflex 22, Will 22			
Speed 6, climb 6 (spider climb)			
⬇ Claws (standard; at-will)			
+16 vs. AC; 3d6 + 6 damage and slide 2 squares.			
⬇ Impaling Claws (standard; at-will)			
+16 vs. AC; 2d6 + 6 damage and grab (escape ends).			
⬇ Scuttling Charge (standard; encounter)			
The chwidench makes a charge attack. It can charge over difficult terrain with no penalty to movement. +14 vs. Fortitude; 4d10 + 6 damage.			
Alignment Chaotic evil	Languages Common, Elven		
Skills Stealth +14			
Str 22 (+12)	Dex 17 (+9)	Wis 16 (+9)	
Con 20 (+11)	Int 3 (+2)	Cha 6 (+4)	

CHWIDENCH TACTICS

A chwidench is a mutated spider-beast that moves and charges the closest foe. It attacks with its claws, hooking the flesh, armor, or clothing of its opponent to pull it into a more advantageous position.

Fithrichen		Level 12 Controller	
Medium fey magical beast (shunned, spider)		XP 700	
Initiative +8	Senses Perception +8; darkvision, tremorsense 10		
HP 121; Bloodied 60			
AC 26; Fortitude 22, Reflex 20, Will 24			
Speed 6, climb 4 (spider climb)			
⬇ Bite (standard; at-will) ♦ Poison			
+17 vs. AC; 1d8 + 4 damage, and ongoing 5 poison damage (save ends). <i>First Failed Save:</i> The target is slowed (save ends). <i>Second Failed Save:</i> The target becomes unconscious (save ends).			
⬅ Disgorge Spiders (standard; encounter) ♦ Poison, Zone			
Close blast 3; crawling poisonous spiders cover the area, attacking the fithrichen's enemies; +16 vs. Reflex; 1d6 + 6 poison damage, and ongoing 5 poison damage (save ends). The zone is difficult terrain until the end of the encounter. The fithrichen can move the zone up to 3 squares as a minor action once per round. After the zone is created, any enemy that enters or starts its turn inside the zone is subject to attack.			
⬅ Cloud of Darkness (minor; encounter) ♦ Zone			
Close burst 1; this power creates a zone of darkness that remains in place until the end of the fithrichen's next turn. The zone blocks line of sight for all creatures except the fithrichen and other shunned. Any creature entirely within the area (except those immune) is blinded.			
Alignment Chaotic evil	Languages Common, Elven		
Skills Stealth +13			
Str 18 (+10)	Dex 14 (+8)	Wis 15 (+8)	
Con 17 (+9)	Int 6 (+4)	Cha 22 (+12)	

FITHRICHEN TACTICS

Fithrichen are horrid mutated spider creatures. They clamber forward until they can blast their foes with streams of spiders spewed from their gullets. While their enemies struggle to escape the disgorged spiders, the fithrichen close to deliver their own poisoned bites.

Mithrenda		Level 11 Skirmisher	
Medium fey magical beast (shunned, spider)		XP 600	
Initiative +10	Senses Perception +10; darkvision, tremorsense 10		
HP 110; Bloodied 55			
AC 25; Fortitude 23, Reflex 22, Will 17			
Resist 10 poison			
Speed 6			
⬇ Claws (standard; at-will)			
+16 vs. AC; 2d6 + 6 damage.			
⤴ Fling Web (standard; at-will)			
Ranged 10; +14 vs. Reflex; target is immobilized (save ends).			
⤴ Drag (standard; at-will)			
Immobilized targets only; +14 vs. Fortitude; 1d8 + 6 damage and pull target 2 squares. If the mithrenda hits with this attack, it can use <i>hideous bite</i> (see below) against the target as a minor action.			
⬇ Hideous Bite (standard; at-will) ♦ Poison			
Immobilized targets only; +16 vs. AC; 1d6 + 6 damage, and ongoing 10 poison damage (save ends).			
Alignment Chaotic evil	Languages Common, Elven		
Skills Dungeoneering +10, Intimidate +8, Stealth +15			
Str 23 (+11)	Dex 20 (+10)	Wis 11 (+5)	
Con 14 (+7)	Int 8 (+4)	Cha 6 (+3)	

MITHRENDA TACTICS

A mithrenda is a cautious foe, hiding in the shadows until it gets a clear shot against an opponent. It prefers to target lightly armored enemies. It flings its web at the target and drags it close so it can deliver a bites with its horrible maw.

SHUNNED LORE

A character knows the following with a successful Arcana check.

DC 20: Shunned are creatures spawned by the Spider Queen whenever she is angered by one of her servants. In all cases, they are grotesque fusions of spiders and drow, mockeries of the perfect union the drider embodies. Most candidates for this transformation are those drow who seek to gain the goddess's favor by testing their devotion in the hopes of being raised up to become a drider themselves. Most who fail are killed outright, but a few are cursed to walk the Underdark as shunned.

Drow society doesn't tolerate shunned in their presence and kill them on sight. Their aggressive reaction to these creatures stems partly from their horrific appearance, because drow society is largely intolerant of those who offend Lolth. But more than anything, it is because shunned represent the risks of serving a mad and capricious deity. Such treatment does not engender good feelings among the shunned, and most of these castoffs and exiles hunt drow and drider alike, longing to vent



Left to right: Fithrichen, chwidenchas, mithrenda

their frustration and hate on the ones they blame for the state they have been reduced to.

DC 25: As hybrid creatures, shunned develop poisonous bites, supreme mobility, or some perverted corruption of their bodies that lets them create or control spiders.

DC 30: Curiously, all shunned, even the most bestial of their kind, remain deeply devoted to Lolth. When presented with a symbol or likeness of the goddess, a shunned may retreat, especially if it is bloodied or near death,

SHUNNED ENCOUNTERS

The hatred the drow and driders feel toward the shunned is not shared by other spider creatures, and shunned often keep the company of monstrous spiders, ettercaps, and other members of spiderkind.

Hunting Party, Level 12 Encounter (XP 3,600)

- ◆ 1 fithrichen (level 12 controller)
- ◆ 1 foulspawn hulk (level 12 brute)
- ◆ 2 mithrenda (level 11 skirmisher)
- ◆ 2 blade spiders (level 10 brute)

Underdark Terrors, Level 15 Encounter (XP 6,200)

- ◆ 1 demonweb terror (level 14 elite controller)
- ◆ 1 cave widow (level 14 lurker)
- ◆ 4 chwidenchas (level 13 brute)

Underdark Rampage, Level 15 Encounter (XP 6,100)

- ◆ 1 blackspawn gloomweb (level 16 lurker)
- ◆ 3 hellstinger scorpions (level 13 soldier)
- ◆ 2 chwidenchas (level 13 brute)
- ◆ 1 fithrichen (level 12 controller)

SPIDER

Spiders are ubiquitous in drow societies, cherished as creatures sacred to Lolth. Their imagery appears in clothing, architecture, jewelry, and even their weapons.

Cave Widow		Level 14 Skirmisher
Medium natural beast (spider)		XP 1,000
Initiative +13	Senses Perception +16; tremorsense 10	
HP 144; Bloodied 72		
AC 28; Fortitude 26, Reflex 23, Will 21		
Resist 10 poison		
Speed 6, climb 4 (spider climb)		
⬇️ Bite (standard; at-will) ♦️ Poison		
+19 vs. AC; 2d6 + 5 damage, and the cave widow can make a secondary attack against the target. <i>Secondary Attack:</i> Blood drain, +17 vs. Fortitude; target is weakened (save ends).		
Driven by Pain (immediate reaction, when damaged; at-will)		
A cave widow shifts 3 squares.		
Alignment Unaligned	Languages –	
Skills Stealth +16		
Str 20 (+12)	Dex 19 (+11)	Wis 14 (+9)
Con 24 (+14)	Int 1 (+2)	Cha 7 (+5)

CAVE WIDOW TACTICS

The cave widow crawls across ceilings and walls to get into position to make its attack. When it does, it is lightning fast, digging its fangs deep into its victim.

Husk Spider		Level 14 Elite Brute
Large natural animate (undead)		XP 2,000
Initiative +13	Senses Perception +13; tremorsense 10	
HP 344; Bloodied 172		
AC 26; Fortitude 29, Reflex 26, Will 21		
Saving Throws +2		
Speed 6, climb 6 (spider climb)		
Action Points 1		
⬇️ Horrific Bite (standard; at-will)		
+17 vs. AC; 2d10 + 9 damage, and the target gains vulnerable 5 necrotic (save ends).		
⬇️ Flurry of Bites (standard; at-will)		
The husk spider makes two <i>horrific bite</i> attacks, each against a different target.		
⬅️ Rotting Webs (standard; recharge [E])		
Close blast 5; +15 vs. Reflex; target is slowed, and takes ongoing 10 necrotic damage (save ends both).		
⬅️ Web of Souls (minor; encounter) ♦️ Fear		
Close burst 3, enemies only; +15 vs. Will; push 3 and immobilize target until the end of the husk spider's next turn.		
Alignment Chaotic evil	Languages –	
Skills Stealth +18		
Str 28 (+16)	Dex 21 (+13)	Wis 12 (+8)
Con 22 (+14)	Int 1 (+3)	Cha 1 (+3)

HUSK SPIDER TACTICS

A husk spider creeps to take its prey unawares. If first uses *rotting webs* to slow targets, then it leaps forward to deliver a *flurry of bites* against two slowed targets.

Lolth's Brutal Swarm		Level 17 Soldier
Large natural beast (spider, swarm)		XP 1,600
Initiative +18	Senses Perception +12; tremorsense 10	
Swarm Attack aura 1; Lolth's brutal swarm makes a basic attack as a free action against each enemy that begins its turn in the aura. In addition, an enemy that enters or starts its turn in the aura is immobilized (save ends) by strands of clinging webs.		
HP 162; Bloodied 81		
AC 33; Fortitude 29, Reflex 32, Will 28		
Resist half damage from melee and ranged attacks; Vulnerable 10 against close and area attacks.		
Speed 8, climb 6 (spider climb)		
⬇️ Swarm of Fangs (standard; at-will) ♦️ Poison		
+22 vs. Reflex; 2d8 + 7 damage, and ongoing 10 poison damage (save ends).		
⬅️ Venom Burst (standard; recharge [E][E]) • Poison		
Close burst 3; +22 vs. Fortitude; enemies in burst take 3d10 + 6 poison damage, and are weakened (save ends).		
Alignment Chaotic evil	Languages –	
Skills Stealth +21		
Str 20 (+13)	Dex 26 (+16)	Wis 18 (+12)
Con 18 (+12)	Int 2 (+4)	Cha 9 (+7)

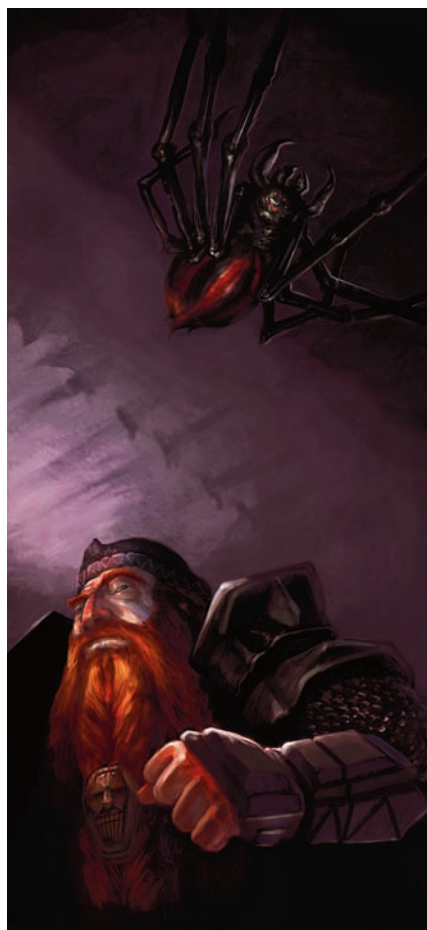
SPIDER LORE

A character knows the following with a successful Nature check.

DC 20: It's a point of pride for drow priests to tame a cave widow, for it's believed these spiders contain a fragment of Lolth's personality.

DC 25: Drow despise undead spiders, seeing in them a perversion they can not tolerate. Enemies often capture living spiders and animate them with fell magic to enrage the drow and cause them to act rashly on the battlefield.

DC 30: Priests of Lolth can summon spiders to create Lolth's brutal swarm. Imbued with a touch of the Spider Queen's essence and under the command of the priest, the brutal swarm spreads through the enemy like a wave of destruction.



YOCHLOL

Yochlols are the Handmaidens of Lolth, feared by drow and other creatures as the Spider Queen's spies. These horrific fiends unite the subtle cruelty of the drow with the savagery of demons to create a truly frightening creature.

Yochlol Tempter		Level 17 Controller
Medium elemental humanoid (demon, shapechanger) XP 1,600		
Initiative +14	Senses Perception +18; darkvision	
HP 158; Bloodied 79		
AC 31; Fortitude 27, Reflex 29, Will 30		
Resist 10 poison		
Speed 6, climb 8 (spider climb)		
True Form		
A yochlol uses the following powers in its true form.		
⊕ Tentacle (standard; at-will)	Reach 2; +22 vs. AC; 1d4 + 4 damage.	
⊕ Amorphous Flurry (standard; at-will)	Make four basic attacks. A target hit by two or more such attacks takes -4 penalty to Will defense (save ends).	
✳ Maddening Web (standard; recharge ☐ ☐ ☐ ☐ but only when bloodied) ◆ Psychic	Area burst 2 within 10, enemies only; +21 vs. Reflex; target is immobilized and takes ongoing 5 psychic damage (save ends both).	
Drow Form		
A yochlol uses the following powers in drow form.		
⊕ Venom Bolt (standard; at-will)	Ranged 10; +21 vs. Reflex; 1d6+5 damage, and target is slowed and takes ongoing 5 poison damage (save ends both).	
⊕ Spider Touch (standard; at-will)	+21 vs. Reflex; 1d6+5 damage and ongoing 10 poison damage (save ends).	
⊕ Seductive Glare (minor; recharge on miss or when target saves) ◆ Charm	Ranged 10; +23 vs. Will; target is dazed (save ends). <i>First Failed Save:</i> Target is stunned (save ends). <i>Second Failed Save:</i> Target is dominated (save ends).	
Both Forms		
A yochlol uses the following power in both forms.		
Change Shape (minor; at-will) ◆ Polymorph		
The yochlol can alter its physical form to take on the appearance of a unique female drow or its true form.		
Alignment Chaotic evil	Languages Abyssal, Common, Elven	
Skills Bluff +20, Intimidate +20, Religion +17, Stealth +19		
Str 18 (+12)	Dex 23 (+14)	Wis 21 (+13)
Con 14 (+10)	Int 19 (+12)	Cha 24 (+15)

YOCHLOL TACTICS

A yochlol shifts between its forms in battle. Usually, it begins a fight in its drow form, using *venom bolt* and *spider touch* to weaken its enemies. When pressed into melee, it adopts its true guise and unleashes a flurry of tentacle attacks. If it saps a foe's will with this attack, it shifts back into drow form to use *seductive glare*.

YOCHLOL LORE

A character knows the following information with an Arcana check.

DC 20: Yochlol are among the most favored of Lolth's servants, and the Spider Queen sends her Handmaidens to attend to those priests who have gained Lolth's favor.



DC 25: Yochlols can adopt two forms. In their normal form, they are strange, ooze-like creatures similar to a heap of filth, with several tentacles and a red, baleful eye. Their other form is the complete opposite: a shapely, attractive drow female.

DC 30: Yochlols are so skilled at infiltrating drow society, they might operate undetected for years at a time, taking mortal lovers and even attaining positions of great power. Some learned drow whisper that all of Lolth's priests are yochlol demons, though the priests know better.

YOCHLOL ENCOUNTERS

Yochlols work within drow societies, driving Lolth's mortal servants to commit horrific acts of cruelty and evil in the Spider Queen's name. They can usually be found in the company of Lolth's priests and templars.

Drow Priest's Entourage, Level 16 Encounter (XP 7,600)

- ◆ 1 yochlol tempter (level 17 controller)
- ◆ 1 drow priest (level 15 controller)
- ◆ 2 drow arachnomancers (level 13 artillery)
- ◆ 1 drow blademaker (level 13 elite skirmisher)
- ◆ 1 Lolth's brutal swarm (level 17 soldier)



ZIRITHIAN

Once a warrior-knight of Lolth in service to Matron Urvrain, Zirithian made a pact with Orcus and turned against his mistress. He earned a great boon from Orcus, transforming into a vampire with a few of the lesser powers. In addition, Zirithian wields *Nightbringer*, an intelligent sword. Zirithian now serves as Hordemaster, commander of Orcus's legions of zombies. While Zirithian serves Orcus, *Nightbringer* has other plans.

Zirithian		Level 17 Elite Controller
Medium fey humanoid, drow, vampire (undead)		XP 3,200
Initiative +15	Senses Perception +16; darkvision	
HP 318; Bloodied 159; see <i>cloud of bats</i> (below)		
AC 33; Fortitude 29, Reflex 31, Will 30		
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant		
Saving Throws +2		
Speed 7, climb 4 (spider climb)		
Action Points 1		
⊕ Nightbringer (standard; at-will) ♦ Necrotic, Weapon +23 vs. AC; 2d8 + 5 damage, and ongoing 5 necrotic damage (save ends).		
⊕ Death Grip (standard; at-will) ♦ Necrotic +22 vs. Reflex; 1d10 + 6 necrotic damage, and the target is immobilized (save ends).		
⊕ Mighty Assault (standard; at-will) ♦ Necrotic, Weapon Zirithian makes a <i>Nightbringer</i> attack and a <i>death grip</i> attack.		
⊕ Blood Feast (standard; recharge ☞☞☞) ♦ Charm, Weapon Immobilized or helpless targets only; +22 vs. Will; 2d10 + 10 damage, Zirithian heals 20 damage, and the target is dominated until the end of Zirithian's next turn.		
↘ Winds of Deadhold (standard; at-will) ♦ Implement, Teleport Ranged 10; +22 vs. Will; 1d10 + 8 damage, teleport the target 10 squares, and the target is immobilized (save ends).		
⚡ Blackfire Blast (standard; at-will) ♦ Fire Close blast 5; +21 vs. Reflex; 2d8 + 6 fire damage and push 3.		
Cloud of Bats (minor; at-will) ♦ Polymorph Zirithian transforms into a swarm of bats. While in this form, he gains fly 8 (hover) and his walking speed becomes 2. He gains insubstantial and a +5 AC bonus against opportunity attacks. As a second minor action, he returns to his normal form.		
Alignment Chaotic evil		Languages Abyssal, Common, Elven
Skills Athletics +18, Diplomacy +19, Intimidate +19, Religion +16, Stealth +20		
Str 20 (+13)	Dex 25 (+15)	Wis 17 (+11)
Con 15 (+10)	Int 19 (+12)	Cha 22 (+14)
Equipment <i>Nightbringer</i> , chainmail		

ZIRITHIAN'S TACTICS

In combat, Zirithian uses *Nightbringer* to hew into his foes, his *death grip* touch to leave them immobilized, and *blackfire blast* to attack several foes at once. He focuses on paladins and fighters first, immobilizing them so that he can slip around to attack clerics and wizards. Until he is bloodied, he gladly accepts opportunity attacks to take on softer targets.

Zirithian saves *blood feast* and *winds of Deadhold* for later in the fight, once his followers have joined in the battle. He then unleashes the combination on a hapless PC, preferably a wizard or some other weaker character.

Zirithian's goal is simple. He wishes to become a new exarch of Orcus, lord of the zombie hordes and a key general in Orcus's unending war against all living things. For his part, Orcus delights in turning a drow into one of his thralls, yet the Lord of the Undead never grants power without a test. He has set two tasks before Zirithian. The would-be exarch must destroy Phaervorul and all drow within it. He must also claim the souls of adventurers as tribute to his new lord.

Zirithian contacts the adventurers via their dreams to lure them into facing him in Deadhold. The first time the adventurers take an extended rest after entering Phaervorul, run the following skill challenge.

GETTING STARTED

Sometime during the group's first extended rest, a strange mist washes over the party. Assume that it catches everyone in the party. However, anyone other than the PCs in the area does not take part in the skill challenge unless you judge that an NPC is an important part of the team. For example, the dwarf guide who helped lead the adventurers through the Underdark should not take part in the challenge, but an NPC paladin who helps the adventurers fight evil should.

The mist swirls over the group, blocking vision for a few moments. The mist obscures even the floor, and it muffles noise as well.

As quickly as the mist came upon the group, it washes away. Once the mist clears, they see that they stand within Zirithian's throne room. Use the poster map for Encounter V12. Zirithian stands upon the throne, while the PCs stand in a group before the throne, four squares away from it. Use the description of Encounter V12 to set the scene and describe the surroundings.

While the adventurers might believe that have been transported to Deadhold, they are actually dreaming. They gain the benefits of taking an extended rest. In this dream encounter, all of their powers are available.

Zirithian wishes to converse with the adventurers so that he can judge their strength and to urge them to finish what he started—slaughter the drow of Phaervorul. If the adventurers agree to kill Matron Urlvrain and prove themselves to be brave and skilled, he determines that they are just the sacrifice he needs to achieve his goals.

If the adventurers refuse, or if they don't impress him, Zirithian dismisses them as fools and weaklings. He makes no special effort to set up a confrontation with them.

Challenge Level: 17

Complexity: 3 (requires 8 successes before 3 failures).

Primary Skills: Arcana, Diplomacy, Intimidate.

Secondary Skills: Insight.

Other Efforts: Attack, Demonstrate Prowess (see below).

Arcana (DC 25): The characters can determine that this is actually a dream spawned by a ritual. Each success using this skill provides a new clue that this is a dream. The PCs can earn up to three successes using this skill. On the third success, the PCs become certain that this is a dream and they earn a modicum of Zirithian's respect.

Diplomacy (DC 20): While Zirithian has little use for honeyed words, as a drow he expects some attempts at flattery and persuasion. If a character earns a success, it counts toward completing this challenge and provides a +2 bonus on the next ability check (see below) that Zirithian demands. The PCs can earn up to two successes using this skill.

Intimidate (DC 25): Zirithian respects strength and arrogance. While he is difficult to intimidate, the mere defiant act of attempting to brow beat him earns his respect. The PC can earn up to three successes using this skill.

Insight (DC 20): A successful Insight check allows a character to judge Zirithian's mood. A check doesn't count as a success or failure toward the completion of the challenge, but a success does provide a +2 bonus on the next Diplomacy or Intimidate check the PCs attempt.

Zirithian's Demands: Zirithian uses this audience to find out more about the adventurers, as well as to urge them to take up his battle and kill Urlvrain. Along the way, he demands that each PC in turn demonstrate that they are worthy allies or opponents. There are several ways to impress Zirithian. Each successful check yields a success, but each character can earn only one success using this method.

Attacks: "Show me your skill with weapon or magic!" Zirithian demands. "Attack me!" A character gains a success by making a successful attack; AC 31, other defense 29. If the PC succeeds, Zirithian compliments the effort. If the PC fails, Zirithian insults the character's feeble effort.

Shows of Skill: "Show me you are good at something!" Zirithian demands. A PC can make an ability check (DC 20) or a skill check (DC 25) to demonstrate their prowess.

EFFECTS OF THE DREAM

The characters cannot move more than 5 squares away from their starting locations. A PC who does so fades from the chamber and out of the skill challenge, but otherwise is unharmed.

Zirithian allows each character to attack him once. Characters who continue to attack are banished from the dream as described above.

If the PCs succeed at the challenge, they earn 4,800 XP and Zirithian decides that they are indeed worthy of sacrifice to Orcus. They wake up rested and refreshed, though they each feel the disturbing aftereffects of the dream meeting and the sense of dread that accompanies it.

If the PCs fail, they gain no XP for the skill challenge and Zirithian decides they are unworthy opponents. Add one additional monster to Encounters V4, V5, and V6.

NEW MAGIC ITEMS

Death Weapon

Level 13+

Dark sigils writhe all along the surface of this sinister weapon.

Lvl 13 +3	17,000 gp	Lvl 23 +5	425,000 gp
Lvl 18 +4	85,000 gp	Lvl 28 +6	2,125,000 gp

Weapon: Pick, Spear

Enhancement: Attack rolls and damage rolls

Critical: +1d6 necrotic damage per plus

Power (At-Will): Free Action. All damage dealt by this weapon is necrotic damage. Another free action returns the weapon's damage to normal.

Power (Daily): Immediate Reaction. This power triggers when you hit with this weapon. In addition to the weapon's damage, the target is weakened (save ends).

Drow House Insignia

Level 12+

This amulet is expertly carved to display the insignia of a drow noble house.

Lvl 12 +3	13,000 gp	Lvl 22 +5	325,000 gp
Lvl 17 +4	65,000 gp	Lvl 27 +6	1,625,000 gp

Item Slot: Neck

Enhancement: Fortitude, Reflex, and Will

Properties: Gain an item bonus equal to the enhancement bonus to Intimidate checks when dealing with drow or spiders.

Power (Daily): Minor Action. Your form wavers and shifts, making you hard to see. You gain an item bonus equal to the amulet's enhancement bonus to Stealth checks and gain concealment until the end of the encounter.

Mask of the Matriarch

Level 18

An obsidian mask, it is carved to resemble the features of a beautiful drow woman.

Item Slot (Head): 85,000 gp

Properties: You gain a +2 item bonus to Intimidate checks.

Power (Daily ♦ Fear): Immediate Interrupt. This power triggers when you are the target of a melee attack. You cancel the attack and the target must move its speed away from you, provoking opportunity attacks as normal.

ARTIFACTS

NIGHTBRINGER

Nightbringer is appropriate for paragon-level characters.

GOALS OF NIGHTBRINGER

- ♦ Gather an army of undead monsters and demons to spread destruction, death, and misery across the planes.
- ♦ Slaughter anyone and anything that stands between *Nightbringer* and this goal.
- ♦ Destroy anyone who threatens to leave *Nightbringer* without a master.

Nightbringer

Paragon Level

Each of the lesser courtiers of Orcus, the first exarchs he forged in his great battles against the gods, received one mighty artifact. The Lord of Zombies received *Nightbringer*, a weapon supposedly forged from a single drop of blood shed by the Chained God when he cut himself on the mote of absolute evil that formed the Abyss.

The sword *Nightbringer* is a +5 vicious longsword with the following properties and powers.

Enhancement: Attack rolls and damage rolls.

Critical: +5d12 damage.

Property: A creature struck by *Nightbringer* loses its necrotic immunity and resistance, if any, until the end of the next short rest it takes.

Property: You lose vulnerable radiant, if you have that weakness.

Property: You can speak Abyssal and read its script.

Property: Undead take a -2 penalty on all attacks against you.

Property: If you suffer an effect from an undead creature that a save can end, you can make a saving throw against it immediately upon gaining the effect.

Power (Daily ♦ Charm): *Lord of the Shambling Dead*. Standard Action. Close burst 5; all undead in the burst with a level lower than yours are dominated (save ends).

Power (Encounter ♦ Healing): *Devourer of Souls*. No action. When you reduce a foe to 0 or fewer hit points with *Nightbringer*, you regain one healing surge.

ROLEPLAYING NIGHTBRINGER

Nightbringer speaks in a voice that barely rises above a hoarse whisper. It speaks aloud, and compared to other artifacts is talkative and eager to share its opinions and views with others. *Nightbringer* is a practical weapon, content to be patient in pursuit of its goals. The rise of a cult to Orcus in Phaervorul awakened the sword from a long slumber, and it found in Zirithian a soul eager for blood, fire, destruction, and vengeance. Appearing within the drow's dreams, the sword lured him to Hordethrone and turned him to the worship of Orcus. With a new exarch on the rise, *Nightbringer* is eager to lead a fresh crusade of undead monsters against the realms of the living.

While dedicated to evil, *Nightbringer* is above all else pragmatic. It would rather be in someone's hands than moldering, dusty and with no chances of tasting blood in combat, in the shattered ruins of the Hordethrone.

Moreover, *Nightbringer* bears a grudge against Orcus. The sword was discovered, rather than forged, by the Lord of the Undead. It served him only because their goals happened to be in alignment. While the characters might believe that they are involved in a war between the drow and Orcus, in truth the struggle rages between the sword and the demon lord it once served.

CONCORDANCE

Starting score	5
Owner gains a level	+1d10
Owner is undead	+2
Owner slays a level 18 or higher follower of a good deity	+2
Owner kills a priest of Orcus (1/day)	+1
Owner fights a battle without using <i>Nightbringer</i>	-2
Owner refused to follow <i>Nightbringer's</i> suggestion	-2

PLEASED (16–20)

“The sword requires the blood of prophets, priests, and other heretics. I am to deliver their souls to the pits of Hell!”

Nightbringer and its wielder have formed a powerful team, with the sword pleased that it has found a warrior willing to take up arms in its unholy crusade.

Nightbringer's enhancement increases to +6.

Critical: +6d12 damage.

Property: You gain immunity to necrotic damage.

Property: You gain a +2 bonus to attacks with *Nightbringer* against undead.

Power (Daily ♦ Necrotic): *Feed the Blade*. Minor Action.

Close burst 5; all creatures with 10 or fewer hit points are reduced to 0 hit points.

Power (Daily ♦ Necrotic): *Shadow Life*. Free Action. Personal; if you are reduced to 0 or fewer hit points, you immediately use a healing surge. However, your concordance with *Nightbringer* is reduced by 1.

Power (Daily ♦ Teleportation): *Call of Orcus*. Standard Action. Close burst 10; you and up to nine allies teleport to Thanatos, realm of Orcus.

SATISFIED (12–15)

“*Nightbringer* will fight for us. It as eager as we are to slay the minions of Orcus.”

The wielder has slain *Nightbringer*'s enemies and gained the sword's confidence that he or she is a skilled warrior who can help bring about its aims.

Power (Daily ♦ Necrotic): *Feast of Life*. Minor Action. Spend a healing surge. The next time you hit a foe with *Nightbringer*, you gain extra necrotic damage to your damage roll equal to half your surge value.

NORMAL (5–11)

“This is the sword *Nightbringer*. Once it served Orcus, but now it seeks vengeance against the Lord of the Undead.”

The sword is neither pleased nor angry with its wielder. It waits to see how its new bearer handles himself in battle, hoping that he is a bloodthirsty, driven combatant who can prove useful in its dark crusade.

UNSATISFIED (1–4)

“The sword hungers for life. It must be fed, or soon it will turn against us.”

Nightbringer craves battle, and denying it the chance to devour the souls of its enemies pushes it to seek a new master. It works in subtle ways to ensure the death of its owner.

Power (At-Will): *Turn the Edge of Chance*. No action. Personal. Each time *Nightbringer*'s owner is hit with an attack that isn't a critical hit, roll a d20. On a 19 or higher, the hit is a critical hit. *Nightbringer* uses this ability each time its bearer is hit.

ANGERED (0 OR LOWER)

“The sword is angry with me. If I am not careful, it will claim my soul as its own.”

If *Nightbringer*'s wielder angers the sword, it takes matters into its own hands, arranging the death of its bearer so that it may find a more amenable wielder.

Property: *Nightbringer*'s owner takes a -5 penalty on death saving throws.

MOVING ON

“I live!”

While *Nightbringer* is a sword, in truth it is the embryonic form of a mighty, primordial beast. With each soul it devours, it grows stronger. Eventually, when it devours enough souls, it transforms into its true form.

The exact nature of this threat is up to the Dungeon Master. *Nightbringer* has the potential to become a powerful enemy of the PCs.

The sword plays a role in future adventures in this series. If you plan on designing your own adventures, you can use the stat block below to represent *Nightbringer* when it achieves its beast form. In this form, it seeks to supplant Orcus as the lord of the undead. *Nightbringer*'s first goal is to carve a domain of undead and demons in the natural world and the Elemental Chaos.

In its beast form, *Nightbringer* is a huge, catlike creature with red eyes, long, white fangs, and steel claws. It has a thick, black coat, streaked with red.

Nightbringer	Level 24 Solo Soldier
Large elemental beast	XP 30,250

Initiative +11 **Senses** Perception +25; darkvision

HP 1,135; **Bloodied** 567

AC 40; **Fortitude** 38, **Reflex** 37, **Will** 37

Saving Throws +5

Speed 12

Action Points 2

⊕ **Claws** (standard; at-will)

Reach 2; +29 vs. AC; 2d10 + 10 damage, and the target is slowed (save ends).

↓ **Claw Flurry** (standard; at-will)

Make four claw attacks.

← **Soul Vortex** (standard; recharge ☐☐☐☐)

Close burst 5; +27 vs. Fortitude, 5d6 + 15 damage, the target is immobilized until the end of *Nightbringer*'s next turn, and the target loses a healing surge. For each healing surge lost,

Nightbringer regains 20 hit points. Targets take half damage on a miss but do not lose healing surges.

↘ **Soul Theft** (standard; at-will)

Ranged 20; +28 vs. Reflex; 2d10 + 5 damage, and deals an extra 1d10 damage on all attacks against the target (save ends).

↓ **Vicious Rebuke** (immediate reaction when hit by a melee attack; at-will)

Reach 2, against triggering creature; +29 vs. AC, 1d10 + 5 damage and push 3 squares.

Threatening Reach

Nightbringer makes opportunity attacks against all creatures in its reach.

Alignment Evil **Languages** Abyssal, Common

Skills Arcana +22, Diplomacy +22, Intimidate +22, Perception +25, Stealth +25

Str 30 (+22)

Dex 27 (+20)

Wis 26 (+20)

Con 27 (+20)

Int 20 (+17)

Cha 21 (+17)



View of the Demon Queen's Enclave



View of the Antechamber

DAVE ALLSOP/CONCEPT ART HOUSE (3)



View of the Dark Cavern



View of the Fighting Hall



View of the Mezzodemon Guards



View of Lareen



View of the Temple of Lolth



View of the Drow Priest



View of the Bridge of Webs

View of the Cages



DAVE ALLSOP/COREY TURNER



View of the Plaza of Howling Skulls



View of the Keeper



ADVENTURE BOOK TWO



DEMON QUEEN'S ENCLAVE™

ENCOUNTER UI: STUCK IN THE MIDDLE

Encounter Level 17 (8,000 XP)

SETUP

Balthrad (B)
3 drow battle wights (W)
1 drider fanglord (F)
3 drow snipers (D)

A drider fanglord and a small band of survivors escaped the ruins of the outpost to make their final stand against the demons and undead in this cavern. Neither side expects the arrival of the adventurers, so the PCs automatically gain surprise.

The animosity between the monsters here gives the adventurers some breathing room in this high-level encounter.

The adventurers approach this area from the south-west passage.

See “Dealing with the Drow,” *Adventure Book One*, page 10, for a diplomatic option for this encounter.

When the adventurers approach the cavern, read:

The passage opens into a wide cavern. Stalactites hang from the ceiling, and a smaller number of thick stalagmites thrust up from the floor. Across the cave, passages lead into darkness.

Perception Check

DC 20: You hear the telltale sound of heavy armor rattling on a moving body.

When the adventurers enter the cavern, read:

Three drow in plate armor stride into the cavern. Their grim faces are stretched tight in a grimace of death. A vaguely humanoid figure in rotting robes slides up behind them.

On the opposite side of the room lurks a terrible creature—part drow, part black spider. It hisses and charges at you.

TACTICS

Balthrad and his entourage scour the tunnels surrounding Phaervorul in search of survivors of the original invasion. The undead assume that the adventurers and the drow are working together, and divide their attention between both groups. The drider and the drow snipers are on the run. Knowing that their poison is of no use against the undead, they draw the adventurers into the fight in the hope that the wights target them.

Balthrad initially views the drow party as a greater threat than the adventurers, and he ignores the PCs as he attacks the drider. However, if he is targeted by the PCs, he abandons his primary foe to respond to them, wading into melee with bite and claw attacks.

3 Drow Battle Wights (W)

Medium natural humanoid (undead)

Level 12 Soldier

XP 700 each

Initiative +8 **Senses** Perception +5; darkvision
HP 122; **Bloodied** 61
AC 28; **Fortitude** 24, **Reflex** 21, **Will** 24
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5
⬇ **Soul draining Longsword** (standard; at-will) ⬆ **Necrotic, Weapon**
+19 vs. AC; 1d8 + 6 damage, and the target loses a healing surge and is immobilized (save ends).
↘ **Soul Reaping** (standard; recharge ☞☞☞) ⬆ **Healing, Necrotic**
Ranged 5; affects an immobilized target only; +17 vs. Fortitude; 3d6 + 5 necrotic damage, and the battle wight regains 10 hit points.
Alignment Evil **Languages** Common, Elven
Skills Intimidate +16
Str 21 (+11) **Dex** 14 (+8) **Wis** 9 (+5)
Con 18 (+10) **Int** 12 (+7) **Cha** 21 (+11)
Equipment plate armor, heavy shield, longsword

Balthrad, Abyssal Ghoul (B)

Level 16 Elite Skirmisher

Medium elemental humanoid (demon, undead) XP 2,800

Initiative +16 **Senses** Perception +10; darkvision
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.
Shield of Abyssal Majesty aura 5; allies in the aura gain resist 10 necrotic, 10 fire, 10 acid.
HP 304; **Bloodied** 152; see also *dead blood*
AC 31; **Fortitude** 31, **Reflex** 30, **Will** 26
Immune disease, poison; **Resist** 10 necrotic, 10 fire, 10 acid;
Vulnerable 5 radiant
Saving Throws +2
Speed 8, climb 4
Action Points 1
⬇ **Bite** (standard; at-will)
+21 vs. AC; 2d8 + 11 damage, and the target is immobilized (save ends). If the target is a living creature that is already immobilized, stunned, or unconscious, the bite deals an extra 2d6 damage.
⬇ **Claw** (standard; at-will)
+21 vs. AC; 1d10 + 7 damage, and the target is immobilized (save ends).
⬇ **Double Strike** (standard; at-will)
Balthrad makes two claw attacks.
↩ **Dead Blood** (when reduced to 0 hit points) ⬆ **Necrotic**
Close burst 1; all enemies in the burst take 15 necrotic damage.
Consume Soul (immediate reaction; when an ally within 5 squares of Balthrad is reduced to 0 hit points)
Balthrad regains 15 hit points.
Alignment Chaotic evil **Languages** Abyssal, Common
Skills Stealth +19
Str 24 (+15) **Dex** 22 (+14) **Wis** 15 (+10)
Con 20 (+13) **Int** 16 (+11) **Cha** 10 (+8)

One battle wight faces off against the adventurers while the other two charge the drider. Once the drow snipers attack, the battle wights break off to deal with the drow.

The drider fanglord uses *web* against Balthrad before attacking the adventurers with *darkfire* and *quick bite*.

Drider Fanglord (F) **Level 14 Brute**

Large fey humanoid (spider) XP 1,000

Initiative +12 **Senses** Perception +15; darkvision**HP** 172; **Bloodied** 86**AC** 26; **Fortitude** 27, **Reflex** 25, **Will** 23**Speed** 8, climb 8 (spider climb)⚔ **Greatsword** (standard; at-will) ⚔ **Weapon**

+19 vs. AC; 1d12 + 7 damage.

⚔ **Quick Bite** (minor; at-will) ⚔ **Poison**

Requires combat advantage; +16 vs. Fortitude; 1d4 damage, and ongoing 10 poison damage (save ends).

☞ **Darkfire** (minor; encounter)

Ranged 10; +16 vs. Reflex; until the end of the drider's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.

☞ **Web** (standard; recharge ☞☞☞☞☞☞)

Ranged 5; +15 vs. Reflex; the target is restrained (until escape). Escaping from the web requires a successful DC 25 Acrobatics check or DC 27 Athletics check.

Alignment Evil **Languages** Elven**Skills** Dungeoneering +15, Stealth +17**Str** 24 (+14) **Dex** 21 (+12) **Wis** 16 (+10)**Con** 22 (+13) **Int** 13 (+8) **Cha** 9 (+6)**Equipment** leather armor, greatsword**3 Drow Snipers (D)** **Level 12 Artillery**

Medium fey humanoid XP 700 each

Initiative +11 **Senses** Perception +12; darkvision**HP** 89; **Bloodied** 44**AC** 24; **Fortitude** 22, **Reflex** 25, **Will** 21**Speed** 7⚔ **Rapier** (standard; at-will) ⚔ **Poison, Weapon**+17 vs. AC; 1d8 + 5 damage, and the drow sniper makes a secondary attack against the same target. *Secondary Attack*: +17 vs. Fortitude; see *drow poison* for the effect.☞ **Hand Crossbow** (standard; at-will) ⚔ **Poison, Weapon**Ranged 10/20; +19 vs. AC; 1d6 + 5 damage, and the drow sniper makes a secondary attack against the same target. *Secondary Attack*: +17 vs. Fortitude; see *drow poison* for the effect.**Explosive Bolts**

The drow sniper can fire special explosive bolts from its hand crossbow. It typically carries 3 such bolts. An explosive bolt deals the damage listed above and has an additional effect. It deals an extra 1d6 + 1 fire damage to the target and any creatures adjacent to the target.

☞ **Darkfire** (minor; encounter)

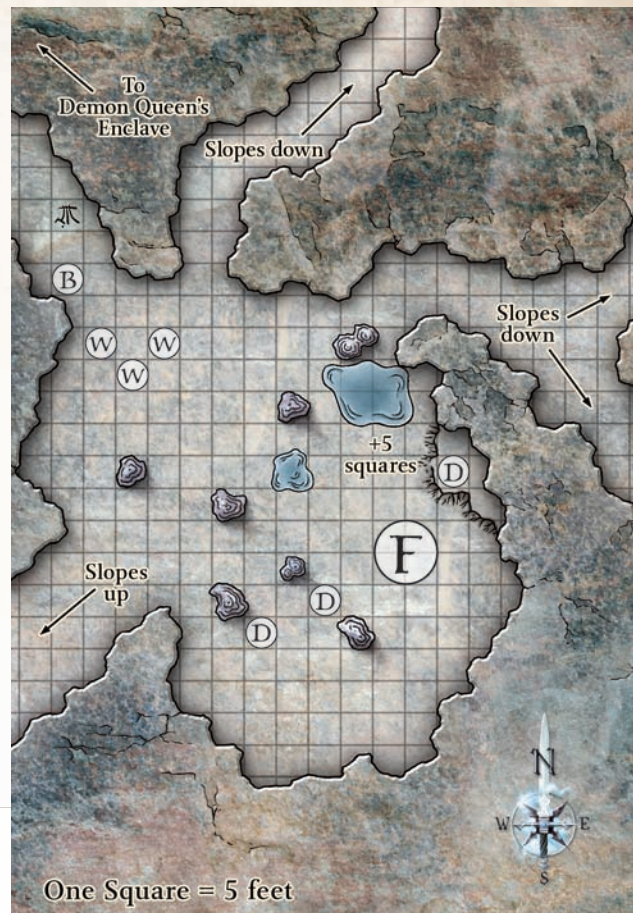
Ranged 10; +17 vs. Reflex; until the end of the drow sniper's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.

Sniper

When a drow sniper makes a ranged attack from hiding and misses, it is still considered to be hiding.

Drow Poison ⚔ **Poison**A creature hit by a weapon coated in *drow poison* takes a -2 penalty to attack rolls (save ends). *First Failed Saving Throw*: The target is also weakened (save ends). *Second Failed Saving Throw*: The target falls unconscious until the end of the encounter.**Alignment** Evil **Languages** Common, Elven**Skills** Dungeoneering +12, Intimidate +12, Stealth +16**Str** 14 (+8) **Dex** 20 (+11) **Wis** 13 (+7)**Con** 11 (+6) **Int** 13 (+7) **Cha** 12 (+7)**Equipment** leather armor, rapier*, hand crossbow, 20 bolts*, 3 explosive bolts*

*These weapons are coated in drow poison.



ENCOUNTER U1: STUCK IN THE MIDDLE

The drow snipers split their attacks against the undead and the PCs. As long as the drider fights a PC, one sniper uses *darkfire* each round to enable the drider's *quick bite* power.

If two or more of the drider and the drow are killed, the survivors escape through one of the tunnels. The undead fight until destroyed.

FEATURES OF THE AREA

Illumination: None.

Ceiling: The ceiling is 50 feet high and covered with 5-foot stalactites.

Ledge: A ledge protrudes from the wall 25 feet above the floor. Climbing up to the ledge requires a DC 18 Athletics check.

Tunnels: Three tunnels lead into and out of this cavern, in addition to the passage the PCs used. The northwestern tunnel leads to the demon queen's enclave. The eastern tunnel branches into two separate passages, each leading deeper into the Underdark. The north tunnel leads deeper into the Underdark.

Glyph: An Elven glyph meaning "home" is scribed on the floor of the northwest passage.

Standing Water: These are difficult terrain.

Stalagmites: These 10-foot-high stalagmites thrust up from the floor, granting superior cover.

Treasure: The three drow snipers each carry a *potion of vitality* and an emerald worth 1,000 gp.

ENCOUNTER 11: PERILOUS BRIDGE

Encounter Level 13 (4,400 XP)

SETUP

1 demonweb terror (D)
3 chwidenchas (C)

After following the passage for awhile, the adventurers come to the main access to the drow enclave—a perilous bridge that spans a wide chasm. A demonweb terror and a trio of chwidenchas lurk out of sight beneath the structure. The adventurers are surprised by the monsters unless they succeed on a Perception check (see below). Do not place the monsters on the battle grid unless they are spotted or until they attack.

When the adventurers reach the foot of the bridge, show them “View of the Demon Queen’s Enclave” on page 26 of *Adventure Book One* and read:

The passage opens onto a yawning chasm, easily 100 feet across and dropping away into darkness. A wide stone bridge arches across the rift to a cavern on the far side. There, red light swirls through the air to reveal a ghastly scene.

What appears to have once been an Underdark outpost is now a sprawling battlefield wreathed in smoke and a sinister glow. Buildings set atop numerous bluffs rising from the rough stone floor burn and smolder, and the destruction appears widespread along a huge rise in the center of the cavern. Atop that central bluff stands a temple of black stone in the shape of a spider.

Allow the adventurers to make the following checks only after they have begun to cross the bridge.

Perception Check

DC 11: *The blocks of the stone bridge have been set so that the entire structure hangs above the chasm without the use of mortar or anchors.*

DC 18: *You hear scuttling noises coming from beneath the bridge, both in front of you and behind you.*

DC 23: *Signs of combat can be seen throughout the ruins, marked by sporadic screams and the occasional flare of light.*

DC 25: *The central temple has been spared the brunt of the conflict, showing no signs of damage.*

Unless the adventurers have another means to cross the chasm, the bridge is the only way to the other side.

When the adventurers reach the middle of the bridge, read:

Ahead of you, a massive spider suddenly scuttles into view from beneath the bridge, its bloated body blocking the width of the span. At the same time, a scuttling sound from behind you heralds the appearance of three creatures clambering onto the bridge to block any escape—horrid spider shapes made only of legs.

TACTICS

The demonweb terror has been placed here to defend the outpost from attack. Though its masters are dead, scattered, or trapped in the settlement, it continues to carry out its orders. The chwidenchas are driven only by hunger, hoping to feast on what’s left of the adventurers once the demonweb terror is done with them.

The demonweb terror flings a *web* at the closest PC, then charges the next character it can reach. Each round thereafter, it webs another PC, focusing on those making ranged attacks while it uses its *bite* on foes closing to melee range. If a PC attempts to maneuver around the demonweb terror, the creature instead makes a bull rush attack in an attempt to knock the character off the bridge.

The demonweb terror fights until it is reduced to 20 hit points or fewer. On its next turn, it takes a double move to scuttle under the bridge once more. It makes a stand there against any pursuing adventurers (see “Under the Bridge”).

The chwidenchas make *scuttling charge* claw attacks against the closest PCs. They then target lightly armored PCs with *impaling claws*. A chwidenchas that has grabbed a PC attempts to retreat with it (making a Strength vs. Fortitude attack to move half its speed). When it reaches the bottom of the bridge, it continues with *impaling claw* attacks until the target escapes (likely falling to its death) or is killed. The chwidenchas fight on the bridge until reduced to 20 hit points or fewer, after which they retreat under the bridge and fight to the death there.

UNDER THE BRIDGE

The demonweb terror and the chwidenchas use spider climb to easily maneuver around under the bridge. The underside is covered in a mass of webbing strung with the mummified corpses of past meals. The adventurers can hang onto the webbing, but movement requires a DC 18 Athletics check. Success indicates that the character can move at half speed for this action.

The demonweb terror uses its *web* and its *bite* attacks as appropriate while fighting along the underside of the bridge.

Demonweb Terror (D)		Level 14 Elite Controller	
Huge elemental beast (spider)		XP 2,000	
Initiative +12	Senses Perception +13; tremorsense 10		
HP 296; Bloodied 148; see also <i>poison spray</i>			
AC 30; Fortitude 30, Reflex 26, Will 24			
Saving Throws +2			
Speed 6, climb 6 (spider climb)			
Action Points 1			
⊕ Bite (standard; at-will) ♦ Poison			
Reach 2; +17 vs. AC; 1d10 + 7 damage, and the target takes ongoing 10 poison damage and is slowed (save ends both).			
➤ Web (minor 1/round; at-will)			
Ranged 10; +16 vs. Reflex; the target is immobilized (save ends).			
↵ Poison Spray (when first bloodied; encounter) ♦ Poison			
Close blast 5; +16 vs. Fortitude; the target takes ongoing 10 poison damage and is slowed (save ends both).			
Alignment Chaotic evil		Languages Abyssal	
Skills Stealth +17			
Str 24 (+14)	Dex 20 (+12)	Wis 12 (+8)	
Con 28 (+16)	Int 8 (+6)	Cha 16 (+10)	

Characters pulled beneath the bridge by the chwidenchas are in a bad spot. As long as a creature is grabbed by a chwidenchas, it is not at risk of falling. However, if a character escapes the grab, he or she falls.

A character falling from beneath the bridge can make a saving throw to snag a web line and hang on. From there, climbing back up to the bridge is a DC 18 Athletics check. A failed save indicates that the character falls (see below for details).

FEATURES OF THE AREA

Illumination: The abyssal energy swirling above the settlement casts dim light across the bridge. The underside of the bridge is in darkness.

Bridge: The arched stone bridge is flanked on both sides by low walls set with railings. (These do not interfere with attempts to push or slide creatures off the bridge.) Both sides of the walls are carved with bas-reliefs of spiders and capering demons on a field of webs. The bridge is magically reinforced and extremely stable.

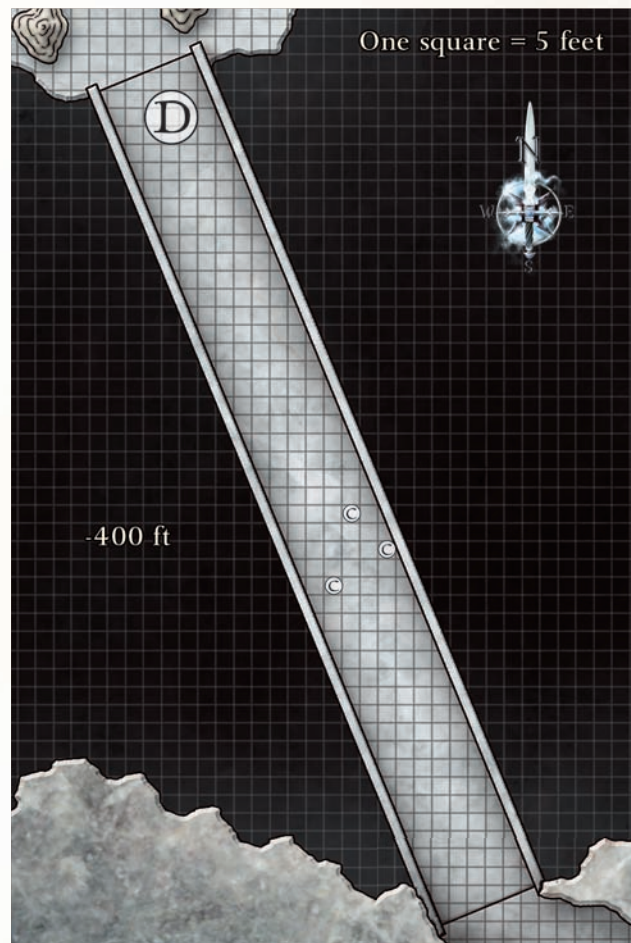
The underside of the bridge is a mass of webbing hanging to a depth of 20 feet. Characters can hang onto the webbing but must make a DC 18 Athletics check to move through it at half speed.

Chasm: The jagged bottom of the chasm is 100 feet below the bridge. A fall from the bridge deals 10d10 damage. Characters bull rushed or pushed off the bridge are entitled to a saving throw to catch themselves at the edge.

Treasure: The body of a duergar noble hanging beneath the bridge carries a couple of items that the adventurers might want to retrieve. In addition to a belt pouch holding four 500 gp gems, the dark dwarf possesses a 15th-level magic item. Use the item described below or select an appropriate item from the *Player's Handbook* or *Adventurer's Vault*.

3 Chwidenchas (C)		Level 13 Brute	
Medium fey magical beast (shunned, spider)		XP 800	
Initiative +9	Senses Perception +9; darkvision, tremorsense 10		
HP 160; Bloodied 80			
AC 25; Fortitude 25, Reflex 22, Will 22			
Speed 6, climb 6 (spider climb)			
⊕ Claws (standard; at-will)			
+16 vs. AC; 3d6 + 6 damage and slide 2 squares.			
⊕ Impaling Claws (standard; at-will)			
+16 vs. AC; 2d6 + 6 damage and grab (escape ends).			
⊕ Scuttling Charge (standard; encounter)			
The chwidenchas makes a charge attack. It can charge over difficult terrain with no penalty to movement. +14 vs. Fortitude; 4d10 + 6 damage.			
Alignment Chaotic evil		Languages Common, Elven	
Skills Stealth +14			
Str 22 (+12)	Dex 17 (+9)	Wis 16 (+9)	
Con 20 (+11)	Int 3 (+2)	Cha 6 (+4)	

Ring of Freedom of Movement: Gain a +2 item bonus to Acrobatics checks. **Power (Daily):** Minor Action. Until the end of the encounter, gain a +5 power bonus to checks made to escape a grab and a +5 power bonus to saving throws to end the immobilized, restrained, or slowed conditions. If you've reached at least one milestone today, you can also move across difficult terrain as if it were normal until the end of the encounter.



ENCOUNTER L2: SLAVE QUARTERS

Encounter Level 16 (7,200 XP)

SETUP

Gort, war troll champion (G)
1 mind flayer infiltrator (I)
2 savage minotaurs (M)
8 Lolthbound goblin slaves (S)

When the legions of demons and undead boiled up from the depths, Gort, a battle champion and much-feared pit fighter, took the opportunity to lead a slave revolt inside these quarters. Having slain and eaten the guards here, the war troll and its allies now seek fresh meat.

When the adventurers come within 10 squares of this area, read:

A walled compound stands atop a slight rise, a watchtower at its southwest corner. Torchlight at the entrance reveals a number of large shapes moving around inside the structure.

Perception Check

DC 13: *Shrieks and foul shouting can be heard in the distance, beyond the walls of the compound.*

DC 20: *More figures walk the battlements, small shapes armed with small crossbows.*

8 Lolthbound Goblin Slaves (S) **Level 12 Minion**
 Small natural humanoid (goblin) XP 175 each

Initiative +12 **Senses** Perception +12; darkvision
HP 1; a missed attack never damages a minion.
AC 28; **Fortitude** 23, **Reflex** 27, **Will** 19
Speed 6

⊕ **Warpick** (standard; at-will) ♦ **Weapon**
 +19 vs. AC; 6 damage. If the target is suffering from ongoing poison damage, increase that damage by 5. The ongoing damage can be increased more than once by additional hits with this attack.

⊗ **Hand Crossbow** (standard; at-will) ♦ **Weapon**
 Ranged 10/20; +19 vs. AC; 3 damage (4 damage if the Lolthbound goblin slave moved 3 or more squares on its turn).

Goblin Tactics (immediate reaction, when the Lolthbound goblin slave is missed by a melee attack; at-will)
 The Lolthbound goblin slave shifts 1 square.

Drow Ally
 When within 5 squares of a drow ally, the Lolthbound goblin slave receives a +2 bonus on attack rolls and defenses.

Alignment Evil **Languages** Common, Elven, Goblin
Str 15 (+8) **Dex** 19 (+10) **Wis** 12 (+7)
Con 14 (+8) **Int** 8 (+5) **Cha** 9 (+5)

Equipment hide armor, warpick, hand crossbow with case of 10 bolts

Gort, War Troll Champion (G) **Level 14 Elite Soldier**
 Large natural humanoid XP 2,000

Initiative +12 **Senses** Perception +15
HP 242; **Bloodied** 121; see also *troll healing*
Regeneration 10 (if the war troll takes acid or fire damage, regeneration does not function until the end of its next turn)
AC 32; **Fortitude** 31, **Reflex** 25, **Will** 25
Saving Throws +2
Speed 7

Action Points 1

⊕ **Greatsword** (standard; at-will) ♦ **Weapon**
 Reach 2; +20 vs. AC; 1d12 + 7 damage, and the target is marked until the end of the war troll's next turn.

⊕ **Claw** (standard; at-will)
 Reach 2; +20 vs. AC; 2d6 + 7 damage.

⊗ **Longbow** (standard; at-will) ♦ **Weapon**
 Ranged 20/40; +20 vs. AC; 1d12 + 3 damage.

⚡ **Sweeping Strike** (standard; at-will) ♦ **Weapon**
 Requires greatsword; close blast 2; +20 vs. AC; 1d12 + 7 damage, and the target is knocked prone.

Battle Talent

Gort can score critical hits on attack rolls of natural 19 and 20.

Blood Pursuit (immediate reaction, when a bloodied enemy within 2 squares of the war troll moves or shifts; at-will)
 The war troll shifts 1 square closer to the enemy.

Threatening Reach

The war troll can make opportunity attacks against all enemies within its reach (2 squares).

Inspiring Assault

Whenever he scores a critical hit, Gort and all allies within 5 squares of him regain 7 hit points.

Battle Champion Tactics

Gort and his allies deal an extra 2d6 damage against enemies that he flanks.

Troll Healing ♦ **Healing**

If the war troll is reduced to 0 hit points by an attack that does not deal acid or fire damage, it rises on its next turn (as a move action) with 15 hit points.

Alignment Chaotic evil **Languages** Common, Giant

Skills Athletics +19, Endurance +17
Str 24 (+14) **Dex** 16 (+10) **Wis** 16 (+10)
Con 20 (+12) **Int** 10 (+7) **Cha** 12 (+8)

Equipment plate armor, greatsword, longbow, quiver of 30 arrows

TACTICS

The slaves are alert, and any sign of creatures skulking about causes them to raise a shouted alarm.

Gort doesn't wait for the adventurers to breach the walls. At the first sign of the party's approach, he leads the savage minotaurs out to meet the characters head on. If Gort is surrounded by multiple PCs, he spends an action point to make a second *sweeping strike* attack.

The savage minotaurs are Gort's bodyguards and trusted companions. They charge the adventurers on the first round, then flank with Gort to take advantage of *battle champion tactics*.

The mind flayer infiltrator has no great interest in following Gort, but it is hungry enough to make a move

2 Savage Minotaurs (M) **Level 16 Brute**

Large natural humanoid XP 1,400 each

Initiative +9 **Senses** Perception +19
HP 190; **Bloodied** 95; see also *ferocity*
AC 28; **Fortitude** 32, **Reflex** 26, **Will** 29
Speed 8

⊕ **Greataxe** (standard; at-will) ♦ **Weapon**
 Reach 2; +19 vs. AC; 2d8 + 7 damage (crit 4d8 + 23), and the target is pushed 1 square.

↓ **Goring Charge** (standard; at-will)
 The savage minotaur makes a charge attack: +20 vs. AC; 2d6 + 7 damage, and the target is knocked prone.

↓ **Thrashing Horns** (standard, usable only when charging; at-will)
 +19 vs. AC; 2d6 + 7 damage, and the target slides 2 squares.

Ferocity (when reduced to 0 hit points)

The savage minotaur makes a melee basic attack.

Alignment Chaotic evil **Languages** Common
Skills Dungeoneering +14, Intimidate +14, Nature +14
Str 24 (+15) **Dex** 12 (+9) **Wis** 19 (+12)
Con 20 (+13) **Int** 5 (+5) **Cha** 12 (+9)
Equipment greataxe

Mind Flayer Infiltrator (I) **Level 14 Lurker**

Medium aberrant humanoid XP 1,000

Initiative +16 **Senses** Perception +14; darkvision
HP 107; **Bloodied** 53
AC 27; **Fortitude** 25, **Reflex** 27, **Will** 28
Speed 7

⊕ **Tentacles** (standard; at-will)
 +19 vs. AC; 2d6 + 5 damage, and the target is grabbed (until escape).

↓ **Bore into Brain** (standard; at-will)
 Grabbed or stunned target only; +17 vs. Fortitude; 3d6 + 5 damage, and the target is dazed (save ends). If this power reduces the target to 0 hit points or fewer, the mind flayer devours its brain, killing the target instantly.

← **Mind Blast** (standard; recharge ☹ ☹) ♦ **Psychic**
 Close blast 5; mind flayers and their thralls are immune; +18 vs. Will; 2d8 + 6 psychic damage, and the target is dazed (save ends). *Miss*: Half damage, and the target is not dazed.

Stalk the Senseless
 The mind flayer infiltrator is invisible to dazed or stunned creatures.

Alignment Evil **Languages** Deep Speech, telepathy 10
Skills Bluff +18, Diplomacy +18, Dungeoneering +14, Stealth +17
Str 13 (+8) **Dex** 20 (+12) **Wis** 14 (+9)
Con 17 (+10) **Int** 17 (+10) **Cha** 23 (+13)

for an adventurer before slipping away. The mind flayer emerges from the watchtower and attempts to catch as large a group of PCs as possible in the area of its *mind blast*. The closest dazed PC is then targeted with a *tentacle* attack followed by the creature's *bore into brain* attack. The mind flayer flees when it successfully slays a PC, or if it is bloodied, whichever happens first. If it fails to feed but survives, it stalks the PCs, waiting for the chance to ambush them later.

The Lolthbound goblin slaves support Gort and his minotaurs with crossbow fire, peppering the adventurers. If the PCs enter the slave quarters, half the slaves scramble down the ladder to engage them, while the rest continue to fire from the battlements.

The combatants here have had their fill of slavery. Except for the mind flayer, they fight to the death.

FEATURES OF THE AREA

Illumination: Bright light; two torches burn beside the main gate, a third burns inside the compound.

Entrances: A double stone door offers access to the courtyard. These doors are unlocked and open. The watchtower has a door that is locked and barred from the inside (DC 20 Strength check to break).

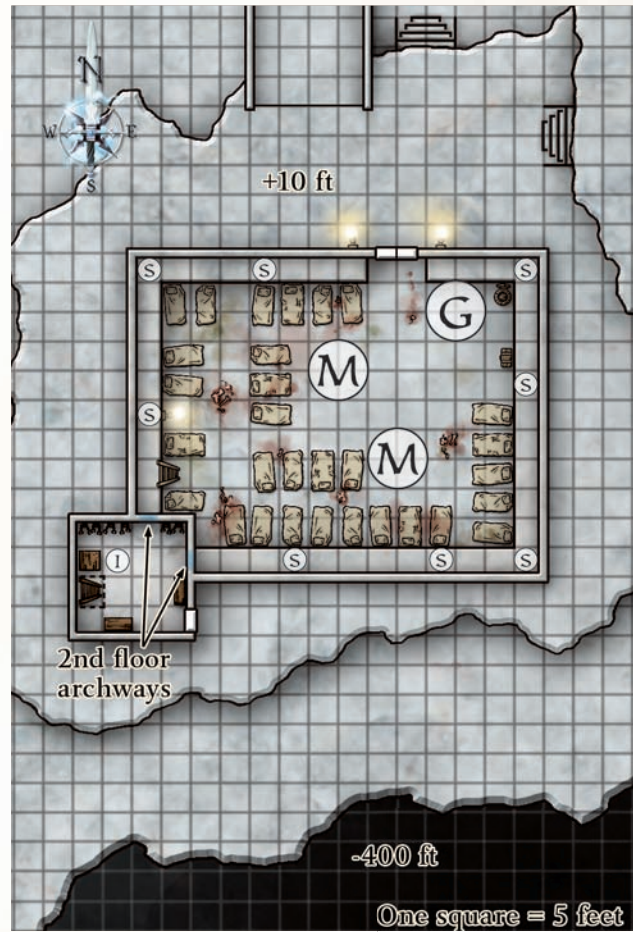
Stone Steps: Stone steps east of the bridge lead up to Encounter L3.

Watchtower: The watchtower is two stories tall. A ladder leads to a trapdoor to the second floor. Archways to the north and east lead to the battlements.

Walls: The walls are 40 feet high. Climbing the walls requires a DC 20 Athletics check.

Courtyard: This filthy compound is covered in bedrolls, blankets, and partly devoured drow guards. In addition to a treasure chest, the area contains a barrel of pitch in which ten torches soak.

Treasure: Gort and his followers seized a wooden chest from the watchtower after killing this area's drow overseers. The chest contains 2,000 gp and ten red spinel gemstones (100 gp each). Hidden in a cabinet in the watchtower (DC 25 Perception to locate) is a *potion of vitality*.



ENCOUNTER L3: WIZARD'S LABORATORY

Encounter Level 14 (5,400 XP)

SETUP

Jhaelant, drow necromancer (J)

1 web golem thresher (W)

1 blackspawn gloomweb (B)

Jhaelant barricaded himself in his house when the undead army attacked Phaervorul. An *arcane lock* now wards the front doors, requiring a DC 32 Thievery check or Strength check to open.

Jhaelant is greedy and corrupt. He doesn't answer the door if anyone knocks, and responds with violence if anyone enters his home. See "Dealing with the Drow" on page 10 and "Cast of Characters" on page 12 of *Adventure Book One* for information regarding diplomatic resolutions to this encounter.

When the adventurers enter the antechamber, show them "View of the Antechamber" on page 26 of *Adventure Book One* and read:

A stone statue depicting a regal elf seated on a throne of books dominates this chamber. Three glass tanks line the wall, each containing a creature floating in bright, blue fluid.

From west to east, the tanks contain a destrachan, a grell, and a mind flayer, all dead.

When the adventurers enter the library, read:
Shelves line the walls. A large wooden desk with a leather chair occupies one corner of the room. Papers atop the desk are held in place by a silver statuette of a dancing demon.

When the adventurers climb the steps to the bedchamber, read:
Three more tanks, similar to those seen below, hold more monstrous figures. A bed stands across the chamber, while a small shelf littered with objects extends from the wall.

From north to south, the tanks contain a grimlock, a female drow, and a dark creeper, all dead.

TACTICS

Jhaelant begins this encounter hiding behind the statue in the antechamber (DC 18 Perception to spot). When the PCs invade his home, Jhaelant uses *mirror image*. He then uses *darkfire* against one PC, followed by *prismatic burst* against as many enemies as he can target. If harried by ranged attacks, he spends an action point to use *lightning bolt* against those targeting him. Until the end of the encounter, he harasses foes with *cloud of daggers* or *grave blast* (especially when he needs hit points).

Jhaelant, Necromancer (J)		Level 14 Elite Controller
Medium fey humanoid, drow		XP 2,000
Initiative +10	Senses Perception +11; darkvision	
HP 266; Bloodied 133		
AC 28; Fortitude 22, Reflex 26, Will 25		
Saving Throws +2		
Speed 7		
Action Points 1		
⚔ Dagger (standard; at-will) ⚔ Weapon	+19 vs. AC; 1d4 + 5 damage.	
✳ Cloud of Daggers (standard; at-will) ⚔ Arcane, Force, Implement	Area burst 1 square within 10; +19 vs. Reflex; 1d6 + 12 force damage. The power's area is filled with sharp daggers of force. Any creature that enters the area or starts its turn there takes 4 force damage. The cloud remains in place until the end of Jhaelant's next turn. He can dispel it as a minor action.	
⚔ Grave Blast (standard; at-will) ⚔ Arcane, Implement, Necrotic	Close blast 3; +19 vs. Fortitude; 2d8 + 6 necrotic damage, target is slowed (save ends) and Jhaelant heals 5 hp for each target damaged by this attack.	
✳ Prismatic Burst (standard; recharge ⏏; ⏏) ⚔ Arcane, Implement, Radiant	Area burst 2 within 20; +19 vs. Will; 3d6 + 12 radiant damage, and the target is blinded until the end of Jhaelant's next turn.	
⚡ Lightning Bolt (standard; encounter) ⚔ Arcane, Implement, Lightning	Ranged 10; +19 vs. Reflex; 2d6 + 12 lightning damage, and make a secondary attack against two creatures within 10 squares of the primary target. <i>Secondary Attack</i> : +17 vs. Reflex; 1d6 + 5 lightning damage.	
⚡ Darkfire (minor; encounter)	Ranged 10; +14 vs. Reflex; until the end of Jhaelant's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.	
Mirror Image (minor; encounter) ⚔ Arcane, Illusion	Three duplicate images of Jhaelant appear in his space, and he gains a +6 power bonus to AC. Each time an attack misses him, one of his duplicate images disappears and the bonus granted by this power decreases by 2. When the bonus reaches 0, all his images are gone and the power ends. Otherwise, the effect lasts for 1 hour.	
Orb of Sanguinary Repercussions	Deal 2d6 + 5 extra damage to each bloodied creature within 5 squares of Jhaelant. In addition, whenever Jhaelant scores a critical hit with one of his implement powers, he deals an extra 3d6 damage, or 3d10 damage against bloodied creatures.	
Alignment Evil	Languages Common, Elven, Undercommon	
Skills Arcana +17, Intimidate +11, Stealth +12		
Str 11 (+7)	Dex 16 (+10)	Wis 18 (+11)
Con 13 (+8)	Int 20 (+12)	Cha 14 (+9)
Equipment orb of sanguinary repercussions +3, ritual book containing Arcane Lock, pouch with 10 pp and 100 gp.		

The web golem thresher emerges and attacks as soon as combat breaks out anywhere in the house.

The blackspawn gloomweb hits the closest PCs with *goring charge*, then scuttles up the wall and targets the strongest-looking melee combatants with *acidic web*. When more than two PCs are restrained, it uses *mobile melee attack* to attack and climb back out of melee range.

Web Golem Thresher (W)		Level 14 Elite Soldier	
Large natural animate (construct)		XP 2,000	
Initiative +16	Senses Perception +14; darkvision		
HP 284; Bloodied 142			
AC 30; Fortitude 25, Reflex 26, Will 21			
Saving Throws +2			
Speed 6, climb 6 (spider climb)			
Action Points 1			
⊕ Slam (standard; at-will)			
Reach 2; +21 vs. AC; 2d8 + 6 damage, and the target is marked until the end of the web golem thresher's next turn.			
⊕ Double Slam (standard; at-will)			
The web golem thresher makes two slam attacks.			
⊕ Catch and Release (immediate reaction, when a marked target shifts; at-will)			
Reach 2; +21 vs. AC; 1d8 + 6 damage, and the web golem thresher slides the target 5 squares and knocks it prone.			
⚡ Spit Web (standard; recharge ☹️ ☹️)			
Close blast 3; +19 vs. Reflex; the target is slowed (save ends). <i>First Failed Saving Throw:</i> The target is immobilized (save ends).			
Alignment Unaligned		Languages –	
Str 20 (+12)	Dex 25 (+14)	Wis 14 (+9)	
Con 22 (+13)	Int 5 (+5)	Cha 9 (+8)	

Blackspawn Gloomweb (B)		Level 16 Lurker	
Large natural beast (reptile)		XP 1,400	
Initiative +19	Senses Perception +8; darkvision		
HP 120; Bloodied 60			
AC 30; Fortitude 26, Reflex 27, Will 20; see also <i>gloom</i>			
Resist 15 acid			
Speed 8, climb 8 (spider climb); see also <i>mobile melee attack</i>			
⊕ Bite (standard; at-will) ⚡ Acid			
+21 vs. AC; 2d10 + 6 damage, and ongoing 5 acid damage (save ends).			
⊕ Goring Charge (standard; at-will)			
The blackspawn gloomweb makes a charge attack: +21 vs. Fortitude; 2d8 + 7 damage, the target is knocked prone, and the blackspawn gloomweb makes a bite attack against the same target.			
⊕ Mobile Melee Attack (standard; at-will)			
The blackspawn gloomweb can move up to half its speed and make one melee basic attack at any point during that movement. The creature doesn't provoke opportunity attacks when moving away from the target of its attack.			
⚡ Acidic Web (standard; at-will) ⚡ Acid			
Ranged 10; +20 vs. Reflex; the target takes ongoing 10 acid damage and is restrained (save ends both).			
Gloom			
If the blackspawn gloomweb does not move on its turn, the shadows that constantly swirl around its form settle into a cloudlike mass that grants concealment until the beginning of its next turn.			
Alignment Unaligned		Languages –	
Skills Stealth +20			
Str 22 (+14)	Dex 24 (+15)	Wis 10 (+8)	
Con 18 (+12)	Int 2 (+4)	Cha 8 (+7)	

FEATURES OF THE AREA

Illumination: Dim Light in the laboratory (glowing flasks and burners). All other areas are dark.

Ceiling: The laboratory ceiling is 25 feet high. In all other areas, the ceiling is 15 feet high.

Display Tanks: Jhaelant keeps gruesome specimens on display in these glass tanks (AC 15, Fortitude 13,

Reflex 13, 25 hit points). Reducing a tank to 0 hit points shatters it, spilling noxious fluid that fills a 2-square area. A living creature that starts its turn in the area takes a -2 penalty to attack rolls because of the fumes.

Statue: This statue of Jhaelant seated on a throne of books rises to the ceiling. Climbing the statue requires a DC 11 Athletics check.

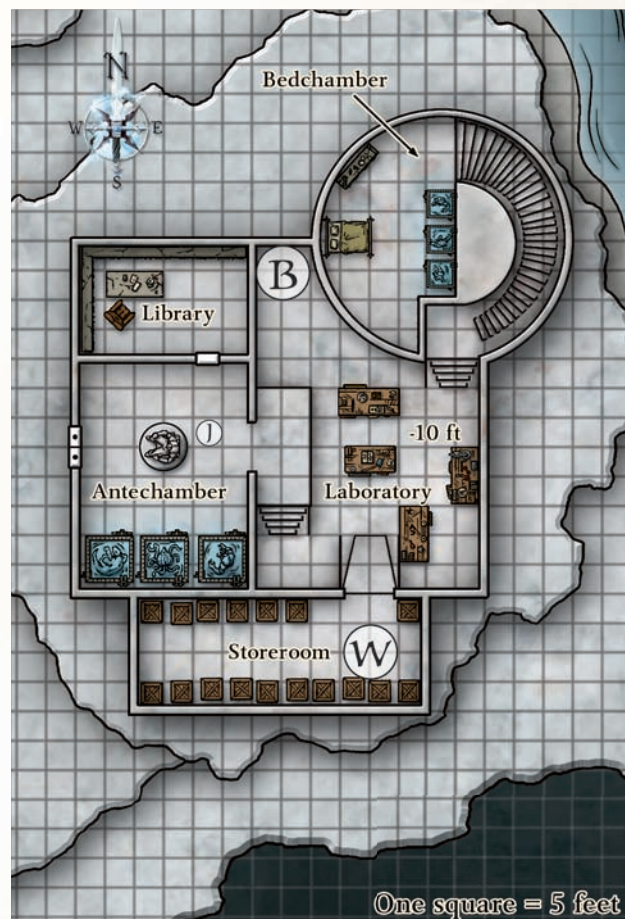
Library: The papers on the desk are a treatise on the anatomy of aberrant creatures. The silver statuette is worth 850 gp and weighs 10 pounds.

The shelves hold books on planar theory, aberrant creatures, magic, necromancy, and history. The collection consists of one hundred and fifty books (each weighing 4 pounds) and is worth 600 gp.

Storeroom: Seventeen crates holding alchemical equipment line the walls of this room. Each crate weighs 50 pounds and contains gear worth 100 gp.

Laboratory Tables: Flasks and beakers of volatile reagents cover the tables in the laboratory. Any table caught in the area of a power that deals fire or lightning damage explodes in a burst 2; +17 vs. Reflex; 4d6 fire damage and ongoing 10 fire damage (save ends).

Bedchamber Shelf: A small onyx statuette of Lolth (worth 500 gp), a cube of peridot (250 gp), a gold idol of Orcus (1,000 gp), and a coral chalice carved to look like a mass of tentacles (750 gp) all sit on the shelf.



ENCOUNTER L4: RUINED MERCHANT HOUSE

Encounter Level 12 (3,800 XP)

SETUP

- 1 rotting hook horror (H)
- 1 vroock (V)
- 1 ghoulish eyebiter (E)
- 4 drow horde ghouls (G)

This building was once the home of the influential merchant family that owned the slave quarters (location L2). All who lived here were killed in the initial onslaught of demons and undead.

Drow ghouls are in the process of feasting on the bodies here. The rotting hook horror tears the house apart in a mad rage, while the vroock searches for any last signs of living prey. The demon and undead are distracted and running amok with no fear of reprisals. Unless the adventurers make an inordinate amount of noise entering the building, they have surprise against the first creatures they encounter within the house.

When the adventurers approach the house, read:

This fine house sits upon a flat-topped bluff. Built of dark stone and decorated with bas-reliefs of spiders, webs, and demons, the place radiates a sinister atmosphere. The front door is missing and the surrounding frame is shattered. Smoke rises from a number of tall chimneys, and the reek of charred flesh hangs in the air.

Perception Check

DC 18: Through the open door, you hear the sickening rending of flesh and bone.

When the adventurers enter the kitchen, read:

Four great ovens burn brightly. The room is filled with smoke and the reek of scorched meat.

Perception Check

DC 23: The northern oven is packed tight with charred humanoid remains.

When the adventurers enter the storeroom, read:

Foodstuffs pack the shelves of this narrow storeroom.

Perception Check

DC 25: You notice a trapdoor set into the floor in the southeast corner of the room.

TACTICS

The drow ghoulish feasting in the antechamber lets out a tremendous shriek when it sees the adventurers, putting the vroock and the rest of the undead on alert. Once

Rotting Hook Horror (H)

Large natural beast (undead)

Level 13 Soldier

XP 800

Initiative +12 Senses Perception +9; blindsight 10

HP 137; Bloodied 68

AC 28; Fortitude 27, Reflex 24, Will 24

Speed 4, climb 4

⊕ Hook (standard; at-will)

Reach 2; +20 vs. AC; 1d12 + 7 damage, and the target is pulled 1 square.

⊕ Rending Hooks (standard; at-will)

The rot horror makes two hook attacks, each at a -2 penalty. If both hooks hit the same target, the hook horror deals an extra 1d12 damage and the target is grabbed (until escape).

⊕ Bite (minor 1/round; at-will) ◆ Necrotic

Grabbed target only; +20 vs. AC; 1d8 + 7 necrotic damage, and the target is slowed (save ends).

⊕ Fling (standard; recharge [E])

+19 vs. Fortitude; 2d12 + 7 damage, and the target slides 3 squares and is knocked prone.

Alignment Unaligned

Languages –

Skills Athletics +18

Str 24 (+13)

Dex 19 (+10)

Wis 16 (+9)

Con 25 (+13)

Int 3 (+2)

Cha 12 (+7)

Vroock (V)

Large elemental humanoid (demon)

Level 13 Skirmisher

XP 800

Initiative +12 Senses Perception +13; darkvision

HP 132; Bloodied 66; see also spores of madness

AC 27; Fortitude 25, Reflex 23, Will 23

Resist 10 variable (2/encounter; see *Monster Manual* page 282)

Speed 6, fly 8; see also flyby attack

⊕ Claw (standard; at-will)

Reach 2; +18 vs. AC; 2d8 + 6 damage.

⊕ Flyby Attack (standard; at-will)

The vroock flies up to 8 squares and makes one claw attack at any point during that movement. The vroock doesn't provoke opportunity attacks when moving away from the target of the attack.

⊕ Stunning Screech (standard; recharge [E])

Close burst 3; deafened creatures are immune; +17 vs. Fortitude; the target is stunned until the end of the vroock's next turn.

⊕ Spores of Madness (free, when first bloodied; encounter) ◆ Poison

Close burst 2; demons are immune; +16 vs. Will; 1d10 + 4 poison damage, and the target is dazed (save ends).

Alignment Chaotic evil

Languages Abyssal

Skills Bluff +15, Insight +13

Str 23 (+12)

Dex 19 (+10)

Wis 15 (+8)

Con 20 (+11)

Int 12 (+7)

Cha 19 (+10)

the ghouls engage, they work in teams of two, flanking to maintain combat advantage.

The vroock positions itself to use *stunning screech*, then takes to the air. It uses *flyby attack* to rip through the front ranks and delay progress into the house. When first bloodied, the vroock drops from the air to engage in melee, releasing its *spores of madness* to maximum effect.

The ghoulish eyebiter uses its *eye of Doresain* power on the closest group of PCs. It then alternates between *eye of Doresain* (when it recharges) and claw attacks,

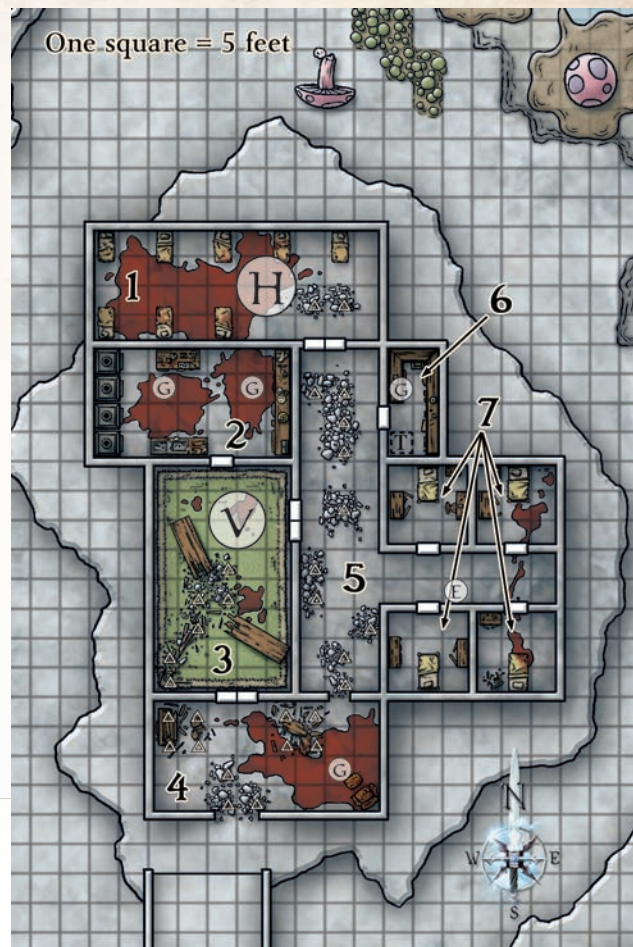
4 Drow Horde Ghouls (G)	Level 13 Minion
Medium natural humanoid (undead)	XP 200 each
Initiative +11	Senses Perception +7; darkvision
HP 1; a missed attack never damages a minion.	
AC 25; Fortitude 22, Reflex 24, Will 20	
Immune disease, poison; Resist 10 necrotic	
Speed 8, climb 4	
↓ Claws (standard; at-will)	
+16 vs. AC; 6 damage, and the target is immobilized (save ends).	
Alignment Chaotic evil	Languages Common, Elven
Skills Stealth +16	
Str 17 (+8)	Dex 22 (+11) Wis 14 (+7)
Con 18 (+9)	Int 13 (+6) Cha 15 (+7)

Ghoul Eyebiter (E)	Level 16 Controller (Leader)
Medium elemental humanoid (undead)	XP 1,400
Initiative +10	Senses Perception +11; darkvision
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.	
HP 151; Bloodied 75; see also <i>dead blood</i>	
AC 30; Fortitude 28, Reflex 27, Will 29	
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant	
Speed 6, climb 6	
⊕ Serrated Claws (standard; at-will)	
+21 vs. AC; 1d8 + 6 damage, and ongoing 5 damage and slowed (save ends both).	
← Eye of Doresain (standard; recharge [E]) ♦ Necrotic	
Close blast 3; +19 vs. Fortitude; 3d6+8 necrotic damage, and the target is weakened (save ends). For every creature the ghoul eyebiter hits with the attack, it gains 5 temporary hit points.	
← Deathly Snarl (standard; encounter)	
Close Burst 2; undead allies remove a condition as if they had succeeded on a saving throw and can shift 2 squares. Those without a condition gain 10 temporary hit points and can shift 2 squares.	
← Dead Blood (free; when first bloodied and when reduced to 0 hit points) ♦ Necrotic	
Close burst 1; all enemies in the burst take 10 necrotic damage, and if the ghoul eyebiter is still alive, they are dazed until the end of the ghoul eyebiter's next turn.	
Rotten Harvest ♦ Conjuration	
Whenever a creature weakened by a ghoul eyebiter is reduced to 0 hit points, the ghoul eyebiter conjures four horde ghouls. These minions appear in a space adjacent to the ghoul eyebiter. The ghoul eyebiter can have up to four horde ghouls at a time. The minions disappear if the eyebiter dies.	
Alignment Chaotic evil	Languages Abyssal, Common
Skills Insight +16, Stealth +15	
Str 21 (+13)	Dex 15 (+10) Wis 16 (+11)
Con 15 (+10)	Int 12 (+9) Cha 24 (+15)

targeting weakened foes in the hope of using its *rotten harvest* power to summon horde ghoul reinforcements. The rotting hook horror rushes down the hall to join the fight. It attacks anything in its path, including the ghouls if they get in its way. All these monsters fight until destroyed.

FEATURES OF THE AREA

Illumination: Dim light in the kitchen (from the ovens). All other areas are dark.
Ceiling: 15 feet high.



ENCOUNTER L4: RUINED MERCHANT HOUSE

Rubble: These areas of broken furniture and fallen plaster are difficult terrain.

Blood: Blood pools on the floor of the house, splattering the walls up to the ceiling. Characters running or charging through an area of blood must succeed on a DC 10 Acrobatics check or fall prone. Characters can move at normal speed without difficulty.

Ovens: These ovens are large enough to hold a Medium or smaller creature. A creature forced into an oven takes 10 fire damage each round. After escaping, it takes ongoing 10 fire damage (save ends).

Trapdoor: The storeroom trapdoor is locked and barred from underneath, requiring a DC 25 Strength check to force open. Inside is a noncombatant drow slave named Zaelin, formerly of House Adinklyrve, who hid before the attack. A DC 22 Diplomacy check gets her to calm down enough to speak, but she can relate only that undead and demons are responsible for the attack, and that a fearsome drow vampire led them.

In the hiding place is a small silver coffer (worth 1,000 gp) containing 50 pp and a *potion of vitality*.

Map Locations:

- | | |
|---------------------|--------------|
| 1. Slave's Quarters | 5. Hall |
| 2. Kitchen | 6. Storeroom |
| 3. Dining Hall | 7. Bedroom |
| 4. Antechamber | |

ENCOUNTER L5: FUNGUS FARM

Encounter Level 13 (4,100 XP)

SETUP

- 1 chwidench (C)
- 1 fithrichen (F)
- 2 cave widows (W)
- Phycomid infestation hazard

The drow outpost used slaves from Location L2 to maintain the mushroom crops along the shores of this pool, and to catch the blind fish swimming in its depths. A number of shunned lurk here, hunting slaves who stray too far from their fellows.

When the adventurers approach the water, show them “View of the Dark Cavern” on page 27 of Adventure Book One and read:

Water spills down from a crack in the cavern roof to cascade into a brackish pool. The air is foul, reeking of decay and rotting fish. Massive mushrooms rise from the moist earth, their bright pink caps dotted with purple spots. The largest grow ten feet tall, with smaller fungi growing in clumps between them.

The shunned and the monstrous spiders have achieved an alliance of sorts, working together to hunt. So far, the undead invaders of Phaervorul have not yet turned their attention to these wretched creatures.

The creatures here are all in hiding when the adventurers approach. Do not place the monsters on the battle grid unless they are spotted or until they attack.

2 Cave Widows (W)		Level 14 Skirmisher	
Medium natural beast (spider)		XP 1,000	
Initiative +13	Senses Perception +16; tremorsense 10		
HP 144; Bloodied 72			
AC 28; Fortitude 26, Reflex 23, Will 21			
Resist 10 poison			
Speed 6, climb 4 (spider climb)			
⚔ Bite (standard; at-will) ♦ Poison			
+19 vs. AC; 2d6 + 5 damage, and the cave widow can make a secondary attack against the target. <i>Secondary Attack:</i> Blood drain, +17 vs. Fortitude; target is weakened (save ends).			
Driven by Pain (immediate reaction, when damaged; at-will)			
A cave widow shifts 3 squares.			
Alignment Unaligned		Languages –	
Skills Stealth +16			
Str 20 (+12)	Dex 19 (+11)	Wis 14 (+9)	
Con 24 (+14)	Int 1 (+2)	Cha 7 (+5)	

Chwidench (C)		Level 13 Brute	
Medium fey magical beast (shunned, spider)		XP 800	
Initiative +9	Senses Perception +9; darkvision, tremorsense 10		
HP 160; Bloodied 80			
AC 25; Fortitude 25, Reflex 22, Will 22			
Speed 6, climb 6 (spider climb)			
⚔ Claws (standard; at-will)			
+16 vs. AC; 3d6 + 6 damage and slide 2 squares.			
⚔ Impaling Claws (standard; at-will)			
+16 vs. AC; 2d6 + 6 damage and grab (escape ends).			
⚔ Scuttling Charge (standard; encounter)			
The chwidench makes a charge attack. It can charge over difficult terrain with no penalty to movement. +14 vs. Fortitude; 4d10 + 6 damage.			
Alignment Chaotic evil		Languages Common, Elven	
Skills Stealth +14			
Str 22 (+12)	Dex 17 (+9)	Wis 16 (+9)	
Con 20 (+11)	Int 3 (+2)	Cha 6 (+4)	

Fithrichen (F)		Level 12 Controller	
Medium fey magical beast (shunned, spider)		XP 700	
Initiative +8	Senses Perception +8; darkvision, tremorsense 10		
HP 121; Bloodied 60			
AC 26; Fortitude 22, Reflex 20, Will 24			
Speed 6, climb 4 (spider climb)			
⚔ Bite (standard; at-will) ♦ Poison			
+17 vs. AC; 1d8 + 4 damage, and ongoing 5 poison damage (save ends). <i>First Failed Save:</i> The target is slowed (save ends). <i>Second Failed Save:</i> The target becomes unconscious (save ends).			
⚔ Disgorge Spiders (standard; encounter) ♦ Poison, Zone			
Close blast 3; crawling poisonous spiders cover the area, attacking the fithrichen's enemies; +16 vs. Reflex; 1d6 + 6 poison damage, and ongoing 5 poison damage (save ends). The zone is difficult terrain until the end of the encounter. The fithrichen can move the zone up to 3 squares as a minor action once per round. After the zone is created, any enemy that enters or starts its turn inside the zone is subject to attack.			
⚔ Cloud of Darkness (minor; encounter) ♦ Zone			
Close burst 1; this power creates a zone of darkness that remains in place until the end of the fithrichen's next turn. The zone blocks line of sight for all creatures except the fithrichen and other shunned. Any creature entirely within the area (except those immune) is blinded.			
Alignment Chaotic evil		Languages Common, Elven	
Skills Stealth +13			
Str 18 (+10)	Dex 14 (+8)	Wis 15 (+8)	
Con 17 (+9)	Int 6 (+4)	Cha 22 (+12)	

DEVELOPMENT

Any combat here attracts the attention of one of the undead patrols passing through the outpost. If the adventurers seem poised to handle this encounter with ease, consider adding from four to eight drow horde ghouls (see page 10) to add complexity and even the odds.

TACTICS

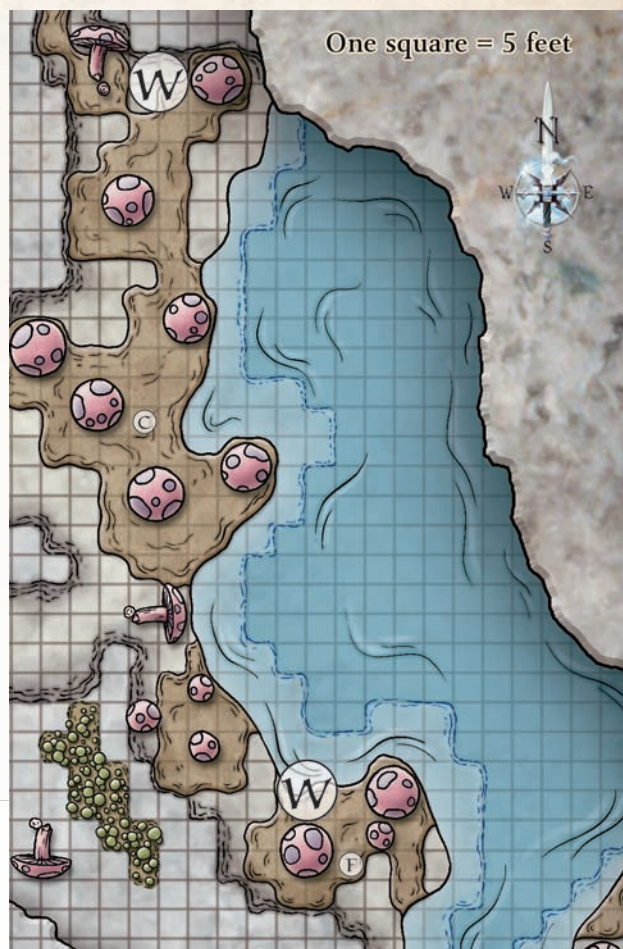
The chwidenchu makes a *scuttling charge* against the closest adventurers, then makes claw attacks until it successfully grabs an opponent. It then attempts to leave the battlefield (making a Strength vs. Fortitude attack to move half its speed), making continued *impaling claw* attacks against the grabbed target along the way. Should the chwidenchu's target escape, it pursues that creature even if it means putting itself in danger.

The fithrichen emerges from its hiding place and uses its *disgorge spiders* attack against any adventurers in range. While waiting for this power to recharge, it targets a controller or striker with its bite. The fithrichen moves the zone of its *disgorge spiders* attack in an attempt to target the same foe.

The cave widows move to bite the closest PCs in the hope of weakening a target, using *driven by pain* to retreat from danger. If a spider drops a character to 0 hit points or fewer, it leaves the victim for later and attacks another target. The cave widows fight to the death.

Note that the mushrooms feature an infestation that is harmful to any creature that is not a drow, a shunned, or a spider (these have built up an immunity to the spores over the years). None of the monsters are aware of this, but as they fight among the fungus they gain benefits as the PCs suffer (see below).

The spiders and the shunned will enter the shallow water, but they won't swim into the deep water.



Phycomid Infestation

Hazard

Level 10 Obstacle

XP 600

Phycomids infest the Underdark, growing atop giant mushrooms and other fungi. When a creature gets close to an infested mushroom, the phycomid releases its spores.

Hazard: A phycomid infestation manifests as a cluster of growths atop giant fungi. Each mushroom on the map is infested.

Perception

- ◆ DC 21: The character notices strange growths atop the infested fungi.

Additional Skill: Dungeoneering

- ◆ DC 21: The character identifies the strange growths as a phycomid infestation.

Trigger

The phycomid infestation releases a cloud of spores when a creature comes within 2 squares of it. The cloud attacks when a creature enters or starts its turn in the cloud.

Cloud of Spores aura 2

Creatures that enter or start their turns in the aura (other than drow, shunned, or spiders) take 5 acid damage and are slowed (save ends).

Countermeasures

- ◆ A character can attack an infested mushroom (AC 22, Fortitude 22, Reflex 18, hp 90; resist 10 fire, vulnerable 10 thunder for a Large mushroom; AC 24, Fortitude 20, Reflex 18, hp 45; resist 5 fire, vulnerable 5 thunder for a Medium mushroom). Once a mushroom is destroyed, the cloud of spores dissipates.

FEATURES OF THE AREA

Illumination: None.

Ceiling: 100 feet overhead.

Water: The shallow water adjacent to the shore is 3 feet deep and is difficult terrain.

The deep water varies from 10 to 15 feet deep. Creatures in deep water must use the Athletics skill to move. Creatures in deep water gain cover except against attacks from submerged enemies. Fighting in the water imposes a -2 penalty to attack rolls except with spears and crossbows, and powers that have the fire keyword take a -2 penalty.

Fallen Fungus: Each square occupied by a fallen fungus is difficult terrain. Crouching characters in these spaces gain cover.

Large Fungus: Oversized fungi rise like trees from the muddy ground, granting cover and forming blocking terrain.

Medium Fungus: These immature fungi are difficult terrain.

Fertile Mud: The mud that the fungi grow in is difficult terrain.

ENCOUNTER L6: OCCUPIED EMBASSY

Encounter Level 13 (4,600 XP)

SETUP

1 drow battle wight commander (C)

4 drow battle wights (B)

1 cave widow (W)

The Mages of Saruun maintain an embassy here to facilitate trade between Phaervorul and the Seven-Pillared Hall beneath Thunderspire Mountain. After the events described in *H2: Thunderspire Labyrinth*, the mages have redoubled their efforts to draw trade to their domain. Orontor is currently serving as the mages' trade representative in Phaervorul.

Although Orontor took no part in the conflict sweeping over the outpost, his neutrality did not spare the embassy from attack. Having survived a vicious assault by undead and demons, Orontor has locked himself inside his quarters, knowing that it's just a matter of time before the wights find him.

See "Dealing with the Drow" on page 10 of *Adventure Book One* for information on how Orontor can prove a useful ally to the adventurers.

As the adventurers approach the embassy, read:

Crude and uneven steps carved into the side of a rocky rise lead to an impressive building of white stone. Its outer walls are decorated with bas-relief images of wheat sheaves, laden sacks, balance scales, and other symbols of commerce.

When the adventurers enter the embassy office, read:

Lanterns arranged on a number of desks light this chamber, revealing blood-streaked papers and books strewn across the floor. A broad staircase leads up to a railed balcony, while an open door on the main level leads into a dark room. The desk to the northwest is piled high with bodies.

The battle wights are scouring the embassy looking for information regarding the Mages of Saruun for their master Zirithian. The drow battle wight commander searches the balcony, while his underlings ransack the desks in the office. The cave widow outside hides in the shadows, waiting for a meal to present itself. The bodies on the desk are the clerks who were killed here.

When a character climbs the steps, read:

A large desk and a fine chair mark this as an office. Cabinets line the northern wall alongside a sturdy wooden door.

Perception Check

DC 23: *A whimpering sound comes from behind the closed door.*

When the adventurers enter the barracks, read:

Blood covers the floor in this room, with bodies tossed like rag dolls among the bunks. Some have been hacked apart, while others resemble dried husks.

Orontor has locked himself inside the ambassador's quarters. A DC 30 Thievery check or a DC 25 Strength check opens the locked door.

When a PC enters the ambassador's quarters, read:

This large chamber holds a bed, two low tables, and a wardrobe against the wall. A lantern on one table burns brightly.

Perception Check

DC 23: *Something moves under the bed. A quick glance reveals a human male in elegant robes hiding there.*

TACTICS

The drow battle wight commander descends from the balcony to engage the closest adventurers. It makes *soul-draining longsword* attacks each round until its target is immobilized, at which point it shifts away to use its *soul harvest* power.

The drow battle wights spread out to square off against single foes. When a target is immobilized, a battle wight shifts away and uses its *soul reaping* power.

The cave widow climbs to the north windows and breaks through into the ambassador's quarters, joining the fight in the second round. It focuses on living targets only, using its *driven by pain* power to put distance between itself and attackers.

All these creatures fight to the death.

FEATURES OF THE AREA

Illumination: Bright light in the office and ambassador's quarters (lanterns). Darkness in the barracks.

Ceiling: The ceiling in the office and barracks is 20 feet high. Above the ambassador's desk and quarters, the ceiling is 10 feet high.

Rubble: The spaces filled with debris, broken furniture, and bodies are difficult terrain.

Desks and Chairs: Chairs are difficult terrain. It costs 2 squares of movement to hop up onto a desk. A character can make a DC 10 Strength check to tip over a desk, which then grants superior cover.

A search of the desks turns up mundane inventory and accounting documents.

Bunks: It costs 2 squares of movement to hop up on a lower bunk. A character can climb to an upper bunk with a DC 10 Athletics check.

Drow Battle Wight Commander (C) **Level 13 Soldier**
Medium natural humanoid (undead) XP 800

Initiative +13 **Senses** Perception +12; darkvision
HP 134; **Bloodied** 67
AC 29; **Fortitude** 27, **Reflex** 24, **Will** 27
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5

⊕ **Soul draining Longsword** (standard; at-will) ♦ **Necrotic, Weapon**
+19 vs. AC; 1d8 + 8 damage, and the target loses a healing surge and is immobilized and weakened (save ends both).

↘ **Soul Harvest** (standard; recharge ☞☞☞☞) ♦ **Healing, Necrotic**
Ranged 5; affects an immobilized target only; +16 vs. Fortitude; 2d8 + 8 necrotic damage, and the drow battle wight commander and all undead allies within 2 squares of it regain 10 hit points.

Alignment Evil **Languages** Common, Elven
Skills Intimidate +19
Str 26 (+14) **Dex** 20 (+11) **Wis** 14 (+7)
Con 22 (+12) **Int** 15 (+7) **Cha** 26 (+14)
Equipment plate armor, heavy shield, longsword

4 Drow Battle Wights (B) **Level 12 Soldier**
Medium natural humanoid (undead) XP 700 each

Initiative +8 **Senses** Perception +5; darkvision
HP 122; **Bloodied** 61
AC 28; **Fortitude** 24, **Reflex** 21, **Will** 24
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 5

⊕ **Soul draining Longsword** (standard; at-will) ♦ **Necrotic, Weapon**
+19 vs. AC; 1d8 + 6 damage, and the target loses a healing surge and is immobilized (save ends).

↘ **Soul Reaping** (standard; recharge ☞☞☞☞) ♦ **Healing, Necrotic**
Ranged 5; affects an immobilized target only; +17 vs. Fortitude; 3d6 + 5 necrotic damage, and the battle wight regains 10 hit points.

Alignment Evil **Languages** Common, Elven
Skills Intimidate +16
Str 21 (+11) **Dex** 14 (+8) **Wis** 9 (+5)
Con 18 (+10) **Int** 12 (+7) **Cha** 21 (+11)
Equipment plate armor, heavy shield, longsword

Cave Widow (W) **Level 14 Skirmisher**
Medium natural beast (spider) XP 1,000

Initiative +13 **Senses** Perception +16; tremorsense 10
HP 144; **Bloodied** 72
AC 28; **Fortitude** 26, **Reflex** 23, **Will** 21
Resist 10 poison
Speed 6, climb 4 (spider climb)

⊕ **Bite** (standard; at-will) ♦ **Poison**
+19 vs. AC; 2d6 + 5 damage, and the cave widow can make a secondary attack against the target. *Secondary Attack:* Blood drain, +17 vs. Fortitude; target is weakened (save ends).

Driven by Pain (immediate reaction, when damaged; at-will)
A cave widow shifts 3 squares.

Alignment Unaligned **Languages** –
Skills Stealth +16
Str 20 (+12) **Dex** 19 (+11) **Wis** 14 (+9)
Con 24 (+14) **Int** 1 (+2) **Cha** 7 (+5)

The bodies on the bunks are four merchants and six guards from the Seven-Pillared Hall in Thunderspire.
Ambassador's Desk and Cabinets: These hold a number of documents relating to the Mages of Saruun, as well as the names of a number of Underdark



ENCOUNTER L6: OCCUPIED EMBASSY

settlements where the order has a presence. A DC 23 Perception check turns up a schedule that suggests a trade caravan is to arrive at the outpost from the surface world shortly. The PCs can leave Phaervorul when they wish, knowing that the incoming traders and their escort can aid the survivors of the raid.

THE AMBASSADOR

Orontor is a sour-faced, black-haired human male found hiding under the bed in his quarters. He remembers the adventurers if they met him in *H2: Thunderspire Labyrinth*, and his dealings with them in that adventure influence his current attitude toward the party.

Orontor is a canny merchant and negotiator who is good at getting what he wants. Once he realizes the PCs are his rescuers, he offers them 5,000 gp if they accompany him to the cavern outside Phaervorul.

Orontor is aware of the circumstances of the attack. Knowing of Zirithian's enmity for Matron Urlvrain (see Encounter L16, page 34), he assumes that the assault against the enclave has been mounted to destroy her. Orontor presents a unique mix of pessimism and sarcasm, and if the PCs opt to use diplomacy to deal with the drow, he can play a useful role. If the PCs insist on fighting, he refuses to aid them, belittling the group's intellectual abilities as he pushes them to make peace with the drow.

ENCOUNTER L7: RANSACKED SHOPS

Encounter Level 14 (5,300 XP)

SETUP

- 1 deepspawn nightmare (N)
- 1 umber hulk (U)
- 2 dragonborn raiders (D)
- Abyssal breach hazard (A)

A wave of looting by opportunistic creatures has closely followed the chaos sweeping through Phaervorul.

When the adventurers approach this area, read:

A cluster of stalagmites atop a low plateau have been hollowed out to serve as buildings. A roughly paved street winds between a cluster of makeshift shops.

Perception Check

DC 23: *The sound of shattering glass and crockery spills out from the closest shops, punctuated by the occasional curse.*

A deepspawn nightmare is in the process of plundering a magic shop, while his dragonborn raider bodyguards tear apart an armory. The nightmare left an umber hulk to stand guard and give warning if anyone approaches.

When the adventurers enter any shop, read:

The interior of this building is a wreck, with overturned tables and trade goods scattered across the floor.

When the PCs see the deepspawn nightmare, read:

The creature before you is a bizarre cross of a purple dragon and a drow. Its serpentine form is covered in purple and black scales, and it has a long, spiked tail.

The deepspawn nightmare defends its plunder to the best of its ability. When it or any of its servants notice the PCs, they attack at once.

TACTICS

The deepspawn nightmare targets a single PC, using *nightmare form* to mimic that foe while it attacks with its *death spear*. Whether that succeeds or not, it then uses its tail attack in the hope of making the target fall unconscious. Once a foe has been neutralized, the nightmare chooses another target. If reduced to 10 hit points or fewer, the deepspawn nightmare attempts to flee.

The umber hulk attacks anyone it perceives to be a threat to its master. The first time it fails with its *grab-*

Umbur Hulk (U)		Level 12 Elite Soldier
Large natural magical beast		XP 1,400
Initiative +11	Senses Perception +13; darkvision, tremorsense 5	
HP 248; Bloodied 124		
AC 30; Fortitude 33, Reflex 28, Will 27		
Saving Throws +2		
Speed 5, burrow 2 (tunneling)		
Action Points 1		
⬇️ Claw (standard; at-will)		
Reach 2; +18 vs. AC; 2d6 + 8 damage.		
⬇️ Grabbing Double Attack (standard; at-will)		
The umber hulk makes two claw attacks. If both claw attacks hit the same target, the target is grabbed (until escape). A grabbed target takes ongoing 10 damage from the umber hulk's mandibles until it escapes. The umber hulk cannot make any other attacks while grabbing a creature.		
⬅️ Confusing Gaze (minor 1/round; at-will) ⬆️ Gaze, Psychic		
Close blast 5; targets enemies; +16 vs. Will; the target slides 5 squares and is dazed (save ends).		
Alignment Unaligned	Languages –	
Str 26 (+14)	Dex 16 (+9)	Wis 14 (+8)
Con 20 (+11)	Int 5 (+3)	Cha 11 (+6)

2 Dragonborn Raiders (D)		Level 13 Skirmisher
Medium natural humanoid		XP 800 each
Initiative +13	Senses Perception +13	
HP 129; Bloodied 64; see also <i>dragonborn fury</i>		
AC 27; Fortitude 23, Reflex 24, Will 21		
Speed 7		
⬇️ Katar (standard; at-will) ⬆️ Weapon		
+19 vs. AC (+20 while bloodied); 1d6 + 4 damage (crit 2d6 + 10).		
⬇️ Twin Katar Strike (standard; at-will) ⬆️ Weapon		
If the dragonborn raider doesn't take a move action on its turn, it shifts 1 square and makes two katar attacks, or vice versa.		
⬅️ Dragon Breath (minor; encounter) ⬆️ Acid		
Close blast 3; +14 vs. Reflex (+15 while bloodied); 1d6 + 3 acid damage.		
Combat Advantage		
The dragonborn raider deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.		
Dragonborn Fury (only while bloodied)		
A dragonborn gains a +1 racial bonus to attack rolls.		
Infiltrating Stride (move; recharges after the dragonborn raider attacks two different enemies with <i>twin katar strike</i>)		
The dragonborn raider shifts 3 squares.		
Alignment Any	Languages Common, Draconic	
Skills History +8, Intimidate +9, Stealth +16		
Str 18 (+10)	Dex 21 (+11)	Wis 14 (+8)
Con 17 (+9)	Int 10 (+6)	Cha 12 (+7)
Equipment leather armor, 2 katars		

bing double attack, it spends its action point to try again. If the deepspawn nightmare flees, the umber hulk follows.

The dragonborn raiders open combat with their *dragon breath*, then flank a single opponent to make *twin*

katar strikes with combat advantage. The raiders use *infiltrating stride* to move between foes without provoking opportunity attacks. The raiders fight to the death.

ABYSSAL BREACH

Above the shops, an abyssal breach flickers in and out of existence—a manifestation of Orcus’s malign will and Zirithian’s growing power. This hazard isn’t selective about its targets. It scoops up the first creature bloodied in the fight, whether adventurer or monster.

FEATURES OF THE AREA

Illumination: Darkness in most shops and the streets. Every other round, the abyssal breach flares to shed dim light over the area. Bright light (torches) in the shops where the dragonborn search.

Ceiling: The ceilings inside the shops are 15 feet high.

Debris: Wreckage and debris litters the shops, making their interiors difficult terrain.

Each PC can search the shops to automatically turn up 1d4 pieces of adventuring gear, one mundane weapon, or one mundane suit of armor (player’s choice) from the *Player’s Handbook*. A DC 23 Perception check also finds 1d8 platinum pieces or a *potion of vitality* (player’s choice).

Treasure: The deepspawn nightmare and the two dragonborn have already cleaned out nearly everything of value in the area. Each dragonborn carries a small sack holding 1,000 gp and 2 emeralds (worth 1,000 gp each). The deepspawn nightmare has 2,000 gp, 10 pp, and two *potions of vitality* inside a *bag of holding*.



Deepspawn Nightmare (N)		Level 17 Lurker
Medium natural humanoid (reptile)		XP 1,600
Initiative +17	Senses Perception +8; darkvision	
HP 128; Bloodied 64		
Regeneration 10 (if the deepspawn nightmare takes radiant damage, regeneration does not function until the end of its next turn)		
AC 31; Fortitude 29, Reflex 29, Will 29		
Resist 10 psychic		
Speed 6, climb 6 (spider climb)		
⚔ Death Spear (standard; at-will) ⚔ Necrotic, Weapon		
+26 vs. AC; 1d8 + 9 necrotic damage, and the target is weakened (save ends).		
⚔ Tail (standard; at-will) ⚔ Sleep		
Reach 2; +22 vs. AC; 3d6 + 8 damage, and the target is dazed (save ends). <i>First Failed Saving Throw:</i> The target is dazed and slowed (save ends both). <i>Second Failed Saving Throw:</i> The target falls unconscious (save ends).		
Nightmare Form (standard; at-will) ⚔ Polymorph		
The deepspawn nightmare can alter its physical form to appear as an enemy of its choice. While the nightmare is adjacent to that enemy, roll 1d20 whenever a melee or ranged attack targets the nightmare. On a roll of 10 or higher, the attack instead targets the copied enemy. The copied enemy’s attacks are not subject to this effect.		
Nightmarish Torment ⚔ Psychic		
If the deepspawn nightmare’s melee attack hits an enemy it is copying with <i>nightmare form</i> or a sleeping target, that target takes ongoing 10 psychic damage (save ends) in addition to the attack’s other effects.		
Alignment Evil	Languages Common, Deep Speech, Draconic	
Skills Acrobatics +18, Bluff +18, Stealth +18, Thievery +18		
Str 19 (+12)	Dex 20 (+13)	Wis 11 (+8)
Con 20 (+13)	Int 13 (+9)	Cha 20 (+13)
Equipment +4 death spear		

Abyssal Breach	Level 12 Lurker
Hazard	700 XP
<i>The air above you is rent by a roiling mass of energy, flaring with unearthly light as it descends toward you.</i>	
Hazard: A shimmering cloud of raw energy reaches out to drag creatures to the Abyss, then returns them in the following round.	
Perception	
No check is necessary to notice the Abyssal breach.	
Additional Skill: Arcana	
⚔ DC 21: The character recognizes the danger of the Abyssal breach before it attacks.	
Initiative +8	
Trigger	
The Abyssal breach rolls initiative as soon as any creature in the encounter area is bloodied.	
Attack	
Standard Action Ranged 20	
Special: The breach fires a tendril of energy that passes through walls and other cover to target a bloodied creature.	
Target: One bloodied creature	
Attack: +17 vs. Reflex	
Hit: 1d6 + 4 necrotic damage, and the target vanishes until the start of the Abyssal breach’s next turn. Then the creature reappears and takes ongoing 5 necrotic damage (save ends).	
Miss: Half damage, and the target does not disappear.	

ENCOUNTER L8: BARRACKS

Encounter Level 15 (6,400 XP)

SETUP

Commander Zaknoril, drow warlord (Z)

1 drow blademaker (B)

4 drow spiderguards (D)

When the undead invaders attacked the outpost, Commander Zaknoril rallied his forces in response. The results were disastrous, and he and his surviving soldiers were forced to retreat here.

See “Dealing with the Drow” on page 10 of *Adventure Book One* for information regarding diplomatic resolutions to this encounter.

When the adventurers approach the barracks, read:

A fortified structure with stone walls and iron doors sits atop a rise of stone. Drow warriors wielding longswords decorate the walls, etched in bas-relief.

The front doors of the training hall are barred from within (AC 15, Fortitude 13, Reflex 13, 50 hit points). Breaking in requires a DC 23 Strength check.

When the adventurers enter the training hall (and if they have a light source), show them “View of the Fighting Hall” on page 27 of *Adventure Book One* and read:

A wide hall extends deep within the building. The stone floor is strewn with sand, large circles marked off at various points. Bales of hay painted with targets hang on the walls, and a few racks hold weapons here and there.

With little hope of survival, Commander Zaknoril leads the drow in what they see as their last stand.

When the adventurers enter the commander’s quarters, read:

This suite of two rooms consists of an office and a bed-chamber. A dress mannequin stands near the bed.

When the adventurers enter the officers’ quarters, read:

A sitting room with a couch and cabinet leads to two simple bedrooms beyond.

When the adventurers enter the kitchen, read:

This simple kitchen features an oven against the far wall and shelves line the walls. A wooden door covers a pit in one corner.

Commander Zaknoril (Z) **Level 14 Elite Soldier**
Medium natural humanoid, drow warlord XP 2,000

Initiative +11 **Senses Perception** +7; darkvision

HP 266; **Bloodied** 133

AC 31; **Fortitude** 27, **Reflex** 26, **Will** 25

Saving Throws +2

Speed 6

Action Points 1

⊕ **Longsword** (standard; at-will) ♦ **Weapon**

+21 vs. AC; 1d8 + 10 damage.

⊕ **Commander’s Strike** (standard; at-will) ♦ **Martial, Weapon**

Zaknoril chooses one ally who can see and hear him to make a melee basic attack against a target. On a hit, the ally deals an extra 4 damage.

⊕ **Surprise Attack** (standard; encounter) ♦ **Martial, Weapon**

+21 vs. AC; 1d8 + 10 damage. An ally within 5 squares of Zaknoril makes a basic attack with combat advantage and a +4 bonus to the attack roll as a free action against a target of its choice.

⊕ **Beat Them into the Ground** (standard; encounter) ♦ **Martial, Weapon**

+19 vs. Fortitude; 2d8 + 10 damage, and the target is knocked prone. Every ally within 5 squares of Zaknoril makes a basic attack with a +4 bonus to one target of its choice as a free action. These attacks deal no damage but knock a target prone on a hit.

⤵ **Darkfire** (minor; encounter)

Ranged 10; +19 vs. Reflex; until the end of Zaknoril’s next turn, all attacks against the target have combat advantage, and the target cannot benefit from invisibility or concealment.

⬅ **Inspiring Word** (minor; recharge [2]) ♦ **Martial, Healing**

Zaknoril or one ally in a close burst 10 heals 20 hit points.

Combat Leader

All allies within 10 squares of Zaknoril who can see and hear him gain a +2 power bonus to initiative.

Tactical Shift (minor; at-will) ♦ **Martial**

Zaknoril chooses one ally who can see and hear him. That ally can shift up to 5 squares.

House Insignia (minor; encounter)

Zaknoril gains concealment until the end of the encounter.

Alignment Evil **Languages** Common, Elven

Skills Diplomacy +15, History +16, Intimidate +12, Stealth +11

Str 20 (+12) **Dex** 14 (+9) **Wis** 11 (+7)

Con 13 (+8) **Int** 18 (+11) **Cha** 16 (+10)

Equipment chainmail, light shield, longsword, +4 house insignia

TACTICS

Commander Zaknoril uses his *house insignia* and shifts back to give his soldiers room to fight. He uses *darkfire* against the closest defender, then moves against the weakest-looking melee combatant with *beat them into the ground*. He then makes longsword attacks, spending an action point to make a *surprise attack* the first round he misses. Throughout the battle, Zaknoril manages his allies, using *inspiring word* to keep them on their feet and *tactical shift* to keep them in advantageous position.

The blademaker moves into the thick of the PCs and uses his *cloud of darkness* power. He then uses his *whirlwind attack* and spends his action point to use *excruciating stab* against a target he previously hit.

Drow Blademaster (B)	Level 13 Elite Skirmisher
Medium fey humanoid	XP 1,600
Initiative +13	Senses Perception +12; darkvision
HP 248; Bloodied 124	
AC 30; Fortitude 25, Reflex 28, Will 24	
Saving Throws +2	
Speed 6	
Action Points 1	
⊕ Longsword (standard; at-will) ♦ Weapon	+19 vs. AC; 1d8 + 5 damage.
⊕ Short Sword (standard; at-will) ♦ Weapon	+19 vs. AC; 1d6 + 5 damage.
⊕ Blade Mastery (standard; at-will) ♦ Weapon	The drow blademaster makes one longsword attack and one short sword attack.
⊕ Excruciating Stab (standard; recharge ☹️) ♦ Weapon	Requires longsword; +19 vs. AC; 3d8 + 5 damage, and the target is stunned (save ends).
⊕ Whirling Riposte (free, when the blademaster's movement draws an opportunity attack; at-will) ♦ Weapon	The drow blademaster makes a longsword attack against the triggering attacker.
⚡ Cloud of Darkness (minor; encounter)	Close burst 1; this power creates a cloud of darkness that remains in place until the end of the drow blademaster's next turn. The cloud blocks line of sight for all creatures except the drow blademaster. Any creature entirely within the cloud (except the drow blademaster) is blinded until it exits.
⚡ Whirlwind Attack (standard; recharge ☹️☹️) ♦ Weapon	Close burst 1; the drow blademaster makes a longsword attack against each adjacent enemy. He can make a secondary attack using his short sword against any enemy he hits.
Alignment Evil	Languages Common, Elven
Skills Acrobatics +16, Dungeoneering +12, Intimidate +14, Stealth +18	
Str 15 (+8)	Dex 21 (+11) Wis 13 (+7)
Con 12 (+7)	Int 12 (+7) Cha 12 (+7)
Equipment scale armor, longsword, short sword	

The spiderguards move to lock down their opponents, using *spider bite strike* against strong melee combatants and making longsword attacks against lightly armored foes. They work in teams to flank for combat advantage.

FEATURES OF THE AREA

Illumination: None.

Ceiling: 20 feet high.

Weapon Racks: The weapon racks hold an assortment of mundane heavy and light blades.

Barrels: Each of the barrels holds fifty crossbow bolts. These squares are difficult terrain.

Posts: Stone posts support the ceiling (AC 18, Fortitude 16, Reflex 16, 100 hit points). Destroying two posts causes the ceiling between them to collapse. See cave-in hazard, *Dungeon Master's Guide* page 91, for details.

Trapdoor: The trapdoor in the kitchen opens into a magically cooled chamber, a cold storage pit for fungi, lizard meat, and other perishables.

Treasure: A locked chest (DC 18 Thievery to open) in the captain's quarters contains 4,000 gp.

4 Drow Spiderguards (D)	Level 12 Skirmisher
Medium fey humanoid	XP 700 each
Initiative +11	Senses Perception +10; darkvision
HP 118; Bloodied 59	
AC 26; Fortitude 24, Reflex 22, Will 19	
Speed 6	
⊕ Longsword (standard; at-will) ♦ Weapon	+19 vs. AC; 1d8 + 6 damage, and the target is marked until the end of the spiderguard's next turn.
⊕ Spider Bite Strike (standard; encounter) ♦ Poison, Weapon	Requires longsword; +17 vs. Reflex; 2d8 + 6 damage, and the target takes ongoing 5 poison damage (save ends) and is dazed until the end of the spiderguard's next turn.
⊕ Combat Opportunist (immediate reaction, when adjacent creature shifts; at-will) ♦ Weapon	Make a longsword attack against the triggering creature, and that creature immediately ends its movement.
⚡ Darkfire (minor; encounter)	Ranged 10; +17 vs. Reflex; until the end of the drow spiderguard's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.
Combat Advantage	A spiderguard deals an extra 2d6 damage on melee and ranged attacks against any target it has combat advantage against.
Loth's Guidance (minor; recharge ☹️)	The spiderguard gains combat advantage against an adjacent creature until the end of its next turn.
Alignment Evil	Languages Common, Elven
Skills Dungeoneering +10, Intimidate +13, Stealth +10	
Str 23 (+11)	Dex 18 (+9) Wis 11 (+5)
Con 14 (+7)	Int 11 (+5) Cha 13 (+6)
Equipment chainmail, light shield, longsword	



ENCOUNTER L9: RUINED NOBLE HOUSE

Encounter Level 17 (8,050 XP)

SETUP

1 immolith (I)
1 husk spider (H)
4 mezzodemon warriors (M)
11 evistro rampagers (E)

Zirithian's forces struck this location first, and the area remains well protected by the vampire lord's servants. Once the house was secured, the idol of Orcus was assembled while the assault swept over the rest of the enclave. With the idol complete, the bounds of reality in the area have begun to weaken. Abyssal breaches are forming throughout Phaervorul, snatching victims and pulling them to their doom.

When the adventurers approach the ruined house, show them “View of the Mezzodemon Guards” on page 28 of Adventure Book One and read:

A crumbling house of stone perches atop a wide rise. Arachnid and demonic imagery adorn its outer walls. Torchlight illuminates the front of the structure, revealing a pair of statues of armed bats flanking the door. To the north stand a pair of hulking demonic guards armed with tridents.

Perception Check

DC 20: Cracks and gaps run throughout the house's walls and foundation. Something hit this structure with great force.

DC 25: A faint red light pulses through the cracks.

When the adventurers enter the ruin, read:

Bloody debris covers the floors of this badly damaged building. The assault hit hardest here, with the attackers apparently bent on reducing this place to ruin.

When the adventurers can see the idol, read:

Within the pool of blood spreading across the floor of the eastern wing, a dark idol rises—the demon prince Orcus, his form seemingly rendered in blood-soaked stone. The figure stands 10 feet tall and radiates a palpable chill.

Zirithian's forces seized this place and charged the immolith with defending it. The idol seethes with unholy power, weakening the planar boundaries and allowing Abyssal breaches to form above the outpost. The appearance of these breaches figure into the vampire lord's plans, and his forces know it is imperative that the idol remain intact.

Immolith (I) Level 15 Controller

Large elemental magical beast (demon, fire, undead) XP 1,200

Initiative +10 Senses Perception +9

Flaming Aura (Fire) aura 1; any creature that enters or starts its turn in the aura takes 10 fire damage.

HP 153; Bloodied 76

AC 27; Fortitude 28, Reflex 24, Will 25

Immune disease, fire, poison; Resist 15 variable (2/encounter; see *Monster Manual* page 282); Vulnerable 10 radiant

Speed 6

⬇️ **Claw** (standard; at-will) ⬆️ **Fire**

Reach 4; +20 vs. AC; 1d8 + 7 fire damage, and ongoing 5 fire damage (save ends).

⬇️ **Fiery Grab** (standard; at-will) ⬆️ **Fire**

The immolith makes a claw attack (see above) against a Large or smaller target. On a hit, the target slides into a square adjacent to the immolith and is grabbed (until escape). While grabbed, the target loses any resistance it has to fire. An immolith can hold up to five grabbed creatures using this power.

⤴️ **Deathfire Curse** (minor; at-will) ⬆️ **Fire**

Ranged 10; +18 vs. Will; the target is slowed (save ends).

Aftereffect: The target takes ongoing 5 fire damage (save ends).

⬅️ **Vigor of the Grave** (minor 1/round; at-will) ⬆️ **Healing**

Close burst 5; undead in the burst (including the immolith) regain 5 hit points.

Alignment Chaotic evil

Languages Abyssal

Str 22 (+13)

Dex 16 (+10)

Wis 15 (+9)

Con 25 (+14)

Int 9 (+6)

Cha 18 (+11)

Husk Spider (H) Level 14 Elite Brute

Large natural animate (undead) XP 2,000

Initiative +13 Senses Perception +13; tremorsense 10

HP 344; Bloodied 172

AC 26; Fortitude 29, Reflex 26, Will 21

Saving Throws +2

Speed 6, climb 6 (spider climb)

Action Points 1

⬇️ **Horrific Bite** (standard; at-will)

+17 vs. AC; 2d10 + 9 damage, and the target gains vulnerable 5 necrotic (save ends).

⬇️ **Flurry of Bites** (standard; at-will)

The husk spider makes two *horrific bite* attacks, each against a different target.

⬅️ **Rotting Webs** (standard; recharge Ⓜ️)

Close blast 5; +15 vs. Reflex; target is slowed, and takes ongoing 10 necrotic damage (save ends both).

⬅️ **Web of Souls** (minor; encounter) ⬆️ **Fear**

Close burst 3, enemies only; +15 vs. Will; push 3 and immobilize target until the end of the husk spider's next turn.

Alignment Chaotic evil

Languages—

Skills Stealth +18

Str 28 (+16)

Dex 21 (+13)

Wis 12 (+8)

Con 22 (+14)

Int 1 (+3)

Cha 1 (+3)

4 Mezzodemon Warriors (M)	Level 13 Soldier
Medium elemental humanoid (demon)	XP 800 each
Initiative +11	Senses Perception +15; darkvision
HP 129; Bloodied 64	
AC 29; Fortitude 27, Reflex 24, Will 25	
Resist 20 poison, 10 variable (2/encounter; see <i>Monster Manual</i> page 282)	
Speed 6	
⊕ Trident (standard; at-will) ♦ Weapon	
Reach 2; +20 vs. AC; 1d8 + 7 damage.	
⊕ Skewering Tines (standard; at-will) ♦ Weapon	
Reach 2; +20 vs. AC; 1d8 + 7 damage, and ongoing 5 damage and the target is restrained (save ends both). While the target is restrained, the mezzodemon can't make trident attacks.	
← Poison Breath (standard; recharge ☞ ☞ ☞) ♦ Poison	
Close blast 3; targets enemies; +18 vs. Fortitude; 2d6 + 5 poison damage, and ongoing 5 poison damage (save ends).	
Alignment Chaotic evil	Languages Abyssal
Skills Intimidate +12	
Str 24 (+13)	Dex 17 (+9) Wis 18 (+10)
Con 17 (+9)	Int 10 (+6) Cha 13 (+7)

11 Evistro Rampagers (E)	Level 11 Minion
Medium elemental magical beast (demon)	XP 150 each
Initiative +8	Senses Perception +8; darkvision
HP 1; a missed attack never damages a minion.	
AC 21; Fortitude 23, Reflex 19, Will 19	
Resist 10 variable (1/encounter; see <i>Monster Manual</i> page 282)	
Speed 6	
⊕ Claws and Teeth (standard; at-will)	
+14 vs. AC; 6 damage.	
Carnage	
The carnage demon minion gains a +1 bonus to melee attacks if it has one or more allies adjacent to its target (+3 if one of these allies is another carnage demon). This bonus stacks with combat advantage.	
Alignment Chaotic evil	Languages Abyssal
Str 24 (+12)	Dex 16 (+8) Wis 16 (+8)
Con 23 (+11)	Int 7 (+3) Cha 9 (+4)

TACTICS

The mezzodemons provide the first line of defense. When the adventurers appear, one mezzodemon shouts an alarm while the other moves to the front doors to call the evistro rampagers forth. The other two sweep around the house to meet the PCs. The mezzodemons use *skewering tines* to hold targets in place while the evistro rampagers attack.

The evistro rampagers race out of the ruined house to engage intruders in the second round. They fight in groups of two or three to maintain combat advantage and their *carnage* bonus, working in tandem with the mezzodemons to target restrained PCs first.

The husk spider casts its *rotting webs* into a group of PCs, then stays in the thick of the fight to use its *flurry of bites* attack. It reserves *web of souls* until pressed by two or more foes, staying close to the immolith to benefit from its *vigor of the grave*.

The immolith awaits the PCs inside the ruin, protecting the altar from harm. It readies an action to attack the first PC it sees with its *deathfire curse*.

Thereafter, it uses *fiery grab* against any enemy coming within reach. Each round, it uses *vigor of the grave* to repair any damage it or the husk spider sustained during the previous round.

The immolith and the other fiends are sworn to protect this place and the idol. They fight until destroyed.

FEATURES OF THE AREA

Illumination: Bright light (from two magic torches mounted in sconces on the bridge). Inside the ruin, the idol of Orcus fills the lower portion of the house with dim light. All other areas are dark.

Ceiling: The uniform ceiling is 10 feet high in the upper level, 20 feet high above the floor of the lower section.

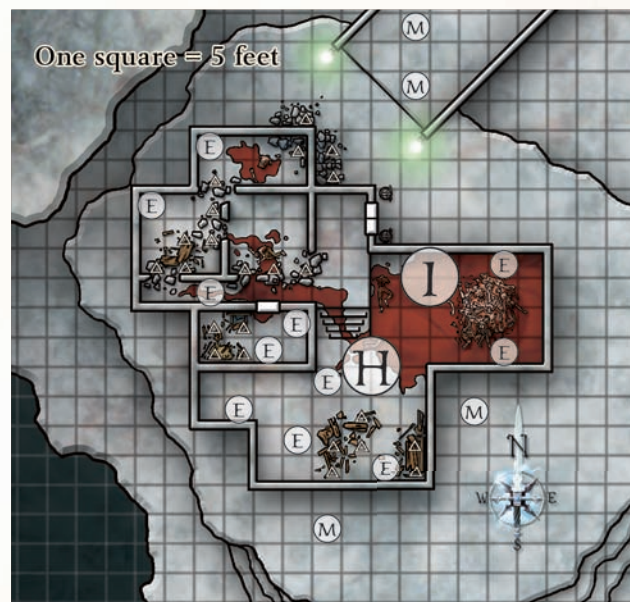
Exterior Grounds: The ruin stands on a rocky ridge 30 feet above the cavern floor. Creatures that fall over the edge take 3d10 damage.

Stone Guardians: The statues flanking the door take the form of bats, each with its claws gripping the blade of a longsword. A character who succeeds on a DC 25 Dungeoneering check identifies the statues as a symbol of House Adinklyrve.

Rubble: The spaces filled with debris, broken furniture, and bodies are difficult terrain.

Idol of Orcus: The idol of Orcus grants all demons within 6 squares of it a +1 bonus to attack rolls and damage rolls. Any necrotic power used within 6 squares of the idol deals an extra 2d6 damage on a critical hit. The idol has AC 18, Fortitude 16, Reflex 16, and 150 hit points.

Characters trained in Arcana can attempt a DC 20 Arcana check to determine that the idol bleeds elemental and necrotic energy. A DC 25 Arcana check determines that the idol is responsible for the abyssal breaches infesting the area, and that its destruction will cause these manifestations to eventually dissipate.



ENCOUNTER L10: SLAVER COMPLEX

Encounter Level 14 (5,600 XP)

SETUP

- 1 abyssal ghoul (A)
- 2 chwidenchas (C)
- 1 mithrenda (M)
- 10 drow horde ghouls (D)

A group of undead led by an abyssal ghoul overran the slaver complex and killed its inhabitants. A few of these victims were transformed into ghouls by the abyssal power surging through Phaervorul, and now they work alongside the undead invaders.

If the adventurers approach the slaver complex from the south, read:

A large complex sits atop a 30-foot rise. Bridges connect the structure to a ruin to the south and the main village surrounding the temple to the east.

If the adventurers approach the slaver complex from the east, read:

Double doors stand open in the side of this large stone building.

When the adventurers explore the auction block and yard, read:

A fenced yard sits beneath a 15-foot tall platform, a flight of steps climbing its side. A gate hangs open on the north side of the fence, and numerous corpses are scattered within.

Perception Check

DC 18: Manacles litter the churned earth within the yard.

When the adventurers enter the antechamber, read:

The floor of this large room features a mosaic of a beaten and bloodied elf in manacles. Four statues, two on the north wall and two on the east, are carved to resemble elves draped in chains. The statues flank ornate wooden double doors, each carved with the images of spiders.

When the adventurers enter the slaver's chamber, read:

Blood soaks the wooden floor and the bed in this sumptuous room. Two tables flank the bed, one tipped over on its side.

Perception Check

DC 18: Bloody handprints on the floor lead toward the door, blurring into a long crimson smear that suggests a fleeing creature was yanked back into the room.

When the adventurers enter the torture chamber, read:

Empty cells run along the center of the room, their bars bent and their floors smeared with blood. Implements of torture, all well used, fill an alcove to the north.

When the adventurers enter the bunkroom, read:

This chamber holds twelve empty bunk beds. Their rumbled look indicates they were recently occupied.

When the adventurers enter the mess hall, read:

This large room holds three long tables with benches to either side. Tankards of ale and trenchers filled with mush have been abandoned in apparent haste.

When the adventurers enter the kitchen, read:

Herbs, dried meat, pots, pans, and utensils hang from hooks in the ceiling. Cupboards and cutting boards line the north wall. A large hearth stands to the east, a fire burning within.

Abyssal Ghoul		Level 16 Skirmisher
Medium elemental humanoid (undead)		XP 1,400
Initiative +16	Senses Perception +10; darkvision	
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.		
HP 156; Bloodied 78; see also <i>dead blood</i>		
AC 30; Fortitude 30, Reflex 29, Will 25		
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant		
Speed 8, climb 4		
⚔ Bite (standard; at-will)		
+21 vs. AC; 2d8 + 7 damage, and the target is immobilized (save ends). If the target is a living creature that is already immobilized, stunned, or unconscious, the bite deals an extra 2d6 damage.		
⚡ Dead Blood (when reduced to 0 hit points) ♦ Necrotic		
Close burst 1; all enemies in the burst take 10 necrotic damage.		
Alignment Chaotic evil	Languages Abyssal	
Skills Stealth +19		
Str 24 (+15)	Dex 22 (+14)	Wis 15 (+10)
Con 20 (+13)	Int 16 (+11)	Cha 10 (+8)

10 Drow Horde Ghouls (G)		Level 13 Minion
Medium natural humanoid (undead)		XP 200 each
Initiative +11	Senses Perception +7; darkvision	
HP 1; a missed attack never damages a minion.		
AC 25; Fortitude 22, Reflex 24, Will 20		
Immune disease, poison; Resist 10 necrotic		
Speed 8, climb 4		
⚔ Claws (standard; at-will)		
+16 vs. AC; 6 damage, and the target is immobilized (save ends).		
Alignment Chaotic evil	Languages Common, Elven	
Skills Stealth +16		
Str 17 (+8)	Dex 22 (+11)	Wis 14 (+7)
Con 18 (+9)	Int 13 (+6)	Cha 15 (+7)

2 Chwidenchas (C)		Level 13 Brute	
Medium fey magical beast (shunned, spider)		XP 800	
Initiative +9	Senses Perception +9; darkvision, tremorsense 10		
HP 160; Bloodied 80			
AC 25; Fortitude 25, Reflex 22, Will 22			
Speed 6, climb 6 (spider climb)			
⊕ Claws (standard; at-will)			
+16 vs. AC; 3d6 + 6 damage and slide 2 squares.			
↓ Impaling Claws (standard; at-will)			
+16 vs. AC; 2d6 + 6 damage and grab (escape ends).			
↓ Scuttling Charge (standard; encounter)			
The chwidencha makes a charge attack. It can charge over difficult terrain with no penalty to movement. +14 vs. Fortitude; 4d10 + 6 damage.			
Alignment Chaotic evil	Languages Common, Elven		
Skills Stealth +14			
Str 22 (+12)	Dex 17 (+9)	Wis 16 (+9)	
Con 20 (+11)	Int 3 (+2)	Cha 6 (+4)	

Mithrenda		Level 11 Skirmisher	
Medium fey magical beast (shunned, spider)		XP 600	
Initiative +10	Senses Perception +10; darkvision, tremorsense 10		
HP 110; Bloodied 55			
AC 25; Fortitude 23, Reflex 22, Will 17			
Resist 10 poison			
Speed 6			
⊕ Claws (standard; at-will)			
+16 vs. AC; 2d6 + 6 damage.			
↘ Fling Web (standard; at-will)			
Ranged 10; +14 vs. Reflex; target is immobilized (save ends).			
↘ Drag (standard; at-will)			
Immobilized targets only; +14 vs. Fortitude; 1d8 + 6 damage and pull target 2 squares. If the mithrenda hits with this attack, it can use <i>hideous bite</i> (see below) against the target as a minor action.			
↓ Hideous Bite (standard; at-will) ♦ Poison			
Immobilized targets only; +16 vs. AC; 1d6 + 6 damage, and ongoing 10 poison damage (save ends).			
Alignment Chaotic evil	Languages Common, Elven		
Skills Dungeoneering +10, Intimidate +8, Stealth +15			
Str 23 (+11)	Dex 20 (+10)	Wis 11 (+5)	
Con 14 (+7)	Int 8 (+4)	Cha 6 (+3)	

TACTICS

The creatures here are disorganized and unprepared for an attack. Unless the adventurers take no precautions as they enter, they initially gain surprise.

The abyssal ghoul abandons its exploration of the torture equipment to respond to the sounds of fighting, bringing the drow horde ghouls with it. Once it finds the PCs, it attacks in a mad rage until it is destroyed.

The chwidenchas have come here to feast on the dead, though they aren't opposed to indulging on fresh meat. They don't respond to sounds of combat, but if they detect a creature within the 10-square range of their tremorsense, they emerge to fight. Each chwidencha makes a *scuttling charge*, then targets a lightly armored foe with *impaling claws*. If reduced to 10 hit points or fewer, each creature flees the area.

The mithrenda stays out of the thick of combat, using its *fling web* power against distant targets. An immobilized target is pulled adjacent with *drag*, then attacked with *hideous bite*.

The drow horde ghouls throw themselves at the PCs, desperate for the chance to feast on hot, flowing blood. They work in teams of two to maintain combat advantage, but all nearby ghouls break ranks and fall upon the first immobilized foe.

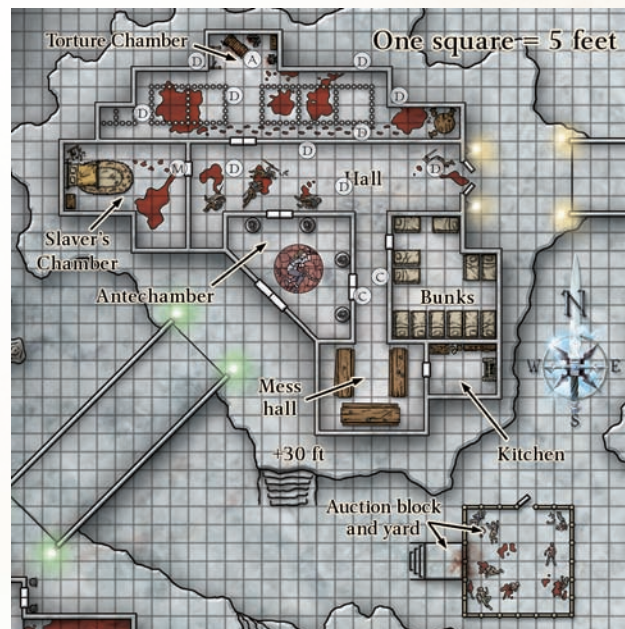
FEATURES OF THE AREA

Illumination: Bright light (magic torches) near both entrances. The interior of the building is dark.

Ceiling: 20 feet high.

Doors: All the doors within the building are open, but they can be locked with a DC 25 Thievery check.

Cages: It costs one extra square of movement to pass through the bent bars of the cages in the torture chamber. The bars provide cover to creatures on either side. Creatures on opposite sides of a cage have superior cover.



ENCOUNTER LII: TRAITOR'S VILLA

Encounter Level 16 (7,200 XP)

SETUP

Lareen, vampire lord (L)
1 sword wraith (W)
2 wailing ghosts (G)
8 drow vampire spawn (V)

Lareen, a priest of Lolth seduced by the power of Orcus, now serves as Zirithian's chief lieutenant in the cult of the demon prince. She eagerly awaits the moment when Zirithian's followers breach the outpost's inner defenses. She plans to sacrifice Matron Urvrain personally.

If the adventurers seek to ally with the drow, slaying Lareen is an excellent way to gain their goodwill. See "Dealing with the Drow" on page 10 of *Adventure Book One* for more information on this approach.

When the adventurers approach the villa, read:

This estate sits atop a 20-foot rise, its outer walls decorated with subtle carvings of graceful female drow and crawling spiders. The stone staircase leading up to a pair of closed iron doors has risers carved in the form of dwarves crushed beneath the weight of the steps they hold up.

When the adventurers enter the Hall of Whispers and can see, read:

Long scrim curtains of gray spider silk hang from the ceiling. The floor consists of pale marble shot through with veins of mauve.

Perception Check

DC 20: *Through the curtains, faint humanoid shapes stand statue-still, watching from the shadows.*

DC 25: *The air carries the faint tang of fresh blood.*

The vampire spawn do not attack until the adventurers reach the Temple of Blood.

When the PCs enter the Temple of Blood, show them "View of Lareen" on page 28 of *Adventure Book One* and read:

Six massive statues of Orcus flank the doors on both sides of this profane temple. A striking female drow stands near the far wall, her likeness reflected in a pool of dark blood at her feet. Dead drow lie alongside her, their throats ripped open. A circle on the floor behind her pulses with crimson light as she gazes upon you and smiles.

Lareen, Vampire Lord (L) Level 16 Elite Controller

Medium fey humanoid, drow (undead) XP 2,800

Initiative +14 **Senses** Perception +17; darkvision
HP 302; **Bloodied** 151; see *blood drain*
Regeneration 10 (regeneration does not function while the vampire lord is exposed to direct sunlight)
AC 30; **Fortitude** 26, **Reflex** 30, **Will** 28
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** radiant 10
Saving Throws +2
Speed 7
Action Points 1

⚡ **Touch of Grief** (standard; at-will)
+21 vs. AC; 2d6 + 8 damage, and the target is dazed until the end of Lareen's next turn.

✳ **Blood Feast** (standard; recharge ☞ ☞)
Area burst 2 within 10; +19 vs. Fortitude; 1d10 + 8 damage, and ongoing 5 damage (save ends). In addition, all undead within burst can shift 1 square.

⚡ **Blood Drain** (standard; recharges when an adjacent living creature becomes bloodied) ♦ **Healing**
Requires combat advantage; +18 vs. Fortitude; 2d12 + 8 damage, and the target is weakened (save ends), and Lareen regains 75 hit points.

➤ **Dominating Gaze** (minor; recharge ☞ ☞) ♦ **Charm**
Ranged 5; +18 vs. Will; the target is dominated (save ends, with a -2 penalty to the saving throw). *Aftereffect:* The target is dazed (save ends). Lareen can dominate only one creature at a time.

⬅ **Cloud of Darkness** (minor; encounter)
Close burst 1; This power creates a cloud of darkness that remains in place until the end of Lareen's next turn. The cloud blocks line of sight for all creatures except her. Any creature entirely within the cloud (except Lareen) is blinded until it exits.

☁ **Mist Form** (standard; encounter) ♦ **Polymorph**
Lareen becomes insubstantial and gains a fly speed of 12, but cannot make attacks. She can remain in mist form for up to 1 hour or end the effect as a minor action.

👤 **Eladrin Boots** (move; encounter) ♦ **Teleportation**
Lareen teleports 5 squares.

Alignment Chaotic evil **Languages** Common, Elven
Skills Bluff +21, Intimidate +21, Stealth +19
Str 12 (+9) **Dex** 22 (+14) **Wis** 18 (+12)
Con 15 (+10) **Int** 16 (+11) **Cha** 27 (+16)

Equipment eladrin boots

8 Drow Vampire Spawn (V) Level 12 Minion

Medium fey humanoid (undead) XP 175 each

Initiative +8 **Senses** Perception +6; darkvision
HP 1; a missed attack never damages a minion.
AC 26; **Fortitude** 23, **Reflex** 24, **Will** 23
Immune disease, poison; **Resist** 10 necrotic
Speed 7, climb 4 (spider climb)

⚡ **Claws** (standard, at-will) ♦ **Necrotic**
+18 vs. AC; 6 necrotic damage (8 necrotic damage against a bloodied target).

Destroyed by Sunlight
A vampire spawn that begins its turn in direct sunlight can take only a single move action on its turn. If it ends the turn in direct sunlight, it burns to ash and is destroyed.

Alignment Evil **Languages** Common, Elven
Str 14 (+7) **Dex** 16 (+8) **Wis** 12 (+6)
Con 14 (+7) **Int** 10 (+5) **Cha** 14 (+7)

Sword Wraith (W) **Level 17 Lurker**

Medium shadow humanoid (undead) XP 1,600

Initiative +19 **Senses** Perception +14; darkvision**HP** 90; **Bloodied** 45; see also *death strike***Regeneration** 10 (if the sword wraith takes radiant damage, regeneration is negated until the end of the sword wraith's next turn)**AC** 30; **Fortitude** 29, **Reflex** 30, **Will** 32**Immune** disease, poison; **Resist** 20 necrotic, insubstantial;**Vulnerable** 10 radiant (see also *regeneration* above)**Speed** fly 8 (hover); phasing; see also *shadow glide*⊕ **Shadow Sword** (standard; at-will) ♦ **Necrotic**
+20 vs. Reflex; 2d8 + 7 necrotic damage, and the target is weakened (save ends).⊕ **Death Strike** (when reduced to 0 hit points) ♦ **Necrotic**
The sword wraith shifts 4 squares and makes a melee basic attack, dealing an extra 2d8 necrotic damage on a hit.**Combat Advantage** ♦ **Necrotic**
The sword wraith deals an extra 2d6 necrotic damage against any target it has combat advantage against.**Shadow Glide** (move; encounter)
The sword wraith shifts 6 squares.**Spawn Wraith**
Any humanoid killed by a sword wraith rises as a free-willed sword wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.**Alignment** Chaotic evil **Languages** Common**Skills** Stealth +20**Str** 14 (+10) **Dex** 24 (+15) **Wis** 12 (+9)**Con** 18 (+12) **Int** 11 (+8) **Cha** 24 (+15)**2 Wailing Ghosts (Banshees) (G)** **Level 12 Controller**

Medium shadow humanoid (undead) XP 700 each

Initiative +8 **Senses** Perception +13; darkvision**HP** 91; **Bloodied** 45**AC** 23; **Fortitude** 23, **Reflex** 23, **Will** 24**Immune** disease, poison; **Resist** insubstantial**Speed** fly 6 (hover); phasing⊕ **Spirit Touch** (standard; at-will) ♦ **Necrotic**
+15 vs. Reflex; 1d10 + 2 necrotic damage.⌘ **Death's Visage** (standard; at-will) ♦ **Fear, Psychic**
Ranged 5; +15 vs. Will; 2d6 + 3 psychic damage, and the target takes a -2 penalty to all defenses (save ends).⚡ **Terrifying Shriek** (standard; recharge ⓧ ⓧ) ♦ **Fear, Psychic**
Close burst 5; targets enemies; +15 vs. Will; 2d8 + 3 psychic damage, the target is pushed 5 squares and is immobilized (save ends).**Alignment** Unaligned **Languages** Common**Skills** Stealth +13**Str** 14 (+8) **Dex** 15 (+8) **Wis** 14 (+8)**Con** 13 (+7) **Int** 10 (+6) **Cha** 17 (+9)**TACTICS**

Lareen opens combat by targeting the closest adventurers with *blood feast*. She then moves within 5 squares of a leader, spending an action point to use her *dominating gaze* power. She uses *touch of grief* each round until reduced to 15 hit points or fewer. She then flees for the safety of the portal and Location V1 (see below).

The sword wraith flanks with an allied creature,

maintaining combat advantage as it attacks with its *shadow sword*. It leaves weakened PCs to the wailing ghosts and the vampire spawn, using *shadow glide* to move through the melee in search of new targets.

The wailing ghosts rise up from the pool of blood, unleashing their *terrifying shriek*. While they wait for the power to recharge, they make *death's visage* attacks.

The vampire spawn flank individual adventurers to maintain combat advantage.

All these creatures are loyal to Lareen. Even if their master flees, they fight until destroyed.

FEATURES OF THE AREA**Illumination:** None.**Ceiling:** 30 feet high.

Curtains: Scrim curtains of tough gray spider silk (AC 10, Fortitude 8, Reflex 8, 10 hit points) hang from the ceiling to the floor where indicated, granting concealment. A character can pull a curtain to the floor as a standard action with a DC 15 Strength check.

Secret Doors: The secret doors offer access to the pleasure den and can be found with DC 25 Perception checks.

Massive Statues: Six statues of Orcus line the sides of the Temple of Blood, each standing 25 feet high and weighing several tons. Climbing a statue requires a DC 15 Athletics check.

Pool of Blood: The 3-foot-deep pool is difficult terrain.

Sacrificed Cultists: The remains of eight drow cultists lie on the floor to either side of the pool, having sacrificed themselves to create the portal to the Abyss.

Pleasure Den: This hidden chamber contains large, soft pillows and a jeweled chalice worth 750 gp.

Portal: The portal leads to Deadhold, a strange realm in the Shadowfell. Characters who pass through the portal arrive in Location V1 (see page 36).



ENCOUNTER L12: TEMPLAR CHAPEL

Encounter Level 15 (6,200 XP)

SETUP

- 1 web golem thresher (W)
- Maarth, drow assassin (M)
- 2 drow templars (T)

This chapel houses the drow templars, an order of holy knights dedicated to the Spider Queen. The attack on the outpost claimed several templars, leaving just those stationed in the temple (Location L14) and the pair here to carry on. In addition to the templars, a drow assassin named Maarth (a spy for Matron Urvrain) sought a safe haven here when the attack occurred.

See “Dealing with the Drow” on page 10 of *Adventure Book One* for diplomatic resolutions to this encounter.

When the adventurers approach the templar chapel, read:

A stout temple stands atop a 30-foot rise. A wide bridge connects it to the enclave. Stone statues situated around the outside of the dark building each represent a four-armed drow wearing plate armor and wielding two spears.

When the adventurers enter the chapel, read:

A sense of foreboding hangs over this chamber. In the center of the room stands what appears to be another statue, though this one is covered in thick webbing. Arrayed along the north wall are a series of carvings. Each portrays a grotesque female face whose open mouth spills a stream of dust to the floor. The dust disappears before it hits the ground.

Perception Check

DC 23: You notice the statue make subtle, almost imperceptible movements.

The web golem animates and attacks (possibly with surprise) if a creature other than a drow enters its reach.

When the adventurers enter the chapel, read:

The sense of foreboding you felt earlier increases as you enter this chamber. The floor here is tiled in midnight blue, and violet mats are spread across it. Against the northern wall, a black altar has been carved to resemble an enormous spider, its jeweled eyes sparkling in the dim light of the braziers here.

Web Golem Thresher (W)		Level 14 Elite Soldier	
Large natural animate (construct)		XP 2,000	
Initiative +16	Senses Perception +14; darkvision		
HP 284; Bloodied 142			
AC 30; Fortitude 25, Reflex 26, Will 21			
Saving Throws +2			
Speed 6, climb 6 (spider climb)			
Action Points 1			
⬇ Slam (standard; at-will)			
Reach 2; +21 vs. AC; 2d8 + 6 damage, and the target is marked until the end of the web golem thresher's next turn.			
⬇ Double Slam (standard; at-will)			
The web golem thresher makes two slam attacks.			
⬇ Catch and Release (immediate reaction, when a marked target shifts; at-will)			
Reach 2; +21 vs. AC; 1d8 + 6 damage, and the web golem thresher slides the target 5 squares and knocks it prone.			
⬅ Spit Web (standard; recharge ☞☞)			
Close blast 3; +19 vs. Reflex; the target is slowed (save ends). <i>First Failed Saving Throw:</i> The target is immobilized (save ends).			
Alignment Unaligned	Languages –		
Str 20 (+12)	Dex 25 (+14)	Wis 14 (+9)	
Con 22 (+13)	Int 5 (+5)	Cha 9 (+8)	

Maarth, Drow Assassin (M)		Level 16 Lurker	
Medium fey humanoid		XP 1,400	
Initiative +20	Senses Perception +14; darkvision		
HP 114; Bloodied 57			
AC 30; Fortitude 24, Reflex 28, Will 23			
Speed 7			
⬇ Dagger (standard; at-will) ⬇ Poison, Weapon			
+21 vs. AC; 2d4 + 8 damage, and shadow essence.			
☞ Dagger (standard; at-will) ⬇ Poison, Weapon			
Ranged 5/10; +21 vs. AC; 2d4 + 8 damage, and shadow essence.			
⬅ Cloud of Darkness (minor; encounter)			
Close burst 1; this power creates a cloud of darkness that remains in place until the end of Maarth's next turn. The cloud blocks line of sight for all creatures except Maarth. Any creature entirely within the cloud (except Maarth) is blinded until it exits.			
Combat Advantage			
The drow assassin deals an extra 2d6 damage on melee and ranged attacks against any target it has combat advantage against.			
Shadow Essence ⬇ Poison			
A creature hit by a weapon coated in shadow essence takes ongoing 5 necrotic damage (save ends). <i>First Failed Saving Throw:</i> The target is also weakened (save ends). <i>Second Failed Saving Throw:</i> The target is blinded until the end of the encounter.			
Alignment Chaotic evil	Languages Common, Elven		
Skills Intimidate +16, Stealth +21			
Str 19 (+12)	Dex 26 (+16)	Wis 13 (+9)	
Con 12 (+9)	Int 14 (+10)	Cha 16 (+11)	
Equipment leather armor, 8 daggers*			
* These weapons are coated in shadow essence.			

2 Drow Templars (T)	Level 16 Soldier
Medium fey humanoid	XP 1,400 each
Initiative +11 Senses Perception +15; darkvision	
HP 150; Bloodied 75	
AC 32; Fortitude 28, Reflex 22, Will 25	
Immune fear	
Speed 6	
⊕ Spear (standard; at-will) ♦ Weapon	
+23 vs. AC; 1d8 + 8 damage, and the target is marked until the end of the drow templar's next turn.	
‡ Fierce Rebuke (immediate interrupt, when an adjacent marked target shifts; at-will) ♦ Weapon	
Requires spear; +23 vs. AC; 2d8 + 8 damage, and the target is knocked prone.	
⚡ Wrath of Lolth (standard; recharges when first bloodied)	
Close burst 1; +21 vs. Fortitude; 1d10 + 4 poison damage, and ongoing 5 poison damage (save ends), and the target is pushed 1 square.	
Whispers of the Spider Queen	
A drow templar gains a +2 bonus to attack rolls against a bloodied target.	
Alignment Chaotic evil	Languages Common, Elven
Skills Intimidate +17, Stealth +9	
Str 24 (+15)	Dex 12 (+9)
Con 14 (+10)	Int 8 (+7)
Wis 15 (+10)	Cha 19 (+12)
Equipment plate armor, spear	

TACTICS

The web golem thresher uses *spit web* to slow the adventurers, then spends its action point to *double slam* an enemy. If it can, either by using *catch and release* or by herding a character, it tries to send enemies toward one of Lolth's mockeries (see "Features of the Area" for details).

The drow templars hear the sounds of fighting and rush down the hall of cells, pausing long enough to alert Maarth where he rests. The templars make *spear* attacks, reserving their *wrath of Lolth* power until they can target three or more PCs at once. They flank with the web golem if possible. If the web golem falls, both templars retreat to the chapel. In the chapel, they fight to the death.

The assassin Maarth works with the templars, flanking the weakest-looking melee combatant and attacking with his poisoned dagger. If bloodied, he uses *cloud of darkness*, then flees across the bridge to report the presence of the adventurers to Matron Urlvrain.

FEATURES OF THE AREA

Illumination: Darkness in the entrance hall and the cell block. Dim light in the chapel (from two braziers).

Ceiling: 20 feet high.

Lolth's Mockeries: The stone faces on the north wall of the chapel are conduits of divine power. Any creature that does not worship Lolth that enters or starts its turn in a square adjacent to one of the mockeries (any of the squares adjoining the north wall) is attacked: +18 vs. Will; 1d4 + 1 damage and the target takes a -2 penalty to attack rolls until the end of its next turn.

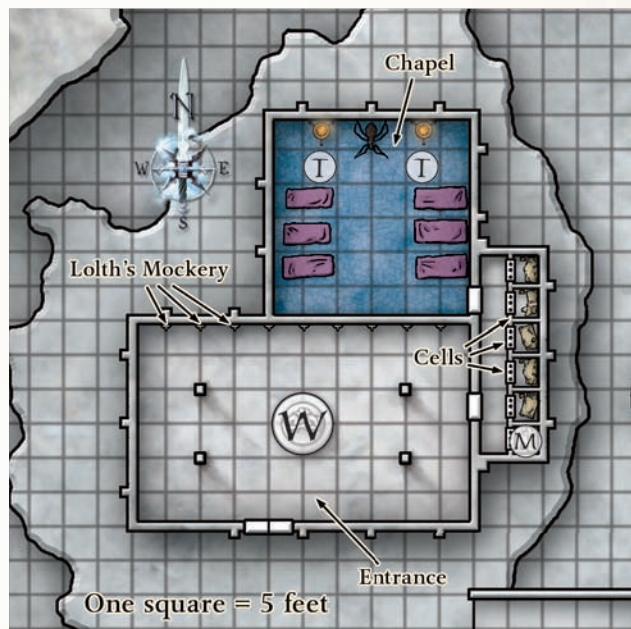
Lolth's Brutal Swarm	Level 17 Soldier
Large natural beast (spider, swarm)	XP 1,600
Initiative +18 Senses Perception +12; tremorsense 10	
Swarm Attack aura 1; Lolth's brutal swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.	
In addition, an enemy that enters or starts its turn in the aura is immobilized (save ends) by strands of clinging webs.	
HP 162; Bloodied 81	
AC 33; Fortitude 29, Reflex 32, Will 28	
Resist half damage from melee and ranged attacks; Vulnerable 10 against close and area attacks.	
Speed 8, climb 6 (spider climb)	
⊕ Swarm of Fangs (standard; at-will) ♦ Poison	
+22 vs. Reflex; 2d8 + 7 damage, and ongoing 10 poison damage (save ends).	
⚡ Venom Burst (standard; recharge ☞☞☞) ♦ Poison	
Close burst 3; +22 vs. Fortitude; enemies in burst take 3d10 + 6 poison damage, and are weakened (save ends).	
Alignment Chaotic evil	Languages –
Skills Stealth +21	
Str 20 (+13)	Dex 26 (+16)
Con 18 (+12)	Int 2 (+4)
Wis 18 (+12)	Cha 9 (+7)

Lolth's Altar: The spider-shaped altar in the chapel inspires worshippers of Lolth. Any drow or spiders that can see the altar have their resolve strengthened, gaining a +1 bonus to attack rolls.

A drow templar can use a standard action to pray beside the altar and summon forth Lolth's brutal swarm. If successfully summoned, adjust the XP award accordingly.

The altar's eight eyes are red spinels (worth 500 gp each). Resting atop it are a blackened +4 *magic holy symbol* and a silver cup studded with moonstones (worth 2,500 gp).

Cells: Each cell contains a bedroll, an ewer, and a prayer book filled with the scriptures of Lolth. In the northernmost cell are two *potions of vitality*.



ENCOUNTER L13: EMBATTLED RUINS

Encounter Level 15 (6,100 XP)

SETUP

1 ghoulish eyebiter (E)
 2 vrocks (V)
 12 drow horde ghouls (D)
 Abyssal breach (A)

The common folk of Phaervorul dwelled here, on the outskirts of the enclave. Homes and businesses are carved out from the huge stalagmites that dot the bluff. The assault hit this area hard, and the streets and shops are littered with the dead. Fighting still rages here, though it's more of a slaughter than a battle.

When the adventurers first enter the ruins, read:

Within a maze of stalagmites, hollowed stone has been turned into homes and shops. Roughly paved streets are strewn with filth, rubble, and the bodies of countless drow, the area as still as death. A shriek pierces the silence, followed by a flash of crimson light.

When a character first enters any building, read:

The hollowed-out stalagmite is strewn with broken furniture and corpses. Blood streaks its rough walls.

Use the poster map for this encounter. The players place their characters anywhere in the "PC Start zone." Don't place the monsters on the map until the adventurers can see them.

Divide the monsters into two squads of four drow horde ghouls and one vrock, plus one group of four drow horde ghouls and the ghoulish eyebiter. Roll initiative for each group. At the start of each round, choose and place one group in a separate "Monster Start Zone." By the end of the third round, all the creatures should be in play.

PRIME LOCATION

The map provided depicts the most likely place where this encounter might occur, but you can alter the location to throw a significant combat challenge at the PCs earlier in the adventure. Start in a different portion of the map, use your own map, or use *D&D Dungeon Tiles* to depict any portion of the enclave that you wish. Be sure to allow plenty of room for this encounter, though. At least 20 squares by 30 squares are needed to best accommodate the large number of minions featured in this combat.

2 Vrocks (V)		Level 13 Skirmisher	
Large elemental humanoid (demon)		XP 800	
Initiative +12		Senses Perception +13; darkvision	
HP 132; Bloodied 66; see also <i>spores of madness</i>			
AC 27; Fortitude 25, Reflex 23, Will 23			
Resist 10 variable (2/encounter; see glossary)			
Speed 6, fly 8; see also <i>flyby attack</i>			
⊕ Claw (standard; at-will)			
Reach 2; +18 vs. AC; 2d8 + 6 damage.			
↓ Flyby Attack (standard; at-will)			
The vrock flies up to 8 squares and makes one claw attack at any point during that movement. The vrock doesn't provoke opportunity attacks when moving away from the target of the attack.			
← Stunning Screech (standard; recharge [E])			
Close burst 3; deafened creatures are immune; +17 vs. Fortitude; the target is stunned until the end of the vrock's next turn.			
← Spores of Madness (free, when first bloodied; encounter) ♦ Poison			
Close burst 2; demons are immune; +16 vs. Will; 1d10 + 4 poison damage, and the target is dazed (save ends).			
Alignment Chaotic evil		Languages Abyssal	
Skills Bluff +15, Insight +13			
Str 23 (+12)	Dex 19 (+10)	Wis 15 (+8)	
Con 20 (+11)	Int 12 (+7)	Cha 19 (+10)	

Ghoulish Eyebiter (E)		Level 16 Controller (Leader)	
Medium elemental humanoid (undead)		XP 1,400	
Initiative +10		Senses Perception +11; darkvision	
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.			
HP 151; Bloodied 75; see also <i>dead blood</i>			
AC 30; Fortitude 28, Reflex 27, Will 29			
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant			
Speed 6, climb 6			
⊕ Serrated Claws (standard; at-will)			
+21 vs. AC; 1d8 + 6 damage, and ongoing 5 damage and slowed (save ends both).			
← Eye of Doresain (standard; recharge [E]) ♦ Necrotic			
Close blast 3; +19 vs. Fortitude; 3d6+8 necrotic damage, and the target is weakened (save ends). For every creature the ghoulish eyebiter hits with the attack, it gains 5 temporary hit points.			
← Deathly Snarl (standard; encounter)			
Close burst 2; undead allies remove a condition as if they had succeeded on a saving throw and can shift 2 squares. Those without a condition gain 10 temporary hit points and can shift 2 squares.			
← Dead Blood (free; when first bloodied and when reduced to 0 hit points) ♦ Necrotic			
Close burst 1; all enemies in the burst take 10 necrotic damage, and if the ghoulish eyebiter is still alive, they are dazed until the end of the ghoulish eyebiter's next turn.			
Rotten Harvest ♦ Conjuraton			
Whenever a creature weakened by a ghoulish eyebiter is reduced to 0 hit points, the ghoulish eyebiter conjures four horde ghouls. These minions appear in a space adjacent to the ghoulish eyebiter. The ghoulish eyebiter can have up to four horde ghouls at a time. The minions disappear if the eyebiter dies.			
Alignment Chaotic evil		Languages Abyssal, Common	
Skills Insight +16, Stealth +15			
Str 21 (+13)	Dex 15 (+10)	Wis 16 (+11)	
Con 15 (+10)	Int 12 (+9)	Cha 24 (+15)	

Abyssal Breach

Hazard

Level 12 Lurker

700 XP

The air above you is rent by a roiling mass of energy, flaring with unearthly light as it descends toward you.

Hazard: A shimmering cloud of raw energy reaches out to drag creatures to the Abyss, then returns them in the following round.

Perception

No check is necessary to notice the Abyssal breach.

Additional Skill: Arcana

◆ DC 21: The character recognizes the danger of the Abyssal breach before it attacks.

Initiative +8

Trigger

The Abyssal breach rolls initiative as soon any creature in the encounter area is bloodied.

Attack

Standard Action Ranged 20

Special: The breach fires a tendril of energy that passes through walls and other cover to target a bloodied creature.

Target: One bloodied creature

Attack: +17 vs. Reflex

Hit: 1d6 + 4 necrotic damage, and the target vanishes until the start of the Abyssal breach's next turn. Then the creature reappears and takes ongoing 5 necrotic damage (save ends).

Miss: Half damage, and the target does not disappear.

TACTICS

The drow horde ghouls swarm over the closest adventurer, flanking in teams of two or three to gain combat advantage.

The vrock uses *stunning screech* whenever possible to leave adventurers vulnerable to the drow ghouls' attacks. While waiting for that power to recharge, they target PCs immobilized by the ghouls with *flyby attacks*.

The ghoul eyebiter leads its force of horde ghouls into melee, using *eye of Doresain* as often as possible. While it waits for that power to recharge, it focuses claw attacks on a lightly armored foe, waiting for its *rotten harvest* power to conjure up more horde ghouls.

All these creatures fight until destroyed.

ABYSSAL BREACH

An abyssal breach generated by the foul idol of Orcus (see Encounter L9) has manifested over the destruction here. If the PCs have already destroyed the idol, this breach represents the last remnants of its dark energy.

FEATURES OF THE AREA

Illumination: Darkness in most shops and the streets. Every other round, the abyssal breach flares to shed dim light over the area.

Rubble, Debris, and Filth: These areas are difficult terrain.

Statue of Lolth: Dominating a clearing is an enormous statue of Lolth depicted as a female drider. Climbing the statue requires a DC 15 Athletics check. AC 25, Fortitude 23, Reflex 23, 500 hit points.

12 Drow Horde Ghouls (G)

Medium natural humanoid (undead)

Level 13 Minion

XP 200 each

Initiative +11

Senses Perception +7; darkvision

HP 1; a missed attack never damages a minion.

AC 25; Fortitude 22, Reflex 24, Will 20

Immune disease, poison; Resist 10 necrotic

Speed 8, climb 4

✚ Claws (standard; at-will)

+16 vs. AC; 6 damage, and the target is immobilized (save ends).

Alignment Chaotic evil

Languages Common, Elven

Skills Stealth +16

Str 17 (+8)

Dex 22 (+11)

Wis 14 (+7)

Con 18 (+9)

Int 13 (+6)

Cha 15 (+7)

Characters standing adjacent to the statue gain a +2 bonus to attack rolls against demons and undead. Regardless of their race or alignment, the Spider Queen favors those who fight against her enemies.

Buildings: If it becomes important to know what a particular building's purpose was prior to the attack, roll or choose from the following table.

d20	Buildings (Details)
1-10	Residence (tables, chairs, bed, shelves)
11-12	Tavern (tables, chairs, stools, bar)
13-14	Inn (beds, dressers, tables, chairs)
15-16	Mundane shop (chandler, dyer, tailor, and so on)
17-18	Mundane armorsmith or weaponsmith
19-20	Pleasure den (cushions, curtains)



ENCOUNTER L14: TEMPLE ENTRANCE

Encounter Level 17 (8,200 XP)

SETUP

- 1 drow priest (P)
- 3 drow templars (T)
- 1 drow arachnomancer (A)
- Gauntlet trap

The entrance to the temple of Lolth is under heavy guard. The main corridor is trapped, with a pair of drow templars standing watch at the double doors that lead deeper into the complex. A drow arachnomancer seeking refuge in the temple loiters in the corridor. A drow priest rests within her nearby cell, while a third templar stands guard over her.

See “Dealing with the Drow” on page 10 of *Adventure Book One* for information regarding a diplomatic resolution to this encounter.

Gauntlet Trap Level 14 Elite Obstacle 2,000 XP

This stretch of hallway is floored with dark-purple tiles. As you pass between the spider statues, a hail of poisoned darts streak toward you.

Trap: This trap consists of 12 squares containing pressure plates, as indicated on the map. When the trap is triggered, it attacks.

Perception

- ◆ DC 20: The character notices the tip of a dart protruding from the front of a spider statue.
- ◆ DC 25: The character identifies the first three pressure plates.

Trigger

When a creature enters or begins its turn in a square containing a pressure plate, the trap attacks that creature.

Attack

Free Action **Ranged 2**

Target: Creature on pressure plate

Attack: +17 vs. Reflex

Hit: 1d8 + 6 damage, and make a secondary attack against the same target.

Secondary Attack: +17 vs. Fortitude

Hit: 1d10 + 6 poison damage, and the target is dazed and takes ongoing 5 poison damage (save ends both).

Miss: Half damage, and no secondary attack.

Countermeasures

- ◆ A character who makes a successful Athletics check (DC 6 or DC 11 without a running start) can jump over a single pressure plate.
- ◆ A character who makes a successful DC 25 Strength check can topple one of the spider statues. Doing so neutralizes the trap in that square, but fills its square and all adjacent squares with rubble (difficult terrain).
- ◆ An adjacent character can disable a pressure plate with a DC 25 Thievery check.

Drow Priest (P) Level 15 Controller (Leader) XP 1,200

Medium fey humanoid

Initiative +9 **Senses** Perception +12; darkvision

Lolth's Authority aura sight; drow and spider allies in the aura gain a +1 bonus to attack rolls and a +2 bonus to damage rolls.

HP 139; **Bloodied** 69; see also *spider link*

AC 28; **Fortitude** 24, **Reflex** 26, **Will** 28

Speed 7

⬇ **Mace** (standard; at-will) ◆ **Weapon**

+18 vs. AC; 1d8 + 1 damage.

⊕ **Bite of the Spider** (standard, usable only while bloodied; at-will)

+17 vs. AC; 2d6 + 6 damage.

⚡ **Pain Web** (standard; at-will) ◆ **Necrotic**

Ranged 5; +18 vs. Reflex; 1d6 + 5 necrotic damage, and the target is immobilized and weakened (save ends both).

⚡ **Darkfire** (minor; encounter)

Ranged 10; +18 vs. Reflex; until the end of the drow priest's next turn, the target grants combat advantage to all attacks, and the target cannot benefit from invisibility or concealment.

✖ **Lolth's Wrath** (standard; recharge [3]) ◆ **Necrotic**

Area burst 5 centered on a bloodied and willing drow ally; the ally explodes, releasing a burst of spectral spiders that bite all enemies in range; +20 vs. Reflex; 4d8 + 5 necrotic damage. The drow targeted by this power is slain.

Spider Link (minor; at-will) ◆ **Healing**

The drow priest can transfer up to 22 points of damage she has taken to a spider or a drow within 5 squares of her. She cannot transfer more hit points than the creature has remaining.

Alignment Evil

Languages Abyssal, Common, Elven

Skills Bluff +17, Insight +17, Intimidate +19, Religion +15, Stealth +10

Str 12 (+8)

Dex 15 (+9)

Wis 21 (+12)

Con 11 (+7)

Int 16 (+10)

Cha 20 (+12)

Equipment chainmail, mace

3 Drow Templars (T) Level 16 Soldier XP 1,400 each

Medium fey humanoid

Initiative +11 **Senses** Perception +15; darkvision

HP 150; **Bloodied** 75

AC 32; **Fortitude** 28, **Reflex** 22, **Will** 25

Immune fear

Speed 6

⬇ **Spear** (standard; at-will) ◆ **Weapon**

+23 vs. AC; 1d8 + 8 damage, and the target is marked until the end of the drow templar's next turn.

⬇ **Fierce Rebuke** (immediate interrupt, when an adjacent marked target shifts; at-will) ◆ **Weapon**

Requires spear; +23 vs. AC; 2d8 + 8 damage, and the target is knocked prone.

⚡ **Wrath of Lolth** (standard; recharges when first bloodied)

Close burst 1; +21 vs. Fortitude; 1d10 + 4 poison damage, and ongoing 5 poison damage (save ends), and the target is pushed 1 square.

Whispers of the Spider Queen

A drow templar gains a +2 bonus to attack rolls against a bloodied target.

Alignment Chaotic evil

Languages Common, Elven

Skills Intimidate +17, Stealth +9

Str 24 (+15)

Dex 12 (+9)

Wis 15 (+10)

Con 14 (+10)

Int 8 (+7)

Cha 19 (+12)

Equipment plate armor, spear

Drow Arachnomancer (A)		Level 13 Artillery (Leader)	
Medium fey humanoid		XP 800	
Initiative +8	Senses Perception +13; darkvision		
HP 94; Bloodied 47			
AC 26; Fortitude 22, Reflex 24, Will 24			
Speed 7			
⬇ Spider Rod (standard; at-will)			
+16 vs. AC; 1d6 damage, and the target is immobilized (save ends); see also <i>Lolth's judgment</i> .			
➤ Venom Ray (standard; at-will) ⬇ Poison			
Ranged 10; +18 vs. Reflex; 2d8 + 3 poison damage, and ongoing 5 poison damage (save ends); see also <i>Lolth's judgment</i> .			
✳ Lolth's Grasp (standard; encounter) ⬇ Necrotic, Zone			
Area burst 4 within 10; webs full of spectral spiders cover the zone (drow and spiders are immune); +16 vs. Reflex; the target is restrained (save ends). The zone is difficult terrain until the end of the encounter. Any creature that starts its turn in the zone takes 10 necrotic damage.			
➤ Spider Curse (standard; encounter) ⬇ Necrotic			
Spectral spiders swarm over and bite the target: ranged 20; +16 vs. Will; 1d6 + 7 necrotic damage, and the target takes ongoing 5 necrotic damage and is weakened (save ends both); see also <i>Lolth's judgment</i> .			
⬅ Venom Blast (standard; encounter) ⬇ Poison			
Close blast 5; +14 vs. Fortitude; 2d6 + 10 poison damage. Miss: Half damage.			
⬅ Cloud of Darkness (minor; encounter)			
Close burst 1; this power creates a cloud of darkness that remains in place until the end of the drow arachnomancer's next turn. The cloud blocks line of sight for all creatures except the drow arachnomancer. Any creature entirely within the cloud (except the drow arachnomancer) is blinded until it exits.			
Lolth's Judgment (free, when the arachnomancer hits a target with a melee or a ranged attack; at-will)			
All spider allies within 20 squares of the arachnomancer gain a +2 bonus to attack rolls against the target until the end of the arachnomancer's next turn.			
Alignment Evil	Languages Common, Elven		
Skills Arcana +14, Dungeoneering +13, Intimidate +8, Stealth +10			
Str 10 (+6)	Dex 15 (+8)	Wis 14 (+8)	
Con 10 (+6)	Int 16 (+9)	Cha 11 (+6)	
Equipment robes, spider rod			

When the adventurers enter the temple, show them “View of the Temple of Lolth” on page 29 of *Adventure Book One* and read:

A wide corridor extends 50 feet, turning east and west before ending at a pair of double doors. Two armored figures stand to either side of the doors, though they appear to take no notice of your presence. Statues of spiders carved from black stone flank the corridor.

Unless they are targeted by ranged attacks, the armored templars remain where they are, waiting for intruders to pass through the gauntlet trap.

TACTICS

When the adventurers close for melee, the drow templars respond with *wrath of the Spider Queen* and spear attacks. The third templar stays with the drow priest but uses the same tactics. Once bloodied, a templar uses

its recharged *wrath of the Spider Queen* against the creature that bloodied it. It then stays close to as many PCs as possible, hoping to be chosen as the vessel for the priest's *Lolth's wrath* power.

The drow arachnomancer fights at range, using its *venom ray*, *spider curse*, and *Lolth's grasp* powers to harry PCs fighting the templars.

The drow priest joins the fight on the second round. She stays out of melee as long as possible, using *darkfire* against a powerful-looking melee combatant engaging the templars, then hitting other PCs with *pain web*. If a drow templar is reduced to 20 hit points or fewer, she uses *Lolth's wrath* to slay him and attack all PCs in range.

These drow fear the wrath of Matron Urlvrain, fighting to the death to defend her from enemies.

FEATURES OF THE AREA

- Illumination:** None.
- Ceiling:** 25 feet high.
- Gauntlet Trap:** See statistics on the previous page.
- Statues:** At each end of the east and west hall stand two towering statues of former drow matrons. Climbing a statue requires a DC 15 Athletics check.



ENCOUNTER L15: CHAMBERS OF SUFFERING

Encounter Level 16 (6,000 XP)

SETUP

- 1 yochlol tempter (Y)
- 2 ogre executioner (O)
- 1 drow demonbinder (D)
- 1 drow inquisitor (I)

Matron Urlvrain uses these chambers to punish those who displease her, and to extract information from suspected traitors. Her chosen instruments of torture are a yochlol demon (wearing the form of a beautiful drow priest), two hulking ogre executioner, a drow demonbinder, and a drow inquisitor. Any combat in Location L14 alerts the creatures here to the presence of intruders. However, while those in this chamber will prepare to meet the intruders should they get this far, they will not leave the chamber to aid the guardians in the temple entrance.

When the adventurers enter this area, read:

A massive torture chamber spreads before you, its stone floor spattered with gore. In the center of the room stands a great black wall, its surface carved with innumerable scenes of suffering. Two pits to either side of the wall are filled with implements of torment, and whipping posts to the east are hung with bloody manacles. On a walkway, two hulking ogres wearing executioner's hoods raise their massive axes. On the edge of the western pit, a male drow wearing a grinning mask watches you. A female drow in a gossamer gown rises from a bone throne on a high ledge to the west.

2 Ogre Executioners (O)		Level 14 Brute
Large natural humanoid		XP 1,000
Initiative +8	Senses Perception +9	
HP 173; Bloodied 86		
AC 26; Fortitude 28, Reflex 20, Will 21		
Speed 8		
⊕ Executioner's Blade (standard; at-will) ♦ Weapon		
Reach 2; +17 vs. AC; 1d12 + 9 damage, and the target is knocked prone. On a critical hit, the target takes ongoing 10 damage (save ends).		
Finish Him		
Against prone, immobilized, or restrained targets, the ogre executioner can score critical hits on attack rolls of natural 19 or 20.		
↓ Savage Cut (standard; encounter) ♦ Weapon		
Requires executioner's blade; reach 2; +17 vs. AC; 3d12 + 9 damage, and the target is dazed (save ends).		
Alignment Chaotic evil	Languages Elven, Giant	
Str 28 (+16)	Dex 12 (+8)	Wis 14 (+9)
Con 23 (+13)	Int 8 (+6)	Cha 8 (+6)
Equipment hide armor, executioner's blade		

Insight or Perception Check

DC 25: *As the drow priest advances, you see her glance at something out of sight behind the black wall.*

When the adventurers can see the other side of the central wall, read:

A staircase leads up to a pair of iron doors, each bearing the likeness of a bloated spider with the face of a female elf.

Yochlol Tempter (Y)	Level 17 Controller	
Medium elemental humanoid (demon, shapechanger)	XP 1,600	
Initiative +14	Senses Perception +18; darkvision	
HP 158; Bloodied 79		
AC 31; Fortitude 27, Reflex 29, Will 30		
Resist 10 poison		
Speed 6, climb 8 (spider climb)		
True Form		
A yochlol uses the following powers in its true form.		
⊕ Tentacle (standard; at-will)		
Reach 2; +22 vs. AC; 1d4 + 4 damage.		
↓ Amorphous Flurry (standard; at-will)		
Make four tentacle attacks. A target hit by two or more such attacks takes -4 penalty to Will defense (save ends).		
✱ Maddening Web (standard; recharge ☹ ☹ ☹) but only when bloodied) ♦ Psychic		
Area burst 2 within 10, enemies only; +21 vs. Reflex; target is immobilized and takes ongoing 5 psychic damage (save ends both).		
Drow Form		
A yochlol uses the following powers in drow form.		
⊕ Venom Bolt (standard; at-will)		
Ranged 10; +21 vs. Reflex; 1d6+5 damage, and target is slowed and takes ongoing 5 poison damage (save ends both).		
⊕ Spider Touch (standard; at-will)		
+21 vs. Reflex; 1d6+5 damage and ongoing 10 poison damage (save ends).		
↗ Seductive Glare (minor; recharge on miss or when target saves) ♦ Charm		
Ranged 10; +23 vs. Will; target is dazed (save ends). <i>First Failed Save:</i> Target is stunned (save ends). <i>Second Failed Save:</i> Target is dominated (save ends).		
Both Forms		
A yochlol uses the following power in both forms.		
Change Shape (minor; at-will) ♦ Polymorph		
The yochlol can alter its physical form to take on the appearance of a unique female drow or its true form.		
Alignment Chaotic evil	Languages Abyssal, Common, Elven	
Skills Bluff +20, Intimidate +20, Religion +17, Stealth +19		
Str 18 (+12)	Dex 23 (+14)	Wis 21 (+13)
Con 14 (+10)	Int 19 (+12)	Cha 24 (+15)

TACTICS

The yochlol temptress takes cover behind the throne as she uses *seductive glare* to neutralize an opponent. In the second round, she assumes her true form to use *maddening web* against the maximum number of enemies, then wades into melee with her *amorphous flurry*. If the PCs stay out of her reach, she switches to drow form to use *venom bolts* instead.

Drow Demonbinder (D) **Level 15 Skirmisher**

Medium fey humanoid (demon) XP 1,200

Initiative +12 **Senses** Perception +7; darkvision**HP** 153; **Bloodied** 76; see *hideous transformation***AC** 29; **Fortitude** 31, **Reflex** 27, **Will** 30**Resist** 10 variable (1/encounter; see *Monster Manual* page 282)**Speed** 7⬇ **Demon Rod** (standard; at-will) ♦ **Weapon**+20 vs. AC; 1d8 + 3 damage, and the target is dazed until the end of its next turn. **Miss:** The demonbinder can shift 1 square as a free action.➤ **Abyssal Blast** (standard; at-will)

Ranged 10; +18 vs. Reflex; 2d6 + 7 damage, and the target is dazed (save ends).

⬅ **Hideous Transformation** (immediate reaction, when first bloodied) ♦ **Fear**, **Polymorph**

Close burst 2; +18 vs. Will; target is stunned until the end of the demonbinder's next turn. In addition, the demonbinder can shift 3 squares.

Alignment Evil **Languages** Abyssal, Common, Elven**Skills** Arcana +17, Intimidate +13, Stealth +15**Str** 10 (+7) **Dex** 16 (+10) **Wis** 11 (+7)**Con** 25 (+14) **Int** 20 (+12) **Cha** 13 (+8)**Equipment** leather armor, demon rod**Drow Inquisitor (I)** **Level 15 Soldier**

Medium fey humanoid XP 1,200

Initiative +10 **Senses** Perception +17; darkvision**Despair (Fear)** aura 1; enemies within the aura take a -2 penalty to attack rolls, and marked enemies within the aura are slowed.**HP** 147; **Bloodied** 73**AC** 31; **Fortitude** 27, **Reflex** 23, **Will** 26**Speed** 6⬇ **Scourge** (standard; at-will) ♦ **Weapon**

Reach 2; +22 vs. AC; 1d8 + 6 damage, and the target is marked until the end of the drow inquisitor's next turn.

⬇ **Punishing Strike** (standard; at-will)

Marked target only; +20 vs. Fortitude; 2d8 + 6 damage, and ongoing 10 damage (save ends).

➤ **Darkfire** (minor; encounter)

Ranged 10; +20 vs. Reflex; until the end of the drow inquisitor's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.

⬇ **Not So Fast** (immediate interrupt, when a marked target moves or shifts; at-will)

+20 vs. Fortitude; the target is pulled 1 square and is dazed until the end of its next turn.

Sadistic Reward

During any round in which the drow inquisitor deals damage, it gains a +1 bonus to saving throws and attack rolls until the end of its next turn.

Alignment Evil **Languages** Common, Elven**Skills** Intimidate +16, Stealth +13**Str** 23 (+13) **Dex** 12 (+8) **Wis** 20 (+12)**Con** 19 (+11) **Int** 14 (+9) **Cha** 18 (+11)**Equipment** chainmail, light shield, scourge

The ogre executioners engage the closest PCs with *savage cut* attacks, then make *executioner's blade* attacks against the same target.

The drow demonbinder uses *abyssal blast* (with surprise if the PCs have not seen him), moving to keep targets at range. If pressed in melee, he uses *hideous*

transformation to stun attackers and shift away to make range attacks once more.

The drow inquisitor uses *darkfire* against the closest PC before closing to make *scourge* and *punishing strike* attacks.

Matron Urvrain has instructed her servants to allow no enemy to pass through the northern doors. All the creatures here fight to the death.

FEATURES OF THE AREA

Illumination: Dim light (from braziers).

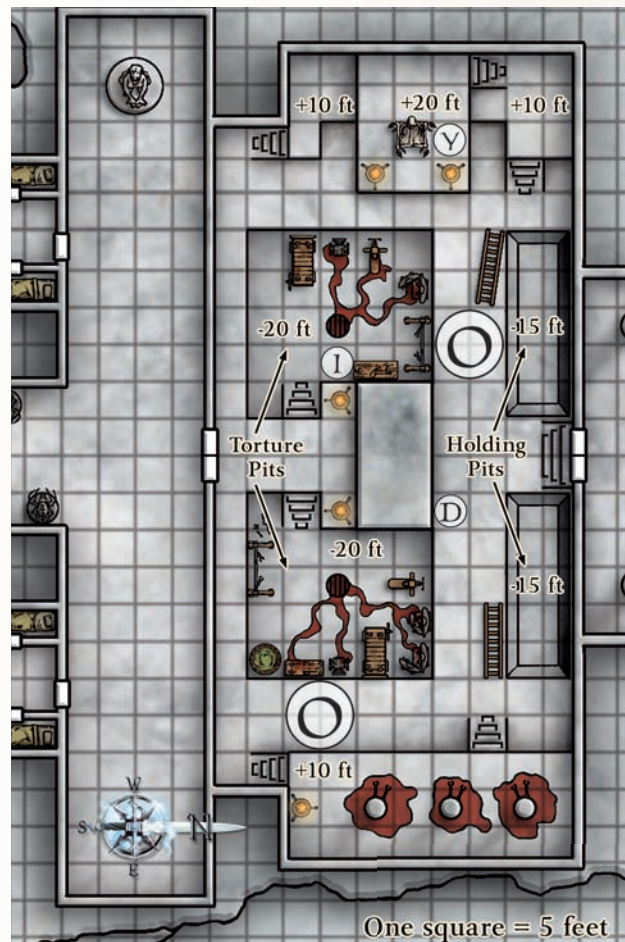
Ceiling: 35 feet high.

Ledges: Two ledges to the west are 10 feet above the floor, flanking a central ledge that rises 20 feet. To the east, a ledge rises 10 feet above the floor. Creatures falling from a ledge take 1d10 damage per 10 feet fallen.

Holding Pits: Each is 15 feet deep and has a ladder lying near its edge.

Torture Pits: Iron maidens, spiked chairs, racks, and other implements of torture are installed in these two pits. Grates at the center of each floor make for easy clean up. Each pit is 10 feet deep.

Bone Throne: From this ornate throne of human and elven bones, Matron Urvrain enjoys watching her executioner and inquisitor work.



ENCOUNTER L16: DEMON QUEEN'S VAULT

Encounter Level 17 (8,000 XP)

SETUP

Matron Urvrain (M)

1 draegloth (D)

2 cave widows (W)

1 venomscorched eidolon (E)

Matron Urvrain, a high priest of Lolth, leads the drow of Phaervorul. She spends most of her time in this area, emerging only to oversee the interrogation of prisoners in the Chambers of Suffering (Location L15).

When the adventurers enter this room, show them “View of the Drow Priest” on page 29 of Adventure Book One and read:

The doors open to reveal a large statue, blackened and dripping with putrid ooze. Beyond it, the chamber expands into a circular dome, a huge black pillar ringed with a spiral staircase at its far end. Two columns of pale blue flame burn before the pillar. A mosaic at the height of the dome shows a leering drow face, the ceiling around it strung with cocooned bodies that twist between two large black spiders prowling there. At the top of the pillar stands a masked drow female in chainmail, laughing as she looks down at you.

Although Matron Urvrain has no compunction against slaughtering the adventurers, she would rather use them for her own ends. Unless the PCs have fought their way here indiscriminately, she tries to parley before combat begins (see “Dealing with the Drow” on page 10 of Adventure Book One). If this fails, she gives the order to attack.

TACTICS

If diplomacy fails, Matron Urvrain uses *Lolth's rebuke* and *webs of madness* against the closest enemies, focusing on anyone attempting to climb the stairs. She trusts in her *wrath of the spider queen* power and her magic *mask of the matriarch* to keep her safe in melee combat. She summons forth *Lolth's brutal swarm* if the battle is going against her.

The draegloth uses *Lolth's blight* to hit the largest group of adventurers, then closes to melee range with *sweeping claw* and *quick bite* attacks.

The venomscorched eidolon spends an action point to use *toxic assault* against two different PCs in the first round of combat. It drops into its *unhallowed stance* when the cave widows first engage the adventurers, then continues with *toxic assault* attacks.

Matron Urvrain (M)		Level 16 Elite Controller
Medium fey humanoid, drow		XP 2,800
Initiative +12	Senses Perception +16; darkvision	
Lolth's Authority aura 5; drow and spider allies in the aura gain a +1 bonus to attack rolls and a +2 bonus to damage rolls.		
HP 304; Bloodied 152; see also <i>spider link</i>		
AC 32; Fortitude 25, Reflex 30, Will 30		
Saving Throws +2		
Speed 7		
Action Points 1		
⚔ Mace (standard; at-will) ♦ Weapon		
+21 vs. AC; 1d8 + 4 damage.		
⚔ Wrath of the Spider Queen (immediate reaction, when hit by a melee attack; at-will)		
+21 vs. AC; 1d6 + 2 damage.		
✳ Webs of Madness (standard; at-will) ♦ Psychic		
Area burst 2 within 20; +19 vs. Reflex; 2d10 + 9 psychic damage, and the target is dazed and slowed (save ends both).		
✳ Lolth's Rebuke (minor; recharge ☞☞) ♦ Poison		
Area burst 1 within 10; +19 vs. Will; target is weakened and dazed (save ends both). If the target is slain while weakened and dazed, it explodes in a burst 3: +17 vs. Reflex; 3d6 + 7 poison damage.		
☞ Darkfire (minor; encounter)		
Ranged 10; +19 vs. Reflex; until the end of Matron Urvrain's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.		
🕸 Spider Link (minor; at-will) ♦ Healing		
Matron Urvrain can transfer up to 75 damage she has taken to a spider or drow within 5 squares of her. She cannot transfer more hit points than the creature has remaining.		
Mask of the Matriarch (immediate interrupt, when Matron Urvrain is targeted by a melee attack; encounter) ♦ Fear		
The target moves its speed away from Matron Urvrain.		
Alignment Chaotic evil		Languages Abyssal, Common, Elven
Skills Bluff +19, Insight +21, Intimidate +19, Religion +21, Stealth +17		
Str 14 (+10)	Dex 18 (+12)	Wis 27 (+16)
Con 16 (+11)	Int 26 (+16)	Cha 22 (+14)
Equipment chainmail, mace, <i>mask of the matriarch</i> , 2 <i>potions of vitality</i>		

2 Cave Widows (W)		Level 14 Skirmisher
Medium natural beast (spider)		XP 1,000 each
Initiative +13	Senses Perception +16; tremorsense 10	
HP 144; Bloodied 72		
AC 28; Fortitude 26, Reflex 23, Will 21		
Resist 10 poison		
Speed 6, climb 4 (spider climb)		
⚔ Bite (standard; at-will) ♦ Poison		
+19 vs. AC; 2d6 + 5 damage, and the cave widow can make a secondary attack against the target. <i>Secondary Attack</i> : Blood drain, +17 vs. Fortitude; target is weakened (save ends).		
Driven by Pain (immediate reaction, when damaged; at-will)		
A cave widow shifts 3 squares.		
Alignment Unaligned		Languages –
Skills Stealth +16		
Str 20 (+12)	Dex 19 (+11)	Wis 14 (+9)
Con 24 (+14)	Int 1 (+2)	Cha 7 (+5)

Draegloth (D)		Level 13 Elite Brute
Large elemental humanoid (demon)		XP 1,600
Initiative +10	Senses Perception +11; darkvision	
HP 316; Bloodied 158		
AC 27; Fortitude 25, Reflex 22, Will 21		
Resist variable 10 (1/encounter; see <i>Monster Manual</i> page 282)		
Saving Throws +2		
Speed 6, jump 5		
Action Point 1		
⬇ Claws (standard; at-will)	Reach 2; +16 vs. AC; 3d6 + 7 damage; see also <i>quick bite</i> .	
⬇ Quick Bite (free, when the draegloth hits with a claw attack; at-will)	Reach 2; +16 vs. AC; 1d6 + 7 damage.	
⬇ Sweeping Claw (standard; at-will)	The draegloth makes two claw attacks.	
⤵ Darkfire (minor; encounter)	Ranged 10; +14 vs. Reflex; until the end of the draegloth's next turn, the target grants combat advantage to all attackers, and the target cannot benefit from invisibility or concealment.	
⚡ Lolth's Blight (standard; encounter) ♦ Necrotic	Area burst 4 within 20; targets enemies; +14 vs. Will; 2d6 + 3 necrotic damage, and the target is dazed (save ends). <i>Miss</i> : Half damage, and the target is not dazed.	
⬅ Cloud of Darkness (minor; encounter) ♦ Zone	Close burst 1; this power creates a zone of darkness that remains in place until the end of the draegloth's next turn. The zone blocks line of sight for all creatures except the draegloth. Any creature entirely within the area (except the draegloth) is blinded.	
Alignment Chaotic evil	Languages Abyssal, Elven	
Skills Religion +12, Stealth +15		
Str 24 (+13)	Dex 19 (+10)	Wis 10 (+6)
Con 18 (+10)	Int 12 (+7)	Cha 16 (+9)

The cave widows attack from the walls, focusing on a single target with the idea of making a quick kill. They abandon their prey if any characters climb the stairs, using *driven by pain* if possible to shift past defenders, then climbing the stairs to defend Matron Urlvrain.

All the creatures here fight to the death.

FEATURES OF THE AREA

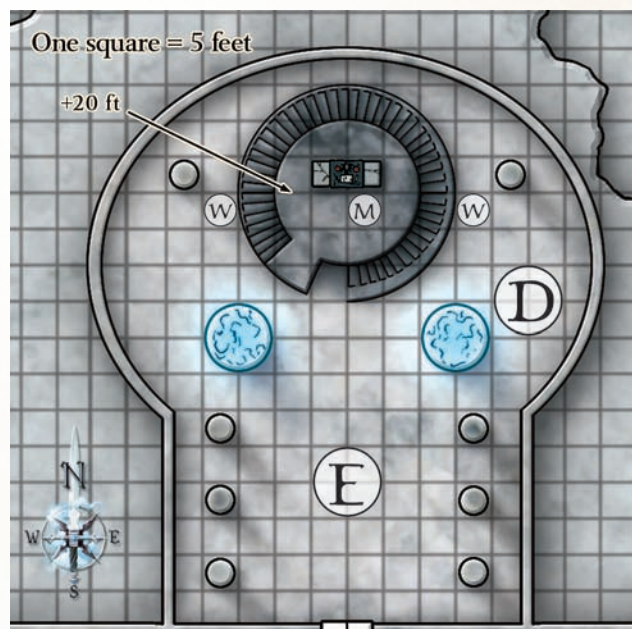
Illumination: Dim light cast by the pillars of unholy flame.

Ceiling: 35 feet high between the entrance columns. The dome rises to 75 feet high.

Pillars of Unholy Flame: These columns of magic blue fire shoot up to the ceiling. Evil creatures adjacent to a pillar of unholy flame can add the necrotic keyword to their melee attacks. Creatures entering a pillar of unholy flame take 10 necrotic damage and ongoing 10 necrotic damage (save ends).

Black Pillar: The black pillar rises 50 feet, a spiral staircase winding around it. The steep rise of the steps makes the stairs difficult terrain. The stairs have no railing. A creature that falls from the stairs takes 1d10 damage per 10 feet fallen.

Venomscorched Eidolon (E)		Level 13 Elite Controller
Large natural animate (construct)		XP 1,600
Initiative +8	Senses Perception +9	
Fearless Followers aura 5; allies in the aura are immune to fear.		
HP 264; Bloodied 132		
AC 30; Fortitude 28, Reflex 22, Will 23		
Immune disease, fear, sleep		
Saving Throws +2		
Speed 5		
Action Points 1		
⬇ Slam (standard; at-will)	Reach 2; +19 vs. AC; 2d8 + 6 damage.	
⬇ Toxic Assault (standard; at-will) ♦ Poison	The eidolon makes two slam attacks. If both slam attacks hit the same target, the eidolon makes a secondary attack. <i>Secondary Attack</i> : Close burst 1; +17 vs. Fortitude; 1d8 + 3 poison damage and the target is slowed (save ends).	
⤵ Toxic Rebuke (immediate reaction, when an enemy attacks the eidolon while <i>unhallowed stance</i> is active) ♦ Poison	Ranged 20; +17 vs. Reflex; 2d8 + 5 poison damage. <i>Miss</i> : Half damage. This attack does not provoke opportunity attacks.	
⤵ Storm of Death (immediate reaction, when an enemy kills one of the eidolon's allies in the eidolon's line of sight; at-will) ♦ Necrotic	Ranged 20; +17 vs. Reflex; 1d6 + 5 necrotic damage, and the target is blinded and takes ongoing 5 necrotic damage (save ends both). This attack does not provoke opportunity attacks.	
Unhallowed Stance (standard; at-will) ♦ Poison	The eidolon assumes a meditative stance. Until the end of its next turn, the eidolon gains resist 20 to all damage, and all allies in its line of sight deal an extra 1d8 poison damage on their melee attacks. If the eidolon moves, the effect ends.	
Alignment Evil	Languages –	
Str 22 (+12)	Dex 14 (+8)	Wis 16 (+9)
Con 20 (+11)	Int 7 (+4)	Cha 11 (+6)



Altar: At the top of the pillar stands an altar to Lolth.
Massive Columns: Eight massive columns support the ceiling overhead. The columns provide cover to anyone standing beside them.

Treasure: A small wooden coffer hidden inside the altar (DC 22 Perception check to find) contains 100 pp.

ENCOUNTER VI: BRIDGE OF WEBS

Encounter Level 17 (8,800 XP)

SETUP

2 bodak reavers (B)
2 abyssal ghouls (G)
Starrval, cambion hellfire magus (S)

When the adventurers travel through the portal found in the Lareen's villa (Encounter L11), they arrive at this strange bridge of webs. Spider minions of Lolth spun this bridge to connect Phaervorul to Deadhold, allowing the drow to keep a watchful eye over their enemies' domain. Now, the bridge has become a staging ground for Zirithian's forces.

The adventurers enter this area through the double doors (representing the portal) at the map's northeast corner.

When the adventurers pass through the portal, show them "View of the Bridge of Webs" on page 30 of *Adventure Book One* and read:

You stand upon a stone platform suspended in a great void. Ahead of you, a bridge seemingly spun from spider webs stretches to another stone platform below. Three other platforms are linked to the lower landing by similar bridges. Indistinct figures stand on these distant platforms. Tiny spiders swarm through the webbing. On the platform directly across from you is a strange black orb, its surface traced by flashes of crackling yellow energy.

TACTICS

Zirithian left a small group of elite guards here to watch over the bridge, including an ambitious cambion named Starrval. Starrval is an outcast from the legions of Asmodeus who dwelled in Phaervorul for a time.

Starrval keeps his distance from the adventurers, remaining near the orb so that he can harass them with spells. He focuses *hellfire ray* on fighters, paladins, and other well-armored combatants. He uses *soulscorch* only if two or more PCs are close enough together to be caught in the burst. Though the cambion hopes to take his place atop the hierarchy Zirithian will establish after he becomes an exarch, he is too ambitious to risk his life for the vampire. If he is bloodied and the bodaks are defeated, he surrenders to the adventurers.

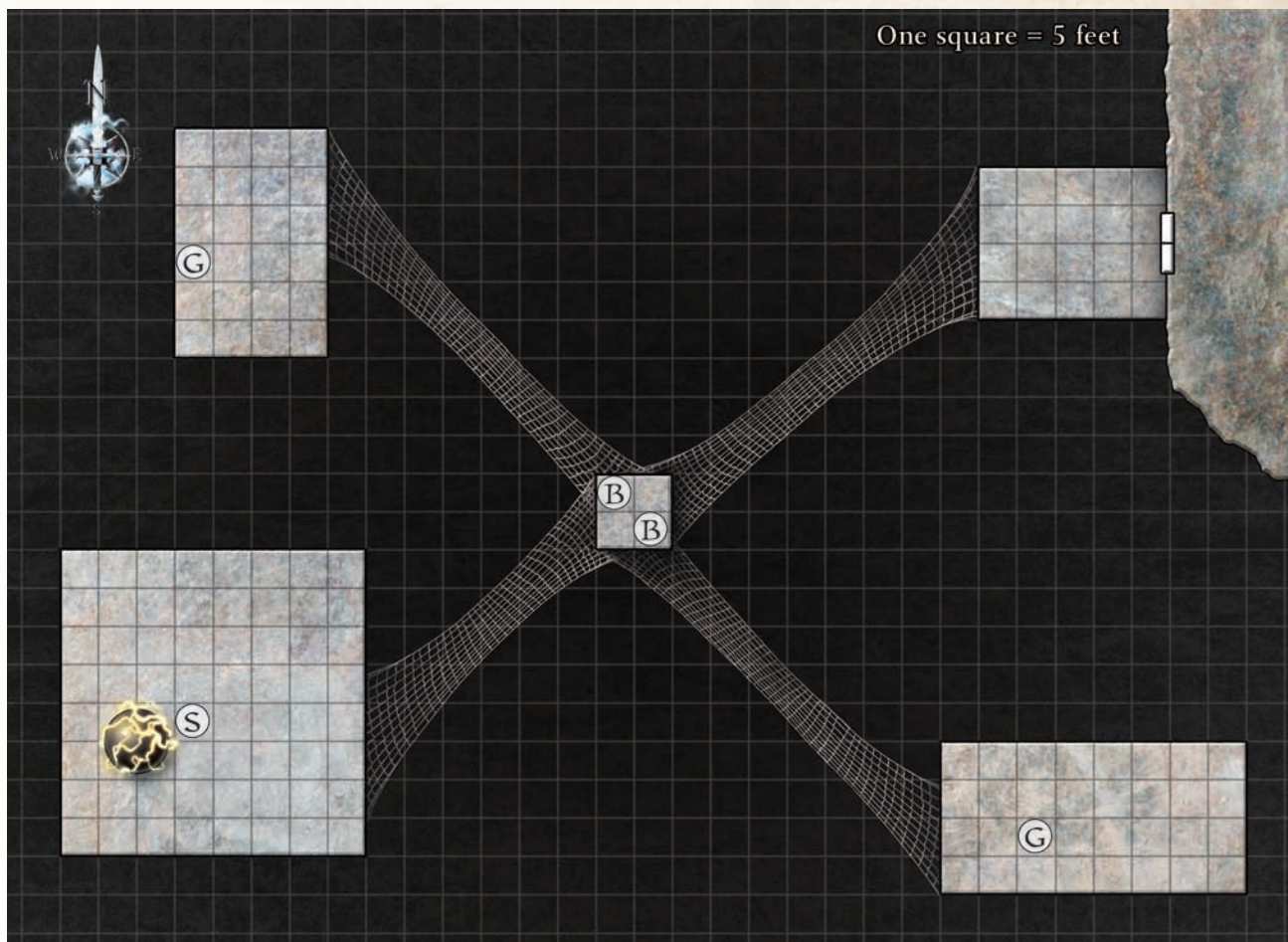
If taken prisoner, Starrval claims that he can help the party enter the city of Hordethrone. In truth, the cambion plans to accompany the PCs only past the Keeper and through the desert (Encounters V2 and V3). He then alerts the guards at the bridge (Encounter V4) to the party's presence, once again joining in to fight against the PCs.

2 Bodak Reavers (B)		Level 18 Soldier
Medium shadow humanoid (undead)		XP 2,000 each
Initiative +16	Senses Perception +17; darkvision	
Agonizing Gaze (Fear, Gaze, Necrotic) aura 5; a creature in the aura that makes a melee or a ranged attack against the bodak reaver takes 5 necrotic damage before the attack roll is made and takes a -2 penalty to the attack roll.		
HP 175; Bloodied 87		
AC 31; Fortitude 31, Reflex 30, Will 31		
Immune disease, poison; Resist 20 necrotic; Vulnerable 5 radiant; a bodak reaver that takes radiant damage can't weaken a target until the end of its next turn.		
Speed 5		
⬇ Greataxe (standard; at-will) ⬆ Necrotic, Weapon		
+23 vs. AC; 1d12 + 6 damage (crit 2d12 + 18) plus 1d8 necrotic damage, and the target is dazed and weakened (save ends both).		
↘ Death Gaze (standard; encounter) ⬆ Gaze, Necrotic		
Ranged 10; targets a living creature; +20 vs. Fortitude; if the target is weakened, it is reduced to 0 hit points; otherwise, the target takes 1d6 + 6 necrotic damage and loses a healing surge.		
Death Drinker		
If a living creature is reduced to 0 hit points within 5 squares of the bodak reaver, the reaver gains a +1 bonus to attack rolls until the end of its next turn, as well as 15 temporary hit points.		
Alignment Evil	Languages Common	
Str 22 (+15)	Dex 21 (+14)	Wis 16 (+12)
Con 23 (+15)	Int 10 (+9)	Cha 23 (+15)
Equipment plate armor, greataxe		

2 Abyssal Ghouls (G)		Level 16 Skirmisher
Medium elemental humanoid (undead)		XP 1,400 each
Initiative +16	Senses Perception +10; darkvision	
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.		
HP 156; Bloodied 78; see also <i>dead blood</i>		
AC 30; Fortitude 30, Reflex 29, Will 25		
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant		
Speed 8, climb 4		
⬇ Bite (standard; at-will)		
+21 vs. AC; 2d8 + 7 damage, and the target is immobilized (save ends). If the target is a living creature that is already immobilized, stunned, or unconscious, the bite deals an extra 2d6 damage.		
↙ Dead Blood (when reduced to 0 hit points) ⬆ Necrotic		
Close burst 1; all enemies in the burst take 10 necrotic damage.		
Alignment Chaotic evil	Languages Abyssal	
Skills Stealth +19		
Str 24 (+15)	Dex 22 (+14)	Wis 15 (+10)
Con 20 (+13)	Int 16 (+11)	Cha 10 (+8)

The bodak reavers hold their position on the central platform, content to wait for the adventurers to come to them. If the PCs do not approach the central platform, the bodaks fall back, hoping to lure characters onto the bridge so the ghouls can launch their ambush.

The abyssal ghouls remain in hiding unless they are spotted (DC 29 Perception check to see them), waiting until the first PCs make it to the central platform before they rush into melee. If the PCs linger near the portal



for more than 2 rounds, the ghouls break from hiding and close to attack.

Cambion Hellfire Magus (S)		Level 18 Artillery
Medium immortal humanoid (devil)		XP 2,000
Initiative +14	Senses Perception +13; darkvision	
HP 130; Bloodied 65		
AC 30 (34 against ranged attacks); Fortitude 27, Reflex 30 (34 against ranged attacks), Will 32		
Resist 15 fire		
Speed 6, fly 8 (clumsy)		
⚔ Quarterstaff (standard; at-will) ♦ Weapon +20 vs. AC; 1d8 + 2 damage.		
☞ Hellfire Ray (standard; at-will) ♦ Fire Ranged 20; +22 vs. Reflex; 2d8 + 8 fire damage, and the target is knocked prone.		
✱ Soulscorch (standard; recharge ☞☞☞) ♦ Fire Area burst 1 within 10; +22 vs. Reflex; 1d10 + 8 fire damage, and ongoing 5 fire damage (save ends).		
Soul Mantle A mantle of soul energy protects the hellfire magus, giving it a +4 bonus to AC and Reflex defense against ranged attacks (already included in its statistics).		
Alignment Evil	Languages Common, Supernal	
Skills Arcana +20, Bluff +22, Diplomacy +22		
Str 14 (+11)	Dex 20 (+14)	Wis 19 (+13)
Con 16 (+12)	Int 22 (+15)	Cha 27 (+17)
Equipment robes, quarterstaff		

FEATURES OF THE AREA

Illumination: Dim light for 10 squares around the sphere of Deadhold, darkness everywhere else.

The Pit: The web bridges hang over a folded portion of interplanar space that appears to the adventurers as a bottomless pit. A creature knocked off the bridge falls into the black void. However, at the start of its next turn, it plummets from above to land in the last square it occupied before falling. The creature takes 2d10 damage and is knocked prone, but can then take its turn as normal.

Web Bridges: Though built of seemingly fragile webbing, the bridges are immune to attacks and damage. Any creature standing on a web bridge that does not move on its turn takes 1d10 + 8 poison damage from the spiders that swarm there.

Stone Platforms: An innate magical property keeps these platforms suspended in the void. They are immune to attacks and damage.

The Sphere of Deadhold: This large black sphere is the final portal to Deadhold. As a move action, a creature can force its way into the sphere and be transported to Location V2.

Treasure: Caught in the webbing leading to the northwest platform (DC 25 Perception check to spot) is a wrapped *dragondaunt shield* (paragon tier) and a small sack filled with two 1,000 gp gems.

ENCOUNTER V2: THE KEEPER

Encounter Level 16 (7,000 XP)

The Keeper is an enigmatic figure charged by Orcus with watching over Deadhold. The Keeper waits on the opposite side of the portal contained within the black sphere in Location V1. The Keeper is charged with testing all those who seek to enter Deadhold. However, his allegiance to Orcus is not as strong as the adventurers might at first be led to believe.

SETUP

When the characters step through the sphere-portal in Encounter V1, they arrive in Deadhold. Information on this strange realm is found on page 42.

When the adventurers emerge from the portal, show them “View of the Keeper” on page 31 of *Adventure Book One* and read:

You stand atop a stone platform next to an exact duplicate of the sphere you stepped through at the web bridge. Around you, a desert of gray sand and ash stretches as far as you can see. A dull sun hangs in the sky above you, its light obscured by a thick layer of clouds, but its heat no less oppressive. A faint breeze reluctantly stirs the air, bringing with it the stench of decay. In the distance, you hear the faint sound of untold voices crying out in torment.

The short, hunched figure of a human male stands at the base of the platform. He is clad in tattered robes, clutching a staff that ends in a curved fork. Floating between its tines is a severed human hand. A bell dragging behind the figure is attached to an iron chain wrapped around his neck.

The human bows as he speaks. “I am the Keeper. Welcome to Deadhold, travelers.”

THE KEEPER

The Keeper is a sentient shard of the essence of Deadhold. While he appears to be human, he is so much more. The Keeper has been tasked with watching over this realm since Orcus created it. He has complete knowledge of everything that occurs here, knows the name and origin of every zombie kept penned within the Sea of Rot, and keeps careful account of every sacrifice offered to the demon prince.

The Keeper serves to enforce Orcus’s will. As such, it is his responsibility to turn away those without legitimate business in the realm. However, the Keeper chafes under Orcus’s rule, and with each passing year, he yearns more strongly to rebel and seize Deadhold for himself. After millennia of service, he is on the verge of attempting a bid for power.

THE KEEPER’S TEST

This encounter with the Keeper takes the form of a skill challenge. The Keeper wants to test the adventurers, determine their strength, and forge a pact with them that might aid his efforts to break free of Orcus’s control.

SETUP

The Keeper seeks the help of the adventurers in seizing control of Deadhold. He offers to guide them through this horrid realm in return for their assistance.

Complexity: 5 (requires 12 successes before 3 failures).

Primary Skills: Arcana, Diplomacy, Religion.

Arcana (DC 20): A character skilled in an understanding of magic gains the Keeper’s respect. By making a successful Arcana check, a character can glean information regarding the nature of this strange realm. With each successful check, relay some of the information from page 42 as you see fit.

Diplomacy (DC 13): The Keeper is eager to strike a deal, and a savvy character can use that eagerness to good advantage. Each success indicates that the Keeper is more and more willing to talk, and if the PCs gain three successes with this skill the Keeper offers them a bargain (see below).

Religion (DC 20): The Keeper’s essence consists of knowledge and lore. With a successful check, a character can earn the Keeper’s respect by engaging in conversation regarding the Astral plane, the relationship between gods and demons, and the characteristics of Deadhold.

Other Skills: Bluff, Insight.

Bluff (DC 20): His endless servitude has left the Keeper overly eager to strike a deal. The PCs can gain a single success in this skill challenge using a Bluff check. Thereafter, a successful Bluff check grants a +2 bonus to the next Diplomacy check made in this challenge.

Insight (DC 25; 1 check allowed): Getting a read on the Keeper’s alien mind is difficult, since he is not a mortal creature. A character who succeeds on this check intuits that the Keeper wants to use the party to help him betray Orcus. All further skill checks in this challenge gain a +2 bonus. On a failed check, the Keeper convinces the PC of his complete loyalty to Orcus, giving all PCs a -2 penalty to skill checks for the rest of this challenge.

THE KEEPER'S GAMBIT

The Keeper is an active participant in this skill challenge, and he does not simply wait for the adventurers to speak to him. During the course of the challenge, he might take any of the actions detailed below.

Demand of Knowledge: If a character seems reluctant to attempt any skill checks during the challenge, the Keeper demands that he or she speak. That character must be the next PC to make a check as part of the challenge.

A Sacrifice: The Keeper grows strong from sacrifices made to him. If an NPC accompanies the party (including Starrval, if he was taken prisoner), the Keeper demands that character's life essence. If the adventurers hand over an NPC, the Keeper drains the NPC's life force, killing the NPC. Though this sacrifice gains the adventurers favor in the Keeper's eyes, it also diminishes his view of their mettle. The party gains one success and one failure in the skill challenge for using this tactic.

The Bargain: Once the adventurers have made three successful Diplomacy checks in the challenge, the Keeper offers to let them pass without harm if they agree to acquire the sword *Nightbringer* from Zirithian and plunge the weapon into the eye of Orcus. "You will know the time to strike when it appears before you." If they agree to this bargain, the adventurers automatically complete the skill challenge (see "Victory" below). Dark energy flashes from the Keeper to momentarily send a tingle through each character and cause their eyes to glow briefly before things return to normal. Full details on the repercussions of this bargain appear in Encounter V12, starting on page 62.

CONCLUSION

The results of this skill challenge are listed below.

Victory: If the adventurers attain 12 successes before 3 failures, or if they agree to the Keeper's bargain, they successfully complete the skill challenge. The Keeper allows the adventurers to enter Deadhold, confident that their mission will disrupt Orcus's plans and aid his own. In exchange for their implicit aid, he grants them a boon protecting them from one of the dark curses of Deadhold (see below).

Defeat: If the adventures attain 3 failures before 12 successes, this skill challenge defeats them. The Keeper grants the adventurers entry into Deadhold as above, but their failure to impress him means that he grants them no boon to aid them in their quest. Five times during their stay in Deadhold, a creature slain by a PC rises on its next turn as an abyssal ghoul (use the statistics on page 36). You can use this option up to twice per encounter. The PCs gain XP for defeating these ghouls, in addition to whatever else the challenge throws at them.

DARK CURSES OF DEADHOLD

Many of the locations in this dark realm throw off curses that can wreak havoc with living creatures. If the adventurers accepted the Keeper's bargain, he provides them with an ancient copper coin, its surfaces worn almost smooth. "When one of the dark curses targets you," the Keeper explains, "present this ancient coin. It will absorb the curse and protect you from its effects."

The PCs can use the coin once. It cancels out a single dark curse of their choosing. It can be used immediately upon being targeted by a curse, or it can be used at anytime during an encounter to cancel a curse's effects. Once used, the ancient coin crumbles into copper dust.

See page 42 for details on the dark curses of Deadhold.



ENCOUNTER V3: INTO THE WASTELAND

Encounter Level 17 (8,000 XP)

SETUP

Whether the adventurers mollify the Keeper, anger him, or enter into a formal alliance with him, they are free to venture into the desert of Deadhold. In the distance lies Hordethrone, the outpost from which Zirithian rules. If the characters ask the Keeper for aid or insight, he tells them (whether helpfully or scornfully) that their destiny lies there.

This skill challenge represents the characters' journey from the sphere that allowed them entry to Deadhold to the dark outpost where Zirithian now dwells.

As the adventurers begin their journey, read:

Though the sky above is strewn with cloud, an oppressive, choking heat tears at you as you make your way across the desert. The ashen sand varies from gray to white to a dull yellow. Here and there, skulls and shattered bones poke through the dunes. In the distance, a small settlement rises from a wide plateau, surrounded by what looks like a river of shadow. Growing louder with every step you make, the cries of suffering rise from the area around the river.

The settlement is cloaked in what appears to be a shimmering haze of desert heat. However, even as you approach, you can make out the true nature of that dark stain—the air above the outpost is thick with an endless swarm of flies.

THE JOURNEY

Walking across the wastelands of Deadhold is no easy task. Heat, the threat of necromantic storms, swarms of flesh-eating flies, and other threats lurk at every turn. As befits a realm of Orcus, death awaits the foolish and the inexperienced here.

This skill challenge is played differently from a normal one. Every PC must make an Endurance check as the party struggles across the desert. Have all the characters make their checks, apply the results, then allow each PC to make one skill check if he or she wishes. Repeat this process until the challenge ends. A PC does not need to make other skill checks in the challenge, but everyone must make the Endurance checks.

Each round of Endurance checks and the checks the PCs subsequently make represents 1 hour of travel.

Complexity: Special. This skill challenge represents the journey to the settlement of Hordethrone. It takes 10 hours of walking for the PCs to reach the outpost. The harsh desert makes it impossible to move faster by land or to travel by other means (such as flying).

For each hour that the party spends in the desert, all PCs must make an Endurance check. This group Endurance check must be made whether the PCs are on the move or staying in one place. For example, a party that walks straight through the desert needs only to make ten checks to reach its destination. A party that rests or moves more slowly will take longer to cross the desert, requiring more Endurance checks to complete the process.

Primary Skill: Endurance.

Endurance (DC 20): The wasteland of Deadhold saps a traveler's vitality with heat, necromantic dust storms, and other foul hazards. On a failed check, a PC takes $2d8 + 10$ points of damage.

If more PCs succeed on this check than fail, the group successfully moves one hour closer to Hordethrone. After 10 successes, they reach the outpost. If more PCs fail the check than succeed, the group doesn't make any progress during this hour of travel.

Secondary Skills: Arcana, Nature, Religion. These skill checks provide bonuses, but they do not count as successes for the purpose of completing this skill challenge.

Arcana (DC 25; one success per round): A character skilled in Arcana can attempt to learn something of the strange geography of this place, using arcane knowledge to chart a safe path through the realm. On a successful check, every PC gains a +4 bonus to the next group Endurance check.

Nature (DC 25; one success per round): A Nature check allows a character to spot threats before they become a hazard. With a successful check, any PCs that fail the next group Endurance check take only half damage.

Religion (DC 25): A character can call upon his or her own faith to gird against the dangers of this dark realm. A success grants the character a +2 bonus to his or her next group Endurance check. This bonus stacks with the bonus provided by the Arcana skill check.

CONCLUSION

When the adventurers finally attain 10 successes, they arrive at Hordethrone. Though the outcome of each individual hour of the journey has no specific effect on how the journey ends, the PCs will be in better shape to handle the denizens of the outpost the faster they made the trip.

HAZARDS OF DEADHOLD

Rather than let this skill challenge play out just as a series of die rolls, use the following events to bring the difficult journey across the blasted wasteland to life. Some of these are narrative elements designed to illus-



ENCOUNTER V3: INTO THE WASTELAND

trate the strange environment the adventurers travel through. Others pose additional risks to the group.

Introduce and resolve these events immediately after the adventurers make the indicated group Endurance check, but before they make any individual skill checks.

RESTING

The characters can take short rests in the wasteland. However, the stinging winds and other hazards make extended rests impossible.

SECOND HOUR

A massive cloud of bloated black flies swarms the party. The flies bite to drain blood, making a +18 attack vs. Fortitude against each PC. On a hit, the target loses one healing surge. After making one attack against each PC, the swarm departs.

FOURTH HOUR

The adventurers are ambushed by three abyssal ghouls that have buried themselves in the sand (DC 25 Stealth check to spot). If they are spotted, the ghouls reveal themselves 10 squares away from the party. Otherwise, they burst from the sand adjacent to the first rank of PCs with surprise. Use the statistics on page 36.

FIFTH HOUR

A sandstorm roars over the horizon and descends on the characters, spectral figures wailing and screaming within it. If one of the PCs makes a DC 25 Nature check, the group finds cover against the

storm. Otherwise, the party automatically fails this hour's check.

SEVENTH HOUR

The adventurers spot an enormous horde of zombies in the distance. The characters must find a safe route around them with a DC 25 Arcana or Nature check. On a failed check, all PCs receive a -2 penalty to the next group Endurance check.

NINTH HOUR

A monstrous spectral dragon floats through the sky. The PCs must avoid its notice by making DC 20 Stealth or Nature checks. If half or more of the group succeeds, the undead beast fails to spot them. Otherwise, it swoops down and unleashes a blast of necromantic energy before flying off. Burst 3, +18 vs. Reflex, 3d10 + 10 necrotic damage.

Feel free to add additional details to the journey. Some possibilities include:

- ◆ The skeleton of a great beast, hundreds of feet long, lies half buried in the sand.
- ◆ The ruins of a castle jut from the desert floor. Skeletal figures are scattered throughout the ruins, including several figures in regal robes.
- ◆ The PCs notice several stones buried in the ash. If they spend 5 minutes excavating, they find tombstones carved with their own names, their birth dates, and the current date noted as their date of deaths.

DEADHOLD

This strange realm of the walking dead exists within a splinter of the Shadowfell. Legends speak of dark realms within the plane that come into being under the influence of overwhelming evil or vast concentrations of magic. Deadhold is one of these, a desert land where an endless sea of zombies awaits the command of the demon lord Orcus to march upon his unsuspecting enemies.

Deadhold was forged in eons past when Orcus seized an astral domain and slew its residents. The demon prince then raised the slain residents as the living dead and drew the realm into the Shadowfell where he could hide it and cultivate it for future use. Today, it serves as a staging ground for his once-great legion of zombies—the Shambling Horde. Thrullzon once commanded the Shambling Horde, but in the aftermath of the exarch's defeat, Orcus has yet to raise up a replacement to take command of the zombies. Zirithian plans to take the exarch's place, and he has been working toward that goal throughout this adventure. (Of course, his intelligent sword *Nightbringer* has a different end goal in mind; see page 24 of *Adventure Book One* for details.)

ENVIRONMENT

Deadhold is a great desert covering some 700 square miles. The realm is spherical, and thick cloud cover endlessly clogs its sky. The full day here is 24 hours long, but only 4 hours of twilight mark the night. The temperature is consistently as hot as a summer's day, and the stench of decay and rot fills the air. Flies buzz across the sky in great clouds as they feast upon the flesh of the undead.

Aside from the major sites noted below, Deadhold is a desert of ash and gray sand dotted with the skeletal remains of countless creatures.

THE SEA OF ROT

This 50-foot-deep, 3-mile-wide rift circumscribes Deadhold like an equator. The Sea of Rot is so named because it is filled with a seemingly endless legion of zombies. Mortal creatures offered as sacrifices to Orcus have their spirits reborn here as conscripts in the Shambling Horde. When Orcus has need of a zombie army, he creates a portal from this place to the battlefield. Luckily for his enemies, the process of opening these portals requires such levels of power that Orcus does so only infrequently.

HORDETHRONE OVERVIEW

The only known settlement in Deadhold, Hordethrone is a small outpost that sits within a plateau in the midst of the Sea of Rot. A narrow bridge connects it to nearby high ground. When Thrullzon commanded the Shambling Horde, he ruled from here. Now, Zirithian has taken his

place, though without the explicit permission of Orcus.

Hordethrone has remained mostly empty since Thrullzon's defeat. Of the creatures remaining here, many were used by Zirithian to attack Phaervorul. The areas of the city and their remaining residents are described below.

V4. Bridge of Bones: A bridge crafted from humanoid bones spans the Sea of Rot. It is guarded by numerous undead, including bodaks and boneclaws.

V5. Gate of Death: The foul gate to the city is an undead creature of animated flesh and bone. It opens only for Orcus's followers, attacking all others as heretics and unwanted intruders.

V6. Guard Tower: Only a handful of sentries stand guard on duty here, since Orcus assumes that few creatures would be foolish enough to assault this realm.

V7. The Cages: Justice is dire and unforgiving in Hordethrone. Intruders are placed in steel cages that hang above this plaza and left to starve to death. Later, they are raised to take their place in the Shambling Horde as new conscripts in Orcus's undead army.

V8. Plaza of Howling Skulls: When Thrullzon ruled Hordethrone, the plaza served as the center of the city's worship of Orcus. A priest of Orcus still watches over this site, eager for sacrifices.

V9. Butcher Shop: A cruel hag butcher minds this store with her goristro servant. She deals primarily in undead body parts and ritual magic.

V10. The Black Gate: Only one gate allows access to the ziggurat where Zirithian rules, and a death knight and his retinue watch over it.

V12. The Ziggurat: Zirithian awaits the adventurers within the jet-black fortress.

DARK CURSES OF DEADHOLD

The dark curses of Deadhold float throughout the realm, seeking to adhere themselves to living intruders. For the purposes of this adventure, the dark curses manifest when the adventurers begin to storm Hordethrone.

At the start of each encounter, a dark curse explodes near the adventurers.

Close burst 2; +15 vs. Will; any living creature hit by the burst suffers one of the following curses until the end of the encounter; a curse can also be cancelled by using the Keeper's boon (see page 39).

Roll 1d6	Dark Curse
1-2	Target takes a -2 penalty to all defenses
3-4	Target takes a -2 penalty to all damage
5-6	Target takes ongoing 5 necrotic damage

A character afflicted by a dark curse of Deadhold is surrounded by a dark cloud of necrotic energy that clings to his or her living flesh for as long as the curse is active.



One square = 5 feet

EXPLORING HORDETHRONE

In ages past, Hordethrone was a teeming city of the living dead. Vampires, ghouls, zombies, and ghosts ruled here alongside mortal followers of Thrullzon, such as oni and hags. After Thrullzon's defeat, the city decayed to a shadow of its former glory. Zirithian sent forth the majority of the monsters dwelling here to attack Phaervorul. Only a few of the undead remain, along with the independent creatures charged by Orcus with guarding this place.

Though Hordethrone now contains only a fraction of its usual strength, the creatures that dwell here take active efforts against intruders.

Two skill challenges appear in this section, both meant to be played alongside the combat encounters detailed later. Use the first challenge to measure the adventurers' success at sneaking into the outpost while avoiding detection. Use the second challenge to measure the adventurers' ability to move openly within Hordethrone, whether disguised as cultists of Orcus, posing as visitors from an Abyssal realm, or undertaking any other plan that relies on deception rather than stealth.

If your players choose neither of these paths, you can improvise a challenge based on the skills appropriate to their plans.

Keep in mind that these skill challenges cannot possibly cover every situation the characters face and all the plans the players might invent. Be flexible, and don't be afraid to send the adventure off in a new direction.

SNEAKING THROUGH HORDETHRONE

Encounter Level 17 (8,000 XP)

This skill challenge represents the party's ability to slip through Hordethrone undetected. It has no measure of success. Instead, the characters must simply avoid failures, each of which represents a heightened level of alertness within the outpost.

SETUP

The challenge covers the party's first day of activity within the outpost, after which time no further change is made to the state of alertness of Hordethrone's residents.

Each time the characters complete an encounter or take a short rest in Hordethrone, each PC must make a check using one of the skills below. If the group has more successes than failures, the group succeeds on the check.

Characters cannot use the aid another action during this skill challenge.

In narrative terms, describe how undead creatures walk the streets. A patrol might be returning from

Phaervorul, or the goristro from Location V9 could walk to the edge of the Sea of Rot to fetch fresh zombies.

Primary Skills: Perception, Stealth, Streetwise.

Perception (DC 20): A keen-eyed character spots trouble before it becomes an issue, or sees a patrol in the distance and can direct the party to a safe hiding spot.

Stealth (DC 25): Maintaining a low profile allows the PCs to avoid detection.

Streetwise (DC 20): Although Hordethrone is a strange place, it is still a settlement. A PC with experience in urban areas has an advantage when attempting to move through the undead outpost without attracting attention.

CONCLUSION

As the characters accrue failures, the guards in Hordethrone become more active. In addition, a group attempting to take an extended rest has an increased chance of being disturbed by Hordethrone's denizens. If the PCs take an extended rest, increase the number of failures they have accrued by 1d4.

0-2 Failures: No effect. The PCs remain outside the notice of the guards and other residents. They can take short rests without risk.

3-4 Failures: The guards undertake active patrols in response to the PCs' activities. The next time the characters attempt a short rest, roll 1d20. On a 19 or 20, a squad of monsters equivalent to those in Encounter V6 (see page 50) interrupts the rest and attacks.

5-6 Failures: As above, except the guards track the PCs down on a roll of 15 or higher. In addition, undead are called back from Phaervorul as reinforcements. Six abyssal ghouls are added to Location V5.

7 or More Failures: As above, except the guards find the PCs on a roll of 5 or higher. In addition, the guards that attack are reinforced by a nightwalker.

INCOGNITO IN HORDETHRONE

This skill challenge represents the PCs' ability to move through the outpost by attempting to blend in. It is a special skill challenge that helps determine the reactions of the residents of the outpost, but does not provide any XP in and of itself.

Characters can pose as visiting cultists of Orcus, new recruits for Zirithian's army, or evil warriors looking to form an alliance. Hordethrone has lain quiet for centuries, but Zirithian's rise has touched off a frenzy of activity. The undead that live here are not expecting an attack and can easily be tricked or bargained with.

SETUP

The adventurers can attempt to bypass the combat encounters in this section of the adventure by posing as

travelers from other realms. A few of the encounters in the Hordethrone have specific notes for PCs who opt for diplomacy. For other encounters, use the guidelines below.

Be sure to adjudicate the PCs' actions and their plans as part of this skill challenge. Grant modifiers of from -4 to +4 to a character's check based on the party's plans. In addition, the PCs take a penalty to all checks made in this skill challenge equal to double the number of failures the party has sustained in the "Sneaking Through Hordethrone" skill challenge.

At the start of each encounter, the PCs can choose a primary skill and a lead character to see if they can make it through the encounter without a battle. The skill check is modified, as described below. Success means the characters talk their way through the encounter and earn XP for that encounter as though they had defeated the monsters. Failure means that the monsters attack and the encounter runs as written.

Primary Skills: Bluff, Diplomacy, Intimidate, Streetwise.

Bluff (DC 20): A well-crafted lie keeps the locals from growing suspicious of the PCs' presence.

Diplomacy (DC 25): Though the undead and demons of Hordethrone react more readily to lies and threats than to reason, a skillful word can ease the PCs' passage through any encounter.

Intimidate (DC 20): A well-timed show of force can cow guards and other residents into believing that the PCs are important visitors. Fearful of angering Zirithian, the creatures let the party pass.

Streetwise (DC 25): A character well versed in urban life can help the party blend into this alien environment.

CONCLUSION

The more successes the adventurers accrue in this challenge, the more chance they have of avoiding conflict and combat with the residents of the city. Likewise, the more failures the party has, the greater the chance of inspiring attack by guards and other residents.

2-3 Successes: The characters can talk their way through the next encounter. This includes a random guard encounter from the previous skill challenge.

4 or More Successes: In addition to avoiding combat as above, the PCs glean useful information regarding Hordethrone, learning the types and number of creatures in the area and their general intent.

0-1 Failures: The PCs take a -2 penalty to checks in this challenge as the monsters' suspicion grows.

2 or More Failures: Any monsters the PCs attempt to interact with automatically attack.

ENCOUNTER NOTES

The following are a few notes and ideas for specific encounters in this skill challenge.

V4. Bridge of Bones: The guards at the bridge are used to dealing with envoys seeking an audience with Zirithian. The Diplomacy DC against this group is 20.

V5. Gate of Death: The hags at the gate are also used to dealing with supplicants and other visitors. A DC 20 Diplomacy check gets the PCs past them. However, their rank and station make them tougher to intimidate (DC 25). PCs who try sneaking past the gate or who are seen wearing holy symbols of good deities are attacked on sight by the hags, regardless of any skill check made.

V6. Guard Tower: Anyone entering this area comes under attack. However, the guards are happy to allow the PCs to make Diplomacy or Bluff checks first in order to draw them close.

V7. The Cages: Baaldran the Flayer is eager for fresh victims for his cages and highly suspicious of any visitors. Even if the PCs talk their way past him in the "Incognito in Hordethrone" skill challenge, he dispatches one of his wights to follow the group and spy on them. The wight reports back as soon as it sees any excuse for Baaldran to attack.

V8. Plaza of Howling Skulls: As a means to test the PCs' faith, Arath tasks them with finding a sacrifice for Orcus. If they refuse, he attacks.

V9. Butcher Shop: Gylhydra is eager to deal with the party. The encounter text includes notes for PCs attempting to talk to her.

V10. The Black Gate: Lord Carrion speaks with the PCs, but only in the hope that they drop their guard. He agrees to share his camp with them, then attacks as soon as any of the party rests.

Nightwalker	Level 20 Elite Brute	
Large shadow humanoid (undead)	XP 5,600	
Initiative +15	Senses Perception +14; darkvision	
Void Chill (Cold, Necrotic) aura 5; enemies that start their turns in the aura take 5 cold and necrotic damage.		
HP 464; Bloodied 232		
AC 34; Fortitude 32, Reflex 30, Will 32		
Immune disease, poison; Resist 20 cold, 20 necrotic; Vulnerable 20 radiant		
Saving Throws +2		
Speed 8		
Action Points 1		
⬇ Slam (standard; at-will) ⬆ Cold, Necrotic Reach 2; +23 vs. AC; 1d8 + 7 plus 2d8 cold and necrotic damage.		
➤ Finger of Death (standard; encounter) ⬆ Gaze, Necrotic Ranged 5; affects a bloodied target only; +21 vs. Fortitude; the target drops to 0 hit points. Resistance to necrotic damage does not apply to this power.		
⬅ Void Gaze (minor 1/round; at-will) ⬆ Gaze, Necrotic Close blast 5; +21 vs. Will; 1d8 + 7 necrotic damage, and the target is pushed 4 squares and takes a -2 penalty to all defenses (save ends).		
Alignment Evil	Languages Common, telepathy 20	
Skills Stealth +20		
Str 24 (+17)	Dex 20 (+15)	Wis 18 (+14)
Con 22 (+16)	Int 17 (+13)	Cha 24 (+17)

ENCOUNTER V4: BRIDGE OF BONES

Encounter Level 17 (8,000 XP)

SETUP

- 1 bodak skulk (S)
- 2 boneclaw impalers (B)
- 4 abyssal ghouls (G)
- 1 abyssal ghoul (A)

As the adventurers approach Hordethrone, they see a bridge crafted from humanoid bones that spans the horrid Sea of Rot. The bridge is guarded by a contingent of undead.

When the adventurers see the bridge, read:

A small, strange settlement of yellow brick buildings, many of them in ruins, stands atop a small plateau. The gorge around the plateau is filled with an endless army of shuffling zombies. The undead wear a varied array of armor and clothing, and many of them are humanoid creatures you have never seen before. Here and there, a giant-sized zombie shuffles among the horde.

A single bridge extends across the gorge to the main gate. The bridge is crafted from pearly white bones fused together.

At the far end of the bridge stands a pair of skeletal creatures with overly long arms. Several gaunt undead cluster around the skeletal beasts. They toss something back and forth among them. It's the severed head of a drow.

Bodak Skulk (S)	Level 16 Lurker
Medium shadow humanoid (undead)	XP 1,400
Initiative +16 Senses Perception +10; darkvision	
Agonizing Gaze (Fear, Gaze, Necrotic) aura 5; a creature in the aura that makes a melee or a ranged attack against the bodak skulk takes 5 necrotic damage before the attack roll is made and takes a -2 penalty to the attack roll.	
HP 124; Bloodied 62	
AC 29; Fortitude 29, Reflex 27, Will 29	
Immune disease, poison; Resist 15 necrotic; Vulnerable 5 radiant; a bodak skulk that takes radiant damage cannot weaken a target until the end of its next turn.	
Speed 6	
⊕ Slam (standard; at-will) ♦ Necrotic +21 vs. AC; 1d6 + 5 damage plus 2d6 necrotic damage, and the target is weakened until the end of the bodak skulk's next turn.	
⤵ Death Gaze (standard; encounter) ♦ Gaze, Necrotic Ranged 10; targets a living creature; +19 vs. Fortitude; if the target is weakened, it is reduced to 0 hit points; otherwise, the target takes 1d6 + 6 necrotic damage and loses a healing surge.	
Spectral Form (standard; at-will) The bodak skulk turns invisible and gains the insubstantial and phasing qualities. It can do nothing but move in its spectral form, and it can return to its normal form as a free action.	
Alignment Evil	Languages Common
Str 21 (+13)	Dex 19 (+12) Wis 15 (+10)
Con 22 (+14)	Int 6 (+6) Cha 23 (+14)

2 Boneclaw Impalers (B)	Level 17 Soldier
Large shadow animate (undead)	XP 1,600 each
Initiative +17 Senses Perception +14; darkvision	
HP 160; Bloodied 80; see also <i>necrotic pulse</i>	
AC 33; Fortitude 24, Reflex 27, Will 24	
Immune disease, poison; Resist 20 necrotic; Vulnerable 5 radiant	
Speed 8	
⊕ Claw (standard; at-will) Reach 3; +24 vs. AC; 1d12 + 8 damage.	
⤵ Impaling Burst (standard; recharge ⓧ ⓧ) ♦ Necrotic Close burst 3; +22 vs. AC; targets enemies in burst; 1d12 + 8 damage plus ongoing 5 necrotic damage (save ends).	
⤵ Necrotic Pulse (free, when first bloodied; encounter) ♦ Healing, Necrotic Close burst 10; undead allies in the burst regain 10 hit points, and enemies in the burst take 10 necrotic damage.	
Relentless Opportunist If the boneclaw hits with an opportunity attack, it can make another opportunity attack against the same target during the current turn.	
Threatening Reach The boneclaw can make opportunity attacks against all enemies within its reach (3 squares).	
Alignment Evil	Languages Common
Skills Intimidate +17, Stealth +20	
Str 18 (+12)	Dex 24 (+15) Wis 12 (+9)
Con 16 (+11)	Int 10 (+8) Cha 18 (+12)

TACTICS

The undead gathered here have watched over this bridge for untold years. They have learned to use its unique, necromantic construction to their advantage. They particularly delight in sending intruders plummeting into the Sea of Rot below.

The boneclaw impalers rely on *threatening reach* and *relentless opportunist* to tear approaching enemies to shreds. Whenever it is available, they make use of *impaling burst*, which allows them to extend their claws in all directions. They advance to the edge of the bridge, remaining on solid ground on the side closest to the gate. They work to keep the PCs on the bridge in hopes of allowing their allies to send them tumbling over the side.

The bodak skulk rests on the bottom of the bridge, held in place by skeletal arms that form the bridge. While the bodak is on the bridge, it gains climb 6 (spider climb), allowing it to scuttle along the bridge's bottom side and rise to attack from below.

Once battle is joined, the skulk slips to the back of the party and uses *spectral form* to arise through the bridge to attack a wizard or a similarly less-armored character. It remains in the fray to use its slam and, if a target is weakened, its *death gaze*. Whether the gaze hits or misses, it slips back beneath the bridge to repeat its ambush.

4 Abyssal Ghoul Hungerers (G) **Level 18 Minion**
 Medium elemental humanoid (undead) XP 500 each

Initiative +17 **Senses** Perception +14; darkvision
HP 1; a missed attack never damages a minion; see also *dead blood*.
AC 30; **Fortitude** 30, **Reflex** 29, **Will** 25
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Claws** (standard; at-will)
 +21 vs. AC; 7 damage, and the target is immobilized (save ends).

← **Dead Blood** (when reduced to 0 hit points) ◆ **Necrotic**
 Close burst 1; all enemies in the burst take 5 necrotic damage.

Alignment Chaotic evil **Languages** Abyssal
Skills Stealth +22
Str 26 (+17) **Dex** 25 (+16) **Wis** 17 (+12)
Con 23 (+15) **Int** 19 (+13) **Cha** 13 (+10)

Abyssal Ghoul (A) **Level 16 Skirmisher**
 Medium elemental humanoid (undead) XP 1,400

Initiative +16 **Senses** Perception +10; darkvision
Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.
HP 156; **Bloodied** 78; see also *dead blood*
AC 30; **Fortitude** 30, **Reflex** 29, **Will** 25
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant
Speed 8, climb 4

⊕ **Bite** (standard; at-will)
 +21 vs. AC; 2d8 + 7 damage, and the target is immobilized (save ends). If the target is a living creature that is already immobilized, stunned, or unconscious, the bite deals an extra 2d6 damage.

← **Dead Blood** (when reduced to 0 hit points) ◆ **Necrotic**
 Close burst 1; all enemies in the burst take 10 necrotic damage.

Alignment Chaotic evil **Languages** Abyssal
Skills Stealth +19
Str 24 (+15) **Dex** 22 (+14) **Wis** 15 (+10)
Con 20 (+13) **Int** 16 (+11) **Cha** 10 (+8)

These ghoul minions keep far apart, to avoid area attacks and to spread out their immobilizing attacks. They focus on the party's defenders, hoping to lock them in place to allow the bodak free reign over the party's back ranks. If a character with ranged attacks or spells remains on the far side of the bridge, a couple of the hungerers rush forward to distract him or her. They hope to force such a character to waste ranged attacks on them rather than the more powerful undead guarding the bridge.

If an adventurer stands at or near the edge of the bridge, the ghoul minions attempt to use bull rush to knock the character into the Sea of Rot. In particular, if a foe is already immobilized the ghouls resort to bull rush attacks to knock that foe into the sea or to push them away from the boneclaw impalers (though never out of their long reach).

The abyssal ghoul leads the pack of hungerers. It allows its minions to strike first, hoping to take advantage of any foes they have immobilized. It attempts to slip past the party's defenders to flank enemies with the boneclaw impalers.

The abyssal ghoul prefers to attack foes with its bite, focusing whenever possible on striking at immobilized characters. If a non-immobilized PC stands at the bridge's edge, it uses a bull rush against that character.

FEATURES OF THE AREA

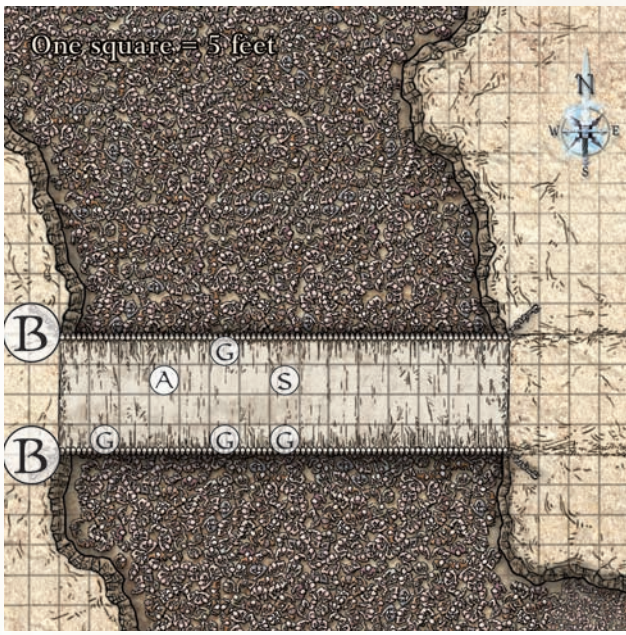
Illumination: Bright light spreading out from the hazy sky.

The Bridge: This bridge is constructed from the bones of several thousand skeletons animated and pledged to Orcus. They lash out at living creatures.

If a living, immobilized creature ends its turn on the bridge, the arms slide the creature one square. The bridge works in concert with the undead guarding it; the bridge slides living enemies either closer to the edge and off into the Sea of Rot, or it slides them closer to the other undead.

The Sea of Rot: The mass of zombies beneath the bridge forms a daunting obstacle for anyone unfortunate enough to fall into it. A PC who falls into the sea plummets 30 feet but takes 2d10 damage, as the zombies break the fall. The sea is difficult terrain. A living creature that begins its turn in the sea takes 2d10 + 5 damage but gains cover against all ranged, area, and close attacks.

A PC can climb the cliff faces along the Sea of Rot with a DC 20 Athletics check.



ENCOUNTER V5: GATE OF DEATH

Encounter Level 17 (8,400 XP)

SETUP

2 death hags (H)
1 bone naga (N)
1 ghou gate

A number of monsters sworn to serve Orcus guard the main gate to Hordethrone. They watch this place for a century each before leaving to be replaced by some other servants of the Lord of the Undead.

The two death hags begin the encounter hidden. A DC 25 Perception check is required to spot them once the adventurers pass through the gate.

After the adventurers defeat the guards at Location V4, read:

Before you stands the outer wall of the strange, ruined settlement. The walls are crafted from ochre stones. They show signs of extreme wear, and small clumps of rubble lie scattered at their base.

From this distance, the main gate appears to be constructed from mummified limbs. Dozens of humanoid arms, some as large as a titan's, are lashed together with long strips of gauzy, white cloth. The arms are all blackened, as if by rot, and they drip with a steady stream of putrid puss and partially congealed blood.

2 Death Hags (H) Medium fey humanoid	Level 18 Soldier XP 2,000
Initiative +15 Senses Perception +12; low-light vision	
HP 171; Bloodied 85; see also <i>life drain</i>	
AC 34; Fortitude 34, Reflex 31, Will 32	
Resist 10 necrotic	
Speed 6	
⬇ Claw (standard; at-will) ♦ Necrotic +24 vs. AC; 1d8 + 7 necrotic damage, and the target is marked and cannot spend healing surges or regain hit points until the end of the death hag's next turn.	
⬅ Life Drain (standard; recharge ☞ ☞ ☞ ☞) ♦ Healing, Necrotic Close blast 3; +22 vs. Fortitude; 1d8 + 4 necrotic damage, and the death hag regains 5 hit points for each creature damaged by this attack.	
Change Shape (minor; at-will) ♦ Polymorph A death hag can alter its physical form to appear as female of any Medium humanoid race (see <i>Change Shape, Monster Manual</i> page 280).	
Alignment Evil	Languages Common, Elven
Skills Bluff +19, Insight +17, Intimidate +19, Nature +17	
Str 25 (+16)	Dex 18 (+13) Wis 17 (+12)
Con 19 (+13)	Int 16 (+12) Cha 20 (+14)

Bone Naga (N) Large immortal magical beast (undead)	Level 16 Elite Controller XP 2,800
Initiative +11 Senses Perception +13; darkvision	
Death Rattle (Necrotic) aura 2; enemies that start their turns in the aura are dazed.	
HP 328; Bloodied 164	
AC 32; Fortitude 32, Reflex 28, Will 29	
Immune disease, poison; Resist 20 necrotic; Vulnerable 10 radiant	
Saving Throws +2	
Speed 7	
Action Points 1	
⬇ Bite (standard; at-will) ♦ Necrotic Reach 2; +20 vs. AC; 2d4 + 6 damage, and ongoing 5 necrotic damage (save ends). <i>Aftereffect:</i> The target is weakened (save ends).	
⬅ Death Sway (standard; at-will) ♦ Necrotic Close burst 3; blind creatures are immune; +21 vs. Will; the target is dazed (save ends). If the target is already dazed, it takes 2d6 + 6 necrotic damage instead.	
Alignment Unaligned	Languages Common, Draconic, Supernal
Skills Arcana +18, History +18, Insight +18, Religion +18	
Str 22 (+14)	Dex 16 (+11) Wis 20 (+13)
Con 28 (+17)	Int 20 (+13) Cha 22 (+14)

Ghou Gate Trap	Level 17 Blaster XP 1,600
<i>The strange gate swings open with surprising speed as dozens of rotted, blood-dripping arms reach out to grab you.</i>	
Trap: The gate leading into Hordethrone is an undead construct that lashes out at intruders.	
Perception	
♦ DC 20: The arms that comprise the gate twitch and shudder as if they are animated.	
♦ DC 25: The ground near the gate is bare rock. Something pushed away the sand that should have accumulated there. Blood stains are spattered across the rock.	
Additional Skill: Religion	
♦ DC 25: The priests of Orcus are known to create constructs of undead flesh. This gate looks like just such a construct.	
Initiative +14	
Trigger The gate becomes active when a living creature moves within 5 squares of it.	
Attack	
Standard Action Close burst 3	
Target: Each living creature in burst	
Attack: +22 vs. Fortitude	
Hit: 1d10 + 7 damage, slide 3, and the target is immobilized until the end of the gate's next turn.	
Countermeasures	
♦ The characters can hack the gate apart to destroy it. It has AC 20, Fortitude 22, Reflex 13, and 164 hit points. If it is destroyed, a new gate takes its place in 24 hours.	
♦ If the gate is targeted by a turn undead attempt, it is stunned (save ends).	
♦ Three successful Thievery, Arcana, or Religion checks (DC 25) render the gate inert for 1 hour. A character can either disable the gate's hinges or draw on religious or magical lore to disrupt the necromantic magic that animates it.	

TACTICS

The guardians of the gate fight to the death to fulfill their pledge to Orcus. They try to keep the adventurers mired in the area of the gate's attack, hoping to wear down and eventually overwhelm intruders.

The death hags attempt to ambush the adventurers after they pass through the gate. They begin the encounter hiding in the ruins as noted above. The gate opens easily with a minor action, but on its turn to attacks any characters within range of its burst. The hags leap into the fray as soon as the first PC makes it into the inner walls of the settlement.

These death hags are identical twin sisters named Zaralga and Tefiya. They savor devouring the flesh of still-living humanoids, and mock the adventurers throughout the fight. They brag of cooking a character in a stew, or devouring a still-living character's entrails while he or she wiggles and squirms.

The hags try to focus their attacks on a single character, relying on their claws to prevent a PC from healing. The second hag resorts to *life drain* only if the first hag's claw attack hits. Otherwise, they stick to fighting with their claws.

The bone naga, in contrast to the death hags, fights in utter silence. It uses its size to force the characters to stand in the area where the ghoulish gate can attack them. It then uses *death sway* to bog down the party, leaving them vulnerable to repeated attacks from the gate.

If possible, the naga tries to position itself in the middle of the party. It aims to leave a few characters in the gate's area of effect, while the hags leap upon the rest of the party.

The ghoulish gate simply attacks again and again, but the key to its tactics lies in how it uses its ability to slide and immobilize foes. It moves its victims so that the PCs cannot gang up on a single opponent, yet it is careful to leave immobilized foes within the area it can attack.

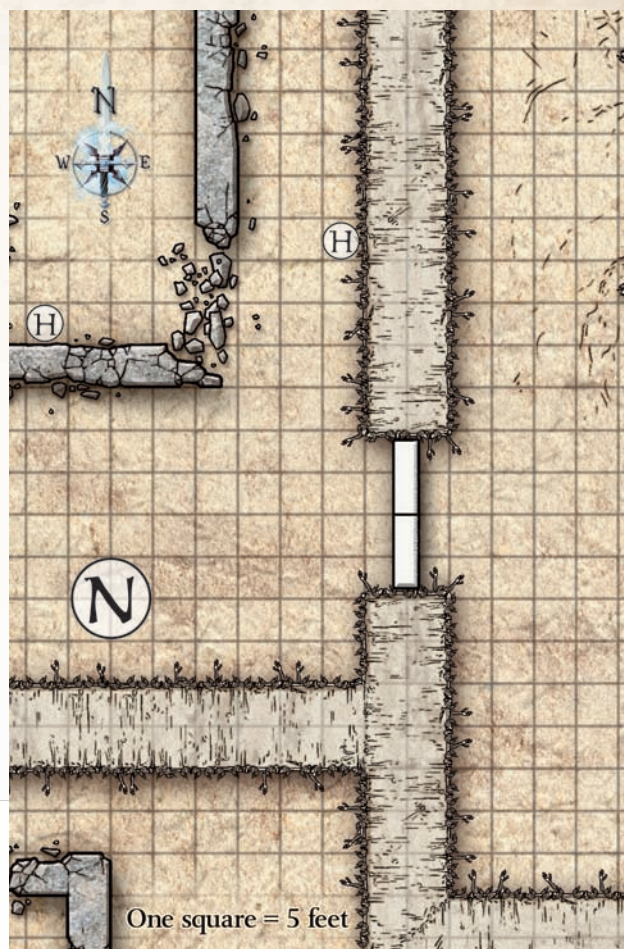
FEATURES OF THE AREA

Illumination: Bright light spreading out from the hazy sky.

The Walls: The crumbled walls of this area are relatively easy to climb (DC 13 Athletics check). If a character fails an Athletics check to climb the wall, make a +19 attack against that PC's Reflex. On a hit, the character takes 1d8 + 4 damage as the character dislodges and is struck by loose rock from the wall.

Ruins: The ruins provide cover for all creatures in them and are difficult terrain.

Treasure: The death hags each carry a 5,000 gp gem and a *potion of vitality*.



ENCOUNTER V6: GUARD TOWER

Encounter Level 17 (8,200 XP)

SETUP

- 2 bodak reavers (B)
- 2 sword wraiths (W)
- 2 abyssal ghouls (G)

This lonely, black stone tower houses a few elite guards charged with defeating any creatures that manage to fight their way past the guards at the gate. Luckily for the adventurers, these undead pay little mind to the happenings around them. However, if the adventurers cause too much turmoil in Hordethrone, these creatures may hunt them down. Smart parties might also raid the tower to defeat the guards before they can launch an attack against them.

If the adventurers approach the guard tower, read:
In contrast to the shattered ruins spread across the northern half of this outpost stands a block-like structure of black rock. It is only one story tall, but its roof is ringed by battlements. The rubble around it has been cleared away. A single, black wooden door on its eastern side is the only visible entrance.

2 Bodak Reavers (B) **Level 18 Soldier**
 Medium shadow humanoid (undead) XP 2,000 each

Initiative +16 **Senses** Perception +17; darkvision
Agonizing Gaze (Fear, Gaze, Necrotic) aura 5; a creature in the aura that makes a melee or a ranged attack against the bodak reaver takes 5 necrotic damage before the attack roll is made and takes a -2 penalty to the attack roll.

HP 175; **Bloodied** 87
AC 31; **Fortitude** 31, **Reflex** 30, **Will** 31
Immune disease, poison; **Resist** 20 necrotic; **Vulnerable** 5 radiant; a bodak reaver that takes radiant damage can't weaken a target until the end of its next turn.

Speed 5
 ⊕ **Greataxe** (standard; at-will) ♦ **Necrotic, Weapon**
 +23 vs. AC; 1d12 + 6 damage (crit 2d12 + 18) plus 1d8 necrotic damage, and the target is dazed and weakened (save ends both).

⌘ **Death Gaze** (standard; encounter) ♦ **Gaze, Necrotic**
 Ranged 10; targets a living creature; +20 vs. Fortitude; if the target is weakened, it is reduced to 0 hit points; otherwise, the target takes 1d6 + 6 necrotic damage and loses a healing surge.

Death Drinker
 If a living creature is reduced to 0 hit points within 5 squares of the bodak reaver, the reaver gains a +1 bonus to attack rolls until the end of its next turn, as well as 15 temporary hit points.

Alignment Evil **Languages** Common
Str 22 (+15) **Dex** 21 (+14) **Wis** 16 (+12)
Con 23 (+15) **Int** 10 (+9) **Cha** 23 (+15)
Equipment plate armor, greataxe

2 Sword Wraiths (W) **Level 17 Lurker**
 Medium shadow humanoid (undead) XP 1,600 each

Initiative +19 **Senses** Perception +14; darkvision
HP 90; **Bloodied** 45; see also *death strike*
Regeneration 10 (if the sword wraith takes radiant damage, regeneration is negated until the end of the sword wraith's next turn)

AC 30; **Fortitude** 29, **Reflex** 30, **Will** 32
Immune disease, poison; **Resist** 20 necrotic, insubstantial;
Vulnerable 10 radiant (see also *regeneration* above)
Speed fly 8 (hover); phasing; see also *shadow glide*

⊕ **Shadow Sword** (standard; at-will) ♦ **Necrotic**
 +20 vs. Reflex; 2d8 + 7 necrotic damage, and the target is weakened (save ends).

⌘ **Death Strike** (when reduced to 0 hit points) ♦ **Necrotic**
 The sword wraith shifts 4 squares and makes a melee basic attack, dealing an extra 2d8 necrotic damage on a hit.

Combat Advantage ♦ **Necrotic**
 The sword wraith deals an extra 2d6 necrotic damage against any target it has combat advantage against.

Shadow Glide (move; encounter)
 The sword wraith shifts 6 squares.

Spawn Wraith
 Any humanoid killed by a sword wraith rises as a free-willed sword wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.

Alignment Chaotic evil **Languages** Common
Skills Stealth +20
Str 14 (+10) **Dex** 24 (+15) **Wis** 12 (+9)
Con 18 (+12) **Int** 11 (+8) **Cha** 24 (+15)

2 Abyssal Ghouls (G) **Level 18 Minion**
 Medium elemental humanoid (undead) XP 500 each

Initiative +17 **Senses** Perception +14; darkvision
HP 1; a missed attack never damages a minion; see also *dead blood*.
AC 30; **Fortitude** 30, **Reflex** 29, **Will** 25
Immune disease, poison; **Resist** 10 necrotic
Speed 8, climb 4

⊕ **Claws** (standard; at-will)
 +21 vs. AC; 7 damage, and the target is immobilized (save ends).

⌘ **Dead Blood** (when reduced to 0 hit points) ♦ **Necrotic**
 Close burst 1; all enemies in the burst take 5 necrotic damage.

Alignment Chaotic evil **Languages** Abyssal
Skills Stealth +22
Str 26 (+17) **Dex** 25 (+16) **Wis** 17 (+12)
Con 23 (+15) **Int** 19 (+13) **Cha** 13 (+10)

TACTICS

Chances are that the adventurers will wind up fighting the inhabitants of this guard tower somewhere else in the outpost (see page 44-45). If the adventurers raid the tower, however, the monsters use the following tactics.

The bodak reavers attempt to form a defensive line against the PCs behind the curtain, while the wraiths slip through the tower's walls to attack intruders from behind. The ghouls provide an inadvertent flanking maneuver, as they rush from the coffin chamber to attack any PCs in the hallway.

The bodak reavers form a potent combination. They are clever enough to use their attacks in tandem, with one bodak making a melee attack to weaken a PC and the other following up with its *death gaze* in an attempt to slay the weakened character.

Since *death gaze* is a ranged attack, one bodak rushes into melee while the other hangs back, waiting for its chance to use its gaze. Once a bodak uses its gaze, the two swap positions. The second bodak waits to use its gaze on a PC at the rear of the party who is weakened by the sword wraiths' ambush.

Likely much to the characters' mortal terror, the sword wraiths are also capable of weakening their opponents with a basic melee attack. These two wraiths use their phasing ability to slip through the walls of the tower, maneuvering out to the street, and attacking the PCs from behind. After this initial assault, they slip away through the walls to maneuver around and attack again.

The wraiths are content to play a slow, drawn out game of cat and mouse, as their regeneration allows them to shrug off even terrible wounds given enough time. They are in no hurry to force the issue against the adventurers, and are content to sweep in, attack, and slip away while the bodaks slug it out with the PCs.

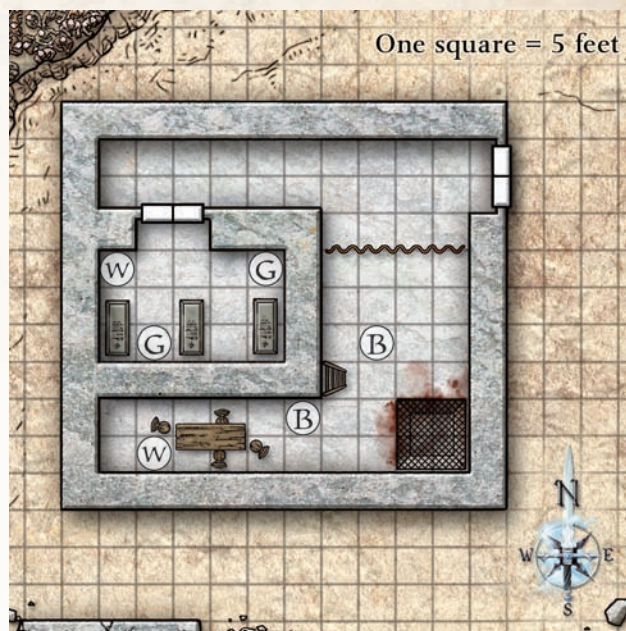
The ghoul hungerers are cannon fodder, disposable troops that the bodaks and wraiths rely on to patrol the settlement. If a fight breaks out in the tower, they lurk in the chamber with the coffins for a few rounds. Once the PCs have slain either a bodak or a wraith, or if a PC is reduced to 0 hit points, they then emerge to join the fray.

The wraiths take advantage of the ghouls' immobilizing attack, darting back and forth to harass a helpless character.

FEATURES OF THE AREA

Illumination: Bright light spreading out from the hazy sky outside the guard tower, darkness within the tower.

Curtain of Flesh: The curtain hanging in this place is crafted from the flesh of undead creatures. Like the bridge leading into Hordethrone and the outpost's main gate, it is animated. Any living creature that passes through the curtain is targeted by a +18 attack vs. Reflex. On a hit, the creature is dazed (save ends).



Walls: The tower's walls are in relatively good repair, offering few handholds for a would-be climber (DC 25 Athletics check). The tower's roof is ringed with battlements that provide cover against attacks made from below.

Ladder: The ladder is 10 feet tall. Characters can climb it without an Athletics check, but they still move at half speed unless they have a climb speed. There is a trapdoor at the top of the ladder that can be opened with a minor action.

The Grate: The grate is an old, rusted metal barrier placed over a 10-foot deep pit. Prisoners captured in the settlement are kept here. The grate is in terrible repair. If a creature in heavy armor (including a bodak) steps on it, roll 1d20. On an 11 or higher, the grate shatters. Anyone standing on it is targeted by a +20 attack vs. Reflex. On a hit, a creature falls into the pit. On a miss, the creature moves into the nearest, empty space of its choice off the grate. The bodaks are aware that the grate is in poor condition and try to avoid moving across it.

Table and Chairs: These furnishings are mundane objects looted from Phaervorul. Jumping on the table requires a DC 10 Athletics check.

Coffins: This guard tower was once manned by elite vampire servants of the former exarch, Thrullzon. It is a standard action to open a coffin. Two are empty, but the westernmost one holds an eladrin painting worth 7,500 gp and a *flameburst* +4 ranged weapon of your choice (or any other 18th-level magic item you wish to include in its place).

ENCOUNTER V7: THE CAGES

Encounter Level 18 (10,000 XP)

SETUP

Baaldran the Flyer (B)
3 slaughter wights (W)

Just inside the inner wall of Hordethrone stands a public square used to display the remains of heretics and intruders. The demonic oni, Baaldran the Flyer, rules the square. For centuries, he has kept watch over this place, challenging intruders and displaying their corpses in the cages that hang from platforms built here.

When the adventurers pass through the opening in the wall that leads to the square, Baaldran and his undead servants attack them. With the resurgence of activity in Hordethrone, Baaldran is eager to once again resume his work as torturer and ultimate authority in the square.

Three of the corpses in the cages are actually slaughter wights loyal to Baaldran. They pretend to be truly dead until the adventurers turn their attention to the demonic oni, then they emerge from the cages to attack.

When the adventurers pass through the gate leading to the square, show them “View of the Cages” on page 30 of *Adventure Book One* and read:

Several wooden platforms fill the otherwise open square, each about 10 feet high. Metal cages hang from each platform’s edge. Inside these cages, humanoid corpses can be seen. Some are crumbled on the floor of the cages, while others are posed in standing positions.

Atop the nearest platform stands an ogrelike creature with bat wings. It grasps a sword and a whip, one in each hand.

Perception Check

DC 25: *One of the caged corpses moves.*

3 Slaughter Wights (W)		Level 18 Brute
Medium natural humanoid (undead)		XP 2,000
Initiative +14	Senses Perception +13; darkvision	
HP 182; Bloodied 91; see also <i>death wail</i>		
AC 30; Fortitude 30, Reflex 27, Will 26		
Immune disease, poison; Resist 20 necrotic; Vulnerable 10 radiant		
Speed 7		
⬇️ Claw (standard; at-will) ♦ Healing, Necrotic	+21 vs. AC; 3d6 + 8 necrotic damage, the target loses a healing surge and is weakened (save ends), and the slaughter wight regains 15 hit points.	
⬅️ Death Wail (when reduced to 0 hit points) ♦ Necrotic	Close burst 5; targets enemies; +21 vs. Fortitude; 2d6 + 4 necrotic damage. Undead allies in the burst can make a basic attack as a free action.	
Alignment Chaotic evil	Languages Common	
Str 26 (+17)	Dex 20 (+14)	Wis 9 (+8)
Con 22 (+15)	Int 12 (+10)	Cha 18 (+13)

Baaldran the Flyer (B)		Level 18 Elite Controller
Large natural humanoid, oni (demon)		XP 4,000
Initiative +3	Senses Perception +12; darkvision	
HP 350; Bloodied 175		
AC 32; Fortitude 32, Reflex 28, Will 30		
Save +2		
Speed 8, fly 8 (hover)		
Action Points 1		
⬇️ Painblade (standard; at-will) ♦ Weapon	Reach 2; +23 vs. AC; 2d10 + 6 damage, and the target is dazed (save ends).	
⬇️ Whip of Howling Souls (standard; at-will) ♦ Weapon	Reach 4; +21 vs. Reflex; 1d10 + 6 damage, pull 4 and the target is knocked prone.	
⬇️ Blade and Lash (standard; at-will) ♦ Weapon	Baaldran makes a <i>whip of howling souls</i> attack. He can make a <i>painblade</i> attack against the target if Baaldran pulls him within his <i>painblade</i> ’s reach.	
⬅️ Poison Breath (standard; encounter) ♦ Poison, Zone	Close blast 5; +21 vs. Fortitude; 1d10 + 6 damage, and ongoing 5 poison damage and the target is slowed (save ends both). In addition, this attack’s area becomes a zone that blocks line of sight and deals 10 poison damage to any creature that enters or begins its turn in the cloud. Baaldran ignores this damage and can see through the cloud. The cloud persists until the end of the encounter.	
⬅️ Horrid Roar (standard; recharge ☞ ☞ when bloodied) ♦ Fear, Thunder	Close blast 5; +21 vs. Fortitude; 1d10 + 6 thunder damage, push 4, and the target is stunned until the end of Baaldran’s next turn.	
⬇️ Whip Crack (immediate interrupt, when attacked; at-will) ♦ Weapon	Targets triggering creature, reach 4; +21 vs. Reflex; 1d10 + 6 damage and -4 penalty to the interrupted attack.	
Alignment Evil	Languages Common, Giant	
Str 24 (+16)	Dex 17 (+12)	Wis 16 (+12)
Con 23 (+15)	Int 12 (+10)	Cha 21 (+14)

TACTICS

Baaldran and his wight servants are eager to drag more victims to their cages. Baaldran tries to focus the adventurers’ attention on himself to allow the wights to slip free from their cages and attack. The three wights begin the encounter in separate cages. They attempt to remain still to pass themselves off as corpses before leaping to attack.

The brutish demonic oni delights in tormenting others. He focuses on a single character in the group and piling attacks on him, preferring to harass clerics and other divine characters over other targets. He has found that his lord Orcus prefers the life force of those pledged to the weak gods of good over any other kinds.

Baaldran tries to target a character at a distance with his whip, pulling a foe close, following up with his *painblade* attack, and then using an action point to unleash his *poison breath*. He takes advantage of the cloud of poison by stepping into it, taking care to hide himself entirely within. He uses *horrid roar* early in the

encounter when he can target multiple enemies, then tries to recharge the power after he becomes bloodied.

If the PCs close with Baaldran before he can use the whip, *painblade*, *poison breath* combination, he instead leads with *horrid roar*, then uses an action point for *poison breath* to gain cover against his attackers.

Throughout the fight, Baaldran uses the cloud to shield himself from attacks and harass the characters. His long reach with his *whip of howling souls* allows him to drag enemies into the cloud where they choke on its poison and are unable to see him.

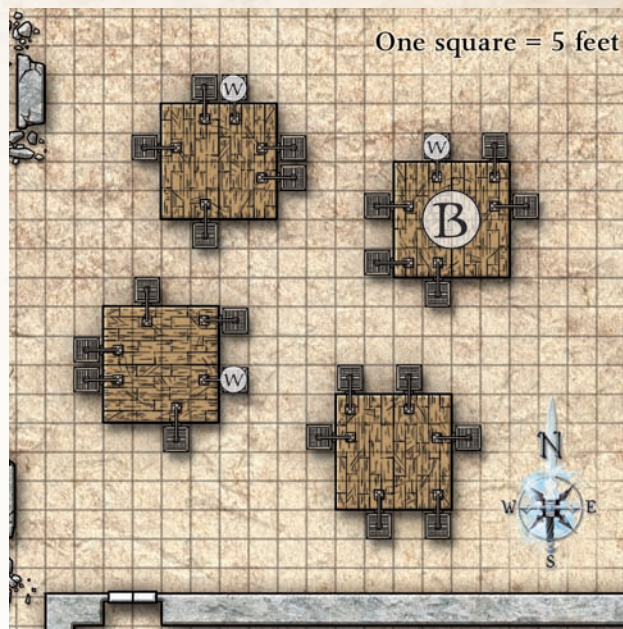
The slaughter wights remain in their cages, waiting for the chance to pounce upon a character. Any wight can open its cage as a minor action, allowing it to slip free and leap upon a character.

A slaughter wight emerges from its cage if it can leave its cage and charge an enemy. If Baaldran is bloodied, the wights leap to attack even if they cannot reach an enemy with a charge.

The wights focus on harassing characters who stand outside of the poison cloud. Remember that the cloud blocks their line of sight. They focus on characters who use area or close attacks to blast at Baaldran from a distance.

The zombie tombwalkers remain within the cages until a living creature causes them to stir, as described below. There is one zombie tombwalker in each cage, including the cages where the wights are hiding. Once a zombie tombwalker animates, it lumbers out of its cage and moves to attack the nearest living creature (other than Baaldran). The PCs earn XP for each zombie tombwalker that animates and joins the battle, so adjust the XP listed for this encounter accordingly.

Zombie Tombwalker		Level 15 Minion	
Medium natural animate (undead)		XP 300	
Initiative +9	Senses Perception +10; darkvision		
HP 1; a missed attack never damages a minion.			
AC 27; Fortitude 27, Reflex 24, Will 25			
Immune disease, poison			
Speed 5			
⊕ Slam (standard; at-will)			
+18 vs. AC; 7 damage.			
↓ Flesh Ripping Bite (standard; encounter) ◆ Necrotic			
+18 vs. AC; 9 damage, plus ongoing 5 necrotic damage (save ends).			
⚡ Death Burst (when reduced to 0 hit points) ◆ Necrotic			
The tombwalker explodes. Close burst 1; +16 vs. Fortitude; 7 necrotic damage.			
Alignment Unaligned		Languages –	
Str 20 (+12)	Dex 14 (+9)	Wis 12 (+10)	
Con 15 (+9)	Int 9 (+6)	Cha 8 (+6)	



FEATURES OF THE AREA

Illumination: Bright light spreading out from the hazy sky.

Platforms: Each platform is 10 feet tall. The space beneath each platform is clear, allowing any creature of size Large or smaller to move beneath it. Bigger creatures must squeeze to fit through. The platform's legs have an AC 4 and 25 hit points each. Destroying one leg causes the platform to topple over if a creature stands atop it. Otherwise, destroying two legs is required to cause it to fall.

If a platform falls, the area it occupies becomes difficult terrain. Creatures on or below the platform take 2d10 damage and are knocked prone in their current squares.

A creature can climb up one of the platforms legs with a DC 20 Athletics check.

Cages: The cages hold the remains of heretics and trespassers. Since this is a realm of Orcus, these corpses animate if any living creatures get too close to them.

Any living creature other than Baaldran that moves within 2 squares of a cage causes the undead creature within the cage to animate and attack, as described above.

ENCOUNTER V8: PLAZA OF HOWLING SKULLS

Encounter Level 18 (11,600 XP)

SETUP

Arath Nightcaller (A)
1 nightwalker (N)
1 demonic flameskull (F)
2 howling skulls (H)

A shrine to Orcus erected within Hordethrone, the Plaza of Howling Skulls represents both the horror and the grandeur of the Demon Prince of the Undead. Arath Nightcaller, a priest of Orcus, has watched over this place since the time of Thrullzon. Once, he served as the spiritual advisor to Thrullzon. The two of them waged a campaign of terror and misery across the planes, and for their conquests Orcus made Thrullzon an exarch. Arath hates Zirithian for displacing his master, and if approached correctly he might be willing to ally with the adventurers.

When the adventurers approach the plaza, show them “View of the Plaza of Howling Skulls” on page 31 of Adventure Book One and read:
You see a broad, open plaza dotted with wooden posts. From these posts hang shriveled heads with eyes that turn to follow you, glaring with the hatred of the living dead.

In the middle of the plaza stands a squat, stone structure. Four statues of Orcus adorn each corner of the structure, looking outward from its center. Atop the structure, a humanoid figure clad in plate armor lifts a staff above its head. A voice booms out. “Who comes to the Plaza of Howling Skulls, and what offerings do they bring before Orcus, Lord of the Undead?”

TACTICS

Arath awaits a response from the adventurers. If they attack without answering his questions, Arath fights back. Otherwise, he attempts to bargain with them. He leaves them alone if they offer any intelligent creature as a sacrifice. Alternatively, they can offer to slay Zirithian and present his corpse to Arath. Arath is old, bitter, and speaks in short, clipped sentences. He cares little for mortal concerns and wants only fresh sacrifices or revenge against the usurper to Thrullzon.

A priest of Orcus, Arath uses *ghoul curse* against a fighter, rogue, or other character who seems weak-willed. Then he attacks with ghoulish strikes, hoping to immobilize and destroy the PCs one at a time. He saves his *blood drain* attack for when he is bloodied.

The nightwalker appears if any PC moves onto the stone platform. At the start of its next turn, it appears anywhere within 10 squares of Arath and attacks the

2 Howling Skulls (H)
 Trap

Level 16 Blaster
 XP 1,400 each

The shriveled head’s mouth opens wide, and it emits a terrible, shrieking wail.

Trap: The skull unleashes a burst of necrotic energy that deals damage and pushes enemies away.

Initiative +12

Attack

Standard Action Close burst 5

Target: Each enemy in burst

Attack: +21 vs. Will

Hit: 1d10 + 7 necrotic damage, push 2, and ongoing 5 necrotic damage (save ends).

Countermeasures

- ◆ An adjacent character can make a DC 20 Religion or Thievery check as a standard action to stun the trap until the end of the character’s next turn.
- ◆ A character can attack the skull (AC 12, Fortitude 14, Reflex 12; hp 60). If the trap is reduced to 0 hit points, it makes a final attack as a free action.
- ◆ An adjacent character can make a DC 25 Religion or Thievery check as a standard action to destroy the trap. Two successes destroys the trap. On a failure, the trap attacks immediately as a free action.

Arath Nightcaller (A)

Level 18 Controller (Leader)

Medium natural humanoid (undead)

XP 2,000

Initiative +9

Senses Perception +15

HP 166; **Bloodied** 83

AC 32; **Fortitude** 28, **Reflex** 28, **Will** 31

Resist 10 necrotic; **Vulnerable** 5 radiant

Speed 5

⬇ **Ghoul Strike** (standard; at-will) ◆ **Necrotic, Weapon**
 +23 vs. AC; 1d10 + 8 necrotic damage, and target is immobilized (save ends).

⬇ **Blood Drain** (standard; recharges when an adjacent creature becomes bloodied) ◆ **Healing**
 Requires combat advantage; +21 vs. Fortitude; 1d10 + 5 damage, the target is weakened (save ends), and Arath regains 40 hit points.

Gleeful Damage

Arath deals an extra 1d10 damage on melee attacks against immobilized targets.

Shadow Step (move; at-will) ◆ **Teleportation**

Arath teleports 5 squares.

⌘ **Ghoul Curse** (standard; encounter) ◆ **Polymorph**

Ranged 10; +21 vs. Will; the target is dominated (save ends). While dominated, the target deals an extra 1d8 with its basic melee attack. In addition, the dominated target’s attack immobilizes its target on a hit (save ends).

Alignment Chaotic evil

Languages Abyssal, Common

Skills Arcana +17, Intimidate +17, Religion +17

Str 17 (+12) **Dex** 11 (+9) **Wis** 22 (+15)

Con 14 (+11) **Int** 16 (+12) **Cha** 17 (+12)

Equipment staff, unholy symbol of Orcus, plate armor

adventurers. It is sworn to protect this place against heretics, and fights in concert with Arath. It uses *finger of death* on its first turn against a spellcaster or

Nightwalker (N) **Level 20 Elite Brute**

Large shadow humanoid (undead) XP 5,600

Initiative +15 **Senses** Perception +14; darkvision**Void Chill** (Cold, Necrotic) aura 5; enemies that start their turns in the aura take 5 cold and necrotic damage.**HP** 464; **Bloodied** 232**AC** 34; **Fortitude** 32, **Reflex** 30, **Will** 32**Immune** disease, poison; **Resist** 20 cold, 20 necrotic; **Vulnerable** 20 radiant**Saving Throws** +2**Speed** 8**Action Points** 1⊕ **Slam** (standard; at-will) ♦ **Cold, Necrotic**
Reach 2; +23 vs. AC; 1d8 + 7 plus 2d8 cold and necrotic damage.➤ **Finger of Death** (standard; encounter) ♦ **Gaze, Necrotic**
Ranged 5; affects a bloodied target only; +21 vs. Fortitude; the target drops to 0 hit points. Resistance to necrotic damage does not apply to this power.⚡ **Void Gaze** (minor 1/round; at-will) ♦ **Gaze, Necrotic**
Close blast 5; +21 vs. Will; 1d8 + 7 necrotic damage, and the target is pushed 4 squares and takes a -2 penalty to all defenses (save ends).**Alignment** Evil **Languages** Common, telepathy 20**Skills** Stealth +20**Str** 24 (+17) **Dex** 20 (+15) **Wis** 18 (+14)**Con** 22 (+16) **Int** 17 (+13) **Cha** 24 (+17)**Demonic Flameskull (F)** **Level 15 Artillery**

Tiny natural animate (undead, demon) XP 1,200

Initiative +11 **Senses** Perception +14**HP** 114; **Bloodied** 57; see also *demonic fury***Regeneration** 5**AC** 27; **Fortitude** 25, **Reflex** 27, **Will** 26**Immune** disease, poison; **Resist** 10 fire, 10 necrotic; **Vulnerable** 5 radiant**Speed** fly 10 (hover)⊕ **Fiery Bite** (standard; at-will) ♦ **Fire**
Reach 0; +22 vs. AC; 1d8 damage plus 1d8 fire damage.➤ **Unholy Fire** (standard; at-will) ♦ **Fire, Necrotic**
Ranged 10; +20 vs. Reflex; 2d8 + 8 fire damage, plus ongoing 5 necrotic damage (save ends).⚡ **Vile Consecration** (standard; encounter) ♦ **Fire, Necrotic**
Area burst 3 within 20; +20 vs. Reflex; 3d8 + 8 fire and necrotic damage. *Miss*: Half damage. The flameskull can exclude two allies from the effect.**Demonic Fury**

While the demonic flameskull is bloodied, it deals an extra 1d8 damage with its attacks.

Mage Hand (minor; at-will) ♦ **Conjuration**As the wizard power *mage hand* (see *Player's Handbook* page 158).**Illumination**

The flameskull sheds bright light out to 5 squares, but it can reduce its brightness to dim light out to 2 squares as a free action.

Alignment Unaligned **Languages** Common, one other**Skills** Stealth +12**Str** 6 (+5) **Dex** 18 (+11) **Wis** 15 (+9)**Con** 18 (+11) **Int** 23 (+13) **Cha** 21 (+12)

ranged attacker, then wades into melee to flank anyone engaged in combat with Arath.

Once the nightwalker appears, Arath takes care to keep clear of its *void gaze* attack. After Arath attacks, he

shifts away so that the nightwalker can use that attack without catching him in its area.

The howling skulls unleash shrieking wails as waves of necrotic energy burst from them. Each one tries to push characters away from Arath unless a target is bloodied or grants the priest combat advantage. If the option presents itself, they attempt to push characters into a flank between the priest and the nightwalker.

One skull among the others is a demonic flameskull. It serves as the confidant of Arath, and it has been with the priest for a long time. It rises from its perch to attack the adventurers as soon as the battle begins, using *unholy fire* each round. When the adventurers bunch up, it unleashes its *vile consecration* to catch as many of them in the burst as possible.

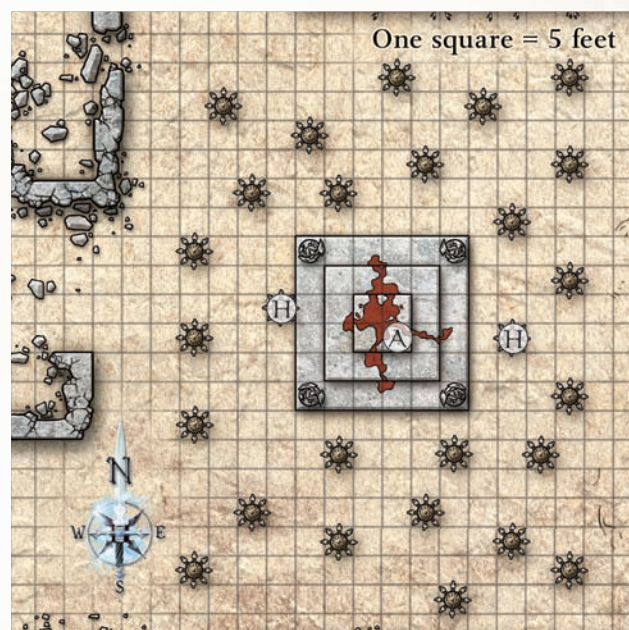
FEATURES OF THE AREA

Illumination: Bright light spreading out from the hazy sky.

The Skulls: In addition to the traps present in this area, the rest of the skulls and their stakes are simple trophies of Orcus' past sacrifices. The stakes neither provide cover nor serve as difficult terrain. A creature standing adjacent to a skull gains vulnerable 5 necrotic.

Stone Platform: The stone platform is covered with a thick coating of dried blood. If an attack against a living creature is a 19 or 20 on the die roll, the attack is a critical hit.

The Statues: The statues of Orcus block movement and provide cover. If a creature on the platform is reduced to 0 or fewer hit points, the statues' eyes glow red and all undead creatures within 10 squares of any statue regain 15 hit points.



ENCOUNTER V9: BUTCHER SHOP

Encounter Level 18 (11,600 XP)

SETUP

Gorehorn the goristro (G)
Gyldra the death hag (H)
3 zombie mobs

The butcher shop, as befits a settlement occupied by the undead, deals in the flesh of zombies and other undead creatures. The death hag Gyldra works here, reaping flesh from the zombies that fill the Sea of Rot. She knows a number of unholy rituals that utilize components of undead creatures to perform divinations, bestow good luck on Orcus's minions, and send illnesses and other discomforts to her master's enemies.

Gyldra looks forward to Zirithian's reign, as she hopes that Hordethrone once again becomes an active stronghold for Orcus's followers. For centuries, she has labored here in relative obscurity. She can't wait for the return of active trade with those who prescribe to the tenets of the Demon Prince of the Undead.

When the adventurers approach the butcher shop, read:

You see what could only be described as a stockyard of the living dead. Three large pens stand outside a small, stone building. The pens are filled with zombies, standing packed together in the enclosed space. The stone structure has an open, north wall that reveals a workshop of sorts. A long table covered with stained hooks, knives, and hatchets, stands just outside of the building. Behind it are several shelves, covered with withered organs, severed heads, and other parts harvested from the zombies.

A towering creature that looks like a combination of a minotaur and a demon prowls outside of the structure. Its long horns are stained red. Standing behind the table, holding a pair of long, serrated knives in its hand, is a withered hag.

TACTICS

Gyldra and her bodyguard, the goristro Gorehorn, attack adventurers who give them any trouble. However, if the adventurers have money to spend they can hire the hag to provide them with luck charms, divinations, and other rituals. Gyldra allows the adventurers to dictate the course of events. She is on her guard when the adventurers appear, but as long as they do not attack she is willing to bargain. If attacked, Gyldra and Gorehorn fight to the death.

The death hag uses *displace* each round to teleport a character into one of the zombie mobs. She employs *life drain* attack repeatedly, as she prefers to gain healing and allow Gorehorn to take the brunt of the battle.

3 Zombie Mobs Hazard

Level 17 Hazard XP 1,600 each

An enormous crowd of zombies stands within this pen. Their hands and legs are bound together with chains. They shuffle in place, moaning in anger and unholy hunger.

Hazard: The zombies are a hazard to anyone who enters or is placed within a pen.

Effects

- ◆ A zombie mob attacks any creature that enters a square adjacent to the pens or that enters the pens.
- ◆ A zombie mob is difficult terrain.
- ◆ A creature that begins its turn prone adjacent to or in the same square as a zombie mob takes 10 damage and slides 1 square.

Attack

Free Action **Melee 1**

Target: A creature that starts its turn or enter a square that is adjacent to or within the zombie mob

Attack: +18 vs. Reflex

Hit: 2d6 + 4 damage and knocked prone

Countermeasures

- ◆ A character can hack apart the zombies, destroying the mob. The mob has AC 20, Fortitude 21, Reflex 15, and 120 hit points. For every 30 points of damage it takes, one of the mob's corners (4 squares) becomes clear terrain.

Goristro (G)

Level 19 Elite Brute

Huge elemental humanoid (demon)

XP 4,800

Initiative +10 **Senses** Perception +17; darkvision

HP 450; **Bloodied** 225; see also *raging frenzy*

AC 31; **Fortitude** 34, **Reflex** 27, **Will** 29

Resist 20 variable (2/encounter; see Monster Manual page 282)

Saving Throws +2

Speed 8

Action Points 1

⬇ **Slam** (standard; at-will)

Reach 3; +22 vs. AC; 2d10 + 8 damage.

⬇ **Double Attack** (standard; at-will)

The goristro makes two slam attacks.

⬇ **Goristro Stomp** (immediate reaction, when a nonadjacent enemy moves adjacent to the goristro; recharge ⓂⓂⓂ)

The goristro makes an attack against the enemy: +22 vs. AC; 4d8 + 8 damage, and the target is knocked prone.

⬇ **Goring Charge** (standard; at-will)

The goristro makes a charge attack: +23 vs. AC; 3d10 + 8 damage, and the target is pushed 2 squares and knocked prone.

⬇ **Raging Frenzy** (immediate reaction, when attacked by an adjacent enemy while bloodied; at-will)

The goristro makes a frenzied gore attack against the enemy: +22 vs. AC; 2d8 + 8 damage.

Alignment Chaotic evil

Languages Abyssal

Str 27 (+17)

Dex 12 (+10)

Wis 17 (+12)

Con 25 (+16)

Int 6 (+7)

Cha 12 (+10)

She saves her *claw* attack for use against ranged attackers and spellcasters. She prefers to leave defenders and other melee combatants to the goristro. In her eyes, marking a tough fighter or paladin merely invites attacks that she would rather avoid.

A mindless, bloodthirsty brute, Gorehorn charges the nearest opponent and attempts to knock that character into one of the zombie pens. He has perfected an upward motion with his gore attack, allowing him to push a target over the fence while still pushing a foe the full 2 squares. A character pushed in this manner takes 1d10 damage, in addition to the attack's normal effects.

Gorehorn cares little for his safety. He makes repeated charge attacks, even accepting opportunity attacks to move away from a foe and make a charge.

The zombie mobs attack anything that moves adjacent to them or appears within the pens.

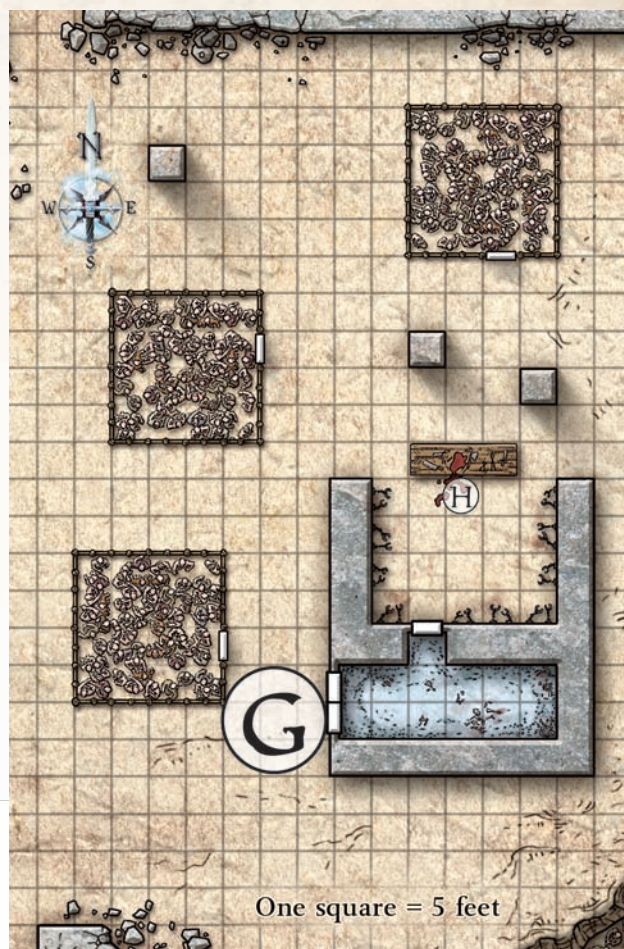
GYLDRA'S SERVICES

Gyldra can perform a number of rituals. She offers the adventurers the following options:

Divination: Gyldra can burn a mixture of zombie organs to create a cloud of thick smoke. The smoke forms an orb above the fire, and in its midst shimmers a vision of any area in Hordethrone. Provide the characters with a description of any encounter area in the Hordethrone, along with any other information that the PCs could gain by watching that area. The vision persists for 1 round. Gyldra charges 4,200 gp to perform this ritual.

Heal: The hag can perform any healing ritual of level 18 or lower. However, this particular ritual requires the recipient to eat flesh taken from a zombie or bathe in the blood of an undead creature. These strange rituals have no ill effect on the characters. Gyldra has training in the Heal skill, as well.

Gyldra the Death Hag (H)	Level 18 Soldier
Medium fey humanoid	XP 2,000
Initiative +15	Senses Perception +12; low-light vision
HP 171; Bloodied 85; see also <i>life drain</i>	
AC 34; Fortitude 34, Reflex 31, Will 32	
Resist 10 necrotic	
Speed 6	
⬇ Claw (standard; at-will) ♦ Necrotic	
+24 vs. AC; 1d8 + 7 necrotic damage, and the target is marked and cannot spend healing surges or regain hit points until the end of the death hag's next turn.	
↗ Displace (minor, 1/round; at-will)	
Ranged 10; +23 vs. Will; the target teleports into a zombie mob.	
↶ Life Drain (standard; recharge ⓂⓂⓂ) ♦ Healing, Necrotic	
Close blast 3; +22 vs. Fortitude; 1d8 + 4 necrotic damage, and the death hag regains 5 hit points for each creature damaged by this attack.	
Change Shape (minor; at-will) ♦ Polymorph	
A death hag can alter its physical form to appear as female of any Medium humanoid race (see Change Shape, Monster Manual page 280).	
Alignment Evil	Languages Common, Elven
Skills Bluff +19, Insight +17, Intimidate +19, Nature +17	
Str 25 (+16)	Dex 18 (+13) Wis 17 (+12)
Con 19 (+13)	Int 16 (+12) Cha 20 (+14)



ENCOUNTER V9: BUTCHER SHOP

FEATURES OF THE AREA

Illumination: Bright light spreading out from the hazy sky.

The Butcher Shop: This place is stocked with preserved organs and limbs taken from zombies. A device similar to a fishing pole, except that in place of a hook it has a wicker cage affixed with grasping jaws in place of its floor, is mounted on the southern wall. Gorehorn uses this device to “fish” for zombies from the Sea of Rot.

Ice Box: Gyldra uses this chamber to keep her specimens fresh. A creature that begins its turn in this area takes 5 cold damage. The floor and walls are coated with bloodstained frost.

Pens: The zombie pens have iron fences that are 10 feet tall. Climbing the fence is relatively easy (DC 15 Athletics athletics check).

Treasure: Hidden in a small compartment in the wall of the ice box (DC 25 Perception to find), Gyldra keeps a small chest that contains her current wealth. This includes three 5,000 gp gems, two *potions of vitality*, and a *crown of command*.

ENCOUNTER VI0: THE BLACK GATE

Encounter Level 18 (12,000 XP)

SETUP

2 giant mummies (M)

Lord Carrion, Death Knight (C)

Al'ahz'ahmin, Rakshasa Noble (A)

A delegation from the Shadowfell, a human death knight named Lord Carrion and his chief advisor, a rakshasa named Al'ahz'ahmin, have arrived in Horde-throne in hopes of forging an alliance with Zirithian. They mull about in the courtyard, waiting to access the Gate of Shadows and enter the inner sanctum of Zirithian—the Midnight Ziggurat.

Although Lord Carrion is an undead warrior, he grants no particular fealty to Orcus. He hopes to reverse this by forging an alliance with Zirithian, and in time believes that he can become an exarch in his own right.

Given that Lord Carrion wishes to ally with Zirithian, he gladly attacks anyone who ventures into the courtyard who doesn't appear to belong there.

2 Giant Mummies (M)	Level 21 Brute
Large natural humanoid (undead)	XP 3,200 each
Initiative +12 Senses Perception +16; darkvision	
Despair (Fear) aura 5; enemies within the aura take a -2 penalty to attack rolls against the giant mummy.	
HP 240; Bloodied 120; see also <i>dust of death</i>	
Regeneration 10 (if the giant mummy takes radiant damage, regeneration doesn't function on its next turn)	
AC 33; Fortitude 34, Reflex 30, Will 31; see also <i>despair</i> above	
Immune disease, poison; Resist 10 necrotic; Vulnerable 10 fire	
Speed 6	
⬇ Rotting Slam (standard; at-will) ♦ Disease, Necrotic +24 vs. AC; 3d8 + 6 necrotic damage, and the target contracts level 21 mummy rot (see below).	
⬅ Dust of Blinding Death (when first bloodied and again when reduced to 0 hit points) ♦ Acid The giant mummy releases a cloud of corrosive dust: close burst 2; +22 vs. Fortitude; 1d8 + 7 acid damage, and the target takes ongoing 10 acid damage and is blinded (save ends both).	
Alignment Unaligned Languages Giant	
Str 22 (+16) Dex 14 (+12) Wis 12 (+11)	
Con 24 (+17) Int 6 (+8) Cha 16 (+13)	

When the adventurers enter the courtyard, read:
As you approach this walled area before the tall, black ziggurat, the sky darkens as twilight suddenly falls across this forsaken land. A gate in the 20-foot-tall rock wall opens to a courtyard. The courtyard features one intact outbuilding and a second, tumbled ruined, that appears similar to the

one that still stands. A statue of Orcus stands at one end of the courtyard, facing a pair of black, double doors that lead into the ziggurat. Two rows of pillars bound the path leading to the doors, while a pool of dark water spread out from the ruins of the second outer building.

The intact building has a set of closed doors on its western face. Flanking the doors are narrow, dark arrow slits.

A pair of giant mummies, their wrappings dragging behind them in the sand, guard the intact outbuilding. They stand tense, ready to attack.

Death Knight (Human Fighter) (C)	Level 17 Elite Soldier
Medium natural humanoid (undead)	XP 3,200
Initiative +11 Senses Perception +8; darkvision	
Marshal Undead aura 10; lower-level undead allies in the aura gain a +2 bonus to their attack rolls.	
AC 35; Fortitude 32, Reflex 26, Will 27	
HP 264; Bloodied 132; see also <i>second wind</i>	
Immune disease, poison; Resist 10 necrotic; Vulnerable 10 radiant	
Saving Throws +2	
Speed 5	
Action Points 1	
⬇ Soulsword (standard; at-will) ♦ Necrotic, Weapon +23 vs. AC; 1d8 + 12 damage plus 5 necrotic damage (plus an extra 2d6 necrotic damage on a critical hit).	
⬇ Containing Strike (standard; at-will) ♦ Necrotic, Weapon Requires soulsword; +23 vs. AC; 1d8 + 12 plus 5 necrotic damage, and the death knight can make a melee basic attack as an immediate interrupt against the target if the target shifts on its next turn.	
⬇ Warrior's Challenge (standard; encounter) ♦ Necrotic, Weapon Requires soulsword; +23 vs. AC; 3d8 + 12 plus 5 necrotic damage, and the target is pushed 2 squares. All enemies within 2 squares of the target are marked until the end of the death knight's next turn.	
⬅ Unholy Flames (standard; recharge ☞☞☞) ♦ Fire, Necrotic Close burst 2; +19 vs. Reflex; 6d8 + 12 fire and necrotic damage to living creatures. Undead creatures within the burst (including the death knight) deal an extra 2d6 fire damage with melee attacks until the end of the death knight's next turn.	
Combat Challenge Every time the death knight attacks an enemy, whether that attack hits or misses, the death knight can mark that target. The mark lasts until the end of the death knight's next turn. In addition, whenever an adjacent enemy shifts, the death knight makes a melee basic attack against that enemy (as an immediate interrupt).	
Second Wind (standard; encounter) ♦ Healing The death knight spends a healing surge and regains 66 hit points. The death knight gains a +2 bonus to all defenses until the start of its next turn.	
Alignment Evil Languages Common	
Str 20 (+13) Dex 12 (+9) Wis 11 (+8)	
Con 18 (+12) Int 13 (+9) Cha 14 (+10)	
Equipment plate armor, light shield, soulsword (longsword)	

Al'ahz'ahmin, Rakshasa Noble (A) **Level 19 Controller**
 Medium natural humanoid XP 2,400

Initiative +14 **Senses** Perception +19; low-light vision
HP 178; **Bloodied** 89
AC 33; **Fortitude** 31, **Reflex** 33, **Will** 34; see also *phantom image*
Speed 7

⬇ **Claw** (standard; at-will)
 +22 vs. AC; 1d6 + 3 damage, and the target is blinded until the end of the rakshasa noble's next turn.

➤ **Mind Twist** (standard; at-will) ⬥ **Psychic**
 Ranged 20; +22 vs. Will; 3d6 + 7 psychic damage, and the target is dazed (save ends).

➤ **Phantom Lure** (standard; at-will) ⬥ **Charm**
 Ranged 10; +22 vs. Will; the target slides 5 squares.

➤ **Frightful Phantom** (standard; recharge ⌘⌘⌘⌘⌘⌘) ⬥ **Fear**
 Ranged 5; +22 vs. Will; 4d8 + 7 psychic damage, the target is pushed 5 squares, and the target is stunned (save ends).

Deceptive Veil (minor; at-will) ⬥ **Illusion**
 The rakshasa noble can disguise itself to appear as any Medium humanoid. A successful Insight check (opposed by the rakshasa's Bluff check) pierces the disguise.

Phantom Image (minor; recharge ⌘⌘⌘⌘⌘⌘) ⬥ **Illusion**
 Until the end of the rakshasa noble's next turn, any creature that attacks the rakshasa's AC or Reflex defense must roll twice and use the lower attack roll result. If either result is a critical hit, use that result instead.

Alignment Evil **Languages** Common
Skills Arcana +20, Athletics +17, Bluff +21, Diplomacy +21, History +20, Insight +19, Intimidate +21
Str 16 (+12) **Dex** 20 (+14) **Wis** 20 (+14)
Con 18 (+13) **Int** 22 (+15) **Cha** 24 (+16)

TACTICS

Lord Carrion brooks no parlay. He and his followers attack at the first sign of intruders to this realm.

At the first sign of combat, Lord Carrion marches from the building where he currently rests to attack. He takes the lead in any melee, using his ability to mark characters in an attempt to coax them into attacking him. He uses *unholy flames* if he and at least one mummy can gain its benefits. He saves his action point for a use of his second wind, allowing him to heal and make an attack in the same round.

During the battle, Lord Carrion works to keep his enemies focused on him. He marks the group's defenders and works with the mummies to slowly wear them down. Once the defenders are slain or otherwise dealt with, he finishes off the rest of the party.

Lord Carrion mocks divine characters in the party. If he spots a paladin, he demands that the two of them fight a duel. So long as the paladin attacks only him, he ignores the rest of the party.

The giant mummies employ relatively simple tactics. They lurch forward to attack the nearest enemies, and once engaged in melee they fight to the

death. They attempt to engage as many opponents as possible, shifting before attacking to end up adjacent to multiples foes if they can. They move to create flanks with Lord Carrion, but the take care to avoid using their *dust of blinding death* ability against each other or their allies.

The rakshasa is Lord Carrion's chief diplomat. He remains in the outer building, relying on the arrow slits for cover and to prevent any characters from engaging him in melee. He uses *phantom lure* and *frightful phantom* to force characters into flanks, or to send them adjacent to the giant mummies.

FEATURES OF THE AREA

Illumination: Dim light as twilight overcomes the cloud-filled sky.

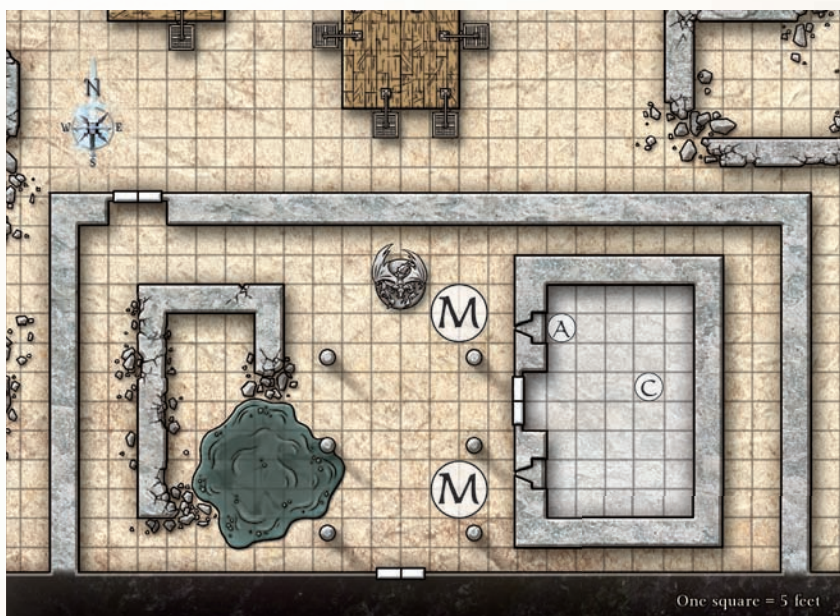
The Statue: The large statue of Orcus radiates necrotic energy that saps the strength of living creatures and empowers the undead. Undead creatures within 5 squares of the statue gain resist 5 radiant. Living creatures within this range gain vulnerable 5 necrotic. These states apply only so long as a creature is within 5 squares of the statue.

Walls: The stone walls are easy to climb (DC 15 Athletics check).

Water: The pool of brackish water has a thick coat of slimy mud at its bottom. The area is difficult terrain, and a creature that moves through it without shifting must make a DC 25 Acrobatics check or fall prone when it enters the first square of the pool during its movement.

Arrow Slits: Creatures can see and make attacks through the arrow slits. Creatures gain superior cover against attacks made through the arrow slit unless the attacker is adjacent to the slit.

Pillars: The pillars are plinths of black stone. They are difficult terrain.



ENCOUNTER VII: THE GATE OF SHADOWS

Encounter Level 17 (10,000 XP)

SETUP

In order to enter the ziggurat, the adventurers must pass through a door carved from pure shadow energy. The ziggurat's interior rests in Thanatos, Orcus' realm of the undead. It lies deep within the ground there, wrapped in a shroud of deadly energy. Living creatures who try to enter this place face a variety of threats as they push through the barrier. They undergo hallucinations and visions of death, destruction, and misery. Only the strong of heart can pass through this barrier without harm.

Luckily for the characters, this barrier opposes only those who enter the ziggurat. If they defeat Zirithian, they can leave this place without harm or hindrance.

When the adventurers defeat the monsters in Encounter V10, read:

Before you stands a black gate, seemingly carved from the stuff of shadows. Light cast upon it is devoured by the inky blankness of the door. It has no details you can determine, no door handles, no features, nothing. The black stone around it seems to frame a large rectangle of pure darkness.

Passing through this gate requires the adventurers to engage in a skill challenge. The gate drains the life from those unable to endure its tests. It also creates phantasms that plague the characters, setting before them tests of their resolution, friendship, and morals. Zirithian was corrupted and turned to Orcus by the door, the first step on his path to becoming an exarch. The magic within the door makes a similar offer to each PC, hoping to subvert them from the path of good and turn them to the service of Orcus.

Any creature that passes through this door comes to the attention of Orcus himself. He immediately learns their names, their basic abilities (such as class and paragon path), and any past actions they have taken to thwart his ambitions. The knowledge Orcus gains from the characters' intrusion into a domain he personally crafted for his minions may come back to haunt them in the future. Orcus might send followers to attack the PCs, or he could move to strike down the people and places they care about.

TRAVELING THROUGH THE GATE

This skill challenge works differently from others that you may have seen. It covers three tests that each PC must undergo to pass through the gate. Characters

who fail these tests are injured in body, mind, and soul, while even those characters who pass all of the tests emerge with a sense of haunting dread. Few mortals have entered this place without succumbing to the lure of Orcus's offers of power. If the party suffers from internal divisions, jealousy, and rivalry, this challenge may prove more difficult than simply fighting Zirithian.

THE FIRST CHALLENGE

As the adventurers pass through the door, read:

Pain shoots through you as infinite darkness surrounds you. The void alternates between searing heat and deadening cold. Lights flash, and your life force flutters and shifts within you, as if some monstrous entity seeks to tear it free.

When the adventurers first step through the gate, the necrotic energy from which it was forged drains their strength and vitality. The characters must make Endurance checks to avoid this peril.

PC with Most Healing Surges: As the energy saps each character's life, a voice speaks within the mind of the character with the most healing surges: *"My master requires only the strongest souls. Make a sacrifice now, surrender your might so that your companions may live. I shall spare them, but your agony shall be doubled."*

The chosen character may choose to automatically fail the Endurance check. In return, the other characters gain a +5 bonus on their checks.

Endurance (DC 20): On a successful check, a character suffers no ill effects. On a failed check, a character loses 1d4 healing surges. A character reduced to 0 healing surges is weakened (save ends) when the party arrives in the ziggurat.

THE SECOND CHALLENGE

Once you have completed the first challenge, read:

The darkness around you fades to gray. Ahead, you see a robed figure sitting atop a small pile of skulls. It holds a wand of bone in its left hand and a book in its right hand. The figure beckons you closer.

This strange figure is a guardian spirit placed here by Orcus. It is meant to test the knowledge of would-be intruders.

The adventurers stand on a featureless gray plain. They can choose to wander about for a bit, but other than the figure there is nothing here to see or interact with.

When they approach the figure, it speaks to them: *“All that lives dies. All that die come before Orcus, king of the dead. You are not dead. Yet. But you seek to enter his domain. I believe that you are lost souls, confused as to your true destination. Perhaps I must send you back from whence you came. Unless, of course, I am mistaken and you are indeed dead. Each of you must demonstrate to me that life no longer courses through your veins. Who shall be first?”*

The robed figure expects the characters to prove to it that they are dead. There are a number of ways that that the characters can do this.

Each character must make a skill check or take an action to demonstrate that he or is dead. The rest of the party cannot assist in this checks.

On a successful check, a character moves on to the next test. On a failed check, the robed figure gestures with its wand as its book opens. The character’s name appears in blue fire on the book’s page.

The robed figure explains that this book is a ledger of those who have angered Orcus. Until Orcus’s wrath is cooled, their name remains within its pages. In game terms, Zirithian may roll 1d6 as a bonus to any attack roll or as a penalty to the character’s save during the final encounter. He may do this once. When he uses this ability, the character has a vision of his name burning in red flame as it is erased from the robed figure’s ledger.

Bluff, Diplomacy, Intimidate (DC 20): The characters can simply talk their way past the robed figure. A cunning lie, a reasoned argument, or even threats and insults convince the strange figure that a character is indeed dead and belongs in this realm.

Arcana, Nature, Religion (DC 25): Characters can use their knowledge to create a compelling argument that they are indeed dead, using facts and figures.

Endurance (DC 20): A character can injure himself without showing pain in order to prove that he or she is dead.

Other Options: Allow the players to be creative in this test. Use DC 28 for poorly thought out plans or ones that are unlikely to work, DC 25 for a reasonable plan, and DC 20 for plans that are clever and inventive.

Once all the characters have passed through this challenge, proceed to the next one.

THE THIRD CHALLENGE

Once you have completed the second challenge, read:

Suddenly, you stand before a monstrous being sitting upon a throne of bones. This creature has a pig-like face, red skin, and massive wings. It can only be Orcus, demon prince of the undead. The creature carries a jeweled rod in one hand. It points it at you as a voice echoes in your mind.

The adventurers face a spectral image of Orcus. The goal here is to foster a sense of paranoia and to tempt the characters into making a pact with Orcus.

Orcus speaks to each character via telepathy.

He says:

“You and your allies are pathetic. You cling to the light of good out of weakness, only because the path of chaos holds fear and uncertainty. You, above the others here, are strong and resolute. Slay the drow Zirithian in my name and I shall grant you the power of an exarch.”

If there are any characters with divine classes or multi-classes in the party, the message they receive is instead: *“Heretic! Your living husk defiles my domain, but its corpse shall soon adorn it as another trophy. Beg for mercy, and I shall be lenient.”*

Hand each player a note with the message written upon it, and tell them that Orcus speaks to each of them via telepathy. They have 30 seconds to respond. Have them each write their responses on the note, and pass it back to you.

Characters Who Pledge to Aid Orcus: These characters gain a +2 bonus on attacks against Zirithian. However, they must seize the sword *Nightbringer* and give it to Orcus or suffer Orcus’s curse. The next time a character under Orcus’s curse is reduced to 0 or fewer hit points, he takes a -4 penalty on death saving throws until he dies or rises back above 0 hit points.

Characters Who Beg for Mercy: Orcus laughs at these characters, mocking their weakness and the frail gods they worship. They lose the two lowest level, unused daily attack powers they have until they leave this realm and take an extended rest.

Defiant Characters: Orcus shrieks in wrath, angered at the characters’ defiance. Yet, the PC detects a hint of fear in his cry, as the demon lord sees that his new exarch may face his doom. These characters lose a healing surge and a daily attack power of their choice if they have not used such a power since the group’s last extended rest. It can only be regained by leaving the realm and taking an extended rest.

THE ZIGGURAT

With the challenges completed, the adventurers appear within the ziggurat. The final encounter of this adventure may now begin.

ENCOUNTER VI2: THE ZIGGURAT

Encounter Level 21 (20,600 XP)

SETUP

Zirithian (Z)

Lord Dust, lich (L)

4 abyssal ghouls (G)

1 immolith (I)

2 boneclaw impalers (B)

12 vampire spawn bloodstalkers (V)

Once inside the Midnight Ziggurat, which is actually within Thanatos, the adventurers confront Zirithian. If they have made it this far, despite any previous notions, Zirithian now sees the adventurers as worthy sacrifices to Orcus. With their deaths, the vampire believes that his elevation to exarch is assured.

Lord Dust the Lich (L) Level 18 Artillery

Medium natural humanoid (undead) XP 2,000

Initiative +11 Senses Perception +20, darkvision

HP 126; Bloodied 63

AC 32; Fortitude 28, Reflex 32, Will 33

Resist 10 necrotic; Vulnerable 5 radiant

Speed 6

⊕ **Dagger** (standard; at-will) ♦ **Poison, Weapon**
+24 vs. AC; 1d4 + 4 damage, and ongoing 10 poison damage (save ends).

☞ **Grave Claw** (standard; at-will) ♦ **Implement**
Ranged 20; +22 vs. Reflex; 2d6 + 5 damage, and the target is slowed until the end of Lord Dust's next turn.

☞ **Choking Shadow** (standard; at-will) ♦ **Implement**
Ranged 20, +22 vs. Fortitude; 1d8 + 4 damage, and the target cannot gain healing from any source until the end of Lord Dust's next turn.

✱ **Orb of Wraiths** (standard; encounter) ♦ **Implement, Necrotic**
Area burst 2 within 10; +24 vs. Fortitude; 3d10 + 10 necrotic damage, and the target loses a healing surge. On a miss, half damage and no healing surge loss. Lord Dust regains 10 hit points per healing surge lost to this attack.

⚡ **Black Tide** (standard; recharge ☞ ☞) ♦ **Implement, Necrotic**
Close blast 5; +22 vs. Reflex; 3d10 + 10 necrotic damage, and the target is blinded until the end of Lord Dust's next turn.

☞ **Soul Reaper** (minor; at-will) ♦ **Necrotic**
Ranged 10; destroy one allied minion within range. Lord Dust gains a +5 power bonus on his next damage roll.

Phantom Step (no action; encounter) ♦ **Teleportation**
The first time Lord Dust is bloodied, he can teleport to any square within the ziggurat, no line of sight or line of effect needed.

Focused Magic (minor; encounter)
Lord Dust gains a +4 bonus on his next attack. If he uses an area or close attack, this bonus applies to one target of the attack.

Alignment Chaotic evil Languages Common, Abyssal
Skills Arcana +21, Diplomacy +18, Perception +20, Religion +21
Str 11 (+9) Dex 15 (+11) Wis 22 (+15)
Con 12 (+10) Int 24 (+16) Cha 19 (+13)

Equipment staff, dagger, unholy symbol of Orcus

Zirithian (Z) Level 17 Elite Controller

Medium fey humanoid, drow, vampire (undead) XP 3,200

Initiative +15 Senses Perception +16; darkvision

HP 318; Bloodied 159; see *cloud of bats* (below)

AC 33; Fortitude 29, Reflex 31, Will 30

Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant
Saving Throws +2

Speed 7, climb 4 (spider climb)

Action Points 1

⊕ **Nightbringer** (standard; at-will) ♦ **Necrotic, Weapon**
+23 vs. AC; 2d8 + 5 damage, and ongoing 5 necrotic damage (save ends).

⊕ **Death Grip** (standard; at-will) ♦ **Necrotic**
+22 vs. Reflex; 1d10 + 6 necrotic damage, and the target is immobilized (save ends).

⊕ **Mighty Assault** (standard; at-will) ♦ **Necrotic, Weapon**
Zirithian makes a *Nightbringer* attack and a *death grip* attack.

⊕ **Blood Feast** (standard; recharge ☞ ☞) ♦ **Charm, Weapon**
Immobilized or helpless targets only; +22 vs. Will; 2d10 + 10 damage, Zirithian heals 20 damage, and the target is dominated until the end of Zirithian's next turn.

☞ **Winds of Deadhold** (standard; at-will) ♦ **Implement, Teleport**
Ranged 10; +22 vs. Will; 1d10 + 8 damage, teleport the target 10 squares, and the target is immobilized (save ends).

⚡ **Blackfire Blast** (standard; at-will) ♦ **Fire**
Close blast 5; +21 vs. Reflex; 2d8 + 6 fire damage and push 3.

Cloud of Bats (minor; at-will) ♦ **Polymorph**
Zirithian transforms into a swarm of bats. While in this form, he gains fly 8 (hover) and his walking speed becomes 2. He gains insubstantial and a +5 AC bonus against opportunity attacks. As a second minor action, he returns to his normal form.

Alignment Chaotic evil Languages Abyssal, Common, Elven
Skills Athletics +18, Diplomacy +19, Intimidate +19, Religion +16, Stealth +20

Str 20 (+13) Dex 25 (+15) Wis 17 (+11)
Con 15 (+10) Int 19 (+12) Cha 22 (+14)

Equipment *Nightbringer*, chainmail

4 Abyssal Ghoul Devourers (G) Level 18 Skirmisher

Medium elemental humanoid (undead) XP 2,000 each

Initiative +17 Senses Perception +12; darkvision

Sepulchral Stench aura 3; enemies in the aura take a -2 penalty to all defenses.

HP 172; Bloodied 86; see also *dead blood*

AC 32; Fortitude 30, Reflex 29, Will 26

Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant
Speed 8, climb 4

⊕ **Bite** (standard; at-will)
+23 vs. AC; 2d8 + 9 damage, and the target is immobilized (save ends). If the target is a living creature that is already immobilized, stunned, or unconscious, the bite deals an extra 2d6 damage.

⚡ **Dead Blood** (when reduced to 0 hit points) ♦ **Necrotic**
Close burst 1; all enemies in the burst take 10 necrotic damage.

Alignment Chaotic evil Languages Abyssal
Skills Stealth +19

Str 24 (+16) Dex 22 (+15) Wis 16 (+12)
Con 20 (+14) Int 16 (+12) Cha 10 (+9)

2 Boneclaw Impalers (B) **Level 17 Soldier**
 Large shadow animate (undead) XP 1,600 each

Initiative +17 **Senses** Perception +14; darkvision
HP 160; **Bloodied** 80; see also *necrotic pulse*
AC 33; **Fortitude** 24, **Reflex** 27, **Will** 24
Immune disease, poison; **Resist** 20 necrotic; **Vulnerable** 5 radiant
Speed 8

⊕ **Claw** (standard; at-will)
 Reach 3; +24 vs. AC; 1d12 + 8 damage.

← **Impaling Burst** (standard; recharge Ⓜ; Ⓜ) ⊕ **Necrotic**
 Close burst 3; +22 vs. AC; targets enemies in burst; 1d12 + 8 damage plus ongoing 5 necrotic damage (save ends).

← **Necrotic Pulse** (free, when first bloodied; encounter) ⊕ **Healing, Necrotic**
 Close burst 10; undead allies in the burst regain 10 hit points, and enemies in the burst take 10 necrotic damage.

Relentless Opportunist
 If the boneclaw hits with an opportunity attack, it can make another opportunity attack against the same target during the current turn.

Threatening Reach
 The boneclaw can make opportunity attacks against all enemies within its reach (3 squares).

Alignment Evil **Languages** Common
Skills Intimidate +17, Stealth +20
Str 18 (+12) **Dex** 24 (+15) **Wis** 12 (+9)
Con 16 (+11) **Int** 10 (+8) **Cha** 18 (+12)

Remember that Zirithian's sword, Nightbringer, has its own agenda. While it seeks to overthrow Orcus, it is content to wait for Zirithian to attain the power of an exarch before it makes its move.

When the adventurers pass through the Gate of Shadows, read:
You stand in a 10-foot-wide hallway. Ahead of you, the hall opens upon a large room dominated by the statue of a dragon.

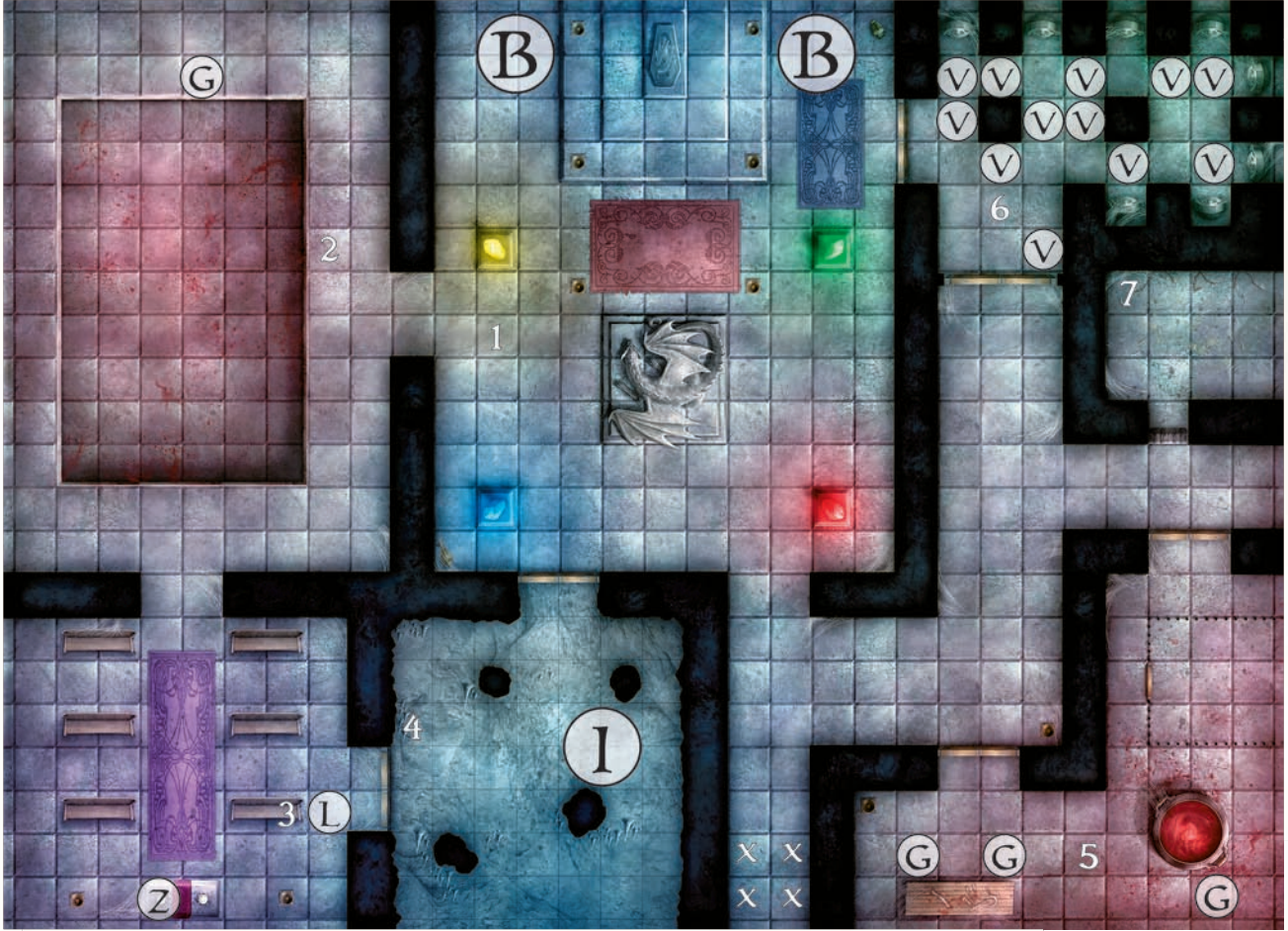
12 Vampire Spawn Bloodstalkers (V) **Level 14 Minion**
 Medium natural humanoid (undead) XP 250 each

Initiative +12 **Senses** Perception +10; darkvision
HP 1; a missed attack never damages a minion.
AC 29; **Fortitude** 26, **Reflex** 27, **Will** 25
Immune disease, poison; **Resist** 10 necrotic
Speed 7, climb 4 (spider climb)

⊕ **Claws** (standard, at-will) ⊕ **Necrotic**
 +20 vs. AC; 8 necrotic damage (10 necrotic damage against a bloodied target).

Destroyed by Sunlight
 A vampire spawn that begins its turn in direct sunlight can take only a single move action on its turn. If it ends the turn in direct sunlight, it burns to ash and is destroyed.

Alignment Evil **Languages** Common
Str 18 (+11) **Dex** 20 (+12) **Wis** 16 (+10)
Con 14 (+9) **Int** 10 (+7) **Cha** 14 (+9)



This encounter is continued on the next page.

This encounter is continued from the previous page.

Immolith (I)	Level 15 Controller	
Large elemental magical beast (demon, fire, undead)	XP 1,200	
Initiative +10	Senses Perception +9	
Flaming Aura (Fire) aura 1; any creature that enters or starts its turn in the aura takes 10 fire damage.		
HP 153; Bloodied 76		
AC 27; Fortitude 28, Reflex 24, Will 25		
Immune disease, fire, poison; Resist 15 variable (2/encounter; see glossary); Vulnerable 10 radiant		
Speed 6		
⬇️ Claw (standard; at-will) ⬆️ Fire Reach 4; +20 vs. AC; 1d8 + 7 fire damage, and ongoing 5 fire damage (save ends).		
⬇️ Fiery Grab (standard; at-will) ⬆️ Fire The immolith makes a claw attack (see above) against a Large or smaller target. On a hit, the target slides into a square adjacent to the immolith and is grabbed (until escape). While grabbed, the target loses any resistance it has to fire. An immolith can hold up to five grabbed creatures using this power.		
➤ Deathfire Curse (minor; at-will) ⬆️ Fire Ranged 10; +18 vs. Will; the target is slowed (save ends). Aftereffect: The target takes ongoing 5 fire damage (save ends).		
⬅️ Vigor of the Grave (minor 1/round; at-will) ⬆️ Healing Close burst 5; undead in the burst (including the immolith) regain 5 hit points.		
Alignment Chaotic evil	Languages Abyssal	
Str 22 (+13)	Dex 16 (+10)	Wis 15 (+9)
Con 25 (+14)	Int 9 (+6)	Cha 18 (+11)

STRATEGY

With such a large battle area, and with so many monsters present, it is easy to lose track of good tactics. Instead, focus on Zirithian's strategy.

The undead seek to bog the PCs down in the central chamber, using the boneclaws and the immolith. Think of these creatures as your defenders.

The ghouls are your strikers. Have them maneuver in to attack, but as often as possible they maneuver away to avoid PC retaliation.

Zirithian and Lord Dust are the two heavy hitters. Both try to avoid melee and attack from a distance.

TACTICS

Zirithian and his inner circle of followers care little for parlay, unless the intruders choose to surrender. Zirithian, fighting for glory and power, fights to the death.

Zirithian begins the encounter at prayer before the altar of Orcus. He waits for his followers to engage the PCs before moving to join the attack.

Once battle begins, he moves past the gladiator pit to attack the PCs from a distance.

Lord Dust has watched over the ziggurat for centuries. He now serves Zirithian as a personal advisor. The lich accompanies Zirithian into combat. He attempts to hamper the advance of enemies, forcing them to deal with the boneclaws first.

These boneclaw impalers begin the battle next to Zirithian's coffin. They rush to attack the PCs, hoping to lure them into the central chamber.

The ghouls attend to Zirithian's strange kitchen. When the battle begins, they attempt to attack from the hall.

One ghoul, Maardaz, serves as keeper of the immolith. It begins in the gladiator pit and rushes to aid the boneclaws. Maardaz opens the door to the south, releasing the immolith at the first opportunity.

The vampire spawn are kept stored in the crypt. On Lord Dust's turn, roll 1d4. The result is the number of spawn that emerge from the crypt that turn.

FEATURES OF THE AREA

Illumination: Dim lighting throughout.

1. Central Chamber: A statue of a dragon set with a single, baleful gem dominates this chamber. The gem absorbs the life force of those who hover on death's door. A PC reduced to 0 hit points within 5 squares of the statue must make an immediate death save, ignoring a result of 20 or higher on this save. Zirithian's coffin sits atop the platform in the northern portion of the room.

2. Gladiator Pit: Also known as the blood pit, this 10-foot-deep arena is often used for the entertainment of Lord Dust and other undead leaders. A DC 20 Athletics check is required to climb out of the pit.

3. Altar Room: Orcus's altar provides any undead within 5 squares of it a +1 bonus on attack rolls.

4. Prison Cave: Zirithian keeps an immolith that displeased him here, hungry and abused. It longs to please the vampire and get back in his favor.

5. Kitchen: A bubbling cauldron of blood simmers in this chamber. A DC 15 Strength check allows a creature to tip the cauldron. Close blast 3; +24 vs. Reflex; 2d8 + 8 damage, and ongoing 5 damage (save ends).

A cage in the kitchen is used to hold victims for Zirithian's foul feasts. A DC 25 Thievery check unlocks the door.

6. Crypt: Zirithian's vampire spawn wait here until called for by either Zirithian or Lord Dust.

7. Treasure Vault: The door to this room is locked (DC 20 Thievery check to unlock, DC 25 Strength check to break). Inside, the PCs can find 22,000 gp, two *potions of vitality*, and a *rod of harvest* +4 or whatever 19th-level magic item you deem appropriate for the group.

CONCLUSION

When the PCs defeat Zirithian and take possession of *Nightbringer*, Orcus manifests two forms that appear over opposite gems in the central chamber. A huge eye over one, and a grasping clawed hand over the other. Orcus's voice rings out, "Give me the sword," as does the Keeper's voice, "Plunge the sword into the eye!"

Placing the sword in the hand returns a powerful weapon to the demon prince. Plunging it into the eye sets Orcus's plans back and allows the Keeper to take control of Deadhold. After either act, the PCs are free to leave.























